

BYLAWS
RAYMORE CREDIT UNION
ARTICLE 1 - MEANING OF TERMS

1.1 Defined Terms

As used in these Bylaws, the following terms have the definitions set forth below:

(a) "Act" means *The Credit Union Act, 1998*, as amended or replaced from time to time;

~~(b) "Annual Meeting" means the Annual Meeting required under *The Credit Union Act, 1998*;~~

~~(c) "Articles" means the articles of incorporation, articles of continuance, articles of amalgamation, articles of revival, articles of arrangement, and articles of dissolution and amendments to or restatements of the articles that may be made pursuant to the Act;~~
~~(b) —~~

~~(d) "At Large" means the position of Director election of members of the Board which is elected by the all members and not limited to members in any particular place or District;~~

~~(e) "Board" means the board of directors of the Credit Union;~~

~~(e) "Chair" means the President of the Board;~~

~~(f) "Credit Union" means Raymore Credit Union;~~

~~(g) "Directors" means member of the Board and "Director" means any one of them;~~

~~(d)(h) "Fundamental Change" means a fundamental change as defined by the Regulations;~~

~~(e) "Basis of business done with or through the Credit Union" means and is determined in the manner set forth in *The Credit Union Act, 1998*, as amended from time to time for determining and calculating patronage returns;~~

~~(f) "Business Area" means and is determined with reference to the geographical area primarily serviced by the Branch and/or the residences of the members whose accounts are located at that Branch;~~

~~(g) "Primary Account" means and is determined with reference to the quantity and value of services and deposits handled in that account;~~

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~~(h)~~(i) "Primary Financial Institution" means and is determined with reference to the quantity and value of services and deposits handled between accounts at the Credit Union ~~and elsewhere~~ as compared to all other financial institutions;

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~~(i)~~(j) "Proposal" means a proposal as defined by Section 85 of ~~The Credit Union Act, 1998~~ the Act;

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~~(j)~~ "Fundamental Change" means a fundamental change as defined by the ~~Regulations~~;

~~(k)~~ "Regulations" means the regulations to ~~The Credit Union Act, 1998~~ the Act as amended or enacted from time to time;

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~~(k)~~(l) "Spouse" means a spouse as defined by ~~The Family Property Act (Saskatchewan)~~, as amended from time to time;

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~~(i)~~(m) "Voting Period" means the period for voting for election of Directors or voting on a Fundamental Change as set by ~~the Board pursuant to~~ the Regulations;

~~(m)~~ "Key Management Person" means and includes an individual who is employed in an executive management position in the Credit Union or is a Director of the Credit Union.

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1.2 Other Terms

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Other terms, whenever used in these Bylaws, shall have the respective meanings ascribed to each such term in ~~The Credit Union Act, 1998 as amended from time to time~~ the Act.

ARTICLE 2 - HEADINGS

2.1 Headings

The Section headings used in these Bylaws are not substantive and are included solely for convenience of reference only.

ARTICLE 3 - MEMBERSHIP

3.1 Qualification

Subject to the Articles, membership in the Credit Union is open to all persons.

3.2 Minimum Membership Shares

All persons wishing to become a member shall hold a minimum of one ~~(1)~~ membership share.

ARTICLE 4 - ASSIGNMENT

4.1 Assignment

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Shares and other similar interest(s) may only be assigned or transferred with the approval of the Board ~~of Directors~~.

ARTICLE 5 – DIRECTORS

5.1 Number of Directors

The minimum number of Directors shall be five (5) and, subject to the Articles, the maximum will be nine (9).

5.2 Election of Directors

~~(a)~~ Election of Directors At Large

Directors will be elected At Large.

Members will elect seven (7) Directors.

5.3 Qualifications of Directors

In addition to the qualifications set out in the Act in order to qualify for appointment, election or remaining in office as a Director, nominees and Directors shall have the following qualifications:

~~Each Nominee and Director shall:~~

- (a) have been a member of the Credit Union for a minimum of three (3) years at the closing date for nominations ~~as at the Closing Date for Nominations~~;
- (b) use the Credit Union as his/her/their Primary Financial Institution;
- (c) not be an individual or spouse of an individual involved in legal proceedings against the Credit Union or any of its affiliates or subsidiaries, in the previous seven (7) years;
- ~~(d)~~ not be a spouse of a person involved in legal proceedings against the Credit Union or any of its affiliates or subsidiaries;
- ~~(e)~~(d) not have any loans or credit in arrears, (in excess of 120 days) with the Credit Union in the previous year or have any judgment registered against them;
- ~~(f)~~(e) Not have been involved in an ownership capacity with any group or organization that caused losses to the credit union through write-offs, collection costs ~~and or~~ legal costs in the last seven (7) years;
- ~~(g)~~(f) not be have been an employee or spouse of an employee or Director of the Credit Union within 2436 months of the Closing Date for nominations;
- ~~(h)~~(g) not be a Director or employee ~~—executive officer~~ of a business selling competitive products or services except as a representative of the Credit Union; and
- ~~(i)~~(h) not be a spouse of an employee or Director of the Credit Union not otherwise be disqualified pursuant to the Act.

5.4 Nominations of Directors

- (a) The Board ~~of Directors~~ will advertise the opening and closing date for

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the nominations of ~~D~~irectors, which will be set at least 28 days before the start of the scheduled Voting Period.

- (b) Nominations will close 14 days before the Voting Period.
- (c) Nominations will not be accepted after the closing date for nominations.
- (d) All nominees must sign a nomination paper confirming that the nominee meets the eligibility requirements set out in of the Act and these Bylaws.

~~The Board shall establish specific policies and procedures in connection with the nominating committee functions including establishing guidelines and criteria for determining suitable candidates based on skill, experience and attributes.~~

(e) The Board shall appoint a nominations committee and shall establish specific policies and procedures in connection with the nominations committee's functions. A current director who is proposing to seek re-election to the Board cannot be a member of the nominations committee in the year in which they will be required to be re-elected.

(f) The Board may, on the recommendation of the nominations committee or by its own design, subject to the Act, enact rules or policies to govern the nominations and electoral process for candidates including establishing guidelines and criteria for determining suitable candidates based on skill, experience and attributes. Each candidate shall abide by all such rules and policies, failing which, the candidate may, by a resolution of the Board, be removed from the list of candidates eligible for election to the Board.
(e)

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5.5 Conduct of Elections

- (a) Election of ~~D~~irectors will take place during the Voting Period;
- (b) The Voting Period will be set annually by the Board ~~of Directors~~;
- (c) The Voting Period will be not less than 7 days or more than 21 days in length and shall begin not more than 28 days or end less than 7 days before the Annual Meeting;
- (d) Voting for ~~D~~irectors will be conducted by secret ballot in the manner which is approved by the Board ~~of Directors~~. The manner of voting may include but is not limited to voting polls, in branch voting, mail in or electronically or by all such methods. If the Board ~~of Directors~~ authorizes electronic voting for ~~D~~irectors, a member may vote at a polling station within a credit-Credit union-Union branch;
- (e) Each member eligible to vote is entitled to one vote;
- (f) Where a member votes for more or less than the number of ~~D~~irectors to be elected on the ballot, that ballot is not counted;
- (g) Ballots shall be counted by the ~~R~~eturning ~~O~~fficer prior to the Annual Meeting and successful candidates will be announced at the Annual Meeting. A Resolution for destruction of ballots shall be ~~made-moved~~ at the Annual Meeting; and

~~(h) All other procedures not specified under these Bylaws shall be conducted in accordance with and as provided in the Act and/or Regulations.~~

~~(h) If a meeting is scheduled at which business is to be conducted during the Voting Period for election of Directors, and the credit union is permitting electronic voting, a member or shareholder shall be allowed to participate in such meeting by means of telephonic, electronic or other communication facility and vote in person if participating in the meeting in person.~~

5.6 Term of Office

~~(a) After the expiry of the initial term, all ~~D~~Directors will be elected for a term of three years.~~

~~(b) The term of office of a ~~D~~irector appointed as the result of an amalgamation or arrangement shall be specified in the applicable amalgamation agreement.~~

~~No person elected to the Board of Directors shall serve for more than four consecutive terms of three years each. A board member is ineligible for nomination for one year following the completion of the four consecutive terms.~~

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5.7 Removal of Directors

(a) Removal by Members

Members may remove a ~~D~~irector by a two thirds of the votes cast at a meeting.

(b) Disqualification

A ~~D~~irector who fails to attend a minimum of 75% or three ~~(3)~~ consecutive meetings of the regularly called Board's ~~of Directors'~~ meetings in any one ~~(1)~~ year without just cause is disqualified to remain as a ~~D~~irector. The Board ~~of Directors~~ shall determine good cause.

Any person removed by members or disqualified for failing to attend the minimum number of meetings is also disqualified from any committee or representative body that requires an individual to be a ~~D~~irector.

5.8 Vacancies

~~In the event of a vacancy on the Board for any reason other than by virtue of the expiration of the term of a ~~D~~irector in the ordinary course, the Board may fill a vacancy on the Board by appointing a ~~D~~irector to serve on the Board until the next Annual Meeting.~~

~~The Board of Directors may fill a vacancy on the board until the next Annual Meeting provided there is a quorum.~~

5.9 Remuneration

Directors shall be reimbursed for expenses incurred in connection with Director duties. Directors may be paid a per diem for attending Board or ~~Committee~~ Committee meetings or for performing official ~~Director or Committee~~ functions at rates established by the Board ~~of Directors~~ from time to time. The Board ~~of Directors~~ may also establish and pay reasonable annual or monthly retainer fees in addition to or in lieu of per diems.

ARTICLE 6 – MEETINGS OF MEMBERS

6.1 Conduct

If approved by the Board, meetings of members may be held using telephonic, video, electronic or other communication facilities. Unless a chair is otherwise appointed, the President or any other Director designated by the Board ~~of Directors~~ shall preside over all meetings of the Credit Union and the Board.

6.2 Voting on a Fundamental Change

(a) Voting on a resolution respecting a Fundamental Change will be conducted by secret vote or ballot in the manner which is approved by the Board. The manner of voting may include but not limited to in person, electronic voting, by mail or by any other approved voting method during a Voting Period established by the Board.

(b) If the Credit Union authorizes electronic voting on a Fundamental Change during a Voting Period a member shall be allowed to participate in the meeting at which the resolution is presented and vote by means of telephonic, video, electronic or other communication facility facilities and vote in person if participating in the meeting in person.

(c) Each member is entitled to one (1) vote. All votes must be received during the Voting Period. The returning officer shall announce the results of the voting on the resolution to approve the Fundamental Change ~~on the next~~ within three (3) business days after the close of the Voting Period.

(d) The meeting at which the resolution to approve a Fundamental Change is presented and considered is not concluded until after expiry of the Voting Period and the counting of all votes cast by the voting methods authorized by the Board.

6.3 Voting Generally

(a) At any meeting of members, every question shall, unless otherwise required by the Act, Articles or these Bylaws, be determined by the majority of the votes cast on the question. In case of an equality of votes, the motion shall be lost.

(b) ~~With the approval of the Board, Voting at a meeting conducted using telephone, video, electronic or other communication facilities shall be by any means that will identify the voter and vote cast to the returning officer appointed for such location.~~

(c) If voting at a meeting of members is to be held by way of electronic

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voting, voting by mail or other voting method or any combination thereof, the returning officer shall ensure that the voting system used by the Credit Union:

- (i) is able to maintain a register of all members who have voted and is able to identify all members who voted;
- (ii) records and counts votes in a manner that permits their subsequent verification;
- (iii) prevents members from casting more than one vote or ballot;
- (iv) processes and stores the results of all votes cast during the Voting Period; and,
- (v) permits the votes to be recorded and counted without revealing how the individual members voted.

(c) No member who is less than 16 years of age is entitled to vote. A member who is not an individual may vote through a representative where that member gives the Credit Union notice of the appointment of the representative at least 48 hours before the meeting at which the representative is to vote on behalf of the member.

~~If approved by the Board, voting at a meeting conducted using telephonic, electronic or other communication facilities shall be by show of hands or secret ballot or by any other means that will identify the voter and vote cast to the Returning Officer appointed for such location.~~

6.34 Location

~~Meetings of the Credit Union may be held at more than one location.~~ If approved by the Board, meetings may be held separately or simultaneously at more than one location. Where arrangements are made for members to participate in the meeting through electronic, video, telephonic or other communication such meeting is considered to be a meeting in one location.

6.45 Meetings at More than One Location

~~For meetings at more than one (1) location, members may only vote once on any question. The returning officer will keep lists of members who registered to vote at each location and may deny registration to any member who previously registered at another location.~~

~~For meetings at more than one location, members should attend and vote at the meeting for their Branch. Members may only vote once on any question. The Returning Officer will keep lists of members who registered to vote at each Branch and may deny registration to any member who previously registered at another Branch.~~

6.56 Resolutions for Meetings at More than One Location

Votes on resolutions will be held at each meeting location and the resolution will only pass if the aggregate of the votes cast in all meetings locations is sufficient to pass the resolution. Resolutions from the floor are not permitted.

6.67 Proposals

All Proposals must be submitted in the time and manner prescribed by the Act

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~~The Credit Union Act, 1998.~~ Resolutions that have not been presented in the time and manner required for Proposals may, at the discretion of the ~~Chair of the meeting~~, be presented and debated at an Annual Meeting. Any such resolution is non-binding and will be received by the Board for informational purposes only.

~~6.78~~ Annual Meeting Agenda

The Annual Meeting agenda may include the following items of business in addition to those specified by the Regulations.

- (a) Announcement of successful candidates from the conduct of Board elections ~~(for Branch or At Large elections);~~
- (b) Other business including presentment and debate of non-binding resolutions;
- (c) Other specific agenda items (e.g. A amendment to Bylaws).

~~6.89~~ Notice of Meetings

Notice of Meetings may be provided by all methods authorized or permitted under the Act or Regulations.

~~6.910~~ Other Meetings

The Credit Union may hold semi-annual or other periodic meetings of the members.

~~6.101~~ Quorum

The quorum at an ~~annual~~ Annual Meeting or special meeting of members:

- (a) is fifteen (15) members entitled to vote; and
- (b) where the meeting is held at more than one (1) location, is not less than ten (10) members who are entitled to vote at each location.

~~6.11~~ Voting on a Fundamental Change

~~(a) Voting on a resolution respecting a Fundamental Change will be conducted by secret ballot in the manner which is approved by the Board of Directors. The manner of voting may include but not limited to, in person, electronic voting, by mail or by any other approved voting method during a Voting Period established by the Board of Directors.~~

~~(b) If the board authorizes electronic voting on a resolution to approve a Fundamental Change, the credit union must allow a member to vote at a polling station within a credit union branch.~~

~~(c) If the credit union authorizes electronic voting on a Fundamental Change during a Voting Period a member shall be allowed to participate in the~~

~~meeting at which the resolution is presented and vote by means of telephonic, electronic or other communication facility and vote in person if participating in the meeting in person.~~

~~(d) — Each member is entitled to one vote. All votes must be received during the Voting Period. The Returning Officer shall announce the results of the voting on the resolution to approve the Fundamental Change within three (3) business days after the close of the Voting Period.~~

~~(e) — The meeting at which the resolution to approve a Fundamental Change is presented and considered is not concluded until after expiry of the Voting Period and the counting of all votes cast by the voting methods authorized by the Board of Directors.~~

ARTICLE 7 - COMMITTEES

7.1 The Board may appoint any ~~person individual~~ to a ~~Committee~~committee.

ARTICLE 8 – TERMINATION OF MEMBERSHIP

8.1 ~~If the Board resolves to terminate any member, the member may appeal such termination to the members in accordance with the Act. On any appeal from termination of membership, a vote to rescind the decision of the Board of Directors must be passed by 75% of the members present at the membership meeting.~~

ARTICLE 9 – REDEMPTION OF MEMBERSHIP SHARES

9.1 When a member withdraws or is terminated from the Credit Union for whatever reason, all shares and other interests in the Credit Union shall be paid to the member not later than one (1) year after the effective date of withdrawal or termination; provided the Credit Union is solvent or that such withdrawal will not cause insolvency.

9.2 Where a member has a loan ~~or other credit~~ with the Credit Union, all ~~proceeds of redemption of~~ shares and other interests shall first be applied to the repayment of the loan ~~or credit~~ with any balance remaining to be paid to the member.

ARTICLE 10 – MEMBERSHIP CERTIFICATE

10.1 Membership share certificates need not be issued to members.

ARTICLE 11 – SERVICES TO NON-MEMBERS

11.1 The Board may determine from time to time what services may not be provided to non-members.

ARTICLE 12 – ALLOCATION OF SURPLUS

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- 12.1** The Board shall determine annually the percentage of the patronage return allocated for members in any given financial year to be applied to the purchase of membership shares of the Credit Union.
- 12.2** Members shall be informed in writing of the number of shares purchased or to be purchased.
- 12.3** Issuance of shares shall be with the approval of the Board or in a manner approved by the Board.
- 12.4** The ~~credit union~~Board may allocate a portion of surplus arising from the operation of the ~~eCredit #U~~ion to non-members.
- 12.5** Any closed or terminated account will not qualify for any dividend or patronage returns declared by the Board at a subsequent date.

ARTICLE 13 – BUSINESS WITH THE CREDIT UNION

- 13.1** Members may do business with the credit union at any ~~B~~branch of the ~~credit Credit union-Union~~ and nothing in these Bylaws is intended to or shall be interpreted to restrict the member from conducting business at any ~~B~~branch.

ARTICLE 14 – CHARGE AND SETOFF

- 14.1** The Credit Union has a charge on all membership shares including any joint membership share for a debt of the member and may apply such shares or monies standing to the credit of the member towards payment of such debt.

We hereby certify that the existing ~~Bylaws-bylaws~~ of Raymore Credit Union have been ~~rescinded-amended~~ and replaced with the ~~attached-within~~ Bylaws. These Bylaws have been duly authorized by the members of the Credit Union, at the Annual Meeting held on ~~April 19~~_____, 202~~4~~5.

Dated at Raymore, Saskatchewan, this ~~27th~~_____ day of ~~April~~_____, 202~~4~~5.

President

Secretary