

ATLANTIC TELEPHONE MEMBERSHIP CORPORATION- 62nd

ANNUAL MEETING OF THE MEMBERS

October 4, 2019- Members of Atlantic Telephone Membership Corporation held their 62nd Annual Meeting on Friday, October 4, 2019 at Odell Williamson Auditorium at Brunswick Community College with 1676 members registered out of 38,357 total members, therefore meeting the quorum requirement of 384. Members began registration and voting on Monday, September 30, 2019 at 9:00 a.m. through 5:30 p.m. and each day thereafter from 9:00 a.m. to 5:30 p.m. through Thursday October 3, 2019 at ATMC headquarters in Shallotte, North Carolina, and continuing on Friday October 4, 2019 at 2:00 p.m. until the Annual Meeting began at 6:45 p.m. at the Odell Williamson Auditorium. Each registered member was given a gift of a set of coasters. A list of those who were registered is on file at the corporation office and is incorporated herein by reference pursuant to the Corporate Bylaws Section 3.04. The audience was presented with lively entertainment prior to the business meeting by "Gracie and Lacy" beginning at 5:00 p.m., The Brunswick County Sheriff's Office Quartet sang the national anthem at 7:00 p.m., and Kirby Whitley gave the invocation.

The business meeting was called to order at 7:05 p.m. by Douglas Hayes Hawes, Board of Directors President, who welcomed the members. President Hawes recognized each of the ATMC Directors, CEO/General Manager, Corporate Attorney, and Auditor who were in the audience or on the stage.

The Report of 1676 members registering out of 38,357 total members was presented by Napoleon Barefoot, Corporate Attorney in order to determine the existence of a quorum. The reading of the Notice of the Meeting and proof of the due publication by mailing of 38,310 notices in house, as verified by affidavit of the registrar, Keith Hughes, was presented by Napoleon Barefoot, Corporate Attorney.

The minutes of the 61st Annual Meeting of the Members held on October 5, 2018 were read by Napoleon Barefoot., Corporate Attorney and approved as read.

President Hawes gave the Directors' Report including remarks about the current year return to the members of their patronage through capital credits payments. He recognized the diligent work of the ATMC employees and thanked the members for their attendance and support of the Cooperative.

Michael Keith Holden, Chief Executive Officer gave his Report and his thanks for allowing him to serve Atlantic Telephone Membership Corporation and he gave the Manager's Report highlighting the community grant program awarded in 2018, the education grant program awarded in 2018, college scholarships awarded to local high school seniors all of which is printed in greater detail in the Annual Report distributed to members. He recognized the diligent work of the ATMC employees and directors and thanked the members for their attendance and support of the Cooperative.

The Financial report was given by Camille Christiansen of Moss Adams, LLP, Corporation Auditors, including a Statement of Financial Position as of December 31, 2018 and Statement of Revenues and Expenses for the year ending December 31, 2018. A printed copy of the Balance Sheet and Income Statement for the year ending December 31, 2018 is printed in the Annual Report available at the registration tables at the meeting. Ms. Christiansen concluded that the company was in excellent financial condition. A full copy of the audit report is filed and available at the Corporate Headquarters Office Building.

Many outstanding door prizes were awarded by random drawing prior to the Election of Directors final results.

The Election of the Board of Directors was conducted by the Corporation Attorney, Napoleon Barefoot. He reported that the following members served on the credentials and election committee for 2019: Luci "Angie" Brady, District 1 (King);

Raymond Heflin, District 3 (Hardee); Herbie Ward, District 3 (Gore); Kin Andrews, District 4 (Milliken); Mary Simmons, District 5 (Parker); Barbara Yount, District 6 (Hawes); Harriet Locklear, District 7 (Ward); William “Bill” Dowless, Western Region (Dowless), Myrtle Stevernsen, Eastern Region (Bryant).

Attorney Barefoot reported that the following persons served on the committee on nominations for 2019: **Donald C. Evans, District 1 (King); John Gainey, District 2 (Hardee); Catherine Gates, District 3 (Gore); Justin Milliken, District 4 (Milliken); Jimmy Hobbs, District 5 (Parker); Chad Phelps, District 6 (Hawes); Gregory Swain, District 7 (Ward); Larry Andrews, Western Region (Dowless); Howard Garrison, Eastern Region (Bryant).**

The names of the following members were placed in nomination by the nominating committee pursuant to section 4.05 of the bylaws:

<u>District</u>	<u>Candidate</u>
2	Randy Hardee
4	James H. Milliken
Eastern Region	Harry Conrad Bryant, III

The names of the following members were placed in nomination by duly certified petitions pursuant to section 4.05 of the bylaws:

<u>District</u>	<u>Candidate</u>
2	Julia Fort Tripp

With the following votes being cast:

<u>District</u>	<u>Candidate</u>	<u>Votes</u>
2	Randy Hardee	632
2	Julia Fort Tripp	972
4	James H. Milliken	1226
Eastern Region	Harry Conrad Bryant, III	1182

With the following members being elected by the members:

<u>District</u>	<u>Candidate</u>
2	Julia Fort Tripp
4	James H. Milliken
Eastern Region	Harry Conrad Bryant, III

There being no further business to come before the meeting, on motion duly made, seconded and duly carried, the business meeting was adjourned by President Hawes at 7:50 p.m.

Said minutes were approved by the Board of Directors at its meeting on October 29, 2019, as evidenced by the signatures below.



Douglas Hayes Hawes, President



Janice Gore, Secretary/Treasurer