

AMENDED AND RESTATED BYLAWS OF OPPORTUNITIES CREDIT UNION

ARTICLE I NAME AND PURPOSE

Section 1

The name of this credit union shall be Opportunities Credit Union.

Section 2

This credit union is a community development credit union whose mission is to build wealth, community and opportunity through a fair and affordable financial system. We strive to give people of moderate and low wealth the best possible opportunity to live stable financial lives, avoid overpriced and nonproductive credit and build assets for themselves and their families. We do this through fair and affordable loans, savings and transactions delivered with our signature counseling methods, and associated development activities.

ARTICLE II QUALIFICATION FOR MEMBERSHIP

Section 1

The field of membership shall be limited to:

- (a) Individuals who reside or work in the State of Vermont, and who support this credit union's mission;
- (b) Owners of businesses located in Vermont, and who support this credit union's mission;
- (c) Religious or non-profit organizations serving low-income Vermonters, and employees, volunteers, members or clients of said organizations;
- (d) Employees of this credit union; and
- (e) Relatives of individuals who qualify for membership under (a), (b), (c) or (d).

Section 2

The Board of Directors shall appoint one or more membership officers from among the members of the credit union other than the treasurer, an assistant treasurer, the chief executive officer, an assistant chief executive officer, or a loan officer, who is/are authorized to approve applications for membership. The membership officers shall submit to the Board of Directors or the Executive Committee at each monthly meeting a

list of approved or pending applications for membership received since the previous monthly meeting.

Section 3

An applicant shall be admitted to membership when (a) a membership officer has determined that the applicant is eligible for membership; (b) the applicant has qualified as a member by purchasing at least one share of this credit union, and (c) the applicant has paid the entrance fee imposed on all members.

Section 4

A member who withdraws all his/her/its shareholdings thereby ceases to be a member.

Section 5

A member who ceases to be within the field of membership may retain his/her/its membership and all the rights and privileges thereof as long as he/she/it is in good standing.

ARTICLE III
SHARES AND DEPOSITS

Section 1

The par value of shares shall be five dollars (\$5.00). Subscriptions to shares are payable at the time of subscription. A member shall be deemed to have one fully paid share for each five dollars (\$5.00) deposited.

Section 2

Shares may be issued in the name of a minor or in trust in such way and manner as the Board of Directors may determine.

Section 3

Money paid in on shares, or installments of shares, may be withdrawn as provided in these bylaws on any day when payment for shares may be made; but the Board of Directors shall have the right at any time to require members up to give 60 days notice of intention to withdraw the whole or any part of the amounts so paid in by them.

Section 4

If any member reduces his/her/its share balance below \$5.00 and does not increase this balance to at least \$5.00 within 2 years, the Board of Directors may authorize a late charge that absorbs the member's shareholding.

Section 5

Money paid in or paid out on account of shares, deposits or thrift clubs, loans, interest, fees or charges shall be evidenced by a form of receipt or statement of account as determined by the Board of Directors.

Section 6

Withdrawals of savings may be in any manner approved by the Board of Directors and

within limits of applicable laws and regulations.

Section 7

The Board of Directors may from time to time establish rules and conditions for deposit accounts.

ARTICLE IV
MEETINGS OF MEMBERS

Section 1

The annual meeting of the members shall be held during the first six months of the calendar year. The Board of Directors shall designate a time and place for this meeting that is likely to be convenient to members.

Section 2

At least fourteen (14) days before the date of any annual or special meeting of the members, the Secretary shall cause written notice of the meeting to be posted in a conspicuous place in the office of this credit union where it may be read by the members. Additionally, notice of any annual or special meeting shall be delivered to each member in a manner consistent with the Vermont Nonprofit Corporation Act, Title 11B, Vermont Statutes Annotated. Notice may be given electronically if the member has specifically requested or consented to electronic notice. Notice of any special meeting shall state the purpose for which it is to be held, and no business other than that related to this purpose shall be transacted at the meeting.

Section 3

Special meetings of the members may be called by the Board of Directors, the chairperson of the Board of Directors, or by the Supervisory Committee in accordance with statute. A special meeting shall be called at the request in writing of one-third of the active members addressed to the Board of Directors with a proposed agenda. The notice of any special meeting shall be given as provided in Section 2 of this Article.

Section 4

The order of business at annual meetings of members shall be:

- (a) Ascertainment that a quorum is present;
- (b) Incorporation into the minutes of proof of notice of the meeting;
- (c) Reading and approval (after correction, if necessary) of the minutes of the last meeting
- (d) Report of directors;
- (e) Report of the Chief Executive Officer;
- (f) Report of the Chief Financial Officer or designated Senior Finance Manager;
- (g) Report of the Supervisory Committee;
- (h) Unfinished business other than elections;
- (i) New business other than elections;
- (j) Election of directors;
- (k) Limits of borrowing power;
- (l) Adjournment.

The members assembled at any annual meeting may suspend the above order of business upon a majority vote of the membership present at the meeting.

Section 5

Except as hereinafter provided, at any annual or special meeting fifteen (15) members shall constitute a quorum. If no quorum is present, an adjournment may be taken to a date not fewer than seven (7) or more than fifteen (15) days thereafter. Before the adjournment, the date, time, and place for the adjourned meeting shall be announced. The members present at any such adjourned meeting shall constitute a quorum, regardless of the number of members present.

Section 6

The fiscal year of the credit union shall end on December 31.

Section 7

Each member shall have one vote, regardless of the member's shareholdings. No member may vote by proxy. A trustee shall not, as such, be entitled to vote. An organization having membership in the credit union may be represented and have its vote cast by an officer of the organization or its designated agent so authorized by the organization's governing body as evidenced by a certified copy of such authorization provided to the credit union before the vote is cast.

ARTICLE V ELECTION OF DIRECTORS

Section 1

At least thirty (30) days prior to each annual meeting, the chairperson of the Board of Directors shall appoint a Nominating Committee of not less than three (3) members. It shall be the duty of the Nominating Committee to nominate at the annual meeting at least one member for each vacancy, including any unexpired term vacancy, for which elections are being held.

Section 2

After the nominations of the Nominating Committee have been placed before the members, the presiding officer shall call for nominations from the floor. When nominations are closed, tellers shall be appointed by the presiding officer, ballots shall be distributed, the vote shall be taken and tallied by the tellers, and the results announced. All elections shall be determined by plurality vote, and shall be by ballot except where there is only one nominee for the office.

Section 3

Within ten (10) days after his/her election, each new director shall execute an oath of office using the form prepared by the Department of Financial Regulation, and one copy shall be filed with the Department within fifteen (15) days after the election or appointment.

The chairperson of the Board of Directors and the secretary shall execute a certificate of election listing the names and addresses of officers, directors, and Supervisory

Committee members using the form prepared by the Department of Financial Regulation, and one copy shall be filed with the Department within fifteen (15) days after their election or appointment.

ARTICLE VI BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1

The Board of Directors shall consist of an odd number of directors, at least five (5) and no more than eleven (11) in total. All the directors shall be members of this credit union and of legal age.

Section 2

Regular terms of office for directors shall be periods of three (3) years, provided, however, that directors shall hold office until the election and qualification of their successors. The regular terms shall be so fixed at the beginning, or upon any increase or decrease in the number of directors, that approximately an equal number of terms shall expire at each annual meeting.

Section 3

Any vacancy on the Board of Directors shall be filled by a vote of a majority of the directors then holding office. Directors so appointed shall hold office only until the next annual meeting, at which any unexpired terms shall be filled by vote of the members, and until the qualification of their successors.

Section 4

The Board of Directors shall appoint an Executive Committee consisting of an odd number of no fewer than three directors of the credit union. The Executive Committee shall meet at least monthly and as often as necessary, and shall act for the Board of Directors between meetings of the Board of Directors in all matters except for approval of policies and amendments to the organizational documents or bylaws, and subject to any conditions and limitations established by the Board of Directors. The Executive Committee shall keep complete minutes of all its actions, copies of which shall be submitted to the Board of Directors at its next meeting.

Section 5

Regular meetings of the Board of Directors shall be held at least six (6) times per year, including once each quarter, on the date, time, and place to be selected by the directors. A majority of the members of the Board of Directors shall constitute a quorum. The Executive Committee shall meet in every month in which the Board of Directors does not meet. The Board of Directors shall ratify the minutes of all Executive Committee meetings. The chairperson, or in his/her absence, the vice-chairperson, may call a special meeting of the Board of Directors at any time and shall do so upon the written request of any three directors. The chairperson, or in his/her absence the vice-chairperson, shall fix the time and place of special meetings unless the board prescribes otherwise. Notice of all meetings of the Board of Directors shall be given in such manner as the Board of Directors may from time to time prescribe.

Section 6

The Board of Directors may permit any and all directors to participate in all except one meeting per year of the Board of Directors through the use of any means of communication by which all directors participating in the meeting may simultaneously hear each other and communicate during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting.

Section 7

The Board of Directors may act without a meeting only by unanimous written consent. Written consent may be provided by email.

Section 8

The Board of Directors shall have authority for the general management of the credit union. In addition to the duties customarily performed by boards of directors, the Board of Directors:

- (a) Shall have the authority and responsibility for directing the operations, funds, and records of the credit union;
- (b) Shall authorize the employment and compensation of the Chief Executive Officer
- (c) May delegate to the Chief Executive Officer the business and operations of the credit union;
- (d) Shall appoint one or more membership officers as provided in Article II, Section 2 and review his/her/their monthly membership reports;
- (e) Shall provide a blanket fidelity bond covering the directors, officers, employees, members of official committees, attorneys at law, and other agents as required by Statute and authorize the payment of the premium therefore from the funds of the credit union;
- (f) Shall fill vacancies on the Board of Directors until successors elected at the next annual meeting have qualified.
- (g) Shall establish personnel policies, including policies for the compensation of employees;
- (h) May delegate to the Chief Executive Officer the authority to hire such persons and contract with such persons or organizations as may be necessary to carry on the business of the credit union;
- (i) Shall establish any limitations to the number of shares and amount of deposits that may be owned by a member, the limitations to apply alike to all members;
- (j) Shall approve an annual operating budget for the credit union;
- (k) Shall authorize the conveyance of property;
- (l) Shall have the power to borrow or lend money to carry on the functions of the credit union;
- (m) Shall have the power to appoint any special committees deemed necessary;
- (n) Shall determine, from time to time, the interest rates not in excess of those allowed by law that shall be charged on loans to members or, at the discretion of the Board of Directors, delegate to the Executive Committee or the Chief Executive Officer the authority to establish interest rates pursuant to policies and guidelines adopted by the governing body;
- (o) Shall establish lending policies and fix a maximum amount that may be lent with and without security to a member;

- (p) May delegate all or part of its lending authority to a credit manager, one or more loan officers, or a combination thereof, who shall review and act on all applications for extensions of credit, or for release or substitution of collateral, in accordance with the loan policy prescribed by the Board of Directors;
- (q) Shall have the authority to review a loan application denied by the credit manager or a loan officer;
- (r) Shall declare dividends on share accounts and determine the interest rate that will be paid on deposits or, at the discretion of the Board of Directors, delegate to the Executive Committee or the Chief Executive Officer the authority to establish dividend rates and interest rates that will be paid on share accounts and on deposits pursuant to policies and guidelines adopted by the Board of Directors;
- (s) Shall establish investment policies and designate an individual or entity responsible for making investments under these policies;
- (t) Shall review and approve or reject loans to members of the Supervisory Committee;
- (u) Shall suspend or remove any or all officers, or any or all members of the Supervisory or other committees from their positions on the committees for failure to perform their duties;
- (v) Shall establish and maintain a system of internal controls consistent with applicable laws and regulations;
- (w) Shall review and ratify all written policies of the credit union at least annually;
- (x) Shall perform such other duties as the members from time to time direct, and perform or authorize any action not inconsistent with statute and not specifically reserved by the bylaws to the members
- (y) Shall establish other policies as the Board of Directors deems reasonable or prudent, and such policies as required by law, by regulation, or by the Commissioner of the Department of Financial Regulation.

Section 9

The Board of Directors may by a two-thirds vote of its members at a regular or special meeting remove a director or a member of a committee appointed by the Board of Directors (a) who fails without good cause to attend three successive meetings, (b) who is no longer qualified to serve, or (c) for any of the causes enumerated in and in accordance with the statute.

ARTICLE VII

EXECUTIVE OFFICERS, OTHER OFFICERS AND MANAGERS AND THEIR DUTIES

Section 1

At the first regularly scheduled meeting of the entire Board of Directors at which a quorum is present following each annual meeting, but in no event more than thirty (30) days after the annual meeting, the directors shall elect from their own number a chairperson of the Board of Directors, and one or more vice-chairpersons, a treasurer, and a secretary. Only the treasurer and secretary may be the same individual. Unless sooner removed as herein provided, the terms of the officers shall be one year, or until their successors are chosen and have duly qualified. Any person elected to fill a vacancy caused by death, resignation, or removal of an officer shall be appointed by the Board of Directors to serve for the unexpired term of such office until his/her successor is duly elected and qualified.

Section 2

The chairperson shall preside at meetings of the members and at meetings of the Board of Directors unless disqualified through suspension by the Supervisory Committee.

Section 3

If the Board of Directors elects more than one vice-chairperson, it shall determine their rank as first vice-chairperson, second vice-chairperson, etc. The ranking vice chairperson shall exercise all the duties of the chairperson during his/her absence or inability to act.

Section 4

The Chief Executive Officer of this credit union shall be either the treasurer or another person chosen by the Board of Directors. Subject to such limitation and control as may be imposed by the Board of Directors, the Chief Executive Officer shall have custody of all funds, securities, valuable papers, and other assets of the credit union.

The Chief Executive Officer shall sign all checks, drafts, notes and other obligations of the credit union. He/she shall provide and maintain full and complete records of all assets, liabilities, income and expenses of the credit union. Within 15 days after the close of each month, he/she shall prepare and submit to the Board of Directors a financial statement showing the condition of the credit union as of the end of such months. He/she shall prepare and forward to the Commissioner of the Department of Financial Regulation such financial reports as the Commissioner may require.

Section 5

The secretary shall prepare and maintain complete minutes of all meetings of the members and of the Board of Directors. He/she shall give or cause to be given, in the manner provided for in these bylaws, proper notice of all the meetings of the members and shall perform such other duties as he/she may be directed to perform by the Board of Directors not inconsistent with the provisions of statute or these bylaws.

Section 6

The treasurer shall oversee the credit union's finances and reports to the members on the credit union's financial condition.

Section 7

The membership officer or membership officers shall be appointed from among the members of the credit union by the Board of Directors. The following may not be appointed membership officers: the treasurer, an assistant treasurer, the chief executive officer, an assistant chief executive officer, or a loan officer. Membership officers are authorized to approve applications for membership. Membership officers shall submit to the Board of Directors or the Executive Committee at each monthly meeting a list of approved or pending applications for membership received since the previous monthly meeting.

Section 8

The Board of Directors shall appoint a credit manager and one or more loan officers to review and act on all applications for extensions of credit, or for release or substitution of collateral, in accordance with the loan policy prescribed by the Board of Directors. The

credit manager and/or loan officers shall provide to the Board of Directors on at least a monthly basis with a complete listing of all applications for extension of credit or for release or substitution of collateral that were reviewed and acted upon, or alternatively, inform the Board of Directors that such information is available on request.

ARTICLE VIII SUPERVISORY COMMITTEE

Section 1

The Supervisory Committee shall be appointed by the Board of Directors and shall consist of three (3) members of the credit union in good standing none of whom shall simultaneously serve as a director or officer of this credit union or be regularly employed by this credit union.

Section 2

At the first regularly scheduled meeting of the entire Board of Directors at which a quorum is present following the annual meeting of members, the directors shall appoint members to fill any vacancies on the Supervisory Committee.

Regular terms of office for Supervisory Committee members shall be three (3) years, provided however that Supervisory Committee members shall hold office until the election and qualification of successors. The terms of office of Supervisory Committee members shall be staggered so that, insofar as possible, an equal number expires each year.

Any vacancy on the Supervisory Committee shall be filled by a vote of a majority of the directors then holding office. Supervisory Committee members so appointed shall hold office until the first meeting of the board following the annual meeting of members or until the appointment of their successors.

Within ten (10) days after being appointed, each new Supervisory Committee member shall execute an oath of office on a form prepared by the Department of Financial Regulation. Within fifteen (15) days after the appointment, copies of the oaths of office and the certificate of election form including names and addresses of Supervisory Committee members shall be filed by the chairperson and treasurer of the credit union with the Department of Financial Regulation.

Section 3

The Supervisory Committee shall be responsible for ensuring that members of senior management and directors meet required financial reporting objectives and establish practices and procedures sufficient to safeguard members' assets.

The Supervisory Committee shall make or cause to be made a comprehensive annual audit of the books and affairs of the credit union and shall have the sole authority to engage or terminate outside and internal auditors.

The Supervisory Committee shall perform or cause to be performed a verification of members' accounts at least once every two years.

Section 4

The Supervisory Committee shall meet as often as necessary and at least annually and shall keep complete minutes of all its meetings, including the names of those members present.

Section 5

The Supervisory Committee shall have the power to suspend at any time, by a two-thirds vote of its members at a meeting called for that purpose, any director, member of a committee appointed by the Board of Directors, officer, or agent for cause. The suspension shall take effect immediately and the Commissioner shall be notified promptly of such suspension. Not later than seven (7) business days after the effective date of the suspension, the Supervisory Committee shall cause notice to be given to all members of the credit union of a special meeting of members to be held for the purpose of hearing the report of the Supervisory Committee regarding the suspension and voting on removal, provided such notice shall not be given if the person who is subject to suspension resigns. The special meeting shall be held no more than twenty-one (21) business days after the date of suspension. The membership of the credit union shall have the authority to accept or reject the report of the Supervisory Committee.

The Supervisory Committee may by majority vote call a special meeting of the members to consider any violation of statute, law or regulation applicable to the credit union, the credit union's articles or bylaws, or any practice of the credit union deemed unsafe or unauthorized by the Supervisory Committee.

Notice for such meetings shall be given in accordance with Article IV Section 2 of these bylaws.

ARTICLE IX
GENERAL

Section 1

All power, authority, duties and functions of the members, directors, officers and employees of this credit union, pursuant to the provisions of these bylaws, shall be exercised in strict conformity with the provisions of applicable law and regulations, and of the charter and bylaws of this credit union.

Section 2

The officers, directors, members of committees, and employees of this credit union shall hold in strictest confidence all transactions of this credit union with its members and all information respecting their personal affairs, except to the extent deemed necessary by the Board of Directors in connection with the making of loans and the collection thereof.

Section 3

Notwithstanding any other provisions in these bylaws, any director, committee member, officer or employee of the credit union may be removed from office by the affirmative

vote of two-thirds of the members present at a regular or at a special meeting called for the purpose, but only after an opportunity has been given to be heard.

Section 4

When any executive or membership officer is absent, disqualified, or otherwise unable to perform the duties of his/her office, the Board of Directors may designate another member of the credit union to act temporarily in his/her place. The board may also designate another member or members of the credit union to act temporarily on any committee when necessary in order to obtain a quorum, and record this appointment in the minutes.

Section 5

The Board of Directors shall adopt a written conflict of interest policy that includes provisions addressing transactions with insiders, employees, volunteers, and their immediate family members, and other persons having a common ownership, investment, or other pecuniary interest in a business enterprise with such insiders and immediate family members of such persons.

An extension of credit to an insider, other than a residential real estate loan secured by a first lien on property that is owned or will be owned by the insider as a primary residence, shall require the approval of the Board of Directors if such insider is the debtor, guarantor, endorser, or cosigner of the extension of credit. If the insider is a member of the Board of Directors, an extension of credit shall require the approval of the Supervisory Committee as well as the approval of the non-interested members of the Board of Directors.

Notwithstanding the foregoing, aggregate loans to an insider in an amount less than \$25,000 may be approved solely by a majority of the non-interested members of either the Supervisory Committee or the Board of Directors.

Section 6

All books of account and other records of the credit union shall at all times be available to the directors and members of the Supervisory Committee of the credit union. The charter and bylaws of the credit union shall be made available for inspection by any member.

ARTICLE X OPERATIONS FOLLOWING A NATIONAL EMERGENCY OR DISASTER

Section 1

In the event of an attack on the United States or other emergency situation the officers and employees of this credit union shall continue to conduct the affairs of the credit union under such guidance from the directors as may be available and subject to conformance with any governmental directives during the emergency.

Section 2

In the event of an attack on the United States or other emergency situation of sufficient severity to prevent the conduct and management of the affairs and business of the credit union by its regularly elected directors, officers, and properly constituted committees as contemplated by these bylaws, any three available members of the then incumbent Board of Directors shall constitute a quorum of the Board of Directors for the full conduct and management of the affairs and business of the credit union. In the event of the

unavailability at such time of three members of the Board of Directors, the vacancies, in order to provide a quorum of three shall be filled as follows:

- (a) If the regularly elected chairperson or a regularly elected vice chairperson is not available, the available person who is highest on the succession list for chairperson last authorized by the Board of Directors shall automatically become an acting director if he/she is not a member of the board and acting chairperson.
- (b) If the regularly elected treasurer is not available, the available person who is highest on the succession list for treasurer last authorized by the Board of Directors shall automatically become an acting director if he/she is not a member of the board and acting treasurer.
- (c) If a third director is necessary to make a quorum, he/she shall be the next highest available person on the succession list for chairperson or upon the exhaustion of such list, the next highest available person on the succession list for treasurer. The quorum of the Board of Directors, as regularly constituted or as constituted above, shall appoint additional directors as necessary to provide for a full board of seven members, provided that: if there is available an even number of regularly elected directors in excess of five, the Board of Directors shall appoint one additional director, in which case a quorum shall then be a majority of the full Board of Directors as thus constituted. Persons selected as provided in this section shall hold office only until their successors are elected at the next annual meeting or at a special meeting called for that purposes and until the qualifications of their successors, provided that a person selected pursuant to subsection (a) shall hold office as acting chairperson and as acting director only until the regularly elected chairperson or regularly elected vice chairperson becomes available; and that the person selected pursuant to subsection (b) shall hold office as acting treasurer and as acting director only until the regularly elected treasurer becomes available. This bylaw shall be subject to implementation by resolutions by the Board of Directors passed from time to time for that purpose, and any provisions of these bylaws (other than this section) and any resolutions which are contrary to the provisions of any such implementary resolutions shall be suspended until a regularly constituted Board of Directors can be obtained.

ARTICLE XI AMENDMENTS OF BYLAWS AND ARTICLES OF ASSOCIATION

Section 1

Amendments to these bylaws may be adopted by the affirmative vote of two-thirds of the authorized number of members of the Board of Directors at any duly held meeting provided that members of the Board of Directors and credit union members have received written notice of the meeting and a copy of the proposed amendment or amendments at least seven (7) business days before the meeting. Notices may be delivered to members in accordance with Article IV Section 2 of these bylaws.

The credit union shall file with the Commissioner of the Department of Financial Regulation, within ten (10) days of its adoption, one copy of any proposed amendment. Any amendment to the bylaws shall become effective only upon the written approval of the Commissioner.

Section 2

Amendments to the articles of association of the credit union may be adopted by the affirmative vote of two-thirds of the authorized number of members of the board at any duly held meeting provided that each director and each member must have received at least seven (7) business days before the meeting written notice of the meeting including a text of the proposed amendment. Notices may be delivered to members in accordance with Article IV Section 2 of these bylaws.

The credit union shall file with the Commissioner of the Department of Financial Regulation, within ten(10) days of its adoption, one copy of any proposed amendment. The credit union shall not amend its articles of association without the written approval of the Commissioner. Following the Commissioner's approval of the amendment, the credit union shall submit the amendment to the Secretary of State for filing.