

**Articles of Incorporation,
By-Laws & Rules of Order**



Louisiana
Credit Union League

Articles of Incorporation

As Amended, August 3, 2016

BE IT KNOWN, That on the 18th day of the month of July, in the year One Thousand, Nine Hundred and Forty-eight, and of the Independence of the United States of America, the One Hundred and Seventy-Third, before me, Harold Moses, a Notary Public in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, therein residing, and in the presence of the witnesses hereinafter named and undersigned:

PERSONALLY CAME AND APPEARED

the several persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of Act 254 of 1914 and of the general laws of the State of Louisiana relative to non-trading corporations, they do by these presents organize themselves and those who may hereafter become associated with them into a body politic in law under the articles and stipulations following, to-wit:

ARTICLE I

The name of this corporation shall be the **LOUISIANA CREDIT UNION LEAGUE**.

ARTICLE II

The domicile of this corporation shall be in New Orleans, State of Louisiana.

ARTICLE III

The purposes of this League, as the representative body of the Louisiana credit union development, and as the voluntary association of Louisiana domiciled credit unions, are to carry on, through the use of member dues, or donations, or endowments, or grants, the following:

- (a) To cause the organization and the development of credit unions in Louisiana in order to bring about a greater participation by the citizenry in the activities of personal thrift, money management, and the prudent use of credit.
- (b) To promote, sponsors and develop educational and training programs to educate credit union officials, committeemen and personnel in the proper methods, procedures and principles of sound credit union operations.

- (c)** To promote publicity and public relations activities as may be required to inform, influence, maintain and broaden community awareness and public understanding of the importance of credit union services and benefits, and to create community awareness of the credit union development, through sponsored credit union events, and by cooperating with activities of business, labor, governmental, fraternal, civic organizations and educational institutions.
- (d)** To promote and act for the Louisiana credit union development in the State and National legislatures, by preparing, initiating, supporting and otherwise seeking the passage of legislation required for the preservation and/or for the improvement of credit union laws; to represent and act for the Louisiana credit union development in preventing unfair taxation, and in development of consumer credit protection laws.
- (e)** To create the organization of Chapters of credit unions, provide for their bylaws, and foster their development; to develop interest, understanding and cooperation between credit unions, members of credit unions, Chapters of credit unions, Leagues of credit unions, and between those organizations and individuals as may be required. *(last amended 8/4/2016)*
- (f)** To promote and act for Louisiana credit unions in developing interest, understanding and cooperation between credit unions, members of credit unions and the State and Federal supervisory agencies, and other regulatory bodies, in preventing unfair, restrictive and discriminatory procedures, rules and regulations and policies related to the organization and development of credit unions and credit union operations.
- (g)** To maintain a League headquarters organization to assume charge of and direct all matters pertaining to the organized credit union development within the State of Louisiana. *(last amended 6/28/86)*

ARTICLE IV

The corporate powers of this corporation shall be exercised by a Board of Directors elected as provided in the bylaws. The Board of Directors is authorized to borrow money, purchase immovable property, or sell, lease, encumber or otherwise alienate immovable property of the corporation. The officers of this corporation shall be a Chairman, a 1st Vice Chairman, a 2nd Vice Chairman, a Secretary, a Treasurer, and a President/CEO, and shall be selected as provided in the bylaws. The membership may provide in the bylaws for an Executive Committee, having such powers and functions as may be deemed necessary. *(last amended 6/30/90)*

ARTICLE V

The location and address of the registered office is Suite 200, 824 Elmwood Park Blvd., Harahan, Louisiana 70123; the name and address of the registered agent is Anne M. Cochran, Suite 200, 824 Elmwood Park Blvd., Harahan, Louisiana 70123. (*Changed pursuant to R.S. 12:236*) *(last amended 6/25/05)*

ARTICLE VI

Any credit union organized and operating in accordance with State or Federal law in the State of Louisiana shall be eligible to membership in this corporation, subject to the provisions of the bylaws. The bylaws shall provide for the admission, suspension and expulsion of members and for their government, and for the collection of dues and fees. The bylaws may provide for Honorary and Associate Membership. *(last amended 6/24/73)*

ARTICLE VII

This corporation shall have all the general powers as provided for in the Louisiana Non-profit Corporation Law, as amended. *(last amended 6/24/73)*

ARTICLE VIII

The duration of the corporation is perpetual. The corporation is a non-profit corporation. The corporation shall use its funds only to accomplish the objects and purposes stated in the Articles of Incorporation and bylaws. On dissolution of the corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors. *(last amended 6/24/73)*

ARTICLE IX

No member of this corporation shall ever be held liable or responsible for any acts, liabilities, contracts, debts or faults of this corporation, or of any of its members, nor shall any informality of these Articles of Incorporation have the effect of rendering this Charter null or of exposing a member to any liability except to the extent of its unpaid dues. *(last amended 6/17/78)*

ARTICLE X

The names of the subscribers hereto and their post office addresses are as follows:

Harold Moses, *President*
1620 Audubon St., New Orleans, La.

Shelby L. Owens, Jr., *Vice President*
3125 Jackson Ave., Baton Rouge, La.

James V. Lusby, *Treasurer*
1721 Sixth St., Lake Charles, La.

P. N. Biewer, *Secretary*
2314 Valmont St., New Orleans, La.

L. J. Melancon
132 Tudor St., Pineville, La.

Joseph G. Fernon, Jr.
1875 Benefit St., New Orleans, La.

A. M. Womack,
3320 Frederick St., Shreveport, La.

H. C. Thomason
3431 Robert St., New Orleans, La.

ARTICLE XI

This corporation shall be financed in the way and manner provided in the bylaws.

ARTICLE XII

This Act of Incorporation may be altered or amended by a vote of two-thirds of the members present at any regular or special meeting held for that purpose, provided that prior to such meeting, forty-five days' notice thereof is given, in writing, to each member credit union and that said notice shall contain a copy of any proposed amendment.

(last amended 8/23/60)

By-Laws

As Amended, August 3, 2016

ARTICLE I — NAME

SECTION 1. The name of this association of credit unions shall be the ***Louisiana Credit Union League***.

ARTICLE II — PURPOSE

SECTION 1. The purposes of this League, as the representative body of the Louisiana credit union development, and as the voluntary association of Louisiana domiciled credit unions, are to carry on, through the use of member dues, or donations, or endowments, or grants, the following:

- (a) To cause the organization and the development of credit unions in Louisiana in order to bring about a greater participation by the citizenry in the activities of personal thrift, money management, and the prudent use of credit.
- (b) To promote, sponsor, and develop educational and training programs to educate credit union officials, committeemen and personnel in the proper methods, procedures, and principles of sound credit union operations.
- (c) To promote publicity and public relations activities as may be required to inform, influence, maintain and broaden community awareness and public understanding of the importance of credit union services and benefits, and to create community awareness of the credit union development, through sponsored credit union events, and by cooperating with the activities of business, labor, governmental, fraternal, civic organizations and educational institutions.
- (d) To promote and act for the Louisiana credit union development in the State and National Legislatures, by preparing, initiating, supporting and otherwise seeking the passage of legislation required for the preservation and/or for the improvement of credit union laws; to represent and act for the Louisiana credit union development in preventing unfair taxation and in development of consumer credit protection laws.
- (e) To create the organization of Chapters of credit unions, provide for their bylaws, and foster their development; to develop interest, understanding and cooperation between credit unions, members of credit unions, Chapters of credit unions, Leagues of credit unions, and between those organizations and individuals as may be required. *(last amended 8/3/2016)*

- (f) To promote and act for Louisiana credit unions in developing interest, understanding and cooperation between credit unions, members of credit unions and the State and Federal supervisory agencies, and other regulatory bodies, in preventing unfair, restrictive and discriminatory procedures, rules and regulations and policies related to the organization and development of credit unions and credit union operations.
- (g) To maintain a League headquarters organization to assume charge of and direct all matters pertaining to the organized credit union development within the State of Louisiana. *(last amended 6/28/86)*

ARTICLE III — MEMBERSHIP

SECTION 1.

- (a) **Primary Members** Credit unions organized in accordance with the laws of the United States or the laws of the State of Louisiana and operating and having its principal place of business (headquarters office) in the State of Louisiana shall be eligible as Primary Members in this League. *(last amended 6/25/05)*
- (b) **Honorary Members** The Board of Directors may award to any person who has distinguished himself/herself by outstanding service to the Louisiana credit union development, the title of Honorary Member of the Louisiana Credit Union League. Honorary Members shall not be entitled to vote. There shall be no dues for Honorary members. *(last amended 6/17/78)*
- (c) **Associate Members** Associate Membership shall be available to any person, firm, credit union having its principal office in another state, or corporation demonstrating an interest in the economic betterment of the citizenry of Louisiana through the instrument of credit unions. Louisiana credit unions, federally chartered or Louisiana state chartered, shall only be eligible as Primary Members in this League. Associate Members shall not be entitled to vote or to hold office. Admission fees and dues for Associate Membership shall be established by the Board of Directors. *(last amended 6/25/05)*

SECTION 2. Applications for Primary Membership in this League shall be submitted to the Board of Directors in writing upon such form as shall be approved by the Board of Directors. If the application is approved by a majority of the Board of Directors present at any scheduled meeting, the credit union shall become a member of this League.

(last amended 6/7/96)

SECTION 3.

- (a) Each member credit union of this League shall name from its members two Delegates who shall be the Voting Delegates of that credit union to all Chapter meetings and League meetings. At all such meetings the member credit union shall be entitled to two votes, and there shall be no proxy voting, except that if a credit union has only one Delegate present at a meeting of the League, that Delegate shall have two votes. *(last amended 6/7/96)*
- (b) Each member credit union shall name from its members two Alternate Delegates, who shall be the Alternate Voting Delegates of that credit union, designated as First Alternate and Second Alternate, respectively, who shall serve in the place of either or both of the Voting Delegates in the event either or both of the said Delegates, for any reason, cannot attend a Chapter or a League meeting. *(last amended 6/12/76)*
- (c) If any credit union which has designated Delegates and/or Alternate Delegates has failed to provide a list of said Delegates and/or Alternate Delegates, as provided herein, the Delegates and/or Alternate Delegates of record shall continue to serve in their capacity until such time as the credit union shall have designated other Delegates and/or Alternate Delegates. *(last amended 6/12/76)*

SECTION 4.

- (a) Each member credit union shall certify to the President/Chief Executive Officer of this League the names, position held and mailing addresses of their Delegates and Alternate Delegates so named, or any changes thereto. *(last amended 6/30/90)*
- (b) The League and the Chapters shall be responsible for setting up and maintaining a mailing list for such accredited Delegates and Alternate Delegates. The League shall disseminate to each member credit union the organizational bulletins and informational releases, to enable them to keep abreast of important matters affecting the Louisiana credit union development. *(last amended 6/7/96)*

SECTION 5. It shall be the duty of each member of this League to abide by the provisions of the Charter and Bylaws of this League, and failure to do so shall constitute an act unbecoming a member. Charges of conduct unbecoming a member may be initiated against a member credit union by the League's Board of Directors, a Chapter of the League, or by five (5) member credit unions in good standing. Charges of conduct unbecoming a member, or of violation of provisions of the Charter and/or Bylaws, as are alleged, shall be set forth clearly and in detail, in writing, and shall be presented to the League in the manner prescribed in Article V of the Articles of Incorporation for the serving of citations and legal processes.

SECTION 6. A member credit union, censured, suspended, or expelled, may apply for relief, or reinstatement, by application to the Board of Directors, stating therein its compliance with the purposes, objectives and Bylaws of this corporation. The Board of Directors shall have the right to dissolve the censure, remove the suspension, or reinstate the membership of the credit union concerned by a two-thirds vote of the members present at a Board of Directors' meeting, subject to ratification by the Membership at the next Annual Meeting.

ARTICLE IV — DIRECTORS

SECTION 1.

- (a) The Board of Directors shall consist of twenty (20) Directors, chosen in the manner hereafter provided.
- (b) The members of the Board of Directors shall be elected for a period of two (2) years, their terms to begin April 1st of the year in which each is elected, and shall terminate on the last day in March of the second year thereafter; provided, however, that in the event the term of an officer expires before the Annual Meeting in the odd numbered year, such officer shall serve, ex-officio, without vote, until his/her successor is elected. *(last amended 6/17/78)*

SECTION 2.

- (a) The state shall be divided into nine (9) Districts (referred to as Chapters) as follows:

DISTRICT 1 CHAPTER to consist of: the Parishes of Lafourche, Plaquemines, St. Bernard and Terrebonne, and Orleans Parish. *(last amended 8/3/2016)*

DISTRICT 2 CHAPTER to consist of: the Parishes of Jefferson, St. Charles and St. John the Baptist. *(last amended 8/3/2016)*

DISTRICT 3 CHAPTER to consist of: the Parishes of Ascension, Assumption, East Baton Rouge, East Feliciana, Iberville, Livingston, Pointe Coupee, St. Helena, St. James, West Baton Rouge and West Feliciana.

DISTRICT 4 CHAPTER to consist of: the Parishes of St. Tammany, Tangipahoa and Washington.

DISTRICT 5 CHAPTER to consist of: the Parishes of Beauregard, Calcasieu, Cameron and Jefferson Davis.

DISTRICT 6 CHAPTER to consist of: the Parishes of Allen, Avoyelles, Catahoula, Concordia, Grant, LaSalle, Natchitoches, Rapides, Sabine, Vernon and Winn.

DISTRICT 7 CHAPTER to consist of: the Parishes of Bienville, Bossier, Caddo, Claiborne, DeSoto, Red River and Webster.

DISTRICT 8 CHAPTER to consist of: the Parishes of Acadia, Evangeline, Iberia, St. Landry, St. Martin, St. Mary, Lafayette and Vermillion.

DISTRICT 9 CHAPTER to consist of: the Parishes of Caldwell, East Carroll, Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Richland, Tensas, Union and West Carroll.

Each Chapter/District may adopt a proper name, title or other appellation not in conflict with these bylaws. *(last amended 6/12/76)*

- (b) Each Chapter shall have at least one (1) director from that chapter contingent upon the member credit union having their principal office within the boundaries of the Chapter, as of the last day of December of each even number year. Until changed by amendment to the bylaws, the eleven (11) additional directs are apportioned as follows:

Alexandria Chapter 1
Baton Rouge Chapter 2
East Orleans Chapter 1
Lafayette Chapter 1
Lake Charles Chapter 1
Monroe Chapter 1
Shreveport Chapter 2
West Orleans 2

(last amended 8/5/2010)

- (c) No less than every five years hereafter, the board of directors shall evaluate the appointment of directors to chapters and shall make any recommendations for change to the membership in the form of a proposed bylaw amendment. *(last amended 8/5/2010)*
- (d) The credit union Delegates or Alternate Delegates (as provided for in Article III, Section 3 of the bylaws) of the respective Chapters shall elect Directors at the annual meeting of the Chapter in each odd numbered year. A person to be qualified to hold the office of Director must, at all times relevant, be named as a Delegate or Alternate Delegate of a member credit union belonging to the Chapter and in good standing by having paid in full all League and Chapter dues. Credit unions whose League dues are paid in accordance with Section 5 of Article VIII of these bylaws are considered to be members in good standing. *(last amended 8/3/2016)*
- (e) Each Chapter shall also elect one or more Alternate Directors (one for each Director to which the Chapter is entitled) under the same conditions and in the same manner and way as govern the election of Directors. The Alternate Director or Directors so elected shall be designated First Alternate Director, Second Alternate Director, et seq. It shall be the duty of an Alternate Director

to attend meetings of the Board of Directors in the event of the absence or disability of a Director or Directors from the Chapter. When attending a meeting of the Board of Directors in such case, an Alternate Director shall have all the rights and powers of a duly elected Director. *(last amended 6/17/78)*

- (f) It shall be the duty of any Director who is unable to attend a meeting of the Board of Directors to contact the Alternate Director and advise them of such fact so that the Chapter will be fully represented. In the event of the absence or disability of one Director the First Alternate Director shall attend in his/her place; if the First Alternate Director cannot attend for any reason, then the Second Alternate Director shall attend and so on. In the absence of two Directors, then the First Alternate and Second Alternate Directors shall attend; if either or both are unable to attend, the Alternate Directors in their descending order shall attend. *(last amended 6/17/78)*

SECTION 3. Any vacancy on the Board of Directors caused by resignation or death of a Director shall be filled by the credit union Chapter in which the vacancy occurred. An Alternate Director for the Chapter involved shall be permitted to fill the vacancy in the manner provided in Section 2(d) until a replacement Director is elected by that Chapter. The election shall be held within ninety days of the date of the vacancy, unless such vacancy occurs less than six months before the next scheduled election for Directors. In that case, the Alternate Director shall be permitted to fill the vacancy until that scheduled election. *(last amended 6/23/84)*

SECTION 4.

- (a) The President/Chief Executive Officer shall notify each Chapter of the number of member credit unions located in its area and the number of Directors to which it is entitled, as provided for in Section 2(c) of Article IV, on or before January 31 of each odd numbered year, beginning January 31, 1967. *(last amended 6/30/90)*
- (b) It shall be the duty of each Chapter to notify the League office by April 1st of each odd numbered year the names and terms of the Directors elected. *(last amended 5/29/66)*

SECTION 5. If a Director is no longer qualified to serve under Section 2(d), or if a Director is absent from three consecutive meetings of the Board without being excused for cause by the Board of Directors, his/her office shall be declared vacant by said Board and the vacancy shall be filled in the way and manner hereinabove indicated. An Alternate Director for the Chapter involved shall be permitted to fill the vacancy in the manner provided in Section 2(d) until a replacement Director is elected by that Chapter. The election shall be held within ninety days of the date of the vacancy, unless such vacancy occurs less than six months before the next scheduled election for Directors. In that case, the Alternate Director shall be permitted to fill the vacancy until that scheduled election.

(last amended 6/23/84)

SECTION 6. Any Director or officer of this League may be removed from office for cause by a two-thirds vote of the full Board. A Chapter may present a resolution for removal of one of its Directors to the full Board of Directors. *(last amended 6/27/81)*

SECTION 7. A majority of the members of the Board of Directors shall constitute a quorum.

SECTION 8. The Board of Directors shall be responsible to the membership for the general direction, conduct and activities of the League, its financial resources, budgetary programs, revenues and expenditures. Provided, however, the credit union whose League dues are waived in whole or in part by the League Board of Directors, shall not be entitled to vote or their delegates or alternate delegates entitled to hold office. If a credit union whose League dues have been waived in whole or in part, reimburses the League within that fiscal year for such League dues, then the credit union's voting rights and privileges shall be fully restored, and its delegates or alternate delegates entitled to hold office. This would include the payment by the credit union of all its Chapter dues. This provision will not apply to those credit unions whose dues are paid according to Section 5 of Article VIII of these bylaws. Their eligibility or that of their Delegates or Alternate Delegates will not be affected by payment of League dues under that section of the bylaws. The Board of Directors shall hold at least two full Board meetings within the fiscal year, and one of these meetings immediately prior to the Annual Membership Meeting, and the other meetings thereafter at the call of the Chairman. The Chairman, or in his/her absence the 1st Vice Chairman, or in their absence the 2nd Vice Chairman, may call a special meeting of the Board of Directors at any time and shall do so within 60 days after the receipt of written request of not less than five Directors. At least five days' notice shall be given to each member of said Board prior to any meeting. *(last amended 8/3/2016)*

SECTION 9. The travel and out-of-pocket expenses of Directors or their Alternates to the Board of Directors, incidental to attending the meetings of the Board of Directors, or of the Executive Committee, shall be reimbursed by the League. No member of the League's Board of Directors shall be compensated in any form for services in this capacity. *(last amended 6/25/05-changed section number)*

SECTION 10. The Board of Directors shall select the depository of the funds for the League, and shall determine the method of withdrawing such funds. *(last amended 6/25/05-changed section number)*

SECTION 11. The Board of Directors shall not dispose of any stock of any wholly owned subsidiary corporation without the authorization of the membership. *(last amended 6/25/05-changed section number)*

ARTICLE V — OFFICERS

SECTION 1. The officers of the League shall be a Chairman, a First Vice Chairman, a Second Vice Chairman, a Treasurer, a Secretary, and a President/Chief Executive Officer. The officers, other than the President/Chief Executive Officer, shall be elected from the membership of the Board. The President/Chief Executive Officer shall be appointed by the Board of Directors and shall be ex-officio a member of the Board of Directors without vote. *(last amended 6/30/90)*

SECTION 2. The officers of the League, other than the President/Chief Executive Officer, shall be chosen at a meeting of the Board of Directors immediately following the Annual Meeting of the membership in the odd numbered years, and they shall serve for two years, or until their successors are elected. The President/Chief Executive Officer, when appointed, shall serve until his/her resignation; provided, however, that the President/Chief Executive Officer may be removed by a majority vote of the members of the Board of Directors. *(last amended 6/7/96)*

SECTION 2.1 A person to be qualified to hold the office of Chairman, First Vice Chairman, Second Vice Chairman, Secretary or Treasurer, must, at all times relevant, be named a Delegate or Alternate Delegate of a member credit union. *(last amended 6/7/96)*

SECTION 3. The **Chairman** shall preside at all meetings of the Board of Directors, the Executive Committee, and of the Membership. The Chairman shall be an ex-officio member of all standing and special Committees. The Chairman may countersign checks, notes, drafts and other obligations of the League and shall perform all other duties incident to the office of the Chairman. *(last amended 8/3/2016-changed section number)*

SECTION 4.

- (a) The **First Vice Chairman** shall perform the duties of the Chairman in the absence or disability of that officer, and may countersign checks, notes, drafts and other obligations of the League.
- (b) The **Second Vice Chairman** shall perform the duties of the Chairman in the absence or disability of the Chairman and First Vice Chairman and may countersign checks, notes, drafts and other obligations of the League. *(last amended 8/3/2016-changed Section number)*

SECTION 5.

- (a) The **Treasurer** shall be responsible for the accountability and management of the finances of the League under the direction of the Board of Directors. The Treasurer shall supervise the custody of funds, securities, and other assets of the League. The Treasurer may sign checks, drafts, notes and other obligations of the League. The Treasurer shall make, or cause the preparation of, a monthly financial statement reflecting the financial condition of the League, and this statement shall be authenticated by the Treasurer's signature. The Treasurer shall be bonded in such amounts as the Board of Directors may determine, and the premium shall be paid by the League. *(last amended 8/3/2016-changed Section number)*
- (b) The Board of Directors may, at its discretion, appoint an **Assistant Treasurer** who may be delegated the duties of the Treasurer as set out herein. The Assistant Treasurer may sign checks, drafts, notes and other obligations of the League and shall be bonded in such amount as the Board of Directors may determine, and the premium shall be paid by the League. *(last amended 6/12/76)*

SECTION 6.

- (a) The **Secretary** shall prepare, or cause the preparation and maintenance of Minutes and records of all meetings of the Board of Directors, the Executive Committee, and the Membership. The Secretary may countersign checks, drafts, notes and other obligations of the League. The Secretary shall be bonded in such amounts as the Board of Directors may determine and the premium shall be paid by the League.

(last amended 8/3/2016-changed Section number)

- (b) The Board of Directors may, at its discretion, appoint an **Assistant Secretary**, who shall be delegated the duties of the Secretary as set out herein. The Assistant Secretary may countersign checks, drafts, notes and other obligations of the League. The Assistant Secretary shall be bonded in such amounts as the Board of Directors may determine, and the premium shall be paid by the League.

(last amended 8/3/2016-changed Section number)

SECTION 7. The **President/Chief Executive Officer** shall be the general manager of the corporation. Under the direction of the Board of Directors, the President/Chief Executive Officer is charged with the responsibility of carrying out the purposes of this League as set out in Article II of these bylaws. The President/Chief Executive Officer may sign checks, notes, drafts and other obligations of the League, provided the President/ Chief Executive Officer is bonded in the amount to be determined by the Board of Directors. The President/Chief Executive Officer shall be compensated in such amounts as the Board of Directors may from time to time determine. *(last amended 8/3/2016 – changed Section number)*

SECTION 8. There shall be an **Executive Committee** of the League, consisting of the Chairman, First Vice Chairman, Second Vice Chairman, Secretary and Treasurer, any three of whom shall constitute a quorum. The Executive committee shall have complete control, management and responsibility of the affairs of the League, subject to the approval of the Board of Directors. *(last amended 8/3/2016-changed Section number)*

SECTION 9. The Chairman, or in the Chairman's absence or inability, the First Vice Chairman, or in their absence or inability, the Second Vice Chairman, may call a meeting of the Executive Committee at any time, and shall do so within 30 days after written request of any three members of the Committee. At least three days' notice shall be given to each member of the Executive Committee prior to any meeting. The Executive Committee shall render to the Board of Directors at each meeting thereof, a report as to the business it has transacted in behalf of, and since the last meeting of the Board of Directors.

(last amended 8/3/2016-changed Section number)

ARTICLE VI — COMMITTEES

SECTION 1. The Chairman is authorized and empowered to appoint an **Audit Committee**, a **Legal & Legislative Committee**, and such other committees as the Chairman may deem necessary for the proper operation and functioning of the League. The Chairman has the right to fill any and all vacancies of such committees which occur during his/her term of office. The Board of Directors may create such other committees as it desires and direct how such committees shall be appointed. *(last amended 6/7/96)*

SECTION 2. The **Audit Committee**, **Legal & Legislative Committee**, and such other committees that the Chairman may deem necessary shall be appointed for two (2) year terms as soon as possible after the Annual Meeting in odd numbered years. *(last amended 6/7/96)*

SECTION 3. The **Audit Committee**, or a Certified Public Accountant firm under the direction of the Audit Committee, shall make or cause to be made at least an annual audit prior to the Annual Membership Meeting of all books, accounts and financial transactions of the League, and shall render reports thereon to the Board of Directors and to the Membership at the Annual Meeting. *(last amended 6/18/83)*

- (a) To assure that the comprehensive review and examination of League finances is performed in compliance with the established guidelines, the Audit Committee may employ and use such independent auditing assistance and/or a Certified Public Accountant (CPA) firm as may be required to carry out its responsibilities. *(last amended 6/18/83)*

SECTION 4. The travel and out-of-pocket expenses of members of the committees duly appointed shall be reimbursed by the League for expenses incidental to their attendance at meetings. No member of a committee duly appointed by the Chairman, the Board of Directors, or the member credit union, shall be compensated in any form for services in that capacity. *(last amended 6/24/73)*

ARTICLE VII — MEETINGS

SECTION 1. The fiscal year of the League shall be prescribed by the Board of Directors. *(last amended 6/7/96)*

SECTION 2. The Annual Meeting of the League's Membership shall be held at such time and place in each year as the Board of Directors may determine. *(last amended 6/7/96)*

SECTION 3. Notice of the Annual Membership Meeting shall be mailed to all member credit unions at least 45 days before the date of said meeting. Such notice shall set forth the time and place of the meeting and shall contain a copy of any proposed amendment to the bylaws submitted in accordance with the provisions of Article XII, Section 1. Notice of any special meeting of the membership shall be mailed to all member credit unions at least 14 days before the date of said meeting, except for special membership meetings called to consider bylaw amendments, in which case 45 days' notice must be given.

SECTION 4. The Board of Directors may, by a two-thirds vote, call a special meeting of the members, and shall call a meeting on written request of ten percent (10%) of member credit unions; any such meeting shall be called within 60 days after the request is received. Notice of any special meeting shall contain a statement of the purpose of the meeting, and only the business specified in the call may be acted upon at the said meeting.

SECTION 5. At any regular or special meeting, forty (40) member credit unions shall constitute a quorum.

SECTION 6. The order of business at the Annual Meeting of the members shall be as follows:

- Call to Order
- Prayer
- Appointment of Recording Secretary
- Appointment of Parliamentarian
- Introduction and Report of Registration and Credential Committee
- Introduction of Resolutions Committee
- Introduction of Tellers Committee
- Reading of Minutes of Last Annual Meeting
- Adoption of Agenda
- Report of Executive Officers
 - Chairman
 - Treasurer
 - President/Chief Executive Officer
- Reports of Appointed Committees
- Reports - Others
- Old Business
- New Business
- Actions on Recommendations (not previously disposed of)
- Resolutions
- Adjournment

(last amended 6/22/85)

SECTION 7. At all meetings of the Directors or the Members the latest edition of Robert's Rules of Order shall be followed in all questions of parliamentary procedure not otherwise provided for in these bylaws or the special Rules of Order.

SECTION 8. The ultimate power of the League is vested in the Membership, and the Membership shall have the power to review any and all acts of the Board of Directors, the Executive Committee, duly appointed Committees, the Chapters and the management, and to reverse, alter or rescind the decisions of any of the aforementioned.

ARTICLE VIII — DUES

SECTION 1.

- (a) The League's dues supported purposes and activities, as provided for in Article II of these bylaws shall be financed by dues from the member credit unions, based on December 31 assets of the credit union, and in accordance with the following dues schedule:

Flat Fee Based on Assets

Less than 100K	\$100	20 - 22.5M	\$5,100
100K - 1M	500	22.5 - 25M	5,400
1.0 - 1.1M	660	25 - 27.5M	5,700
1.1 - 1.2M	720	27.5 - 30M	6,000
1.2 - 1.3M	780	30 - 35M	6,300
1.3 - 1.4M	840	35 - 40M	6,700
1.4 - 1.5M	900	40 - 45M	7,100
1.5 - 1.6M	960	45 - 50M	7,500
1.6 - 1.7M	1,020	50 - 55M	7,900
1.7 - 2M	1,200	55 - 60M	8,300
2 - 3 M	1,800	60 - 65M	8,700
3 - 4M	2,400	65 - 70M	9,100
4 - 5M	3,000	70 - 75M	9,500
5 - 6M	3,600	75 - 80M	9,900
6 - 7M	4,000	80 - 85M	10,300
7 - 8M	4,100	85 - 90M	10,700
8 - 9M	4,200	90 - 95M	11,100
9 - 10M	4,300	95 - 100M	11,500
10 - 11M	4,400	100 - 125M	12,000
11 - 12M	4,500	125 - 150M	12,500
12 - 13M	4,550	150 - 175M	15,000
13 - 14M	4,600	175 - 200M	16,500
14 - 15M	4,650	200 - 250M	18,000
15 - 16M	4,650	250 - 300M	25,000
16 - 17M	4,700	300 - 350M	27,500
17 - 18M	4,750	350 - 400M	30,000
18 - 19M	4,750	400M+	35,000
19 - 20M	4,800		

(last amended 6/21/97)

- (b) Dues determined under the schedule as approved by the membership shall be due and payable upon receipt of the dues notice. *(last amended 6/28/86)*

SECTION 2.

- (a) A member credit union that fails to pay its dues within sixty (60) days after the beginning of the League's fiscal year, shall be declared to be in a delinquent status, and not in good standing to attend the League Annual Meeting, to vote, or to hold office. *(last amended 8/3/2016 – changed Section number)*
- (a) Thereafter, a credit union that remains in a delinquent status shall be declared a non-member. *(last amended 6/7/96)*

ARTICLE IX — LEGAL & LEGISLATIVE ACCOUNT

SECTION 1.

- (a) In accordance with Article II of these bylaws, the League, as the representative body of the organized credit union movement, is responsible for handling and representing the legislative needs of the Membership. *(last amended 6/7/96)*
- (b) In order to carry into effect the responsibility of the League as set out above, there is hereby established a Legal & Legislative Account, which shall be dedicated solely to legal and legislative activities. *(last amended 6/7/96)*
- (c) The monies in the account shall be derived from dues. There shall be set aside in the account 8% of the dues collected until the account accumulates a total of \$100,000, and thereafter there shall be set aside such amounts from dues as collected to replenish the account to the maximum of \$100,000, but not to exceed in any fiscal year 8% of the dues collected. *(last amended 6/7/96)*
- (d) The LEGAL & LEGISLATIVE ACCOUNT shall be under the direction and control of the Board of Directors and/or the Executive Committee of the League. *(last amended 6/7/96)*
- (e) The LEGAL & LEGISLATIVE ACCOUNT shall not be used as a pledge or collateral security for any loan nor shall it be used for any other purpose than a Legal and Legislative Account. *(last amended 6/7/96)*

SECTION 2. No member credit union shall initiate, sponsor, or otherwise cause the introduction of any legislation. All member credit unions shall submit whatever legislation they deem desirable, in writing, to the League's Board of Directors for its consideration and action. Any legislative activity carried on by any member credit union contrary to or in violation of these provisions, shall be subject to the disciplinary provision of Article III, Sections 5 and 6 of these bylaws. *(last amended 6/7/96)*

ARTICLE X — CHAPTERS

SECTION 1. The League shall organize Chapters of credit unions in accordance with such rules and procedures as the Board of Directors may from time to time determine. The Board of Directors shall determine the area in which any Chapter shall operate, and such areas shall coincide with the political subdivisions of the League.

SECTION 2. Each Chapter shall carry out its functions in cooperation with and through support and assistance of this League. Specifically, each Chapter shall:

- provide association between credit unions, their personnel and officials within the Chapter area, by sponsoring group activities, inter-credit union functions and social events;
- provide publicity of local credit union activities, their services and objectives;
- create community awareness of its local credit union development, through regularly sponsored credit union events, and by cooperating with the activities of business, labor, governmental, religious, fraternal and civic organizations within local communities;
- encourage the education and training of credit union personnel and officials to inform and educate community leaders of the services and benefits of credit unions;
- develop leadership among credit union personnel and officials to assure a continuing flow of leaders in Chapters and League organizations;
(last amended 8/3/2016)
- review, act upon, and express position on developments, programs, problems and needs within the Chapter areas, and the activities of the League;
(last amended 8/3/2016)
- elect League Directors and Alternates, as herein otherwise provided;
- elect or appoint persons to official positions of the Chapter from Delegates and Alternate Delegates of member credit unions;
- recommend nominees for League appointed positions from the Delegates and Alternate Delegates of member credit unions.

SECTION 3 Each Chapter shall consider the member credit unions of its area as comprising the field of membership of the Chapter. The programs and activities of the Chapter shall be financed, supported and participated in by the member credit unions of the Chapter area.
(last amended 5/29/66)

SECTION 4. Member credit unions in the Chapter's field of membership shall be considered in good standing to participate in Chapter elections when dues to the League and Chapter dues, have been paid in full. This does not include credit unions whose League dues have been waived in whole or in part for the current fiscal year. Credit unions whose dues are paid under Section 5 of Article VIII of these bylaws are considered to be a member in good standing for all League and Chapter purposes. Chapters may add requirements for payment of dues by a certain date, if desired. *(last amended 8/3/2016)*

ARTICLE XI — AMENDMENTS

SECTION 1. These bylaws may be amended by a two-thirds vote of the lawful representatives, as described in Article III, Section 3, present at any regular or special meeting of the members, provided the notice of the meeting contained a copy of the proposed amendments. Amendments to these bylaws may be proposed by the Board of Directors, the Executive Committee, five or more Directors, any Chapter, or five or more-member credit unions in good standing, and shall be submitted to the League at least 60 days prior to the date set for the annual or special meeting at which time they are to be considered.

Rules of Order

As Amended, June 28, 1986

I. GENERAL RULES OF ORDER

The rules contained in *Robert's Rules of Order Revised* shall govern all meetings in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Bylaws and these Rules of Order of the Louisiana Credit Union League.

II. CALL TO ORDER

All meetings shall be called to order promptly at the specified time by the presiding officer.

III. DETERMINATION OF A QUORUM

At all meetings of the Board of Directors and the Executive Committee, the Secretary shall note the members present and report to the Chairman whether or not a quorum is present. At all meetings of the members, the report of the Credentials Committee shall be accepted as evidence of the number of members attending the meeting in determining the presence of a quorum.

IV. RECORDING SECRETARY

The presiding officer shall appoint a qualified person to act as recording or assistant secretary at each meeting.

V. COMMITTEES

All committees, unless otherwise specifically provided, shall be appointed by the presiding officer. The following committees shall be appointed by the Chairman, or presiding officer, prior to any meeting of the members:

(a) **Credentials Committee**

(b) **Resolutions Committee**

(last amended 6/28/86)

The following shall be the duties of each of these Committees:

(a) **Credentials Committee:** This committee shall be in charge of registration of delegates and alternates; shall open registration by 9:00 A.M. on the day of the beginning of a meeting, unless instructed to open sooner; and shall continue to function throughout the meeting as occasion may arise. It shall receive, check and file credentials of all delegates and alternates, and shall report to the presiding officer regarding the number registered when requested by him/her to do so. Its reports shall be matters of privilege and may be received and acted upon while questions, other than privileged questions concerning recess or adjournment are pending. If there is any challenge to the right of any person to be a delegate or alternate, then such matter shall be referred, without debate, by the presiding officer to the Credentials Committee for investigation, report and recommendation.

(last amended 6/17/76)

(a) **Resolutions Committee:**

- (1) All resolutions shall be in writing and submitted to the Resolutions Committee in sufficient time for them to study, report and make recommendations thereon, and present at any time indicated on the Agenda. It shall be the duty of the Resolutions Committee to prepare such resolutions of formal nature which may be required.
- (2) A resolution offered by a member credit union shall be in writing, signed by the delegate who offers the resolution and by a delegate who seconds the resolution - each of whom shall be a delegate eligible to vote at the Convention - and shall be sent directly to the Chairman of the Resolutions Committee.
- (3) A resolution offered by a District (Chapter) of the Louisiana Credit Union League shall be in writing and certified by the President and Secretary of the District (Chapter), as a true copy of the resolution adopted by the District (Chapter) at a duly held meeting of the District (Chapter).
- (4) All resolutions, except those proposed by the Board of Directors, Executive Committee, or appointed Committees, or all recommendations of officers and appointed committees, shall be referred without debate to the Resolutions Committee; recommendations and resolutions proposed by the Board of Directors, Officers, the Executive Committee, or appointed committees, shall be presented by the Board or Officer, or proposing Committee, directly to the Convention.
- (5) A delegate of a member credit union that offers a resolution shall be given an opportunity to explain its resolution to the Resolutions Committee, if the delegate so requests.
- (6) The Resolutions Committee shall prepare suitable resolutions to carry into effect recommendations referred to it, and shall submit to the Convention, with the Committee's own recommendations as to appropriate action, these and all other resolutions referred to the Committee.
- (7) The Convention, by a majority vote, can suspend this Rule and can immediately consider a question, or can order the Resolutions Committee to report a question at a certain time, even if the Committee has voted not to report it.
- (8) All resolutions shall be presented to the Chairman at the League offices not later than 15 days prior to the date of the Annual meeting, except commendation resolutions.
- (9) All resolutions must be in conformity with League bylaws and Charter.

(last amended 6/21/80)

VI. DECORUM AND DEBATE

At the Annual Meeting of the members, only registered Delegates or Alternates, when seated, members of the Board of Directors, the President, and the Chairmen of appointed Committees, or their representatives, shall be permitted the use and privilege of the floor. *(last amended 6/28/86)*

At meetings of the Board of Directors and of the Executive Committee, only members of the Board of Directors and of the Executive Committee, the President and the Chairmen of appointed Committees, or their representatives, shall be permitted the use and privilege of the floor. *(last amended 6/28/86)*

The Membership, Board of Directors, or Executive Committee, while in session, may exclude any persons they so determine.

At meetings of the Membership, the Board of Directors, and the Executive Committee, representatives of credit union organizations, related agencies, guests and visitors may attend the functions; however, any such persons may be granted the privilege of the floor by the presiding officer or the governing body.

VII. RULES OF SPEAKING

No person may speak longer than five minutes at a time, nor more than twice on the same question, without the permission of the meeting.

VIII. VOTING

The presiding officer shall designate the method of voting on any question before the assembly, which shall be one of the following:

- a. Viva Voce
- b. Raising of Hands
- c. Roll Call (Yeas and Nays)
- d. Standing
- e. Secret Ballot

Except that upon motion duly made and adopted by a majority of the members present, the members may prescribe the method of voting. A member credit union in delinquent status shall not be entitled to vote. *(last amended 6/23/79)*

IX. REPORTS

Reports shall be received when made without the necessity of a motion that they “be received”. All recommendations contained in such report shall be adopted and approved only on motion to that effect. The Delegates may at all times discuss the subject matter of all reports made, subject to Rule VII hereof.

X. PARLIAMENTARIAN

The presiding officer shall appoint a qualified person to act as Parliamentarian for each meeting of the members. The presiding officer may consult the Parliamentarian on any point of order, but the presiding officer shall render all decisions on such points on his/her own responsibility. The presiding officer’s decision or ruling shall be binding unless over-ruled by a majority vote on appeal from the decision of the chair. *(last amended 6/17/78)*

XI. AMENDMENT AND SUSPENSION

These rules shall continue in force year after year until rescinded. They may be amended or rescinded by a majority vote at any meeting.