

**BYLAWS FOR THE CUNA HR/TD COUNCIL**  
April 2011

**Article I - Name**

1. The name of this organization shall be the CUNA HR/TD Council, hereafter referred to as HR/TD.

**Article II - Office**

1. The principal office of HR/TD shall be located within the facilities of Credit Union National Association, Madison, WI.

**Article III - Mission Statement**

1. The CUNA HR/TD Council is dedicated to the fundamental purpose of being the foremost credit union association of Human Resources/Training & Development professionals by:

\* providing a forum for the exchange and discussion of Human Resources/Training & Development information;

\* being the leading voice of the Human Resources/Training & Development profession through government and media representation;

\* providing information services and educational programs for the professional development of members;

\* ensuring that Human Resources/Training & Development professionals are able and equipped to become leaders and decision-makers in their organizations;

\* promoting the recognition of the Human Resources/Training & Development profession as a vital management discipline within the credit union system.

**Article IV - Membership**

1. Members of the organization must be paid staff members with Human Resources/ Training & Development responsibility from CUNA-affiliated credit unions and or international credit unions or organizations affiliated with WOCCU.

2. Paid staff need not be full-time, nor do they need to be the chief HR and/or Training & Development officers of the affiliated credit union or organization. CEOs or other executives with Human Resources/Training & Development roles also may be members.

**Article V - Council Executive Committee and Officers; Terms of Committee**

1. HR/TD Council will have up to a nine 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.

2. Executive Committee members must be HR/TD Council members from CUNA-affiliated credit unions, with human resources and/or training & development as their primary staff responsibility.

3. HR/TD Council members will *elect* the members to the Executive Committee in an annual ballot election (see Article VII, Nominating and Elections).

4. No more than two members elected 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 are elected to three year terms and will be staggered. The league representative is appointed for a three year term.
6. Terms run from one HR/TD Council Conference to the next year's conference, with elected Executive Committee members taking office following the last meeting of the current HR/TD Council Executive Committee. Each committee member will serve until a successor is elected or appointed..
7. 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. In the event that the second three-year term of office of the Chair or Vice Chair ends before their full term of leadership has been completed, the Executive Committee may choose to extend that individual's time on the Executive Committee allowing the individual to complete their full term as an officer.
8. The Executive Committee shall meet no less than twice yearly, including once at the HR/TD Council Conference. Other meeting(s) shall take place at a time and place as determined by the Executive Committee.
9. The Chair will appoint Committee Chairs to do the work for the good of the organization. Committee chairs must be HR/TD Council members, but need not be Executive Committee members.
10. 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.
11. 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 vacant seat.
12. 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 or organization supports the member's Committee obligations and is affiliated.
13. If an Executive Committee member's responsibilities change during his or her term such that the member is no longer devoted primarily to HR and/or Training & Development, he or she may be asked to resign at the discretion of the remaining Executive Committee.
14. An Executive Committee member leaving the employment of a credit union shall constitute an immediate resignation. A 90-day grace period may be granted to executive committee members who are seeking employment with another affiliated credit union, provided a new position within HR or Training & Development is secured within the timeframe and the employing credit union supports the member's committee obligations.

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

1. The first annual meeting of the Executive committee each year shall be organizational in nature. At this meeting the committee shall elect a Chair, Vice Chair and Secretary/Treasurer. In addition, the Committee may conduct other business.
2. The Chair and Vice Chair will hold a two-year term. In the event that the second three-year term of the office of Chair or Vice Chair ends before their full term of leadership has been completed, the EC may choose to extend that individual's time on the EC allowing the individual to complete their full term as an officer.
3. The officers will serve until the next organizational 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. The chair will then appoint a successor for the vice chair position until the next organizational meeting.

4. The Chair will be ratified by the Chair of CUNA's Board of Directors.
5. At the organizational meeting, the Chair will appoint the Committee Chairs as needed.

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

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 up to five individuals, at least one of who shall be from the Executive Committee.
3. The Nominating Committee will accept nominations, interview and recruit individuals to stand for election to serve on the Executive Committee. The committee is not required to include all eligible candidates on the slate.
4. An individual expressing an interest to serve on the Executive Committee must:
  - \* be an HR/TD Council member in good standing;
  - \* be willing and able to serve a full three-year term;
  - \* be an employee from an affiliated credit union with primary HR or Training & Development responsibility
  - \* be willing and able to attend no less than two Executive Committee meetings yearly;
  - \* be willing and able to spend at least 50 hours or more per year on volunteer HR/TD Council work;
  - \* and have the support of his or her employer to fully participate in required HR/TD Council 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 HR/TD Council membership. The petition must be submitted 30 days before the ballot is due out and that candidacy-once qualified and process successfully completed-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 HR and/or Training & Development functions;
  - \* are representative of HR/TD Council 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, cover letter indicating their qualifications and a 100-word statement of qualifications for inclusion in the ballot.
9. Each individual applying to the Nominating Committee for service on the Executive Committee must be interviewed by the Nominating Committee.
10. The call for nominations will be sent to the membership at least 90 days prior to the conference.

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

1. Ballots will list candidates in alphabetical order and will contain the candidate's 100-word campaign statement. All incumbents will be clearly identified with their statements, and will be identified on the actual ballot. Ballots will ask for the HR/TD Council member name. Ballots will be distributed to the membership.

2. Completed ballots that have the names of more than the maximum number of open seats will be disqualified.
3. Completed ballots will be sent to CUNA headquarters where staff will validate and count the ballots. Staff will contact the nominating committee chair with the results, who will then share them with the Nominating and Executive Committee. In the event of a tie, the vote will be determined by a vote of the remaining executive committee members.
4. It is the responsibility of the HR/TD Nominating Committee Chair to inform candidates of the election results prior to public disclosure. The Nominating Committee Chair will contact each candidate and inform him or her of the results. New Executive Committee members will be briefed on Committee responsibilities by the Nominating Committee Chair prior to the next Committee meeting.
5. No other campaign collateral materials are allowed during the election. If done, candidates will be subject to disqualification.

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

1. HR/TD Council membership dues shall be assessed annually on a calendar-year basis.
2. The annual dues shall be established by the Council Forum.
3. Fees for the annual conference, for exhibitors at the annual conference, and for seminars and other HR/TD Council activities 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 periodically and provided to members of the Executive Committee. Copies of the financial statement will be made available to HR/TD Council members upon request.

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

1. HR/TD Council will hold an annual HR/TD Council Conference each year. 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.
2. Notice of the conference and annual membership meeting will be sent to each HR/TD Council member at least 30 days prior to the meeting.
3. A report on HR/TD Council operations and activities will be submitted annually to the membership by the Chair of the Executive Committee.
4. A quorum at any regular or special HR/TD Council meeting shall consist of 25 members.
5. All HR/TD Council membership meetings shall be conducted under parliamentary procedures laid down in Roberts Rules of Order, Newly Revised if not defined in the HR/TD Council bylaws.

#### **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 HR/TD Council 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 communication with 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.
3. The Council membership directory will be updated at least annually and made available to all members.

#### **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 Indemnification**

1. The Executive Committee members serve without remuneration for their services or participation in HR/TD Council Committees.
2. Executive Committee members will be reimbursed for actual and reasonable expenses incurred in attending HR/TD Council or Committee meetings, or other official functions as determined by the Executive Committee and in accordance with the annual budget.
3. HR/TD Council Conference registration fees for Executive Committee members will be determined in accord with HR/TD Council's current budget.

**Approved by Membership Vote April 11, 2011**