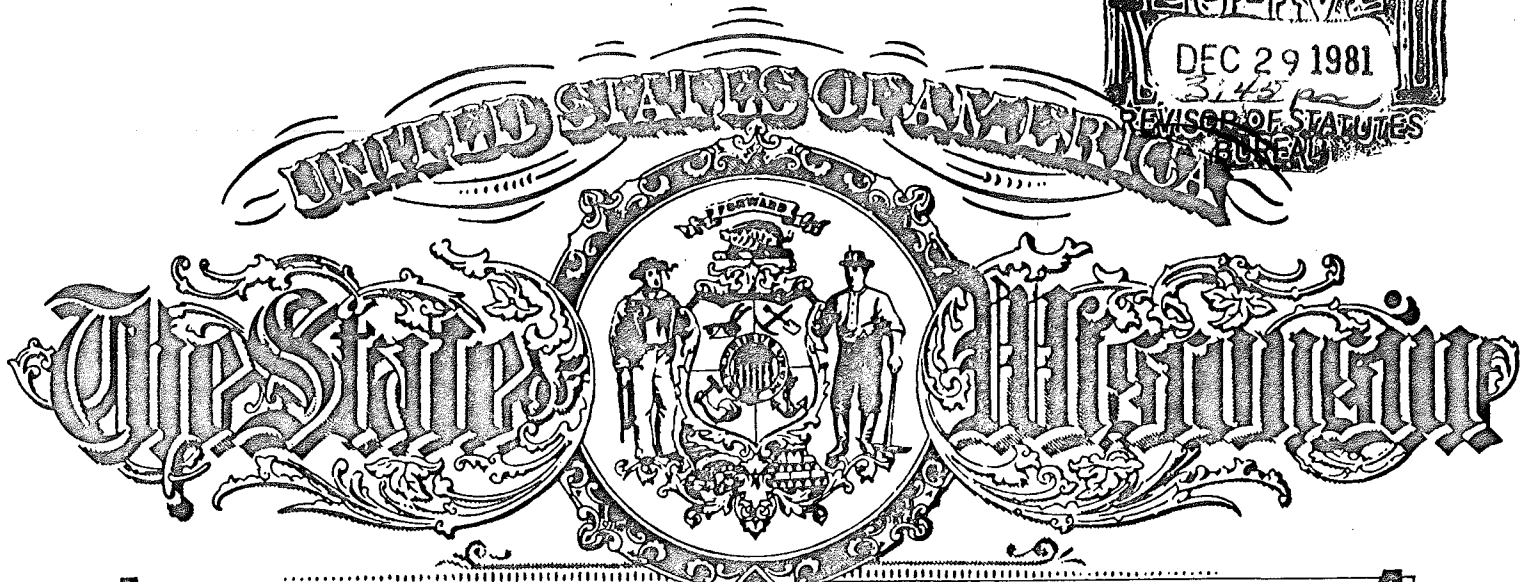
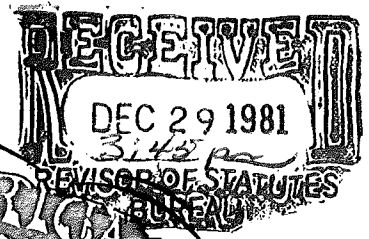


S-L 3 to 5



Office of Commissioner of Savings and Loan

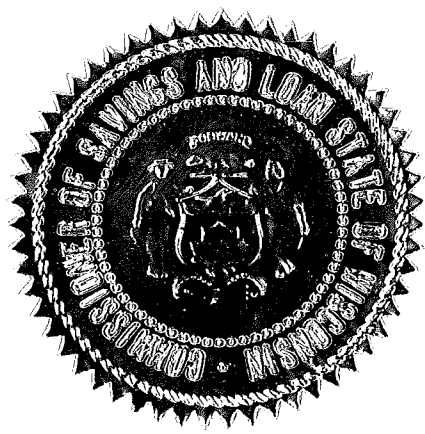
STATE OF WISCONSIN)
OFFICE OF COMMISSIONER OF SAVINGS AND LOAN) SS

ORDER NO. 112

I, R. J. McMahon, Commissioner of Savings and Loan and custodian of the official records of the Office of Commissioner of Savings and Loan, do hereby certify that the annexed Order No. 112 relating to appointment and powers of a chief executive officer of state chartered savings and loan associations, was duly approved and adopted by this office on December 16, 1981.

I further certify that the copy of the Order annexed hereto has been compared by me with the original on file in this office and that the same is a true copy thereof, and the whole of such original.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of this office in the City of Madison, this 28th day of December, 1981.



Handwritten signature of R. J. McMahon, Commissioner

ORDER OF THE
OFFICE OF THE COMMISSIONER OF SAVINGS AND LOAN
AMENDING RULES

ORDER NO. 112

WHEREAS, the rules embodied by this order were submitted to the Legislative Council staff as required under section 227.029 of the Wisconsin Statutes; and

WHEREAS, in accordance with section 227.02(e) of the Wisconsin Statutes an official notice of intent to adopt the proposed rules embodied by this order without a public hearing was published in the Wisconsin Administrative Register of August 1981; and

WHEREAS, no public hearing was held with respect to this rule since it was published under section 227.02(e) of the Wisconsin Statutes and none was requested by petition; and

WHEREAS, a final draft of the rule was approved by the Commissioner of Savings and Loan and the Savings and Loan Review Board; and

WHEREAS, on October 19, 1981, the final draft of the rule was submitted to the presiding officers of the Senate and Assembly and was referred by those officers to the appropriate standing committee on October 20, 1981 and October 21, 1981 respectively, all in accordance with section 227.018 of the Wisconsin Statutes; and

WHEREAS, neither legislative standing committee has objected to any portion of the proposed rule and the time for so doing has expired;

Now, Therefore, pursuant to the authority vested in the Commissioner of Savings and Loan and the Savings and Loan Review Board by sections 215.02(7)(a) and 227.014(2)(a) of the Wisconsin Statutes, the Office of the Commissioner of Savings and Loan hereby adopts rules as follows:

ORDER OF THE OFFICE OF THE COMMISSIONER OF SAVINGS
AND LOAN ADOPTING, AMENDING
OR REPEALING RULES

AN ORDER to amend sections 3.01(2) and (3), 4.01(1)(e) and (2) (title), (b) and (e) and (3)(a) and 5.01(1) and (4)(a) of the model bylaws contained in S-L 3.01 of the administrative code, relating to appointment and powers of a chief executive officer of a savings and loan association.

Analysis by the Office of the Commissioner of Savings and Loan

Under section 215.42 of the statutes a mutual state chartered savings and loan association must operate under bylaws which are in the form approved by the Commissioner of Savings and Loan and the Savings and Loan Review Board. The Office of the Commissioner of Savings and Loan has adopted model bylaws for mutual savings and loan associations. This rule amends those bylaws to permit either the chairperson of the board of directors or the president of the savings and loan association to serve as chief executive officer of the savings and loan association. Under the current model bylaws only the president may be appointed chief executive officer. The rule also makes a number of related changes:

1. Under the current model bylaws the president or in the president's absence a vice president would preside over any meeting of members of a savings and loan association. This rule provides that the chief executive officer shall preside or in his or her absence an officer designated by resolution of the board of directors.
2. Under the current model bylaws members of committees formed by the board of directors are appointed by the president subject to the approval of the board. This rule provides that committee members will be appointed by the chief executive officer subject to the approval of the board.
3. Under the current model bylaws a person may be appointed president of a savings and loan association only if the person is also a member of the board of directors. This rule permits any person to serve as president.
4. Under the current model bylaws the president may not also hold the office of secretary or treasurer. This rule provides instead that the chief executive officer may not hold the office of secretary or treasurer.
5. The rule substitutes the term chairperson for chairman wherever it appears in the model bylaws.

Pursuant to the authority vested in the Commissioner of Savings and Loan and the Savings and Loan Review Board by sections 215.02(7)(a), and 227.014(2)(a), Stats., the Office of the Commissioner of Savings and Loan amends rules interpreting section 215.42, Stats., as follows:

SECTION 1. Sections 3.01(2) and (3) of the model bylaws contained in section S-L 3.01 of the administrative code are amended to read:

3.01(2) SPECIAL MEETINGS. Special meetings of members may be called at any time by the chairman chairperson of the board, the president, or the board of directors. Upon the written request of members of record holding at least 10% of the aggregate savings accounts of the association, the secretary of the association, or a person designated to act in the secretary's absence, will call a special meeting to be held within 60 days after delivery of the request. All requests for special meetings must indicate the purpose for which the meeting is to be called. Written requests for special meetings must be delivered to the association's home office and addressed to its secretary.

(3) CONDUCT OF MEMBERS' MEETINGS. All meetings will be conducted in accordance with the most recent available edition of Robert's Rules of Order. The president chief executive officer, or in the president's chief executive officer's absence a vice-president an officer designated by standing resolution of the board of directors, or in ~~their~~ the absence of such an officer any person chosen by the members present, will preside over the meeting. The secretary of the association will act as secretary of all members' meetings, but in the absence of the secretary another person will be appointed by the presiding officer to act in that capacity.

SECTION 2. Section 4.01(1)(e) and (2) (title), (b) and (e) and (3)(a) of the model bylaws contained in section S-L 3.01 of the administrative code are amended to read:

4.01(1)(e) NOMINATION AND ELECTION. 1. At least 30 days before each annual meeting of members, the president chief executive officer must with the approval of the board appoint a nominating committee of three persons who are members of the association. No director may stand for reelection on a slate of candidates nominated by a committee of which he or she was a member. The committee will nominate at least one qualified member of the association to fill each vacancy on the board of directors and to succeed each director whose term will expire at the annual meeting. Nominations made by the committee must be in writing and must be signed by the members of the nominating committee.

(2)(title) MEETINGS OF THE BOARD. (b) Special meetings. Special meetings of the board of directors will be called by the secretary or a person designated to act in the secretary's absence, at the written request of the president the ~~chairman~~ chairperson of the board, or a majority of the board's members. All special meetings must be held upon at least 3 days notice to each director, unless notice is waived by each director at, before, or after the meeting. A director's attendance at a special meeting constitutes his or her waiver of notice of that meeting unless the director attends and objects at the meeting to the transaction of business because proper notice was not given. Otherwise all waivers of notice of special meetings must be in writing.

(e) Conduct of meetings. All meetings of the board of directors will be conducted in accordance with the most recent available edition of Robert's Rules of Order, unless other written procedural rules are adopted by the board. The ~~chairman~~ chairperson of the board, or in the ~~chairman's~~ chairperson's absence a director designated by the ~~chairman~~ chairperson, or in their absence any director chosen by the directors present, will chair the meeting. The act of the majority of the directors present at any meeting at which there is a quorum is the act of the board, unless the act of a greater number is required by law; the association's articles of incorporation, or these bylaws.

(3)(a) FORM COMMITTEES. Create such committees as it deems necessary and prescribe committee duties and authority. Committee members will be appointed by the ~~president's~~ chief executive officer with the approval of the board.

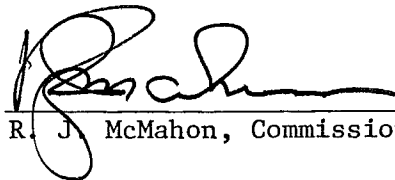
SECTION 3. Sections 5.01(1) and (4)(a) of the model bylaws contained in section S-L 3.01 of the administrative code are amended to read:

5.01(1) DESIGNATION. Each year at the meeting of the board of directors following the annual meeting of members the board of directors will elect a director to serve as ~~chairman~~ chairperson of the board and ~~a director to serve as the association's president.~~ The board will also appoint a president, a secretary, a treasurer, one or more vice presidents, and any other association officers it may deem necessary. The board will also designate the president or chairperson of the board as the association's chief executive officer. The president may be designated chief executive officer only if he or she is a director. One person may hold two or more offices, but the ~~president~~ chief executive officer may not hold the office of secretary or treasurer.

(4)(a) Chief executive officer. The ~~president~~ chief executive officer will serve on a full time basis ~~as the association's chief executive officer,~~ and is directly responsible for overseeing the association's day to day operations.

SECTION 4. EFFECTIVE DATE. This order shall take effect on the first day of the month following its publication in the Wisconsin Administrative Register.

Dated: December 28, 1981



R. J. McMahon, Commissioner