Bylaws

ARTICLE I
NAME

Section 1. The name of the credit union shall be Volunteer Corporate Credit Union.

ARTICLE II
PURPOSE

Section 1. The general purpose of the Corporation shall include:

a. To aid and assist its member credit unions in providing needed service functions;

b. To provide a source for liquidity management;

c. To provide financial, custodial and related services for credit unions; associations of credit unions; and corporations, organizations or agencies owned or operated by a credit union or credit unions; and

d. To provide management for mergers and joint ventures and for other credit unions.

ARTICLE III
MEMBERSHIP

Section 1. Regular membership shall be open to credit unions chartered under Tennessee law, federal law, or the laws of other states or territories of the United States.

Associate membership shall be open to credit unions, associations of credit unions; and corporations, organizations or agencies owned or operated by a credit union or credit unions.

Section 2. Every regular member shall have and maintain Perpetual Contributed Capital (PCC), under terms and conditions as established by the Board of Directors.

Associate members may use services of the Corporation on such terms and conditions as established by the Board of Directors, but shall not be eligible to vote or hold office.

Section 3. The Corporation shall have a lien on the PCC of any member, and upon the dividends payable thereon for and to the extent of any loans to, or other obligation of, such member.

ARTICLE IV

MEETING OF MEMBER CREDIT UNIONS

Section 1. The date of the annual meeting of the member credit unions shall be set by the Board of Directors.

Section 2. Fifteen (15) regular member credit unions shall constitute a quorum. If a quorum is not present on the date first appointed for a regular or special meeting of the corporation, the meeting shall be adjourned for at least ten (10) days. A second notice shall be mailed or emailed to each member credit union containing the date of the adjourned meeting, at which adjourned meeting, those then present shall constitute a quorum for the transaction of business.

Section 3. Each regular member credit union shall have one vote, irrespective of the amount of capital owned. When otherwise not provided, the vote of a majority of the member credit unions present in person at a meeting shall be the act of the Corporation. Each vote shall be cast by a duly authorized representative of each regular member credit union.

Section 4. The Chairman of the Board of Directors, or a majority of the Board of Directors of the Corporation, may call special meetings of the Corporation, and special meetings shall be held upon the request in writing of fifteen (15) regular member credit unions. All notices of special meetings shall state clearly the purpose of the call for the meeting and, at said meeting, no other business shall be transacted, except as set forth in the call. Notices of all special meetings shall be delivered to each member credit union at least seven (7) days before the date of the meeting.

Section 5. The order of business at the annual meeting shall be as follows:

a. Ascertainment of a quorum.
b. Approval of minutes of last meeting.
c. Reports of Chairman of the Board, President, Treasurer, and Supervisory Committee.
d. Unfinished business.
e. New business (including report of election results).
f. Adjournment.

Section 6. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

ARTICLE V

DIRECTORS

Section 1. The Board of Directors shall consist of not less than seven (7), nor more than nine (9) members, and shall be divided into three (3) groups designated as Groups A, B, and C.

Group A Directors shall consist of three (3) members who shall be directors from member credit unions which own Perpetual Contributed Capital (PCC) and have assets of less than One Hundred and Fifty Million ($150,000,000) Dollars based upon the December 31st data, as reported by the National Credit Union Administration, for the year preceding their nomination and election.

Group B Directors shall consist of three (3) members who shall be directors from member credit unions which own Perpetual Contributed Capital (PCC) and have assets of One Hundred and Fifty Million ($150,000,000) Dollars or more based upon the December 31st data, as reported by the National Credit Union Administration, for the year preceding their nomination and election.

Group C At-Large Directors shall consist of three (3) members who shall be directors from member credit unions which own Perpetual Contributed Capital (PCC) regardless of asset size.

Section 2. Should the Board of Directors amend Article V, Section 1 of the bylaws, transition procedures for the new Board structure shall be recorded in the minutes of the Board of Directors meeting.

Section 3. All Directors shall be either the manager of a regular member credit union or a representative authorized by the regular member credit union Board of Directors and shall hold a senior staff position (e.g. CEO, CFO, COO, CTO, CRO, Treasurer/Manager, etc.) at their member credit union. No more than one person from the same regular member credit union may serve on the Board or Committees of the Corporation at any given time.

Directors elected shall be elected for terms of three years. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors. Directors appointed to fill vacancies shall hold office for the period of the unexpired term.

Section 4. The Board of Directors shall elect from their own number a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The Board of Directors shall meet at least once each month, provided however, that, if, as set forth in the credit union's most recent Report of Examination issued by the Tennessee Department of Financial Institutions, the credit union's composite CAMELS rating is 1 or 2 AND the credit union's Management rating is 1 or 2, the Board of Directors shall instead meet not less than six times annually, with at least one meeting held during each fiscal quarter. The Board of Directors shall meet more often, if necessary, upon notification by the Secretary or President.
A majority of the Directors shall constitute a quorum.

Section 5. The Board of Directors shall have general management of the affairs, funds, and records of the credit union. It shall be their duty to act upon the expulsion of members; to determine the amount of the blanket surety bond which shall be required of all officials and

employees; to fix the maximum amount which may be loaned to any one member; to determine the interest rates on loans; to select financial institutions as a depository for the funds of the Corporation; to authorize the borrowing of funds if needed; to declare dividends of Perpetual Contributed Capital (PCC); to amend these bylaws; to fill vacancies on the Board of Directors until the election and qualification of successors; to have charge of the investment of funds of the Corporation, other than loans to members; to hire a President to perform the duties of Chief Executive Officer and to perform such other duties as the Board of Directors may from time to time authorize.

Section 6. Each member of the Board of Directors and the Supervisory Committee shall be reimbursed for reasonable expenses incurred in connection with business of the Corporation.

Section 7. The Board of Directors is authorized to establish an Executive Committee from among its members. If an Executive Committee is established, it shall consist of the Chairman, Vice Chairman, Secretary and Treasurer of the Corporation, and the Board of Directors shall elect one (1) other Director to the Executive Committee making a total of five (5) members. The Director elected to the Executive Committee by the Board of Directors shall serve for a term of one (1) year.

The Executive Committee shall meet upon notification by the Chairman of the Board of Directors. Three (3) members of the Executive Committee shall constitute a quorum.

The Board of Directors may specify the duties and powers of the Executive Committee. If not otherwise defined, the Executive Committee shall have and exercise the same duties and powers as the Board of Directors, during the period of time between the meetings of the Board of Directors. Provided, however, the Board of Directors shall review the actions of the Executive Committee and may, by a majority vote of those Directors present at any regular or specially called meeting of the Board of Directors, reverse or modify the decisions of the Executive Committee.

Section 8. The Board of Directors shall review the acts of the officers, directors and of all committees and to remove from office at any time by a two thirds (2/3) vote of the entire Board of Directors any or all members of such committees or the officers or directors for cause, including the failure to discharge assigned responsibilities, any acts involving dishonesty or breach of trust, any act, omission or practice which constitutes a breach of fiduciary duty to the credit union or which is a violation of the Corporation's bylaws, policies, or the laws or regulations of the state.

Section 9. Due to potential conflicts of interest, a director of another corporate credit union or a credit union share insurance corporation is ineligible to serve on the Board of Directors of Volunteer Corporate Credit Union. The chair of the Board may not serve simultaneously as an officer, director, or employee of a credit union trade association. No more than three (3) directors may serve simultaneously as officers, directors, or employees of the same credit union trade association or its affiliates (not including chapters or other subunits of a state trade association).

Section 10. In order to avoid any potential conflicts of interest, no person may stand for election to the Board of Directors or the Supervisory Committee or be elected to the Board of Directors or the Supervisory Committee who has been, during the past three (3) calendar years, employed by Volunteer Corporate Credit Union. Likewise, no person may be considered for employment or employed by Volunteer Corporate Credit Union who has been, during the past three (3) calendar years, a member of the Board of Directors or the Supervisory Committee.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. The officers of this Corporation shall be as defined in Article V, Section 3 of these bylaws, and the President. Unless sooner removed as herein provided, the officers shall hold office until the next meeting of the Board of Directors following the next annual meeting of members, and until the election of their respective successors.

Section 2. The duties of the Chairman of the Board shall be to preside at meetings of the Board of Directors; and to perform the usual duties connected with that office.

Section 3. The Vice Chairman of the Board shall have and exercise all the powers, authority and duties of the Chairman during the absence of the latter or his inability to act, and such other duties as the Board of Directors may, from time to time, prescribe.

Section 4. The President shall be the general manager of this Corporation under the control and direction of the Board of Directors. Subject to such limitations and control as may be imposed by the Board of Directors, the President shall have custody of all funds, securities, books of account, other valuable papers and other assets of this Corporation. He shall provide and maintain full and complete records of all assets, liabilities and financial transactions of this Corporation in accordance with the forms and procedures prescribed or approved by the Tennessee Commissioner of Financial Institutions. He may sign all checks, drafts and shall sign notes drawn by the Corporation. He shall prepare and forward to the Commissioner of Financial Institutions such financial reports as said Commissioner may require. He shall perform such additional duties as the Board of Directors may direct. The President may be removed by a two-thirds (2/3) majority vote of the entire Board of

Directors at any regularly scheduled meeting or special meeting called for that purpose, or by the Chairman of the Board of Directors with approval of two-thirds (2/3) of the Board of Directors, provided that a special meeting of the Board of Directors is called within seven (7) days of the removal of the President for that purpose.

Section 5. Other operating officers may be appointed and authorized by the President with the approval of the Board of Directors to perform, under the direction of the President, any of the duties devolving on the President.

Section 6. The Secretary of the Board shall prepare or cause to be prepared and maintained full and correct records of all meetings of the members of the Board of Directors and meetings of the membership. The Secretary shall give or cause to be given in the manner prescribed in these bylaws, proper notice of all meetings of the Board of Directors and of the members and shall perform all other duties incidental to this office.

Section 7. The Treasurer may sign checks, drafts and notes drawn by the Corporation. The Treasurer or designee shall report on the financial condition of the Corporation at each regularly scheduled meeting of the Board of Directors and at the Annual Membership Meeting.

ARTICLE VII
LOAN OFFICERS

Section 1. The Board of Directors shall appoint one or more loan officers and such loan officer or officers shall approve or disapprove every credit limit made by the Corporation to members. The Board of Directors shall be furnished a record of all changes in credit made during the month at the next regularly scheduled Board meeting. No individual shall have the authority to disburse funds of the Corporation for any loan which has been approved by such individual in their capacity as loan officer.

ARTICLE VIII
SUPERVISORY COMMITTEE

Section 1. The Board of Directors in its discretion may appoint a Supervisory Committee, to report to the Board of Directors, charged with the duty and responsibility to inspect or cause to be inspected the securities, cash and accounts of the Corporation, and to make or cause to be made at the close of the fiscal year, a thorough review or audit of the receipts, disbursements, income, assets and liabilities of the credit union and make a full report of its findings to the Board.

Section 2. The Chairman of the Supervisory Committee shall be a member of the Board of Directors. No other Director shall be a member of the Supervisory Committee.

ARTICLE IX

ELECTION OF DIRECTORS

Section 1. At least one hundred twenty (120) days prior to each annual meeting, the Chairman of the Board of Directors shall appoint a Nominating Committee of not less than three (3) members. Following election procedures established by the Board of Directors, the Nominating Committee shall evaluate and select nominees for election to the Board of Directors, and determine that the members nominated are agreeable to the placing of their names in nomination and will accept the office if elected.

The Nominating Committee shall make its report to the Chairman of the Board no later than ninety (90) days prior to the annual meeting.

Section 2 Notice of the names of the persons nominated by the Nominating Committee and the nominating procedure for nominating candidates by petition shall be included in the notice of the annual meeting sent to members. Such notice shall be mailed or emailed to members not less than eighty (80) days prior to the annual meeting. The Secretary may use electronic mail to notify members who have opted to receive notices or statements electronically.

Section 3. Any person otherwise eligible for election not nominated by the Nominating Committee may submit to the Chairman of the Nominating Committee a petition signed by the greater of five percent (5%) or five (5) members in the designated group not less than sixty (60) days prior to the annual meeting, whereupon such person's name shall be added to the ballot.

To be effective such nominations shall be accompanied by a signed certificate from the nominee or nominees stating that they are agreeable to nominations and will serve if elected to office.

Section 4. A brief statement as to qualifications and biographical data in such form as shall be approved by the Board of Directors will be included with the ballot for each nominee submitted by the nominating committee and by petition.

Section 5. In the event that only one (1) person is nominated for each vacancy, the Chairman of the board shall so certify to either the Secretary or Nominating Committee Chairman, who shall then cast a unanimous ballot for election of the persons nominated. In the event of election of unanimous ballot, either the Secretary or Nominating Committee Chairman shall report the election results to the membership at the Annual Meeting.

Section 6. All elections shall be by ballots, which shall be distributed to all members via mail or email not less than fifty (50) days before the date of the annual meeting. There shall be no write-in voting.

Section 7. Ballots must be received via mail or email in the office of the Corporation no later than thirty (30) days prior to the annual meeting.

Section 8. All elections of Directors identified by group under Article V, Section 1, shall be by the member credit unions in the respective groups that own Perpetual Contributed Capital (PCC).

Section 9. All elections shall be determined by plurality vote and there shall be no runoffs except in the event of a tie vote. In the event of a tie vote, a runoff election shall be conducted.

In the event of a tie vote in a runoff election, the election shall be determined by the majority vote of the Board of Directors.

Section 10. Only credit union members which have subscribed to and have on deposit the required Perpetual Contributed Capital (PCC) with this Corporation are entitled to vote on matters submitted to the membership for decision, consent, ratification, waiver, release or other action.

Section 11. Prior to the annual meeting, the Chairman of the Board of Directors shall appoint an Election Committee which shall have the responsibility of receiving and tallying all ballots.

Section 12. Notwithstanding any other provisions in these bylaws to the contrary, in the event that only one (1) person is nominated for each vacancy, the Chairman of the Board shall so certify to either the Secretary or Nominating Committee Chairman, who shall then cast a unanimous ballot for election of the persons nominated.

In the event of election by unanimous ballot, either the Secretary or Nominating Committee Chairman shall report the election results to the membership at the annual meeting.

ARTICLE X
SPECIAL ACCOUNTS

Section 1. The Corporation may receive funds from its members for deposits, special accounts, and certificates subject to such conditions as are established by the Board of Directors.

Section 2. The rate of interest to be paid on members' special accounts and the conditions for accepting members' special accounts shall be set in accordance with policies approved by the Board of Directors.

Section 3. Any member credit union having a special account may withdraw all or part of the member's credit union special account at any time the office of the Corporation is open for business. The Board of Directors may, however, require sixty (60) days' notice in writing, of the member's intention to make such withdrawal. Such withdrawals shall be honored in the order in which the notice thereof is filed.

ARTICLE XI

POWER TO BORROW

Section 1. The Corporation may borrow from any source upon such terms and conditions as set by the Board of Directors.

ARTICLE XII

INVESTMENT OF FUNDS

Section 1. The Perpetual Contributed Capital (PCC), members' deposits, special accounts and certificates, reserve funds, undivided earnings and all other moneys of the Corporation shall be invested by the President or such other officer as the Board of Directors may designate in the following manner:

a. in loans to credit unions, associations of credit unions and corporations or agencies, which are owned or operated by a credit union or credit unions, in the way and manner provided in Article XIII;

b. in any legally chartered bank or trust company supervised by a state or federal bank regulatory agency;

c. in any state or federal savings and loan association or corporation;

d. in any agency or association organized either as a stock company, mutual association or membership corporation provided the membership or stockholders, as the case may be, of such agency or association are restricted to credit unions, or organizations of credit unions and provided the purposes for which such agency or association is organized are designed to service or otherwise assist credit unions' operations;

e. in obligations of or securities fully guaranteed as to principal and interest by the government of the United States of America or of the State of Tennessee;

f. in any bonds or obligations issued by the Tennessee Valley Authority pursuant to the Tennessee Valley Authority Act of 1933, and any amendments thereto;

g. in any investments authorized under Tennessee Code Annotated 35-327 and 35-328 and in any investment which is lawful for federal credit unions chartered under Title 12 of the United States Code Annotated;

h. in such obligations as are permitted for state banks under Tennessee Code Annotated 45-2-607(a)(4) and 45-2-607(a)(5); and

i. in such other investments not specifically enumerated herein as may be permitted by rule or regulation of the Tennessee Commissioner of Financial Institutions.

ARTICLE XIII
LOANS

Section 1. Loans shall be made to credit unions, associations of credit unions, and corporations, organizations, or agencies owned or operated by a credit union or credit unions in accordance with the terms and conditions of the written loan policy established by the Board of Directors.

ARTICLE XIV
RESERVE FUND

Section 1. A reserve fund belonging to the Corporation shall be maintained for contingencies. It shall not be distributed to the member credit unions except (i) as a dividend in such amount as may be determined by the Board to all current regular members of the Corporation (as of the date of declaration of a dividend by the Board), contingent upon required regulatory approval, or (ii) in accordance with applicable rules and regulations upon dissolution of the Corporation. Losses incurred by the Corporation shall be charged against the reserve fund. Any sums recovered on items previously charged off against the reserve fund shall be credited to such fund.

ARTICLE XV
AMENDMENT

Section 1. These bylaws may be amended at any regular meeting of the Board of Directors, or special meeting of the Board of Directors called for that purpose, by the vote of two-thirds (2/3) of the entire Board. Amendments of the bylaws must be approved in writing by the Tennessee Commissioner of Financial Institutions.

ARTICLE XVI
DISSOLUTION-LIQUIDATION

Section 1. This Corporation may be dissolved and/or liquidated only by the order of the Tennessee Commissioner of Financial Institutions, and only in accordance with applicable statutes, rules and regulations.