

## **BYLAWS OF THE CUNA OPERATIONS, SALES & SERVICE COUNCIL**

### **Article I - Name**

1. The name of this organization shall be the CUNA Operations, Sales & Service Council, herein referred to as the Council or OpSS.

### **Article II - Office**

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

### **Article III - Mission Statement**

1. The CUNA OpSS Council is a partnership of operations, sales & service professionals that provides education, leadership and networking support to further enhance the role and diversity of our profession.

### **Article IV - Membership**

1. Members of the organization must be paid staff members with operations and/or sales/service responsibilities from credit unions and organizations affiliated with CUNA and international credit unions or organizations affiliated with WOCCU (World Council of Credit Unions.) Operations/sales/service 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 they are paid by, the credit union.
2. Paid staff need not be full-time staff, nor do they need to be the chief operations officers of the affiliated credit union or organization. CEOs or other executives with operations/sales/service roles also may be members.
3. This is an international association. Members of CUNA-affiliated credit unions or world credit union-affiliated organizations anywhere in the world may join.

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

1. OpSS will have up to a ten member Executive Committee elected by the organization's members.
2. When elected, Executive Committee members must be OpSS members with operations and/or sales/service as their primary staff responsibilities.
3. OpSS 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. One league staff member will be appointed by the Executive Committee for a one year renewable term
6. Terms run from one OpSS Conference through the next year's conference, with elected Executive Committee members taking office following the last meeting of the current OpSS 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 or being appointed by the chair to fill an unexpired term.
8. At the first meeting of the OpSS Executive Committee each year, Executive Committee members will elect a chair, vice chair, and secretary/treasurer.
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. For continuity of leadership responsibilities on the Executive Committee, the existing Executive Committee members may choose to appoint either the existing chair or vice chair whose terms are expiring to an additional one year term to temporarily increase the Executive Committee to ten members.
10. The Executive Committee shall meet no less than twice yearly, including once at the OpSS 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 work for the organization. Committee members must be OpSS members, but need not be Executive Committee members

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, and 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 and there is not an Executive Committee member from that credit union already serving.
15. If an Executive Committee member's responsibilities change during his or her term such that the member is no longer devoted primarily to the operations, sales or service discipline, he or she may be asked to resign at the discretion of the remaining Executive Committee.
16. An Executive Committee member leaving the employment of an organization defined in article IV should immediately resign. The acceptance of the resignation is at the discretion of the remaining Executive Committee members.

#### **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, vice chair, and secretary/treasurer. 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. The Chair will then appoint a successor for the vice chair until the next organizational meeting.
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 needed.

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

1. The OpSS Chair will appoint a nominating committee chair to form a committee and accept nominations from the membership. The committee will select from among the candidates a slate whose members have either operations, or sales and service experience. The committee is not required to include all eligible candidates on the slate.
2. The Chair and members of the Nominating Committee will be composed of members not standing for the election for which they are nominating candidates. The Nominating Committee shall be composed of at least three individuals from among the membership. At least two will be from 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:
  - o be an OpSS member in good standing;
  - o be a credit union employee with primarily operations, sales or service responsibilities;
  - o be willing and able to serve a full three-year term;
  - o be willing and able to attend no less than two Executive Committee meetings yearly;
  - o not be from a state that already has two current elected Executive Committee members serving except for the League representative who is appointed.
  - o be willing and able to spend at least 50 hours or more per year on volunteer OpSS work;
  - o and have the support of his or her employer to fully participate in required OpSS 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 OpSS 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:
  - o have a demonstrated understanding of credit union operations, sales and service or leadership
  - o are representative of OpSS members and their professional interests;
  - o 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. No other campaign collateral material is allowed during the elections process. Candidates in violation are subject to disqualification.
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 membership 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 before they go on the ballot.
12. New Executive Committee members are installed at the conference each year.
13. 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 and will contain the candidate’s 100-word resume/summary. All incumbents will be clearly identified. Ballots will ask for the name and identification of the OpSS member.
2. Ballots that have votes for more than the maximum number of open seats will be disqualified.
3. Ballots without proper identification will be disqualified.
4. Completed ballots will be sent to CUNA headquarters where staff will validate and count the ballots. Staff will contact the Chair of the Nominating Committee with the results, who will then share them with the Nominating Committee and Executive Committee. In the event of a tie, the vote will be determined by a vote of the remaining Executive Committee members.
5. Ballots will be retained for six months and then destroyed.
6. It is the responsibility of the OpSS Nominating Committee Chair to inform candidates of the election results prior to public disclosure. New Executive Committee members will be briefed on committee responsibilities by the chair prior to the first committee meeting.

**Article IX - Membership Dues and Finance**

1. OpSS membership dues shall be assessed annually on a calendar-year basis in conjunction with other council dues.
2. Fees for the annual conference and other OpSS activities/products shall be established by the Executive Committee.
3. The organization will budget with a profit orientation.
4. Net income will be invested back into the organization.
5. 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 OpSS members upon request.

**Article X - Annual Conference and Meetings**

1. OpSS will hold an annual Conference. 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 sent to each OpSS member at least 30 days prior to the meeting.
3. An oral report on OpSS operations and activities will be made 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 OpSS meeting called by the Executive Committee shall consist of 25 members..

5. All OpSS Council membership meetings shall be conducted under parliamentary procedures laid down in Robert's Rules of Order, Newly Revised™ if not defined in the Bylaws of the OpSS Council.

**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 OpSS Chair.
3. CUNA staff time and administration costs 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 communications with all members via mail, e-mail and the Council's website, which are maintained by CUNA.
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. Amendments to the Bylaws shall be by action of the Executive Committee, subject to ratification at the next 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 OpSS committees.
2. Executive Committee members will be reimbursed for actual and reasonable expenses incurred in attending OpSS Council or Committee meetings, or other official functions as determined by the Executive Committee and in accordance with the annual budget.
3. OpSS Conference registration fees for Executive Committee members will be determined in accordance with OpSS Council's current budget.