

## **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 may have an eleven-member Executive Committee elected by the organization's members. (In the event of a tie, the current CLC Executive Committee will determine by vote to break the tie.)
2. Executive Committee members are full-time employees of affiliated credit unions and may be from credit union organizations affiliated with CUNA, with lending functions their primary staff responsibility.
3. CLC members will elect the members to the Executive Committee in an annual -ballot election in the fall of each year. (*See Article VII, Nominations and Elections*)
4. No more than two members employed by credit unions in the same state may serve on the Executive Committee at one time.
5. Executive Committee terms are for three years and will be staggered.
6. The first meeting of the year is the organizational meeting and it will be held in conjunction with the CLC Conference. At the first meeting of the CLC Executive Committee each year, members will elect a Chair, Vice Chair, Secretary/Treasurer
7. Terms start at the conclusion of the organizational meeting and run until the conclusion of the following organizational meeting. Each Committee member will serve until a successor is elected or appointed.
8. 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.

9. 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. This extension would not be governed by the two-term limit imposed by Article V, Section 7 of the bylaws.
10. The Executive Committee's election of a Chair constitutes a strong recommendation to the CUNA Board of the organization's choice of Chair. This choice is submitted for ratification by the CUNA Chair, who appoints the position for a one-year term.
11. The Executive Committee shall meet no less than twice yearly, including once at the CLC Conference for the organizational meeting and a subsequent strategic planning meeting during the year. Other meeting(s) shall take place at a time and place as determined by the Executive Committee.
12. 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. The Committee Chair will appoint their Committee members, pending Executive Committee Chair approval.
13. In the event a vacancy exists on the Executive Committee, the Chair may appoint an individual to fill the vacant seat. That individual must then stand for election at the next regularly scheduled election to fill out the unexpired term. If the appointment occurs prior to the strategic planning meeting, it counts as serving one year of the three year term. If the term is for less than three years, the candidates receiving the greatest plurality of votes are awarded the three-year seats.
14. 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.
15. 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.
16. 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 must resign.
17. An Executive Committee member leaving the employment of a credit union shall constitute an immediate resignation.

#### ***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, Secretary/Treasurer. In addition, the Committee may conduct other business.
2. The officers will serve until the next annual organizational meeting. If an office is not filled, the Chair may appoint an individual on the Committee to serve until the next organizational meeting. If the Chair is not filled, the Vice Chair will be submitted for ratification by the Chair of CUNA and will serve the full term upon such ratification.
3. The Chair will be ratified by the CUNA Chairman of the Board of Directors.
4. At the organization meeting, the Chair may appoint the following Committee Chairs:
  - Communications/Research
  - Bylaws Administration/Procedures
  - Recruitment/Retention and Membership Development
  - Budget

- Conference
- Any other Committee Chairs as needed or recommended by the Executive Committee or the CLC Chair.

**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 and recruit individuals to stand for election to serve on the Executive Committee. 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.
4. The Nominating Committee will attempt to nominate at least two candidates for each open seat, but never more than two individuals from one state. In normal years, this will require six candidates for three seats.
5. 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.
6. 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.
7. 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.
8. 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).
9. Following is the schedule for election of Executive Committee members:

**Time Until Conference**

Twenty Weeks	Call for applications for Executive Committee service.
Eighteen Weeks	Applications due to Nominating Committee.
Seventeen Weeks	Nominating Committee Chair notifies candidates of application status
Fifteen Weeks	Petitions of non-nominated applicants due to the Nominating Committee.
Twelve Weeks	Ballots sent to members.
Nine Weeks	Votes due at CUNA headquarters – for tallying by staff.

Seven Weeks            Nominating Committee Chair contacts winning and losing candidates.

Conference meeting    New Executive Committee takes office.

### ***Article VIII - The Election Process***

1. Ballots will list candidates in order, determined by drawing lots, and will contain the 100-word resume/summary. 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. All ballots will be opened by a third party to assure confidentiality.
4. Completed ballots will be sent to CUNA Council headquarters to be validated and counted. The Nominating Committee Chairman will call candidates with the results and share the results with the Elections Committee in writing.
5. Ballots will be retained for six months and then destroyed.
6. 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***

CLC membership dues shall be assessed annually on a calendar-year basis.

1. The annual dues shall be adjusted by the Executive Committee as necessary.
2. 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.
3. The organization will budget with a profit orientation.
4. Net income will be invested back into the organization.
5. 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 CLC 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 Revised™ if not defined in the bylaws of CLC.

***Article XI - Staff Support***

1. CUNA staff, under the direction of the staff liaison and the organization Chair, will provide management support. Such management support may include assisting with the elections, writing and editing publications, accounting, budgeting, expense control, and maintenance of the directory and mailing lists.
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.
3. The Council membership directory will be distributed to members annually.

***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.

**Revised November 10, 2007**  
**Approved, November 13, 2007**