

(3) WILL NOT KNOWINGLY OR WILLFULLY PERMIT THE VIOLATION OF AN APPLICABLE LAW OR REGULATION.

(E) THE CHAIRMAN AND, IF ANY, VICE CHAIRMAN OF THE BOARD SHALL BE ELECTED BY AND FROM THE DIRECTORS.

6-326.

(A) THE OFFICE OF A DIRECTOR BECOMES VACANT IF THE DIRECTOR:

- (1) DIES;
- (2) RESIGNS; OR
- (3) IS REMOVED.

(B) A DIRECTOR MAY BE REMOVED FROM OFFICE:

(1) BY THE BOARD, IN ACCORDANCE WITH THE BYLAWS, IF THE DIRECTOR:

(I) DOES NOT POSSESS OR MAINTAIN THE QUALIFICATIONS REQUIRED TO SERVE ON THE BOARD; OR

(II) IS ABSENT FROM THREE CONSECUTIVE REGULAR MEETINGS OF THE BOARD UNLESS EXCUSED; OR

(2) BY THE MEMBERS.

(C) (1) UNLESS THE BYLAWS PROVIDE OTHERWISE, THE REMAINING DIRECTORS BY MAJORITY VOTE SHALL FILL A VACANCY.

(2) A DIRECTOR ELECTED BY THE BOARD TO FILL A VACANCY HOLDS OFFICE AS THE BYLAWS PROVIDE.

6-327.

(A) IF THE BYLAWS PROVIDE, A DIRECTOR EMERITUS MAY ADVISE AND CONSULT WITH THE BOARD AND AID THE BOARD IN CARRYING OUT THE BOARD'S DUTIES AND RESPONSIBILITIES.

(B) THE BYLAWS SHALL PROVIDE FOR:

- (1) THE NUMBER OF DIRECTORS EMERITI; AND
- (2) THE QUALIFICATIONS FOR A DIRECTOR EMERITUS.

(C) A DIRECTOR EMERITUS:

- (1) SHALL BE A MEMBER OF THE CREDIT UNION; AND
- (2) MAY NOT BE AN OFFICER OR AN OFFICIAL.

(D) A DIRECTOR EMERITUS MAY NOT:

- (1) PARTICIPATE IN ANY BOARD OR COMMITTEE DELIBERATIONS;