

Excelsior EMC  
Revised Emergency Bylaws

Effective March 18, 2021, the following Revised Emergency Bylaws shall supersede any contrary provision of Excelsior EMC's Bylaws and of the Emergency Bylaws.

1. Authority to Conduct Electronic Meetings. All meetings of any official group of persons legally authorized by Excelsior EMC to exercise, as a group, any authority by or on behalf of Excelsior EMC (hereinafter, a "Group" or "Groups"), may be conducted by any electronic means by which each participant can hear the other participants. As used herein, the term "Group" shall include Excelsior EMC's Board of Directors, any Committee thereof, any official group of Excelsior EMC's officers or employees, and any official committee of members (such as the Nominating Committee or the Credentials and Elections Committee). 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 conducting a Group meeting by electronic means shall be as provided in the Bylaws.
3. Special Meetings. A special meeting of any Group may be called by any two of the following persons: (i) the chairman of the Board; (ii) the secretary of the Board; (iii) the Corporation's CEO; (iv) the chairman of the applicable Group; and (v) the secretary of the applicable Group.
4. Notice of Meetings. Notice of any meeting may be accomplished by any means feasible (standing schedule of regular meeting(s), in-person communication, email, text message, written notice, telephone, etc.), and shall be deemed effective when a *bona fide* effort, reasonable under the circumstances, is made to contact each member of the Group. Notice shall be provided as much in advance of any meeting as is reasonably feasible under the circumstances. The participation of a member of a Group in any meeting shall constitute a waiver of notice of such meeting unless such participation shall be for the express purpose of objecting to the transaction of any business, or of one or more items of business, on the grounds that the meeting shall not have been lawfully called or convened.
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 Group 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.
6. Legally Binding Action by Unanimous Written Consent. When it is infeasible to call or conduct a meeting, any Group may also take official action if the action is: (i) specified in writing; and (ii) accepted or adopted through a written or electronic signature affixed by each member of the Group eligible to vote on the action. All such written consents shall have the

effect of, and may be described as, an action adopted by the Group at a meeting, and if taken by the Board, shall be included in the Cooperative's Board meeting minute book.

7. Acting Officers. In the absence or disability of the CEO, and until such time as the CEO or the Board of Directors shall select an acting CEO, an officer shall perform the duties of the CEO in accordance with the order of priority set by the CEO from time to time and approved by the Board.

8. Annual Meeting. All business typically conducted at the Annual Meeting, including the adoption of the minutes of the prior meeting, voting in director elections and on proposed amendments to the Bylaws, the presentation of reports of officers, directors and committees, and the disposition of any old and new business, shall be conducted, to the greatest extent possible, by mail and/or at a drive-through meeting. The Cooperative shall provide to all members of record notice by U.S. mail of all such business to be conducted and the manner in which the members may submit items of business or vote upon any appropriate matter.

9. Credentials and Elections Committee. The Credentials and Elections Committee shall approve the form of the ballots, establish the rules for casting and validating ballots, and shall be authorized to rule upon any matter regarding the conduct of the business of the Annual Meeting. Ballots shall be validated, and votes tabulated and certified, by the Credentials and Elections Committee in accordance with the rules and procedures adopted by the Credentials and Elections Committee. The Credentials and Elections Committee shall have the authority to rule on any dispute relating to business to be conducted at the Annual Meeting, including the validity of any nomination, the registration of any member, the eligibility of any candidate, and the validation of any irregularly marked ballot.

10. Provisions not Superseded. Any provision of the Bylaws regarding the Annual Meeting that is not expressly or impliedly superseded by these Revised Emergency Bylaws shall remain effective. All notices shall be provided in accordance with the Bylaws, and all deadlines specified in the Bylaws relating to the Annual Meeting shall be determined as if the Annual Meeting were to be conducted on May 14, 2021 (the date initially established by the Cooperative for the 2021 Annual Meeting, and the date the drive-through meeting shall be conducted).

11. CEO Discretion. The Board hereby authorizes the CEO to take any action necessary or appropriate to conduct the business of the Annual Meeting pursuant to these Revised Emergency Bylaws in a reasonable manner and in conformity with principles of democratic control by the Cooperative's membership, transparency, good governance, and corporate best practices.