ILLINOIS CREDIT UNION LEAGUE AMENDED AND RESTATED MODEL CHAPTER BYLAWS

Galesburg Chapter of Credit Unions
of the
Illinois Credit Union League
(Revised 9/22/2021)

Constitution

The credit union movement belongs to the credit unions, which are motivated by the same principles and perform the same service under whichever law they may be organized. To promote the credit union movement and to ensure efficient operation, credit unions are united through the Illinois Credit Union League and CUNA Incorporated. This Chapter, as part of the Illinois Credit Union League, is an integral part of the credit union movement as so organized. Recognizing the value of the cooperative effort through the interchange of ideas and of social contact, this Chapter is established to make possible more efficient coordination of these elements so fundamental in the credit union movement.

Bylaws

Article I. Name and Location

The name of this Chapter of the Illinois Credit Union League shall be: Galesburg. Its boundaries as approved by the board of directors of the Illinois Credit Union League are described in the corporate records of the Illinois Credit Union League.

Article II. Government

This Chapter is organized in conformity with Article X of the Illinois Credit Union League Bylaws, and shall be governed by active member credit union delegates and Chapter officers as therein provided, and in accordance with its own Bylaws as hereinafter set forth.

Article III. Objectives

The objectives of this Chapter shall be:

A. To promote interest and cooperation between credit unions and credit union members within the geographical area as identified in Article I.

B. To assist in the development and education of credit union directors, employees and committee members.

C. To assist the Illinois Credit Union League in furthering the development and organization of additional credit unions.

D. To promote membership in the Illinois Credit Union League for the furthering and protection of the credit union movement in CUNA Incorporated.

E. To provide meetings of the credit unions in this area for the purpose of interchanging ideas and information of mutual interest.

F. To promote the observance of International Credit Union Day on the third Thursday of October each year, as a day of thanksgiving for the credit union privilege, in order to bring about a better understanding of credit unions and the important services they are rendering.

G. To assist the Illinois Credit Union League in promoting favorable legislation for furthering the credit union movement in Illinois and throughout the United States.

Article IV. Membership

Section 1. Eligibility

Any credit union within the geographical area defined in Article I of these bylaws, whether organized under state or federal law, is eligible for membership in this Chapter. Any credit union legally assigned to another Chapter which requests transfer to this Chapter, and which has been authorized to transfer by its home Chapter, may be accepted as a member of this Chapter by a majority vote of delegates at any regular or special meetings. Such transfers must be approved by the board of directors of the Illinois Credit Union League. Any individual as defined in Section 2 of this Article is also eligible for Chapter membership.

Section 2. Classes of membership

There shall be three classes of members whose rights and privileges, as well as their qualifications to membership, are given in the following paragraphs.

Active members

1. Active regular members—all credit unions that are within the geographical area defined in Article I and which are affiliated and in good standing with the Illinois Credit Union League shall be active members in this Chapter with full voting powers; provided they are in good standing with the Chapter as defined in Article IV, Section 3. Such voting powers shall be vested in one representative from each such credit union. Such representatives shall be known as delegates to the Chapter.

2. Active branch members—all credit union branch offices that are within the geographical area defined in Article I, and whose home offices are affiliated and in good standing with the Illinois Credit Union League or the league of the state in which such home office is located, may be affiliated with the Chapter as active branch members with the same full voting powers granted active regular members, provided they are in good standing with the Chapter as defined in Article IV, Section 3; and further provided that active branch members shall not be permitted to vote on issues involving the Illinois Credit Union League.

B. Associate members—credit unions that are not affiliated with the Illinois Credit Union League but are within the geographical area defined in Article I may be affiliated with this Chapter as associate members for a period of one (1) year, by a majority vote of delegates at any regular or special meeting. An associate member shall have only the right of participation in discussion without power to vote. Membership in this Chapter shall terminate at the expiration of the one (1) year period, unless prior thereto the associate member becomes an active member by affiliating with the Illinois Credit Union League.

C. Honorary members—individuals rendering meritorious service to the credit union movement, deemed worthy of honorary recognition, may from time to time be admitted as Chapter members by a majority vote of delegates at any regular or special meeting but shall have only the right of participation in discussion without power to vote.

Section 3. Good standing

In order to be deemed a Chapter member in good standing, a credit union must be current in its payment of all Chapter and Illinois Credit Union League dues which have been assessed. Failure to pay Chapter dues shall in no way affect the determination of whether a credit union is a member in good standing of the Illinois Credit Union League. Credit Unions that have been granted an Illinois Credit Union League dues waiver by the Illinois Credit Union League Board of Directors will be considered to be a credit union in good standing of the Illinois Credit Union League.

Article V. Meetings

Section 1. Annual meetings

The annual meeting of the Chapter shall be held prior to March 1 of each year. Notice of such meetings shall be sent by the secretary of the Chapter Board to all Chapter members at least seven (7) days prior to the date of the meetings.

Section 2. Regular meetings

The Chapter Board shall determine the number and schedule of regular meetings.

Section 3. Special meetings

Special meetings may be called by the chairman of the Chapter Board or by ten percent (10%) of the active member credit union delegates. Notices of such meetings are to be given by the secretary to all members, stating the purpose, time and place of the meetings, at least seven (7) days prior to the meetings.

Section 4. Quorum and vote

Ten percent (10%) of delegates shall constitute a quorum at annual, regular, and special meetings. Unless otherwise provided in these bylaws, the vote of a majority of those present at a meeting at which a quorum is present shall constitute the action of the delegates.

Section 5. International Credit Union Day meetings

This Chapter shall sponsor and promote an International Credit Union Day meeting, to be held during the month of October each year. This meeting may replace the regular monthly meeting for October each year.

Section 6. Order of business—annual meetings

The suggested order of business for annual meetings of the Chapter is as follows:

A. call to order
B. determination of quorum
C. minutes of last annual meeting
D. report of the chairman
E. report of the treasurer
F. report of the standing and special committees
G. old business
H. new business
    1. election of Chapter Board
    2. presentation of budget
    3. adoption of dues schedule
I. adjournment

Section 7. Order of business—organizational meetings

The suggested order of business for organizational meetings of the Chapter Board is as follows:

A. call to order
B. determination of quorum
C. election of officers
    1. chairman
    2. vice chairmen
    3. secretary
    4. treasurer
D. appointment of representatives
    1. legislative forum (LFR)
    2. Young Professionals (YP)
    3. Education liaison
    4. Illinois Credit Union Foundation
    5. Webmaster
E. adjournment

Section 8. Order of business—regular meetings

The suggested order of business for regular meetings of the Chapter is as follows:

A. call to order
B. determination of quorum

C. approval of minutes
D. introduction of new members and guests
E. reports
    1. chairman
    2. treasurer
    3. representatives
        a. legislative forum (LFR)
        b Young Professional (YP)
        c. Education liaison
        d. Illinois Credit Union Foundation
    4. League director
    5. ICUL Regional Manager
F. unfinished business
G. new business
H. program
I. discussion
J. adjournment

Article VI. Delegates and Their Duties

Section 1. Selection of delegates

Each active member credit union in good standing shall select one representative from its credit union to serve as its delegate to this Chapter. Each credit union in the Chapter will report the name of its delegate to the Chapter secretary by March 1 each year.

Section 2. Duties

A. At each annual meeting the delegates shall elect a Chapter Board as prescribed by Articles VII and XII of the bylaws to serve until the next annual meeting.

B. At any regular or special meeting, the delegates shall vote on all motions presented to the membership.

Section 3. Oath

The delegates shall take an oath as set forth in Article VII, Section 74 of these Bylaws.

Section 4. Alternate delegate

An alternate delegate may be selected by each active member credit union to act in the absence of the delegate. The credit union will report the name of its alternate delegate to the Chapter secretary by March 1st each year.

Article VII. Chapter Board and Its Duties

Section 1. Qualifications

The Chapter Board of Directors shall consist of a variable range of up to five Directors, each of whom shall be a member and a director, committee member or employee of an active member credit union in this Chapter. The Chapter Board shall establish the number of Directors, which may be fixed or changed from time to time within the range by the Chapter Board without further amendment to the Bylaws.

Section 2. Ex-officio members

The immediate past chairman of the Chapter and the ICUL Regional Director shall be ex-officio members of the Chapter Board.

Section 3. Term of office

The term of office shall be for a period of one (1) year and such term shall begin on March 1 each year.

Section 4. Duties

The Chapter Board shall have the general management and control of the affairs, funds and records of this chapter and perform such other duties prescribed in these bylaws.

Section 5. Meetings

A. The Chapter Board shall meet within sixty (60) days of the annual meeting, to elect from its own number a chairman, treasurer, secretary and such other officers and committees as the Chapter Board shall from time to time determine. The secretary shall report the results of the election to the Illinois Credit Union League Member Services Department upon a form provided for that purpose.

B. The Chapter Board shall meet upon request of the chairman, or upon the request of any three (3) members of the Chapter Board. Due notice of such meetings must be given by the secretary to every member of the board.

Section 6. Quorum and Vote

A majority of the Chapter Board shall constitute a quorum. Except as otherwise expressly provided in these bylaws, the vote of a majority of those present at a meeting at which a quorum is present shall constitute the action of the Chapter Board.

Section 7. Oath

To qualify as a member of the Chapter Board of this chapter, the Chapter Board member shall be required to take the following oath:

As a member of the Chapter Board (officer, delegate) of this chapter for the ensuing year, I will perform my duties in accordance with its bylaws, and at all times give my loyal support to the credit union movement and Illinois Credit Union League, to be accomplished by my faithful conduct in accordance with the law and the highest credit union operating principles.

Section 8. Vacancy

Any vacancy on the Chapter Board because of death, resignation, removal, disqualification or otherwise shall be filled for the unexpired portion of the term by vote of a majority of the Chapter Board then holding office.

Article VIII. Officers and Their Duties; Representatives

Section 1. Election

The officers of this Chapter shall be elected from and by the Chapter Board, and shall serve one year terms. The officers shall take an oath as set forth in Article VII, Section 47 of these bylaws. Nomination for and election of each office shall be completed before proceeding to the next office. Where only one person has been placed in nomination for an office, the election for the office may proceed by unanimous consent.

Section 2. Officers

The officers of this Chapter shall consist of a chairman, secretary and treasurer. A vice chairman may also be elected. No officer shall serve more than( ) consecutive terms in the same office. An officer may also serve as a representative of the Chapter.

Section 3. Chairman

The chairman shall preside over all meetings and shall, in the way and manner outlined by the Chapter Board, manage the affairs of this Chapter and shall appoint all committees. The chairman shall be an ex-officio member of all committees.

Section 4. Vice chairman

The vice chairman shall, in the event of the absence or disability of the chairman, preside over all meetings, perform the duties of the chairman and perform such other duties as the Chapter Board may assign from time to time.

Section 5. Secretary

The secretary shall keep correct records of all meetings of this Chapter, and shall give notices of all meetings to the members in the manner prescribed by the Bylaws and shall perform all other duties incident to this office.

Section 6. Treasurer

The treasurer shall be the custodian of Chapter funds; shall keep a set of books containing in detail the financial transactions of the Chapter; shall make all collections and disbursements determined by the Chapter Board and report relative thereto at each meeting of the Chapter. The treasurer shall also furnish the Illinois Credit Union League by March 15 of each year, all financial information requested on forms supplied by the Illinois Credit Union League, so that all Chapter group exemption 990 tax returns may be filed on a timely basis.

Section 7. Vacancy in office

A vacancy in any office, committee or position described in these bylaws because of death, resignation, removal, disqualification or otherwise, shall be filled for the unexpired portion of the term by vote of a majority of the Chapter Board then holding office.

Section 8. Representatives

A. The representatives shall be elected or appointed from and by the Chapter Board to serve in the following positions:

   1. legislative forum (LFR)
   2. Young Professionals (YP)
   3. Education liaison
   4. Illinois Credit Union Foundation
   5. Webmaster

B. Each representative shall be a member and a director, committee member or employee of an active member credit union in this Chapter.

C. Duties and responsibilities of the representatives shall be established, maintained and amended from time to time as necessary, by the Chapter Board, in consultation with management and staff of the Illinois Credit Union League. A representative may also serve as an officer of the Chapter.

Article IX. Committees and Their Duties

Section 1. Nominating and Bylaws Committee

A. Members—the committee chairman and members shall be appointed by the Chapter Board chairman from among the delegates.

B. Duties—to present a slate of candidates to be elected to the Chapter Board at the annual meeting each year. To review and make recommendations for changes to the bylaws of this Chapter, with such recommendations to be presented to the Chapter delegates as provided under Article XIII of these Bylaws.

Section 2. Audit Committee

A. Members—the committee chairman and members shall be appointed by the Chapter Board chairman from among the delegates other than the treasurer, subject to ratification by the Chapter Board.

B. Duties—to examine the financial records of the Chapter and make a report to the membership at the annual meeting. A copy of such report shall be furnished to the Illinois Credit Union League.

Section 3. Other committees

Other committees and their respective chairmen and members shall be appointed at the discretion of the Chapter Board chairman, subject to ratification by the Chapter Board.

Article X. Removal

Section 1.

Any officer, member of any committee, or Chapter representative representing this Chapter shall be subject to removal only after a proper hearing has been provided at a regular or special meeting of the Chapter, for which proper notice has been given to all member credit unions at least thirty (30) days prior to such hearing.

Section 2.

A vote shall be taken for such removal not sooner than the next regular meeting of the Chapter. A three-fourths (3/4) majority vote of the delegates voting shall be necessary for such removal.

Article XI. Finances

Section 1. Method

The method of financing this Chapter, including without limitation the assessment of dues, shall be based upon recommendations made by the Chapter Board to be submitted at the annual meeting of the Chapter. Such method shall be adopted as approved or revised by the delegates present at the annual meeting. It shall be the duty of the Chapter Board to follow the method of financing prescribed at the annual meeting. In addition, the Chapter Board shall be responsible for the annual report as to expenditures for each year.

Section 2. Safeguarding funds

The funds of the Chapter shall be safeguarded in the way and manner determined by the Chapter Board. Coverage is provided to the Chapter under the terms of the bond purchased by the Illinois Credit Union League from CUNA Mutual Group.

Section 3. Disbursements

All disbursements of monies are to be made in accordance with the policy and procedure established by the Chapter Board, which policy shall specify that any check or share draft must be signed by any one (1) of the following three officers: chairman, treasurer or secretary.

Article XII. Election Procedure

Section 1. Nominating and Bylaws Committee

At least 30 days prior to each annual meeting, the chairman of the Chapter Board shall appoint the Nominating and Bylaws Committee of not fewer than three (3) persons from among the delegates. It shall be the duty of such committee to nominate at least one (1) eligible candidate for each vacancy, for which elections are held.

Section 2. Procedure

After the nomination of the Nominating and Bylaws Committee have been placed before the delegates, the chairman of the Chapter Board shall call for other nomination, from the floor. Nominations shall then be closed; tellers shall be appointed by the chairman of the Board; ballots shall be distributed; the vote shall be taken and tallied by the tellers; and the results shall be announced. All elections shall be determined by plurality vote and shall be by secret ballot, except where there is only one (1) nominee for each office, in which case the election may proceed by unanimous consent.

Article XIII. Amendments

Section 1.

This constitution and these Bylaws may be amended at the annual meeting or any regular or special meeting by a three-fourths (3/4) vote of the delegates present or voting on the proposed bylaw amendment by mail or electronic ballot, if notice of the proposed amendment has been given to every active member credit union in writing at least thirty (30) days prior to the meeting such amendment is to be acted upon.

Section 2.

Delegates may vote on proposed bylaw amendments and other matters placed on the agenda of the annual meeting, or a regular or special meeting, in person or by means of secret mail or electronic ballot.

A. All active member credit unions shall receive an official mail ballot or electronic ballot or both. Each active member credit union may elect to mail or electronically submit the vote of its delegate to the Tellers of Election appointed by the Chapter Board, in lieu of having its delegate vote on the proposal in person at the annual, regular or special meeting. The Tellers of Election shall deliver all such mail and electronic ballots to the annual, regular or special meeting, to be included in the count by the Tellers of Election at the meeting.

B. The color of ballots distributed to delegates at the annual, regular or special meeting shall be distinct from the color of mail ballots, which shall be identified as mail ballots.

C. In the event of re-balloting conducted at the annual, regular or special meeting due to a tie vote, mail and electronic ballots shall be counted in each such subsequent balloting.

D The Chapter Board may establish such additional rules and procedures, from time to time, as it deems necessary or appropriate to conduct the mail and electronic balloting process set forth herein, consistent with any requirements contained in these bylaws.

Article XIV. Parliamentary Authority

Section 1.

In all matters not covered by the Bylaws of this Chapter, Robert's rules of order, revised, shall apply.

Section 2.

A parliamentarian may be appointed by the Chapter Board chairman.

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Certificate of Resolution

The undersigned, being the duly elected and qualified Secretary and the keeper of the records of the

Galesburg Chapter of Credit Unions of the Illinois Credit Union League, an Illinois not-for-profit corporation ("League"), hereby certifies that on September 22, 2021, at a duly called meeting of the active member credit unions of said Chapter at which a quorum was at all times present, said Chapter credit unions, through their duly appointed delegates, approved a motion adopting the Amended and Restated Model Chapter Bylaws; and that such motion is now in full force and effect and is not in contravention of, or in conflict with, the bylaws or articles of incorporation of the League.

Date: 9.22.2021

GALESBURG CHAPTER OF CREDIT UNIONS

By: Ashley Mathews

Ashley Mathews, Chapter Secretary