

**VERMONT STATE EMPLOYEES  
CREDIT UNION  
BYLAWS**

**ARTICLE I – NAME, PURPOSE AND DEFINITIONS**

**SECTION 1**           The name of this credit union shall be VERMONT STATE EMPLOYEES CREDIT UNION.

**SECTION 2**           The purpose of this credit union is to promote thrift among its members by providing an opportunity to accumulate savings, thus creating a source of credit for provident or productive purposes at a reasonable rate of interest and to provide the opportunity for the members to use and control their money for their mutual benefit.

**SECTION 3**           Throughout these Bylaws, “Board” shall mean the VSECU Board of Directors; “Director” shall mean a member of the Board; “Department” shall mean the Vermont Department of Banking, Insurance, Securities, and Health Care Administration; and “Commissioner” shall mean the Commissioner of the Department.

## ARTICLE II - QUALIFICATION FOR MEMBERSHIP

**SECTION 1** The field of membership shall be limited to:

1. Persons who are employed by or have retired from the:
  - State of Vermont,
  - Vermont State Employees Credit Union,
  - Vermont State Employees Association,
  - Vermont State Colleges as defined in Title 16, V.S.A., Section 2171,
  - Council on Aging,
  - Vermont Area Agencies on Aging,
  - Vermont Council of the Arts,
  - Vermont Association for the Blind and Visually Impaired,
  - Vermont Association Court Diversion Program, Inc.,
  - Vermont State Housing Authority,
  - Vermont Historical Society,
  - Vermont Housing and Conservation Board,
  - Vermont Housing Finance Agency
  - Home Health Agency,
  - Health Care Authority,
  - Vermont Youth Conservation Corps.,
  - Bennington-Rutland Opportunity Council,
  - Central Vermont Community Action Council,
  - Central Vermont Regional Planning Commission,
  - Champlain Valley Office of Economic Opportunity,
  - Northeast Kingdom Community Action,
  - Southeastern Vt. Community Action,
  - Vermont Parent/Child Center Network:
    - Addison County Parent Child Center,
    - Champlain Island Parent Child Center,
    - Early Education Services/Windham County,
    - The Family Center of Franklin County,
    - The Family Center of Washington County,
    - The Family Place,
    - Lamoille Family Center,
    - Lund Family Center,
    - Milton Family Community Center,
    - VNA/Maternal Child Health Services,
    - St. Johnsbury Child & Family Development Program,
    - Newport Office Child & Family Development Program,
    - Orange County Parent Child Center
    - Rutland County Parent Child Center,
    - Springfield Area Parent Child Center,
    - Sunrise Family Resource Center
  - Vermont Council on the Humanities

- Vermont Community Loan Fund
- Southern Windsor County Regional Planning Commission
- Washington Electric Cooperative
- Vermont Superintendents Association
- Central Vermont Solid Waste Management District
- Vermont Association of Hospital & Health Systems
- Green Mountain United Way
- Vermont Public Transportation Association
  - Rural Community Transportation
  - Deerfield Valley Transit Association
  - Town & Village Transportation Service
  - Wheels Transportation Inc.
- Gilman Housing Trust
- Vermont Foodbank

2. Persons who are members of the:  
 Vermont General Assembly,  
 Washington Electric Cooperative,

3. Persons who live or work in the Vermont counties of  
 Washington,  
 Orange,  
 Caledonia,  
 Lamoille,  
 Chittenden,  
 Addison, or  
 Rutland.

4. Persons who are in the immediate family or household of a member and also the surviving spouse or party to a civil union of a deceased member.

5. Associations and organizations of individuals, the majority of whom are eligible for membership, partnerships in which the majority of the partners are individuals who are eligible for membership, corporations in which the majority of shareholders are individuals who are eligible for membership and such entities in which a majority of the employees are individuals who are eligible for membership.

**SECTION 2** Each application for membership must be in writing and acted upon pursuant to a policy established by the Board. An applicant shall not be admitted to membership until (a) eligibility for membership has been confirmed; (b) the applicant has signed a membership application acknowledging acceptance of the terms and conditions of the Membership and Account Agreement; and (c) one share of this credit union has been issued in the name of the applicant. The credit union may, at its option, charge an entrance fee to new members, an annual membership fee to all members, or both.

**SECTION 3** Providing membership is properly established and maintained, membership may continue until terminated in accordance with Article XVII of these Bylaws.

## **ARTICLE III - SHARES, AND DEPOSITS**

**SECTION 1** The par value of a share is \$25.00. Each member may own only one (1) share. Monies paid in which exceed the par value of a single share are deposits in the credit union and do not constitute greater ownership of the credit union.

**SECTION 2** Shares and deposits in the credit union are subject to the policies, rules and conditions of use established by the Board in accordance with applicable laws and regulations.

**SECTION 3** A maximum amount of deposits which may be held by any one member shall be established from time to time by the Board.

**SECTION 4** The Board shall have the right at any time to require members to give up to sixty (60) days notice of their intention to withdraw all or any part of the amount on deposit.

**SECTION 5** Shares and deposits may be issued in the name of a minor or in trust for a minor.

**SECTION 6** Shares and deposits may be issued in joint tenancy with the right of survivorship with any persons designated by the credit union member. No person so designated as joint tenant shall be permitted to vote, obtain loans, or hold office unless a qualified member in his or her own right.

**ARTICLE IV - RECEIPTING FOR MONEY**

**SECTION 1** All monetary transactions shall be evidenced by a form of receipt or statement of account to be determined by the Board.

## **ARTICLE V - MEETINGS OF MEMBERS AND MEMBER VOTING**

**SECTION 1** The annual meeting of the members shall be held during the first three months of the calendar year at such time and place that is conveniently accessible to the members and as the Board shall designate. No less than thirty (30) days and no more than sixty (60) days before the date of any annual meeting of the members, the secretary shall post a notice of said meeting in a conspicuous place in the office(s) of this credit union where it may be read by the members and shall cause written notice thereof to be mailed to the address of each member as the same appears on the records of this credit union provided however, that not more than one notice need be sent to the same address.

**SECTION 2** The order of business at annual meetings of members shall be:

- a) Ascertainment that a quorum is present;
- b) Incorporation in the minutes of proof of notice of the meeting;
- c) Reading and approval (or correction) of the minutes of the last annual meeting and any special meeting held subsequent to that annual meeting;
- d) Report of Directors;
- e) Report of the treasurer;
- f) Report of the Supervisory Committee;
- g) Report of the Credit Committee;
- h) Unfinished business;
- i) Elections:
  - i. Report of the Nominating Committee including nominations pursuant to Article VI;
  - ii. Report of the Supervisory Committee on candidates by petition, if any;
- j) New business other than elections;
- k) Limits of borrowing power;
- l) Adjournment

The members assembled at any annual meeting may suspend the above order of business upon a majority vote of the members present at the meeting.

**SECTION 3** Special meetings of the members may be called by the chairperson, the Board, or by the Supervisory Committee. A special meeting shall be called to order by the chairperson within 30 days of the receipt of a written request of at least 1% of the membership as of the date of the request. The notice of such special meeting shall be given as provided in Section 4 of this Article. Notice of any special meeting shall state the purpose(s) for which it is to be held, and no business other than that shall be transacted at the meeting.

**SECTION 4** Notice of a special meeting may be given by posting the notice thereof in a conspicuous place in the offices of this credit union so that it may be read by the members at least fourteen (14) days prior to such meeting, and by causing written notice thereof to be mailed to the address of each

member via first class mail at least ten (10) days before the date of any special meeting of the members, however, not more than one notice need be sent to any one address.

**SECTION 5** Except as hereinafter provided, at an annual or special meeting, 1% of the membership shall constitute a quorum. If no quorum is present, an adjournment may be taken to a date not fewer than fourteen (14) nor more than thirty (30) days thereafter; and the members present at any such adjourned meeting shall constitute a quorum, regardless of the number of members present. If the new date, time and place of the adjourned meeting are announced at the meeting before adjournment, no further notice of the adjourned meeting is required, otherwise, the same notice shall be given for the adjourned meeting as is prescribed in Section 4 of this Article for a special meeting.

**SECTION 6** A report of the annual meeting and any special meeting shall be included in the next regularly published newsletter of the credit union.

**SECTION 7** The Board shall establish and maintain a procedure for member voting. At minimum, this procedure will provide the opportunity for members to vote on the following matters whether or not they are in attendance at a member meeting:

- Elections, except where there is only one candidate for each vacancy;
- Amendments to the Bylaws requiring membership approval;
- Matters raised at special meetings

**SECTION 8** No member shall have more than one vote. No member shall be entitled to vote by proxy, but a member other than a natural person may vote through an agent designated in writing for the purpose. A trustee, or other person acting in a representative capacity, shall not, as such, be entitled to vote. A member may vote by ballot, including early voter absentee ballot, in a manner prescribed by the Board. Except as otherwise provided in Article XXI, all voting shall be determined by plurality vote and the results announced to the members.

**SECTION 9** Voting on all matters reserved to the members shall take place at any duly held meeting, except that elections shall take place only at the annual meeting. The Supervisory Committee shall supervise the voting procedure as established by the Board. Such procedure shall be posted in a conspicuous place in the credit union offices at least fourteen (14) days prior to any duly held meeting. Any matter subject to early or absentee voting shall not be amended from the floor of a meeting.

## **ARTICLE VI - ELECTIONS**

**SECTION 1** Members are encouraged to participate in the affairs of their credit union by serving as an elected official. A member's nomination for an elected position may be presented by the Nominating Committee or by petition. Elections shall take place only at the annual meeting.

On or before October 15 of the year prior to the annual meeting, notice shall be mailed to the address of each member as the same appears on the records of this credit union provided however, that not more than one notice need be sent to the same address, announcing the opportunity to file, on or before November 15, an application for nomination by the Nominating Committee. Such notice shall also inform each member of the opportunity to file on or before December 15, a petition for nomination available from the credit union.

All elected or appointed officials of this credit union shall be at least eighteen (18) years of age.

A member who has been convicted of embezzlement, forgery, larceny, theft, robbery, burglary, false token, false personation, bank fraud, false statement, perjury, or criminal misperformance of duty shall not be eligible to serve as an elected or appointed official of this credit union.

**SECTION 2** On or before November 1 of the year prior to the annual meeting, the highest ranking officer of the credit union whose term is not expiring at the next annual meeting, shall appoint a Nominating Committee of at least three members. If no officer is eligible to appoint the Nominating Committee, the Board shall select an eligible Director to perform this duty. No member currently serving as an elected or appointed official shall be appointed a member of this committee.

It shall be the duty of the Nominating Committee to nominate at least one member for each vacancy, including any unexpired term vacancy, for which elections are being held. Further, the Nominating Committee shall ensure that all candidates have received information as to the responsibilities and time commitments associated with the position to which they seek election.

On or before December 1 of the year prior to the annual meeting, the Nominating Committee shall make its selection of candidates and post in a conspicuous place in the office(s) of this credit union where it may be read by the members, a report of the Nominating Committee which includes the names of all the members being nominated by the committee.

**SECTION 3** On or before the close of business on December 15 of the year prior to the annual meeting, a member may submit a petition to the Supervisory Committee proclaiming his or her candidacy to serve as an elected

official of the credit union. The petition shall state clearly the member's name, the position to which he or she seeks election, and the signatures and printed names of at least fifty (50) members of this credit union who are at least sixteen (16) years of age and who, by their signature proclaim support of the member's nomination. The Supervisory Committee shall review and validate each petition and, on or before December 20, post a notice bearing the names of the qualifying petitioners in the offices of this credit union in immediate proximity to the posted report of the Nominating Committee.

**SECTION 4** The secretary shall mail with the notice of the annual meeting (Article V, Section 1) a statement of the vacancies to be filled, a list of the candidates nominated by the Nominating Committee, a list of the candidates by petition and any written statement (not to exceed 200 words) prepared by each candidate. Nominations from the floor at the annual meeting shall not be accepted.

**SECTION 5** The Supervisory Committee shall supervise the election in accordance with the voting procedure established by the Board.

**SECTION 6** Within ten (10) days after the election or appointment to any position, each person so elected or appointed shall execute an oath of office.

## **ARTICLE VII - BOARD OF DIRECTORS**

**SECTION 1** The Board shall consist of eleven (11) members. Each Director shall be a member of the credit union and be at least eighteen (18) years of age when elected.

**SECTION 2** The regular terms of office for Directors shall be three (3) years, provided a Director shall hold office until the election and qualification of a successor. The regular terms shall be so fixed at the beginning, or upon any increase or decrease in the number of Directors, that approximately an equal number of regular terms shall expire at each annual meeting.

**SECTION 3** Any vacancy on the Board, shall be filled by vote of a majority of the Directors then holding office. A Director so appointed shall hold office only until the next annual meeting, at which any unexpired terms shall be filled by vote of the members, and until the qualification of their successors.

**SECTION 4** Regular meetings of the Board shall be held each month, the date, time and place to be selected by the Directors. A majority of the number of Directors specified in the Bylaws (inclusive of any vacancies) shall constitute a quorum for the transaction of business at any meeting thereof but fewer than a quorum may adjourn from time to time until a quorum is in attendance. If a quorum of the Board exists prior to the disqualification of a Director with respect to any matter presented to the Board for deliberation, the remaining qualified Directors may exercise all the powers of the Board with respect to the specific matter about which the Director was disqualified. The chairperson may call a special meeting of the Board at any time and shall do so upon the written request of any three Directors. The chairperson shall fix the time and place of special meetings unless the Board prescribes otherwise. Notice of meetings of the Board shall be given in such manner as the Board may from time to time prescribe.

**SECTION 5** The Board shall have the authority for the general management of the credit union and shall exercise that authority in compliance with applicable laws, regulations, and prudent business practices. In addition to the duties customarily performed by the Board, the Board shall:

- a) Periodically review and fix the fidelity coverage so that the bond coverage in force is in compliance with applicable laws and regulations. Periodically determine that a person elected or appointed by the credit union to any position requiring the receipt, payment or custody of money or other property of the VSECU, or in its custody or control as collateral or otherwise, is properly bonded in accordance with applicable laws and regulations.
- b) Establish a policy to address training for newly elected and incumbent Directors and volunteer officials, in areas such as ethics and fiduciary responsibility, regulatory compliance, and accounting.

- c) Establish a policy regarding conflicts of interest.
- d) Establish a policy to address business continuity and disaster recovery.
- e) Establish a policy to address member access to information relating to the operations of the credit union.
- f) Promptly post the most current financial statement of the credit union in the public spaces of the offices of the credit union until replaced by the next month's financial statement.
- g) Authorize the charge off of uncollectible loans.
- h) Perform other such duties as the members may from time to time require.
- i) Perform or authorize any action consistent with the law and these Bylaws not specifically reserved to the members by these Bylaws.

## **ARTICLE VIII - EXECUTIVE OFFICERS, EXECUTIVE COMMITTEE AND THEIR DUTIES**

**SECTION 1** The executive officers of this credit union shall be the chairperson, one or more vice chairpersons, a treasurer, and a secretary, all of whom shall be elected by the Board and from their number. If one or more vice chairpersons is elected, the Board shall determine their rank as first vice chairperson, second vice chairperson, et cetera. Only the offices of treasurer and secretary may be held by the same person.

**SECTION 2** Officers shall be elected at the first meeting of the Board at which a quorum is present following the annual meeting of the members. Such meeting shall be held no later than thirty (30) days after the annual meeting. An officer shall hold office for a term of one (1) year and until the election and qualification of a successor. A Director who is elected to fill a vacant officer position shall serve for the remainder of that term and until a successor is elected and qualified.

**SECTION 3** The chairperson shall preside at meetings of the members and at meetings of the Board. The chairperson shall perform such other duties as customarily appertain to the office of chairperson or as the chairperson may be directed to perform by the Board not inconsistent with the provisions of the law or these Bylaws.

**SECTION 4** In the absence or inability to act of the chairperson, the ranking vice chairperson shall assume the duties of the chairperson.

**SECTION 5** The treasurer shall report to the Board on matters relating to the financial statements of the credit union. If so appointed by the Board, the treasurer may assume the role of chief executive officer and be compensated.

**SECTION 6** The secretary shall prepare and maintain minutes of all meetings of the members and of the Board. The secretary shall give or cause to be given, in the manner provided in these Bylaws, proper notice of all of the meetings of the members and shall perform such other duties as may be directed by the Board that are not inconsistent with the provisions of law or these Bylaws.

## **ARTICLE IX - CREDIT COMMITTEE**

**SECTION 1** The Credit Committee shall consist of three (3) members who shall be elected by the members. No member of the Credit Committee shall simultaneously serve on the Supervisory Committee or the Board.

**SECTION 2** The regular terms of office for Credit Committee members shall be for three (3) years, provided a Credit Committee member shall hold office until the election and qualification of a successor. The regular terms shall be so fixed at the beginning, or upon any increase or decrease in the number of committee members, that approximately an equal number of regular terms shall expire at each annual meeting.

**SECTION 3** Any vacancy on the Credit Committee shall be filled by vote of a majority of the Board. A Credit Committee member so appointed shall hold office only until the next annual meeting, at which any unexpired term shall be filled by a vote of the members, and until the qualification of a successor.

**SECTION 4** The Credit Committee shall choose from their number a chairperson and a secretary. The secretary shall prepare and maintain minutes of all meetings. The offices of chairperson and secretary may be held by the same person.

**SECTION 5** The Credit Committee shall hold such meetings as the business of the credit union may require, and not less frequently than once a month. Notice of meetings shall be given to members of the committee in such manner as the committee members may from time to time prescribe.

**SECTION 6** The Credit Committee shall endeavor diligently to assist applicants in the prudent management of their financial affairs.

**SECTION 7** The Credit Committee may appoint one or more loan officers and delegate to a loan officer the power to approve loans within limits specified by the committee. A loan officer may not disburse funds for any loan approved by that loan officer. Not more than one member of the committee may be appointed a loan officer. Loans not approved by a loan officer shall be acted upon by the committee.

**SECTION 8** The Credit Committee shall ensure that a complete listing of all loan applications acted upon shall be available to the Board. No loan shall be made unless it is approved by a loan officer or by a majority of the members of the Credit Committee.

## **ARTICLE X - SUPERVISORY COMMITTEE**

**SECTION 1** The Supervisory Committee shall consist of three (3) members who shall be appointed by the Board. No member of the Supervisory Committee shall simultaneously serve on the Credit Committee or the Board or be an officer of the Credit Union or regularly employed by the Credit Union.

**SECTION 2** The regular terms of office for Supervisory Committee members shall be for three (3) years, provided a Supervisory Committee member shall hold office until the appointment and qualification of a successor. The regular terms shall be so fixed at the beginning, or upon any increase or decrease in the number of committee members, that approximately an equal number of regular terms shall expire at each annual meeting.

**SECTION 3** Any vacancy on the Supervisory Committee shall be filled by vote of a majority of the Board. A Supervisory Committee member so appointed shall hold office for the remaining regular term of the vacated position.

**SECTION 4** The Supervisory Committee members shall choose from among their number a chairperson and a secretary. The secretary of the Supervisory Committee shall prepare and maintain records of all actions taken by it. The offices of chairperson and secretary may be held by the same person.

**SECTION 5** The Supervisory Committee shall meet at least quarterly. Notice of meetings of the Supervisory Committee shall be given in such manner as the members of the Committee shall from time to time prescribe.

**SECTION 6** The Supervisory Committee shall make or cause to be made a comprehensive annual audit of the books and affairs of the credit union. It shall submit a report of each annual audit to the Board and a summary of that report to the members at the next annual meeting of the credit union. The committee shall make any supplementary audits required by the Commissioner. The committee may employ and use such clerical and auditing assistance as may be required to carry out its responsibilities prescribed by this Article, and may request the Board to provide compensation for such assistance.

**ARTICLE XI - RESERVED FOR FUTURE USE**

## **ARTICLE XII – SUSPENSION OR REMOVAL OF ELECTED AND APPOINTED OFFICIALS**

**SECTION 1** The Board shall have the power to remove or suspend, by a two-thirds vote of its members, an elected or appointed official for good cause including, but not limited to, the following:

- a. The inability to be appropriately bonded or otherwise becoming ineligible to hold office.
- b. Failure to attend, without good cause, three consecutive meetings of the Board or their respective Committee; failure to attend one-half of the meetings held during a calendar year or, in the case of the Credit Committee, failure to attend one-half of the scheduled meetings held in a calendar quarter.
- c. A violation of any statute, regulation, or order applicable to the VSECU.
- d. The participation in any unsafe or unsound practice in connection with the VSECU.
- e. The commission of or participation in any crime which is punishable by imprisonment for a term exceeding one year under state or federal law as charged in any information, indictment or complaint if continued service by such person may pose a threat to the interests of the VSECU.
- f. The failure of such person to perform his or her duties, or the breach of his or her fiduciary duty.
- g. The use of his or her official position in a manner contrary to the interests of the VSECU and its members.
- h. The breach of any written agreement with the Commissioner.

**SECTION 2** The Supervisory Committee shall have the power to suspend, by a two-thirds vote of its members at a meeting called for that purpose, any Director or member of a Director-appointed committee for cause.

**SECTION 3** Removal from office shall take effect immediately and the vacancy so created shall be filled as provided in these Bylaws.

**SECTION 4** Suspension from office shall take effect immediately. Within seven (7) days of the date of such suspension notice that a special meeting is being called shall be sent to all members via first class mail, provided that no more than one notice need be sent to the same address. Such special meeting shall be held within twenty-one (21) days of the suspension. The only business that shall be conducted at the special meeting shall be hearing a report from the Board or Supervisory Committee, whichever called the meeting, on the suspension and voting on the removal of the suspended person. The body that called the special meeting shall take any action deemed necessary by the membership at the special meeting. If the suspended person resigns, there is no

need for such notice or meeting.

## **ARTICLE XIII - LOANS TO MEMBERS**

**SECTION 1** Members may borrow pursuant to policy established by the Board in accordance with these Bylaws and other applicable laws and regulations.

**SECTION 2** Applications for loans shall be on forms prepared and provided by the Board and shall in each case set forth the purpose for which the loan is desired, the security if any and such other data as may be required.

**SECTION 3** No loan shall be made to any member in excess of 10% of the credit union's total assets.

**SECTION 4** No Director, Supervisory Committee member or Credit Committee member shall act as endorser, co-maker, or guarantor for borrowers from this credit union, except in cases of immediate members of the family.

**ARTICLE XIV – RESERVES AND NET WORTH**

**SECTION 1**           The credit union shall retain sufficient earnings to comply with reserve and net worth requirements as established by the Commissioner.

## **ARTICLE XV – DIVIDENDS**

**SECTION 1** Dividends may be authorized and paid on shares and deposits pursuant to policies established by the Board and in accordance with applicable laws and regulations.

## **ARTICLE XVI - FUNDS MANAGEMENT AND INVESTMENTS**

**SECTION 1** Funds not used in loans to members may be deposited or invested as allowed by law and in accordance with an investment policy adopted by the Board.

## **ARTICLE XVII - TERMINATION OF MEMBERSHIP**

**SECTION 1** A member may withdraw from this credit union at any time. A member who withdraws all shareholdings or fails to comply with the time requirements for restoring the share account balance to par value ceases to be a member.

**SECTION 2** A member may be expelled by a majority vote of the members of the credit union present at a special meeting called for the purpose, but only after an opportunity has been given to the member to be heard.

**SECTION 3** A member may be expelled by an affirmative vote of a majority of the Board pursuant to a written policy of the Board that has been distributed to the members.

**SECTION 4** All amounts paid in on shares or deposits of any kind shall be paid to such withdrawing or expelled member as funds become available and only after deducting them from any amounts due the credit union by such member.

**SECTION 5** A person who withdraws from or is expelled from the credit union has no further rights in the credit union, but is not relieved from any obligations to the credit union. A person who has been expelled may request readmittance to the credit union if the person is eligible for membership and either the reason(s) for the person's expulsion have been remedied or a majority of the Board votes to allow the readmission. Not more than one application for readmission may be made per member within a 12-month period.

## **ARTICLE XVIII - GENERAL**

**SECTION 1** All power, authority, duties and functions of the members, Directors, officers and employees of the credit union, pursuant to the provisions of these Bylaws, shall be exercised in strict conformity with the provisions of applicable law and applicable regulations, and of the charter and the Bylaws of the credit union.

**SECTION 2** The officers, Directors, committee members and employees of this credit union shall hold in strictest confidence all transactions of this credit union with its members and all information regarding the members' affairs, except when permitted by state or federal law.

**SECTION 3** Notwithstanding any other provisions in these Bylaws, any Director, committee member, or officer of the credit union may be removed from office by the affirmative vote of two-thirds of the members voting at a regular or special meeting called for the purpose, but only after an opportunity has been given for him or her to be heard.

**SECTION 4** No Director, committee member, officer, agent or employee of the credit union shall in any manner, directly or indirectly, participate in the deliberation upon the determination of any question affecting his or her pecuniary interest or the pecuniary interest of any corporation, partnership, or association (other than the credit union) in which he or she is directly or indirectly interested.

**SECTION 5** All records of the credit union shall be available at all times to the Directors and committee members of this credit union provided they have a proper purpose for obtaining the records. The charter and Bylaws of the credit union shall be made available for inspection by any member. A copy will be provided to a member upon request. Any other request for information must be acted upon by the Board.

**SECTION 6** The fiscal year of the credit union shall end on December 31.

## **ARTICLE XIX - SHARE INSURANCE**

**SECTION 1** This credit union shall insure its members' shares and deposits with the National Credit Union Administration or the successor to that federal agency.

**ARTICLE XX - OPERATIONS FOLLOWING A NATIONAL  
EMERGENCY OR DISASTER**

**SECTION 1** In the event of an emergency situation, the officers and employees of the credit union shall continue to conduct the affairs of the credit union under such guidance from the Directors as may be available and subject to conformance with any governmental directives during the emergency.

**SECTION 2** In the event of an emergency situation of sufficient severity to prevent the conduct and management of the affairs and business of the credit union by its regularly elected Directors, officers, and properly constituted committees as contemplated by these Bylaws, the highest ranking executive officer and any two (2) Directors shall constitute a quorum.

## **ARTICLE XXI - AMENDMENTS OF BYLAWS AND CHARTER**

**SECTION 1** Amendments of these Bylaws may be adopted and amendments of the charter requested as follows:

- a) Amendments to Article II, Section 1, Qualification for Membership may be adopted by the affirmative vote of two-thirds of the authorized number of members of the Board at any duly held meeting thereof, if members of the Board and general membership have been given at least ten (10) days notice of said meeting and the notice has contained a copy of the proposed amendment or amendments.
- b) A proposal to amend any Articles of these Bylaws other than those specified in paragraph (a) above may be adopted by the affirmative vote of two-thirds of the members voting at any duly held meeting thereof. Votes shall be cast according to the voting procedure set forth in Article V. Members shall be given notice of said meeting in accordance with Article V, and the notice shall contain a copy of the proposed amendment or amendments. In the event an adjourned meeting under Article V, Section 5, is called, a copy of the proposed amendment or amendments shall be posted at the credit union offices, but is not required to be included in the other notice material.

**SECTION 2** A conversion from one type of credit union charter to another type of credit union charter and the requisite changes to the Bylaws shall require an affirmative vote of a majority of the members voting.

**SECTION 3** A conversion from a credit union charter to another financial institution charter and the requisite changes to the Bylaws shall require that at least 5% of the total membership votes and there is an affirmative vote of two-thirds of the members voting.

**SECTION 4** Amendments to the Bylaws shall be submitted to the Department within ten (10) days of their adoption. No amendments of these Bylaws or of the charter shall become effective, however, until approved in writing by the Department.