

# **LEAGUE OF SOUTHEASTERN CREDIT UNIONS & AFFILIATES BYLAWS**

Amended: 5/05/2026

# LEAGUE OF SOUTHEASTERN CREDIT UNIONS & AFFILIATES BYLAWS

## TABLE OF CONTENTS

|                                                |  |
|------------------------------------------------|--|
| ARTICLE I. GENERAL .....                       |  |
| SECTION 1 PURPOSES .....                       |  |
| SECTION 2 SCOPE OF ACTIVITY .....              |  |
| SECTION 3 FISCAL YEAR .....                    |  |
| ARTICLE II. MEMBERS .....                      |  |
| SECTION 1 DEFINED .....                        |  |
| SECTION 2 OTHER FORMS OF ASSOCIATION .....     |  |
| SECTION 3 HONORARY MEMBERS .....               |  |
| SECTION 4 REMOVAL OF A MEMBER .....            |  |
| SECTION 5 ANNUAL MEETING .....                 |  |
| SECTION 6 SPECIAL MEETINGS .....               |  |
| SECTION 7 NOTICES .....                        |  |
| SECTION 8 REPRESENTATION .....                 |  |
| SECTION 9 QUORUM .....                         |  |
| SECTION 10 VOTING .....                        |  |
| ARTICLE III. DUES .....                        |  |
| SECTION 1 DUES CALCULATION .....               |  |
| SECTION 2 DUES BILLING & PAYMENT .....         |  |
| SECTION 3 NON-PAYMENT OF DUES .....            |  |
| SECTION 4 REINSTATEMENT .....                  |  |
| SECTION 5 DUES WAIVERS & MODIFICATIONS .....   |  |
| SECTION 6 ASSOCIATE MEMBER DUES .....          |  |
| ARTICLE IV. CHAPTERS .....                     |  |
| SECTION 1 PURPOSE .....                        |  |
| SECTION 2 COMPOSITION .....                    |  |
| SECTION 3 FORMATION OF CHAPTERS .....          |  |
| SECTION 4 LIMITATIONS .....                    |  |
| SECTION 5 DISSOLUTION OF CHAPTERS .....        |  |
| ARTICLE V. BOARD OF DIRECTORS .....            |  |
| SECTION 1 GOVERNANCE BY DIRECTORS .....        |  |
| SECTION 2 COMPOSITION AND TERM OF OFFICE ..... |  |
| SECTION 3 QUALIFICATIONS .....                 |  |
| SECTION 4 ELECTION OF DIRECTORS .....          |  |
| SECTION 5 VACANCIES .....                      |  |

|               |                                             |  |
|---------------|---------------------------------------------|--|
| SECTION 6     | LIMITATIONS .....                           |  |
| SECTION 7     | APPORTIONMENT REPORT .....                  |  |
| SECTION 8     | MEETINGS .....                              |  |
| SECTION 9     | REMOVAL OR DISQUALIFICATION .....           |  |
| SECTION 10    | COMPENSATION .....                          |  |
| ARTICLE VI.   | OFFICERS AND EMPLOYEES .....                |  |
| SECTION 1     | OFFICERS, ELECTION AND TERM .....           |  |
| SECTION 2     | DUTIES OF OFFICERS .....                    |  |
| SECTION 3     | REMOVAL AND VACANCIES .....                 |  |
| SECTION 4     | CHIEF EXECUTIVE OFFICER .....               |  |
| SECTION 5     | SCOPE OF RESPONSIBILITY .....               |  |
| SECTION 6     | ANNUAL BUDGET .....                         |  |
| SECTION 7     | EMPLOYEES .....                             |  |
| ARTICLE VII.  | COMMITTEES .....                            |  |
| SECTION 1     | FORMATION OF COMMITTEES .....               |  |
| SECTION 2     | EXECUTIVE COMMITTEE .....                   |  |
| SECTION 3     | DUTIES OF EXECUTIVE COMMITTEE .....         |  |
| SECTION 4     | RECORD KEEPING OF EXECUTIVE COMMITTEE ..... |  |
| SECTION 5     | AUDIT AND INVESTMENT COMMITTEE .....        |  |
| ARTICLE VIII. | AMENDMENTS .....                            |  |
| SECTION 1     | METHODS OF AMENDMENT .....                  |  |

# **LEAGUE OF SOUTHEASTERN CREDIT UNIONS & AFFILIATES BYLAWS**

## **ARTICLE I: GENERAL**

**SECTION 1: Purpose.** The purpose of the League of Southeastern Credit Unions & Affiliates ("Corporation") is the advancement and success of the credit union movement through advocacy, information, and education.

**SECTION 2: Scope of Activity.** The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the United States Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Code). No part of the net earnings of the Corporation shall inure to the benefit of any member, private shareholder or individual.

**SECTION 3: Fiscal Year.** The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the board of directors.

## **ARTICLE II: MEMBERS**

**SECTION 1: Defined.** The membership of the Corporation shall consist of any credit unions chartered under state law or chartered under the law of the United States of America or any territory thereof which meet eligibility criteria established by the board of directors from time to time. Each member, by accepting membership in the Corporation, is bound to comply with, and does agree to observe in good faith and to abide by, the bylaws, resolutions, rules and regulations of the Corporation and its board of directors in effect from time to time.

**SECTION 2: Other Forms of Association.** The board of directors may establish other forms of association with the Corporation and its subsidiaries under the terms and conditions of which shall be established by the board.

**SECTION 3: Honorary Members.** Honorary members may be admitted to the Corporation upon unanimous vote of the board of directors. Honorary members shall have the power to participate in discussions but shall have no power to vote or any other power. Credit unions otherwise eligible for membership in the Corporation are specifically excluded from receiving this designation.

**SECTION 4: Removal of Member.** A member may be removed at any time, for cause, as determined by the board of directors, by a two-thirds (2/3) vote of the board of directors at any duly called meeting. A prorated refund of dues will be paid upon request. Any member shall have the right to appeal their removal, which may be reversed by a two-thirds (2/3) vote of the board.

**SECTION 5: Annual Meeting.** The annual meeting of the Corporation shall be held at such time and place as determined by the board of directors.

**SECTION 6: Special Meetings.** The board of directors may, by two-thirds (2/3) vote, call a special meeting of the members and shall call such meeting on written request of twenty-five percent (25%) of member credit unions. The official notification of a special meeting will contain a statement of the purpose of the meeting and the business to be conducted. No business may be conducted at a special meeting except for the business specified in the notice of such special meeting.

**SECTION 7: Notices.** Member credit unions shall receive at least thirty (30) days' notice of the annual meeting and any special meetings. Notice may be delivered in writing or through any electronic means including email, facsimile or similar electronic transmission, addressed to the individual contact person provided by the member credit union to the Corporation.

**SECTION 8: Representation.** Each full dues paying member credit union shall be entitled to one (1) delegate whom shall be a member of and designated by such member credit union. Each member credit union shall be entitled to one (1) vote.

**SECTION 9: Quorum.** A quorum for any membership meeting shall consist of delegates representing at least 10 percent (10%) of all full dues paying member credit unions.

**SECTION 10: Voting.** Any matter submitted to the membership at an annual meeting or special meeting will be determined by a simple majority of the members present and voting. Any member may vote by proxy executed in writing by the member or by its duly authorized attorney-in-fact. Voting shall be permitted by voice vote or any other reasonable method selected by the chairman of such meeting. The board of directors may submit issues directly to the membership outside of an annual meeting or special meeting. In such a case, voting shall be conducted by mail ballot and/or electronic means as determined by the board. Any such matter so submitted will be determined by a simple majority of ballots or responses received from full dues paying member credit unions.

### **ARTICLE III: DUES**

**SECTION 1: Dues Calculation.** The board of directors shall adopt a budget for the Corporation and any changes to the dues schedule for the ensuing year. Dues schedules as determined by the board shall remain in effect from year to year except as the board changes them. Before any change that would increase maximum budgeted aggregate dues by more than 5% annually, the board shall allow for a comment period from the membership. Changes to the dues schedule shall require a two-thirds (2/3) vote of the board.

**SECTION 2: Dues Billing & Payment.** Annual dues are payable on January 1 and are delinquent after March 31. Upon payment of dues, no refund shall be made, absent error as determined by the board of directors, unless said credit union is removed by the board.

**SECTION 3: Non-Payment of Dues.** Unless the credit union has a pending dues waiver or modification request, any credit union not paying its annual dues on or before March 31 will be deemed not to be a member of the Corporation as of April 1 of that year and cease to receive all rights and privileges of membership.

**SECTION 4: Reinstatement.** Any credit union which was not a member of the Corporation the previous year and is admitted to membership after March 31 shall pay a prorated amount of dues for the balance of the year. The Corporation may approve a prorated or special dues schedule for credit unions that elect to re-affiliate.

**SECTION 5: Dues Waivers & Modifications.** Any dues waiver or modification for a credit union shall be authorized based on policies established by the board of directors.

**SECTION 6: Other Forms of Association.** The board of directors may establish dues for other forms of association under the terms and conditions of which shall be established by the board.

#### **ARTICLE IV: CHAPTERS**

**SECTION 1: Purpose.** Chapters are unincorporated associations formed in specific geographic areas as recognized by the Corporation. The purpose of a chapter is to support the Corporation, promote cooperation among credit unions, sponsor educational programs, and undertake other collaborative activities consistent with the goals and objectives of the Corporation and the credit union movement.

**SECTION 2: Composition.** Each chapter shall be composed of credit unions that are members in good standing of the Corporation and shall operate pursuant to bylaws as approved by the Corporation board of directors and adopted by the chapter.

**SECTION 3: Formation of Chapters.** The board of directors shall have the authority to allow credit unions within common geographic locations to form new chapters and, after consultation with the affected credit unions, shall designate the geographic area for chapters.

**SECTION 4: Limitations.** No chapter is an agent of, or attorney in fact for, the Corporation. The actions of any chapter shall be binding solely upon the chapter, not upon the Corporation. A chapter may indicate that it is affiliated with the Corporation, but may not assert that it is the Corporation or that it has the authority to act for the Corporation in any matter.

**SECTION 5: Dissolution of Chapters.** Any chapter may be dissolved upon a two-thirds (2/3) vote of a quorum of the Corporation board of directors present.

## **ARTICLE V: BOARD OF DIRECTORS**

**SECTION 1: Governance by Directors.** The business affairs of the Corporation shall be exercised by and under the authority of the board of directors, except as otherwise provided in these bylaws.

**SECTION 2: Composition and Term of Office.** The number of directors constituting the board of directors shall initially be twenty-four (24) persons until the first annual meeting of the board of directors that occurs during calendar year 2026 (the “**2026 Meeting**”). Beginning with the 2026 Meeting and at any time thereafter, the board of directors may, from time to time by affirmative vote of two-thirds (2/3) of the directors then serving, change the number of directors constituting the board of directors, subject at all times to the restrictions described below. Before any change in composition of the board of directors, the board of directors shall allow for a comment period from the members of thirty (30) days. At all times, the board of directors shall be comprised of an equal number of directors, qualified in accordance with Section 3 of this ARTICLE V, representing member credit unions in each of the states of Alabama, Florida, Georgia, and Virginia (collectively, the “**Member States**” and each a “**Member State**”). Each director shall serve a term of office for three (3) years, and such terms shall be staggered so that one-third (1/3) of the then-serving directors’ terms shall expire each year. Except for directors selected to fill a vacancy, the term of a director shall begin immediately after the adjournment of the annual or special meeting following his or her election.”

**SECTION 3: Qualifications.** A director shall be the chief executive officer or senior management employee who reports directly to the chief executive officer of a member credit union in good standing with the Corporation.

**SECTION 4: Election of Directors.** Seats on the board of directors shall be apportioned among State Regions by the board of directors. Members may only vote for directors of the State Region with which such member credit union is domiciled. All elections for directors shall be determined by plurality vote and shall be by secret ballot. Election rules and procedures shall be determined by the board of directors and shall permit voting by mail ballot and/or electronic means as determined by the board.

**SECTION 5: Vacancies.** Any vacancy in a director position shall be filled by a majority vote of the board of directors at a regular or special board meeting. The person selected will serve until the next regularly scheduled election and shall meet the director qualifications as set forth in the bylaws and any policies established by the board. The person so elected shall serve the remainder of the unexpired term of the vacated office. In no event shall the vacancy remain for more than ninety (90) days from the date of its inception.

**SECTION 6: Limitations.** Directors elected to the Corporation board of directors are limited to three (3) consecutive, 3-year terms on the board of directors and are not eligible to be a director again until at least three (3) years have expired following such service on the board. Service prior to a consolidation with another league shall not count towards term limits. A member credit union is limited to one representative on the Corporation board at any given time.

**SECTION 7: Apportionment Report.** Periodically, but not less than every five years, a report on apportionment of membership size categories shall be adopted by the board of directors, which may include recommendations to adjust the membership size categories to ensure fair and equitable representation of member credit unions on the board of directors. Any vote on changes to membership categories shall require a two-thirds (2/3) vote of the board.

**SECTION 8: Meetings.** Directors shall meet at the call of the chair. Official notification of a regular meeting shall be given at least two (2) weeks in advance. The chairman shall call a special meeting of the board upon written request of a simple majority of directors of the Corporation. Official notification of a special meeting shall be given at least 48 hours prior to the special meeting and such notice shall state the purpose of the meeting and any business which may be conducted. A majority of directors shall constitute a quorum.

**SECTION 9: Removal or Disqualification.** A director may be removed from office upon the occurrence of any of the following events:

- A. For absence from three (3) consecutive regular meetings;
- B. By majority vote of the board of directors upon finding that the director no longer possesses the qualifications specified in the bylaws or any policies established by the Board; or
- C. For cause as determined by two-thirds (2/3) vote of the board as permitted by equitable law.

In the case of removal for cause, the determination of "cause" shall be at the discretion of the board and the removal shall constitute a vacancy in that director's position but only after such director has been given an opportunity to be heard. Any director who is removed for cause is ineligible for election to the vacancy created by his removal.

**SECTION 10: Compensation.** Directors serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the board of directors or performing their duties as a director, in accordance with policies established by the board.

## **ARTICLE VI: OFFICERS AND EMPLOYEES**

**SECTION 1: Officers, Election and Term.** Officers shall be elected by the board of directors in a special meeting of the directors following the Corporation's annual meeting. These officers shall consist of chair, vice chair, treasurer, secretary, and immediate past chair. The qualifying credit union of the chair and vice chair shall not be domiciled in the same state. No officer shall be elected to the same office for more than two (2) consecutive one-year terms. An individual shall be deemed to have been elected to a full term if he has been elected or succeeded to said office for a period of six (6) months or more. The terms of officers shall expire at the conclusion of the Corporation's next annual meeting.

**SECTION 2: Duties of Officers.** Each officer shall perform the usual functions of his office as described by board of director policies.

**SECTION 3: Removal and Vacancies.** Any officer may be removed at any time, with or without cause, by the affirmative vote by a majority of the board of directors. Vacancies occurring among the officers of the Corporation shall be filled by the board.

**SECTION 4: Chief Executive Officer.** The board of directors may employ a chief executive officer ("CEO") who shall serve as an officer of the Corporation and its subsidiaries.

**SECTION 5: Scope of Responsibility.** The chief executive officer shall be directly and solely accountable and responsible to the board of directors for the daily management and operations of the Corporation and its subsidiaries. This person shall serve at the pleasure of the board; shall be reviewed and evaluated annually on his performance and the Corporation's performance by the board; and shall be fully responsible for discharging the directives and policies of the board through the Corporation's day to day operations, as well as any other duties as assigned by the board through contract or policy.

**SECTION 6: Annual Budget.** The chief executive officer shall present to the board of directors a proposed annual budget for each fiscal year, and shall make reports from time to time regarding actual results as compared to the budget. The treasurer shall present a financial report for the previous year at each annual meeting.

**SECTION 7: Employees.** The chief executive officer may hire additional employees as needed. All Corporation employees shall work solely at the direction and under the management and supervision of the CEO.

## **ARTICLE VII: COMMITTEES**

**SECTION 1: Formation of Committees.** The board of directors may designate from among its own members, staff and member credit unions one (1) or more standing committees or other taskforces. Each such committee or taskforce may exercise the powers granted to it by the board. A majority of any committee constitutes a quorum, and the majority of the quorum is necessary for committee action.

**SECTION 2: Executive Committee.** The executive committee shall consist of the officers elected by the board of directors. The immediate past chair and the chief executive officer of the Corporation shall serve as ex-officio (non-voting) members of the executive committee.

**SECTION 3: Duties of Executive Committee.** The executive committee shall have such duties and powers of the board except as to the following matters:

- A. Amending the articles of incorporation;
- B. Amending the board governance manual;
- C. Recommending bylaw amendments to the membership;
- D. Filling or removing directors;
- E. Hiring or firing the chief executive officer;
- F. Approving the Corporation's annual budget;
- G. Any sale, lease or other disposition of all or substantially all of the property and assets of the Corporation other than that occurring in the usual and regular course of its business; or

H. Making major structural decisions (adding or eliminating programs, approving mergers or dissolving the Corporation).

**SECTION 4: Record Keeping of Executive Committee.** Within twenty-one (21) days after the adjournment of each executive committee meeting or prior to the convening of the next regular or special meeting of the board of directors, whichever comes first, minutes of the meeting shall be furnished to the board.

**SECTION 5: Finance and Investment Committee.** There shall be an Finance & Investment Committee of not less than three (3) members. The treasurer shall serve as chairman of the committee, with the other members appointed by the Corporation chairman from among the members of the Corporation. The board shall require an annual audit of the Corporation and its subsidiaries to be performed by an independent certified public accountant. A report of the results of such audit shall be transmitted to the board of directors at its next scheduled meeting.

## **ARTICLE VIII: AMENDMENTS**

**SECTION 1: Methods of Amendment.** These bylaws may be amended by a vote of two-thirds (2/3) of the delegates voting, providing the notice has contained a copy of the proposed amendment and a statement of its purpose. Voting procedures shall be determined by the board of directors and may permit voting by mail ballot and/or electronic means as determined by the board.