

Chapter S-L 3

BYLAWS

S-L 3.01 Bylaws

S-L 3.01 Bylaws. Pursuant to the provisions of section 215.06 (1), Wis. Stats., the savings and loan commissioner and the savings and loan advisory committee approve the following form of bylaws for savings and loan associations organized under Ch. 215, Wis. Stats.:

BYLAWS
OF

The _____ Association,
_____ County, Wisconsin

SECTION I
Statutory Compliance

All powers, privileges, rights and duties granted or imposed by the statutes of Wisconsin, and Acts amendatory thereof and supplemental thereto, now or hereafter in effect, shall be deemed to be a part of these bylaws as though fully stated herein.

SECTION II
Corporate Seal

The corporate seal shall be in circular form. The words, "_____ Association, of _____ Wisconsin," shall appear within the circumference, and the words, "Corporate Seal" in the center.

SECTION III
Membership

- (1) Chapter 215, Wis. Stats., and Acts amendatory thereof and supplemental thereto, shall govern the manner in which membership is obtained and terminated, except that the membership of a borrowing member shall terminate upon the repayment of his loan in full.
- (2) Each applicant for membership shall sign an application and agreement form adopted by the directors and approved by the Savings and Loan Commissioner.
- (3) The directors may reject any application for membership.
- (4) No membership, admission, withdrawal or any other fee or sum shall be charged for the privilege of becoming, remaining or ceasing to be a member of the association.

SECTION IV
Capital

- (1) The raising of capital by the acceptance of payments from members on savings accounts, the distribution of earnings on savings accounts, and the withdrawal or redemption of savings accounts shall be governed by Chapter 215, Wisconsin Statutes, and Acts amendatory thereof and supplemental thereto.

- (2) All members shall participate in the distribution of earnings prorata to the amount paid into savings accounts plus earnings credited thereto, at such rate or rates as shall be determined by the board of directors, except, notwithstanding any other provision of its bylaws, the association may distribute earnings on such other basis and in accordance with such other terms and conditions as may from time to time be authorized by the Savings and Loan Commissioner and the Savings and Loan Advisory Committee, provided, however, that earnings need not be distributed on savings accounts having a withdrawal value of \$10 or less, and no preference shall be created with respect to the distribution of assets upon voluntary or involuntary liquidation or dissolution of the association.
- (3) Members' savings accounts may be evidenced by either a savings account passbook or a "Certificate of Savings Account". The form of savings account passbooks and certificates of savings accounts shall be in such form as adopted by the board of directors and approved by the savings and loan commissioner.
- (4) The transfer of a savings account of a member to another member, whether such savings account be evidenced by a savings account passbook or a certificate of savings account, shall be performed in accordance with such rules as issued by the savings and loan commissioner. A fee of \$1 may be charged for each savings account so transferred, but in no event shall such fee exceed \$5.
- (5) The replacement of lost or destroyed savings account passbooks or certificates of savings accounts of members shall be performed in accordance with such rules as issued by the savings and loan commissioner. A fee of \$2. may be charged for each savings account passbook so replaced and reproduced. A fee of \$1. may be charged for each certificate of savings account so replaced.
- (6) Bonus on Savings Accounts
 - (a) The board of directors may, by resolution, adopt only such bonus plans for members holding savings accounts as approved by the savings and loan commissioner.
 - (b) The members or the board of directors may, by resolution, abolish the bonus plan as to savings accounts opened after the effective date of such action.

SECTION V

Loans to Members

- (1) The loans to members, the repayment thereof and the enforcement of collection of amounts due from borrowers shall be in accordance with the provisions of Chapter 215, Wisconsin Statutes, and Acts amendatory thereof and supplemental thereto.
- (2) The premium charges on new mortgage loans, the reclassification charges on existing mortgage loans, the service charges on mortgage loans assumed by purchasers of real estate, the rate or rates of interest charged on mortgage loans, the rate of interest charged on loans secured by savings accounts, and rate or rates of interest charged on property improvement loans shall be determined by the board of directors. All premium charges, re-

classification charges, service charges and interest rates on loans, so determined by the board of directors, shall be within the permissive range of charges and interest rates authorized and approved by the savings and loan commissioner.

SECTION VI

Meetings of Members

- (1) The annual meeting of members shall be held on the _____ in the month of _____ each year at such hour and place as the board of directors shall designate.

- (2) Notice of the time and place of holding all members' meetings shall be given by mailing a notice to each member at his last given postoffice address not less than five (5) days before such meeting, or by publication in a newspaper of general circulation in the county where the association is located, at least ten (10) days before such meeting.
- (3) Special meetings of members may be called by the president and shall be called by him upon written request of the majority of directors or upon written request of five (5) percent of the members.
- (4) QUORUM.
 - (a) Any number of members present in person or represented by proxy shall constitute a quorum at annual meetings.
 - (b) Members holding fifty-one (51) percent of the total votes, which are entitled to be cast by all members of the association, present in person or represented by proxy shall constitute a quorum at special meetings.
- (5) The members who shall be entitled to vote at any meeting shall be those of record on the books of the association at the end of the calendar month next preceding the date of the meeting. The records of the association shall be conclusive in determining ownership status of any savings account and the right to vote same at any meeting.
- (6) Each member shall be permitted to cast one (1) vote for each \$100 or fraction thereof of the withdrawal value of his savings accounts. Each borrowing member shall be permitted, as a borrower, to cast one (1) vote and to cast the number of votes he may be entitled for his savings accounts.
- (7) Voting by written proxy shall be permitted by members, but no member shall hold or vote proxies exceeding twenty (20) percent of the total eligible votes.

SECTION VII

Directors

(1) ELECTION OF DIRECTORS

- (a) 1. The board of directors shall consist of ----- (----) members who possess the qualifications prescribed in Chapter 215, Wisconsin Statutes. The term of a director shall be for a period of three (3) years, but provision shall be made for the election of approximately one-third of the board each year.
2. No person shall be eligible to be nominated or elected a director who has reached the age of ----- years.
(This provision is optional and may be stricken)
- (b) At least thirty days prior to the date of each annual meeting of members, the president shall appoint a nominating committee of three persons who are members of the association. Such committee shall make nominations for directors in writing and deliver to the secretary such written nominations at least fifteen days prior to the date of the annual meeting of members, which nominations shall be forthwith posted in a prominent place in the association's office for the fifteen day period prior to the date of said annual meet-

ing. Provided such committee is appointed and makes such nominations, no nominations for directors, except those made by the nominating committee, shall be voted upon at the annual meeting, unless other nominations by members are made in writing and delivered to the secretary of the association at least ten days prior to the date of the annual meeting of members, which nominations shall forthwith be posted in a prominent place in the association's office for the ten day period prior to the date of said annual meeting. The names of all nominees shall be provided for use by the members at the annual meeting. Voting shall be by ballot, except that upon proper motion, the rules may be suspended, and the secretary be instructed to cast a unanimous ballot for the nominees.

- (c) If at any time the president fails to appoint a nominating committee or the appointed nominating committee fails or refuses to act, nominations for directors may be made at the annual meeting by any member and shall be voted upon.
- (d) All directors shall hold office until their successors are elected and qualified, unless sooner removed, as provided for in Chapter 215, Wisconsin Statutes.
- (e) More than three consecutive absences of a director from regular meetings of the board of directors, unless excused by the board of directors, shall constitute an automatic resignation.
- (f) The directors may fill a vacancy in their number from among the membership until the time of the next annual meeting, at which meeting the members shall elect a director to complete the unexpired term.
- (g) Upon election, every director shall take and subscribe an oath that he will diligently and honestly perform his duty in such office and will not knowingly violate or willingly permit to be violated any provisions of Chapter 215, Wisconsin Statutes, the Rules of the commissioner, the Articles of Incorporation, Orders of the commissioner or these Bylaws.

(2) MEETINGS OF DIRECTORS

- (a) The board of directors shall hold regular meetings on the _____ of each month at the office of the association at such hour as they shall designate, or on such other date, place or time upon which they may agree.
- (b) Special meetings of the board of directors may be called by the president and shall be called by him upon the written request of three directors. Notice of special meetings shall be given to each director by the president.
- (c) At all meetings of the board of directors, a majority of all directors shall constitute a quorum.

(3) DUTIES OF DIRECTORS

- (a) The directors shall manage the affairs of the association in accordance with the provisions of Chapter 215, Wisconsin Statutes, and Acts amendatory thereof and supplemental thereto, Orders of the commissioner, Rules of the commissioner, Articles of Incorporation, other laws applicable to savings and loan associations and these Bylaws.

- (b) The directors shall, annually or whenever necessary, designate by resolution the bank or banks to be used as a depository or depositories.
- (c) The directors shall, annually or whenever necessary, designate by resolution the persons to be charged with the handling of securities.
- (d) The directors shall, annually or whenever necessary, designate by resolution, one or more persons to manually sign savings account books, certificates of savings accounts and borrowers' membership certificates. Facsimile signatures of the persons so designated may be used when authorized by the board of directors.
- (e) The directors shall, annually or whenever necessary, designate by resolution one or more persons to manually sign checks for the withdrawal of association funds from designated depositories. Facsimile signatures of the persons so designated may be used when authorized by the board of directors.
- (f) The directors shall, annually or whenever necessary, by a majority vote of the board of directors, fix the compensation of officers, directors, employes and committee members.
- (g) The directors shall approve or ratify all mortgage loans made and all additional advances thereon, purchases or sales of mortgage loans, purchases or sales of participating interests in mortgage loans, mortgage loan refinancings and property improvement loans.
- (h) The directors shall annually appoint an appraisal committee whose duty shall be to appraise the real estate offered as security for mortgage loans. In lieu of an appraisal committee, the directors may employ qualified appraisers, approved by the commissioner, to make appraisals of real estate offered as security for mortgage loans. The directors in their discretion may do both, appoint an appraisal committee and employ qualified appraisers approved by the commissioner. The directors may by resolution, authorize the officers to complete loans whenever the appraisal committee or a majority of the directors shall in writing approve such loans. All loans so made shall be approved and ratified by the board of directors at the next meeting following the making of such loans.
- (i) All appraisal reports shall be in writing and shall be submitted to the board of directors or such other committees authorized by the board of directors to act on loan applications. Appraisal reports by an approved appraiser shall be signed by the appraiser, and appraisal reports by the appraisal committee shall be signed by at least a majority of the committee.
- (j) The directors may, by resolution, annually appoint an executive committee of ----- members from among their number, which committee shall have the power of the board of directors when not in session, except in respect to the declaration of earnings distribution to members, the election of officers, and the filling of vacancies in the board of directors or the executive committee. The board of directors may ap-

- point one or more of its members as alternates who may, at the request of the president, take the place of an absent member or members at any meeting of such committee.
- (k) The directors may appoint necessary committees and prescribe the duties thereof, and may, by resolution, remove members of such committees as may be deemed necessary.
 - (l) The directors may remove from office any director or officer, after an opportunity afforded him for being heard, who violates the provisions of Chapter 215, the Rules of the commissioner, the Articles of Incorporation, these Bylaws, Orders of the commissioner or any other law applicable to savings and loan operations.
 - (m) The directors may extend leniency and indulgence to borrowing members who are in distress, and generally to compromise and settle any debts and claims.
 - (n) The directors may limit payments on capital which may be accepted.
 - (o) The directors may sell, lease, transfer, exchange and convey any property of the association as the statutes may permit, and upon their order, the proper officers shall deliver such deeds, land contracts, leases, assignments, bills of sale and such other transfers as are necessary to dispose of such property as herein provided.
 - (p) The directors may, on behalf of the association, make donations for the public welfare or for charitable, scientific, educational or religious purposes.
 - (q) The directors may exercise any and all of the powers of the association not expressly reserved to others.

SECTION VIII

Officers

(1) ELECTION OF OFFICERS

- (a) Immediately following each annual meeting of members, the directors shall convene and elect general officers for the ensuing year.
- (b) The officers of the association shall be a president, one or more vice presidents, secretary, treasurer, and such other officers as the directors by resolution shall designate. The president shall also be a director.
- (c) If the board, by resolution, elects more than one vice president, it shall designate one of the vice presidents as senior vice president, who shall also be a director.
- (d) Immediately following the election of officers, the directors shall, by resolution, designate the president or one of the other officers as the managing officer. The officer so designated as the managing officer shall have general supervision of the affairs of the association.
- (e) Officers may be removed by the directors in accordance with the provisions of Section VII (3) (1) of these Bylaws.
- (f) Whenever any vacancy shall occur in any general office, the directors shall, as soon as practicable, fill such vacancy for the then unexpired term.

- (g) When so designated by a resolution of the directors, any 2 or more offices may be held by the same person, except the offices of president and secretary, and the offices of president and vice president.

(2) DUTIES OF OFFICERS

(a) *Chairman of the board*

The chairman of the board, if elected, shall preside at all meetings of members and directors.

(b) *President*

1. The president, if designated as managing officer of the association by a resolution of the board of directors, shall have general supervision of the affairs of the association.
2. If a chairman of the board is not elected, the president shall preside at all meetings of members and directors.
3. The president shall execute all conveyances, sign all notes, contracts, leases and other documents that may be required.
4. The president shall appoint all committees when the selection is not prescribed otherwise.
5. The president shall, annually or when so directed by the savings and loan commissioner, appoint an audit committee, consisting of three directors and two members not directors, to examine the assets, books and accounts of the association to determine losses, and to make a report of their findings to the board of directors. the appointment of an audit committee may be dispensed with if the board, by resolution, employes public accountants to perform such function, or accepts the report of the savings and loan commissioner resulting from the statutory supervisory examination and audit.

(c) *Vice president*

The vice president shall perform the duties of the president during his absence or disability and such other duties as may be delegated by the directors.

(d) *Executive vice president*

1. The executive vice president, if elected and also designated as the managing officer by a resolution of the board of directors, shall, in addition to the duties prescribed by the board of directors, have general supervision of the affairs of the association.
2. The executive vice president, if elected, but not designated as the managing officer by a resolution of the board of directors, shall perform such duties as prescribed by the directors.

(e) *Secretary*

1. The secretary, if also designated as the managing officer by a resolution of the board of directors, shall in addition to the duties prescribed in these Bylaws, have general supervision of the affairs of the association.
2. The duties of the secretary shall be:
 - a. Keeping the minutes of all meetings of members and directors;

- b. Attending to all correspondence and keeping a systematic record of same;
 - c. Receiving all monies payable to the association, and after proper entry, turning over such monies to the treasurer or depositing such monies in the association's designated depositories;
 - d. Keeping all books, papers, records and documents of the business;
 - e. Making monthly or other required reports to the board of directors;
 - f. Making such reports to the savings and loan commissioner as required by law;
 - g. Countersigning conveyences, notes, contracts, leases and other documents that may be required;
 - h. Keeping and affixing the corporate seal to documents when required; and
 - i. Performing such other duties as may be prescribed by the board of directors.
- (f) *Assistant secretary*
The assistant secretary, if elected, shall perform the duties of the secretary during a vacancy in that office or during the absence or disability of the secretary, and such other duties as may be prescribed by the board of directors.
- (g) *Treasurer*
The treasurer shall perform such duties as may be prescribed by the board of directors.
- (h) *Assistant treasurer*
The assistant treasurer, if elected, shall perform the duties of the treasurer during a vacancy in that office or during the absence or disability of the treasurer, and such other duties as may be prescribed by the board of directors.
- (i) *General*
In the absence of designation from time to time of the powers and duties by the board of directors, the officers shall have such powers and duties as generally pertain to their respective offices.

SECTION IX

Termination of Insurance of Savings Accounts

- (1) If at any time the savings accounts of this association are insured by the Federal Savings and Loan Insurance Corporation and the directors desire to terminate such insurance, then at least thirty days before this association shall take any action to terminate insurance of its accounts by the Federal Savings and Loan Insurance Corporation, the secretary shall cause to be mailed to each insured member at his last known address, as recorded on the books of the association, a statement of the directors' intention to consider termination of such insurance, and a notice of the time and place of the meeting at which action on such consideration is contemplated.

- (2) In case such meeting shall vote to terminate insurance, the secretary shall, within ten days thereafter, mail to each insured member at his address, as recorded on the books of the association, a copy of the association's notice to the Federal Savings and Loan Insurance Corporation to terminate its status as an insured institution. The Rules and Regulations of such corporation as they exist shall be adhered to and notice of such contemplated action shall be furnished to the Savings and Loan Department of Wisconsin.

SECTION X

Amendments

- (1) These Bylaws may be amended, altered or repealed in any manner by a majority vote of the members present at any meeting or by a two-thirds vote of all the directors at any meeting lawfully convened, but no motion or resolution amending, altering or repealing and Bylaws by the board of directors shall be adopted at a meeting of the directors held on the same day upon which it is offered. Proposed amendments by members shall be filed with the secretary not less than thirty days prior to the meeting at which they are to be voted on, and the secretary shall, with the notice of the meeting, send each member a copy thereof.
- (2) All alterations and amendments duly adopted shall become operative and binding as soon as they have been filed and approved by the savings and loan commissioner.

CERTIFICATE OF SECRETARY

The following resolution, concerning the amending of the association's Bylaws by the board of directors, was introduced for consideration by the board of directors at a lawfully convened meeting held on the ____ day of _____ 19 ____, and adopted by an affirmative vote of _____ directors, representing a quorum of _____ directors, present at a lawfully convened meeting held on the _____ day of _____ 19 _____:

"RESOLVED, That the Bylaws of the association be amended by repealing the present Bylaws, and inserting in lieu thereof the foregoing Bylaws hereto attached;

"RESOLVED FURTHER, That the president and the secretary of this association be directed, under seal of this corporation, to file the amendment with the Savings and Loan Commission of Wisconsin."

----- Association
Of -----
----- Secretary

IN TESTIMONY WHEREOF, The ----- Association has caused these presents to be executed by the President and Secretary thereof and the Corporate Seal of said association is hereunto affixed this _____ day of _____, 19_____, by its authority.

(Corporate Seal) ----- Association
In the presence of: By ----- President
----- Secretary

STATE OF WISCONSIN }
----- COUNTY } SS

Personally came before me this _____ day of _____, 19 _____, ----- President, and -----, Secretary of the ----- Association, to me known so to be and who executed the foregoing instrument and acknowledged the same in their official capacities therein set forth.

(Notarial Seal) -----
Notary Public

My commission expires -----

The amended Bylaws of the ----- Association, as set forth herein are approved this _____ day of _____, 19 _____

Commissioner

Supervisor

History: Cr. Register, January, 1964, No. 97, eff. 2-1-64; cr. (4) in section III ("By-laws"), Register, April, 1964, No. 100, eff. 5-1-64; r. and recr. par. 2, section IV, Register, January, 1967, No. 133, eff. 2-1-67, am. section IV, par. 2, Register, November, 1967, No. 143, eff. 12-1-67.