

1301:9-2-02

**Voting by the membership.**

- (A) Voting by proxy or by mail ballot by members is permitted if a provision for the use thereof and minimum standards are contained in the credit union's code of regulations.
- (B) The form of any proxy or mail ballot shall have the prior written approval of the superintendent. If a credit union is using a division approved form of proxy or ballot for an annual meeting regarding the election of directors, then pre-approval is not required. The credit union must send a copy of the proxy or ballot to the superintendent.
- (C) Irrespective of whether a vote is accomplished by actual vote, mail ballot, electronic ballot, by proxy, or other means approved by the superintendent, only qualified members may vote. Each qualified member is entitled to one vote on each matter properly submitted to the membership. The credit union may use any identifiable method or code unique to the member that verifies the member's identification to vote. If a member does not have access to an electronic ballot, the member must be provided a paper ballot on request.
- (D) At a minimum, the form of the proxy shall provide for the date of execution, name of member, and any identifiable method or code unique to the member that verifies the member's identification to vote; shall, in bold type, indicate whether the proxy is solicited on behalf of management; and shall clearly and impartially identify each matter or group of related matters intended to be acted upon, whether proposed by the management or by shareholders. No appointment of a proxy shall be valid after the expiration of eleven months from the time it is issued.
- (E) A proxy may confer discretionary authority to vote with respect to any of the following matters:
  - (1) Matters of which the persons soliciting the proxy are unaware, provided that a specific statement to that effect is made in the proxy statement or form of proxy.
  - (2) Approval of the minutes of the prior meeting if such approval does not amount to ratification of the action taken at that meeting.
  - (3) Matters incidental to the conduct of the meeting.
- (F) At a minimum, the form of the mail ballot shall provide for the final date of submission, name of member and any identifiable method or code unique to the member that verifies the member's identification to vote and shall clearly and impartially identify

each matter or group of related matters intended to be acted upon, whether proposed by the management or by members.

Five Year Review (FYR) Dates:

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Certification

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Date

Promulgated Under: 119.03  
Statutory Authority: 1733.41  
Rule Amplifies: 1733.13  
Prior Effective Dates: 12/31/75, 9/1/79, 2/11/88, 7/1/06, 3/22/12