

**CODE OF REGULATIONS
OF
RIVERVIEW CREDIT UNION, INC.**

**ARTICLE I
PURPOSE**

Section 1.01 Purpose

The purpose of this Credit Union shall be to conduct the business of a Credit Union; to promote thrift among its members; to establish, on a cooperative basis, facilities for savings; to provide credit for provident and productive purposes; to provide assistance to its members in budgeting and money management and the effective use of their assets and resources; and all activities necessary and incidental thereto; and to exercise the powers granted by Section 1701.13 and by Chapter 1733 of the Ohio Revised Code, and any amendments or supplements thereto hereinafter enacted.

**ARTICLE II
CORPORATE POWERS AND RESTRICTIONS**

Section 2.01 Powers and General Corporate Authority

In addition to the general authority conferred by Section 1701.13 of the Ohio Revised Code, but subject to any limitations contained in Chapter 1733 of the Ohio Revised Code, inclusive, or in the Articles or the Regulations, this Credit Union shall have full power and authority to exercise the corporate powers defined in Section 1733.04 of the Ohio Revised Code, as now in effect or pursuant to any amendments or supplements thereto hereinafter enacted.

Section 2.02 Restrictions on Corporate Activity

The power and authority of this Credit Union shall be subject to the restrictions and limitations set forth in Section 1733.04(B) of the Ohio Revised Code, as now in effect or pursuant to any amendments or supplements thereto hereinafter enacted.

**ARTICLE III
MEMBERSHIP**

Section 3.01 Conditions and Qualifications for Membership

- (A) Membership in this Credit Union shall be open to those persons who meet the eligibility requirements as set forth in the Articles, who apply for membership as hereinafter set forth, and who are elected to membership by either the Board of Directors or by a duly elected or appointed membership officer. Only the Board of Directors shall have the authority to reject an application for membership.
- (B) All applications for membership must be in writing, and each applicant must subscribe to at least one membership share.

- (C) All applicants for association membership, and all corporations, unincorporated societies or associations, or any other organization of individuals, including labor organizations, applying for membership are subject to the following conditions:
- (i) In addition to the application for membership, the applicants must file a written statement, on forms prepared by or acceptable to the Credit Union, setting forth the name or names of the person or persons who are authorized, individually or jointly, to borrow, make deposits, withdrawals, appoint proxies and execute consents, waivers or releases on its behalf. Until rescinded or superseded in writing, the Credit Union shall be entitled to rely upon such written statement, and any action, payment or withdrawal pursuant thereto shall be a valid and sufficient release and discharge of the Credit Union in connection with any transaction concerning such shares or share accounts.
 - (ii) The total value of all share purchases in the Credit Union by an association member shall not exceed ten percent (10%) of the value of all outstanding shares at the time of purchase. The total value of all shares owned by association members shall not exceed twenty-five percent (25%) of the aggregate value of all shares of the Credit Union.

Section 3.02 Membership Term

- (A) A person, corporation, unincorporated society or association, and an organization becoming a member of this Credit Union may remain a member hereof until such time as such member dies, resigns, or is expelled from membership by the Board of Directors.
- (B) Upon good cause, any member may be expelled by the Board of Directors, but only after such member has been notified and given sufficient opportunity to be heard. If a member is expelled, Article III, Section 3.04, shall govern redemption of any share or share accounts of such member.

Section 3.03 Voting Rights of Members

- (A) Each member who is a natural person eighteen (18) years of age or older, and who owns at least one membership share, shall be entitled to cast one vote, regardless of the number of shares, of any class, owned by such person on each matter submitted to the membership to be voted upon, or otherwise submitted to the membership for consent, waiver, release or other action.
- (B) Corporations, unincorporated societies or associations, and organizations who are association members, may be represented at any annual or special meeting of the membership, and shall be entitled to cast one vote, regardless of the number of shares, of any class, owned by such corporation, unincorporated society or association, and organization. Such vote shall be cast as set forth in Section 1733.13(B) of the Ohio Revised Code, or by the person or persons designated in the written statement on file with the Credit Union setting forth their name or names and authorizing them to cast such vote. A voting representative shall be eligible for all elective or appointive office in the same manner as if he or she were a natural member.
- (C) Each member entitled to cast a vote at any meeting of the membership may vote in person, by proxy, or by mail ballot including an electronic mail ballot, or any other means properly approved by the Superintendent of Financial Institutions as further set forth in Section 5.09 of Article V.

Section 3.04 Withdrawal from Membership

A member may withdraw from membership and redeem his shares or share accounts. Upon withdrawal and redemption, the withdrawing member shall be entitled to the face amount of his shares or share accounts plus any dividends that may have been credited thereto, less any obligations to the Credit Union. Such shares or share accounts shall continue to participate in the dividends, if any, payable prior to actual withdrawal.

ARTICLE IV SHARES

Section 4.01 Classes of Shares

As provided by Section 1733.24, Ohio Revised Code, as now in effect or pursuant to any amendments or supplements thereto hereinafter enacted and as further provided in Article III of the Articles, the Board of Directors may establish one or more classes of shares and share accounts as provided in Section 1733.24 of the Ohio Revised Code. If the Board of Directors creates different classes of shares, the method of payment, special services, dividends, minimum and maximum numbers of such shares that may be owned by members, and redemption or conditions or repurchase shall be as set forth by the Board of Directors.

Section 4.02 Joint Tenancy with Right of Survivorship

Any member may designate any person or persons to own or hold share or share accounts, of any class, with him or her in joint tenancy with right of survivorship, and not as tenants in common. Such other person or persons shall not, however, be entitled to exercise any of the rights of membership, unless such person or persons otherwise qualify for membership, apply for such membership, and are elected into membership as hereinabove provided.

Section 4.03 Trust

Shares or share accounts, of any class, may be issued in the name of a member in trust for a beneficiary, as provided in Section 1733.24(H) of the Ohio Revised Code.

Section 4.04 Minors

A minor may purchase shares or share accounts, of any class, and except for qualification as a voting member, as hereinabove provided in Article III, Section 3.03(A), the Credit Union may deal with such minor with respect to such shares or share accounts owned by him or her as if he or she were of legal age.

Section 4.05 Method of Payment of Shares

A membership share shall have a par value of at least five dollars (\$5.00) per share. The par value may be paid in cash or in regular installments but a membership share shall be credited to the subscriber as paid in full, and shall be credited with dividends in the manner prescribed in the Regulations, only when payments equal the required par value.

Section 4.06 Notice of Redemption of Shares or Share Accounts

The Board of Directors may require thirty (30) days advance written notice of a member's intention to redeem his shares or share accounts, of any class.

ARTICLE V MEMBERS' MEETINGS

Section 5.01 Annual Meeting

The Annual Meeting of the members for the purpose of electing Directors, the presentation of reports, and act upon any matter that may properly come before the meeting shall be held prior to April 30th of each year, at such time as is convenient and in a place that is accessible to members, as the Board of Directors shall designate.

Section 5.02 Special Meetings

Special Meetings of the members may be called at any time by the Chairman of the Board of Directors, by the President, by a majority of the Board of Directors acting with or without a meeting, or by written request of not less than ten percent (10%) of the members eligible to vote. The purpose or purposes of any Special Meeting shall be stated in the notice of such meeting, and no other business shall be considered, unless such Special Meeting is held at the same time as the Annual Meeting.

Section 5.03 Notice of Meetings

- (A) Unless waived, written notice stating the time, place and the purpose or purposes of a meeting and the means, if applicable, by which a member can be present and vote at the meeting through the use of communications equipment shall be given not less than thirty (30) days before any such meeting. Notice shall be given by personal delivery, mail, overnight delivery service, or any other means of communication authorized by the member to whom notice is given. If mailed or sent by overnight delivery service, the notice shall be directed to a member at the member's address as it appears upon the records of the Credit Union. If sent by another means of communication authorized by the member, the notice shall be sent to the address furnished by the member for those transmissions. Notice of adjournment of a meeting need not be given if the time and place, if any, to which it is adjourned and the means, if any, by which members can be present and vote at the adjourned meeting through the use of communications equipment are fixed and announced at the meeting.
- (B) Any authorization by a member to send notices by any means other than in person, by mail or overnight delivery service is revocable by written notice to the Credit Union either by personal delivery, by mail, by overnight delivery service or any other means of communication authorized by the Credit Union. If sent by another means of communication authorized by the Credit Union, the notice shall be sent to the address furnished by the Credit Union for those transmissions. Any authorization by a member to send notices by any means other than by in person, by mail or by overnight delivery service will be deemed to have been revoked by the member if (i) the Credit Union has attempted to make delivery of two (2) consecutive notices in accordance with the authorization and (ii) the secretary or an assistant secretary of the Credit Union, or other person responsible for giving notice, has received notice that, otherwise believes that, delivery has not occurred; *provided, however*, that inadvertent failure to treat the inability to deliver notice as a revocation will not invalidate any meeting of the membership or other action.

Section 5.04 Waiver of Notice

Either before or after the holding of a meeting of the membership, notice of the time, place and purpose of such meeting may be waived in writing by any member, which writing shall be filed with or entered into the records of such meeting. The attendance of any member in person, by proxy or by use of communications equipment at any such meeting without protest, either before or at commencement of the meeting shall be deemed to be a waiver by the member of notice of the meeting. A telegram, cablegram, electronic mail or an electronic or other transmission capable of authentication that appears to have been sent by a member and that contains a waiver by such member is a writing for the purpose of this Section 5.04.

Section 5.05 Action taken without a meeting

Any action which may be authorized or taken at a meeting of the directors or members may be authorized or taken by the membership without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the directors or two-thirds of the voting members, who would be entitled to notice of meeting for such purpose, or such other proportion or number of voting member, not less than a majority, as the articles or regulations would require. Any such writing shall be filed with or entered upon the records of the Credit Union.

Section 5.06 Order of Business

Unless otherwise specified in the notice, or otherwise ordered by majority vote of the members in attendance, the order of business of the Annual Meeting shall be:

- (a) Call to order.
- (b) Determination of Quorum.
- (c) Reading of the minutes of the last meeting.
- (d) Report of the Directors.
- (e) Report of the Treasurer.
- (f) Report of the Credit Committee.
- (g) Report of the Audit Committee.
- (h) Unfinished business.
- (i) New business (including elections).
- (j) Adjournment.

The order business at any other meeting of the membership shall be determined by the officer of the Credit Union acting as chairman of such meeting.

Section 5.07 Quorum

- (A) At any meeting of the membership, twenty-five (25) members or one percent (1%) of the members eligible to vote, whichever is greater, shall constitute a quorum for the transaction of all business. If a quorum is not present on the date first appointed, the meeting shall be adjourned for not more than sixty (60) days, and a new notice shall be sent or delivered to members as hereinabove provided. At such adjourned meeting, the members present shall constitute a quorum for the transaction of all business.
- (B) For purpose of determining quorum a member is considered present at a meeting if the member is present in person, by proxy, or by the use of communications equipment.

Section 5.08 Required Vote

Unless otherwise provided by law or the Regulations, the act or vote of a majority of the members present at any meeting at which a quorum is present shall control.

Section 5.09 Ballots and Proxies

Unless otherwise provided by law, any member entitled to attend a meeting of the membership to vote thereat, or to execute consents, waivers, or releases, may:

- (i) Vote thereat, or to execute consents, waivers, or releases, by electronic or mail ballot delivered to the office of the Credit Union at least seven (7) days prior to the date set for the meeting. No electronic or mail ballot shall be valid after the expiration of eleven (11) months after delivery of such ballot to the Credit Union.
- (ii) Be represented at such meeting or vote thereat, and execute consents, waivers, and releases, and exercise any of the person's other rights, by proxy or proxies appointed by a writing signed by such person. No appointment of a proxy shall be valid after the expiration of eleven (11) months after it is made.
- (iii) The form of any ballot or proxy shall comply with criteria established by the Division of Financial Institutions or have the prior written approval of the Division of Financial Institutions.

ARTICLE VI BOARD OF DIRECTORS

Section 6.01 Authority and Qualifications

- (A) In addition to the general authority conferred upon the Board of Directors by Section 1733.15(A) of the Ohio Revised Code, the Board of Directors shall:
 - (i) Appoint one or more membership officers, not necessarily a Director, who shall have authority to approve applications for membership.
 - (ii) Establish and make written record of interest rates on all loans made by the Credit Union.
 - (iii) Establish and make written record of the percentage of interest rebate, if any, the qualifications for participation for such rebate, manner of computation and payment of same.
 - (iv) Establish and make written record of the amount of surety bond to be required of those persons handling Credit Union funds and records.
 - (v) Establish and make written record of dividends, if any, to be paid on shares and share accounts, of any class, and method of payment thereof.
 - (vi) Establish and make written record of the maximum amount which may be loaned to any one member, with or without security; and to establish and make written records of the maximum repayments terms, classification or type of loans that may be made and the type of collateral acceptable on loans.
 - (vii) Elect such officers and establish and record their authority, responsibilities, and duties, as deemed necessary to carry on the business of the Credit Union.
 - (viii) Fill, by appropriate action, any vacancies which may occur in the elected or appointed offices and committees of the Credit Union.

- (ix) Establish and make written record of the amount of a membership or entrance fee, if any, not to exceed one dollar (\$1.00) per member.
- (B) When a duly authorized action of the Directors has been recorded in the minutes, the Directors shall have fulfilled their obligation with respect to written records.
- (C) Any individual who is at least eighteen (18) year of age and has been a voting member of the Credit Union in good standing for a period of at least six (6) months is eligible to serve as a Director.

Section 6.02 Size of Board and Terms

- (A) Until changed in accordance with the provisions of the Regulations, the Board of Directors shall consist of seven (7) members.
- (B) Regular terms of office for directors shall be for a period of three (3) years. The regular terms shall be so fixed at the beginning that approximately an equal number of terms shall expire at each annual meeting.

Section 6.03 Vacancies on Board; Removal of Directors

- (A) If, for any reason, a vacancy occurs on the Board of Directors, the remaining Directors, though less than a majority, may fill such vacancy for the unexpired term. Any resignation shall take effect immediately unless the director specifies such other time in a written resignation.
- (B) Any or all directors may be removed with or without cause by a majority vote of the voting members at any meeting of members called for that expressly stated purpose. In case of removal, the members may elect a new director at the same meeting for the unexpired term of each director removed.

Section 6.04 Nomination and Election

- (A) Not less than ninety (90) days prior to each annual meeting, the Chairman shall appoint a nominating committee of not less than three (3) members. It shall be the duty of the nominating committee to nominate at least one (1) member for each vacancy for which regular terms expire and to determine that the members nominated are agreeable to the placing of their names in nomination and will accept office if elected.
- (B) Nominations for vacancies may also be made by written petition of any member meeting the qualifications for election under this Article VI. Such petitions must be filed with the Secretary of the Credit Union at least forty-five (45) days prior to the annual meeting. The Board of Directors may established additional conditions or requirements for nominations made by written petition.
- (C) No nominations shall be permitted to be made from the floor during any annual meeting.
- (D) No person serving as a director of another credit union shall be eligible for election or appointment to the Board of Directors of the Credit Union if the conditions of Section 1733.15 of the Ohio Revised Code have been met.
- (E) If the number of candidates for the Board of Directors does not exceed the number of director positions being elected, those candidates shall be deemed elected and shall serve as set forth in the articles or regulations.

- (F) Any member, upon election or appointment to the Board of Directors, shall signify his acceptance in writing, or by attending the next regular meeting of the Board of Directors.

Section 6.05 Meetings

- (A) Within three (3) business days after the Annual Meeting, the Board of Directors shall meet and elect from their own number a Chairman of the Board and one or more Vice Chairmen as the Directors, by resolution setting forth the order of their authority, may deem necessary; and adopt such resolutions as are necessary to enable the Credit Union to carry on its business. Thereafter, the Board of Directors shall regularly meet at such times and places as may be fixed by the Directors.
- (B) Special Meetings of the Board of Directors may be held at any time upon call of the Chairman, the Chief Executive Officer, or any three (3) Directors.
- (C) Directors may participate at any Board of Directors meeting through the use of communications equipment if all the persons participating can hear each other throughout the meeting. Participation by a Director in such meeting through the use of communications equipment pursuant to this subparagraph (C) constitutes presence for purpose of determining quorum at a Board of Directors meeting.
- (D) Any action which may be authorized or taken at a Board of Directors meeting may be authorized or taken by the Directors without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the directors. Any such writing shall be filed with or entered upon the records of the Credit Union.

Section 6.06 Notice of Meeting

- (A) Notice of the place, if any, and time of each meeting of the Board of Directors, including any special meeting called as provided in Article VI Section 6.05(B), shall be given to each Director either by one of the following methods:
 - (i) In writing mailed or sent by overnight delivery service at least two (2) days before the meeting; or
 - (ii) By personal delivery or by telegram, cablegram, telephone or any other means of communication authorized by the director, at least twenty-four (24) hours before the meeting.

The method of giving notice to all directors need not be uniform. Any such notice need not specify the purpose or purposes of the meeting. Notice of adjournment of a meeting of directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

- (B) Notice of any meeting of the Board of Directors may be waived in writing, either before or after the holding of such meeting, by any Director. The attendance of any Director at any meeting of the Board of Directors without protest either prior to or at the commencement of the meeting shall be deemed a waiver of notice by such Director.

Section 6.07 Quorum

A majority of the Board of Directors shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.08 Standing Committees

There shall be the following standing committees of the Credit Union:

- a) Supervisory Audit Committee
- b) Credit Committee

Section 6.09 Power and Duties of Supervisory Audit Committee

In lieu of the appointment of a Supervisory Audit Committee, the Board of Directors shall employ a public accountant or a firm of public accountants to perform the functions of a Supervisory Audit Committee set forth in Section 1733.19(B) of the Ohio Revised Code. The public accountant or public accounting firm shall establish and maintain systematic audit procedures and a written record of such procedures, and make regular reports of its findings and activities to the Board of Directors, to the membership at the Annual Meeting, and at such other times and in such other manner as the Directors may require. The Board of Directors may appoint an audit committee to oversee the public accountant or public accounting firm. Such committee shall consist of at least three voting members and each person shall not be an officer, employee or Directors of the Credit Union.

Section 6.10 Power and Duties of Credit Committee

In lieu of the appointment of a Credit Committee, the Board of Directors may appoint one or more loan officers. Such loan officer or officers may approve loans within limits set by the Board of Directors, by by-law or resolution. The authority of loan officers may also be restricted by policies established by the Board of Directors. Any application for a loan that is not approved by a loan officer shall be reviewed by the Chief Executive Officer. Such application also shall be considered and acted upon by the Board of Directors upon written request of a member.

Section 6.11 Executive and Other Committees

- (A) The Board of Directors, by resolution passed by a majority of the directors then in office, may create an executive committee or any other committee consisting of at least three members and may authorize the delegation to such executive committee or other committees any of the authority of the Board of Directors other than actions requiring more than a majority vote of the Board of Directors, the declaration of dividends, and filling vacancies on the Board of Directors. Such committees shall act only upon matters arising between meetings of the Directors and all actions shall be fully reported to the Board of Directors at the next meeting following the action of the committee. Each committee shall keep accurate minutes of its meetings and such minutes shall be filed with the minutes of the Board of Directors.
- (B) The Board of Directors, by resolution passed by a majority of the directors then in office, may establish an advisory board to make recommendations on financial and policy matters of the Credit Union. Persons serving on any such advisory board need not be members of the Credit Union.

ARTICLE VII OFFICERS

Section 7.01 Election of Officers

The officers of the Credit Union shall consist of a Chairman of the Board, a Chief Executive Officer, a President, a Secretary, a Treasurer, and, if desired, a Vice Chairman of the Board, one or more vice-

presidents, and such other officers and assistant officers as the Board of Directors may determine necessary. The officers shall be elected by Directors annually. The Chairman and Vice Chairman of the Board of Directors shall be Directors of the Credit Union. None of the other officers need be a Director of the Credit Union. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, the Articles, the Regulations or the By-Laws to be executed, acknowledged, or verified by two or more officers.

Section 7.02 Duties of the Chairman of the Board

The Chairman of the Board shall preside at all meetings of the members and of the Board of Directors, and shall perform all other duties, including countersigning notes drawn by the Credit Union, as the Board of Directors may require.

Section 7.03 Duties of the Chief Executive Officer

The Chief Executive Officer shall have, subject to the control of the Directors, general supervision and management over the business of the Credit Union and over its officers and employees. The Chief Executive Officer need not be a Director, but if he or she is a Director, and is also the Treasurer, he or she shall not be compensated for the position of Treasurer. Except as otherwise provided by law, the Articles, the Regulations or resolution of the Directors, the Chief Executive Officer shall have the same power as the President to sign all deeds, mortgages, bonds, contracts, notes and other instruments of the Credit Union. The Chief Executive Officer shall perform such other duties and exercise such other powers as may be assigned by the Directors from time to time.

Section 7.04 Duties of the President

The President shall have, subject to the control of the Directors and, if there be one, the Chief Executive Officer, general and active supervision and management over the business of the Credit Union and over its officers and employees. The President shall be the principal operating and administrative officer of the Credit Union. If there is no Chief Executive Officer, the President shall exercise all of the powers and perform all of the duties of the Chief Executive Officer. Except as otherwise provided by law, the Articles, the Regulations or resolution of the Directors, the President shall have the power to sign all deeds, mortgages, bonds, contracts, notes and other instruments of the corporation. The President shall perform such other duties and exercise such other powers as may be assigned by the Directors from time to time.

Section 7.05 Duties of the Secretary

The Secretary shall be responsible for preparing and maintaining complete minutes of all meetings of the members and of the Board of Directors. He or she shall be responsible for recording the policies of the Board of Directors and shall perform such other duties as the Board may require.

Section 7.06 Duties of the Treasurer

The Treasurer shall be responsible for the administration and safekeeping of the funds of the Credit Union. He or she shall be the custodian of the funds, securities, books of accounts, and all other valuable papers of the Credit Union. Unless otherwise specified by the Board of Directors, the Treasurer shall also be the Chief Executive Officer of the Credit Union, and as such shall be responsible for the employing and dismissal of such assistants as the Board shall authorize, as well as maintaining recognized and accepted standards of office procedures and accounting practices, as require or approved by the Board.

Section 7.07 Duties of the Vice Chairman and Other Officers

- (A) The ranking Vice Chairman designated by the Board of Directors, shall exercise the duties of the Chairman during his or her absence or inability to act.
- (B) Other elected officers shall perform such duties and exercise such powers as the Directors may, from time to time, assign to them under officer titles designated.

ARTICLE VIII CORPORATE ACTIVITIES; LIMITATIONS AND RESTRICTIONS

Section 8.01 Limitations on Loans

Loans may be made to members for provident and productive purposes. Loans may also be made to other Credit Unions. The total of all loans, at any point in time, to association members, shall not exceed ten percent (10%) of the shares and undivided earnings of the Credit Union. Upon the approval of the Board of Directors, the Credit Union may make loans to other Credit Unions, provided that loans or other extensions of credit made to other credit unions need not have the approval of the Board of Directors on a per case basis. The total of all loans to other Credit Unions, including the aggregate of all money paid into any trust established by one or more other Credit Unions for the purpose of making loans to other Credit Unions, shall not exceed twenty-five percent (25%) of the shares and undivided earnings of the Credit Union.

Section 8.02 Requirements for Individual Members Borrowing

An individual member desiring to secure a loan from the Credit Union shall make a written application to the Credit Committee. Such applications shall set forth the purpose of the loan, and such other information as the Credit Committee may require. If any statement made in the application for a loan is not true, or if the money is used for a purpose other than that which is set forth in the application, the loan shall become immediately due and payable. Subject to the Supervision and approval of the Board of Directors, or any general limits set by the Directors, the Credit Committee shall make policies regarding and, at the time loans are granted, fix the maximum amount of all loans, terms of repayment, terms of the contract, and the form, value and the extent of the security, if any.

Section 8.03 Requirements for Credit Union or Association Members Borrowing

Any Credit Union or association member desiring to secure a loan from the Credit Union shall make a written application and shall submit a current financial statement certified as to its truth and accuracy by the authorized agent or agents of an association member, or by the Treasurer and all members of the Audit Committee of a Credit Union.

Section 8.04 Investment of Funds

The funds of the Credit Union may be invested in any investments that are permitted for Credit Unions in Ohio, pursuant to Section 1733.30 of the Ohio Revised Code and Section 1301:9-2-07 of the Ohio Administrative Code.

Section 8.05 Amount to be set aside for Reserve Funds

- (A) All fees and amounts that are required by Section 1733.31 of the Ohio Revised Code, shall be set aside as a reserve funds against losses. Such reserve fund shall not be distributed except in the event of the dissolution and liquidation of the Credit Union.
- (B) The Credit Union shall establish and maintain a net liquidity fund equal to five percent (5%) of its total shares, as required by Section 1733.31(C) of the Ohio Revised Code and Section 1301:9-2-08 of the Ohio Administrative Code.

Section 8.06 Charging Losses to Reserve Funds

All losses incurred by the Credit Union, except operating losses, shall be charged to the reserve fund. Losses on loans shall be charged to the reserve fund, but only after the Credit Committee and the Board of Directors has, together, concurred that a loss has been sustained. Any sum recovered on items previously charged to the reserve fund shall be credited to the reserve fund.

Section 8.07 Other Reserve Funds

The Credit Union may create such special reserves as the Board of Directors may establish.

Section 8.08 Dividends Payable

When declared by the Board of Directors, a dividend shall be paid from the net earnings account, as defined in Section 3 of this Article. Dividends shall be paid on shares, of any class, outstanding at the end of such period, as determined by the Board of Directors. However, dividends on different classes of shares need not be equal. Fully paid shares outstanding at the end of a dividend period shall be entitled to a proportional part of said dividend calculated from the first day of the month of such payment in full, provided such payment is made prior to the 10th day of that month. Dividends shall not be cumulative.

Section 8.09 Restrictions on Dividends

No dividend shall be paid when such dividend would result in any impairment of the capital of this Credit Union, whether from potential losses from delinquent loans, or from any other contingency.

Section 8.10 Method of Determining Annual Net Earnings

The annual net earnings of the Credit Union, for computation of the amount to be carried to the reserve fund, shall be determined by crediting the "profit and loss account" with income from all sources, and charging against such account all expenses paid or incurred, and interest paid or accrued and unpaid, on debts owing. The credit balance of the profit and loss account, as thus determined, shall constitute the net earnings for the annual period and such percentage of the net earnings as are required by Section 1733.31 of the Ohio Revised Code, shall be allocated to the reserve fund. The balance, if any, shall be transferred to the undivided earnings account. Dividends may be paid only from the undivided earnings account or the current year's earnings. But no dividend shall be declared or paid by this Credit Union until it shall have restored any existing impairment of its capital and shall have carried to the reserve fund such part of its net earnings as are required by Section 1733.31 of the Ohio Revised Code.

Section 8.11 Statements of Member's Account

Each member shall receive, at least every six (6) months, a statement which shall show all monies paid to the Credit Union on account of shares, loans, and other debits and credits in connection with the

account. If such statement is lost or stolen, the member shall notify the Treasurer at once, and may obtain a duplicate statement upon establishing his right to the same.

ARTICLE IX EMERGENCY REGULATIONS

Section 9.01 Emergency Defined

An “emergency” exists when the governor of the State of Ohio or any other person lawfully exercising the powers and discharging the duties of the office of governor, proclaims that an attack on the United States or any nuclear, atomic, or other disaster has caused an emergency for corporations, and such emergency shall continue until terminated by proclamation of the governor or any other person lawfully exercising the powers and discharging the duties of the office of governor.

Section 9.02 Rules During an Emergency

During an emergency, the following special rules shall be applicable, notwithstanding any contrary provision contained in the Articles or the Regulations:

- (A) Any officer or Director shall call a meeting of the Directors.
- (B) Notice of the time and place of such meeting of the Directors shall be given to such of the Directors as it may be feasible to reach at the time and by such means of communication, written or oral, personal or mass, as may be practicable at the time.
- (C) The Director or Directors present at any meeting of the Directors which has been duly called and notice of which has been duly given shall constitute a quorum for such meeting, and, in the absence of one or more of the Directors, the director or Directors present may appoint one or more of the officers of the corporation Directors for such meeting.
- (D) In the event that none of the Directors attends a meeting of the Directors which has been duly called and notice of which has been duly given, the officers of the corporation who are present, not exceeding two (2) in order of rank, shall be Directors for such meeting, shall constitute a quorum for such meeting, and may appoint one or more of the other officers of the corporation Directors for such meeting.
- (E) If the Chairman dies, is missing, or for any other reason is temporarily or permanently incapable of discharging the duties of his office, the next ranking officer who is available shall assume the duties and authority of the office of such deceased, missing, or incapacitated chief executive officer until such time as the Directors shall otherwise order.
- (F) The offices of Secretary and Treasurer shall be deemed to be of equal rank and, within the same office and as between the offices of Secretary and Treasurer, rank shall be determined by priority in time of the first election to the office or, if two or more persons shall have been first elected to office at the same time, by seniority in age.
- (G) If, by reasons of such emergency, it is not feasible to hold meetings of the voting members, the Directors and Officers then in office, subject to the foregoing, shall remain in office until a reasonable time after the emergency ceases to exist.

ARTICLE X MISCELLANEOUS

Section 10.01 Supervision

The Credit Union shall be subject to supervision by the Superintendent of Financial Institutions, and is subject to such examination as required by law. It shall prepare such reports as may be required by law.

Section 10.02 Dissolution

This Credit Union may be dissolved as provided by law. Such dissolution shall be under the supervision of the Superintendent of Financial Institutions.

Section 10.03 Amendments

The Articles and/or the Regulations may be amended by:

- (A) If permitted by Section 1733.33 of the Ohio Revised Code, the Board of Directors, at any duly held meeting, by an affirmative vote of two-thirds of the number of directors authorized by the Regulations or in writing as provided in Article V Section 6.05(D). The Board of Directors may only amend the following Articles: (1) field of membership; (2) name of the corporation; (3) place where the principal place of business is located; and (4) the authorized number of shares, the express terms, if any, of the shares; and if the shares are classified, as permitted in Section 1733.24 of the Ohio Revised Code, the designation of each class, their express terms, and par value, if any, per share.
- (B) The members at any duly held meeting by an affirmative vote of a majority of the voting members represented at such meeting or in writing as provided in Article V, Section 5.
- (C) Any amendments shall be effective only after the same have been approved by the Superintendent of Financial Institutions.

Section 10.04 Supersedes Prior Code of Regulations

The Regulations supersedes the prior existing Regulations.

Approved and adopted by membership on February 27, 2015
Approved by Ohio Division of Financial Institutions May 8, 2015