

SIXTY FIFTH (65th) ANNUAL MEETING OF THE MEMBERS OF WILKES TELEPHONE MEMBERSHIP CORPORATION

The SIXTY FIFTH (65th) Annual Meeting of the Members of Wilkes Telephone Membership Corporation was held Thursday, November 21, 2024, 6:00 p.m. at 1400 River Street, Wilkesboro, NC (the "Wilkes Location") and at numerous remote locations of the members virtually through a Zoom live video and audio conference pursuant to the requirements of Section 3.10 of the Bylaws (the "Remote Locations").

Chairman Jimmie Church called the Meeting to order, introduced the Board and welcomed everyone in attendance.

Jerry Shepherd gave the Invocation.

After the Invocation, President/CEO, Eric Cramer, welcomed members to the meeting, both those attending at the Wilkes Location and those members attending virtually from Remote Locations and thanked them for their attendance. He also recognized the Board and introduced special guests in attendance. He also announced that in lieu of the normal activities and dinner that the Wilkes Telephone Membership Corporation had donated \$4,000 to local charities including: \$1000 to the Roaring River Ruritan Club, \$750 to each of the following programs in Wilkes County: Wilkes Agriculture Hall of Fame, Wilkes Recovery Revolution, and Ebenezer Christian Children's Home; and \$750 to Angels N Camo in Belhaven.

Mahlon Marsh, the Chairperson of the Elections and Credentials Committee was unable to attend so outside counsel, Carri Bennet of Womble Bond Dickinson, confirmed that a quorum was present with over 53 members participating either virtually or in person.

Secretary, Amit Tevepaugh, gave a summary of the Official Notice of the Meeting and the Proof of Mailing of the Notice by U.S. Postal Service on October 17, 2024, to the 10,808 members. A motion was made and unanimously passed to waive the reading of the Notice of Meeting and the Proof of mailing and to attach these to the minutes of this meeting.

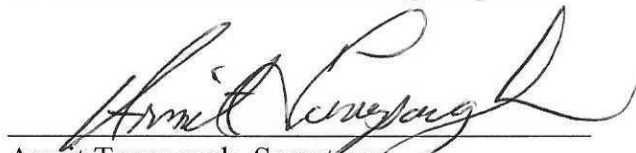
Chairman Church informed the members that the minutes of the 2023 Annual Meeting of the members was provided electronically on or after October 17, 2024. He then asked for a motion to approve the 2023 minutes as provided. A motion to approve the 2023 minutes was made and approved with no dissenting votes.

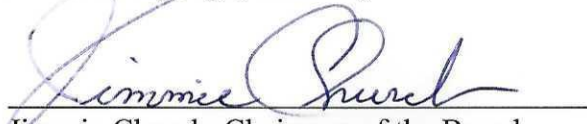
Chairman Church asked Ms. Debra Davis, Chairman of the Nominations Committee to report on the nominations for Director seats. Ms. Davis reported that the 2024 Nominations Committee had placed into nomination the following qualified candidates: Mr. Jimmie Church from the Champion Exchange; Mr. Jerry Shepherd from the Lomax Exchange; and Mr. Armit Tevepaugh from the Boomer Exchange. Ms. Davis stated that there had been no petitions submitted for nomination and that these were the only candidates nominated by the Nominating Committee. Ms. Davis then made a motion that Mr. Jimmie Church from the Champion Exchange; Mr. Jerry Shepherd from the Lomax; and Mr. Armit Tevepaugh from the Boomer Exchange be elected by acclamation to three-year terms as directors of Wilkes Telephone Membership Corporation. This motion was seconded and there was unanimous approval. Chairman Church announced that Mr. Jimmie Church from the Champion Exchange; Mr. Jerry Shepherd from the Lomax Exchange; and Mr.

Armit Tevepaugh from Boomer had been re-elected to three-year terms on the Board of Directors as representatives from their respective exchanges.

CEO Cramer then presented the Chairman's Annual Report to the Members. There were no unfinished or new business to come before the membership.

Chairman Church declared the business session of the Sixty Fifth (65th) Annual Meeting of the Members of Wilkes Telephone Membership Corporation adjourned at 6:28 pm. Mr. Church then called upon CEO Cramer to conduct a drawing for prizes.

Submitted: 
Armit Tevepaugh, Secretary

Approved: 
Jimmie Church, Chairman of the Board