



State of Wisconsin
Department of Financial Institutions

Tony Evers, **Governor**

Kathy Blumenfeld, **Secretary**

March 19, 2020

TO: ALL WISCONSIN STATE-CHARTERED CREDIT UNIONS
RE: ANNUAL MEETINGS IN 2020

Section 186.06 (1) of the Wisconsin Statutes states that the annual meeting and any special meeting of the members of a credit union shall be held in the manner provided by the bylaws.

The 2017 model bylaws address the annual meeting in Article IV, Section 2. *“The Credit Union shall hold an annual meeting of the members before July 1 of each year at such time and place as the Board shall designate.”*

The Office of Credit Unions (OCU) has sent out various letters related to the [COVID-19](#) virus. Those letters encouraged credit unions to reschedule the member meeting for closer to the July 1 deadline and advised credit unions to develop plans and procedures to conduct the annual meeting remotely.

While we recognize that the annual meeting is important, it is not as important as the health of your staff and members. On March 17, Governor Tony Evers [directed](#) the Department of Health Services to issue [Emergency Order #5](#) prohibiting mass gatherings of 10 or more people, with a few [exemptions](#), to slow the spread of COVID-19.

The current COVID-19 pandemic is forcing everyone to make adjustments to the way they operate. Each credit union is unique and must plan and operate according to their unique circumstances. Thus, the OCU is providing additional guidance regarding flexibility in scheduling and conducting your 2020 annual meeting. Please consider the following:

- 1) **Conduct the meeting without physical member attendance.**
 - Is it feasible to conduct a virtual meeting?
 - Is it possible to distribute meeting materials to members via mail or email? Or post meeting materials to your financial institution’s website?
 - If voting is required, is it possible to establish a system to provide and receive ballots electronically or otherwise, and tabulate those ballots?
 - Is it possible to get a quorum?
 - Do members have the ability to speak and communicate during the meeting?

- 2) **Postpone the meeting.** If it is not feasible to conduct a meeting virtually, consider postponing until later this summer or fall. OCU examiners will not cite this as a violation of your bylaws at your next examination. Just inform the OCU (in writing) that you are postponing the meeting. If you have a rescheduled date, indicate the date.

Office of Credit Unions

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- 3) **Elections.** Be mindful of the election of directors. In Article V, Section 3, 4 or 5 of the model bylaws, the election method for directors is documented. For reasons of public health emergency, the OCU will relieve those requirements and consider allowing alternative methods if the election can be done fairly and with full member participation. If the election cannot be done fairly or with full member participation and/or is contested, it may be best to postpone the annual meeting.

In this letter, I have cited the 2017 model bylaws. However, if you have not adopted the 2017 model bylaws, please refer to your current bylaws. If you need a copy, let the OCU know via email or phone.

The OCU will work with credit unions regarding the annual meeting particularly if you need to postpone the meeting beyond the July 1 deadline. It is important that you also communicate with your members regarding the meeting date and the manner in which the meeting will be conducted. In addition, please document any decisions regarding scheduling the annual meeting and election of directors in board meeting minutes.

Please contact the Office of Credit Unions at DFI-OCU@dfi.wisconsin.gov, or call (608) 261-9543, if you have any questions. Thank you.

Sincerely,

Kim Santos

Kim Santos
Director

