

BYLAWS
OF
HERITAGE FINANCIAL CORPORATION

A TENNESSEE CORPORATION

ADOPTED May 27, 2020

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BYLAWS
OF
HERITAGE FINANCIAL CORPORATION

ARTICLE I
SHAREHOLDERS AND STAKEHOLDERS

Section 1. Corporate Purpose. The board of directors (the “board”) of Heritage Financial Corporation (the “Corporation”) shall use its business judgment to enhance the value of the Corporation’s shares and to benefit the Corporation’s shareholders, customers, suppliers, vendors, communities, and other stakeholders.

Section 2. Annual and Special Meetings. The Corporation shall hold meetings of shareholders as provided in the charter and as may be supplemented by these bylaws from time to time.

Section 3. Shareholder Proposals and Information. The Corporation’s shareholders shall have the right to request special meetings of shareholders and to propose business for and nominations to the board as provided in the charter. However, because many shareholders vote by proxy and do not attend meetings of shareholders, the charter requires that shareholders are generally entitled to advance notice of business and proposals to be considered at any annual or special meeting of the shareholders as set forth in the charter and supplemented in these bylaws.

ARTICLE II
DIRECTORS

Section 1. Directors.

1.1 Management by the Board of Directors; General Powers. The business and affairs of the Corporation shall be under the direction of its board, which shall meet no less frequently than quarterly. The board shall annually elect a chairperson (“Chair”) and a secretary and such other officers as the board may deem appropriate. The secretary shall keep minutes of each meeting, including a record of attendance and of all votes cast by each director. In addition to the powers and authority conferred upon them by these bylaws, the board may exercise all such powers and do such acts and things as it may be authorized to do by statute, by the rule or regulation of one or more regulatory agencies, by the charter, or by the lawful approval or directive of the shareholders. As used in these bylaws, the term “regulatory agency” means any federal or state regulatory authority with jurisdiction over one or more financial service businesses, including the Corporation. This term includes, without limitation, the Tennessee Department of Financial Institutions, the Tennessee Department of Commerce and Insurance, the SEC, the Federal Deposit Insurance Corporation, the Office of the Comptroller of the Currency, and the Board of Governors of the Federal Reserve System.

1.2 Quorum. Except as otherwise provided in the charter and in any emergency bylaws of the Corporation, a majority of the members of the entire board shall constitute a quorum to transact business, and all questions shall be decided by a majority vote of the directors present, assuming a quorum, unless a greater number is required by Applicable Law, by the charter, or by these bylaws.

1.3 Number, Election and Term of Office. (a) The board shall consist of at least five (5) individuals but not more than twenty-five (25) individuals, each and all of whom must own shares of the common or preferred stock of the Corporation or any parent company of the Corporation.

(b) A majority of the entire board may set the number of directors, from time to time, within this range without the approval of the shareholders. In the absence of a resolution specifying the number of directors, such number shall be the number of individuals nominated by the board for each annual meeting together that number of persons continuing as directors without standing for election.

(c) Each director shall serve until his or her term expires or such person's death, resignation, or removal. The directors shall serve terms of three (3) years, to be phased in as specified in the charter.

1.4 Residency. A majority of the directors shall reside within one hundred (100) miles of any branch of Heritage Bank & Trust (the "Bank" or "Heritage Bank") for at least one (1) year immediately preceding their election and during the term of service as directors. Each director, during his or her term of service, shall be a citizen of the United States. To be considered an Eligible Person as that term is used in the charter, and thus to be considered eligible to be nominated and elected as a director, the nominee or director must satisfy the requirements of this Section and be a holder of shares of stock of the Corporation eligible to vote in the election of directors generally.

1.5 Other Director Qualifications. Except as permitted by the charter, no person shall be elected or re-elected a director of the Corporation after attaining age sixty-nine (69). No person who is a family member of another director shall be eligible for election or re-election as a director of the Corporation. For purposes of eligibility, the term "family member" means any relationship by blood, marriage, or adoption, not more remote than first cousin.

Section 2. Vacancies on the Board. To the extent permitted by the charter, vacancies among the directors may be filled by vote of the remaining directors. Any director so elected shall serve until the next meeting of shareholders at which directors are elected and until her or his successor has been elected and qualified.

Section 3. Meetings of the Board.

3.1 Regular and Annual Board Meetings. Regular meetings of the board shall be held at the main office of Heritage Bank at such time as the board by majority vote may from time to time determine. No formal or written notice of regular meetings of the board need be given to directors. Annual organizational meetings shall be held promptly after each annual meeting of the shareholders. Unless the board by resolution establishes an agenda, time, date and place for annual organizational meetings, the board members shall be sent or given a written notice of the agenda, time, date, and place of the annual organizational meetings.

3.2 Special Meetings of the Board. The Chair, the president, the chief executive officer, or one third (1/3) of the members of the entire board may call a special meeting of the board. Except for the existence of a demonstrable emergency, or unless waived by a majority of all of the members of the board, or unless otherwise provided in the charter or these bylaws, notice of the date, time and purpose of the special meeting shall be given at least two (2) days prior to the date of the special meeting. Notice of any special meeting may be waived in writing at any time before, during or after the meeting. Attendance

in person at the meeting shall constitute a waiver of notice thereof unless attendance is for the sole purpose of objecting to the meeting and the director does not vote in favor of any of the business brought before the special meeting.

3.3 Presence at Meeting. A director who is present at a meeting of the board when corporate action is taken is deemed to have assented to the action taken unless: (a) the director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding the meeting or transacting business at the meeting; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice of the director's dissent or abstention to the Presiding Officer of the meeting before its adjournment or to the board or any Executive Officer immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

3.4 Electronic Communications. The board may hold meetings by telephonic conference calls, video conference, webcast, or other electronic means so long as the members of the board are able to hear and interact with each other in real time.

3.5 Action by Written Consent. Whenever the directors are required or permitted to take any action by vote, such action may be taken without a meeting by written consent setting forth the action so taken, signed by all the directors entitled to vote thereon. Such written consent may be by any number of counterparts and may be evidenced by signatures of the directors transmitted by email or other then-recognized means. Unless otherwise determined by the board by special resolution, an action on written consent shall be deemed adopted if all of the members of the board consent to acting on written consent and a majority of the members of the entire board votes in favor of or consents to the action or resolution. The board may, in any request for a consent, permit digital consents such as by email or other methods.

Section 4. Removal or Suspension of Directors. Directors may be removed or suspended only for cause as provided in the charter.

Section 5. Resignation of Directors. A director may resign at any time by delivering written notice to the board, the Chair, or any Executive Officer. A resignation is effective when the notice is delivered unless the notice specifies a later effective date not to exceed sixty (60) days after delivery of the resignation.

Section 6. Presiding Officer. The Presiding Officer shall preside at all meetings of the board. Based on availability and willingness or capacity to serve, the "Presiding Officer" shall be, in order of priority, the Chair, the Vice Chair (if any), the chief executive officer, and then the president. If none of the foregoing persons is available, willing or able to serve, the board shall select another board member to serve as Presiding Officer for the meeting.

Section 7. Board Minutes. The board shall take and maintain minutes of its meetings. All such minutes shall be permanent records of the Corporation. However, in appropriate circumstances, the board may vote to seal such minutes in order to protect matters of a lawful but confidential nature (such as proposed extraordinary transactions and matters related to legal proceedings). Without limiting the foregoing, (a) an "extraordinary transaction" includes a possible merger, share exchange, consolidation, sale of control, tender offer, or liquidation and (b) a "proceeding" includes litigation, prosecutions,

investigations, mediations, and arbitrations. Any board minutes or records placed under seal by the vote of the board shall be deemed Excluded Records for purposes of *Section 9 of Article X*.

Section 8. Removal or Suspension of Officers and Employees. Any or all officers and other employees of the Corporation, may be removed or terminated at any regular or special meeting of the board without, in this instance, the necessity of any specification thereof in the call of the meeting, and any officer or other employee may be suspended by the Chair (if an executive officer of the Corporation), the chief executive officer, and/or the president until the next meeting of the board; provided, however, that such removals or suspensions shall be made, where appropriate, after consultation with counsel or other advisors to assure compliance with applicable labor and employment laws and regulations. The board may, at its next meeting, reinstate such persons but, absent action to do so, such removals or suspensions shall be deemed to be final unless otherwise required by law. Notwithstanding the foregoing, the board, the chief executive officer, and the president shall have the power to terminate employees for any reason not prohibited by law, with or without cause. Such termination shall not be deemed to void the contractual rights of the person so terminated, if any.

Section 9. Appointment of Agents and Employees; Bonds; Insurance. The board may direct and require good and sufficient fidelity bonds on all active officers and employees, whether or not they draw salary or compensation, which bonds shall provide for indemnity to the Corporation on account of any losses sustained by it as the result of any dishonest, fraudulent or criminal act or omission committed or suffered by them acting independently or in collusion or combination with any person or persons. The bonds may be in individual, schedule or blanket form, and the premiums for the bonds may be paid by the Corporation or Heritage Bank. To the extent practicable, bonds issued with respect to officers and employees of the Bank shall be endorsed or otherwise written to cover officers and employees of the Corporation, or *vice versa*.

Section 10. Additional Powers. In addition to the powers and authority conferred upon them by these bylaws, the board may exercise all such powers and do all such acts and things as it may be permitted or required to do by the charter and/or by Applicable Law, including setting board compensation from time to time.

ARTICLE III

COMMITTEES OF THE BOARD

Section 1. Executive Committee.

(a) The board may establish a committee of the board consisting of at least three (3) directors elected by the board (however denominated, herein the “Executive Committee”). One of the members of this committee shall be the chief executive officer or the president. Except as set forth below, the Executive Committee shall have all the powers of the board in the management and conduct of the business and affairs of the Corporation in the intervals between meetings of the board, and shall report its actions to the board at its regular meetings. The powers of the Executive Committee expressly include the power to invoke emergency bylaws if contained herein or, if not, to create emergency bylaws, and to invoke emergency powers as stated in these (or any future) bylaws and/or Applicable Law.

(b) However, in the absence of express board resolution, the Executive Committee may not:

(1) Except according to a formula or method prescribed by the board, authorize dividends (in cash, debt or property other than shares of the Corporation) or purchases, redemptions or other acquisitions of shares of the Corporation or the incurrence of indebtedness (directly or indirectly, including through a guaranty) by the Corporation to or for the benefit of its shareholders in respect of any of its shares, or set a record date for any such action(s);

(2) Approve or propose to shareholders action for which Applicable Law requires approval by shareholders entitled to vote thereon;

(3) Except as to emergency bylaws and powers, fill vacancies on the board or any of its committees;

(4) Amend or recommend amendment of the charter;

(5) Except as to emergency bylaws and powers, adopt, amend or repeal these bylaws;

(6) Approve a plan of merger, share exchange, liquidation, or other comparable extraordinary transaction (or any other Change in Control Transaction as that term is defined in the charter) whether or not such transaction would require shareholder approval;

(7) Approve or authorize the execution of material contract or any employment contract;

(8) Call a meeting of the shareholders or set any record date, date, time, or place for any such meeting; or

(9) Authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the board may authorize the Executive Committee (or any senior executive officer of the Corporation) to do so within limits and on terms specifically prescribed by the board.

Section 2. Audit Committee. The board may appoint an audit committee (however denominated, the "Audit Committee" as used herein) composed of at least three (3) directors elected by the board, only a numerical minority of whom shall be officers employed on a regular full-time basis by the Corporation, the Bank, or any of its other Affiliates. The board shall appoint from among the members of the committee a chairperson thereof, who shall preside at meetings of the committee and shall direct its work. If no separate Audit Committee is selected by the board, then the board shall be deemed to be acting as an audit committee consisting of the entire board.

(b) The mission of an Audit Committee is to use its best efforts to determine that the affairs and operations of the Corporation and its Affiliates are subject to appropriate audits and control procedures, shall report regularly to the board, at least annually, in connection with the activities, findings and reports of both internal and independent auditors of the Corporation and its Affiliates, and shall provide guidance and assistance to such auditors, as appropriate under the circumstances, including providing that such auditors shall exercise their function independently of management, wherever

appropriate. If requested to do so by the board or the Executive Committee, the disinterested members of the Audit Committee shall review any transaction with the Corporation in which a director or officer of the Corporation has a direct or indirect interest.

Section 3. Other Committees. The board may appoint other committees, from time to time, as recommended by the Chair or the chief executive officer, for such purposes and with such powers as the board may determine. Unless otherwise specified by the charter or by resolution of the board, a majority of the committee members will constitute a quorum of any board-appointed committee.

Section 4. Committee Operations.

(a) All committees shall have such operating procedures or guidelines as shall be set by the board or created by the committees themselves.

(b) All committees of the board shall maintain minutes and shall report those periodically to the board. All such minutes shall be available to the board and shall be permanent records of the Corporation, but may be sealed by the vote of a majority of members of the board in attendance for the same reason that board minutes may be sealed. Any committee minutes or records placed under seal by the vote of the board or the committee shall be deemed Excluded Records for purposes of *Section 9 of Article X*.

(c) Vacancies in the membership of any committee may be filled at any meeting of the board or by board action on written consent.

(d) Committee meetings shall be held as specified by the board and shall be subject to call for special meetings by the chairperson of the committee, the chief executive officer, or the president.

ARTICLE IV

OFFICERS

Section 1. Chairperson of the Board. The board Chair need not be an officer or employee of the Corporation. The Chair shall preside over meetings of the board and shareholders (the “Presiding Officer”) unless, by resolution, the board otherwise determines. In the absence of a separately elected Chair, the chief executive officer shall be deemed to have been elected the Chair and shall serve in that capacity. In the absence of the election of a Chair or a chief executive officer, the president of the Corporation shall be the Chair (and thus the Presiding Officer).

Section 2. Vice Chair. The vice chairperson (“Vice Chair”) of the board, if elected by the board, shall preside at all meetings at which the Chair is not present or is unable or unwilling to preside.

Section 3. Chief Executive Officer. The chief executive officer shall be a member of the board and shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the board are carried into effect. The chief executive officer shall oversee the operations of the Corporation and of the Bank and other Affiliates. The chief executive officer shall also oversee the personnel of the Corporation. The chief executive officer shall have the authority to hire and fire officers and employees subject to the ultimate authority of the board to veto such actions. Unless

otherwise determined by the board, the chief executive officer shall have the power and authority to sign checks, drafts and certificates of deposit; to approve loans to be made by the Corporation, and to execute contracts binding on the Corporation. The chief executive officer shall also have the power to accept any and all appointments as receiver, administrator, executor, assignee, guardian, depository or trustee, or any other escrow appointments, as may be permitted by Applicable Law, upon such terms as the chief executive officer deems appropriate and in the best interest of the Corporation. The board may alter the duties of the chief executive officer from time to time as it determines to be in the best interest of the Corporation without the necessity of amending these bylaws.

Section 4. President. The board may appoint a president of the Corporation who shall be a member of the board. Such officer shall have such duties as may be delegated to her or him from time to time by the board. Unless another board member is elected “president”, the chief executive officer shall be the president of the Corporation. If no chief executive officer is elected by the board, then the president shall, among other duties assigned by the board, discharge the duties for a chief executive officer as specified in these bylaws.

Section 5. Chief Financial Officer. The board shall elect a chief financial officer to monitor and direct the financial accounting, recordkeeping, and financial reporting offices of the board (a “chief financial officer”). Unless otherwise specified by the board by resolution, the chief financial officer shall be the Corporation’s treasurer. It shall be presumed that the chief financial officer reports directly to the Audit Committee and, if no Audit Committee is in existence, to the entire board, although the chief executive officer and the president may assign duties and monitor the performance of the chief financial officer.

Section 6. Secretary.

(a) The secretary of the board shall attend and keep minutes of all meetings of the shareholders and the board and shall issue notices of all meetings of shareholders, directors, or other meetings where notice is required by the charter, these bylaws or by the board, and shall perform all duties incident to the position of secretary, subject to control of the board. The secretary shall record all votes and minutes of all such proceedings in a manner prescribed by law. The board may assign other duties to the secretary. The secretary need not be a member of the board.

(b) The board may appoint an employee or agent of the Corporation to actually record the minutes and perform administrative duties for the board and the shareholders, but the secretary of the board shall be responsible for the oversight of the preparation of the minutes, presenting the same to the board, and maintaining them in accordance with law and corporate policy.

Section 7. Other Officers; Assistant Officers. The board may appoint such other officers of the Corporation as the board may deem necessary and proper. Such other officers shall perform the duties and have the authority delegated to them by the board, the Executive Committee, the chief executive officer, or the president. The board may appoint assistant secretaries, treasurers, and chief financial officers from time to time in its discretion, such officers to report to the board or such other persons as the board shall specify. Such assistant officers may act in the stead of their respective superior in her or his absence unless the board, the chief executive officer or the president otherwise directs.

Section 8. Vacancies. The board may fill vacancies at any special or regular meeting, or by written consent, and the officers filling such vacancies shall hold such offices until their successors are elected.

Section 9. Compensation; Contracts. The compensation of executive officers of the Corporation shall be fixed by the board, from time to time. Employment, incentive, and other contracts approved by the vote or written consent of the board shall be contractual obligations of the Corporation. The grant of warrants, rights, options, and comparable matters shall comply with the requirements of the charter.

Section 10. Executive Officers. The “Executive Officers” of the Corporation shall be the Chair (if an employee of the Corporation or Heritage Bank), the chief executive officer, the president (if a person different from the chief executive officer), and any other person so designated by the board from time to time by resolution.

ARTICLE V

INDEMNIFICATION

As set forth in the charter, and to the maximum extent permitted by the charter and Applicable Law, the Corporation shall indemnify all persons who may serve or who have served at any time as directors or officers, or who at the request of the board may serve or at any time have served as directors or officers of another corporation, limited liability company, or entity in which the Corporation at such time owned or may own shares of stock (or other financial interest) or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a part, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, if such director or officer acted in good faith for a purpose which she or he reasonably believed to be to the best interest of the Corporation or such other corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that her or his conduct was unlawful. This provision of the bylaws is intended to supplement, and not to limit, the rights of indemnity held by officers, directors and others under the charter or such other entity’s charter, under Applicable Law, or under any policy of insurance that the Corporation or such other entity may now or hereafter have in effect. Indemnification shall be limited, to the extent required by law, by the operation of the Tennessee Banking Act, the Business Corporation Act, the Federal Reserve Act, and the Federal Deposit Insurance Act and any other Applicable Law but only to the extent expressly required thereby.

ARTICLE VI

OFFICES

Section 1. Registered Office. The initial registered office of the Corporation in the State of Tennessee shall be as specified in the charter. Said office may be changed from time to time as determined by the board.

Section 2. Other Offices. The Corporation may also have offices at such other places, both within and without the State of Tennessee, as the board may from time to time determine.

ARTICLE VII

STOCK CERTIFICATES AND RECOGNITION OF OWNERSHIP

Section 1. Shares. The capital stock of the Corporation shall consist of the type and number of shares provided for in the charter or amendments thereto; provided, however, that amendments to the charter shall not affect shares already issued or committed for issuance except to the extent permitted by law or by agreement of the affected investor or shareholder.

Section 2. Evidence of Share Ownership.

(a) Shares of the Corporation stock may be certificated or uncertificated, including “book entry”, and may be stored, recorded, and reported in any manner permitted by law, inclusive of electronic and other digital methods. For convenience, reference to “certificates” means physical and other certificate formats whether any such share or shares are certificated or uncertificated.

(b) To the extent required by law or by direction of the board, every holder of stock in the Corporation shall be entitled to have a physical certificate, signed by, or in the name of the Corporation.

(c) Physical, electronic, digital, and other formats of Corporation shares shall be signed (physically or electronically) by any two of the Chair, the chief executive officer, the president, the chief financial officer, any other Executive Officer, and the secretary or an assistant secretary of the Corporation, certifying the number of shares owned by such holder in the Corporation.

(d) If any certificate is countersigned (1) by a transfer agent or an assistant transfer agent other than the Corporation or its employee or (2) by a registrar, other than the Corporation or its employee, the signature of any such Chair, chief executive officer, president, chief financial officer, other Executive Officer, secretary, or assistant secretary may be facsimiles.

(e) In case any officer or officers who have signed, or whose facsimile signature or signatures have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation whether because of disability, death, resignation or otherwise before such certificate or certificates have been delivered by the Corporation, such certificate or certificates may nevertheless be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the Corporation.

(f) All certificates for shares shall be consecutively numbered or otherwise distinctively identified.

(g) The name(s) of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the Corporation.

(h) Shares of stock of the Corporation shall only be transferred on the books of the Corporation by the holder of record thereof or by such holder's attorney duly authorized in writing, upon surrender to the Corporation of the certificate or certificates for such shares endorsed by the appropriate person or persons, with such evidence of the authenticity of such endorsement, transfer, authorization, and other matters as the Corporation may reasonably require, and accompanied by all necessary stock transfer stamps. In that event, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate or certificates (physically or digitally), and record the transaction on its books.

(i) The board may appoint a bank (including Heritage Bank) or trust company, or any other appropriate corporation, trust company, or agency organized under the laws of the United States or any state or district thereof to act as its transfer agent or registrar, or both, in connection with the transfer of any class or series of securities of the Corporation.

(j) The board may adopt any form of certificates or recordkeeping permissible by the laws applicable to Tennessee corporations.

(k) The certificates shall contain such other provisions as may be required by law, by the charter, and/or by the board.

(l) The certificates shall contain or make express reference to the location of any special attributes related to such shares including, without limitation, restrictions on transfer, vesting, expiration of exercise rights, conversion or redemption rights or obligations, and comparable matters. Uncertificated securities shall contain a similar digital disclosure. The complete set of attributes of any Corporation security shall be available to any shareholder or proposed shareholder (an "investor") from the corporate secretary upon written request.

(m) Instruments evidencing debt or hybrid securities of the Corporation shall, to the extent practicable, conform to the requirements for recordkeeping and transfer specified for equity securities in these bylaws and/or in the charter.

Section 3. Lost Certificates. The board may direct a new certificate or certificates to be issued in place of any certificate or certificates previously issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the Corporation may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate or certificates, or his or her legal representative, to give the Corporation a bond sufficient to indemnify the Corporation against any claim that may be made against the Corporation on account of the loss, theft or destruction of any such

certificate or the issuance of such new certificate. For purposes of this Section, reference to the Corporation includes any transfer agent or registrar as may then be engaged by the Corporation.

Section 4. Shareholders.

4.1 Record and Beneficial Ownership.

(a) Prior to the surrender to the Corporation of the certificate or certificates for a debt or equity security with a request to record the transfer of such securities, the Corporation may treat the registered owner as the person entitled to receive dividends or distributions, to vote, to receive notifications, and otherwise to exercise all the rights and powers of an owner. The Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof. Shares may be beneficially owned but beneficial ownership does not generally or automatically bestow on the beneficial owner the right to receive notices or other communications from the Corporation, the right to vote securities, or the right to receive dividends or distributions.

(b) When any person (including a Proponent or director nominee) asserts “beneficial ownership”, such person shall deliver proof of the asserted beneficial ownership from the nominee, trustee, custodian, broker, bank or other record holder reasonably satisfactory to the Corporation.

(c) The Corporation may establish by resolution of the board from time to time a procedure by which the beneficial owner of shares that are registered in the name of a nominee is recognized by the Corporation as the shareholder of record. The extent of this recognition may be determined in the procedure. The procedure may set forth: (1) the types of nominees to which it applies; (2) the rights or privileges that the Corporation recognizes in a beneficial owner; (3) the manner in which the procedure is selected by or communicated to the nominee; (4) the information that must be provided when the procedure is selected; (5) the period for which selection of the procedure is effective; and/or (6) other aspects of the rights and duties created.

4.2 Presumptions as to Endorsements of Certificates. The apparent endorsement of a certificate (or debt instrument), or an instrument of transfer thereof, by the person appearing by the Corporation’s securities records to be the owner of the securities or debt obligation represented thereby shall be effectual and fully protect the Corporation, its officers or agents, against any claim for loss or damage by reason of a forgery of such signature or otherwise, if such signature appears to have been affixed or witnessed by one or more persons known to the secretary of the Corporation, or whose signature is witnessed by an officer of a state or national bank having an office in the State of Tennessee, and the Corporation shall not be required to transfer stock or other securities (including debt obligations) unless the signature of the registered owner appears to be witnessed by one or more such persons. The Corporation may (but shall not be required to) rely on any signature purported to be guaranteed by a medallion signature guarantee or notary acknowledgment. In addition, the Corporation may rely upon and shall be protected by any and all sections of the Uniform Commercial Code Investment Securities set forth in Tennessee Code Annotated, Sections 47-8-101 through 47-8-601, inclusive, and any amendments thereto.

ARTICLE VIII

PROXIES

Section 1. Proxies and Consents.

(a) Each person entitled to vote at a meeting of security holders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy or consent shall be voted or acted upon, or remain valid, after eleven months from its date, unless (in the case of proxies) the proxy expressly provides for a longer period.

(b) All proxies must be in a form provided by or reasonably satisfactory to the Corporation, in writing, executed by the holder of record (or, subject to the other beneficial ownership provisions of the charter and these bylaws, the beneficial owner) of the securities referred to therein, or by the due and lawful attorney-in-fact, personal representative, trustee or guardian of such holder, supported by a certified copy of the appointment, letters or other paper relied on as the authority of such attorney-in-fact, personal representative, trustee or guardian, to act for the security holder of record and received by the secretary prior to the meeting governed therein.

(c) Proxies may run to and empower not more than two (2) people, either jointly or severally, to exercise the proxy (or to designate her or his substitute); and the holder of record of any voting security who executes a proxy to vote same at any meeting shall be bound and estopped by any action taken at such meetings and adjournments of any meetings and whatever transpires thereat to the same extent as if such security holders were present and voting in person; provided, however, that the signature on any proxy of a security holder of record or of her or his lawful attorney-in-fact, personal representative, trustee or guardian must be witnessed by the signatures of two persons or attested by a purported notary public under his or her official seal of office, and when any such proxy bears the purported signature of the holder of record and purports to have been so witnessed or attested, neither the Corporation nor any officer, director or other shareholder shall be responsible or liable to any security holder or holders of record or to anyone else because of forgery or for any other cause. If two (2) people are designated as proxy, and they cast different votes on any issue then being voted on by the shareholders, then Corporation may disregard the proxy vote on such issue although the security holders' shares shall be counted towards a quorum but deemed to be not voting on such issue.

(d) At each meeting of security holders, and before any voting commences, all proxies filed at or before the meeting shall be submitted to and examined by the secretary or a person designated by the secretary, and no shares may be represented or voted under a proxy that has been determined to be invalid, illegible, or not responsive to the notice of the meeting.

(e) A proxy may permit the named proxy or proxies to name their own substitutes.

(f) In the event of a disputed proxy, or one questioned in good faith by the corporate secretary or such person's designee, including legal counsel to the Corporation, the proxy may be disregarded by the Corporation.

Section 2. Revocability of Proxies; Irrevocable Proxies. Proxies are presumed to be revocable. Accordingly, a duly executed proxy shall be irrevocable only if it states that it is irrevocable

and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power consistent with the requirements of T.C.A. §48-17-203.

Section 3. Revocation of a Proxy. Any proxy is revoked when the person executing the proxy is present at a meeting of shareholders and affirmatively revokes her or his proxy by giving notice to the Corporation's secretary or an Executive Officer at any time before the voting polls on an issue are closed. Attendance at a meeting shall not in and of itself constitute a revocation of a proxy.

ARTICLE IX

SHAREHOLDER MEETINGS

Section 1. Annual Meetings. Other than in emergency circumstances, such as those specified in the charter and in any Corporation bylaws, an annual meeting of the shareholders of the Corporation shall be called and held each calendar year.

(a) At the annual meeting, shareholders shall elect directors and transact such other business of the Corporation as may properly be brought before the meeting as described in the charter and/or in these bylaws.

(b) The board may make nominations and propose business to shareholders in accordance with its business judgment at or prior to an annual meeting.

(c) Because shareholders acting in their capacity as shareholders are not necessarily bound by a director's fiduciary duties, they may make shareholder proposals or nominations only as set forth in the charter. Shareholder business proposals and nominations may not be proposed from the floor of the annual meeting but shall be proposed as provided in the charter as supplemented from time to time in these bylaws.

Section 2. Special Meetings.

2.1 Right to Call Special Meetings of the Shareholders. Special meetings of the Corporation's security holders may be called only as permitted in the charter.

2.2 Business at a Special Meeting. The charter governs the business that may be conducted at any special meeting as well as the place of any such meeting. The board may make nominations and propose business to shareholders in accordance with its business judgment at or prior to a special meeting. Because shareholders acting in their capacity as shareholders are not necessarily bound by a director's fiduciary duties, they may make shareholder proposals or nominations only as set forth in the charter. Shareholder business proposals and nominations may not be proposed from the floor of the special meeting but shall be proposed as provided in the charter as supplemented from time to time in these bylaws.

Section 3. Adjourned Meetings; Postponements. When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. Except as otherwise required by law, (a) at the adjourned meeting the Corporation may transact any business which might have been transacted at the

original meeting; and (b) if the adjournment is for more than four (4) months or if, after the adjournment a new record date is fixed by the board for the adjourned meeting, a notice of the adjourned meeting shall be sent to each shareholder of record entitled to vote at the meeting. A meeting may be postponed for up to six (6) hours by the Presiding Officer for any reason or at the Presiding Officer's discretion.

Section 4. Conduct of Meetings. The Presiding Officer (or such person's designee) shall be the chairperson of the meetings of security holders, and the secretary of the Corporation or the Presiding Officer's designee shall serve as the secretary of such meetings. The Presiding Officer shall determine the order of business. The board or the Presiding Officer may, in such person's discretion, utilize any rules of procedure, including (but not limited to) Rules of Conduct Applicable to Meetings of Shareholders, Roberts Rules of Order, and comparable rules. Such rules shall be fair to the shareholders. The Presiding Officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon final adjournment of the business portion of the meeting. After the polls close as to any item of business, no ballots, proxies, or votes nor any revocations or changes thereto can be made by a voting security holder (or such person's proxy) or accepted by the Corporation.

Section 5. Fixing a Record Date for Shareholder Meetings. The board shall set the record date for any annual or special meeting of shareholders. If not set by the board, the record date shall be deemed to be as specified in the Business Corporation Act. The record date for any meeting of shareholders shall be subject to the emergency powers granted to the board in the charter, in the bylaws, in the Business Corporation Act, and/or pursuant to the power inherent in the board to manage the business and affairs of the Corporation.

Section 6. Quorum. The holders of a majority of the outstanding shares of the Corporation's voting equity securities entitled to vote (based on voting power), present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders, except as otherwise provided by statute or by the charter. If a quorum is not present, the Presiding Officer and/or the holders of a majority of the shares present in person or represented by proxy at the meeting, and entitled to vote at the meeting, may postpone the meeting for up to six (6) hours and/or adjourn the meeting to another time and/or place. When a specified item of business requires a vote by a class or series (if the Corporation shall then have outstanding shares of more than one class or series) voting as a class, the holders of a majority of the shares of such class or series, present in person or represented by proxy, shall constitute a quorum (as to such class or series) for the transaction of such item of business.

Section 7. Proxy Voting. Voting is permitted by proxy only (a) as expressly required by law and the charter and (b) as specified in Article VIII of these bylaws.

Section 8. Inspectors of Election; Opening and Closing the Polls. The board by resolution may appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at the meetings of shareholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of shareholders, the Presiding Officer may appoint one or more inspectors to act at the meeting. The inspectors shall have all duties prescribed by law, by the charter or pursuant to these bylaws, and by board resolution. The Chair of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each

matter upon which the shareholders will vote at a meeting. In the absence of a specific resolution by the board, the Presiding Officer, the chief executive officer, or the president of the Corporation may appoint the inspector(s).

Section 9. Notice; Attendance; Objections. Notices, objections to a meeting, and attendance at a meeting shall be governed by the bylaws.

(a) Except as may be otherwise provided for special meetings demanded by a Proponent, whenever shareholders are required or permitted to take action at a meeting, written or printed notice stating the place, date, time, and, in the case of special meetings, the purpose or purposes, of such meeting, shall be sent or publicly disclosed or announced to each shareholder entitled to vote on one or matters at such meeting not less than ten (10) days nor more than two (2) months before the date of the meeting. Such information may be by public disclosure or announcement by the Corporation as provided in the charter and/or in the bylaws. All such notices shall be delivered, either personally or by other reasonable methods, including email or internet posting, by or at the direction of the board, the board's chair, the president, the chief executive officer, or the board's corporate secretary. If mailed by the Corporation, such notice shall be deemed to be delivered on the business day after the same is deposited in the United States Postal Service, postage prepaid, addressed to the shareholder at his, her or its address as the same appears on the stock transfer records of the Corporation. If emailed or posted to a website, or otherwise posted to the internet, delivery shall be deemed to have been made the first business day after such emailing or posting.

(b) Unless otherwise required by Applicable Law, the Corporation shall be required to give notice of annual or special meetings only to security holders entitled to vote at the meeting. Notice may be sent or given in any manner deemed proper by the board including by mailing and/or public announcement or disclosure. The term "public disclosure" (or "public disclosure or announcement") means any communication of information by the Corporation, including any posting on the Corporation's (or the Bank's) website, among other methods for the Corporation to accomplish public disclosure. Such information may include the intended date of any meeting of shareholders and shall be effective as public disclosure or announcement thereof. Such public disclosure or announcement may also direct the shareholder to a website to obtain proxy and related materials or how to obtain physical copies thereof.

(c) Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends solely for the express purpose of objecting at the beginning of the meeting to the transaction of any item(s) of business (or of any business) because the meeting has allegedly not been lawfully called or convened. Such notice shall be in writing, shall specify in reasonable detail the objector's objections to the meeting, and shall be delivered to the secretary of the annual or special meeting immediately upon the objector's arrival at the meeting. If the objector votes or otherwise participates in any of the business of the meeting, such person's objection shall be deemed to be waived.

Section 10. Emergencies. All meetings may be postponed, adjourned, or delayed by the board or any Executive Officer due to a perceived local, state, or national emergency or as a result of a perceived banking, economic, health, catastrophe, disaster or other emergency. At the date hereof, the Corporation's emergency bylaws and powers are specified in *Article XIII* hereof.

ARTICLE X

GENERAL PROVISIONS

Section 1. Dividends. The board may declare and pay dividends, and declare and make distributions, at any time in accordance with the charter, these bylaws, and as permitted or required by law. Dividends and distributions may be paid in cash, in property, or in shares of the capital stock.

Section 2. Fixing a Record Date for Dividends, Etc. Record dates for dividends and other purposes than shareholder meetings shall be set by the board in compliance with the charter and these bylaws and/or as required by the Business Corporation Act.

Section 3. Checks, Drafts or Orders. All checks, drafts, or other orders for the payment of money by or to the Corporation and all notes and other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall be prescribed in these bylaws or as specified by resolution of the board or a duly authorized committee thereof.

Section 4. Contracts. In addition to the powers otherwise granted to officers pursuant to these bylaws, the board may authorize any officer or officers, or any agent or agents, of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 5. Loans. Subject to Applicable Law, the Corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the Corporation or of its Affiliates, including any officer or employee who is a director of the Corporation or its Affiliates. Such loans, guaranties, or other assistance shall be subject to approval by the board or its designated officer(s) or committee(s) and shall be made on such terms and conditions, and with such security (including securities of the Corporation) as such authorized person(s) may determine. Nothing in this section shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the Corporation at common law or under any statute. It shall be proper for the board or its designees to approve loans to employees for the purpose of assisting such persons in exercising equity incentives (such as stock options), warrants, and rights granted to them by the board or otherwise properly granted to them.

Section 6. Proxies in Respect to Stock or Other Securities of Other Entities. Unless otherwise provided by resolution adopted by the board, the chief executive officer or the president may from time to time appoint an attorney or attorneys or agent or agents of the Corporation to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of stock or other securities in such corporation or other entity, including any other corporation or other financial institution, to vote or consent in respect to such stock or other securities; the chief executive officer or the president may instruct the person or persons so appointed as to the manner of exercising such powers and rights; and the chief executive officer or the president may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other instruments as they or either of them may deem necessary or proper in order that the Corporation may exercise its powers and rights.

Section 7. Inconsistent Provisions; Savings Clause. In the event that any provision of these bylaws is or becomes inconsistent with any provision of the charter, the Tennessee Banking Act (as applicable to bank holding companies), the Business Corporation Act of the State of Tennessee or any other Applicable Law, the provision of these bylaws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect. These bylaws are hereby amended to the extent required to conform to the charter and to Applicable Law.

Section 8. Majority Voting. Notwithstanding any other term or provision of these bylaws, each reference to approval by a vote by a “majority” of the directors is qualified to mean a majority of the members of the entire board (or a specified percentage of the members of the entire board) if so required as to such action by the charter.

Section 9. Inspection and Copying of Records.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the Corporation’s principal office, any of the records of the Corporation described in Tenn. Code Ann. § 48-26-101(e), if the shareholder gives the Corporation written notice of the shareholder’s demand at least five (5) business days before the date on which the shareholder wishes to inspect and copy. These records are the following:

(1) The Corporation’s charter or restated charter and all amendments thereto currently in effect;

(2) The Corporation’s bylaws or restated bylaws and all amendments to them currently in effect;

(3) Resolutions adopted by its board of directors creating one (1) or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

(4) The minutes of all shareholders’ meetings, and records of all action taken by shareholders without a meeting, for the past three (3) years;

(5) All written communications to shareholders generally within the past three (3) years, including any financial statements prepared for the past three (3) years under Tenn. Code Ann. § 48-26-201;

(6) A list of the names and business addresses of the Corporation’s current directors and officers; and

(7) The Corporation’s most recent annual report delivered to the Tennessee Secretary of State under Tenn. Code Ann. § 48-26-203.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation, if the

shareholder meets the requirements of subsection (c) below and gives the Corporation written notice of the shareholder's demand at least five (5) business days before the date on which the shareholder wishes to inspect and copy:

(1) Excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or board of directors without a meeting, to the extent not subject to inspection under subsection (a); and

(2) Accounting records of the Corporation.

(c) A shareholder may inspect and copy the records described in subsection (b) only if:

(1) The shareholder's demand is made in good faith and for a proper purpose;

(2) The shareholder describes with reasonable particularity the shareholder's purpose and the records the shareholder desires to inspect; and

(3) The records are directly connected with the shareholder's purpose.

(d) The Corporation shall have the right to require the shareholder to certify to the Corporation in writing that the records obtained under this Section shall be used only for the good faith proper purpose stated by the shareholder in the demand for inspection, that the records will be kept confidential to the extent consistent with the good faith proper purpose, and that the records will not be delivered or made available to any person or entity that competes with the Corporation or any of the Corporation's Affiliates.

(e) In no event shall the Corporation be required to produce any record that it is prohibited by law from disclosing (such as reports of examinations by and non-public communications with regulatory agencies), that is subject to attorney-client privilege, or that would require the Corporation to breach a confidentiality agreement (each of such documents, an "Excluded Record").

(f) The Corporation may charge a reasonable fee for copying the records produced by the Corporation that the shareholder requests to be copied.

(g) A shareholder may act through an attorney or agent. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand shall be accompanied by a power of attorney or such other writing satisfactory to the Corporation or its counsel which authorizes the attorney or other agent to so act on behalf of the shareholder.

(h) A good faith proper purpose requires that any purpose be reasonably related to such person's interest solely as a shareholder.

(i) The demand or request for inspection and copying shall be made pursuant to a form provided by or reasonably satisfactory to the Corporation from time to time and shall be delivered or sent

to the Corporation at its registered office in the State of Tennessee. The Corporation may post a form of inspection request on its website and shall send or provide a copy thereof to any shareholder upon written request.

(j) In the event of a good faith doubt about the validity of any such request, or a refusal by a shareholder or such person's agent or attorney to sign a written certification as specified in subsection (d) above, the board is authorized to rely upon the advice of counsel and/or to bring a declaratory action in the Chancery Court for Maury County, Tennessee to determine the validity of such demand or request, including the good faith and/or propriety of the purpose(s) stated by the shareholder. Any shareholder requesting the right to inspect and/or copy records shall be deemed to have notice of and consented to the provisions of this *Section 9*.

(k) No disclosure need be made to a shareholder (or to any Affiliate or Associate of a shareholder) who, as a litigant, has the power to subpoena records of the Corporation and the Corporation is expressly granted to right to seek to quash or to modify the subpoena.

Section 10. Shareholders List. Pursuant to the charter, the list of the Corporation's shareholders is a confidential financial record subject to production only as specified in the charter, in the Tennessee Banking Act at Tenn. Code Ann. § 45-2-303, *et seq.*, and in the Tennessee Financial Records Privacy Act, Tenn. Code Ann. §§ 47-10-101, *et seq.* However, if a shareholder notifies the Corporation in writing that the shareholder consents to the release of information in the shareholder record regarding such shareholder, the Corporation shall timely provide such information to any shareholder requesting the information.

Section 11. Board and Committee Counsel. The board and any committee of the board shall have the right to independent counsel and the attorney-client privilege shall exist between the board and/or said committee and such counsel. Unless otherwise agreed by the majority vote of the board or committee, no information shall be provided to any person that would or could reasonably be expected to compromise or waive in any manner such attorney-client privilege.

Section 12. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the board. Unless otherwise set by the board in accordance with law, it shall be the calendar year.

Section 13. Corporate Seal. The Corporation need not have a seal. If the board or the shareholders elect to have a seal, then any seal to be used by the Corporation shall be in the form prescribed by Tennessee law. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise replicated.

Section 14. Certain Definitions. Terms capitalized in these bylaws but not otherwise defined (such as the term "Proponent") shall have the definitions assigned to them in the charter. Terms defined in the charter shall have the same meanings when used in these bylaws. In addition, for clarity, reference to a "corporation" other than Heritage Financial Corporation in these bylaws means persons or entities, whether for-profit or not-for-profit, who or which have legal standing to sue or be sued under Tennessee law.

Section 15. Section Headings. Section headings in these bylaws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 16. Broad Scope. To the extent permitted by the charter, the board shall have the broadest possible scope in adopting, modifying, amending and eliminating provisions of these bylaws.

Section 17. References to Statutes. References to statutes contained in these bylaws shall be deemed to be those in effect at the date of the most recent amendment hereof.

ARTICLE XI

SHAREHOLDER PROPOSALS AND PROPOSED COMMUNICATIONS

Section 1. Shareholder Demands, Proposals and Communications. Shareholders may submit Demands, Shareholder Proposals and Proposed Communications concerning Corporation Business pursuant to mechanisms established by the board from time to time. The board shall have reasonable flexibility in structuring the mechanism(s) for such communications to take advantage of changes in law and/or technology. The board may change such mechanisms by resolution or bylaw amendment adopted from time to time. Any Demand, Shareholder Proposal, or Proposed Communication shall comply with the requirements specified in the charter and these bylaws.

Section 2. Procedures. Management shall establish procedures to facilitate a Proponent's ability to make Demands, Shareholder Proposals, and Proposed Communications and the Corporation's ability to process and respond to such shareholder actions. Management is charged with creating (and, as needed, from time to time altering) forms and/or checklists to be used by shareholders to make Demands, Shareholder Proposals, and/or Proposed Communications. Any Executive Officer or other officer of the Corporation who receives a Demand, Shareholder Proposal, or Proposed Communications shall immediately deliver copies of the same to the Chair, the president, the chief executive officer, and the other members of the board. The board may appoint a committee to review any Demands, Shareholder Proposals, and/or Proposed Communications and to communicate with the Proponent or the Proponent Representative.

Section 3. Forms of Demands, Etc. The Corporation shall make available to shareholders who propose to submit a Demand, a Shareholder Proposal, or Propose Communications forms and/or checklists to facilitate such shareholder activity. Shareholder Demands, Shareholder Proposals, and Shareholder Proposed Communications shall utilize or substantially conform to the forms and checklists provided by the Corporation. A Proponent Reimbursement and Indemnity Agreement and a Nominee Consent and Agreement shall be in the exact form proposed by the Corporation or may be rejected by the board or its applicable committee. The Corporation may charge the Proponent the Special Meeting Costs and the Proposed Communication Costs specified in the Charter.

Section 4. Incorporation of Charter Provisions by Reference. All of the provisions of *Article 7, Article 9, Article 10, and Article 15* of the charter are hereby incorporated into these bylaws by reference.

Section 5. “Corporation Business” Defined. The term “Corporation Business” (or “business of the Corporation” and similar phrases) shall be broadly construed to include all material aspects of the businesses now or hereafter conducted by the Corporation and its Affiliates. However, this term shall not include political, religious, social, moral, ethical, philosophical, charitable, or comparable issues not directly, clearly, and unambiguously related to the businesses being conducted by the Corporation and/or any Affiliate at the time of a Shareholder Proposal or Proposed Communication, or a Proponent Demand for a special meeting of the shareholders. In all cases, the term “business of the Corporation” expressly excludes any falsehoods, obvious or perceived personal attacks, defamatory, libelous or potentially libelous statements, proposals intended to benefit the Proponent (or the Proponent’s family, Associates, or Affiliates) in any manner not generally applicable to shareholders in general, and/or comparable matters, all as determined by the board (or its designated committee) in the exercise of its business judgment.

ARTICLE XII

EMERGENCY BYLAWS

Section 1. Emergency Bylaws. The Corporation hereby adopts the following emergency bylaws:

(a) In the event of an emergency resulting from fire, act of God, attack by a foreign nation, riot, insurrection, civil disorder, disaster, catastrophe, medical emergency, or any similar occurrence or circumstance, the Corporation may take any action that it deems necessary to preserve its assets and protect the interests of the Bank’s depositors, shareholders or employees including, but not restricted to, suspending business activity or obtaining the benefit of, or participating in, emergency action authorized by any national, state, and/or local government.

(b) Consistent with the foregoing, in the event of any emergency, disaster or catastrophe, including those involving weather, disease, war, interruption of utilities or services, or other catastrophic event or circumstances, as a result of which a quorum of the board of directors or a standing committee of the board cannot readily, or cannot safely, be convened for action, then the director or directors in attendance at a meeting shall constitute a quorum. Such director or directors in attendance may further take action to appoint one or more of themselves or other directors to membership on any standing or temporary committees of the board of directors as they shall deem necessary and appropriate. Such director or directors may meet telephonically or by any other technological means and may evidence her/his/their consent to the action taken by any practical means including email, U.S. mail, or by telephone or other technologically available means. To the extent practicable, the actions of the director or directors shall be communicated promptly to the unavailable board and/or committee members.

(c) The emergency bylaws shall be interpreted to authorize the director(s) and any substitute director(s) to make all provisions necessary for managing the Corporation and its Affiliates during the emergency, including:

- (1) Procedures for calling a meeting of the board of directors;

- (2) Quorum requirements for the meeting; and
- (3) Designation of additional or substitute directors for the Corporation and its subsidiaries.
- (d) Corporate action taken in good faith in accordance with the emergency bylaws:
 - (1) Binds the Corporation; and
 - (2) May not be used to impose liability on a corporate director, substitute director, officer, employee, or agent.
- (e) An emergency shall be presumed to exist for purposes of these bylaws if a quorum of the Corporation's directors cannot readily be assembled because of some catastrophic event.
- (f) All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends as reasonably determined by the board.
- (g) The emergency bylaws are subject to amendment or repeal by the shareholders or by the board of directors.
- (h) In the event that the Corporation invokes the emergency bylaws, as promptly as practicable it shall send notice to its primary state and federal regulators of its actions.

Section 2. Emergency Powers. The Corporation hereby adopts the following emergency powers:

- (a) In accordance with the Tennessee Business Corporation Act, Tenn. Code Ann. § 48-13-103, the Corporation hereby adopts the following emergency powers that shall be in effect so long as the Corporation is utilizing some or all of its Emergency Bylaws. During any emergency, the board or its executive committee may:
 - (1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
 - (2) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.
- (b) During an emergency, unless the Emergency Bylaws provide otherwise:
 - (1) Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication, radio, or other means; and

(2) One (1) or more officers of the Corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

(c) Corporate action taken in good faith during an emergency under this section to further the ordinary business affairs of the Corporation:

(1) Binds the Corporation; and

(2) May not be used to impose liability on a corporate director, officer, employee, or agent.

(d) In the event that the Corporation invokes any one or more of these emergency powers, as promptly as practicable it shall send notice to its primary state and federal regulators of its actions.

ARTICLE XIII

AMENDMENTS

Unless otherwise expressly required by law, these bylaws may be amended only as expressly stated in the charter or herein. These bylaws are deemed to be amended to conform to the charter and to the Business Corporation Act.

Adopted: May 27, 2020.

Amended: N/A.