

BYLAWS OF THE CUNA LENDING COUNCIL

Article I - Name

1. The name of this organization shall be the CUNA Lending Council, hereinafter referred to as CLC.

Article II - Office

1. The principal office of CLC shall be located within the facilities of the Credit Union National Association (CUNA), Inc.

Article III - Mission Statement

1. The CUNA Lending Council is a community of credit union lending professionals dedicated to being the primary source of the best lending practices and educational opportunities for our industry.

Article IV - Membership

1. Members of the organization must be paid staff with lending responsibility from CUNA-affiliated credit unions and credit union organizations affiliated with CUNA and international credit unions or organizations affiliated with WOCCU (World Council of Credit Unions). Lending staff from CUNA affiliated natural person credit unions that also play a role at a CUSO may become members as long as their primary role is with and paid for by the credit union.
2. Paid staff need not be full-time staff, nor do they need to be the chief lending officers of the affiliated credit union. CEOs or other executives with a lending role may be members.

Article V - Council Executive Committee and Officers; Terms of Committee

1. CLC will have up to an eleven-member Executive Committee elected by the organization's members. In addition, one member on the Executive Committee will be filled by a credit union league employee appointed by the chair. This will be a 3-year term, reappointed one time.
2. Executive Committee members must be CUNA Lending Council members and are full-time employees of a **CUNA/League**-affiliated credit union with lending functions as their primary staff responsibility.
3. CLC members will elect the members to the Executive Committee in an annual ballot election. (*See Article VII, Nominations and Elections*)
4. No more than two members employed by credit unions in the same state and only one member per credit union or organization may serve on the Executive Committee at one time.
5. Executive Committee terms are for three years and will be staggered. The league representative is appointed for a 3-year term.
6. Terms run from one CLC conference to the next year's conference with elected executive committee members taking office following the last meeting of the current CLC executive committee. Each Committee member will serve until a successor is elected or appointed.
7. No individual may serve more than six consecutive years. Individuals serving for two consecutive three-year terms must wait at least one year before standing for election. Individuals serving two consecutive three-year terms may not be appointed by the Chair to fill an unexpired term. No individual may serve a total of more than nine years on the Executive Committee.
8. In the event of unique circumstances and for the benefit of the Council, the term of the Chair or Vice Chair may be

extended in one-year increments by a two-thirds vote of the entire Executive Committee.

9. The Executive Committee shall meet no less than twice yearly, including once at the CLC Conference. Other meeting(s) shall take place at a time and place as determined by the Executive Committee.
10. The Chair will appoint Committee Chairs to do work for the good of the organization. Committee members must be CLC members, but need not be Executive Committee members.
11. In the event a vacancy exists on the Executive Committee, the Chair may appoint an individual to fill the vacant seat. That individual will complete the unexpired term of the person he or she replaces and then stand for election during the next regularly scheduled election.
12. The unexcused absence of an Executive Committee member for two consecutive meetings shall constitute voluntary resignation and the Chair may appoint an individual to fill the seat until the next election.
13. In the event an Executive Committee member changes credit unions during his or her term, the member retains his or her seat as long as the employing credit union supports the member's Committee obligations and is an affiliated credit union.
14. If a Committee member's responsibilities change during his or her term such that the member is no longer devoted primarily to lending, he or she may be asked to resign at the discretion of the remaining Executive Committee.
15. An Executive Committee member leaving the employment of a credit union shall constitute an immediate resignation. A 90-day grace period may be granted to an executive committee member seeking employment with another CUNA-affiliated credit union, provided a new position within lending is secured within the timeframe and the employing credit union supports the member's committee obligation.

Article VI - Executive Committee Officers

1. The first meeting of the Executive Committee each year shall be organizational in nature. At this meeting, the Committee shall elect a Chair, Vice Chair, and Secretary/Treasurer. In addition, the Committee may conduct other business. The Chair and Vice Chair will hold a 2-year term. In the event that the second 3-year term of the office of the Chair or Vice Chair ends before the full term of leadership has been completed, the EC may choose to extend that individual's time on the EC allowing the individual to complete their full term as an officer.
2. The officers will serve until the next annual organizational meeting. If an office becomes vacant, the Chair may appoint an individual on the Committee to serve until the next organizational meeting. If the Chair becomes vacant, the Vice Chair will be submitted for ratification by the Chair of CUNA and will serve the full term upon such ratification. The Chair will then appoint a successor for the vice chair position until the next organizational meeting.
3. The Chair will be ratified by the CUNA Chairman of the Board of Directors.
4. At the organization meeting, the Chair will appoint Committee Chairs as needed.

Article VII - Executive Committee Nominations and Election

1. The Chairman and members of the Nominating Committee will be composed of members not standing for the election for which they are nominating candidates.
2. The Nominating Committee shall be composed of from three to five individuals, at least two of whom shall be from the Executive Committee.
3. The Nominating Committee will accept nominations, interview and recruit individuals to stand for election to serve

on the Executive Committee. The committee is not required to include all eligible candidates on the slate.

4. An individual expressing an interest to serve on the Executive Committee must:
 - Be a CLC member in good standing.
 - Be a credit union or state league employee with lending function responsibility.
 - Be willing and able to serve a full three-year term.
 - Be willing and able to attend no less than two Executive Committee meetings yearly
 - Be willing and able to spend at least 30 hours per year on volunteer CLC work.
5. The Nominating Committee will attempt to nominate more candidates than there are committee seats available, but never more than two individuals from one state.
6. In the event an interested member is not nominated, his/her name can be listed on the ballot by submitting a petition containing signatures of at least 10% of the CLC membership. The petition must be submitted by the time-line indicated in Section 9 of this Article. That candidacy--once qualified--will be treated the same as any other candidacy.
7. Nominating Committee members will seek to nominate individuals who:
 - Have a demonstrated understanding of credit union lending functions.
 - Are representative of CLC members and their professional interests.
 - Have evidence in their resume of contributions to the credit union movement outside of their responsibility to the employing credit union.
8. Each individual interested in serving on the Executive Committee should submit a resume, a cover letter indicating their qualifications, and a 100-word statement of intent for inclusion in the ballot.
9. Each individual applying to the Nominating Committee for service on the Executive Committee should be interviewed by at least two Nominating Committee members (in person or by phone).
10. The call for nominations will be sent to the membership at least 90 days prior to the conference.

Article VIII - The Election Process

1. Ballots will list candidates in random order and will contain the 100-word campaign statement. All incumbents will be clearly identified with their statements, and will be identified on the actual ballot.
2. Ballots that have the names of more than the maximum number of open seats will be voided.
3. Completed ballots will be sent to CUNA Council headquarters to be validated and counted. The Nominating Committee Chair will call candidates with the results and share the results with the Nominating and Executive Committees. In the event of a tie, the vote will be determined by a vote of the remaining Executive Committee members.
4. Ballots will be retained for six months and then destroyed.
5. New Executive Committee members will be briefed on Committee responsibilities by the Chair prior to the first Committee meeting.

Article IX - Membership Dues and Finances

1. CLC membership dues shall be assessed annually on a calendar-year basis.
2. The annual dues shall be established by the Council Forum.

3. Fees for the annual conference, for exhibitors at the annual conference, and for seminars and other CLC activities shall be established by the Executive Committee.
4. The organization will budget with a profit orientation.
5. Net income will be invested back into the organization.
6. A financial statement will be published quarterly and provided to members of the Executive Committee. Copies of the financial statement will be made available to CLC members upon request.

Article X - Annual Conference and Meetings

1. The CUNA Lending Council will hold an annual Conference each year. In conjunction with the conference, an annual membership meeting will be held. At this meeting, members can express issues of concern and direct questions to the Executive Committee. In addition, the election results will be announced to the membership. During the first meeting of the newly elected members, Executive Committee members will assume their seats and the Committee will hold its organization meeting to elect officers.
2. Notice of the conference and annual membership meeting will be sent to each CLC member at least 30 days prior to the meeting.
3. At the annual meeting, the Chair of the Executive Committee will submit a report to the membership on CLC operations and activities.
4. A quorum at any regular or special CLC meeting shall consist of 25 members.
5. All CLC membership meetings shall be conducted under parliamentary procedures laid down in Robert's Rules of Order, Newly RevisedTM if not defined in the bylaws of CLC.

Article XI - Staff Support

1. Credit Union National Association staff will provide support.
2. The CUNA staff position with primary functional support for the organization will be filled after consulting with the CLC Chair.
3. CUNA staff time will be billed back to the organization based on reasonable estimates of the expense.
4. Budget planning will be a joint exercise involving CUNA staff and the Executive Committee.

Article XII - Membership Communications

1. The Council will have regular communications for all members.
2. Executive Committee members will assist in the editorial direction and content selection of all Council communications as requested by the Committee Chair.

Article XIII - Amendment of Bylaws

1. Bylaw amendments may be moved during an annual membership meeting or during an Executive Committee meeting, subject to ratification at the following annual membership meeting.

Article XIV - Compensation for Services and Indemnification

1. The Executive Committee members serve without remuneration for their services or participation in CLC Committees.
2. Executive Committee members will be reimbursed for actual and reasonable expenses incurred in attending CLC or Committee meetings or other official functions.

Voted and approved by membership November 8, 2011