

Broadview Federal Credit Union Bylaws

Approved: August 1, 2022

**BROADVIEW FEDERAL CREDIT UNION
BYLAWS**

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ARTICLE I. NAME - PURPOSES

Section 1. *Name.* The name of this credit union is as stated in Section 1 of its charter (approved organization certificate).

Section 2. *Purposes.* This credit union is a member-owned, democratically operated, not-for-profit organization managed by a volunteer board of directors. Its stated mission is to meet the credit and savings needs of members, especially individuals of modest means. The purpose of this credit union is to promote thrift among its members by affording them an opportunity to accumulate their savings and to create a source of credit for provident, business or productive purposes, and to fulfill the credit union's mission (see Exhibit A of these bylaws for the mission statement).

ARTICLE II. QUALIFICATIONS FOR MEMBERSHIP

Section 1. *Field of membership.* The field of membership of this credit union is limited to that stated in Section 5 of its charter.

Section 2. *Membership application procedures.* Persons eligible for membership under Section 5 of the charter must sign a membership application on approved forms. The applicant becomes a member upon approval of the application by a membership officer, after subscription to at least one (1) share, payment of the initial installment, and payment of a uniform entrance fee, if required by the board. If a membership officer denies a person's membership application, the credit union must explain the reasons for the denial in writing upon written request.

Section 3. *Maintenance of membership share required.* A member who withdraws all shareholdings or fails to comply with the time requirements for restoring his or her account balance to par value in Article III, Section 3, ceases to be a member. By resolution, the board may require persons readmitted to membership to pay another entrance fee.

Section 4. *Continuation of membership.*

- (a) Once a member, always a member until the person or organization chooses to withdraw its membership or is expelled under the Act and Article XIV of these bylaws.
- (b) Notwithstanding any provision of these bylaws, the board of directors may adopt a policy that limits credit union services to any member not in good standing.

Section 5. *Member in good standing.* A member in good standing retains all their rights and privileges in the credit union. A member in good standing is a member who maintains at least the minimum share set forth in Article III, Section 1 of these bylaws;

who is not significantly delinquent on any credit union loan; who has not had any account with this credit union closed due to abuse or negligent behavior; who has not caused a financial loss to this credit union; and who has not engaged in violent, belligerent, disruptive, or abusive activities, such as:

- (1) Violence, intimidation, threats, harassment, or physical or verbal abuse of duly elected or appointed officials or employees of the credit union, members, or agents of the credit union. This includes actions while on credit union premises and through use of telephone, mail, email or other electronic method.
- (2) Causes or threatens damage to credit union property.
- (3) Unauthorized use or access of credit union property.
- (4) Knowingly disseminating incorrect, misleading, confidential, or proprietary information regarding the credit union.
- (5) Any actions that may cause material risk or financial harm to the credit union.

A credit union may limit services for violent, belligerent, disruptive, or abusive activities only if there is a logical relationship between the objectionable activities and the services to be suspended. In the event of a suspension of service, the member will be notified of what accounts or services have been discontinued.

Subject to Article XIV of these bylaws and any applicable limitation of services policy approved by the board, members not in good standing retain their right to attend, participate, and vote at the annual and special meetings of the members and maintain a share account.

ARTICLE III. SHARES OF MEMBERS

Section 1. *Par Value.* The par value of each share is \$0.01. Subscriptions to shares are payable at the time of subscription, or in installments of at least \$0.00 per month.

The par value of each share for members seventeen (17) years of age or younger is \$0.01. Subscriptions to shares are payable at the time of subscription, or in installments of at least \$0.00 per month.

The par value of each share for students is \$0.01. Subscriptions to shares are payable at the time of subscription, or in installments of at least \$0.00 per month. A student is defined as anyone enrolled full-time or part-time in college/university.

The par value of each share for non-natural persons is \$0.01. Subscriptions to shares are payable at the time of subscription, or in installments of at least \$0.00 per month.

Primary Share account required to establish membership.

To establish membership in the credit union, the member must subscribe to one (1) share in the stated account(s) (noted above).

Section 2. *Cap on shares held by one person.* The board may establish, by resolution, the maximum amount of shares that any one member may hold.

Section 3. *Time period for payments and maintenance of membership share.* The credit union will terminate from membership a member who:

- Fails to complete payment of one (1) share within six (6) months of admission to membership, or
- Fails to complete payment of one (1) share within six (6) months from the increase in the par value of shares, or
- Reduces the share balance below the par value of one (1) share and does not increase the balance to at least the par value of one (1) share within six (6) months of the reduction.

Section 4. *Transferability.* Members may transfer shares to another member in any form approved by the board. Shares that accrue credits for unpaid dividends retain those credits when transferred.

Section 5. *Withdrawals.* Members may withdraw money paid in on shares provided that:

- (a) The board has the right, at any time, to require members, or a subset of members, to give up to sixty (60) days written notice of intention to withdraw all or part of the amounts they paid in.
- (b) No member may withdraw shareholdings that are pledged as required security on loans without written approval of a loan officer, except to the extent that such shares exceed the member's total primary and contingent liability to the credit union. "Required security" as used in this subsection refers to shares, which are in existence at the time the application is made and specifically required to be pledged as security as part of the secured loan transaction.
- (c) A member delinquent on any loan or obligation to the credit union may not withdraw their shares below the delinquent amount without the written approval of the loan officer. This withdrawal restriction also applies if the member is a comaker, endorser, or guarantor of a delinquent loan. Coverage of overdrafts under an overdraft protection policy does not constitute delinquency for purposes of this paragraph. Shares issued in an irrevocable

trust as provided in Section 6 of this article are not subject to withdrawal restrictions except as stated in the trust agreement.

- (d) The share account of a deceased member (other than one held in joint tenancy with another member) may be continued until the close of the dividend period in which the administration of the deceased's estate is completed.
- (e) The board can impose a fee for excessive share withdrawals from regular share accounts. By resolution, the board can set the number of withdrawals not subject to a fee and the amount of the fee subject to regulations relevant to the advertising and disclosure of terms and conditions on member accounts.

Section 6. *Trusts.* Shares may be issued in a revocable or irrevocable trust, subject to the following:

Shares issued in a revocable trust - the settlor must be a member of this credit union in his or her own right.

Shares issued in an irrevocable trust - either the settlor or the beneficiary must be a member of this credit union.

Both a revocable and irrevocable trust must state the name of the beneficiary. A trust may be a member of the credit union as an entity if all parties to the trust, including all settlors, beneficiaries and trustees, are within the credit union's field of membership.

Shares issued through a pension plan authorized by the rules and regulations will be treated as an irrevocable trust unless otherwise indicated in the rules and regulations.

Section 7. *Joint accounts and membership requirements.* Separate account not required to establish membership.

Owners of a joint account may both be members of the credit union without opening separate accounts. For joint membership, both owners are required to fulfill all of the membership requirements including each member purchasing and maintaining at least one (1) share in the account and filling out a membership card.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. *Annual meeting.* The board must hold the annual meeting of the members within the period authorized in the Act, in the county in which any office of the credit union is located or within a radius of one hundred (100) miles of an office, at the time and place as the board determines and announces in the notice of the annual meeting. This credit union may permit virtual attendance and participation in the annual meeting,

provided that an in-person meeting complying with the geographic requirements of this paragraph is also held.

Section 2. *Notice of meeting required.*

- (a) The secretary must give written notice to each member at least thirty (30) but no more than seventy-five (75) days before the date of any annual meeting. The secretary must give written notice to each member at least seven (7) days before the date of any special meeting of the members and at least forty-five (45) but no more than ninety (90) days before the date of any meeting to vote on a merger with another credit union. The secretary may deliver the notice in person, by mail to the members' address, or, for members who have opted to receive statements and notices electronically, by electronic mail. The secretary must give notice of the annual meeting by posting the notice in a conspicuous place in the office of this credit union where members may read it at least thirty (30) days before the meeting. The secretary must also prominently display the notice on the credit union's website if such credit union maintains a website.
- (b) All special meeting notices must state the purpose of the meeting. The officials and members may only transact business related to the stated purpose at the meeting.

Section 3. *Special meetings.*

- (a) The board chairman, the board of directors by majority vote, or the supervisory committee as provided in these bylaws may call a special meeting of the members. The chairman must call and hold a special meeting within thirty (30) days of the receipt of a written request from twenty-five (25) members or five percent (5%) of the members as of the date of the request, whichever number is larger. However, a request of no more than seven hundred and fifty (750) members may be required to call a special meeting.
- (b) The credit union may hold a special meeting at any location permitted for the annual meeting.

Section 4. *Items of business for annual meeting and rules of order for annual and special meetings.* The suggested order of business at annual meetings of members is -

- (a) Ascertain that a quorum is present.
- (b) Reading and approval or correction of the minutes of the last meeting.
- (c) Report of directors.
- (d) Report of the financial officer or the chief management official.

- (e) Reserved
- (f) Report of the supervisory committee, as required by Section 115 of the Act.
- (g) Unfinished business.
- (h) New business other than elections.
- (i) Elections, as required by Section 111 of the Act.
- (j) Adjournment.
- (k) To the extent consistent with these bylaws, the board will conduct all meetings of the members according to Robert's Rules of Order. The order of business for the annual meeting may vary from the suggested order, provided it includes all required items and complies with the rules of procedure adopted by the credit union.

Section 5. Quorum. Except as otherwise provided, fifteen (15) members constitute a quorum at annual or special meetings. If a quorum is not present, the board may adjourn to a date at least seven (7) but not more than fourteen (14) days thereafter. The members present at any adjourned meeting will constitute a quorum, regardless of the number of members present. The board must give the same notice for the adjourned meeting as prescribed in Section 2 of this article for the original meeting, except that they must give notice at least five (5) days before the date of the meeting fixed in the adjournment.

Section 6. Emergency exception to in-person quorum requirement (For calendar year 2022 only). This credit union may hold its annual meeting of the members, the required in-person regular meeting of the board of directors under Article VI, and special member meetings for authorized purposes other than member expulsion under Article XIV of these bylaws, virtually and without an in-person quorum if all the following conditions apply and are certified in meeting minutes by a resolution of the majority of a quorum of the board of directors:

- At least one of the following is in an area where a federal, state, or local authority has declared a state of emergency or major disaster:
 - a. all or part of a community the credit union serves; or
 - b. the credit union's headquarters.
- The credit union has the technological capacity to facilitate virtual meeting attendance, voting, and participation.

- Members receive at least seven days advance notice of the change of a member meeting to a virtual meeting format and appropriate instructions for how to join, participate, and vote during the virtual meeting.
- The NCUA has issued general or specific guidance notifying the credit union that it is appropriate to invoke this bylaw provision.

ARTICLE V. ELECTIONS

Election by Electronic Device (Including But Not Limited to Telephone and Electronic Mail) or Mail Ballot; Nominating Committee and Nominations by Petition

Section 1. *Nomination procedures.*

- (a) At least one hundred and twenty (120) days before each annual meeting, the chairman will appoint a nominating committee of three (3) or more members. The nominating committee will nominate at least one (1) member for each vacancy, including any unexpired term vacancy, for which elections are being held, and determine that the members nominated are agreeable to the placing of their names in nomination and will accept office if elected.
- (b) At least ninety (90) days before the annual meeting, the nominating committee files its nominations with the secretary of the credit union. At least seventy-five (75) days before the annual meeting, the secretary notifies, in writing, all members eligible to vote that they may make nominations for vacancies by petition signed by one percent (1%) of the members with a minimum of twenty (20) and a maximum of five hundred (500). The secretary may use electronic mail to notify members who have opted to receive notices or statements electronically.
- (c) The written notice must specify that the credit union will not conduct the election by ballot and there will be no nominations from the floor when the number of nominees equals the number of open positions.
- (d) The notice will include, in a form approved by the board of directors, a brief statement of qualifications and biographical data for each nominee submitted by the nominating committee. Each nominee by petition must submit a similar statement of qualifications and biographical data with the petition.
- (e) The written notice must state the closing date for receiving nominations by petition. At least forty (40) days before the annual meeting, nominee(s) must file the nomination petition with the secretary of the credit union. To be effective, nominee(s) must include a signed certificate with the nomination petition stating that they are agreeable to nomination and will serve if elected to office.

- (f) At least thirty-five (35) days before the annual meeting, the secretary will post the nominations by petition along with those of the nominating committee in a conspicuous place in each credit union office and on the credit union's website (if the credit union maintains a website).

Section 2. Election procedures. The plurality of vote determines all elections. The election is conducted by electronic device or mail ballot, subject to the following conditions:

- (a) The board of directors will appoint the election tellers;
- (b) At least thirty (30) days before the annual meeting, the secretary will ensure either a printed ballot or notice of ballot is mailed to all members eligible to vote if there are sufficient nominations made by the nominating committee or by petition to provide more nominees than open positions. The secretary may use electronic mail to provide the notice of ballot to members who have opted to receive notices or statements electronically;
- (c) If the credit union conducts its elections electronically, the secretary will ensure the transmission of the following materials to each eligible voter using the following procedures:
 - (1) One (1) notice of balloting stating the names of the candidates for the board of directors and the candidates for other separately identified offices or committees. The notice must include a brief statement of qualifications and biographical data for each candidate in a form approved by the board of directors. The secretary may use electronic mail to provide the notice of ballot to members who have opted to receive notices or statements electronically.
 - (2) One (1) mail ballot that conforms to Section 2(d) of this article, as well as instructions for the electronic election procedure, including how to access and use the system and the timeframe for voting. The instructions will state that members without the requisite electronic device necessary to vote on the system may vote by submitting the enclosed mail ballot and specify the date the mail ballot must be received by the credit union. For members who have opted to receive notices or statements electronically, the mail ballot is not required and the secretary may use electronic mail to provide the instructions for the electronic election procedure.
 - (3) The election tellers verify, or cause to be verified, the name of the voter and their credit union account number as registered in the electronic balloting system. The election tellers will test the integrity of the balloting system at regular intervals during the election period.

- (4) Election tellers must receive ballots no later than midnight, five (5) calendar days before the annual meeting.
 - (5) Election tellers will tally the vote and the chairman will make the result of the vote public at the annual meeting.
 - (6) If the electronic balloting system malfunctions, the board of directors may, in its discretion, hold the election by mail ballot only. The mail ballots must conform to Section 2(d) of this article and the secretary must mail them once more to all eligible members thirty (30) days before the annual meeting. The board may make reasonable adjustments to the voting time frames above, or postpone the annual meeting when necessary, to complete the elections before the annual meeting.
- (d) If the credit union conducts its election by mail ballot, the secretary will ensure the mailing of the following materials to each member using the following procedures:
- (1) One (1) ballot, clearly identified as the ballot, with the names of the candidates for the board of directors and the candidates for other separately identified offices or committees printed in random order. A brief statement of qualifications and biographical data for each candidate, in a form approved by the board of directors, will accompany the ballot;
 - (2) One (1) ballot envelope, with instructions to place the completed ballot in the envelope and seal the envelope;
 - (3) One (1) identification form the member completes that includes their name, address, signature and credit union account number;
 - (4) One (1) mailing envelope that instructs the member to insert the sealed ballot envelope and the identification form. The mailing envelope must have prepaid postage and be preaddressed for return to the election tellers;
 - (5) When properly designed with features that preserve the secrecy of the ballot, the ballot, identification form, and prepaid postage and preaddressed return envelope may be combined;
 - (6) The election tellers will verify, or cause to be verified, the name and credit union account number of the voter as appearing on the identification form. The tellers will retain the verified identification form and the sealed ballot envelope until the vote count is completed. In the event of a questionable or challenged identification form, the tellers

must retain the identification form and sealed ballot envelope together until the verification or challenge is resolved;

- (7) Election tellers must receive ballots mailed to them no later than midnight five (5) days before the date of the annual meeting;
- (8) The election tellers will tally the vote. They will verify the result at the annual meeting and the chairman will make the result of the vote public at the annual meeting.

Section 3. *Order of nominations.* Nominations may be in the following order:

- (a) Nominations for directors.
- (b) Nominations for credit committee members, if applicable. Elections may be by separate ballots following the same order as the above nominations or, if preferred, may be by one ballot for all offices.

Section 4. *Proxy and agent voting.* Members cannot vote by proxy. A member other than a natural person may vote through an agent designated in writing for the purpose.

Section 5. *One vote per member.* Irrespective of the number of shares, no member has more than one (1) vote.

Section 6. *Submission of information regarding credit union officials to NCUA.* The secretary must forward the names and business addresses of board members, board officers, executive committee, credit committee members, if applicable, and supervisory committee members to the Administration in accordance with the Act and regulations in the manner as required by the Administration.

Section 7. *Minimum age requirement.* Members must be at least eighteen (18) years of age by the date of the meeting in order to vote at meetings of the members, sign nominating petitions, or sign petitions requesting special meetings. Members must be at least twenty-one (21) years of age to hold elective or appointive office.

Section 8. *Absentee ballots.* The board of directors may authorize the use of absentee ballots in conjunction with the other procedures authorized in this article, subject to the following conditions:

- (a) The board of directors will appoint the election tellers;
- (b) If there are sufficient nominations made by the nominating committee or by petition to provide more than one (1) nominee for each position, at least thirty (30) days before the annual meeting, the secretary will ensure a printed ballot is mailed to all members of the credit union who are eligible to vote and who have submitted a written or electronic request for an absentee ballot;

- (c) The secretary will ensure the following materials are mailed to each eligible voter who submitted a written or electronic request for an absentee ballot;
 - (1) One (1) ballot, clearly identified as the ballot, with the names of the candidates for the board of directors and the candidates for other separately identified offices or committees printed in random order. A brief statement of qualifications and biographical data for each candidate, in a form approved by the board of directors, will accompany the ballot;
 - (2) One (1) ballot envelope clearly marked with instructions to place the completed ballot in the envelope and seal the envelope;
 - (3) One (1) identification form the member completes that includes their name, address, signature and credit union account number;
 - (4) One (1) mailing envelope that instructs the member to insert the sealed ballot envelope and the identification form. The mailing envelope must have prepaid postage and be preaddressed for return to the election tellers;
 - (5) When properly designed with features that preserve the secrecy of the ballot, the ballot, identification form, and prepaid postage and preaddressed return envelope may be combined;
- (d) The election tellers will verify, or cause to be verified, the name and credit union account number of the voter as appearing on the identification form. The tellers will retain the verified identification and the sealed ballot envelope until the vote count is completed. In the event of a questionable or challenged identification form, the tellers must retain the identification form and the sealed ballot envelope together until the verification or challenge is resolved. If more than one (1) voting procedure is used, the tellers must verify that no eligible voter voted more than one (1) time;
- (e) Election tellers must receive ballots mailed to them no later than midnight five (5) days before the date of the annual meeting;
- (f) Members or authorized personnel will deposit absentee ballots in the ballot boxes taken to the annual meeting or included in a precount in accordance with procedures specified in Article V, Section 2; and
- (g) If a member has chosen to receive statements and notices electronically, the credit union may provide notices required in this section by email and provide instructions for voting by electronic means instead of mail ballots.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. *Number of members.* The board consists of fifteen (15) directors, all of whom must be members. By resolution, the board may change the number of directors to an odd number not fewer than five (5) or more than fifteen (15). The board may not reduce the number of directors unless there is a corresponding vacancy as a result of a death, resignation, expiration of a term of office, or other action provided by these bylaws. The board must file a copy of the resolution covering any increase or decrease in the number of directors with the official copy of the bylaws.

The board of directors may appoint up to four (4) individuals to an associate director role. Associate directors must be members of this credit union. Associate directors are appointed by the board for a term of one (1) year and can be reappointed annually with no term limits. Unless separately elected or appointed, associate directors are not automatically members of any committee of the credit union. Associate directors do not vote on any matter before the board and may not receive compensation from the credit union.

Section 2. *Composition of board and committees.* Zero (0) directors may be a paid employee of the credit union.

Two (2) immediate family members, or those persons living in the same household, of a director may be a paid employee of the credit union.

The total number of directors serving who fall into the categories below must not constitute a majority of the board:

- Management official plus assistant management official(s) plus other employees;
- Immediate family members or persons in the same household as the management official, assistant management official(s), and other employees; or
- Management official plus assistant management official(s) plus other employees, plus immediate family members or persons in the same household as management officials, assistant management officials, and other employees.

Seven (7) committee members may be a paid employee of the credit union. Two (2) immediate family members, or those persons living in the same household, of a committee member(s) may be a paid employee of the credit union.

No director or committee member, who is not then a paid employee of the credit union, may become a paid employee of this credit union for a minimum of two (2) years from the date the official terminates his or her position as a director or committee member,

unless the employee position to be filled exists as a result of a death or disability.

Section 3. *Terms of office.* Terms for directors are for periods of two (2) or three (3) years as decided by the board. All terms must be for the same number of years and until the election and qualification of successors. Terms are set and staggered at the first meeting, or when the number of directors changes, so that approximately an equal number of terms expire at each annual meeting.

Section 4. *Vacancies.* The directors, by majority vote, will fill any vacancy on the board, credit committee, if applicable, or supervisory committee as soon as possible. If all director positions become vacant at once, the supervisory committee immediately becomes the temporary board of directors and must follow the procedures in Article IX, Section 3. Directors appointed to fill a vacancy hold office only until the next annual meeting. The FCU's members then vote to select a candidate to fill the remainder of the original director's unexpired term. Members of the supervisory committee appointed to fill a vacancy on the supervisory committee hold office through the remainder of the unexpired term.

Section 5. *Regular and special meetings.* The board must hold a regular meeting each month at the time and place fixed by resolution. The board must conduct one (1) regular meeting each calendar year in person. If a quorum of the board is present at the in-person meeting, the remaining board members may participate by audio or video teleconference. The board may conduct the other regular meetings by audio or video teleconference. The chairman, or in the chairman's absence the ranking vice chairman, may call a special meeting of the board at any time and must do so upon written request of a majority of the directors. The chairman, or in the chairman's absence the ranking vice chairman, will fix the time and place of special meetings unless the board directs otherwise. The board will give notice of all meetings in the manner set by resolution. The board may conduct special meetings by audio or video teleconference. The board may take action and vote on resolutions without a meeting. The board must first obtain unanimous consent for the action in writing or by electronically recorded means.

Section 6. *Board responsibilities.* The board has the general direction and control of the affairs of this credit union. The board is responsible for performing all the duties customarily done by boards of directors. This includes but is not limited to:

- (a) Directing the affairs of the credit union in accordance with the Act, these bylaws, the rules and regulations and sound business practices.
- (b) Establishing programs to achieve the purposes of this credit union as stated in Article I, Section 2, of these bylaws.
- (c) Establishing lending policies, a loan collection program, and authorizing the charge-off of uncollectable loans.
- (d) Reserved.

- (e) Ensuring that staff and volunteers who handle the receipt, payment or custody of money or other property of this credit union; or property in its custody as collateral or otherwise, are properly bonded in accordance with the Act and regulations.
- (f) Performing additional acts and exercising additional powers as required or authorized by applicable law and regulation.
- (g) Reviewing denied loan applications of members who file written requests for review.
- (h) Appointing one (1) or more loan officers and delegating to those officers the power to approve or disapprove loans, lines of credit or advances from lines of credit.
- (i) In its discretion, appointing a loan review committee to review loan denials and delegating to the committee the power to overturn denials of loan applications. The committee will function as a mid-level appeal committee for the board. The board must review all loans denied by the committee upon written request of the member.
- (j) The committee must consist of three (3) members with a term of office of two (2) years. The committee may not have more than one (1) loan officer.

Section 7. Quorum. A majority of directors, including any vacant positions, constitutes a quorum for the transaction of business at any meeting. A majority of the directors holding office constitutes a quorum to fill any vacancies as stated in Section 4 of this article. Less than a quorum may adjourn from time to time until a quorum is in attendance.

Section 8. Attendance and removal.

- (a) If a director fails to attend regular meetings of the board for three (3) consecutive months, or any four (4) months in any calendar year, or, otherwise, fails to perform any of the duties devolving upon him or her, as a director, his or her office may be declared vacant by the board and the vacancy filled, as herein provided.
- (b) The board may remove any board officer from office for failure to perform any significant duties as an officer. Prior to removal, the board must give the officer reasonable notice and an opportunity to respond to the issues.
- (c) When any board officer, membership officer, executive committee member or investment committee member is absent, disqualified, or otherwise unable to perform the duties of the office, the board may by resolution designate another member of this credit union to fill this position temporarily.

Section 9. *Suspension of supervisory committee members.* The board may suspend any member of the supervisory committee by a majority vote. In the event of a suspension, the board must hold a special meeting of the members at least seven (7) but no more than fourteen (14) days after any suspension. The members will decide whether to remove or to restore the suspended committee member of the supervisory committee.

Section 10. *Director Emeritus.* The board of directors may appoint any former director who served on the board at least fifteen (15) years as “Director Emeritus.” The board may substitute suitable volunteer service time for some of the board service time provided the candidate has served at least ten (10) years on the board. The individuals appointed directors emeritus function as an advisory committee to the board of directors. Terms of directors emeritus are three (3) years. The board may increase or decrease the number of directors emeritus, or shorten or extend any director emeritus’s term, by resolution. Unless separately elected or appointed, directors emeritus are not members of any other committee of the credit union. Directors emeritus are not a member or officer of the board of directors; they may not vote on any matter before the board or any other committee of the credit union; they may not receive any compensation from the credit union; and they are not required to attend any meetings or authorized to perform any duties other than providing advice to the credit union’s board, staff and other committees as needed.

ARTICLE VII. BOARD OFFICERS, MANAGEMENT OFFICIALS, AND EXECUTIVE COMMITTEE

Section 1. *Board officers.* The board elects the following officers from their number: a chairman, one (1) or more vice chairman’s, a financial officer, and a secretary. The board determines the title and rank of each board officer and records them in the addendum to this article. The board may compensate one (1) board officer, the secretary, for services as they determine. If the board elects more than one (1) vice chairman, the board determines their rank as first vice chairman, second vice chairman, and so on. The same person may hold the offices of the financial officer and secretary. If the board permits a management official or assistant management official to serve on the board, he or she may not serve as the chairman. Unless removed as provided in these bylaws, the board officers elected at the first meeting of the board hold office until the first meeting of the board following the first annual meeting of the members and until the election and qualification of their respective successors.

Section 2. *Election and term of office.* The board must hold a meeting not later than seven (7) days after the annual meeting to elect officers. Board officers hold office for a one (1) year term and until the election and qualification of their respective successors. Any person elected to fill a vacancy caused by the death, resignation, or removal of an officer is elected by the board to serve only for the unexpired term of that officer and until a successor is duly elected and qualified.

Section 3. *Duties of chairman.* The chairman presides at all meetings of the members and at all meetings of the board, unless disqualified through suspension by the supervisory committee. The chairman also performs other duties customarily assigned to the office of the chairman or duties directed to perform by resolution of the board that are not inconsistent with the Act, regulations, and these bylaws.

Section 4. *Approval required.* The board must approve all individuals authorized to sign all notes, checks, drafts, and other orders for disbursement of credit union funds.

Section 5. *Vice Chairman.* The ranking vice chairman has and may exercise all the powers, authority, and duties of the chairman during the chairman's absence or inability to act.

Section 6. *Duties of financial officer.*

- i. The financial officer manages this credit union under the control and direction of the board unless the board has appointed a management official to act as general manager. Subject to limitations, controls and delegations the board may impose, the financial officer will:
 - (a) Have charge over all funds, securities, valuable papers and other assets of this credit union.
 - (b) Provide and maintain full and complete records of all the assets and liabilities of this credit union in accordance with prescribed law, regulation, and Administration guidance.
 - (c) Within twenty (20) days after the close of each month, prepare and submit to the board a financial statement showing the condition of this credit union as of the end of the month, including a summary of delinquent loans; and post a copy of the statement in a conspicuous place in the office of the credit union where it will remain until replaced by the next month's financial statement.
 - (d) Ensure that financial and other reports as the Administration may require are prepared and sent.
 - (e) Within standards and limitations set by the board, employ sufficient staff to run the credit union, and have the power to remove these employees.
 - (f) Perform other duties customarily assigned to the office of the financial officer or duties assigned by board resolution that are not inconsistent with the Act, regulations, and these bylaws.

- ii. The board may employ one (1) or more assistant financial officers, none of whom may also hold office as chairman or vice chairman. The board may authorize them, under the direction of the financial officer, to perform any of the duties falling to the financial officer, including the signing of checks. When designated by the board, any assistant financial officer may also act as financial officer during the financial officer's temporary absence or temporary inability to act.

Section 7. *Duties of management official and assistant management official.* The board may appoint a management official who is under the direction and control of the board or of the financial officer as determined by the board. The board may assign any or all of the responsibilities of the financial officer described in Section 6 of this article. The board will determine the title and rank of each management official and record them in the addendum to this article. The board may employ one (1) or more assistant management officials. The board may authorize assistant management officials under the direction of the management official, to perform any of the duties falling to the management official, including the signing of checks. When designated by the board, any assistant management official may also act as management official during the management official's temporary absence or temporary inability to act.

Section 8. *Board powers regarding employees.* The board employs, fixes the compensation, and prescribes the duties of employees as necessary, and has the power to remove employees, unless it has delegated these powers to the financial officer or management official; except that neither the board, the financial officer, nor the management official shall have the power or duty to employ, prescribe the duties of, or remove necessary clerical and auditing assistance employed or used by the supervisory committee.

No director or committee member, who is not then a paid employee of the credit union, may become a paid employee of this credit union for a minimum of two (2) years from the date the official terminates his or her position as a director or committee member.

Section 9. *Duties of secretary.* The secretary prepares and maintains full and correct records of all meetings of the members and of the board. The secretary will prepare a record of each respective meeting within seven (7) days after its completion. The secretary must promptly inform the Administration in writing of any change in the address of the office of this credit union or the location of its principal records. The secretary provides the proper notice of all meetings of the members in the manner prescribed in these bylaws. The secretary also performs other duties as directed by resolution of the board that are not inconsistent with the Act, regulation, and these bylaws. The board may employ one (1) or more assistant secretaries, none of whom may also hold office as chairman, vice chairman, or financial officer, and may authorize them under direction of the secretary to perform any of the duties assigned to the secretary.

Section 10. *Executive committee.* As authorized by the Act, the board may appoint an executive committee of not fewer than three (3) directors to serve at its pleasure, to act for it with respect to the board's specifically delegated functions. When making delegations to the executive committee, the board must be specific with regard to the committee's authority and limitations related to the particular delegation. The board may also authorize any of the following to act upon membership applications under conditions the board and these bylaws may prescribe: an executive committee, a membership officer(s) appointed by the board from the membership, other than a board member paid as an officer, the financial officer, any assistant to the paid officer of the board or to the financial officer, or any loan officer. The board may not compensate the executive committee member or membership officer as such.

ADDENDUM

The title and rank of the board officers and management officials of this credit union are as follows:

- (a) The executive officer is to have the title of Chairman.
- (b) The assistant executive officer is to have the title of Vice Chairman.
- (c) The financial officer is to have the title of Treasurer.
- (d) The assistant financial officer is to have the title of Assistant Treasurer.
- (e) The recording officer is to have the title of Secretary.
- (f) The assistant recording officer is to have the title of Assistant Secretary.
- (g) The management official is to have the title of Chief Executive Officer.
- (h) The assistant management official is to have the title of President.

ARTICLE VIII. LOAN OFFICERS

Section 1. *Records of loan officer; prohibition on loan officer disbursing funds.* Each loan officer must maintain a record of each approved or not approved transaction within seven (7) days of the filing of the application or request. This record then becomes a part of the records of the credit union. No individual may disburse funds of this credit union for any application or share withdrawal that the individual has approved as a loan officer.

Section 2. *Loan officer duties.* For each loan, the loan officer must review the character and financial condition of the applicant and their surety, if any. The loan officer will ascertain the applicant's ability to fully and promptly repay the loan. Where appropriate,

the loan officer should provide, or refer applicants to, financial counseling assistance.

Section 3. *Unapproved loans prohibited.* The loan officer must approve all loans. Loan terms and rates must comply with applicable law and regulations.

Section 4. *Lending procedures.* The loan officer determines the required security, if any, and the terms of repayment for each application. All lending decisions and loan terms must comply with applicable law and regulation, these bylaws, and board policy. The security furnished must be adequate in quality and character as well as consistent with sound lending practices. When the credit union does not have the funds available to make all the loans requested, the loan officer should give preference, in all cases, to the smaller applications if the need and credit factors are nearly equal.

ARTICLE IX. SUPERVISORY COMMITTEE

Section 1. *Appointment and membership.* The board appoints the supervisory committee from members of this credit union. One of the committee members may be a director other than the financial officer or the paid officer of the board. The board determines the number of members on the committee, which may not be fewer than three (3) or more than five (5). No loan officer or employee of this credit union may be appointed to the committee. Terms of committee members are for periods of one (1), two (2), or three (3) years as decided by the board.

However, all terms are for the same number of years and until the appointment and qualification of successors. Terms are set and staggered at the beginning, or on the increase or decrease in the number of committee members so that approximately an equal number of terms expire at each annual meeting.

Section 2. *Officers of supervisory committee.* The supervisory committee members choose from their number a chairman and a secretary. The secretary prepares, maintains, and has custody of all records of the committee's actions. The same person may hold the offices of chairman and secretary.

Section 3. *Duties of supervisory committee.*

- (a) The supervisory committee makes, or arranges for, the audits, and prepares and submits the written reports required by the Act and regulations. The committee may employ and use the clerical and auditing assistance required to carry out its responsibilities. The committee may request the board to provide compensation for this assistance. It will prepare and forward to the Administration required reports.
- (b) If all director positions become vacant at once, the supervisory committee immediately assumes the role of the board of directors. The supervisory committee acting as the board must generally call and hold a special meeting

to elect a board. That board will serve until the next annual meeting. They must hold the special meeting at least seven (7) but no more than fourteen (14) days after all director positions became vacant. Nominations for the board at the special meeting are by petition or from the floor. However, the supervisory committee may forego the special meeting if the next annual meeting will occur within forty-five (45) days after all the director positions become vacant.

- (c) The supervisory committee acting as the board may not act on policy matters. However, directors elected at a special meeting have the same powers as directors elected at the annual meeting.

Section 4. *Verification of accounts.* The supervisory committee will cause the verification of the accounts of members with the records of the financial officer from time to time and not less frequently than as required by the Act and regulations. The committee must maintain a record of this verification.

Section 5. *Powers of supervisory committee – removal of directors.* By unanimous vote, the supervisory committee may suspend any director or board officer. In the event of a suspension, the supervisory committee must call a special meeting of the members to act on the suspension. They must hold the meeting at least seven (7) but no more than fourteen (14) days after the suspension.

The chairman of the committee shall act as chairman of the meeting unless the members select another person to act as chairman.

Section 6. *Powers of supervisory committee – special meetings.* By majority vote, the supervisory committee may call a special meeting of the members to: consider any violation of the provisions of the Act, the regulations, the credit union's charter or bylaws; or to consider any practice of this credit union the committee deems to be unsafe or unauthorized.

ARTICLE X. RESERVED

ARTICLE XI. LOANS AND LINES OF CREDIT TO MEMBERS

Section 1. *Loan purposes.* The credit union may make loans to members for provident, business or productive purposes in accordance with applicable law and regulations.

Section 2. *Delinquency.* Any member whose loan is delinquent may be required to pay a late charge as determined by the board of directors.

ARTICLE XII. DIVIDENDS

Section 1. *Power of board to declare dividends.* The board sets dividend periods and declares dividends as permitted by the Act and applicable law and regulations.

ARTICLE XIII. RESERVED

ARTICLE XIV. EXPULSION AND WITHDRAWAL

Section 1. *Expulsion procedure; expulsion or withdrawal does not affect member's liability or shares.* To expel a member, the credit union must:

- Call a special meeting of the members;
- Provide the member the opportunity to be heard; and
- Obtain a two-thirds vote of the members present at the special meeting.

The credit union may expel a member under a nonparticipation policy given to each member that follows the requirements found in the Act. Expulsion or withdrawal does not relieve a member of any liability to this credit union. The credit union will pay all of their shares upon their expulsion or withdrawal less any amounts due to this credit union.

ARTICLE XV. MINORS

Section 1. *Minors permitted to own shares.* The credit union may issue shares in the name of a minor. State law governs the rights of minors to transact business with this credit union.

ARTICLE XVI. GENERAL

Section 1. *Compliance with law and regulations.* The members, directors, officers, and employees of this credit union must exercise all power, authority, duties, and functions according to the provisions of these bylaws in strict conformity with the provisions of applicable law and regulations, and the credit union's charter and bylaws.

Section 2. *Confidentiality.* The officers, directors, members of committees and employees of this credit union must keep all member transactions and all information respecting their personal affairs in confidence, unless otherwise directed by state or federal law.

Section 3. *Removal of directors and committee members.* Notwithstanding any other provisions in these bylaws, any director or committee member of this credit union may be removed from office by the affirmative vote of a majority of the members present at a special meeting called for the purpose, but only after an opportunity has been given to be heard. If member votes at a special meeting result in the removal of all directors, the supervisory committee immediately becomes the temporary board of directors and must follow the procedures in Article IX, Section 3.

Section 4. *Conflicts of interest prohibited.* No director, committee member, officer, agent, or employee of this credit union may participate in any manner, directly or indirectly, in the consideration or determination of any question affecting his or her pecuniary or personal interest or the pecuniary interest of any corporation, partnership, or association (other than this credit union) in which he or she is directly or indirectly interested.

If the board receives a matter affecting any director's interest, the director must withdraw from the consideration or determination of that matter. If the remaining qualified directors present at the meeting plus the disqualified director or directors constitute a quorum, the remaining qualified directors, by majority vote, may exercise with respect to this matter all the powers of the board. In the event of the disqualification of any member of the supervisory committee, that committee member must withdraw from the deliberation or determination.

Section 5. *Records.* The board must preserve copies of the organization certificate of this credit union, its bylaws, any amendments to the bylaws, and any special authorizations by the Administration. The board must record all returns of nominations, elections, and proceedings of all regular and special meetings of the members and directors in the minutes of this credit union. The respective chairman or presiding officer and the person serving as secretary of the meeting must sign all minutes of the meetings of the members, the board, and the committees. All copies and records maintained under this section may be stored physically or electronically provided that the information is readily accessible to the directors, committee members of this credit union, members, and the Administration. Moreover, signatures may be provided electronically where permissible under federal or state law.

Section 6. *Availability of credit union records.* All books of account and other records of this credit union must be available upon request at all times to the directors, committee members of this credit union, and members provided they have a proper purpose for obtaining the records. If this credit union maintains a website currently or in the future, the board must post the bylaws of this credit union on the website. The board must also make the charter and bylaws of this credit union available for inspection by any member, upon request. If the member requests a copy of the charter or bylaws, the board will provide a copy to the member. The board may provide this copy to the member in physical or electronic copy. If the member requests a physical copy, the board may charge a reasonable fee for the physical copy.

Section 7. *Member contact information.* Members must keep the credit union informed of their current mailing address or, if the member has elected to receive electronic communications, their current email address.

Section 8. *Indemnification.*

- (a) Subject to the limitations in §701.33(c)(5) through (c)(7) of the regulations, the credit union may elect to indemnify to the extent authorized by

Law of the State of New York:

Model Business Corporation Act:

The following individuals from any liability asserted against them and expenses reasonably incurred by them in connection with judicial or administrative proceedings to which they are or may become parties by reason of the performance of their official duties.

Current officials

Former officials

Current employees

Former employees

- (b) The credit union may purchase and maintain insurance on behalf of the individuals indicated in paragraph (a) of this section against any liability asserted against them and expenses reasonably incurred by them in their official capacities and arising out of the performance of their official duties to the extent such insurance is permitted by the applicable State law or the Model Business Corporation Act.
- (c) The term "official" in this bylaw means a person who is a member of the board of directors, credit committee, supervisory committee, or other volunteer committee (including elected or appointed loan officers or membership officers), established by the board of directors.

Section 9. *Pronouns, Singular and Plural.* Unless the context requires otherwise, words denoting the singular may be construed as denoting the plural, words of the plural may be construed as denoting the singular, and words of one gender may be construed as denoting such other gender as is appropriate.

ARTICLE XVII. AMENDMENTS OF BYLAWS AND CHARTER

Section 1. *Amendment procedures.* The board may adopt amendments of these bylaws by an affirmative two-thirds vote of the directors. Written NCUA approval is required for the amendment of the bylaws to become effective. After adopting amendments, the credit union will update the bylaws posted on its website (if such credit union maintains a website) and ensure that members seeking to inspect the bylaws receive the most current version of the bylaws. To adopt amendments to the credit union's charter, board members must vote at a duly held meeting after receiving prior written notice of the meeting and a copy of the proposed amendment or amendments with the notice. Written NCUA approval is required for the amendment to the charter to become effective.

ARTICLE XVIII. DEFINITIONS

Section 1. *General definitions.* When used in these bylaws the terms:

- (a) "Act" means the Federal Credit Union Act, as amended.
- (b) "Administration" means the National Credit Union Administration.
- (c) "Agency" means the Regional Director, the Director of the Office of National Examinations and Supervision, or the Director of the Office of Credit Union Resources and Expansion.
- (d) "Applicable law and regulations" means the Federal Credit Union Act and rules and regulations issued thereunder or other applicable federal and state statutes and rules and regulations issued thereunder as the context indicates.
- (e) "Board" means board of directors of the federal credit union.
- (f) "Board Officers" means:
 - (1) "Chairman" means Presiding Board Officer, President of the Board, or Chairperson.
 - (2) "Vice Chairman" means Vice President.
 - (3) "Financial Officer" means Treasurer.
 - (4) "Secretary" means Recording Officer.
 - (5) "Management Official" means General Manager, Manager, President, or Chief Executive Officer.

- (g) "Charter" means the approved organization certificate and field of membership issued by the National Credit Union Administration or one of its predecessors. It is the document that authorizes a group to operate as a credit union, defines the fundamental limits of its operating authority, and includes the persons the credit union is permitted to accept for membership.
- (h) "Field of membership" means the persons (including organizations and other legal entities) a credit union is permitted to accept for membership.
- (i) "Immediate family member" means spouse, child, sibling, parent, grandparent, grandchild, stepparents, stepchildren, stepsiblings, and adoptive relationships.
- (j) "Loans" means any type of loan product the credit union offers. This includes, but is not limited to, consumer loans, lines of credit, credit cards, member business loans, commercial loans, and real estate loans.
- (k) Reserved.
- (l) "Member" means a person must:
 - (1) Be eligible for membership under Section 5 of the charter;
 - (2) Sign membership forms as approved by the credit union board;
 - (3) Subscribe to at least one (1) share (par value) of stock;
 - (4) Pay the initial installment;
 - (5) Pay an entrance fee, if required; and
 - (6) Be eligible to vote upon reaching the minimum age the credit union establishes for voting and participation in the affairs of the credit union.
- (m) "Membership Officer" means a majority of the board of directors, a majority of the members of a duly authorized executive committee, or an individual(s) appointed by the board of directors to serve as such.
- (n) "NCUA Board" means the Board of the National Credit Union Administration.
- (o) "Person in the same household" means an individual living in the same residence maintaining a single economic unit.
- (p) "Regulation" or "regulations" means rules and regulations issued by the NCUA board.

- (q) "Share" or "shares" means all classes of shares and share certificates that may be held in accordance with applicable law and regulations.

EXHIBIT A MISSION STATEMENT

Broadview Federal Credit Union: Member owned, volunteer governed, community focused and employee (em)powered, creating value, measuring success in lives improved.