



February 19, 2018

RE: Associate Development Committee

Dear \_\_\_\_\_,

Thank you for your interest in Wright-Patt Credit Union's Associate Development Committee. As you may know, WPCU is a not-for-profit, member-owned cooperative that is governed by members for the benefit of members. I applaud you for seeking to become more involved in WPCU's success!

Enclosed you will find information about WPCU's Associate Development Committee. The WPCU Board of Directors established the Associate Development Committee to prepare new volunteers for the possibility of one day serving on the Wright-Patt Credit Union Board. WPCU has grown to become a complex financial institution and there's a lot to learn ... if you're selected to serve on this committee, you will be taking the first step towards serving your fellow members!

Also enclosed you will find an application to become a WPCU Volunteer, a credit check authorization form, and copies of the WPCU Articles of Incorporation, Code of Regulations, and Director's Code of Conduct. This information will help you understand the role of the Associate Development Committee.

Please complete the application and credit check authorization form and return them by email to Jessica Hilderbrand at [jhilderbrand@wpcu.coop](mailto:jhilderbrand@wpcu.coop). You may also mail your completed application and credit authorization to:

Jessica Hilderbrand  
Executive Assistant  
Wright-Patt Credit Union, Inc.  
3560 Pentagon Boulevard  
Beavercreek, OH 45431

Once received, your application will be reviewed by the WPCU Board Governance Committee and a representative will contact you regarding what you can expect next.

Thanks again for your interest!

A handwritten signature in black ink, appearing to read "Douglas A. Fecher", with a long horizontal line extending to the right.

Douglas A. Fecher  
WPCU President/CEO



Wright-Patt Credit Union, Inc.  
**Become a WPCU Volunteer!**

### **Wright-Patt Credit Union Vision Statement**

To be the best organization members have ever experienced, and the best place employees have ever worked.

### **Mission Statement**

We help members through life ...

### **Thank You ....**

... for your interest in serving on Wright-Patt Credit Union's Associate Development Committee! This committee serves as WPCU's training ground for members interested in becoming future members of WPCU's Board of Directors! If appointed, you will have an exciting opportunity to learn about one of America's most successful member-owned cooperatives!

Please read through this application package carefully. You'll find information about WPCU, what we do, and the role volunteers play in the success of the WPCU cooperative. This will help you decide whether serving on WPCU's Associate Development Committee is a good fit for you and understand the process to apply for an appointment.

### **Who We Are ...**

Wright-Patt Credit Union, Inc. is a not-for-profit financial cooperative serving individuals and small businesses primarily in Dayton, Cincinnati, and Columbus, Ohio. WPCU is owned by its depositors, who are "members" of the cooperative.

WPCU is in the business of helping people. Because our mission is not profit based, helping others is all we do. If we do our jobs well, the folks we serve should be better off financially than they were before. Members should enjoy greater financial security and experience fewer financial issues. Our success is built upon members' trust in their credit union leadership. As a member-owned cooperative, WPCU has no shareholders or investors. Today, the credit union serves almost 300,000 member-owners, making it one of the largest credit unions in the country.

WPCU is governed by a 9-member volunteer board of directors. Each director is a member themselves, elected by the membership to oversee WPCU's activities. Members of the Associate Development Committee have a seat at the table to learn the important duties of a WPCU director and how this complex financial institution operates to serve the best interests of members.

### **The Associate Development Committee ...**

Since its start in 1932 at what is now Wright Patterson Air Force Base, WPCU has become a complex business in a highly competitive industry.

WPCU's volunteer board of directors share in the responsibility of guiding the credit union's future. The board advises and approves strategic planning initiatives, policy development, budgeting and other enterprise planning necessary to foster continued success. In short, board members are the voice of the membership, and are responsible for ensuring WPCU achieves its vision while protecting member-owned assets.

A critical component to maintaining an experienced and engaged board of directors is continuity. For this reason, the board has established the Associate Development Committee. The committee's purpose is to develop a seasoned group of potential future credit union leaders.

Associates are appointed for 1-year terms. During this time Associates will attend monthly WPCU board meetings, at least one quarterly committee meeting, and will be mentored and advised by a member of the board. Associates may be re-appointed for additional terms at the discretion of the WPCU Board as well as at their own pleasure.

When a board vacancy arises, Associates make up the primary pool of candidates to fill unfinished terms or to run for open board seats. However, being appointed to WPCU's Associate Development Committee is not a guarantee of a future role on the board of directors. Still, this is a great opportunity to develop the seasoning necessary to qualify for such a position and learn a great deal about managing a complex financial institution.

### **What You Can Expect as an Associate ...**

If you are appointed to serve as a WPCU Associate, you can expect to spend several hours each month preparing for and attending meetings. In addition, you will be expected to attend WPCU's annual Strategic Planning Meeting, which typically runs from a Thursday afternoon through mid-day Saturday. WPCU also sponsors a variety of correspondent courses and conferences available to help volunteers gain experience.

### **Other Important Things to Know ...**

There are several criteria for becoming a WPCU volunteer:

- Volunteers are required to be WPCU members in good standing.
- You will receive no compensation for your service, although WPCU will reimburse you for approved expenses incurred in serving as a volunteer.
- You should be a good money manager yourself, and WPCU may confidentially review your credit report from time to time.
- Your primary duty is to serve the membership. In this regard you make decisions that are good for the credit union and all members, regardless of how those decisions may affect your personal situation.

### **How to Apply ...**

Now that you know a little about Wright-Patt Credit Union's Associate Development Committee, we encourage you to consider becoming a candidate for the role. Please fill out the attached application in full, sign, and return it to:

Wright-Patt Credit Union, Inc.  
c/o Board Governance Committee  
3560 Pentagon Boulevard  
Beavercreek, OH 45431

**Wright-Patt Credit Union, Inc.**  
**Volunteer Application**

**Personal Information**

(In addition, a personal resume would be appreciated!)

Name: \_\_\_\_\_ WPCU Account #: \_\_\_\_\_

Home Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Home Phone: \_\_\_\_\_ Cell Phone: \_\_\_\_\_ Work Phone: \_\_\_\_\_

Email Address: \_\_\_\_\_

Employer: \_\_\_\_\_ Job Title/Position: \_\_\_\_\_

Current Job Duties: \_\_\_\_\_

Please indicate the highest level of education you completed:

HS Diploma

Undergraduate Degree in \_\_\_\_\_

Master's Degree in \_\_\_\_\_

Other Professional Certifications \_\_\_\_\_

**A Little About You ...**

(It's easier if you provide your answers on a separate sheet of paper.)

1. How long have you been a member of WPCU?
  
2. Why are you interested in serving as a WPCU volunteer committee member?
  
3. Please describe particular skills, experience, knowledge, or strengths you would bring to WPCU.
  
4. Please list current or former volunteer positions you've held, including with WPCU or any other credit union, financial institution, or community group.

5. What, if anything, would you recommend WPCU consider to better serve the interests of members?
6. Please describe the role you see yourself playing as a WPCU volunteer.

### **Legal Stuff We Have to Ask ...**

(No good application is complete without some old-fashioned legal questions. We hate to ask, but ...)

1. Do you have a business relationship with WPCU –such as a vendor or consultant - other than your credit union account relationships? If so, please describe:
2. Do you hold a position with any other organization that might pose an actual or apparent conflict with interests of WPCU or that might affect your independent judgment as a credit union volunteer?
3. Do you have a business or family relationship with any officer, director, committee member, or key employee of WPCU? If so, please describe the relationship.
4. Have you ever declared personal bankruptcy? If yes, please provide the relevant case number(s) and date of filing.
5. Have you ever been convicted of a felony? If yes, please provide the nature of the conviction(s), date and location of arrest(s), and relevant case number(s).

### **Signature**

I hereby submit this application for the purpose of becoming a candidate for a volunteer position with the Wright-Patt Credit Union Board of Directors or any volunteer committee of the board. I have read the information contained in this application and understand that I assume a significant responsibility if I am selected to serve as a Wright-Patt Credit Union volunteer. I have read the Volunteer Code of Conduct and agreed to abide by it. I certify that all information contained in this application is correct to the best of my knowledge and belief. I further authorize Wright-Patt Credit Union to obtain a credit report from a credit reporting agency in order to evaluate my fitness to serve as a volunteer, and that said report will only be reviewed by members of the Wright-Patt Credit Union Board Governance Committee and the President/CEO of the credit union. I acknowledge that if I am offered and accept a volunteer position, such position is for a one-year term. Participation does not obligate WPCU or its Board of Directors to offer me an additional term or give preferential consideration to my candidacy as a member of the Board of Directors.

\_\_\_\_\_  
Applicant Signature

\_\_\_\_\_  
Date



## CREDIT CHECK AUTHORIZATION/DISCLOSURE

*I hereby authorize Wright-Patt Credit Union to make an investigation of my credit history through the credit reporting agency of its choice. It is understood that any adverse information found could disqualify me.*

*Before an adverse decision is made, due totally or partially to the information on the credit report, Wright-Patt Credit Union will give me a copy of the credit report, a summary of my rights under the Fair Credit Reporting Act, and the source of the credit report so that I may contact them, if I wish.*

**Name** (Please Print: First, MI, Last) \_\_\_\_\_

**Address** (Street, City, State, Zip): \_\_\_\_\_

\_\_\_\_\_

**Social Security Number:** \_\_\_\_\_

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_



**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 Fairborn, 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.



**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, or corporations, unincorporated societies or associations, or any other organization of individuals, including labor organizations (“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.
- 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, individually or jointly, to borrow, make deposits and withdrawals, appoint proxies and execute consents, waivers or releases on its behalf.

## Section 2. Membership Term

- A. Persons 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 of Directors (“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. 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 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 member.

## 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 mailed 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 handed in person to each member, at least 7 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, 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.
    - (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 June 1st of each year, at such time as is convenient and in a place that is accessible to the members, 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. Roll call of directors and committee members
3. Minutes of last meeting
4. Report of the Directors
5. Report of the Treasurer
6. Report of the Public Accountant
7. Reports of other committees
8. Unfinished business
9. New business
10. Report of elections
11. 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 vice presidents 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 once each month 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 receive 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 October 20, 2014.



## **DIRECTOR CODE OF CONDUCT**

The expectations for Director conduct are to:

- (a) Develop and maintain an understanding of the financial industry and Credit Union philosophy sufficient to effectively participate in the process of making policies and overseeing operations.
- (b) Place the welfare of the Credit Union above special interests and personal ambitions.
- (c) Adhere to the highest standards of responsibility and behavior to include avoiding conflict of interest as well as the appearance of conflict of interest.
- (d) Keep sensitive information within the framework of the Board, committee members, and professional staff.
- (e) Attend scheduled Board and committee meetings.
- (f) Be prudent when making personal decisions involving Credit Union resources.