



SECTION I WRIGHT-PATT CREDIT UNION, INC. ARTICLES OF INCORPORATION

ARTICLE I

The name of this credit union shall be the Wright-Patt Credit Union, Inc. ("Credit Union").

ARTICLE II

The place in this State where the principal office of the corporation is to be located is in the City of Beavercreek, Greene County, Ohio.

ARTICLE III

The purpose shall be to conduct the business of a credit union.

ARTICLE IV

The Board of Directors ("Board") of this Credit Union may establish different classes of shares in accordance with Section 1733.24 of the Ohio Revised Code and any amendments or supplements thereto hereinafter enacted.

The authorized number of shares shall be unlimited. The par value of membership shares as defined in Section 1733.24 (B) of the Ohio Revised Code and any amendments or supplements thereto hereinafter enacted shall be five dollars (\$5.00) per share, payable in cash.

ARTICLE V

Membership in this Credit Union shall be limited to the following groups:

- A. Military and civilian personnel employed at or paid from Wright-Patterson Air Force Base, Ohio, whether paid by government instrumentalities or other legal entities, including other government employees residing in the following counties: Butler, Champaign, Clark, Clinton, Darke, Fayette, Greene, Hamilton, Madison, Miami, Montgomery, Preble, Shelby, and Warren counties of Ohio, who do not have credit union facilities available to them at their place of employment; and
- B. Retired United States Government, military, and civilian employees; and
- C. Employees of this Credit Union; and
- D. Select associational, occupational, and community groups provided each group has its own common bond, pursuant to section 1733.05, Ohio Revised Code, and Section 1301:9-2-17 of the Ohio Administrative Code; and
- E. Members of the families, defined as persons related by blood, adoption, or marriage, or living in the same household, of any of the above-described groups, whether or not such persons are or were members.

Persons who become members of this Credit Union shall be deemed to retain affiliation with this Credit Union so long as such person remains a member of this Credit Union even though such person is no longer within the field of membership.

These Articles of Incorporation, as amended, supersede the Articles of Incorporation existing prior to February 28, 2022.

SECTION II **CODE OF REGULATIONS OF** **WRIGHT-PATT CREDIT UNION, INC.**

ARTICLE I **PURPOSE**

Section 1. 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, including those of modest means, 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, Ohio Revised Code, and any amendments, regulations, or supplements thereto hereinafter enacted ("Code").

ARTICLE II **CORPORATE POWERS AND RESTRICTIONS**

Section 1. Powers and General Corporate Authority

In addition to the general authority conferred by Section 1701.13, of the Code, this Credit Union, subject to any limitations contained in Sections 1733.01 to 1733.99, inclusive, of the Code, or in the Articles of Incorporation ("Articles"), shall have full authority to exercise the corporate powers defined in Section 1733.04, of the Code.

Section 2. Restrictions on General Corporate Authority

The corporate authority of this Credit Union shall be subject to the particular restrictions set forth in Section 1733.04, of the Code.

ARTICLE III **MEMBERSHIP**

Section 1. Conditions and Qualifications for Membership

- A. Membership in this Credit Union shall be open to those persons, including, without limitation, individuals, and trusts, corporations, partnerships, limited liability companies, unincorporated societies or associations, or any other organization of individuals, including labor organizations and United States departments and agencies ("Associations") that meet the eligibility requirements as set forth in the Articles, apply for membership as hereinafter set forth, and are approved for membership in a manner specified by the Board of Directors ("Board") or its delegate.
- B. All applications for membership must be in writing, and each applicant must subscribe to at least one membership share.
- C. All Associations must, in addition to the application for membership, file a written statement setting forth the name or names of the person or persons who are authorized to borrow, make deposits and withdrawals, appoint proxies and execute consents, waivers or releases on its behalf.

Section 2. Membership Term

- A. Individuals or Associations becoming a member of this Credit Union may remain a member hereof until such time as such member dies, resigns, ceases to exist, or is expelled from membership.
- B. The Board may deny services to or expel any member who (a) has failed to fulfill any obligation or condition of his or her membership, (b) has caused the Credit Union to suffer a financial loss by any means, (c) has been convicted of a felony or money crime, (d) acts in an abusive or threatening manner when conducting Credit Union business, or (e) has violated any law under which the Credit Union operates or this Code of Regulations ("Regulations"). If a member is expelled, Article III, Section 3, of these Regulations shall govern redemption of any share or share accounts of such member.

Section 3. Rights of a Withdrawing Member

A withdrawing member shall be entitled to withdraw his shares and such dividends as may have been credited thereto and remain to the credit of the member, less any lawful obligations to this Credit Union. After filing notice of withdrawal, shares shall continue to participate in the dividends, if any, payable prior to actual withdrawal. No member who has withdrawn, or who has filed notice of withdrawal, shall be relieved from any remaining liability to this Credit Union.

Section 4. Voting Rights of Members

- A. Each member who is a natural person sixteen 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. Each Association member (member other than a natural person) 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 Association. Such vote shall be cast by a person authorized in Section 1733.13 (B) of the Code, or by a person authorized to cast such a vote in the written statement on file with the Credit Union. A voting representative shall be eligible for all elective or appointive offices in the same manner as if he were a natural person member.
- C. Qualified members may cast their vote on each matter properly submitted to the membership in person (participation by a member in a meeting through use of electronic communication system constitutes presence in person), by mail ballot, or electronic ballot in accordance with the standards established by the Board. The Board may establish a record date that is up to six months prior to the Annual meeting date.

Section 5. Minor Members

A minor may purchase shares or share accounts, of any class, and except for qualification as a voting member, the Credit Union may deal with such minor with respect to such shares or share accounts owned by him as if he were of legal age.

ARTICLE IV **MEETINGS**

Section 1. Notice of Meetings

- A. Notice of meetings of the members shall be provided to the members at their respective addresses as they appear upon the records of this Credit Union, via the U.S. Postal Service, or electronically via e-mail or other electronic communication means, or handed in person to each member, at least 30 days before said meeting.

Section 2. Quorum

- A. One-half (1/2) percent of the members eligible to vote shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present, in person or by a writing (including by mail or through electronic means), on the day first appointed, the meeting shall be adjourned for not less than 10 days nor more than 30 days, and a second call shall be sent out in the way and manner provided above. At such adjourned meeting, those members present shall constitute a quorum for the transaction of business.
- B. Notwithstanding any provision in these Regulations, a majority of members eligible to vote shall constitute a quorum:
 1. For any special meeting called by the members.
 2. For the transaction of the following business:
 - a. To act on any proposal for the conversion or sale of this Credit Union or any part of its operation into a thrift, mutual savings bank, or banking charter under the authority of the FDIC, Office of Thrift Supervisor, or Office of the Comptroller of the Currency.
 - b. To act on any proposal to merge this Credit Union into any other credit union, financial institution, financial service provider, or any other entity where Wright-Patt Credit Union, Inc., is not the surviving or successor credit union.



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- c. To act on any proposal to amend the Regulations by the members
- 3. To act on any proposal that would provide for the purchase of this Credit Union in whole or in part.
- 4. To act on any other business that would affect the continuation of this Credit Union.

Section 3. Required Vote For All Meetings

- A. Unless otherwise provided by law or these regulations, the act or vote of a majority of the members present, in person or by a writing, at any meeting at which a quorum is present, shall be the act of this Credit Union.
- B. For any action taken under Article IV, Section 2(B), the act or vote of two thirds of the members present, in person or by a writing, at any meeting at which a quorum is present, shall be the act of this Credit Union.

Section 4. Annual Meeting

This Credit Union shall hold an Annual Meeting of members prior to April 30th of each year, at such time as is convenient and in a place, whether virtual or accessible to the members in person, as the Board shall designate. Unless otherwise specified in the meeting notice, the order of business shall be:

1. Ascertainment that the quorum requirements have been met
2. Introduction of directors and committee members
3. Minutes of last meeting
4. Report of the Directors and Management
5. Presentation of Financial Statement
6. Report of elections
7. Adjournment

Section 5. Special Meetings

The Board may, at its discretion, call special meetings of the members. Members may call a special meeting on the written request of twenty percent (20%) of the members. The purpose for which the special meeting is called shall always be set forth in the notice of the meeting, and no other business shall be transacted at such special meeting except the business described in the notice.

ARTICLE V **ELECTIONS AND APPOINTMENTS**

Section 1. Nominations

At least 30 days prior to each Annual Meeting, the Board shall appoint a committee of not less than three members to nominate at least one member for each Board position for which regular terms expire, and for any unexpired term vacancies for which elections are being held.

Section 2. Board of Directors

The Board shall consist of nine directors. Each year, three directors will be elected to replace the three directors whose terms are expiring. All directors, except those elected to fill vacancies, shall be elected for a term of three years. All directors shall be of legal age and members of this Credit Union.

Section 3. Officers

The Board shall hold an Organizational Meeting after each Annual Meeting, but not later than thirty calendar days thereafter, and shall elect from its own number a chairman, one or more vice-chairmen, a treasurer, and a secretary of which offices may be held by the same person. The Board may elect such other officers as it deems necessary. All officers shall be elected for a term of one year or until the next annual Organizational Meeting of the Board.

ARTICLE VI **OFFICERS AND DIRECTORS**

Section 1. Powers and Duties

The Board and officers shall have the full authority vested in them by Sections 1733.01 to 1733.99, inclusive, of the Code, as well as by the general authority conferred by Section 1701.13, of the Code. In furtherance of such general powers conferred on the Board, it shall be their special duty:

- A. To adopt and/or amend by-laws for their own governance;
- B. To appoint such committees, in addition to the standing committees hereinafter set forth, as deemed necessary or appropriate;
- C. To establish written policies for:
 - 1. The approval of members in accordance with the Code and Article III, Section 1, of these Regulations;
 - 2. The interest rates to be charged on loans, consistent with the Code;
 - 3. The percentage of interest rebate, if any, the qualifications for participation, and the manner of computation and payment;
 - 4. The payment of dividends;
 - 5. The maximum individual shareholdings,
 - 6. Obtaining a surety bond to be required of directors, committee members, and employees;
- D: To hire a president and chief executive officer to manage Credit Union operations and to approve corporate officers as may be necessary;
- E. To require, and provide resources for, continuing education for directors and officers;
- F. To suspend or remove any director, or committee member who fails to attend regular meetings for three consecutive meetings without cause, or who otherwise fails to perform any of the duties devolving upon such official, but only after such official has been given reasonable notice and opportunity to be heard.
- G. To perform or authorize all actions consistent with the Code and these Regulations not specifically reserved to the members.

Section 2. Meetings

The Board shall meet formally at least quarterly for the purpose of conducting the affairs of the Credit Union. At all meetings of the Board, a majority of their number shall constitute a quorum.

ARTICLE VII **SHARES AND SHAREHOLDERS**

Section 1. Method of Payment of Shares

- A. The cost of a membership share shall be five dollars and shall be paid in full at the time of subscription. Such shares shall have a par value of five dollars and shall be credited with dividends in the manner prescribed by these Regulations.
- B. Special share accounts shall be paid for in full at time of purchase and shall be credited with dividends in the manner prescribed by these Regulations.

ARTICLE VIII **LOANS**

Section 1. Loan Policy

- A. Loans shall be made to members for provident and productive purposes, and to other organizations in accordance with the Code.
- B. The Board shall establish a policy for the granting of loans to members to include the maximum amount which may be loaned to any one member, maximum loan repayment terms, classification of type of loans that may be made and the type of collateral acceptable on loans;
- C. The total of loans to all Associations that are members of this Credit Union shall not exceed three percent of the Credit Union's unimpaired capital and surplus.

Section 2. Requirements for Another Credit Union to Borrow

Any credit union applying for a loan from this Credit Union shall submit with its application a financial statement as of the end of the previous calendar month, certified as to its truth and accuracy by its treasurer and a Certified Public Accountant or its Audit Committee. The Board may require such other information from the applicant credit union as it deems necessary or relevant.

ARTICLE IX STATEMENTS OF ACCOUNT

Section 1. Record of Members' Accounts

A registry of all shares and loans will be kept and each shareholder shall be issued statements as required by applicable law.

ARTICLE X INVESTMENTS

Section 1. Investment of Funds

In addition to the uses and purposes hereinbefore indicated, the funds of this Credit Union may be invested in any investments that are legal for Credit Unions in Ohio, as provided by the Code.

ARTICLE XI RESERVE AND LOSSES

Section 1. Losses

All losses incurred by this Credit Union except operating losses and losses on loans shall be charged to the reserve fund. Losses on loans shall be charged to the Allowance for Loan Losses, but only after the Board has concurred that a loss has been sustained. Any sums recovered on items previously charged to the reserve fund or the Allowance for Loan Losses shall be credited to the respective fund.

ARTICLE XII DIVIDENDS

Section 1. Dividends Payable

The method of calculating and paying dividends shall be consistent with restrictions imposed by applicable law.

ARTICLE XIII SUPERVISION AND DISSOLUTION

Section 1. Supervision

This Credit Union shall be subject to supervision by the Division of Financial Institutions, Department of Commerce of the State of Ohio, and is subject to examination as required by the Code. It shall prepare such reports as may be required in accordance with the provisions of the Code.

Section 2. Dissolution

This Credit Union may be dissolved by voluntary or judicial dissolution as provided in the Code. Such dissolution shall be under the supervision of the Division of Financial Institutions and shall be subject to such directives as the Division may prescribe.

ARTICLE XIV AMENDMENTS

Section 1. Amendments By Members

Voting members may adopt amendments to the Articles or these Regulations as provided in Section 1733.33 of the Code.

Section 2. Amendments by Board of Directors

The Board may, at any duly held meeting, adopt amendments to the Field of Membership Article of the Articles (Article V) or to these Regulations, by an affirmative vote of at least two-thirds of the number of directors authorized by the Articles or these Regulations. The Board may also adopt such amendments by their unanimous written consent as provided in Section 1733.11 of the Code.

Section 3. Amended Code of Regulations

These Regulations, as amended, supersede the Regulations existing prior to, August 25, 2025.