

CHAPTER 186.

DOMESTIC CORPORATIONS.

CO-OPERATIVE CREDIT ASSOCIATIONS.

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186.01 Credit union defined. The words "credit union" shall mean a corporation formed under the provisions of this chapter for the purpose of promoting thrift among its members and loaning its funds to them for provident purposes. The capital of such corporation shall be unlimited in amount.

186.015 Credit union review board. (1) For the purpose of assisting in the organization and development of credit unions and to advise the banking department in the performance of its duties under this chapter, there shall be created a credit union review board consisting of 5 members which shall have such powers and perform such duties as are prescribed by law.

(2) Members of the board shall be appointed by the governor with the advice and consent of the senate. All members of the board shall have at least 5 years' experience in the operation of a credit union. The appointments made in 1953 to fill the terms expiring in June 1953 shall be for 2 and 3 years respectively, and the appointments made in 1954 to fill the terms expiring in June 1954 shall be for 3, 4 and 5 years respectively. Thereafter members of the board shall each be appointed for a term of 5 years and until his successor shall be appointed and qualified. Vacancies shall be filled in the manner of original appointment by the governor.

(3) Members of the board shall receive no salary but shall be reimbursed for their actual expenses.

(4) The board shall meet at least once quarterly. Special meetings may be called either by the chairman or the commissioner of banks. The chairman of the board shall be elected annually by the members thereof. The commissioner of banks shall confer with the said board from time to time relative to policies and problems affecting credit unions and the banking department, and create advisory committees composed of representatives of all interested groups. Detailed minutes of each board meeting shall be kept, and the decision of the board with reference to all orders issued, or policies established by the commissioner of banks pursuant to chapter 186 shall be final.

(5) The board shall advise with the commissioner of banks, supervisor of credit unions and others in improving the condition and service of credit unions, shall review the acts and decisions of the commissioner in relation to credit unions, shall serve as an appeal board for credit unions (with the same procedure and powers as the banking review board has under chapter 220) and perform such other review functions in relation to credit unions as may be provided by law. The board shall have power to issue subpoenas, take testimony and administer oaths to witnesses.

(6) The commissioner shall employ in the banking department a competent person as supervisor of credit unions for the supervision and examination of credit unions under the direction and control of the commissioner. No person shall be eligible to such appoint-

ment unless he shall have had at least 3 years' actual experience either in conducting a credit union or serving in the credit union supervisory department of this or some other state. He shall furnish a corporate surety bond in accordance with section 220.025.

186.02 Incorporation, amendment, fees. Seven or more citizens of this state may organize a credit union by filing with the commissioner of banks articles of association in duplicate, stating the name, location and purpose of the corporation, the par value of its shares, and the names, residences and occupations of the incorporators, and paying a fee of \$5 to the commissioner. A verified copy of the by-laws adopted by the incorporators shall be filed with the articles. If the commissioner shall approve the articles and by-laws, he shall return one duplicate original of the articles to the incorporators with his approval indorsed thereon, and they shall cause the same to be recorded within 30 days in the office of the register of deeds of the county in which said corporation is to be located, and the corporation shall have no legal existence until its articles are so left for record. The register of deeds shall forthwith transmit to the commissioner a certificate stating the date when such articles were left for record, and the commissioner shall thereupon issue to the corporation a certificate of incorporation. Approval of the articles and by-laws shall be discretionary with the commissioner. In the event that the commissioner shall refuse to approve the articles and by-laws and the applicants shall feel aggrieved at such decision they may appeal to the credit union review board and the decision of said board shall be final. Amendments to the articles adopted by a vote of two-thirds of the members of the corporation present at an annual meeting or a special meeting called for that purpose may be filed with the commissioner upon payment of a fee of \$5, and if approved by him shall become effective upon being recorded in the office of the register of deeds in the same manner as the original articles. All amendments to the by-laws shall be filed with the commissioner and shall become operative only when approved by him.

186.03 Use of name exclusive. No person, partnership, association or corporation, except corporations formed under the provisions of this chapter, shall hereafter transact within this state the business authorized by this chapter, nor any business whatever under any name or title which includes the two words "credit" and "union", except that any organization whose membership is made up of credit unions may use the name, with the consent of the commissioner of banks. Violation of this section may be enjoined at the instance of the commissioner or of any credit union, and shall in addition be a misdemeanor punishable as provided in section 224.03 of the statutes.

186.04 Examination and supervision fees. (1) The commissioner of banks, with the approval of the credit union review board, shall fix the amounts to be assessed against credit unions for their supervision and the examination under and by virtue of this chapter. Such amounts shall be determined and paid as provided in this section.

(2) On or before July 15 of each year, each credit union shall pay to the state banking department an annual fee to be determined as provided in sub. (1), which shall represent as nearly as practicable its fair share of the maintenance of the credit union division of the state banking department.

(3) In addition to the annual fee, each credit union shall be assessed for the cost of every examination made, which cost shall be determined as provided in subsection (1) and shall include the pro rata amount of salaries and expenses of all examiners and other employes actively engaged in such examination, the salaries and expenses of any other person whose services are required in connection with such examination and any reports thereof, and any other expenses which may be directly attributable thereto. Any charge so made shall be paid within 30 days from the date the credit union receives notice of the assessment of such fee.

(4) Failure of any credit union to pay any amount as herein provided shall be grounds for the revocation of the charter of the credit union failing to make such payment.

(5) In the event that the amounts collected pursuant to this provision are in excess of the actual amounts necessary for the supervision and examination of credit unions in each year, such excess shall be retained by the commissioner and applied by him in reducing the amounts chargeable for ensuing years.

186.05 Bylaws. The bylaws shall prescribe:

(1) The conditions of residence or occupation which qualify persons for membership;

(2) The par value of the shares of capital stock which shall in no event be more than \$5;

- (3) The conditions on which shares may be paid in, transferred and withdrawn, the entrance fee to be paid by new members;
- (4) The method of receipting for money paid on account of shares;
- (5) The number of directors and number of members of the credit committee;
- (6) The duties of the several officers;
- (7) The time of the annual meeting of members, which shall be held within 90 days after the end of the calendar year;
- (8) The manner in which members and directors shall be notified of meetings;
- (9) The number of members which shall constitute a quorum at meetings, and
- (10) Such other regulations as may seem necessary.

186.06 Fiscal year, membership, meetings, powers. The fiscal year of every such corporation shall end at the close of business on December 31. The incorporators may pass upon and accept applications for membership until the first meeting of the members is held, and shall call such first meeting as soon as 10 persons have been admitted to membership. Special meetings may be held by order of the directors, and the secretary shall call special meetings upon request in writing by $33\frac{1}{3}$ per cent of the members. No person shall be entitled to vote who has not been a member for more than 3 months, but this restriction shall not apply during the first 12 months of the existence of the corporation, nor shall any member vote by proxy, or have more than one vote. Shares may be issued in joint tenancy with any persons designated by the credit union member. The person first named in any such joint account shall be a member of the credit union. Any nonmember named in such joint account shall not acquire the right to vote, obtain loans or hold office because of his inclusion in such joint account. At any meeting, the members may decide upon any question of interest to the corporation; and upon appeal of 2 members, may reverse decisions of the credit committee or board of directors; and, by a three-fourths vote of those present, provided the notice of the meeting shall have specified the questions to be considered, may amend the by-laws or remove any officer or member of the credit committee or board of directors and fill the vacancy caused by such removal.

186.07 Directors, credit committee. At the first meeting, and thereafter at each annual meeting, the members shall elect a board of directors of not less than 5 members and a credit committee of not less than 3 members. No member of said board shall be a member of said committee and all members thereof, as well as all officers whom they may elect, shall be sworn and shall hold their several offices until others are elected and qualified in their stead; and a record of every such qualification shall be filed and preserved with the records of the corporation.

186.08 Officers, management. At their first meeting the board of directors shall elect from their number a president, a vice president, a secretary and a treasurer, who shall be the executive officers of the corporation. The board of directors shall have the general management of the affairs, funds and records of the corporation, and shall meet as often as may be necessary. It shall be their special duty:

- (1) To act upon all applications for membership;
- (2) To act upon the expulsion of members;
- (3) To fix the amount of surety bond which shall be required of each officer having custody of funds;
- (4) To fill vacancies in the board of directors or executive offices or in the credit committee in such manner as the by-laws prescribe;
- (5) To make recommendations to meetings of the members relative to matters which, in their opinion, the members should decide.

186.09 Loans. The capital and funds of the corporation shall be lent to the members for such purpose and upon such security and terms as the credit committee shall approve. The credit committee shall have authority to approve every loan or advance made by the credit union, except where application for loan is made by a member of the credit committee. In such instances the application shall be submitted for the approval of the board of directors. Every application for a loan shall be in writing and shall state the purpose for which the loan is desired and the security or collateral offered, if any. No loan shall be made unless the credit committee is satisfied that it promises to benefit the borrower, nor unless it has received the majority approval of the members of said committee, but the applicant for a loan may appeal from the decision of the credit committee to the board of directors. All loans to an individual member exceeding \$500 and all such loans which in the aggregate exceed 5 per cent of the total assets of the credit union, except

where such loan is \$100 or less, shall be secured by such collateral as the credit committee shall approve; however, this does not preclude the credit committee from requiring collateral on smaller loans. An interest charge at a rate of one per cent per month on the unpaid balance shall not be held to be usurious. A borrower may repay the whole or any part of his loan at any time. Loans to members secured by first mortgages on real estate may be made subject to the rules and regulations prescribed by the commissioner of banks.

186.10 Minors' rights. Shares may be issued in the name of a minor, and may, in the discretion of the directors, be withdrawn by such minor or by his parent or guardian, and in either case payments made on such withdrawals shall be valid. No minor under 16 years shall be entitled to vote in the meetings of members either personally or by his parent or guardian. If shares are held in trust the name and residence of the beneficiary shall be disclosed and the account shall be kept in the name of such holder as trustee for such person. If no other notice of the existence and terms of such trust has been given in writing to the corporation, such shares may, upon the death of the trustee, be withdrawn by the person for whom the amount of such shares was paid in or by his legal representative.

186.11 Investments. (1) IN GENERAL. Subject to the approval of the board of directors, any funds not required for the purpose of loans may be deposited to the credit of the corporation in banks or trust companies incorporated under the laws of this state, or in national banks located therein, or may be invested in the shares of a central credit union, subject to the provisions of the bylaws of such central credit union, or invested in U. S. government securities, or municipal bonds issued by municipalities of this state, and may, with the approval of the commissioner of banks, be invested in securities other than those hereinbefore specified.

(2) CREDIT UNION OFFICE BUILDING. With the approval of the commissioner of banks a credit union may invest not exceeding an amount equivalent to one-half of its guaranty fund for the purchase or construction of a building to be occupied as its office.

186.112 Credit union borrowing. (1) If the cash available be insufficient to make the loans approved by the credit committee or if the requests for withdrawal exceed available cash it shall be lawful for the board of directors to borrow money, from any source, not to exceed 25 per cent of the total assets but not for a longer period than 6 months, except that such period may be extended when approved by the commissioner of banks.

(2) Credit unions with the approval of the commissioner of banks may also loan surplus funds to other credit unions subject to the restrictions contained in this section.

186.119 Appointment of organizers and examiners; eligibility. (1) The commissioner of banks shall employ in the banking department one or more competent persons for the organization and examination of credit unions, who shall be under the direction and control of the commissioner. No person shall be eligible for such appointment unless he shall have had at least 3 years' actual experience in the business of conducting a credit union, or has served an equal length of time in the banking department, in connection with the credit union movement, of this or some other state, and who shall furnish corporate surety bonds in accordance with the provisions of section 220.025.

(2) The commissioner may also employ such additional office and clerical help and examiners as are necessary to carry out his functions under chapter 186.

186.12 Compensation of officers, sureties, operation expenses. No member of the board of directors shall receive any compensation for his services as a member of said board, nor shall any member of the credit committee, either directly or indirectly become surety for any loan or advance made by the corporation. The officers elected by the board of directors and the members of the credit committee may receive such compensation as said board shall authorize, but the expenditures of the corporation for all purposes shall be paid from its earnings.

186.13 Expulsion. The board of directors may expel from the corporation any member who has not carried out his engagements with the corporation, or has been convicted of a criminal offense, or neglects or refuses to comply with the provisions of this chapter or of the by-laws, or whose private life is a source of scandal, or who habitually neglects to pay his debts, or shall become insolvent or bankrupt, or shall have deceived the corporation with regard to the use of borrowed money; but no member shall so be expelled until he has been informed in writing of the charges against him, and an opportunity has been given to him, after reasonable notice, to be heard thereon. Any member may withdraw from the corporation by giving written notice to the secretary.

186.14 Expelled member, rights and liabilities. The amounts paid in on shares by members who have withdrawn or have been expelled shall be paid to them, but in the order

of withdrawal or expulsion and only as funds therefor become available and after deducting any amounts due by said members to the corporation; but such expulsion or withdrawal shall not operate to relieve a member from any remaining liability to the corporation.

186.15 Examining. Immediately after the annual meeting of the members and election of officers, the president shall appoint, subject to confirmation by the board of directors at their next following meeting, an examining committee of 3. This examining committee shall have full authority to examine any or all records at any time they desire and it shall be the duty of said committee to make thorough examinations of cash on hand and in the bank, receipts, disbursements, income, expenses, assets and liabilities, at least semiannually. Said committee shall report its activities and recommendations to the board of directors periodically and to the membership at the annual meeting. The complete report of this committee shall be read at the annual meeting and shall be filed and preserved with the records of the corporation.

186.16 Dividends. Quarterly, semiannually or annually the gross earnings shall be ascertained and from this amount shall be set aside the amount required for the guaranty fund provided in section 186.17. From the balance shall be deducted the expenses of the credit union. Out of the remainder a dividend may be declared by the board of directors. Such dividends shall be paid on all paid up shares outstanding at the end of the dividend period. Shares which become fully paid up during the dividend period shall be entitled to a proportionate part of said dividend providing said shares shall be on deposit at the close of the period for which dividend is declared. No dividend shall be paid on shares withdrawn during the dividend period. Dividends due to a member shall be paid in cash or credited to the account of the member, the same as payments on shares.

186.17 Guaranty fund. Immediately before the payment of each dividend, the gross earnings of the corporation shall be determined and there shall be set apart as a guaranty fund at least 10 per cent of the gross income which has accumulated during the period until such fund equals 10 per cent of the total assets; except that when the guaranty fund is less than 10 per cent of the total assets, the commissioner of banks may in his discretion increase the amount of gross income proportioned to this reserve and may order the transfer of any reserves and undivided earnings to the guaranty fund. Such fund and the investments thereof shall belong to the corporation and shall be held to meet contingencies or losses in its business. Whenever the fund falls below 10 per cent of the assets aforesaid, it shall be replenished by regular appropriations in such amounts and in such percentages as the commissioner shall order until the fund shall again equal 10 per cent of the total assets. Upon recommendation of the board of directors, the members at an annual meeting may increase the proportion of income to be set apart as a guaranty fund.

186.18 Dissolution. Upon the unanimous recommendation of the board of directors the members may vote to dissolve the corporation provided that at least two-thirds of the members vote by ballot in person or by letter or other written communication in favor of dissolution, and provided not more than 10 members either in person or by written notice, object thereto. A committee of 3 shall thereupon be elected to liquidate the assets of the corporation, and each share of the capital stock, according to the amount paid in thereon, shall be entitled to its proportion of the proceeds after the debts of the corporation have been paid. The committee in charge of liquidation shall have the power and authority to sell or dispose of the assets in whole or in part at a public or private sale subject to confirmation by the board of directors and the banking department.

186.19 Credit union officers bonded. (1) As a condition precedent to qualification or entry upon the discharge of his duties, every person appointed or elected to any position requiring the receipt, payment or custody of money or other personal property owned by a credit union or in its custody or control as collateral or otherwise, shall give a bond in some responsible corporate surety company, licensed to do business in this state, in such adequate sum as the directors shall require and approve. In lieu of individual bonds the commissioner may accept a schedule or blanket bond which covers all of the officers and employes of any credit union whose duties include the receipt, payment or custody of money or other personal property for or on behalf of the credit union. All such bonds shall be in the form prescribed by the commissioner of banks.

(2) No officer or employe who is required to give bond shall be deemed qualified nor shall be permitted to enter upon the discharge of his duties until his bond shall have been approved by a majority of the board of directors. Such bonds shall be filed with the commissioner of banks within 10 days next after approval thereof by the board of directors.

The minute books of each credit union shall contain a record of each bond executed and approved.

(3) Such bond shall be sufficient in amount to protect the credit union from loss by reason of acts of fraud or dishonesty including forgery, theft, embezzlement, wrongful abstraction or misapplication on the part of the person, directly or through connivance with others. At any time the commissioner may require additional bond or security, when, in his opinion, the bonds then executed and approved are insufficient.

(4) Every such bond shall also include the following provisions:

(a) No cancellation or other termination of this bond shall be effective unless the surety gives in advance at least 10 days' written notice by registered mail to the commissioner of banks of Wisconsin. If this bond is canceled or terminated at the request of the insured (employer) this provision nevertheless shall apply, it being the duty of the surety to give the required written notice to the commissioner of banks of Wisconsin, such notice to be given promptly and in any event within 10 days after the receipt of such request.

(b) The surety agrees to furnish the commissioner of banks of Wisconsin a copy of all riders and indorsements executed subsequently to the effective date of this bond.

(5) For reasons which he deems valid and sufficient the commissioner may waive as to the cancellation or termination of any such bond the 10-day written notice in advance required by subsection (4) (a) and may give his written consent to the termination or cancellation being made effective as of a date agreed upon and requested by the surety and credit union.

(6) The provisions required by subsection (4) to be in every such bond shall not in any way modify, impair or otherwise affect or render invalid a provision therein to the effect that the bond shall terminate as to any person covered thereby upon the discovery by the credit union of any dishonest act on the part of such person.

186.20 Public policy as to small loans. It is declared to be the public policy of this state to develop and encourage means and agencies to promote thrift and to provide people of good character but small resources with credit when in need thereof at the lowest economically feasible rate.

186.21 Credit unions promoted. (1) It shall be the duty of the banking department to promote the extension of credit at the lowest possible rates and co-operate with every group of people who may be or may become interested in the formation and development of a credit union in this state for that purpose, and it shall have authority to do all things reasonably necessary for the discharge of this duty.

(2) The banking department shall carry on advertising of whatever character is most suitable and effective to acquaint the people of this state with the agencies and organizations dealing in consumer credit, and of the rates of interest, the condition of loans, the benefits and safeguards and the savings features of each such type, agency and organization.

(3) The banking department shall further offer without charge to any group, either joined in a credit union or considering such an organization, whatever advice and direction on accounting practice and managerial problems that may be needful.

(4) The banking department shall provide application blanks, model by-laws, and whatever other material may be needful or helpful in the organization, efficient functioning and expansion of credit unions.

186.22 Credit union finance corporation; incorporation; organization certificate. (1) ORGANIZATION. When authorized by the commissioner of banks, 10 or more credit unions, the aggregate resources of which shall not be less than \$50,000, may form the "Credit Union Finance Corporation." Each of such credit unions shall subscribe, acknowledge and submit to the commissioner an organization certificate in duplicate which shall specifically state:

(a) The name "Credit Union Finance Corporation."

(b) The place in the state where its business is to be transacted.

(c) The number of shares for which each credit union has subscribed, which shall amount in the aggregate to not less than \$200.

(d) The number of directors of such credit union finance corporation, which shall not be less than 7, and the names of the persons who shall be its directors until the first annual meeting. The certificate shall recite that the directors possess the qualifications specified in subsection (10) of this section.

(e) The name and location of the business office of each credit union subscribing the certificate and the aggregate resources of each such credit union.

(2) **PROPOSED BY-LAWS.** The incorporators shall subscribe and acknowledge and submit to the commissioner of banks proposed by-laws in duplicate, which shall prescribe the manner in which the business of such credit union finance corporation shall be conducted with reference to the following matters:

(a) The date during the month of February of the annual meeting of shareholders; the manner of calling special meetings, and the number of members which shall constitute a quorum.

(b) The number and qualifications of directors, subject to the provisions of subsection (10) of this section; the method of division into classes for the purpose of electing, as nearly as may be, an equal number of directors each year; the removal or suspension of directors; the filling of vacancies in the board of directors, and the number of directors which shall constitute a quorum, which shall not be less than 4.

(c) The meetings, powers and duties of directors; the appointment or election of appraisal, supervisory and auditing committees.

(d) The officers; the manner of their election; their terms of office, duties and compensation; and the bonds which shall be required of officers who have the custody or possession of money, securities or property of the credit union finance corporation.

(e) The annual commission that may be charged each member, subject to the limitations of subsection (9) of this section.

(f) The transfer of membership, subject to the limitations of subsection (8) of this section.

(g) The manner in which the by-laws may be altered or amended.

(3) **WHEN CORPORATE EXISTENCE BEGINS; CONDITIONS PRECEDENT TO COMMENCING BUSINESS.** When the commissioner of banks shall have indorsed his approval on the organization certificate, the corporate existence of the credit union finance corporation shall begin and it shall then have power to elect officers and transact such other business as relates to its organization; but such credit union finance corporation shall transact no other business until:

(a) Subscriptions to its shares aggregating \$2,000 shall have been paid in cash and an affidavit stating that such subscriptions have been so paid, subscribed and sworn to by its 2 principal officers, shall have been filed with the secretary of state and a certified copy thereof in the office of the commissioner of banks.

(b) The commissioner shall have duly issued to it an authorization certificate.

(4) **GENERAL POWERS.** In addition to the powers conferred by the general corporation law the credit union finance corporation shall, subject to the restrictions and limitations contained in this section and its by-laws, have the following powers:

(a) To issue, sell and redeem bonds and notes secured by bonds and first mortgages made to or held by member credit unions.

(b) To receive money or property from its members and from other associations, corporations and persons with whom it has contracts, engagements or undertakings, in instalments or otherwise; to enter into any contract engagement or undertaking with such associations, corporations or persons for the withdrawal of such money or property, with any increase thereof, or for the payment to them or to any association, corporation or person of any sum of money, at any time, either fixed or uncertain; to lend money to credit unions upon the security of their promissory notes with or without collateral.

(c) To invest its capital and other funds in bonds and notes of the United States, the state of Wisconsin, and the political subdivisions of this state.

(d) To receive by assignment from its members and to deposit in trust with the commissioner of banks to be held by him as security for its and their outstanding obligations any first mortgages on real estate and the bonds secured thereby and such other securities as are provided for in section 186.11 and are legally receivable by credit unions; to empower such credit unions as agents of the credit union finance corporation to collect and immediately pay over to the credit union the dues, interest and other sums payable under the terms, conditions and covenants of the bonds and mortgages or, prior to a default upon any such bond and mortgage so assigned and when adequate security has been given to the credit union finance corporation, by any such credit union, to retain such collections until a payment to the credit union finance corporation from such credit union becomes due; to return to, or permit such credit unions to retain any sums of money so collected in excess of the amount required to meet the obligations of such credit unions respectively.

(e) To purchase in its own name, hold and convey real property for the following purposes and no others:

1. A plot whereon there is or may be erected a building suitable for the convenient transaction of its business, from portions of which not required for its own use a revenue may be derived.

2. Such as shall be mortgaged to it in good faith, by way of security for loans made by it or moneys due to it.

3. Such as shall be conveyed to it for debts previously contracted in the course of its business, and such as it shall purchase at sales under judgments, decrees or mortgages held by it.

(f) To designate as depositories of its funds any bank, trust company, or savings bank of this state, or any national banking association located in this state doing a banking business under the laws of the United States.

(g) With the advice and approval of the commissioner, to become a member of or to subscribe for and purchase notes and debentures issued by any federal finance or credit corporation which may be organized by act of congress for aiding and assisting credit unions to utilize their resources and credit, or to borrow from such finance or credit corporation, in either case, in an amount not exceeding in the aggregate amount two-fifths of the assets on hand.

(h) To borrow money from the state teachers' retirement fund, the state insurance fund, and from any other state investment fund.

(5) RESTRICTIONS UPON THE POWERS OF THE CREDIT UNION FINANCE CORPORATION. The credit union finance corporation shall not:

(a) Do a general deposit business.

(b) Receive from its members bonds and mortgages if the amount secured by any such mortgage is in excess of 60 per centum of the appraised value of such real estate.

(c) Invest more than 25 per centum of its surplus in real estate occupied, or to be occupied, by it for office purposes, without the written approval of the commissioner of banks.

(d) Incur any indebtedness upon bonds and notes in excess of 20 times the amount of its capital, nor issue bonds on behalf of any of its members in excess of 20 times the amount of the shares of such capital held by such member or in excess of 80 per centum of the value of the collateral security pledged therefor to such credit union finance corporation.

(6) ISSUING OF BONDS. Bonds shall be issued in series of not less than \$10,000. All bonds issued by the credit union finance corporation may be called on any interest day at 102½ per centum and interest by giving notice of not less than 60 days in a newspaper having a general circulation in the state. Any member credit union which is not indebted for borrowed money to any other bank or trust company which does business exclusively with the credit union finance corporation shall submit a schedule of assets from time to time as the board of directors of such finance corporation shall require. Any member credit union which may have a loan from any other banking institution may borrow money from such credit union finance corporation upon pledging therefor such amount of its mortgages with the bonds secured thereby as collateral security for bonds issued on its behalf as the commissioner of banks and the board of directors of such credit union finance corporation may require; provided that the aggregate of all loans made by such credit union shall not exceed 40 per cent of its assets as provided in section 186.11. The amortization payments upon all mortgages accepted by the credit union finance corporation as collateral security for bonds shall be sufficient to liquidate the debt in a period not exceeding 40 years. In the event of any default for more than 90 days in the payment of the principal of, or for more than 90 days in the payment of any instalment of interest upon, any of said bonds, the commissioner may, of his own motion, and shall, upon the request in writing of the holders of said bonds in default to the amount of \$10,000, forthwith take possession of and proceed to liquidate the credit union finance corporation. Upon such liquidation it shall be entitled in the name of the credit union finance corporation to enforce all of its rights and securities and to collect and realize upon all of its assets, including all mortgages assigned to the said credit union finance corporation by the several member credit unions, and deposited with the state treasurer, up to the amounts advanced by the credit union finance corporation to the several member credit unions thereon. Upon any such liquidation all said bonds then issued and outstanding shall forthwith become due and payable equally and ratably out of all the assets of said credit union finance corporation in advance of any other debts thereof not specifically preferred by law.

(7) GUARANTY FUND. The credit union finance corporation shall accumulate from its net profits a guaranty fund by carrying thereto annually a sum equal to one-half of one per centum of its capital, until such guaranty fund shall be equal to at least 15 per centum of such capital.

(8) MEMBERSHIP; TRANSFER OF SHARES. (a) Every member shall pay \$200 for each share of the capital of the credit union finance corporation issued to it, provided that no

credit union shall subscribe for or hold shares of such capital to an amount in excess of 10 per centum of the resources of such association.

(b) Such shares shall not be transferable, except that a member, who is not liable to the credit union finance corporation for any obligation, direct or contingent, may transfer its shares therein to another credit union, by and with the consent of the board of directors of the credit union finance corporation; or it may retire from membership and receive back such sums as it has paid for its shares, but no withdrawal shall be permitted by the board of directors, which shall reduce the total amount of the capital of the credit union corporation below \$50,000.

(9) COMMISSIONS AND PAYMENT OF EXPENSES. The credit union finance corporation may charge each member an annual commission, not to exceed one-half of one per centum, upon the outstanding debenture bonds issued in its behalf, provided that the rate of commission in any year shall be the same on all outstanding bonds; or in lieu of charging such commission the expenses incurred on account of any debenture bond issued may be charged to the credit union on whose behalf such bonds are issued, and the general expenses of the credit union finance corporation assessed against the members in proportion to the bonds issued for them.

(10) QUALIFICATIONS AND DISQUALIFICATIONS OF DIRECTORS; BOND. All of the directors of the credit union finance corporation must reside in the state of Wisconsin during their term of office, and all must be citizens of the United States. No person shall be elected a director unless he is a shareholder of a member credit union and has been nominated by it for that office; and every person elected to be a director who, after such election, shall cease to be a shareholder of a member credit union, shall cease to be a director of the credit union finance corporation, and his office shall be vacant. Directors who have the custody or possession of money, securities or property shall give bond to the credit union finance corporation in an amount commensurate with their liability, as approved by the commissioner of banks.

(11) OATH OF DIRECTORS. Each director, when appointed or elected, shall take an oath that he will, so far as the duty devolves upon him, diligently and honestly administer the affairs of the credit union finance corporation, and will not knowingly violate, or willingly permit to be violated, any of the provisions of law applicable to such corporation, and that he is the owner in good faith and in his own right on the books of the credit union which nominated him of shares in value of not less than \$100, or other shares of the withdrawal value of \$100, and that the same is not hypothecated, or in any way pledged as security for any loan or debt and, in case of re-election that such share was not hypothecated or in any way pledged as security for any loan or debt during his previous term. Such oath shall be subscribed by the directors and officers making it, and certified by an officer authorized by law to administer oaths, and immediately transmitted to the commissioner of banks.

(12) CHANGE OF NUMBER OF DIRECTORS. The members of the credit union finance corporation may at any time change the number of its directors by amending its by-laws in accordance with the provisions of this section.

(13) OFFICERS; POWERS; DUTIES AND COMPENSATION. (a) The by-laws of the credit union finance corporation shall specify its officers, the manner of their election, and their terms of office.

(b) The officers who have the custody or possession of money, securities, or property shall give bond to the credit union as provided in the by-laws. They shall receive such compensation as is prescribed in the by-laws and shall hold office until their successors are elected and have qualified.

(14) ANNUAL MEETING; NOTICE; VOTING. The annual meeting of the credit union finance corporation, for the election of directors, shall be held at its principal place of business in February in each year. Notice of the time and place of holding such election shall be given by mailing a copy of such notice, postage prepaid, to each shareholder of the credit union finance corporation 15 days before the holding of such meeting. Each member shall be entitled to one vote for every share of the capital standing in its name on the books of the credit union finance corporation.

(15) PREFERENCE OF CREDIT. All the property of any bank, trust company or credit union which shall become insolvent shall be applied by the trustees, assignees or receivers thereof or by the commissioner of banks in the first place to the payment in full of any sum or sums of money deposited therewith by the credit union finance corporation or due to the credit union finance corporation for subscriptions, sinking funds, interest and principal of bonds, or guaranty of mortgages, ratably and proportionately but not to an amount exceeding that authorized to be so deposited or contracted by the provisions of this section and in accordance and on an equality with any other preference provided for in this section.

(16) CREDIT UNION FINANCE CORPORATION AND ITS DEBENTURES NOT LIABLE FOR TAXATION. (a) The debentures issued by the credit union finance corporation and the credit union finance corporation itself, together with its capital, accumulations and funds, shall have the same exemption from taxation as credit unions. No law which taxes corporations in any form, or the shares thereof, or the accumulations therein, shall be deemed to include the credit union finance corporation or its issues of debenture bonds unless they are specifically named in such law.

186.23 Rules and regulations. The commissioner shall, with the approval of the credit union review board, issue orders prescribing reasonable rules and regulations in conducting the business of credit unions or corporations operating as provided in this chapter and it may in like manner issue orders amending, modifying, repealing or supplementing rules or orders. The violation of any such rule may be cause for the removal of any officer, director or employe of any credit union or corporation.

186.24 Removal of officials of credit union; procedure. (1) Whenever the commissioner of banks is of the opinion that the loaning, investing or other policies and practices of any officer, director or committeeman of any credit union have been prejudicial to the best interest of such credit union or its investors, or that such policies or practices, if put into operation or continued, will endanger the safety or solvency of said credit union or impair the interest of its investors, the commissioner may request the removal of such officer, director or committeeman. Such request shall be served on the credit union and on such officer, director or committeeman in the manner provided by law for serving a summons in a court of record, or shall be transmitted to the credit union and the officer, director or committeeman by registered mail, with return receipt requested. Such request shall specify the reasons for the removal of such officer, director or committeeman, and also shall advise such officer, director or committeeman relative to his rights to a hearing before the credit union review board as provided in this section. A copy of such request for removal shall be transmitted to each member of the credit union review board at the same time such request is being served upon the credit union and officer, director or committeeman involved. If such request for removal is not complied with within a reasonable time fixed by the commissioner, he may by order, with like approval of the credit union review board, remove such officer, director or committeeman, but no order for removal shall be entered until after an opportunity for a hearing before the credit union review board is given such officer, director or committeeman upon not less than 10 days' notice. An order for removal shall take effect as of the date issued.

(2) Any removal under this section shall be effective in all respects the same as if made by the board of directors or stockholders of said credit union. Any officer, director or committeeman removed from such office under the provisions of this section shall not be re-elected as an officer, director or committeeman of any credit union without the approval of the commissioner and advisory committee.

186.25 Supervision; reports. All credit unions formed under this or other similar law, or authorized to transact in this state a business similar to that authorized to be done by this chapter, shall be under the control and supervision of the commissioner of banks. Every such corporation, on December 31 of each year, shall make a full and detailed report of its business done the preceding year, and of its condition on such date, in such form and containing such information as said commissioner may prescribe, and shall file with him a true and verified copy thereof on or before February 1 thereafter. Accompanying the same shall be attached a copy of the statement of the credit union at the close of its last fiscal year. If any such credit union shall fail or refuse to furnish the report herein required it shall be subject, at the discretion of the commissioner, to a forfeiture of \$1 to \$10 per day for each and every day of default, and the commissioner may maintain an action in the name of the state to recover such penalty, and the same shall be paid into the state treasury.

186.26 Examinations. At least once in each year, the commissioner of banks shall make or cause to be made an examination into the affairs of all such credit unions and for that purpose the commissioner or the examiners appointed by him shall have full access to, and may compel the production of, all their books, papers, securities and moneys, administer oaths to and examine their officers and agents as to their affairs. Special examination shall be made upon written request of 5 or more members, they guaranteeing the expense of the same. Any such credit union refusing to submit to an examination ordered or requested shall be reported to the attorney general, who shall institute proceedings to have its charter revoked, which refusal shall be the cause for such revocation.

186.27 Bookkeeping; commissioner of banks may prescribe. Whenever it shall appear to the commissioner of banks that any credit union operating in this state does

not keep books and accounts in such manner as to enable him to readily ascertain the true condition of such credit union, he shall have the power to require the officers of such credit union or any of them to open and keep such books or accounts as he may in his discretion determine and prescribe for the purpose of keeping accurate and convenient records of the transactions and accounts of such credit union.

186.28 Forfeiture for failure to obey commissioner. Any credit union that refuses or neglects to open and keep such books or accounts as may be prescribed by the commissioner of banks shall be subject, at the discretion of the commissioner, to a forfeiture not to exceed \$10 per each day it neglects and fails to open and keep such prescribed books and accounts. Whenever any credit union fails or refuses to pay the forfeiture hereunder imposed for failure to open and keep such books or accounts, the commissioner is authorized to institute proceedings.

186.29 Possession by commissioner of banks. (1) **CONDITIONS FOR TAKING POSSESSION.** The commissioner of banks may forthwith take possession and control of the business and property of any credit union to which this chapter is applicable whenever he shall find that such credit union:

- (a) Is conducting its business contrary to law; or
- (b) Has violated its charter, or any law; or
- (c) Is conducting its business in an unauthorized or unsafe manner; or
- (d) Is in an unsound or unsafe condition to transact its business; or
- (e) Has an impairment of its capital; or
- (f) Cannot with safety and expediency continue business; or
- (g) Has suspended payment of its obligations; or
- (h) Has neglected or refused to comply with the terms of a duly issued order of the commissioner; or
- (i) Has refused to submit its books, papers, records or affairs for inspection to any examiner; or
- (j) Has refused to be examined upon oath regarding its affairs.

(2) **PROCEDURE ON TAKING POSSESSION.** Upon taking possession of the business and property of any such credit union the commissioner of banks shall forthwith:

(a) Serve a notice in writing upon the president and secretary of said credit union setting forth therein that he has taken possession and control of the business and property of said credit union. Said notice shall be executed in duplicate, and immediately after the same has been served, one of the said notices shall be filed with the clerk of the circuit court of the county where said credit union is located together with proof of service.

(b) Give notice to all individuals, partnerships, corporations and associations known to the commissioner to be holding or in possession of any assets of such credit union.

(c) The commissioner may appoint one or more special deputy commissioners as agent to assist in the duty of liquidation and distribution of the assets of one or more credit unions of whose business and property the commissioner shall have taken possession pursuant to the provisions of this chapter. A certificate of such appointment shall be filed in the office of the commissioner and a certified copy in the office of the clerk of the circuit court for the county in which such credit union is located. The commissioner may employ such counsel and procure such expert assistance and advice as may be necessary in the liquidation and distribution of the assets of such credit union, and may retain such of the officers or employes of such credit union as he deems necessary. The special deputy commissioner and assistants shall furnish such security for the faithful discharge of their duties as the commissioner deems proper. Such special deputy commissioner may execute, acknowledge and deliver any and all deeds, assignments, releases or other instruments necessary and proper to effect any sale and transfer or incumbrance of real estate or personal property and may borrow money for use in the liquidation after the same has been approved by the commissioner and an order obtained from the circuit court of the county in which said credit union is located as hereinafter provided.

(d) Upon taking possession of the property and business of such credit union, the special deputy commissioner is authorized to collect all moneys due to such credit union, and do such other acts as are necessary to conserve its assets and business, and shall proceed to liquidate the affairs thereof as hereinafter provided. He shall collect all debts due and claims belonging to it, and upon a petition approved by the commissioner and upon order of the circuit court of the county in which such credit union is located, may sell or compound all bad or doubtful debts, or do any act or execute any other necessary instruments and upon like petition and order may sell all the real and personal property of such credit union on such terms as the court shall approve. Such special deputy commissioner may, if necessary, enforce individual liability of the stockholders to pay the debts of such corporation.

(3) NOTICE, ALLOWANCE AND PAYMENT OF CLAIMS. The special deputy commissioner shall cause notice to be given by advertisement in such newspapers as he may direct, weekly, for 3 consecutive weeks, calling on all persons who may have claims against such credit union, to present the same to the special deputy commissioner and make legal proof thereof at a place and within a time, not earlier than the last day of publication, to be therein specified. He shall mail a similar notice to all persons at their last-known address, whose names appear as creditors upon the books of the credit union. Proof of service of such notice shall be filed with the clerk of said court. The special deputy commissioner may reject any claim. Any party interested may also file written objections to any claim with the special deputy commissioner and after notice by registered mail of such rejection, said claimant shall be barred unless he commences an action thereon within 3 months. Claims presented after the expiration of the time fixed in the notice to creditors shall be entitled to share in the distribution only to the extent of the assets then in the hands of the special deputy commissioner equitably applicable thereto.

(4) INVENTORY OF ASSETS AND STATEMENT OF LIABILITIES. Upon taking possession of the property and assets of such credit union, the special deputy commissioner shall make an inventory of the assets of such credit union, in duplicate, one to be filed in the office of the commissioner of banks and one in the office of the clerk of circuit court for the county in which such credit union is located. Upon the expiration of the time fixed for the presentation of claims, the special deputy commissioner shall make in duplicate a full and complete list of the claims presented, including and specifying such claims as have been rejected by him, one to be filed in the office of the commissioner of banks, and one in the office of the clerk of circuit court for the county in which such credit union is located. Such inventory and list of claims shall be open at all reasonable times to inspection.

(5) ADJUSTMENT OF LOANS AND WITHDRAWAL VALUE OF SHARES. The value of shares pledged upon a loan to such credit union shall be applied and credited to such loan and the borrower shall be liable only for the balance. The rate of interest charged upon such balance shall be the legal rate. The value shall be determined in such manner as the commissioner of banks prescribes, and shall be made pursuant to section 186.30 (1) and (3), or in such other manner as the commissioner may prescribe. Upon the approval of such value by the commissioner and the circuit court of the county in which such credit union is located, the book value of each member shall be reduced proportionately. At least 5 days' written notice of such determination of value shall be given to all shareholders of the time and place such value shall be submitted to the circuit court for approval. Should any stockholder or creditor of such credit union feel aggrieved by such determination of value, he may at any time within 15 days after the mailing of a notice by the commissioner, addressed to the last-known address of such party, giving notice of such determination and value of such shares, appeal to the supreme court.

(6) COMPENSATION AND EXPENSES IN CONNECTION WITH LIQUIDATION. The compensation of the special deputy commissioners, counsel and other employes and assistants, and all expenses of supervision and liquidation shall be fixed by the commissioner of banks, subject to the approval of the circuit court for the county in which such credit union is located, and shall upon the certificate of the commissioner be paid out of the funds of such credit union. Expenses of supervision and liquidation shall include the cost of the service rendered by the credit union division of the banking department to the credit union being liquidated and shall be determined from time to time by the commissioner and shall be paid to the banking department from the assets of the credit union as other expenses of liquidation are paid. The moneys collected by the special deputy commissioner shall be from time to time deposited in one or more state banks, and, in case of the suspension or insolvency of the depository, such deposits shall be preferred before all other deposits.

(7) LIQUIDATING DIVIDENDS. At any time after the expiration of the date fixed for the presentation of claims, the special deputy commissioner in charge of the liquidation of such credit union may, upon a petition approved by the commissioner of banks and an order of the circuit court of the county in which such credit union is located, out of the funds remaining, after the payment of expenses and debts, declare one or more dividends, and may declare a final dividend, such dividend to be paid to such persons, and in such amounts as may be directed by the circuit court.

(8) TITLE PASSES TO COMMISSIONER. Immediately upon filing the notice as provided for in subsection (2), the possession of all assets and property of such credit union of every kind and nature, wheresoever situated shall be deemed to be transferred from such credit union to, and assumed by the commissioner of banks; and filing of the notice mentioned herein, shall of itself, and without the execution or delivery of any instruments of conveyance, assignment, transfer or indorsement, vest the title to all such assets and property in the commissioner. Such filing shall also operate as a bar to any attachment,

garnishment, execution or other legal proceedings against such credit union, or its assets and property, or its liabilities.

(9) EFFECT OF POSSESSION. No credit union shall have a lien, or charge for any payment, advance or clearance made, or liability thereafter incurred, against any of the assets of the credit union of whose property and business the commissioner of banks shall have taken possession.

(10) APPEAL. Whenever any such credit union, whose property and business the commissioner of banks has taken possession of, as aforesaid, deems itself aggrieved thereby, it may, at any time within 10 days after such taking, appeal to the credit union review board for relief from such possession by the commissioner. In the event the credit union review board sustains the commissioner, the said credit union may then at any time within 10 days after the decision of the credit union review board, apply to the circuit court of the county in which such credit union is located to enjoin further proceedings; and said court, after citing the commissioner to show cause why further proceedings should not be enjoined and hearing all allegations and proofs of the parties and determining the facts, may, upon the merits dismiss such application or enjoin the commissioner from further proceedings, and direct it to surrender such business and property to such credit union.

(11) REINSTATEMENT. Whenever the commissioner shall have taken over the possession and control of the business and property of any credit union the same may resume business when and if:

(a) The owners of at least two-thirds of such credit union dollar value of outstanding shares, execute a petition to such effect, the form of which shall be prescribed by the commissioner, and

(b) There is submitted to the commissioner by such shareholders or a committee duly selected by them, a plan for the reorganization and reinstatement of such credit union, and

(c) The commissioner recommends that control of the business and property of such credit union be returned to the shareholders, and

(d) The court in which such liquidation is pending, upon application of the commissioner, makes an order approving the commissioner's recommendations, which order shall contain a finding that such credit union will be in a safe and sound condition when control is resumed by the shareholders.

(12) REINSTATEMENT UPON RESTRICTED BASIS. Such credit union may also resume business upon a restricted basis, and upon such limitations and conditions as may be prescribed by the commissioner when approved by the circuit court in and for the county in which such credit union is located, upon application of the commissioner. Such restrictions and conditions may include, among others, a prohibition against the selling of new shares, reasonable restrictions upon withdrawals and the payment of other liabilities. Such credit union shall thereupon be relieved from the control and supervision of the commissioner as provided in this section, but nothing herein shall, in any manner, prohibit the commissioner from again proceeding against such credit union as provided herein.

(13) LIQUIDATING DIVIDENDS AND UNCLAIMED FUNDS. (a) Unclaimed liquidating dividends and unclaimed funds remaining unpaid in the hands of the special deputy commissioner for 6 months after the order for final distribution shall be by him deposited in one or more state banks, to the credit of the commissioner of banks in his name, in trust for the several shareholders and creditors. The commissioner shall include in his annual report to the governor the names of credit unions so taken possession of and liquidated, and the sums of unclaimed and unpaid liquidating dividends and unclaimed funds with respect to each of them respectively, including a statement of interest earned upon such funds.

(b) The commissioner of banks may pay over the moneys so held by him to the persons respectively entitled thereto, upon being furnished satisfactory evidence of their right to the same. In case of doubt or conflicting claims, he may require an order of the circuit court authorizing and directing the payment thereof. He may apply the interest earned by the moneys so held by him towards defraying the expenses in the payment and distribution of such unclaimed liquidating dividends and funds to the stockholders and creditors entitled to receive the same.

(c) After one year from the time of the order for final distribution, all unclaimed funds shall be turned over to the state treasury by said commissioner and shall be kept in a separate fund. All claims subsequently arising shall be presented to the commissioner. If the commissioner determines that any claim so presented is a proper claim against said fund he shall certify to the director of budget and accounts the name and address of the person entitled to payment and the amount thereof and shall attach said claim to said certificate. The director of budget and accounts shall thereupon draw his warrant on the

state treasurer for payment of the amount stated in said certificate to the person named thereon.

(d) Any claims referred to in sub. (13) (a) and (b) not presented within 6 years from the time of an order of final distribution made in the liquidation of any credit union shall be deemed to have been abandoned and shall be barred, and the amount of fund against which any claim or claims shall have become barred shall forthwith become the property of the state. The state treasurer shall, in the 30-day period preceding the end of each fiscal year, ascertain from the commissioner of banks the amount of said fund against which claims have become barred during the fiscal year and shall transfer said amount to the general fund.

186.30 Readjustment in other cases. (1) Whenever from an examination or report, it shall appear to the commissioner of banks that the capital of any credit union is impaired, or may in the near future become impaired, the commissioner may, with the approval of the credit union review board, issue an order to such credit union, requiring the directors to forthwith appoint subject to the approval of the commissioner 3 competent persons, not members of such credit union, who shall appraise such property owned by, or upon which such credit union has a loan or judgment, as the commissioner shall designate. The appraisers so appointed and approved shall appraise and fix the current market value of all such property as aforesaid and report their findings to the commissioner and the directors. The value as found by such appraisers shall be the value from which all losses shall be determined.

(2) Whenever the commissioner shall find that the losses existing, or which it may reasonably be anticipated will be sustained in the near future, are more than two-thirds of the amount in the guaranty fund of the credit union, it may, with the approval of the review board, issue an order to such credit union, which order shall provide that no further dividends be credited or paid and no moneys paid out for retiring shares, whether noticed for withdrawal, until the commissioner shall otherwise order.

(3) After the commissioner shall have determined the losses existing or which he shall determine may reasonably be sustained in the near future, he shall issue an order providing that the book value of each share be depreciated as stated in such order, the officers shall forthwith proceed to depreciate the book value of all shares as ordered. A record shall be made on the books showing the amount by which the book value of the shares was depreciated, and a copy of such record shall be filed with the commissioner.

(4) Any borrowing member may, after the book value of his shares shall have depreciated as provided in subsection (3), pay to the credit union the difference between the withdrawal value of his shares as depreciated, and the amount due on his loan, and his note and other securities shall thereupon be released.

(5) The directors may, with the approval of the commissioner, make share loans to members upon such terms and conditions as the commissioner may order, but such loans shall be for provident purposes only and not more than \$100 shall be loaned to any one member in any one month.

(6) The directors shall give notice by mail to each member, stating in such notice that the book value of his shares has been depreciated, the date when such book value was depreciated and the book value of his shares after such depreciation. The mailing of such notice to the last-known place of abode as shown on the records of the credit union shall be a compliance with this subsection.

(7) The directors may, with the approval of the commissioner, sell, lease, transfer, exchange and convey any of the property of the credit union, and upon their order the proper officers shall execute and deliver such deeds, leases, assignments, bills of sale and such other transfers and conveyances as are necessary to dispose of such property as herein provided.

(8) The directors may compromise and settle any claim, demand or judgment which is a part of the assets of the credit union, but no compromise of any claim, demand or judgment shall be made except upon express consent of the commissioner.

(9) The commissioner shall prescribe reasonable rules and regulations not inconsistent with laws for the operation of credit unions operating as provided in this section.

(10) Except as otherwise provided in this section, such credit union shall be operated as provided in this chapter.

(11) The directors shall make no disbursements or contract to make disbursements for salaries, compensation, fees or any other item of expense, nor retire shares, nor pay or declare dividends during the time such credit union is operating as provided in this section without the approval of the commissioner.

186.31 Consolidation of credit unions. (1) Any credit union may absorb any other credit union located in the same county, which is in good faith winding up its business for

the purpose of being absorbed by some other local credit union, and may transfer its resources and liabilities to the credit union with which it is in the process of consolidation; but no credit union may absorb any other credit union without the consent of the commissioner of banks, and not then to defeat or defraud any of its creditors in the collection of their debts against such credit union or either of them.

(2) With the approval of the commissioner credit unions may consolidate. To effect a consolidation, the board of directors of each consolidating union shall, by resolution, propose the consolidation and such consolidation shall be ratified and confirmed by an affirmative vote of the holders of two-thirds of the shares outstanding of each union, at a shareholders' meeting called by the boards and held at least 30 days after a notice of the time, place and object of the meeting has been sent to each shareholder of record by registered mail.

(3) The credit union consolidating with another credit union under the provisions of the preceding subsections shall not be required to go into liquidation but its assets and liabilities shall be reported by the credit union with which it has consolidated, and all the rights, franchises and interests of said credit union so consolidated in and to any species of property, personal and mixed, and choses in action thereto belonging, shall be deemed to be transferred, and the said consolidated credit union shall hold and enjoy the same and all rights of property, franchises and interest in the same manner and to the same extent as was held and enjoyed by the credit union so consolidated therewith; and the members or shareholders of such absorbed credit union shall without any further act on their part be members and shareholders of such consolidated credit union and be subject to all rights, privileges and duties as provided for in the by-laws of the credit union which has so absorbed their credit union.

186.315 Charter cancellation. Upon completion of a voluntary liquidation as provided in section 186.18, or upon completion of the liquidation in cases under section 186.29, or after the assets and liabilities of a credit union are transferred to another credit union for the purpose of consolidation as provided in section 186.31 (3), the commissioner of banks shall forthwith cancel the charter of the credit union or credit unions liquidated or absorbed in consolidation without any other or further notice to said credit union or to any person. A certified copy of the order or certificate of the commissioner of banks shall be recorded with the register of deeds of the county where said credit union is located. The register of deeds shall note on the margin of the record of the articles of incorporation of said credit union the volume and page where said order or certificate canceling its charter is recorded and shall be entitled to a fee of 50 cents therefor. In case of voluntary liquidation under section 186.18 or consolidation under section 186.31, the credit union shall record the order or certificate of the commissioner and pay the fee therefor. In case of liquidation under section 186.29, the commissioner of banks or special deputy commissioner as therein provided shall record the order or certificate of the commissioner and pay the fee therefor out of the assets of the credit union as an expense of liquidation.

186.32 Central credit unions. Central credit unions may be organized and operated under the conditions and provisions of this chapter and subject to all of the provisions of this chapter not inconsistent herewith. It shall be lawful for other credit unions located in this state to become members of central credit unions. Credit unions having membership in a central credit union may be represented at annual or special meetings of the central credit union by one member duly authorized by the board of directors of such member credit union and shall be entitled to one vote, and such representative shall be eligible for office in the central credit union the same as though he were a member of the central credit union.

186.33 Other powers. Credit unions may engage in the business and functions provided for in section 218.05 for their members upon receiving a certificate of authority from the commissioner of banks. Such certificate of authority shall be issued by the commissioner upon application of a credit union whenever the commissioner shall find that the credit union has adequate clerical facilities and has provided for the keeping of adequate accounts and for the segregation of the funds used in carrying on such business and functions apart from the funds used in carrying on its ordinary business as a credit union. The commissioner may revoke a certificate of authority following a hearing held by it upon 10 days' notice to the credit union for any reason which would have justified the rejection of an application or on the ground that the continued operation of such business threatens the solvency of the credit union.

186.34 Shares payable on death to another person. Shares may be issued to a member of a credit union payable on death to another person. Upon the death of the

member such other named person shall become the owner and the payment of the participating value of the shares to such person shall be made as provided in section 72.11 (2) and (3), but no new owner shall have rights superior or prior to the rights of the deceased member. Such shares shall be considered a part of the deceased member's estate and subject to the payment of his just debts.