



COPFCU Bylaws

Article V. Elections

X Option A3 - Election by ballot boxes, voting machine or electronic mail ballot; nominating committee and nomination by petition

Section 1. Nomination procedures.

a. At the October board meeting, the chair will appoint a nominating committee of three or more members. None of these members may be eligible for election before the next annual meeting. It is the duty of the nominating committee to nominate at least one member for each vacancy, including any unexpired term vacancy, for which elections are being held, and to determine that the members nominated are qualified and agreeable to the placing of their names in nomination and will accept office if elected.

b. The nominating committee files its nominations with the Secretary of the Cincinnati Ohio Police Federal Credit Union (COPFCU) at least 90 days before the annual meeting, and the secretary notifies in writing all members eligible to vote at least 75 days before the annual meeting that nominations for vacancies may also be made by petition signed by 1% of the members in good standing as determined by our Auditing Firm (see Conduct of Elections information) with a maximum of 500 signatures. The secretary may use electronic mail to notify members who opted to receive notices or statements electronically.

c. The written notice must indicate that the election will not be conducted by ballot and there will be no nominations from the floor when the number of nominees equals the number of positions to be filled. A brief statement of qualifications and biographical data in a form approved by the Board of Directors will be included for each nominee submitted by the nominating committee with the written notice to all eligible members. Each nominee by petition must submit a similar statement of qualifications and biographical data with the petition and signatures, required 60 days on or before the annual meeting. These signatures must be current and collected within the 60 days prior to being turned in to the secretary. All nominations by petition must be accompanied by a signed 'Letter of Intent' and 'Petition Form' with the required signatures. Nominations by petition must be filed with the Secretary of COPFCU at least 60 days before the annual meeting and the secretary will ensure that nominations by petition along with those of the nominating committee are posted in a conspicuous place in each credit union office at least 30 days before the annual meeting. All documents turned in by the petitioner will be collected by the secretary of the COPFCU and destroyed along with other election documentation once the election is completed.

d. In addition, any person seeking signatures, including the candidate, may not seek signatures inside any building operated by COPFCU or within 25 feet of the entrances of any COPFCU business operation locations. For safety reasons, no one may solicit signatures in the area of the drive-thru or areas leading to or from the drive-thru.

Section 2. Election procedures. All elections are determined by plurality vote. The election will be conducted by ballot boxes, voting machines or electronic mail ballot, subject to the following conditions:

(a) The Supervisory Committee shall select an independent Auditing Firm or voting Tabulation Firm to coordinate all election procedures.

(b) The candidates will be listed on the ballot in alphabetical order with all names and biographical information (approximately 100 words) in the same size font for all candidates.

(c) The election shall take place the week before the Annual Meeting. Voting will be available at all COPFCU locations for at least 24 hours of voting. If voting is spread over 3 consecutive days, the hours of voting will be from 9:00 a.m. to 5:00 p.m. for 'in-person' voting at all business operation locations. If the Board of Directors and the Supervisory Committee decides to use electronic mail voting, this will be available the week prior to the annual meeting (Monday-Friday).

(d) The voting process and the tabulation of ballots will be conducted by the independent Auditing Firm or Electronic Mail Ballot Firm. The results will be communicated to the Supervisory Committee, who will bring certification of the results to the annual meeting. There, the results will be announced to the membership by the Chairman of the Board of Directors. The certification of these results shall be made available to any candidate who wishes to see the results of the election provided by the independent Auditing Firm or Electronic Mail Ballot Firm.

(e) The Auditing or Electronic Firm shall be instructed to hold onto all ballots, tabulation sheets, or electronic data, for a period of one month, at which time they are to be destroyed.

(f) The election of Directors is ultimately a democratic process. The Nominating Committee will use their best judgement to provide diverse, highly-qualified candidates that are representative of the entire membership, but the final decision is up to the members.

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

(a) Nominations for directors.

(b) Nominations for Supervisory 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 vote.

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

Section 7. Minimum age requirement. Members must be at least 18 years of age by the date of the meeting (or for appointed offices, the date of appointment) in order to vote at meetings of the

members, hold elective or appointive office, sign nominating petitions, or sign petitions requesting special meetings.

i. Eligibility Requirements: The Act and the FCU Bylaws contain the only eligibility requirements for membership on an FCU's board of directors, which are as follows:

- a) the individual must be a member of the FCU before distribution of ballots;
- b) the individual cannot have been convicted of a crime involving dishonesty or breach of trust unless the NCUA Board has waived the prohibition for the conviction; and
- c) the individual meets the minimum age requirement established under Article V, Section 7 of the FCU Bylaws.

Anyone meeting the three eligibility requirements may run for a seat on the board of directors if properly nominated. It is the nominating committee's duty to ascertain that all nominated candidates, including those nominated by petition, meet the eligibility requirements. (see Conduct of Elections)

ii. Nomination Criteria for Nominating Committee: The FCU Act and the FCU Bylaws do not prohibit a board of directors from establishing reasonable criteria, in addition to the eligibility requirements, for a nominating committee to follow in making its nominations, such as financial experience, years of membership, or conflict of interest provisions. The board's nomination criteria, however, applies only to individuals nominated by the nominating committee; they cannot be imposed on individuals who meet the eligibility requirements and are properly nominated from the floor or by petition.

iii. Candidates' Names on Ballots: When producing an election ballot, the Secretary of the Board will list the candidates alphabetically and all names and biographical information shall be in the same font so as to avoid manipulation or favoritism.

iv. Secret Ballots: An FCU must establish an election process that assures members their votes remain confidential and secret from all interested parties. If the election process does not separate the member's identity from the ballot, FCUs should use a third-party teller that has sole control over completed ballots. If the ballots are designed so that members' identities remain secret and are not disclosed on the ballot, FCUs may use election tellers from the FCU. In any case, FCU employees, officials, and members must not have access to ballots identifying members or to information that links members' votes to their identities.

v. Plurality Voting: At least one nominee must be nominated for each vacant seat. When there are more nominees than seats open for election, the nominees who receive the greatest number of votes are elected to the vacant seats.

vi. Minimum Age Requirement: The age the board selects may not be greater than the age of majority under the state law applicable to the credit union.