

UNITED BANCORP INC /OH/
Form DEF 14A
March 16, 2015

SCHEDULE 14A
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities
Exchange Act of 1934

Filed by the registrant
Filed by a party other than the registrant
Check the appropriate box:

- Preliminary proxy statement.
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2)).
- Definitive proxy statement.
- Definitive additional materials.
- Soliciting materials pursuant to Rule 14a-11(c) or Rule 14a-12.

UNITED BANCORP, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (check appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(I)(1) and 0-11.
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**201 SOUTH FOURTH STREET MARTINS FERRY, OHIO
43935
TEL. (740) 633-0445**

We are United to Better Serve You

March 18, 2015

To Our Shareholders:

You are cordially invited to attend the Annual Meeting of the Shareholders to be held on Wednesday April 15, 2015, at 2:00 p.m. local time, at The Citizens Savings Bank's main office, 201 South Fourth Street, Martins Ferry, Ohio.

The Annual Certified Audit of United Bancorp, Inc. is enclosed for your review prior to attending our Annual Meeting.

Payment of our regular first quarter cash dividend will be made by separate mailing on March 20th. Whether or not you received your dividend check in a separate mailing is dependent upon your level of participation in our Dividend Reinvestment Plan, Direct Deposit Program or whether your stock is being held for you in a broker name. **No payment has been included with this mailing of our proxy materials.**

It is important that your shares are voted, and we hope that you will attend the Annual Meeting. Please vote by executing and returning the enclosed form of Proxy or follow the instructions to vote electronically on the Internet or by phone.

Very truly yours,

Scott A. Everson
President and Chief Executive Officer

Enclosures

**201 SOUTH FOURTH STREET MARTINS FERRY, OHIO
43935**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD APRIL 15, 2015**

March 18, 2015

**To The Shareholders of
United Bancorp, Inc.**

The Annual Meeting of Shareholders of United Bancorp, Inc. will be held at 201 South Fourth Street, Martins Ferry, Ohio, April 15, 2015, at 2:00 p.m. local time for the purpose of considering and voting upon the following matters as more fully described in the Proxy Statement.

Proposals:

1. **Election of Directors** To elect SEVEN directors.
 2. **Advisory Vote on the Appointment of the Independent Registered Public Accounting Firm**
 3. **Other Business** To transact any other business which may properly come before the meeting or any adjournment of it.
- Shareholders of record at the close of business on March 10, 2015 will be entitled to vote the number of shares held of record in their names on that date.

We urge you to sign and return the enclosed proxy as promptly as possible or vote via the phone or Internet, whether or not you plan to attend the meeting in person. This proxy may be revoked prior to its exercise.

By Order of the Board of Directors

Lisa A. Basinger
Corporate Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 15, 2015

The proxy statement and form of proxy being issued in connection with the 2015 Annual Meeting of Shareholders and the Company's 2014 Annual Report to Shareholders are available at
www.amstock.com/ProxyServices/ViewMaterials.asp.

Your vote is important. Please mark, sign, date and mail the enclosed proxy form(s) whether or not you plan to attend the Annual Meeting. A return envelope is enclosed for your convenience. In addition, you may also submit your proxy electronically, either by telephone or via the Internet. To do so, dial 1-800-Proxies (1-800-776-9437) or visit www.voteproxy.com and follow the simple instructions. No information is required to submit your proxy electronically other than the Company Number and Account Number shown on the proxy card delivered with these proxy materials.

Please contact Lisa A. Basinger, Corporate Secretary, at 740-633-0445, ext. 6113 if you would like information on how to obtain directions to be able to attend the meeting and vote in person.

**UNITED BANCORP, INC.
201 SOUTH FOURTH STREET
MARTINS FERRY, OHIO 43935**

**PROXY STATEMENT FOR ANNUAL MEETING OF
SHAREHOLDERS TO BE HELD APRIL 15, 2015**

INTRODUCTION

This Proxy Statement is being furnished to shareholders of United Bancorp, Inc. (United Bancorp or the Corporation) in connection with the solicitation of proxies by the Board of Directors of the Corporation to be used at the Annual Meeting of Shareholders, and any adjournment thereof, to be held at the time and place set forth in the accompanying notice (Annual Meeting). This Proxy Statement and the enclosed proxy are first being sent to shareholders on or about March 18, 2015.

At the Annual Meeting, shareholders of the Corporation will be asked to:

Elect seven nominees to the Corporation's Board of Directors.

Ratify the Audit Committee's appointment of BKD, LLP to serve as the Company's Independent Registered Public Accounting Firm for the 2015 fiscal year.

Voting and Revocation of Proxies

Just indicate on the enclosed proxy card how you want to vote, and sign, date and return it as soon as possible in the enclosed envelope or submit a proxy over the Internet or by telephone by following the instructions on the enclosed proxy card. In those rare instances where properly signed proxy cards are returned but where no specific voting choice has been selected, the proxy card gives the Corporation the authority to vote those shares, which shares will then be voted as follows: (1) For the election to the Board of Directors of each of the nominees identified herein; and (2) For proposal 2.

The presence of a shareholder at the Annual Meeting will not automatically revoke such shareholder's proxy. However, shareholders may revoke a proxy at any time prior to its exercise by filing with the Secretary of the Corporation a written notice of revocation, by delivering to the Corporation a duly executed proxy bearing a later date, or by attending the Annual Meeting and notifying the Secretary of his or her intention to vote in person. Written notices of revoked proxies may be directed to Lisa A. Basinger, Corporate Secretary, 201 South Fourth Street, Martins Ferry, Ohio 43935.

Solicitation of Proxies

The cost of soliciting proxies will be borne by the Corporation. In addition to the solicitation of proxies by mail, the Corporation, through its directors, officers and regular employees, may also solicit proxies personally or by telephone, e-mail or telecopy without additional compensation. The Corporation will also request persons, firms and corporations holding shares in their names or in the name of their nominees, which are beneficially owned by others, to send proxy material to and obtain proxies from the beneficial owners and will reimburse the holders for their reasonable expenses in doing so.

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MEETING INFORMATION

Date, Place and Time

The Annual Meeting of Shareholders of the Corporation will be held on Wednesday, April 15, 2015, at 2:00 p.m., local time, at The Citizens Savings Bank, 201 South Fourth Street, Martins Ferry, Ohio.

Record Date, Voting Rights

Only the Corporation's common shares can be voted at the Annual Meeting. Each share entitles its owner to one vote on all matters.

The close of business on March 10, 2015 (the Record Date) has been fixed as the record date for the determination of shareholders entitled to vote at the Annual Meeting. There were approximately 2,000 shareholders (including both record holders and beneficial owners holding their shares in street name) of the Corporation's common shares and 5,377,454 of the Corporation's common shares outstanding as of the Record Date.

The presence in person or by proxy of a majority of the outstanding common shares of the Corporation entitled to vote at the meeting constitutes a quorum at the Annual Meeting. Abstentions and broker non-votes will be counted for purposes of determining the presence of a quorum.

OWNERSHIP OF VOTING SHARES

As of the Record Date, the following entity was the only shareholder known to the Corporation to be the beneficial owner of more than 5% of the Corporation's outstanding common shares:

Person	Shares of Common Stock Owned	Percent of Class
United Bancorp, Inc. Employee Stock Ownership Plan ⁽¹⁾ 201 South Fourth Street, Martins Ferry, OH 43935	341,053	6.3 %

Under the terms of the ESOP, the ESOP trustee will vote shares allocated to participants' accounts in the manner directed by the participants. As a general matter, the ESOP trustee is required to vote both the unallocated shares and the allocated shares for which no direction by the beneficial owner has been given in the same manner as the trustee has been directed to vote a majority of the allocated shares voted in connection with the meeting. As of the Record Date, 199,242 shares had been allocated to participants' accounts and 141,811 shares remain unallocated under the ESOP.

The following table sets forth the beneficial ownership of the Corporation's common shares by each of the Corporation's directors and the Corporation's senior executive officers, and the directors and executive officers as a group, as of December 31, 2014.

Name of Beneficial Owner	Common Shares Owned ⁽¹⁾	Percent of Class
Gary W. Glessner	20,500	*
John M. Hoopingarner	22,667	*
Terry A. McGhee	38,630	*
Samuel J. Jones	39,757	*
Richard L. Riesbeck ⁽²⁾	42,634	*
Matthew C. Thomas	73,981	1.4 %
Scott A. Everson	78,248	1.5 %
Matthew F. Branstetter	13,223	*
Randall M. Greenwood	41,820	*
All Directors and Executive Officers as a Group (18 in group)	605,948	11.3 %

* Ownership is less than 1% of the class.

¹ Except as otherwise noted, none of the named individuals shares with another person either voting or investment power as to the shares reported.

² Includes 17,651 shares subject to shared voting and investment power.

In the aggregate, shares beneficially owned by all insiders of the Corporation (as reflected in the table above) and all other employees through the Corporation's 401(k) and ESOP employee benefit plans, totaled 976,774 Shares, or 18.2% of all outstanding shares of the Corporation, as of December 31, 2014.

PROPOSAL # 1 ELECTION OF DIRECTORS

Nominees

The nominees for election at the Annual Meeting are Scott A. Everson, Gary W. Glessner, John M. Hoopingarner, Samuel J. Jones, Terry A. McGhee, Richard L. Riesbeck and Matthew C. Thomas each of whom is currently a director of the Corporation. If elected, these directors will serve a one-year term expiring in 2016. The following table sets forth certain information with respect to the nominees.

Name	Age	Principal Occupation for Past Five Years	Positions and Offices Held with United Bancorp	Director Since
Scott A. Everson	47	Chairman, President and Chief Executive Officer, The Citizens Savings Bank Certified Public Accountant; Managing member of Glessner & Associates, PLLC; Managing member of G & W Insurance Group, LLC; Managing member of Wheeling Coin, LLC;	President, Chief Executive Officer, United Bancorp, Director	2009
Gary W. Glessner	48	Vice President of Windmill Truckers Center, Inc.; Vice President of Glessner Enterprises, Inc.; Member of Red Stripe & Associates, LLC; Managing member of GW Rentals, LLC;	Executive Director,	
John M. Hoopingarner	60	Muskingum Watershed Conservancy District	Director	1992
Samuel J. Jones	74	Business Owner, Athletic Club	Director	2007
Terry A. McGhee	65	Past President and Chief Executive Officer, Westerman, Inc., a manufacturing company	Director	2001
Richard L. Riesbeck	65	President, Riesbeck Food Markets, Inc., a regional	Director Chairman	1984 2014

Matthew C. Thomas	58	grocery store chain President, M. C. Thomas Insurance Agency, Inc., an independent insurance agency	Director	1988
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There were no agreements or understandings pursuant to which any of the persons listed above was selected as a director. At the Company's 2014 Reorganizational Meeting following the Annual Meeting of Shareholders, Scott A.

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Everson was appointed to the position of President and Chief Executive Officer and Director Richard L. Riesbeck, who had served as the Lead Outside Director of United Bancorp, Inc., was appointed Chairman of the Board of United Bancorp, Inc. and continued his role as Lead Outside Director of The Citizens Savings Bank.

Vote Required to Elect Nominees

Directors are elected by a plurality of the vote. Consequently, the seven nominees for director who receive the largest number of votes cast For will be elected as directors. Shares represented at the Annual Meeting in person or by proxy but withheld or otherwise not cast for the election of directors will have no impact on the outcome of the election of directors. Where properly executed proxy cards are returned but no such instructions are given, the shares will be voted For the election to the Board of Directors of the persons nominated by the Board of Directors of the Corporation.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

DIRECTOR INDEPENDENCE AND RELATED PARTY TRANSACTIONS

The Board of Directors has determined that all Directors have met the independence standards of the NASDAQ Marketplace listing standards with the exception of Scott A. Everson, who is President and Chief Executive Officer of the Corporation. Directors deemed independent by the Board of Directors include Gary W. Glessner, John M. Hoopingarner, Terry A. McGhee, Samuel J. Jones, Richard L. Riesbeck and Matthew C. Thomas.

The Corporation has engaged and intends to continue to engage in the lending of money through its subsidiary bank to several of its Directors, executive officers and corporations or other entities in which they may own a controlling interest. The loans to such persons (i) were made in the ordinary course of business, (ii) were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and (iii) did not involve more than a normal risk of collectability or present other unfavorable features.

Except for the general transactions described above, no director, executive officer or beneficial owner of more than five percent of the Corporation's outstanding voting securities (or any member of their immediate families) engaged in any transaction with the Corporation during 2014 in which the amount involved exceeded \$120,000. It is, however, customary and routine for directors, officers and employees of community banks and their spouses, family members and associates to do business with their community bank. Such a relationship, including routine banking business, is viewed as beneficial to the Corporation and is encouraged, so long as such relationships are fair and reasonable to the Corporation and are entered into upon terms and conditions generally available to the public, or similar to that which could be obtained from an independent third party. In that regard, pursuant to the Corporation's Code of Ethics and Business Conduct, United Bancorp may do business and have financial dealings with directors, officers and employees and their respective spouses, family members and associates provided either of the following criteria is satisfied:

Such business or financial dealings involve United Bancorp's subsidiary bank or any other financial services subsidiary providing banking or financial services to such person in the ordinary course of business upon terms and conditions generally available to the public, to the extent such arrangements are made in compliance with all applicable banking and securities laws and regulations; or
The terms and conditions of such relationship have been presented to and approved by the Audit Committee of United Bancorp's Board of Directors, including any related party transaction requiring disclosure in United Bancorp's annual meeting proxy statement. In the event any member of the Audit Committee, any entity controlled by such member, or any associate or family member of such member, proposes to provide products

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or services to the Corporation, such member must recuse him or herself from the discussion and decision about the appropriateness of such arrangement.

CORPORATE GOVERNANCE AND COMMITTEES OF THE BOARD

The Board of Directors has adopted both the United Bancorp, Inc. Corporate Governance Guidelines and the United Bancorp, Inc. Code of Ethics and Business Conduct, both of which may be found on United Bancorp's website at www.unitedbancorp.com. The Board of Directors of United Bancorp met 4 times in 2014. The Board of Directors of United Bancorp has standing Executive, Audit, Compensation, and Nominating and Governance Committees. The Audit Committee has been established in accordance with section 3(a)(58)(A) of the Exchange Act. The membership and general function of these committees are noted below.

Executive Committee. Mr. Scott A. Everson, President and CEO, and Messrs. Hoopingarner, McGhee and Riesbeck are the members of the Corporation's Executive Committee. The Executive Committee met 4 times during 2014. The functions of this committee are to act in the stead of the board between meetings, to receive formal vendor presentations and to review with management and set the agenda for each board meeting. The Executive Committee members also serve as advisory trustees to the Corporation's defined benefit pension plan and as trustees to the Corporation's 401(k) and ESOP plans.

The Executive Committee of the Board of Directors is also responsible for ensuring that an adequate risk management framework is in place and functioning as intended. A clear understanding and working knowledge of the material risks inherent to the Corporation's activities is an absolute necessity. Material risks routinely monitored by the Executive Committee include: market risk; credit risk; and compliance risk. A brief description of the Executive Committee's function in monitoring these risks follows below.

Market Risk: Market risk is the exposure to loss resulting from changes in interest rates and equity prices. The primary market risk to which we are subject is interest rate risk. The majority of our interest rate risk arises from the instruments, positions and transactions entered into for purposes other than trading such as loans, available for sale securities, interest bearing deposits, short term borrowings and long term borrowings. Interest rate risk occurs when interest bearing assets and liabilities reprice at different times as market interest rates change.

The Board, through its Executive Committee, is responsible for monitoring interest rate risk within an overall asset/liability management framework, including monitoring the effectiveness of the processes and control procedures used by the Bank to monitor the relative mix of assets and liabilities. The principal components of asset/liability management include, but are not limited to liquidity planning, capital planning, gap management and spread management.

Credit Risk: The risk of nonpayment of loans, or credit risk, is inherent in commercial banking. The Board, through its Executive Committee, is also responsible for monitoring credit risk by periodically evaluating loan review reports generated both internally by the Bank and externally by a third party engaged to perform a loan review analysis. The Executive Committee attempts to reduce the Bank's credit exposure by carefully monitoring the concentration of its loans within specific industries and through loan application and approval procedures.

Compliance Risk: The banking industry is heavily regulated, and the activities and operations of the Bank are subject to a number of detailed, complex and sometimes overlapping laws and regulations. The Board, through its Executive Committee, is also responsible for overseeing the Bank's compliance with these various laws and regulations, which include without limitation state usury and consumer credit laws, state laws relating to fiduciaries, the Federal Truth-in-Lending Act (Regulation Z), the Federal Equal Credit Opportunity Act (Regulation B), the Fair Credit Reporting Act (Regulation V), the Truth in Savings Act (Regulation DD), the Community Reinvestment Act (Regulation BB), anti-redlining legislation and antitrust laws. As part of this process, the Executive Committee also monitors the effectiveness of the internal controls implemented to safeguard against operational risks, including, but not limited to, data processing system failures and errors, customer or employee fraud and catastrophic failures resulting from terrorist acts or natural disasters.

Audit Committee. Mr. Glessner, Chairman, and Messrs. Jones, Riesbeck and Thomas are the members of the Audit Committee. The Audit Committee met 4 times during 2014. The functions of this Committee include the engagement of independent auditors, reviewing with those independent auditors the plans and results of the audit engagement of the Corporation, approving the annual audit plan and reviewing the results of the procedures for internal auditing, reviewing the independence of the independent auditors, reviewing the Corporation's financial results and Securities and Exchange Commission filings, reviewing the effectiveness of the Corporation's internal controls and similar functions and approving all auditing and non-auditing services performed by its independent auditors. The Board of Directors has adopted a written charter for the Audit Committee which may be found on the Corporation's website at www.unitedbancorp.com. All members of the Audit Committee meet the independence standards of the NASDAQ Marketplace listing standards. The Board of Directors has determined that Gary W. Glessner is an audit committee financial expert for the Corporation and is independent as described in the preceding sentence. The report of the Audit Committee for 2014 appears under the caption "Report of the Audit Committee".

Compensation Committee. Mr. Thomas, Chairman, and Messrs. Hoopingarner and McGhee are the members of the Compensation Committee. The Compensation Committee met three times during 2014. All members of the Compensation Committee meet the independence standards of the NASDAQ Marketplace listing standards. Director and executive officer compensation are determined by this Committee of the Board of Directors. The Board of Directors has adopted a Compensation

Committee Charter which may be found on the Corporation's website at www.unitedbancorp.com. Mr. Scott A. Everson, President and Chief Executive Officer of the Corporation, did not participate in any deliberations or decisions regarding his own respective compensation, but may advise this committee with respect to the compensation of other executive officers.

Nominating and Governance Committee. Mr. Hoopingarner, Chairman, and Messrs. Jones and Riesbeck are the members of the Nominating and Governance Committee, all of whom meet the independence standards of the NASDAQ Marketplace listing standards. The Board of Directors has adopted a Nominating and Governance Committee Charter which may be found on the Corporation's website at www.unitedbancorp.com. This Committee met once in 2014.

This Committee develops and recommends to the Board corporate governance policies and guidelines for the Corporation and for the identification and nomination of Director and committee member candidates and recommends director candidates to the Board of Directors for nomination in accordance with the Corporation's Amended Code of Regulations. In executing the latter function, the Committee will investigate and assess the background and skills of potential candidates. Upon identifying a candidate for serious consideration, one or more members of the Nominating and Governance Committee would initially interview such candidate. If a candidate merited further consideration, the candidate would subsequently interview with all other Nominating and Governance Committee members (individually or as a group), meet the Corporation's Chief Executive Officer and other executive officers and ultimately meet many of the other Directors. The Nominating and Governance Committee would elicit feedback from all persons who met the candidate and then determine whether or not to recommend the candidate to the Board of Directors for nomination.

United Bancorp's Corporate Governance Guidelines and Code of Ethics and Business Conduct set forth the following criteria for Directors: independence (a majority of the Directors must be independent); honesty and integrity; willingness to devote sufficient time to fulfilling duties as a Director; particular experience, skills or expertise relevant to the Corporation's business; depth and breadth of business and civic experience in leadership positions; and ties to United Bancorp's geographic markets. Solely for purposes of maintaining a diverse mix of individuals on the Board of Directors, special consideration is given to experience, skills or expertise, and the depth and breadth of their business and civic experience in leadership positions. As currently comprised, the Board of Directors is a diverse group of individuals who are drawn from various market sectors and industry groups with a presence in the Bank's markets. Board members are individuals with knowledge and experience who serve and represent the Company's geographic footprint throughout the counties and communities served. Current board representation by outside directors demonstrates a background in regional government, insurance, manufacturing, and retail, with the expertise of these individuals covering a broad array of skills including corporate management, human resource management, strategic planning, business acquisitions,

and retail and small business operations. In addition, generational attributes further broaden the diversity of the full board. What follows is a brief description of the particular experience and qualifications of each member of the Corporation's Board of Directors.

Scott A. Everson

Scott A. Everson, President and Chief Executive Officer of United Bancorp, Inc., Martins Ferry, Ohio was appointed to the Board of Directors of United Bancorp, Inc. in August 2009 having served as the Senior Vice President and Chief Operating Officer of the Company since 2002. In April 2011 he was appointed the Company's Executive Vice President and Chief Operating Officer followed by his appointment to President and Chief Operating Officer in April 2013 and to his current position of President and Chief Executive Office in April 2014.

Mr. Everson graduated from Westminster College in 1990 with a Bachelor's Degree in Business Administration/Finance. He joined the Bank on a full-time basis in 1991 and rose through the ranks of lending and retail banking to become the Bank's Senior Vice President of Retail Banking in April 1999. In May 2002, he was appointed President and Chief Operating Officer and a Director of the Bank, becoming the Bank's Chief Executive Officer in November 2004. In April 2014, Everson was appointed to his current position with the Bank of Chairman, President and Chief Executive Officer.

Everson has received additional education throughout his career, graduating from the Ohio School of Consumer Credit, the Ohio School of Banking, the Graduate School of Banking at the University of Wisconsin, and the Executive Banking Institute in Austin, Texas. In addition, he also serves on the Government Relations Council of the Ohio Bankers' League keeping abreast of the many legislative issues that confront the banking industry.