

**HOUSTON CHAPTER
OF THE
CORNERSTONE CREDIT UNION LEAGUE**

Chapter Bylaws

As of September 20, 2022

Preamble

The Credit Union Movement belongs to the Credit Unions, all of which are motivated by the same principles and perform the same services; under whatever law they may be organized. We recognize the value of cooperative effort - of mutual instruction of social contact. The Chapter is therefore established to make possible more efficient coordination within the Credit Union Movement.

Houston Chapter of Credit Union Bylaws

Article I NAME

Section 1 The name of this association shall be the Houston Chapter of Credit Unions (the "Chapter")

Article II PRINCIPAL OFFICE

Section 1 The principal office shall be located in Houston, Texas

Article III OBJECTIVES

Section 1 A. To promote interest and cooperation between credit unions and credit union members within this area.

B. To assist the Cornerstone Credit Union League (CCUL) in furthering the development and organization of additional credit unions.

C. To encourage membership in the CCUL and Credit Union National Association for the furthering and protection of the credit union movement.

D. To provide meetings of the credit unions that allows the interchanging of ideas, education, and information of mutual interest.

E. To provide suggestions through the League Directors to CCUL for improvements in its services to the credit unions.

Article IV MEMBERSHIP and VOTING

Section 1 All credit unions organized and operating within the Houston and Gulf Coast Regions of Texas and adjacent area shall be eligible for membership.

A. Except as otherwise provided herein, each Chapter member credit union shall be entitled to one vote on matters presented to the membership for a vote.

B. The Chapter shall be an integral part of the CCUL and CCUL Directors may report on CCUL activities at each meeting of the Chapter.

Section 2 Business representatives that provide products and/or services to the credit union industry may apply and be approved for non-voting membership in the Chapter. Their membership is contingent upon the timely payment of the annual dues as determined by the Chapter's Board of Directors. The Board of Directors will vote on the dues annually. The decision to revoke the membership, if needed with or without cause, of a Business Partner will be made by a majority vote of the Board of Directors.

Article V DUES

A majority of the Chapter's Board of Directors shall determine the assessment and collection of annual dues for voting and associate members.

Article VI MEMBERSHIP MEETINGS

Section 1 Regular membership meetings of this Chapter shall be held monthly, unless otherwise decided by the Board of Director of this Chapter. The Chairman shall announce the time and meeting place.

Section 2 Standing Rules

The following standing rules may be suspended, rescinded, or amended by a majority vote at any meeting of the chapter or of the Board of Directors.

The *Order of Business* shall be:

- 1) Call to order

- 2) Reading of Minutes by Secretary
- 3) Report of Treasurer
- 4) Report of the Program Chairman
- 5) Communications not requiring action
- 6) Report of Standing Committees
- 7) Report of Special Committees
- 8) Unfinished Business
- 9) Report of CCUL Directors
- 10) New Business
 - a. Communication requiring actions
 - b. Elections
 - c. Other New Business
- 11) Announcements
- 12) Date/Location of Next Meeting
- 13) Adjournment

Section 3 The Board may call special meetings of the Chapter at such time and place as stated in the notice of the meeting or in a duly executed waiver of the notice thereof. Written or printed notice of a special meeting stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting; either personally, by mail, or by electronic communication. The business transacted at any special meeting of the Chapter members shall be limited to the purpose(s) stated in the notice of the special meeting.

Section 4 The Annual Meeting shall be held in the month of September. Written or printed notice of a special meeting stating the place, day and hour of the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting; personally, by mail, or by electronic communication.

Section 5 Representatives from ten (10) credit unions shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of those eligible to and casting votes shall be the act of the voting membership.

Article VII DIRECTORS - NUMBER, TERM and QUALIFICATION

Section 1 The Board of Directors shall consist of from nine (9) to thirteen (13) directors, no two of whom shall be from the same credit union. Any change in the number of board members will require a two-thirds majority vote of the Board. In the event two directors are employed by the same credit union due to merger, job change, etc. they may serve on the Board for a period of six (6) months. By the end of six months, one of the directors must resign or be removed by the Board, but may be seated as a non-voting Associate Board Member per the terms of Article X, Section 8 within.

Section 2 The regular term of office for the Directors of the Chapter shall be a period of three (3) years. Newly elected Board of Director's terms will be effective at the end of the Annual Meeting. Each year, four (4) terms will expire at the end of each Annual Meeting, with the exception of every third year, when five (5) terms will expire.

Any director who is not an employee, director, or committee member of a credit union for three (3) consecutive months, would result in the automatic removal from the Board of Directors.

Section 3 The Chairman shall appoint a nominating committee of three (3) members, no two of whom shall be a member of the same credit union, and publish the names of the members on the Chapter's website by the second Tuesday of August.

Section 4 The duties of the nominating committee shall be:

A. To select one (1) nominee for each vacancy to be filled.

B. A nominee must be an employee, director, or committee member of a credit union for three (3) consecutive months in order to be considered. No two nominees shall be from the same credit union.

C. All nominees' names shall be published in the September (Annual) Meeting notice and announced by the Chairman of the Nominating Committee from the floor at the meeting.

Section 5 If the vote is by ballot, it shall be the duty of the Nominating Committee Chairman to appoint tellers before the vote is taken. Each credit union that is a voting member of the Chapter shall be entitled to one (1) vote and only credit unions present at the meeting shall be entitled to one vote. A majority vote shall constitute an election.

- Section 6 At the Annual Meeting, all director positions for three (3) year terms that are able to be filled will be elected by the following procedure. Each credit union that is present at the meeting may cast the number of votes equal to the number of positions to be filled. Only one vote may be cast for a candidate. At each election the persons receiving the greatest number of votes shall be the directors. This procedure is referred to as "plurality voting". If there is a tie vote for a position, there will be another plurality vote with the candidates being those that were tied in the previous vote. In each vote no candidate is required to receive a majority of the votes. Any election to fill a position with a term less than three (3) years must be a separate election from the election for candidates to serve three (3) year terms. This election will be by plurality voting.
- Section 7 Within sixty (60) days following each Annual Meeting of this Chapter, the Directors shall elect from their number a Chairman, Vice Chairman, a Secretary, and Treasurer for the upcoming calendar year.
- Section 8 The Chapter officers shall serve for one (1) year or until their successors have been appointed or elected. The Chapter directors shall fill interim officer vacancies.
- Section 9 In the event a chapter official is elected to the Board of Directors of the CCUL, it will be necessary for that official to relinquish their position as a director of the Houston Chapter at the next regularly scheduled meeting of the Board. The remaining members of the Board shall appoint a successor to fill the unexpired term until the next Annual Meeting.
- Section 10 Any director who fails to attend four (4) regular board meetings in a calendar year may be removed from office at the discretion of the board. If a director leaves employment of a credit union and there is no communication with the board, they may be removed from office at the discretion of the board.
- Section 11 All Board of Directors vacancies shall be filled by appointment of the remaining directors for the interim period until the next Annual Meeting. The balance of the term, if any, shall be filled by election at the Annual Meeting.
- Section 12 In November of each year, the Chapter Chairman shall appoint an Audit Committee of not less than two (2) persons to audit the Chapter's financials and minutes. A written report will be provided to the Board of Directors by no later than 120 days after the completion of an audit.

Article VIII MEETINGS OF THE DIRECTORS

- Section 1 Within 60 days following each annual meeting of members, the Board of Directors elected at such meeting shall hold an organization meeting at which they shall elect officers and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.

Section 2 Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be from time determined by the Board of Directors.

Section 3 Special Meetings.

A. Special meetings of the Board of Directors may be called by the Chairman or by one (1) or more directors at such time and place as stated in the notice of the meeting or in a duly executed waiver of the notice thereof.

B. Written or printed notice of a special meeting stating the place, day, and hour of the meeting. The purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting; either personally, by mail, or by electronic communication.

C. The business transacted at any special meeting of the Board of Directors shall be limited to the purpose(s) stated in the notice of the special meeting.

Section 4 This section may only be exercised after Article VIII Section 2 and Section 3 are determined to not be practical. Consent in lieu of a formal or special meeting of the Board of Directors may only take place if a majority of all the voting directors first agrees to exercise Section 4 for a pre-designated purpose. Second, any action pertaining to the pre-designated purpose must be approved by a majority of all voting members of the Board of Directors. Minutes must be taken for this meeting and will be presented for review and approval at the next regularly scheduled meeting of the Board of Directors.

Section 5 A majority of Directors shall constitute a quorum for the transaction of business.

Article IX OFFICERS and THEIR DUTIES

Section 1 The officers of this chapter shall be:

A. Chairman

B. Vice Chairman

C. Secretary

D. Treasurer

Section 2 The Chairman shall:

A. Preside at all meetings of this chapter.

B. Appoint and chair all standing committees and such other committees as may

be deemed necessary.

C. Be ex-officio member of all committees except the nominating committee and the audit committee.

D. Delegate participation in committees or assignments as deemed appropriate to the effective functioning of the chapter.

Section 3 The Vice - Chairman shall:

A. Have and exercise all powers, authority, and duties of the Chairman during his or her absence

B. Shall coordinate activities with the Chairman to ensure efficient operations of the chapter.

C. Be responsible for planning, arranging, coordinating, and publicizing the monthly meetings of the Houston Chapter.

D. Serve as chair of the Program Committee

E. Serve as chair of the Education Committee, including Mini - Sessions

Section 4 The Secretary shall:

A. Keep the minutes of all Chapter Board meetings.

B. Handle all the finances in the absence of the Treasurer.

C. Perform such other duties as may pertain to the office or requested by the Chairman.

D. Maintain attendance rosters of directors at Board and Chapter meetings.

E. Maintain a current roll of all credit unions in the chapter.

Section 5 The Treasurer shall:

A. Receive all dues and other funds.

B. Pay all obligations of the chapter with the Chairman's concurrence

C. Keep a complete record of all receipts and disbursements

D. Submit financial reports at each regular meeting.

- E. Shall be bonded for an amount set by the Board of Directors.
- F. Shall be responsible for the timely preparation and filing of annual tax returns for the Chapter.
- G. Register Chapter Meeting attendees
- H. Handle the recording and receipt of Chapter Meeting funds.
- I. Manage chapter diner reservations or other reservations as needed.

Section 6 A past Chairman of the Houston Chapter, if no longer serving as an elected director, may be an ex-officio member of the Houston Chapter Board until the current Chairman of Houston Chapter, if no longer serving as elected director, assumes the role of ex-officio. The ex-officio shall have no voting rights.

Article X COMMITTEES and THEIR DUTIES

Section 1 Standing/On-call committees of this Chapter shall be:

- A. Audit committee
- B. Nominating Committee
- C. Ad Co-op Committee
- D. Political Action Committee

Section 2 Special committees may be appointed when deemed necessary

Section 3 The Program/ Education Committee shall plan the programs for the chapter meetings, mini sessions, International Credit Union Day, and arrange educational seminars, as required. The Program/ Education Committee solicits door prizes and facilitates door prize drawing at the monthly Chapter Meetings.

Section 4 The Audit Committee shall audit records of the Chapter at least annually and provide a report to the Board no later than 120 days after the completion of an audit.

Section 5 The Legislative Committee shall:

- A. Keep the Chapter informed of all political matters that may affect credit unions or the chapter.
- B. Arrange meetings with legislators

- C. Work with CCUL Governmental Affairs Department
- D. Monitor legislative issues
- E. Coordinate volunteer efforts, as required
- F. Arrange/ coordinate fundraising efforts to benefit CCUL PAC
- G. Handle the recording and receipt of CCUL PAC/ CULAC funds
- H. Provide the Chapter education regarding political action

Section 6 Nominating Committee shall:

- A. Select one nominee for each vacancy to be filled
- B. Verify the qualifications of each nominee
- C. Announce nominees from the floor at the September Chapter Meeting
- D. Appoint Election Tellers for the ballots voting, if needed.

Section 7 Other Committees - the Board of Directors may from time to time designate persons to constitute committees, which shall have and may exercise such power as the Board of Directors may determine and specify. The Board of Directors shall have the power at any time to change the number and members (with or without cause) of any such committee, to fill vacancies and to discharge any such committee. Chairs and committee members shall be employees or volunteers of credit unions organized and operating within District 1.

Section 8 Associate Board Members -The Chairman may recommend up to six (6) non-voting Associate Board Members for approval by the Board. Associate Board Members will attend Board meetings and participate in Board discussions. Associate Board Members will be expected to attend Chapter meetings and work on committees. Of the six, a maximum of three may be seated who are ineligible to ascend to a voting Board member position (i.e. Business Partner, second Board member from the same CU), leaving at least three seats at all times for Associate Board Members who would be immediately eligible to be promoted to a voting Board member position in the event of a Board vacancy.

Article XI RULES of ORDER

Section 1 Robert's Rules of Order Revised shall govern in all meetings of the Association, Legislative Representative Forum, and meetings in all cases to which they are applicable and in which they are not consistent with the Bylaws of the Association.

Article XII AMENDMENTS

Section I These Bylaws may be amended by a two-thirds affirmative vote at any regular or special meeting of the Chapter membership

Section 2 A pre-requisite to such amendment is a copy of the proposed amendment and a amendment, which is finally adopted, shall have been included in the notice of the meeting.

THE FOREGOING BYLAWS, consisting of the Preamble and Article I through XII inclusive contained on this page and on the preceding 9 pages, were adopted as the original Bylaws of the Chapter effective September 20, 2022, to certify which the Secretary of the Chapter is affixed below:

HOUSTON CHAPTER OF CREDIT UNIONS

Claudia Maldonado

Claudia Maldonado, Secretary