

BY-LAWS

CREDIT PROFESSIONALS INTERNATIONAL OF DISTRICT SEVEN AND NINE

ARTICLE I NAME

The name of this organization shall be CREDIT PROFESSIONALS INTERNATIONAL OF DISTRICT SEVEN AND NINE, AFFILIATED WITH CREDIT PROFESSIONALS INTERNATIONAL, A NON-PROFIT CORPORATION, INCORPORATED UNDER THE State Laws of Illinois.

ARTICLE II PURPOSES

The purposes of the association are: develop a close contact among credit persons; maintain friendly relationship between credit departments of the various firms and businesses represented by the members; to stimulate education in the practice and procedures of credit; and all of which shall be non-sectarian, non-partisan and non-political; to encourage and promote the organization of similar associations. Nothing herein shall be deemed to authorize the organization to act as a post secondary or vocational education institution. Mission statement: To support the members of Credit Professionals International by providing opportunities for networking, career development, and community involvement.

ARTICLE III MEMBERS

Credit Professionals International does not practice any discrimination on the basis of Race, Color, Religion, Sex, Age, National Origin or Handicap.

SECTION 1. Membership in this organization shall be members of CPI associations that have been established in their local communities in the States of Missouri, Kansas, Arkansas, Oklahoma, Nebraska, North Dakota, South Dakota, Minnesota, Iowa, Colorado, New Mexico, Utah and Wyoming comprising District Seven and Nine.

SECTION 2. Type of members.

1. Individual
2. Student

SECTION 3. Qualifications.

1. Individual

Membership shall be comprised of persons employed with or retired from entities providing and/or utilizing financial, credit or collections services. They shall enjoy all privileges of membership, including that of voting and holding office.

2. Student

Membership shall be comprised of persons attending school full time. They shall enjoy all privileges of membership except that of holding office.

SECTION 4. Membership may be held in only one local association of Credit Professionals International.

SECTION 5. Voting Rights

- A.** Each District member in good standing shall be entitled to one vote for bylaw changes and election of officers.
- B.** Each member in attendance at the annual meeting shall be entitled to vote for the purpose of transacting the business of District Seven & Nine.
- C.** Voting information and ballots will be mailed, faxed, or electronic mail to all members at least 45 days prior to the annual meeting.
- D.** Voting can be done by mail, fax or electronic mail.
- E.** All votes sent by mail, fax or electronic mail must be received by the appropriate designated Chairman at least five (5) business days before the annual meeting.

ARTICLE IV OFFICERS

SECTION 1. Classification

- A.** The District shall elect a minimum of a President and a Secretary/Treasurer. The District can choose to elect additional officers including a Vice President
- B.** Eligibility for election requires individual membership and currently serving or have served as Association President.
- C.** For a member to be considered as possible candidate, the following must be submitted to the District Nominating chairman at least sixty days prior to the annual meeting.

1. Member must be eligible for office.
2. Nominee has been consulted and has given consent for name to be submitted as a candidate for office.

D. Any officer may be removed by the Executive Board whenever in its judgment the best interest of the corporation would be served thereby.

E. A vacancy in the Presidency, because of death, resignation, removal, disqualification, or otherwise shall be filled by the Vice President, if elected, or a Past District President. Any other vacancy shall be filled by Presidential appointment and ratified by the Executive Board for the unexpired portion of term.

ARTICLE V DUTIES OF OFFICERS

SECTION 1. The President shall preside at the meetings of the Executive Committee and at the Annual Meeting. The President shall appoint the Corresponding Secretary, Parliamentarian, and Chairman of all committees; shall be ex-officio member of all committees, except the nomination committee, and shall perform all such duties as usually pertain to the office.

SECTION 2. The Vice President (if elected) shall perform the duties of the President in their absence and when so acting shall have the powers of and be subject to all restrictions upon the President. The Vice President shall act a Membership/Extension Chairman

SECTION 3. The Secretary/Treasurer shall keep an accurate record of all meetings of the Executive Board, the Annual Meeting, Awards Banquet, Post Board Meeting and these minutes shall be mailed, faxed or electronic mailed within sixty (60) days of said meetings to all Members of District Seven and Nine. The Secretary/Treasurer shall collect, deposit, and draw all money under the direction of the Executive Committee; pay all bills upon authorization by the President or Executive Committee; shall issue all checks fir signature and shall perform such duties as pertain to the office. Two signatures are to be on file with the bank. A report of paid members must be mailed to the President fifteen (15) days prior to annual conference.

SECTION 4. The Directors, the three (3) Past Presidents, shall serve as members of the Executive Board.

SECTION 5. Within one month of retiring from office, their successors shall have received all accounts, records, books, paper and other property belonging to that office.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall be composed of the President as Chairman, Vice President (if elected), Secretary/Treasurer and the three Immediate Past Presidents.

SECTION 2. The Executive Committee may elect to hold a pre-conference or post Conference board meeting.

SECTION 3. The Executive Committee shall have the authority to transact any special or emergency business arising by voting by mail or conference telephone call.

SECTION 4. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VII DUES

SECTION 1. Annual Dues

A. District dues shall be \$20.00 per person per year. District dues are due immediately following the District Conference or Annual Meeting and are delinquent sixty (60) days after the conference or Annual Meeting.

B. Annual Dues for Student Membership shall be waived.

C. New members joining and affiliating on or after January 1st shall pay a full year dues, this payment to cover dues to April 1st of the following year.

D. Default and termination of Membership. When a member shall be in default in payment of district dues for a period of six (6) months from the beginning of the period for which such dues become payable, the membership shall be automatically terminated.

E. All funds to District 7 & 9 shall be deposited in a timely manner to the credit of the District in a depository which the Executive Board may select.

ARTICLE VIII MEETINGS

SECTION 1. Annual Meetings

The Annual Meeting shall be held during the Annual Conference of District Seven and Nine. In Lieu of a conference the Executive Board of Credit Professionals International of District Seven and Nine shall call an Annual Meeting; this shall be the annual election meeting, at which time the annual report of officers shall be in order and the transaction of general business of the organization shall be the order of the day.

SECTION 2. Special Board Meetings

A. Necessary business may be transacted by mail, fax or electronic mail provided each member of the Executive Committee receives a written notice of the business to be transacted and may vote by mail, fax or electronic mail on such business.

B. Quorum – a quorum shall consist of ½ members of the Executive Board.

ARTICLE IX COMMITTEES

The President shall appoint the following standing committees: Advisory, Annual Report, Auditing, Budget, By-Laws, Education, Extension, Future Planning, Membership, Nominating, Teller and such other committees as are deemed advisable for the administration.

ARTICLE X CANDIDATE FOR INTERNATIONAL OFFICE

Candidates for International Office must be a member and have served as a District Officer or be an individual member in good standing for a minimum of five (5) years who has also attended three (3) International Conferences or be recommended by a Past International President..

ARTICLE XI QUORUM

The quorum for an Annual Meeting shall consist of a majority of the elected 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 notice.

ARTICLE XII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall be the Parliamentary authority for this District.

ARTICLE XIII AMENDMENTS TO BY-LAWS

These By-Laws may be amended by a vote of two-thirds (2/3) of the voting members provided that at least 45 days written notice is given of intention to amend.

ARTICLE XIV DISSOLUTION CLAUSE

Upon the recommendation of the Executive Board of District Seven and Nine Credit Professionals International or upon an affirmative vote of a majority of the membership of District Seven and Nine Credit Professionals International a plan for the dissolution and liquidation of District Seven and Nine Credit Professionals International shall be submitted to the general membership of District Seven and Nine Credit Professionals International.

Upon the approval of the Plan of Dissolution and Liquidation by an affirmative vote by two-thirds (2/3) of the general membership of District Seven and Nine Credit Professionals International, the Executive Board shall have the authority and power to dissolve and liquidate District Seven and Nine Credit Professionals International in accordance with the approval Plan of Dissolution and Liquidation, which Plan shall provide for the payment of all liabilities, debts, obligations, and expenses of District Seven and Nine Credit Professionals International including but not limited to the expenses of dissolution and liquidation.

In addition, the Plan of Dissolution and Liquidation shall specify that any assets of District Seven and Nine Credit Professionals International remaining after the payment of said debts, liabilities, obligations and expenses shall remain with the Credit Professionals International structure, and may be assigned to the Credit Professionals International organization. Should the decision not be made by said Executive Board within 90 days of dissolution, the remaining funds will be paid to the next level of authority of this organization, namely, International.

DISTRICT SEVEN AND NINE STANDING RULES

SECTION A: CONFERENCES

INTERNATIONAL MEETINGS

- 1.** The District President shall be sent to the Annual Meeting of the International Conference with coach fare to and from the Conference City, registration fee and allowance of \$45.00 per day expenses to be paid by District Seven and Nine. If traveling by car rather than by plane, an allowance of the Fed Rate per mile, round trip, will be paid in lieu of plane fare-not to exceed the cost of round trip coach airfare. Mileage will be based on figures from AAA. This provision is based on the availability of funds.
- 2.** Paid expense for District Vice President, If elected, to attend the International Conference shall be the registration fee. If there is no Vice President the Secretary Treasurer's registration fee to attend International Conference shall be paid. This provision is based on the availability of funds.

DISTRICT MEETINGS

- 1.** The District President shall have the following expenses paid while attending District Seven and Nine Conference or Annual Meeting. This Provision is based on the availability of funds:
 - A.** Round-trip fare, or if traveling by car rather than by plane, an allowance of Fed Rate per mile, round trip-not to exceed the cost of round trip coach airfare. Mileage will be based on figures from AAA.
 - B.** Full registration.
 - C.** Cost of an average single room hotel rate (if conference does not furnish a suite) for a maximum of three (3) nights.
 - D.** Twenty-five dollars (\$25.00) per day expenses.
- 2.** Registration fee is to be paid also for each District Officer attending the Annual District Conference. This Provision is based on the availability of funds.
- 3.** If a planning meeting of the District is called, the President's expenses are to be paid by the District. This Provision is based on the availability of funds.

SECTION B: COMMITTEES AND DUTIES

1. ADVISORY

A. This committee shall consist of three (3) District Past Presidents serving as a rotating committee for three (3) years with the senior committee member serving as Chairman, whose term shall end at the Annual Meeting. The President shall appoint the third member at the post conference board meeting.

B. This committee may consult with or be consulted by the Officers for advice on any matter regarding the operation or policy of our organization. This committee shall also function in all matters referred to it by officers or members for clarification.

2. ANNUAL REPORT

The annual report chairman, with the help of her committee, is responsible for the preparation of the Annual Report at the end of the District year. A copy of the Annual Report will be posted on the Credit Professional International's website under District Seven and Nine for the members to review.

3. AUDITING

This committee shall make a complete audit of all the Secretary/Treasurer's records prior to annual meeting including the reconciliation of the bank statements, cash receipts, and disbursements. They shall make a written report at the Annual Meeting and present it to the Secretary/Treasurer.

4. BUDGET

This chairman, in consultation with the Secretary/Treasurer and the incoming President, prepares a budget at the end of the year for the coming year. The proposed budget will be mailed, faxed or electronic mailed with the Official Call to Conference. It will then be presented at the Annual Meeting to be voted on.

5. BY-LAWS

This committee shall accept the report of the previous Future Planning Committee and consider the recommendations made therein. This committee shall consider any other suggested changes that are advanced by any CPI members. If the committees, with the President as the ex-officio member, agree to any change which is beneficial, the committee will present a written copy of the present By-Laws with the proposed changes to District President 60 days prior to the Annual Meeting. The District President shall mail, fax, or electronic mail ballot and By-Law changes with the Official Call to Conference at least 45 days prior to the Annual Meeting to all members.

6. EDUCATION

The President shall appoint an Education Committee and their duty is to promote Education.

7. EXTENSION

The President shall appoint an Extension Committee and their responsibility is to encourage associations to organize other associations.

8. FUTURE PLANNING

- A.** This is a one person committee – Chairman only. Chairman should make a report in the form of a questionnaire with short questions and room for comments. A copy is to be included in the call to conference.
- B.** This chairman shall screen all suggestions and recommendations and submit at the Annual Meeting three (3) written copies of the recommendations that are beneficial to the organization.

9. MEMBERSHIP

The President shall appoint a Membership Chairman. This Chairman has the responsibility of encouraging membership growth in existing associations. This chairman watches trends and renders assistance to associations when needed.

10. NOMINATING COMMITTEE

- A.** The Nominating Chairman shall consist of three (3) members with the Immediate Past President serving as chairman, and two (2) members appointed by the President following the Annual Meeting.
- B.** It shall be the duty of the committee to screen all nominees presented for a district office. Nomination forms must be returned to the chairman within a specified time, complete with the name, qualifications and signed by the District President.
- C.** The association or district member at large must submit the nominee's qualifications in 100 words or less (credit activities only) at least 60 days prior to conference. The District President will then send copies of the qualifications of each nominee for office to every Member of District Seven and Nine.

- D.** The Nominating Committee shall present a ballot of officers and qualifications of each nominee to District President 60 days prior to the conference. One nominee each for President and Vice President, Secretary/Treasurer may be competitive.
- E.** The District President shall mail, fax or electronic mail ballot and qualifications and By-Law changes with Official Call to Conference 45 days prior to the Annual Meeting to all members.
- F.** Election shall be by ballot unless otherwise provided for.
- G.** Vacancy of any office shall be filled by the Executive Committee for the remainder of the term; a term shall be considered as six months or more. The election of the officers shall be by mail, fax, or electronic mail and announced at the Annual Conference or Annual Meeting in accordance with Article III, Section 5-voting Rights. Majority vote shall constitute election.
- H.** The election of the officers shall be by mail, fax, or electronic mail and announced at the Annual Conference or Annual Meeting in accordance with Article III, Section 5- voting Rights. Majority vote shall constitute election.
- I.** The committee shall use the following rules and guidelines in selection of nominees:
 - a. Each nominee must meet the eligibility required as described in Article III, Section 3-Individual.
 - b. Nominees must be a member in good standing.
 - c. All nominees must be consulted and willing to serve.
 - d. A local association will be allowed a second nominee.
 - e. The nominating committee may have the privilege of selecting the most qualified nominees from the nominees submitted for the officers of district

11. TELLER COMMITTEE

The Teller chairman compiles the votes for Officer and By-laws changes received by mail, fax, or electronic mail and report the results to the membership at the annual meeting.

SECTION C: APPOINTMENTS

1. CORRESPONDING SECRETARY

The Corresponding Secretary may be appointed by the President with the approval of the Board; shall not have a vote on the Board; and shall conduct correspondence as is authorized and shall assist the President.

2. PARLIAMENTARIAN

The Parliamentarian shall be appointed by the President with the approval of the Board; shall not have a vote on the Board and shall assist the President or the presiding officer with advice, unobtrusively calling attention to anything that is done out of order, and finding and handing to the President or presiding officer the section in the By-Laws or Robert's Rules of Order, Newly Revised which covers any case that may arise.