

BYLAWS OF CUNA MARKETING & BUSINESS DEVELOPMENT COUNCIL
March 17, 2011

Article I – Name

1. The name of this organization shall be the CUNA Marketing & Business Development Council, hereinafter referred to as the Council or CMBDC.

Article II - Office

1. The principle office of the CMBDC shall be located within the facilities of Credit Union National Association

Article III - Mission Statement

1. To be the ultimate resource to marketing and business development professionals.

Article IV - Membership

1. Members of the organization must be paid staff with marketing and/or business development responsibilities from CUNA-affiliated credit unions and credit union organizations affiliated with Credit Union National Association or international credit unions or organizations affiliated with WOCCU, including credit union service organizations (CUSOs).
2. Paid staff need not be full-time staff, nor do they need to be the chief marketing and/or business development officer of the affiliated credit union. CEOs or other executives with marketing and/or business development roles may be members.
3. This is an international association. Members of CUNA-affiliated credit unions or credit union organizations anywhere in the world may join.

Article V - Council Executive Committee; Terms of Committee

1. CMBDC will have up to a ten member Executive Committee elected by the organization's members. In addition, one member on the Executive Committee will be filled by a credit union league employee appointed by the chair.
2. Executive Committee members must be CMBDC members from CUNA-affiliated credit unions, with marketing and/or business development as their primary staff responsibility.
3. CMBDC 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 members 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 CMBDC Conference to the next year's conference, with elected Executive Committee members taking office following the last meeting of the current CMBDC Executive Committee. Each committee member will serve until a successor is elected or appointed.
7. No individual may serve more than six consecutive years. Individuals serving for two consecutive three-year terms must wait at least one year before standing for election. Individuals serving six consecutive years may not be appointed by the chair to fill an unexpired term. No individual may serve a total of more than nine years on the Executive Committee.
8. The Executive Committee shall meet no less than twice yearly, including once at the CMBDC 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 work for the good of the organization. Committee chairs must be CMBDC 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, and 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 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 supports the member's committee obligations and is an affiliated credit union.
13. If a committee member's responsibilities change during his or her term such that the member is no longer devoted primarily to marketing and/or business 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 marketing and/or business 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 meeting of the Executive Committee each year shall be organizational in nature. At this meeting the committee shall elect a Chair, Vice Chair, 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 office of the 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 annual 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 Credit Union National Association 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.
4. The chair will be ratified by the Credit Union National Association Chairman of the Board of Directors.
5. At the organizational meeting, the chair will appoint committee chairs as needed.
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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 from three to five individuals, at least two of whom shall 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. 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 a CMBDC member in good standing.
 - Be willing and able to serve a full three-year term.
 - Be a credit union employee with primarily marketing and/or business 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 on volunteer CMBDC work.
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. Nominating committee members will seek to nominate individuals who:
 - Have a demonstrated understanding of credit union marketing and/or business development.
 - Are representative of CMBDC 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.
7. Each individual interested in serving on the Executive Committee must submit a resume, a cover letter indicating their qualifications and a 100-word statement of qualifications for inclusion in the ballot.
8. 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).

9. The call for nominations will be sent to the members at least 120 days prior to the conference.
10. The nominating committee will report all nominations to the Executive Committee. Ballots will be delivered to CMBDC members no later than 60 days prior to the conference.
11. 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.

Article VIII - The Election Process

1. All incumbents will be clearly identified with their statements, and will be identified on the actual ballot. Ballots will ask for the CMBDC member name.
2. Ballots that have the names of more than the maximum number of open seats will be voided.
3. 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.
4. It is the responsibility of the CMBDC Nominations Committee Chair to inform candidates of the election results prior to public disclosure. The Nominations Chair will contact each candidate and inform him/her of the results. New Executive Committee members will be briefed on committee responsibilities by the Executive Committee chair prior to the first committee meeting.

Article IX - Membership Dues and Finances

1. Membership dues in the Council 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 CMBDC 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 quarterly and provided to members of the Executive Committee. Copies of the financial statement will be made available to CMBDC members upon request.

Article X - Annual Conference and Meetings

1. The CMBDC will hold an annual 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. In addition, the election results will be announced to the membership.
2. Notice of the conference and annual membership meeting will be delivered to each CMBDC member at least 30 days prior to the meeting.
3. A report on the operations and activities of the Council will be submitted at the annual meeting to the membership by the chair of the Executive Committee.
4. A quorum at any regular or special CMBDC meeting shall consist of 25 members.
5. All CMBDC 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 CMBDC.

Article XI - Staff Support

1. Credit Union National Association staff will provide management support.
2. The Credit Union National Association staff position with primary functional support for the organization will be filled after consulting with the CMBDC Chair.
3. Credit Union National Association 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 Credit Union National Association staff and the Executive Committee.

Article XII - Awards and Membership Recognition

1. The Council will hold an annual awards competition, called the Diamond Awards, featuring a variety of categories.
2. Entry fees will be determined by the Executive Committee.
3. Judges will be selected by the Awards Committee Chair subject to ratification by the CMBDC Chair. Judges will be members of the Council and/or other qualified professionals as determined by the Awards Chair.

Article XIII - Membership Communications

1. The Council will have a regular communiqué for all members.
2. Executive Committee members will assist in the editorial direction and content selection of all Council communications as requested by the Committee Chair.

Article XIV - 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 XV - Compensation for Services and Indemnification

1. The Executive Committee members serve without remuneration for their services or participation in CMBDC committees.
2. The planning meeting held prior to the conference will be compensated by the CMBDC. Conference expenses will be waived or reimbursed at the discretion of the Executive Committee.