

**RESOLUTION ADOPTING THE EMERGENCY BYLAWS OF
GRADY ELECTRIC MEMBERSHIP CORPORATION
RELATING TO MEETINGS OF THE MEMBERSHIP
AND ANNUAL MEETING OF THE MEMBERS**

WHEREAS, the President of the United States declared that the spread of Covid-19 had created a National Emergency; and

WHEREAS, the President and the Governor of Georgia have both advised citizens to limit in-person meetings and other social interactions where the Coronavirus (the "Virus") could be transmitted; and

WHEREAS, the Board of Directors (Board) of Grady Electric Membership Corporation (the "Corporation") has, with assistance and guidance from legal counsel, undertaken a review of the existing Bylaws of the Corporation ("Bylaws") in an effort to permit the Corporation to do its part to limit direct, interpersonal interactions while maintaining its duties and services to its members; and

WHEREAS, based upon such review, the Board has determined that Emergency Bylaws should be adopted to supersede contrary provisions of the Bylaws, and that such Emergency Bylaws should allow meetings of the membership at large to be conducted by teleconference and other electronic means, and to permit said membership to take legally binding, official action, issue declarations, and to otherwise exercise any authority vested in such body, by action at such teleconference; and

WHEREAS, O.C.G.A. 46-3-326 gives the Board authority to adopt Emergency Bylaws to be effective during the course of such emergency, and to adopt such Emergency Bylaws; and

WHEREAS, to ensure the efficient and effective operation of the Corporation during the National Emergency, the Directors have unanimously agreed it is in the best interest of the Corporation that the Board approve the adoption of the Emergency Bylaws.


NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby takes, authorizes and approves all of the following actions:

1. That the Board of Directors, by valid and affirmative vote, did adopt the Emergency Bylaws attached hereto as Exhibit A, effective as of Midnight on August 12, 2020, and to remain effective until the date the Board or Membership takes official action to repeal the Emergency Bylaws.
2. That the Corporation's Secretary, Chairman and CEO are each hereby authorized, empowered and directed, for and on behalf of the Corporation, to obtain any and all approvals

and consents from, and to make any and all filings with, any governmental agency, or any other third party necessary or appropriate in connection with the actions contemplated by these resolutions, and that any of them may, in the name and on behalf of the Corporation and under its corporate seal, if desired, execute, make oath to, acknowledge, deliver or file any and all applications, petitions, notices, declarations, orders, directions, certificates or other instruments and papers, and to do or cause to be done any and all other acts and things as may, in the judgment of the Corporation's Secretary, or its Chairman and CEO, be necessary or desirable in connection with the matters authorized by this resolution.

CERTIFICATION

I, Greg Brouillet, Secretary of Grady Electric Membership Corporation, do hereby certify that the foregoing is true and correct.


Secretary

Grady Electric Membership Corporation Emergency Bylaws

Effective August 12, 2020, at midnight, the following Emergency Bylaws shall supersede any contrary provision of Grady Electric Membership Corporation's Bylaws:

1. Authority to Conduct Electronic Meetings. All meetings of the membership at large of Grady Electric Membership Corporation (also referred to herein as "Grady EMC") to exercise, as a group, any authority by or on behalf of Grady Electric Membership, may be conducted by any electronic means by which each participant can hear the other participants. As used herein, the term "meeting" shall refer to meetings conducted either in person, via electronic means, or via a combination of in-person and electronic means.
2. Quorum. The quorum requirements for the Annual Meeting of the Members by electronic means shall be as provided in the Bylaws, with the exception that those members who pre-register for the Annual Meeting of the Members and those members who cast absentee ballots for the Annual Meeting of the Members as provided in the Bylaws shall also be counted as present in person at the meeting when determining the quorum for the meeting.
3. Special Meetings. A special meeting of the membership at large may be called as provided in the Bylaws.
4. Notice of Meetings. Notice of the Annual Meeting of the Members may be accomplished as provided in the Bylaws.
5. Legally Binding Action at Meetings. Any decision, declaration, or action adopted by or taken by a majority of those participating in any meeting called, noticed and conducted in accordance with the Bylaws, or with these Emergency Bylaws, shall be legally binding upon the membership and upon the Corporation, as if such action was taken at an in-person meeting otherwise in full compliance with all provisions of the Bylaws.