

**RESOLUTIONS OF THE MEMBERS OF
ACLU OF TENNESSEE, INC.**

WHEREAS, the Board of Directors of ACLU of Tennessee, Inc. (“ACLU-TN”) having received a copy of the proposed amendment to the bylaws, and taken action, hereby recommends to the members that the following amendment to the bylaws of the ACLU-TN be approved and adopted;

RESOLVED, that the Members of the ACLU-TN approve and adopt the following amendment to the Bylaws of the ACLU-TN:

That Article XII of the Bylaws be deleted in its entirety and the following be substituted in its stead:

Article XII – Amendments

These Bylaws may be altered, amended, or modified by the vote of not less than a majority of the Directors then in office.