

**1100. ADMINISTRATIVE POLICY**

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## CORPORATE RECORDS

Purpose: To set minimum standards to assure accountability for actions and to protect members, volunteers, and staff.

### Bylaws

1. The Bylaws essentially delegate authority from the membership to the Board of Directors.
2. Amendments adopted by the Board of Directors will be to:
  - a. Maintain members' democratic control;
  - b. Comply with state and federal laws and regulations;
  - c. Maintain organizational harmony; and
  - d. Facilitate improved results.

### Guidelines for Internal Writings

1. Policies and procedures should be sensible, up-to-date, clear and concise. They should enable volunteers and employees to take appropriate, effective, ethical action.
2. Volunteers and employees will participate, as appropriate, in developing and revising the policies and procedures relevant to their duties.
3. The objectives of these writings are to:
  - a. Guide people toward accomplishing our mission;
  - b. Communicate this Credit Union's strategies, plans, and values;
  - c. Ensure compliance with state and federal laws and regulations;
  - d. Establish clear lines of authority, communication, and coordination; and
  - e. Foster job satisfaction and personal achievement.
4. Changes and replaced pages must be dated to leave an accountability and performance trail.

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Board Policy

1. This manual of strategic Board Policy:
  - a. Documents the Board's values, delegations of authority, assignments of resources, and expectations for results;
  - b. Links the Bylaws to management's Operating Policies;
  - c. Provides a framework of corporate level, strategic policies to guide those decisions that determine the corporate nature and direction;
  - d. Makes no attempt to address all possible circumstances or to restate provisions in any other governing or guiding documents;
  - e. Relies on gaining a consensus regarding interpretations; and
  - f. Is holistic in approach; the meaning of any paragraph may rely on others.
2. Upon adoption of this manual:
  - a. All previous written Board Policies were superseded; this is the only body of Board Policies.  
~~Previous written packages/documents of Board Policies became Operating Policies to be maintained at the discretion of the President.~~
  - b. ~~The Board recognized those new requirements for written Operating Policies and procedures could not instantly be met.~~
3. Ratification of this manual will take place annually, at the first regular Board meeting following the Board's Organizational Meeting. The Chairperson will present the "master" Board Policy Manual for ratification by the new Board.
4. To maintain policy manuals:
  - a. The "master" manual will be updated within five business days of Board action;
  - b. Each volunteer and employee who has a copy of this policy manual (reproduced from the "master" copy) is accountable for keeping his or her own manual up-to-date;
  - c. Place a copy of the minutes or resolution in the amendment section in chronological order; and
  - d. ~~The Secretary will see to revising whole pages or sections as needed.~~ Replaced pages and the applicable minutes/resolutions will be retained at least two years for examination and audit by keeping a historical record of changes at the end of each policy.

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5. Definitions used in this manual are as follows:

- Board Policy: High-level guidelines embracing the general objectives and values of the organization; includes philosophy and strategy statements.
- Chairperson: Board Chairperson; Chairperson of the Board.
- Corporate: The Credit Union as an entity; credit union-wide. Used in a generic sense.
- Employees: All employees including management.
- Goal: A specific objective with a target deadline and people assigned to its action steps.
- Guidelines: Policies and procedures developed by committees to implement their authorities and responsibilities.
- Management: The group of managerial staff including the President and managerial employees reporting directly to the President.
- Mission: A broad based, concise statement; a statement of unique qualities and values that explain and justify the organization's existence.
- Objective: A condition of the future; a result perceptible by all observers; an end toward which efforts are directed; an intermediate end toward accomplishing the mission.
- Officer: An employee in a position of trust and authority as designated by the Board of Directors.
- Operating Policy: High-level guidelines developed by management to guide daily operations toward the operating objectives and values of the organization.
- President: The Chief Executive Officer (CEO) highest paid, most accountable officer.
- Procedure: A particular way of accomplishing something or of acting; a series of steps followed in a regular, definite order; an established way of doing something.
- Retained Earnings: Reserves plus undivided earnings; net worth.
- Review: To examine something to determine the existence/condition of it to render an opinion. It does not imply an approval decision by the reviewer.
- Strategy: Behaviors, processes and structures aimed at achieving evolutionary success, i.e. the mission and objectives; a framework that guides decisions about the corporate nature and direction.
- Timely: Within an appropriate period of time; soon. In time to meet a deadline or take advantage of an opportunity. Without undue delay.
- Value: A principle or quality, which is desirable.
- Volunteer: A member who willingly serves by election or appointment without being paid for time spent.

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Operating Policies

1. Management is directed to develop and maintain a manual or manuals of Operating Policies in specific areas identified in these strategic Board Policies.
2. The President will involve employees and may involve the Directors and outside professionals in their development and maintenance.
3. The structure and content of Operating Policies should be:
  - a. Congruent with these strategic Board Policies and strategic plans;
  - b. Written in terms understandable to all employees; and
  - c. Consistent in format.
4. Operating Policies will always be available for review and reference by volunteers and employees.

Operating Procedures

1. Management is accountable for seeing that written procedures are developed to:
  - a. Produce efficiency;
  - b. Aid in training employees;
  - c. Ensure compliance with state and federal laws and regulations.
  - d. Assure quality results in critical work; and
  - e. Foster consistency.
2. The procedures established by vendors for the efficient use of their products or services, and other related materials, may be incorporated by reference.

Board Minutes

1. Minutes are to be clear, complete, and concise, in representing the Board's actions.
2. Names of all attendees and absent Directors will be recorded as well as the statement that a quorum was present.
3. Details of motions will contain the names of the motioner and the seconder, and the result, passed or failed. The Chairperson's declaration, "Hearing no objection, the action is approved" or an equivalent phrase will follow details of actions without motions by general or unanimous consent. The names of any board member who dissents to an action must be documented in the minutes.
4. Details of Bylaws and policies acted on will refer to specific section, subject, and paragraph numbers.
5. Minutes will refer to the dates of previous regular and special meetings when those minutes are approved.
6. Loans acted on by the Board will be recorded showing names, amounts, and any security.
7. Telephone votes and conference calls will be recorded in writing, presented for ratification by the Board at its next regular meeting, and attached to the minutes.

Committee Minutes and Guidelines

1. Minutes need to be typed and formal, and are needed to record:
  - a. The date of the meeting and the previous meeting;
  - b. The names of persons attending;
  - c. Actions taken by the Committee;
  - d. Goals and plans; and
  - e. The date of the next meeting.
2. The Committee Chairperson may work out an arrangement with the President for preparation and distribution of committee minutes by designated employees.
3. Written committee guidelines may be developed to:

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- a. Interpret and implement specific committee authorities;
  - b. Assure the effective functioning of a committee in its own unique manner;
  - c. Provide continuity of operation; and
  - d. Refer to specific Bylaw and Board Policy requirements.
4. Committee guidelines will be:
- a. Approved by a vote of committee members;
  - b. Presented for review by the Board upon initial development and upon revision;
  - c. Given to each committee member;
  - d. Filed with other corporate records; and
  - e. Reviewed by the Board at least annually.

Protection, Access and Ownership

1. Originals and master copies of corporate records will be maintained in the office in lockable fire resistant cabinets. The President is accountable for their protection upon receipt except for the Audit Committee's records.
2. Members and employees will be permitted access to approved copies of Bylaws, Board Policies, Board minutes and Committee minutes. Confidential and proprietary information may be redacted from minutes as necessary before they are released.
3. Members may be granted access to Operating Policies and procedures at the President's discretion.
4. All information generated and stored by employees on credit union owned equipment and media, such as programs and data on personal computers, is the property of the Credit Union.

## VOLUNTEER PARTICIPATION

Purpose: This section states the requirements and expectations effective use of volunteers.

### Eligibility and Qualifications

1. The ~~Director Search Nominating~~ Committee will supply an election information kit to members interested in becoming a member of the Board or a Committee Member, which includes the following:
  - a. A copy of the Bylaws;
  - b. A copy of the following ~~policy~~-subjects: Board and Officer Duties, ~~General (Human Resources) Philosophies~~ Guiding Principles, Volunteer Participation, and Code of Ethics.
2. A member may apply in writing by submitting an application and resume online to the ~~Director Search Nominating~~ Committee to be nominated by it for the Board and elected committees. That request will show that the applicant qualifies because he or she:
  - a. Possess areas of knowledge, experience, or interest pertinent to this Credit Union's future;
  - b. Has a good credit standing and no criminal convictions;
  - c. Has been a member of this Credit Union for at least two years or has previously served in an official capacity in a credit union;
  - d. Has read the information kit and is willing to accept the responsibilities of elected or appointed office;
  - e. Will be able to act independently and objectively regardless of external relationships with other Directors and employees;
  - f. Is not an employee of this Credit Union or a competing financial institution; ~~and~~
  - g. Has not been a management employee of this Credit Union for at least 12 months prior to election date; ~~and-~~
  - ~~g-h.~~ Board of Director Candidates should serve on a committee for at least one year to build familiarity with credit union structure.
3. Members who apply to the Committee for nomination but are not nominated will be notified in writing by the Committee Chairperson within ten days of the

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application closing date. Any member may petition for nomination to the Board by following Bylaw provisions that bypass the ~~Director Search Nominating~~ Committee.

4. ~~Members seeking office should attend an orientation program prior to election.~~ Members who are campaigning for any office may do so at no expense to the Credit Union and may not campaign or display materials in any credit union office or at the annual meeting once it is called to order.

#### Commitment and Time Involved

1. All volunteers are expected to regularly attend their meetings, in-house workshops, and planning meetings.
2. Regular attendance at Board meetings is stressed. When a Director has missed three consecutive meetings, the Chairperson will ask for a motion to declare the seat vacant at the third meeting.
3. All new Directors will participate in a staff led board orientation program; new committee members may participate.

#### Talents Employed

1. Directors are urged to participate in committees to share their talents and knowledge most effectively.
2. Board and Committee members are expected to share their wisdom in taking group actions and making group decisions.
3. Volunteers are expected, when requested by management, to play a consultative role by sharing their expertise.
4. Volunteers are expected to seek opportunities to expand their knowledge about credit unions while in office.

#### Compensation

1. Volunteers will receive travel and expense reimbursements, including training materials, education, subscriptions, meeting meals, and other things directly related to Board and Committee activities; these will be considered

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- compensation, but necessary provisions for the effective conduct of business.
2. Board and Committee members may be provided with reasonable meeting fees and reimbursements as described in the Director and Committee Meeting Fee Policy.

Limitations on Directors

1. A healthy turnover assures opportunities for board member participation and a regular infusion of new ideas.
  - a. As of April 20, 2016, all current Directors should not seek reelection after December 31, 2027.
  - b. The ~~Director Search~~/Nominating Committee should not nominate a Director for reelection who has served four consecutive full terms (approximately 12 years).
  - c. That Director may be elected or appointed to another position, but will not fill a Directors' seat for at least two years.
  - d. The Board may make exceptions by resolution on a case by case basis when circumstances warrant.
2. A Director is not eligible to be hired as a full-time employee while serving as a Director or within two years of termination as a Director.

**Board and Officer Duties**

Purpose: This subject area broadly outlines several Director/Board roles in implementing Bylaw authority.

Objectives of the Board

1. To direct the Credit Union in the members' bests interest.
2. To maintain democratic control by the members.

Board Duties

1. The Board carries on strategic and long-range planning with Management's assistance.
2. The Board analyzes and interprets the business environment and attempts to

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affect change externally.

3. The Board formulates strategic Board Policies. The Board also monitors Management Policies and procedures to ensure they comply with and effectively implement Board Policy.
4. The Board hires, evaluates and terminates the President.
5. The Board plans for management succession and is prepared to react effectively in the unplanned absence of the President.
6. The Board responds timely to audits and regulatory examinations.

#### Officer Elections and Appointments

1. Directors are elected and appointed as Officers to focus on areas that require special attention.
2. The Board elects the Chairperson considering:
  - a. Strengths in leadership;
  - b. Prior Board attendance record;
  - c. Participation in developing and commitment to corporate values and plans; and
  - d. That a person is recommended to not serve more than two consecutive years as Board Chairperson.
3. The Board will also elect a Vice Chairperson, and Secretary/Treasurer, who are recommended to not serve more than two consecutive years in the same position.

#### Officer Duties

1. Generally, Officers are expected to:
  - a. Be the most knowledgeable and up to date on their particular area of concentration; and
  - b. Actively pursue the entire memberships' best interests in a cooperative

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manner with Management, whenever possible.

2. The CHAIRPERSON is to see to the accomplishment of our mission by:
  - a. Leading Board meetings and official functions;
  - b. Exemplifying and reinforcing corporate values;
  - c. Being the President's primary and administrative Board contact;
  - d. Supervising the ~~Treasurer~~/President relationship;
  - e. Soliciting commitment and cooperation from each volunteer;
  - f. Establishing priorities, setting deadlines and organizing the Board to effectively handle all issues requiring Board attention; and
  - g. Keep the Vice-Chairperson informed and prepared to lead in the Chairperson's absence.
3. The VICE CHAIRPERSON will:
  - a. Be prepared at any time to assume the Chairperson's responsibilities by staying informed of the current Board issues, priorities, deadline tasks and organization; and
  - b. Will become prepared to be elected to Board Chairperson.
4. The SECRETARY/~~TREASURER~~ with the assistance of the Executive Assistant will see to overall maintenance of corporate level records by:
  - a. Preparing minutes of Board meetings within seven business days following a meeting and distributing them to each Director;
  - b. Maintaining master copies (annotated with Board interpretations) of the Minutes, Bylaws, and Board Policy Manual, and distributing copies and changes;
  - c. Keeping track of election and appointment dates of volunteers;
  - d. Keeping track of Director attendance at Board meetings and informing the Chairperson of excessive absences; and
  - e. Insuring management's maintenance of files of contracts and corporate level correspondence (regulatory and other government agencies, professionals and contractors).
- ~~4. The TREASURER (President/CEO) is to provide the Board with a higher knowledge of financial plans, controls and results by:
  - Examining monthly financial reports to interpret trends and projections,~~

- ~~and to provide appropriate analysis of the financial consequences of proposed Operating Policies, plans and decisions;~~
- ~~Participating in developing, proposing and administering the operating budget; and~~
- ~~Watching environmental and financial trends to aid in projecting budget variances.~~

### BOARD MEETINGS AND AGENDA

1. The main purposes of Board meetings are to:
  - a. Make decisions on plans, strategies, policies, budgets and other corporate level proposals;
  - b. Review reports and evaluate organizational performance; and
  - c. Evaluate the business environment.
2. Directors, Officers, and Management should be prepared to conduct Board business.
3. Directors are accountable for identifying their policy proposals as additions, changes, or deletions to this manual by citing specific section, subject and paragraph numbers.
4. The Chairperson will see that the meeting is run democratically, that meetings are orderly, and that discussion is confined to the merits of the questions.
5. The President is expected to attend; managerial staff is invited to attend at the discretion of the Chairperson and the President. Committee members, Board of Director Candidates and other attendees, including Credit Union members may attend regular board meetings by invitation.
6. An agenda will be distributed in advance of each regular Board meeting.
  - a. Items for the agenda - all proposed agenda items must be submitted to the Chairperson by the first of the month. All reports and proposal support packages must be submitted to the President by the seventh business day of the month. The order of agenda items are as follows:
    - Call to order; Determination of a quorum

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- Approval minutes of the prior meeting
  - Monthly reports
  - Committee reports
  - Management reports
  - Other business
  - Adjournment
- b. Unfinished business shall automatically be, and only be, questions introduced at a prior meeting which had been tabled or delayed, but not withdrawn.
- c. Reports and proposals of Management, Officers and Committees will be agenda items only for those who desire to or who have been directed by prior Board action to make a report/proposal; written reports/proposals should be distributed with the agenda.

#### **BOARD CALENDAR**

Purpose: This subject area is aimed at assuring that the Board will address key issues at appropriate times.

A calendar will be developed and maintained to assist the Chairperson and Secretary/Treasurer in establishing effective agenda.

#### **COMMITTEES**

Purpose: This subject area describes the benefit and composition of the Committee structure.

#### **Objectives of Committees**

1. To produce better results and ideas from the clash and integration of perspectives.
2. To facilitate research and decision making.

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Audit Committee

1. Persons elected to the Audit Committee should not be employees of or immediate family to Directors. For the purpose of this section, the term immediate family includes spouse or other family member living in the same household.

Other Standing Committees

1. Each year the following Standing Committees will be appointed:
  - a. Executive Committee (Constituted solely of the Chairperson, Vice Chairperson, and Secretary/Treasurer).
  - b. Asset Liability Management Committee (~~Chief Financial Officer, the President and one~~ The Chairperson will be a Director, who does not serve on the Executive Committee. Any volunteer/appointed staff members as deemed necessary).
2. At minimum, the Committee Chairperson will be appointed at the first regular Board Meeting following the Annual Meeting election; other appointments may follow at a later meeting.

Commented [DB1]: Requires amendment to Asset Liability Policy

Appointments to Other (Non-Bylaw) Committees

1. The Nominating Committee shall recommend to the Chairperson appropriate committee assignments. Assignments will take into account technical complexity requirements, confidentiality concerns, budget considerations (Director and Committee Meeting Fee) and specific needs of the Board and the committees relative to Board goals.
- ~~2.3.~~ The Chairperson shall appoint willing and interested members to the Committees with the advice and consent of the Board.
- ~~2.3.~~ At least the Chairperson of each committee will be a member of the Board.
- ~~3.4.~~ An employee may be appointed as a committee member or staff liaison with the advice and consent of the President.
- ~~4.5.~~ Committee and Board vacancies should be filled within 30 days.

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Committee Chairperson's Duties

1. A Committee Chairperson is expected to assure the productivity and usefulness of the Committee by:
  - a. Calling meetings with advance notice and convenience of location;
  - b. Developing action plans and following up on members' assignments;
  - c. Providing an agenda for meetings;
  - d. Seeing that members share the work; and
  - e. Providing the Board with minutes of committee meetings.
2. A Committee Chairperson is expected to communicate to the Board regarding committee work by:
  - a. Giving notice in advance that the Committee has an agenda item; and
  - b. Providing proposals in writing to be distributed with the agenda.

AD HOC Committees

1. The Chairperson may appoint an Ad Hoc Committee at any time by:
  - a. Stating its specific purpose; and
  - b. Declaring the length of its existence.
2. Ad Hoc Committees will be appointed and operate in a manner consistent with the Standing Committees.

**Committee Duties**

Purpose: This area is to define roles and expectations to guide committee work toward efficient accomplishments.

General Committee Duties

1. Keeping minutes of committee meetings.
2. Meeting as often as necessary to contribute to the mission of the Credit Union.

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3. Reporting any official actions and activities at the next regular Board meeting.
4. Researching and developing recommended policies for Board adoption.
5. Contributing budget information in support of committee and corporate plans.
6. Coordinating activities and communicating their knowledge and plans in order to work harmoniously with management and employees.

Audit Committee

1. The long-term objective of the Audit Committee is to raise the level of quality of this Credit Union and to foster its maturity.
2. The primary objective of the Committee is the examination and evaluation of the adequacy and effectiveness of internal control and the quality of performance in carrying out assigned responsibilities.
3. Other committee duties include:
  - a. Determining the reliability and integrity of financial and operating information;
  - b. Determining compliance with policies, plans, and procedures, laws and regulations that could have a significant impact on operations and reports;
  - c. Participating, at its discretion, with the Board and Management in decision making by questioning and commenting from its special perspective;
  - d. Authorizing to engage external auditors and will preside over the hiring, evaluation, and firing of internal auditors;
  - e. Overseeing the work of external auditors and internal audit staff to assure that of independence and objectivity is maintained;
  - f. Having a member at all Board meetings and corporate functions;
  - g. Maintaining a separate publicized mailing address for confidential and direct member contact;
  - h. Handling members' written questions and complaints relating to transactions and compliance; and
  - i. Assuring that the Board and President respond adequately and timely to examination and audit findings and recommendations.

Executive Committee

1. The Committee's chairperson will be the Board Chairperson. In case of a tie vote, the Chairperson's vote shall prevail.
2. The Committee's purposes are to:
  - a. Meet regularly to review corporate performance;
  - b. Discuss concerns and issues; and
  - c. Act in areas where the full Board cannot provide quick, responsive decision.
3. Other committee duties include:
  - a. Reviewing continuing contracts with the President and recommends action to the Board, unless it has specific authority to act.
  - b. Reviewing proposed regulations with the President and transmits comments which represent the interests of the members and the Credit Union, and which are consistent with our mission and strategic plans.
  - c. Reviewing Operating Policies:
    - To assure their existence where required in these Board Policies.
    - To ascertain that they are congruent with Board Policies, our mission and strategic plans.
    - As a step in preparing the President's performance appraisal.
  - d. Playing a major role in hiring the President by:
    - Recommending the qualifications to search for, and the recruiting procedure, to the Board.
    - Carrying out the recruiting procedure.
    - Interviewing prospects.
    - Recommending its selection to the Board.
  - e. Establishing the process for and makes the President's annual performance appraisal and it presents its appraisal and recommendations to the Board for the Board's approval.
  - f. Establishing, with the Audit Committee, the process for:
    - Annually evaluating Directors' performance.
    - Removing inactive/ineffective Directors.
  - g. Making decisions for the Board as specifically delegated and is accountable to the full Board for the results of those decisions.

Asset/Liability Management Committee (ALM Committee)

1. The purpose of this Committee is to consult with management in the implementation of the Board's Financial Management Policies, objectives and strategies.
2. The ALM Committee duties are listed as follows:
  - a. Recommends Financial Management Policies and strategies to the Board and management.
  - b. Determines the level of loan-able funds and makes some investment decisions under Investment Policies.
  - c. Evaluates management's proposed financial management decisions.
  - d. Evaluates the results of management's financial management decisions.
  - e. Develops investment guidelines with input from the Board and from management, which limit sensitive or risky transactions.
  - f. Contributes to management's budget process involvement.

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### Historical Record of Policy Changes

Date Revised: April 2016  
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#### Section of Policy Change:

The Limitations on Directors section was revised to begin enforcing Director term limits.

Volunteer participation, Eligibility and Qualifications (page 10)

#### Limitations on Directors

1. A healthy turnover assures opportunities for board member participation and a regular infusion of new ideas.
  - a. At adoption of this policy, all current Directors are considered to begin their first full term **at the time of their next election.**
  - b. ~~It is recommended,~~The Director Search/Nominating Committee **should** not nominate a Director for reelection who has served four consecutive full terms (approximately 12 years).
  - c. That Director may be elected or appointed to another position, but will not fill a Directors' seat for at least two years.
  - d. The Board may make exceptions by resolution on a case by case basis when circumstances warrant.

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#### **SECTION 3.01 FIELD OF MEMBERSHIP**

(Page 4) - The CUD allows an attachment to be used to define the field of membership due to the extensive nature of the field of membership. Since the language is included in the attachment, it is not necessary to include this in the Bylaws.

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**NOTICE OF MEETINGS (PAGE 7), NOMINATING COMMITTEE AND PETITION (PAGE 8), HONORARY DIRECTORS AND CERTIFICATION OF ELECTION (PAGE 12), PRESIDENT (PAGE 18)**

Updated number of days to match the Texas Standard Bylaws.

**BOARD OF DIRECTORS**

Bullet A (page 11) - Reduces the number of directors as requested.

**SECTION 5.06 MAJORITY ACTION**

(Page 13) - Due to an even number of board members, it is necessary to identify how the board will settle tie votes. Because the Credit Union uses a majority action to adopt motions, adding this language clarifies that in the event of a "tie vote" the motion is defeated.

**SECTION 5.10 ELECTION AND APPOINTMENT OF OFFICERS**

Bullet B (page 17) - This corrects a prior mistake which was in conflict with the section "Employees on Board of Directors" on page 9.

**Section 5.11 Duties of Officers**

Bullet D (page 18) - This allows the board to assign the duties of the treasurer to the president, rather than asking a director to fill the role.

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**Board Policy**

Upon adoption of this manual, (page 4) - Removed bullet b and c which references old policies.

Bullet 4 – Removed the requirement that the board Secretary revises who pages of policies.

**Volunteer Participation**

Eligibility Requirements, (page 9) – Changed Director Search Committee to Nominating Committee throughout the policy. Expanded the duties to include screening and recommending committee members.

Bullet 2 – Added wording which requires an application and resume be submitted online.

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Bullet 2, H – Added a recommendation that Board of Director candidates serve on a committee prior to being elected to the board.  
Bullet 4, - Relocated orientation program to Commitment and Time Involved section.

**Board and Officer Duties**

Modified the Secretary title to include the duties of Treasurer throughout remained of policy.  
Officer Duties bullet 5, (page 14) – Deleted section since the duties remain with the President/CEO but the CEO no longer serves as Treasurer.

**Board Meetings and Agenda**

Bullet 5, (page 14) – Expanded the definition of who is allowed to attend regular board meetings.

**Other Standing Committees**

Bullet 1B, (page 16) – Removed the President and CFO as committee members.

**Appointments to Other (Non-Bylaw) Committees**

Bullet 1, (page 16) – Added that the Nominating Committee will recommend committee members to the Chairperson.