

BL 1 - Article IV Members Classes & Qualifications

Section 1. Classes of Members: The Corporation shall have two classes of members:

Class A. Local Association

1. Individual
2. Student

Class B. International

1. Direct
2. At-Large
3. Student

Section 2. Qualifications.

Class A. Local Association

Membership shall be comprised of persons employed by or retired from entities providing and/or utilizing financial, credit or collection services or participate in our student membership program. They shall enjoy all privileges of membership, including that of voting and holding office.

Class B. International

- Direct Members: Membership shall be comprised of persons employed by or retired from entities providing and/or utilizing financial, credit or collection services. They shall enjoy all privileges of membership, except that of holding office

- At-Large Members: Membership shall be comprised of persons employed by or retired from entities providing and/or utilizing financial, credit or collection services. Membership shall consist of individuals who were former members of a local association that has disbanded, or who have relocated to an area that does not have a local association. They shall enjoy all privileges of membership, including that of voting and holding office.

Student Membership: Membership shall be comprised of persons attending school full time. They shall enjoy all privileges of membership, except holding an International Office

Section 3. Election of Members.

- a. Members shall be elected as provided in ARTICLE IV hereof by the respective affiliated associations which have been accepted by their respective districts as provided in ARTICLE XI.
- b. Membership may be held in only one local association of Credit Professionals International.

Proposed:

Section 1. Members: The Corporation shall have 2 member types:

1. Individual Member: shall be comprised of persons employed by or retired from entities providing and/or utilizing financial, credit or collection services.

2. Student Members: Full time students participating in our student membership program. They shall enjoy all privileges of membership, **except that of holding international office.**

Rationale: Simplify membership types; Deleting Sections 1-3 & replacing with new sections 1&2

BL2- Article IV Section 4 Voting Rights

Section 2. Voting Rights.

- e. All votes sent by mail, fax or electronic means must be received by the CPI corporate office or the appropriate designated Chairman at least five (5) business days before the annual meeting.

Proposed:

Section 2. Voting Rights

- e. All votes sent by mail, fax or electronic means must be received by the CPI corporate office or the appropriate designated Chairman at least Ten (10) business days before the annual meeting.

**Rationale: To give the incoming executive board time to prepare for the annual meeting.
Also renumbering Section 4 to Section 2**

BL 3 - ARTICLE V OFFICERS Section 2. Eligibility.

- a. Eligibility to be a corporate officer shall be dependent upon being a local association member in accordance with ARTICLE IV, Section 2.A or an At-Large member in accordance with ARTICLE IV, Section B.
- b. Eligibility for the office of President shall be dependent upon having served as a District President or International Vice President.

Eligibility for the office of Vice President and the office Secretary/Treasurer shall be dependent upon having served as a District President, or by recommendation of a Past International President

Proposed:

Section 2. Eligibility.

- a. To qualify to be an Executive Officer one of the following must apply:
 - 1. Previously served as an International or District officer
 - 2. An individual member in good standing for a minimum of 5 years who has also attended 3 international conferences
 - 3. By recommendation of a Past International President.

Rationale: Changing the qualifications for executive office to harmonize with the new member types & give more flexibility

BL 4 - ARTICLE V OFFICERS Section 3. Election

Section 3. Election.

- a. The officers of the corporation shall be elected annually at the annual business meeting in accordance with ARTICLE IV, Section 4.

Proposed:

Section 3. Election.

- a. The officers of the corporation shall be installed at the annual conference, with voting being done by the membership 10 days prior to the meeting.

Rationale: To correspond with the way officers are now being elected.

BL 5 Article V Officers Section 4. Term of Office.

- c. The officers elected shall hold office for one year and shall not be eligible for re-election to the same office until one year has elapsed.

Proposed:

- b. The officers elected shall hold office for one year, but may be eligible for re-election to the same office for one additional year.

Rationale: To allow re-election to the same office if needed, but limited to 1 additional year & Correct c. to b.

BL 6 ARTICLE V OFFICERS Section 5. Removal

Section 5. Removal.

Any officer or agent elected by the membership in accordance with ARTICLE IV, **Section 4**, or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

Proposed:

Section 5. Removal.

Any officer or agent elected by the membership in accordance with ARTICLE IV, **Section 2**, or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

Rationale: Renumbering Voting Right Section 4 to Section 2

BL 7 Article V Officers Section 6. Vacancies

Section 6. Vacancies.

A vacancy in the Presidency, because of death, resignation, removal, disqualification, or otherwise shall be filled by the **First** Vice President. Any other vacancy shall be appointed by the President and ratified by the Board of Directors for the unexpired portion of the term.

Proposed: Section 6. Vacancies.

Remove First: (First Vice President)

Rationale: We no longer have First Vice President

BL8 Article V Officers Section 7. Duties

3. Sign, with the Secretary or Treasurer or any other proper officer of the corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments unless the signing and execution thereof shall be expressly delegated by the Board of Directors or by the bylaws or by statute to some other officer or agent of the corporation.

Proposed:

3. Sign any proper contracts or documents as authorized by the Board of Directors or by the bylaws, unless the signing and execution thereof shall be expressly delegated by the Board of Directors or by the bylaws to some other officer or agent of the corporation.

Rationale: The President would not need to sign any deeds, mortgages, bonds.

BL9 ARTICLE VI BOARD OF DIRECTORS Section 1

The affairs of the corporation shall be managed by its Board of Directors which shall consist of the corporate officers, the three immediate Past International Presidents, and the respective district presidents/*representatives*. All other Past International Presidents and the standing committee chairmen shall be non-voting members of the Board of Directors. Each director shall hold office until the next annual meeting and until his/her successor shall have been qualified and elected. Directors need not be a resident of Illinois.

Proposed:

Delete: All other Past International Presidents and the standing committee chairmen shall be non-voting members of the Board of Directors.

Rationale: Duplication: this is stated in Section 2 (Voting)

BL10 ARTICLE VI BOARD OF DIRECTORS Section 2 Meetings.

Section 2. Meetings.

c. SPECIAL. Special meetings of the Board of Directors may be called by or at the request of the President, or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them.

1. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least twenty (20) days previous thereto by written notice delivered personally or sent by mail, fax or electronic means to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the mail in a sealed envelope so addressed with postage thereon paid. Any director may waive notice of any meeting.

The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting shall be specified in the call to such meeting. Only business mentioned in the call of a special meeting can be transacted unless otherwise permitted. This would require a two-thirds vote **of attendees.**

Proposed:

c. SPECIAL. Special meetings of the Board of Directors may be called by or at the request of the President, or any two directors. Meeting place shall be fixed by the Board of Directors.

1. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least twenty (20) days previous to the meeting by written notice delivered personally, sent by mail, or electronic means to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when postmarked in the mail. Any director may waive notice of any meeting

The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting shall be specified in the call to such meeting. Only business mentioned in the call of a special meeting can be transacted unless otherwise permitted. This would require a two-thirds vote of attendees.

Rationale: Simplify

BL11 ARTICLE VIII COMMITTEES

Section 1. Standing Committees.

Nominating, Bylaws, Budget, Advisory, Membership and Extension, Education, Publications, Marketing, Strategic Planning and Ways and Means. The chairmen shall be appointed by the President, unless otherwise herein specified, and shall be approved by the Board of Directors at the Post- Conference Meeting.

Section 2.

The President shall be an ex-officio member of all committees except the nominating committee.

Proposed:

Section 1. Committees as designated in the standing rules, shall be appointed by the President, who shall be an ex-officio member of all except the nominating committee.

Rationale: Committees are addressed in the standing rules

BL12 ARTICLE VIII COMMITTEES Section 3.

Section 3.

Committees shall notify the President of all meetings and shall send copies of official correspondence to the President.

Proposed: Section 2. Committees shall submit a written report to the President 30 days prior to the annual meeting with exception of the Teller who shall submit a written report within 8 days of the annual meeting.

Rationale: To allow the President time to prepare to share the reports at the annual meeting with the members. Also renumbering of the Section from 3 to 2

BL 13 ARTICLE VIII COMMITTEES Section 8. Vacancies.

Section 8. Vacancies.

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in ARTICLE VIII, Section 1.

Section 9. Quorum.

A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Proposed: Section 7. Vacancies.

Vacancies of a committee chairperson may be appointed by the President.

Section 8. Quorum.

A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rationale: To fill any vacancy of a committee chairperson.

Also renumbering of the Section from 8 to 7 & renumbering 9 to 8

BL 14 ARTICLE IX CONFERENCES Section 1

Section 1. Annual Meetings.

An annual meeting of the members, also sometimes referred to as the annual conference, shall be held at such time as fixed by the Board of Directors for the purpose of transacting the business of the corporation. If the election of officers shall not be held on the day designated for the annual meeting or at any adjournment thereof the Board of Directors shall cause the election to be held at a special meeting of the members entitled to vote for officers, called as soon thereafter as may be convenient following the annual meeting. Notices of the annual meeting shall be mailed or emailed at least thirty (30) days before time of the meeting.

Proposed: Section 1. Annual Meetings.

An annual meeting of the members, also sometimes referred to as the annual conference, shall be held at such time as fixed by the Board of Directors for the purpose of transacting the business of the corporation. Notices of the annual meeting shall be posted on the website & included in a publication at least thirty (30) days prior to the meeting.

Rationale: Voting for officers is addressed in BL 4: Section 3. Election.

The officers of the corporation shall be installed at the annual business meeting, with voting being done by the membership 10 days prior to the meeting

Also notice of the annual meeting/conference is published on the website & through publications to the members

BL 15 ARTICLE IX CONFERENCES Section 3

Section 3. Place of Meetings.

The Board of Directors may designate any place either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois; provided, however, that if all members shall meet at any time and place either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings.

Written, printed or emailed notice stating the place, day and hour of any meeting of members other than the annual meeting shall be delivered either personally or by mail or by email to each member entitled to vote at such meeting no less than twenty (20) nor more than forty (40) days before the date of such meeting by or at the direction of the President, or Secretary/Treasurer, or the officers or persons calling the meeting. The purpose for which the meeting is called shall be stated in the notice. If mailed or emailed, the notice of the meeting shall be deemed delivered when deposited in the mail, or sent by email, to the mailing address or email address as it appears on the records of the Corporation.

Section 3. Meetings.

The Board of Directors may designate any place, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Rationale: Simplified & deleting Section 4 as redundant as notice is addressed in Annual Meetings Section 1

BL 16 ARTICLE IX CONFERENCES Section 5

Section 5. Quorum.

The quorum for an annual meeting shall consist of a majority of the Board of Directors and a majority of registered attendees. If a quorum is not present at any such meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5. Quorum.

The quorum for an annual meeting shall consist of a majority of the Board of Directors and a majority of registered attendees.

Rationale: Simplify

BL17 ARTICLE X FINANCES

Section 1. Corporate Annual Dues - Class A. Members, Local Association

- a. Individual members shall pay annual dues of One Hundred dollars (\$100.00) per year.
- b. Companies with multiple memberships in one local association and where companies pay the

dues, shall pay annual dues as follows:

- Full dues for first two memberships, any additional memberships at Eighty-Five dollars (\$85.00) per year.

- c. 1. All local associations shall collect dues from their members and remit International dues to the corporate office or other recipient as designated by the Executive Committee. Dues shall be due and payable in advance on the first day of October, and delinquent after October 31st in each year.
2. The date of October 1 is established as the anniversary date for all members.
3. New Members joining after April 1st shall pay ½ year dues (\$50.00)
4. New Members joining after July 1st shall pay full dues (\$100.00) and dues would be paid until October 1 of the following year. (I.E.) dues paid July 1, 2005 would be paid until October 1, 2006.
- d. A local association shall be in default and considered disbanded if no dues from any members of that association have been received in the corporate office by six (6) months after dues are due.
- e. When any member of any class shall be in default in the payment of International dues for a period of six (6) months from the beginning of the period for which such dues become payable, that membership shall be automatically terminated.

Section 2. Corporate Annual Dues - Class B. Members, International

For the categories below prorated dues are payable at the time of joining. Renewal will be effective October 1.

- a. Annual dues for direct members shall be One Hundred dollars (\$100.00) per year.
- b. Annual dues for at-large members shall be One Hundred dollars (\$100.00) per year.

Proposed: Section 1. Corporate Annual Dues: Individual Members

- a. Individual members shall pay annual dues of One Hundred dollars (\$100.00) per year.
- b. Companies with multiple memberships in one local association and where companies pay the dues, shall pay annual dues as follows: Full dues for first two memberships, any additional memberships at Eighty-Five dollars (\$85.00) per year.
- c. Dues shall be due and payable in advance on the first day of October, and delinquent after October 31st in each year.
- d. New Members joining after April 1st shall pay ½ year dues (\$50.00)
- e. New Members joining after July 1st shall pay full dues (\$100.00) and dues would be paid until October 1 of the following year. (I.E.) dues paid July 1, 2018 would be paid until October 1, 2019.
- f. Local associations shall collect dues from their members and remit International dues to the corporate office or other recipient as designated by the Executive Committee.
- g. A local association shall be in default and considered disbanded if no dues from any members of that association have been received in the corporate office by six (6) months after dues are due.
- h. When any member of any class shall be in default in the payment of International dues for a period of six (6) months from the beginning of the period for which such dues become payable, that membership shall be automatically terminated

Rationale: Individual members are all the same status so deleting Section 2

BL 18 ARTICLE X FINANCES Section 4

Section 4.

Annual dues for Past International Presidents who served before 2014 are to be waived. Annual dues for Past International Presidents who served after 2013 are to pay the current dues.

However, those who served as International President prior to 2014 may automatically receive a waiver from paying such dues.

Proposed: Section 4.

Annual dues for Past International Presidents who served before 2014 are to be waived.

Annual dues for Past International Presidents who served after 2013 are to pay the current dues.

Rationale: Eliminate: However, those who served as International President prior to 2014 may automatically receive a waiver from paying such dues. Since redundant, if a PIP chooses to pay dues they will be accepted.

BL 19 – ARTICLE XI DISTRICTS Section 2. Officers

Section 2. Officers.

Each district shall elect a minimum of a President and a Secretary/ Treasurer. A district can choose to elect additional officers.

The District President/Representative automatically becomes a Director of the Corporation by virtue of the office. Eligibility to the office of District President/Representative shall be dependent upon being a local association member in accordance with ARTICLE IV, Section 2, and having served as President of a local association.

Proposed: Section 2. Officers.

Each district shall elect at a minimum a District Representative. A district may choose to elect additional officers. The District Representative automatically becomes a Director of the Corporation by virtue of the office.

Rationale: Making it easier for Districts to function effectively

BL 20 Article XI Districts Section 4. Membership

Section 4. Membership. Members of a district shall be:

- a. Those members of each local association which meets the requirements set forth in ARTICLE XII, ORGANIZATION of LOCAL ASSOCIATIONS.
- b. Members at Large and Direct Members that pay district dues.
- c. Student members residing in the District.

Proposed: Section 4. Membership. Members of a district shall be:

- a. Those individual members that reside in or pay district dues to the respective district.
- b. Those student members that are approved by the district board.

Rationale: Individual members are all the same status

BL 21 Article XI Districts Section 6. Advisory Committee

Section 6. Advisory Committee.

Each district shall be required to establish an advisory committee composed of three past District Presidents. Each member shall serve 3 years in staggered terms. The member serving his/her third year shall be filled by appointment by the District President at the District Post-Conference Board of Directors Meeting. The duties of the District Advisory Committee are printed in the Standing Rules.

Proposed: Section 6. Advisory Committee.

Each district shall be required to establish an advisory committee.

The duties of the District Advisory Committee are printed in the Standing Rules.

Rationale: To give the districts flexibility