

# BYLAWS OF THE CUNA TECHNOLOGY COUNCIL

## *Article I - Name*

1. The name of this organization shall be the CUNA Technology Council, herein referred to as the Council or CTC.

## *Article II - Office*

1. The principal office of the CTC shall be located within the facilities of CUNA & Affiliates, Madison, WI.

## *Article III - Mission Statement*

1. Our mission is to be the first place our members go for information and to connect with others, for the best use of technology in support of the credit union industry.

## *Article IV - Membership*

1. Members of the organization must be paid staff members with technology responsibility from credit unions and organizations affiliated with CUNA, international credit unions or organizations affiliated with WOCCU (World Council of Credit Unions) or corporate credit unions. Technology 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 technology officers of the affiliated credit union or organization. CEOs or other executives with technology roles also may be members.
3. This is an international association. Members of CUNA-affiliated credit unions or credit union organizations anywhere in the world may join.

## *Article V - Council Executive Committee and Terms of Committee*

1. CTC will have up to a ten 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. The league seat will be a three-year term.
2. Executive Committee members must be CTC members with technology as their responsibility at a CUNA affiliated natural person credit union.
3. CTC members will elect members to the Executive Committee in an annual ballot election (See Article VII, Nominating and Elections.).
4. No more than two members from the same state and only one member per credit union or organization may serve on the Executive Committee at the same time.
5. Executive Committee terms run for three years and will be staggered.
6. Terms run from one CTC Conference through the next year's conference, with elected Executive Committee members taking office following the last meeting of the current CTC Executive Committee or at the close of the Conference. Each committee member will serve until a successor is elected or appointed.
7. No individual may serve more than two consecutive elected terms. 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.
8. At the first meeting of the CTC Executive Committee each year, Executive Committee members will elect a chair, 1<sup>st</sup> vice chair, and 2<sup>nd</sup> vice chair.
9. The Executive Committee's election of 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. The maximum term a chair can serve on the EC is three, one-year terms.

10. The Executive Committee shall meet no less than twice yearly, including once at the CTC conference. Other meeting(s) shall take place at a time and place as determined by the Executive Committee.
11. The chair will appoint committee chairs to do work for the good of the organization. Committee members must be CTC members, but need not be Executive Committee members. The committee chair will appoint their committee members, pending Executive Committee Chair approval.
12. 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, then stand for election during the next regularly scheduled election.
13. 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.
14. 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 organization supports the member's committee obligations and is affiliated.
15. If an Executive Committee member's responsibilities change during his or her term such that the member is no longer involved with the technology discipline, he or she may be asked to resign at the discretion of the remaining Executive Committee.

#### *Article VI - Executive Committee Officers*

1. The first meeting of the Executive Committee each year shall be organizational in nature and held in conjunction with the Annual Conference. At this meeting, the Committee shall elect a chair, 1<sup>st</sup> vice chair and 2<sup>nd</sup> vice chair. In addition, the Committee may conduct other business.
2. The officers will serve until the next annual organization 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.
3. The Chair will be ratified by the CUNA Chairman of the Board of Directors.
4. At the organizational meeting, the Chair will appoint committee chairs as appropriate

#### *Article VII - Executive Committee Nominations and Elections*

1. The chair 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 three to five individuals to stand for election to serve on the Executive Committee.
3. The Nominating Committee will accept nominations and recruit individuals to stand for election to serve on the Executive Committee.
4. An individual expressing an interest to serve on the Executive Committee must:
  - be a CTC member in good standing;
  - be a credit union employee with primarily technology responsibilities;
  - be willing and able to serve a full three-year term;
  - be willing and able to attend no less than two Executive meetings yearly;
  - be willing and able to spend at least 50 hours or more per year on volunteer CTC work;
  - and have the support of his or her employer to fully participate in required CTC Executive Committee requirements.
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 CTC membership. The petition must be submitted at least two weeks prior to the announced ballot distribution date. 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 the credit union technology;
  - are representative of CTC 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 must submit a resume, a cover letter indicating his or her 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 must be interviewed by at least two nominating committee members (in person or by phone.)
10. The call for applications will be sent to the members in mid-May with applications due to the Nominating Committee within 30 days of the announcement date.
11. The Nominating Committee will report its nominations to the Executive Committee. Ballots will be sent to CTC members August and due for tallying within one week of the distribution date.
12. New Executive Committee members are installed at the CTC Credit Union Technology Summit each year. The Executive Committee reserves the right to adjust election deadlines to accommodate changes to the conference date.

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

1. Ballots will list candidates in an order determined by the drawing of lots and will contain the candidate's 100-word resume/summary. All incumbents will be clearly identified with their statements, and will be identified on the actual ballot. Ballots will ask for the name of the CTC member.
2. Ballots that have votes for more than the maximum number of open seats will be disqualified.
3. Ballots without a name will be disqualified.
4. Completed ballots will be sent to CUNA electronically and will automatically be tabulated. Staff will call the Chair of the Nominating Committee with the results, who will then share them with the Nominating Committee and Executive Committee.
5. Ballots will be retained for six months and then destroyed.
6. It is the responsibility of the CTC Nominations Chair to inform candidates of the election results in writing prior to public disclosure. New Executive Committee members will be briefed on committee responsibilities by the chair prior to or at the first committee meeting.

#### *Article IX - Membership Dues and Finance*

1. CTC membership dues shall be assessed annually on a calendar-year basis.
2. The annual dues shall be established by the Executive Committee.
3. Fees for the annual conference and other CTC activities/products 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 monthly and provided to members of the Executive Committee. Copies of the financial statement will be made available to CTC members upon request.

#### *Article X - Annual Conference and Meetings*

1. CTC will hold an annual Technology Summit. 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. During the first

meeting of the newly-elected members, Executive Committee members will assume their seats and the committee will hold its organizational meeting to elect officers.

2. Notice of the conference and annual membership meeting will be mailed to each CTC member at least 30 days prior to the meeting.
3. A report on CTC operations and activities will be submitted at the annual meeting to the membership by the Chair of the Executive Committee and various subcommittee chairs as appropriate.
4. A quorum at any regular or special CTC meeting shall consist of 25 members.
5. All CTC membership meetings shall be conducted under parliamentary procedures laid down in Robert's Rules of Order, Newly Revised, if not defined in the CTC bylaws.

#### *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 CTC 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 communiqué 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 Indemnifications*

1. The Executive Committee members and members of the subcommittees they appoint serve without remuneration for their services or participation in CTC committees.
2. Executive Committee members will be reimbursed for actual and reasonable expenses incurred in attending the annual CTC strategic planning meeting and special official functions that may be determined or directed by the Executive Committee. Executive Committee members will pay their own expenses to attend the mid-year meeting held in conjunction with the annual CTC Technology Summit.
3. CTC Conference registration fees for Executive Committee members will be determined in accordance with CTCs current budget.