

# **Texoma Community Credit Union**

## **BOARD OF DIRECTORS POLICY**

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### **I. OVERVIEW**

- A. The official rules concerning the Board of Directors are specifically addressed in Bylaws of the Credit Union, Chapter V, Direction of Affairs, Sections 5.01 through 5.14.
- B. This policy expands upon certain sections of the Bylaws regarding the Board of Directors, Advisory Directors, Audit Committee members, Nomination Committee members and other committee members. The policy addresses issues regarding Board Members that are not specifically mentioned or only implied in the Bylaws.

### **II. CODE OF CONDUCT**

- A. As a member of the Board of Directors of the Texoma Community Credit Union, an elected director is generally expected to adhere to the following principles, common to similar position in all cooperative and democratic organizations.
- B. Observe the highest standard of integrity, competency and cooperation always.
- C. Make reasonable efforts to learn about the financial industry in general, the credit union movement, Texoma Community Credit Union, and related organizations which will result in increased skills for making and supporting appropriate policies.
- D. Attend faithfully and participate in scheduled meetings and events regularly.

- E. Encourage unity among fellow directors, staff and members.
- F. Disclose and avoid conflicts of interest regarding credit unions activities, and do not promote or engage in any activity not in the best interest of the credit union or its members.
- G. Be committed to maintaining a strong membership organization.
- H. Know and adhere to the roles of management and the Board.
- I. Fully support the decisions and policies adopted by the Board, regardless of personal opinion.
- J. Make every effort to provide members and the credit union with accurate pertinent information and attempt to affirmatively correct any misinformation concerning the credit union.
- K. Maintain confidentiality of the organization's business and exercise prudent discretion in disclosing information that has not yet been common knowledge.
- L. Notify the Chairman or President when unable to attend called meetings. Traditionally Board of Director Meetings occurs on the third Thursday monthly.
- M. If you become aware of any information or knowledge of any unrecorded funds or asset or any prohibited act, promptly report such matter to the President, Chairman of the Board or Texas Credit Union Department, 914 East Anderson Lane, Austin, Texas 78752, (512) 837-9236) as appropriate.
- N. Do not accept on behalf of the credit union any payment that could be considered bribery or a political contribution. Not use, or allow to be used, any funds or other assets of the credit union for any purpose that is unlawful under the laws of the United States, any state thereof or any jurisdiction.
- O. Report any undisclosed or unrecorded funds or assets of the credit union or any subsidiary.
- P. Report any false or artificial entries made in any books or records of this credit union for any reason. Report any employees or volunteer who may engage in any arrangement that results in any prohibited act.

### **III. JOB DESCRIPTION**

- A. The primary functions of the Board of Directors are to set policy, plan the credit union's course, make sure the credit union maintains its sound financial condition, keep communication open, educate members on the credit union services, review the President/CEO's progress in achieving the goals and objectives of the credit union, and report to the members at the annual meeting.
- B. Specific duties of Board Members are:

1. Hire, motivate and encourage the President/CEO. Define the scope of the CEO's job, and review progress in attaining goals and objectives.
2. Attend Strategic Planning meetings
3. Attend and actively participate in monthly Director's meetings.
4. Work with the President/CEO to develop credit union objectives and goals.
5. Ensure the credit union adheres to pertinent laws, regulations, and sound business practice.
6. Ensure the credit union maintains sound financial conditions and that the credit union's assets are protected against unauthorized or illegal acts. Designate depositories, authorize borrowing and investing, provide for bonding and other security factors, including internal control procedures. Approve interest rates, dividends, and refunds. Approve loan limits and savings minimums.
7. Establish policies, or make sure Policies are established, and approve policies for all credit union programs and activities.
8. Ensure new products and services are developed as needed.
9. Approve and monitor compliance with budget.
10. Exercise judgment independently from the president/CEO, and report to the members at the annual meeting.

#### **IV. BOARD OFFICERS**

- A. The Table Offices for the Board of Directors are:
  1. Chairman of the Board,
  2. Vice Chairman of the Board,
  3. Secretary, and
  4. Treasurer.
- B. The Chairman, Vice-Chairman, Secretary and Treasurer comprise the Board Executive Committee. All Executive Officers serve a term of one year as that Officer until the next Annual Meeting. Any officer may succeed himself in office at the discretion of the Board.
- C. The Board of Directors will hold an Organization Meeting immediately following the annual meeting of the membership at which time the members of the Board of Directors will elect the Table Officers, (aka Executive Committee) for the next year.
- D. The Executive Committee may make any decisions which, in the unanimous decision of the Committee, cannot wait until the next scheduled meeting of the Board of Directors, or in the interest of expeditious conducting of business should be acted upon immediately. The Committee shall report such actions to the full Board of Directors at its next meeting and have the actions recorded in the minutes of the meeting of the Board confirming the Board action.

#### **V. MEETINGS OF THE BOARD OF DIRECTORS.**

- A. The Bylaws of Texoma Community Credit Union, Chapter 5, Direction of Affairs, Section 5.04(a) Meetings of Directors, require at least regular monthly meetings of the Board of Directors.

- B. The Chairman must call a meeting of the Board of Directors not less than monthly, identifying the date, time and place to convene. In his/her absence, the Vice-Chairman, Secretary, or Treasurer may call the meeting. The standing date and time for the regular meetings of the Board is the third Thursday of each month at 5:00 pm at the Credit Union's main office.
- C. In the event the standing date and place is not used in a given month, each Director shall be notified by mail, email, or telephone not less than three days prior to the meeting.
- D. Due to the confidential nature of Directors' duties, no guest may attend a meeting of the Board of Directors unless invited verbally or in writing by the Chairman or President.
  - 1. Any member or other person wishing to attend the meeting shall deliver a letter of request to the Chairman seven (7) days before the meeting convenes.
  - 2. The board may extend standing invitations to executive management staff, committee members, or government regulatory staff to attend meetings of the Board.
  - 3. President is granted a Standing Invitation to attend Director meetings.
- E. Directors that might be unable to physically attend a meeting (such as being out of town) may attend a meeting telephonically. This physical inability to attend a meeting will not count as an absence against a Director.
- F. Telephonic or email Board Meeting (Mr. Russell....do you want this in the policy?)

## **VI. NOMINATING COMMITTEE**

- A. Section 3.06 of the Bylaws addresses the rules for the election of members of the Board of Directors. In Section IV of the Bylaws Policy, the credit union has elected for follow OPTION 2 of the election rules. Under this OPTION, a Nominating Committee is authorized.
- B. The Chairman of the Board is to annually appoint a Nominating Committee not less than 180 days before each annual membership meeting. (i.e. If the Annual Meeting is in March the Nomination Committee must be appointed not later than September 1.)
- C. The Nominating Committee is to consist of not less than three Credit Union members in good standing.
  - 1. One member of the Committee must be either an active Director whose term does not expire with the next annual membership meeting or an Advisory Director.
  - 2. The other two Nomination Committee members will be TCCU members in good standing deemed to be knowledgeable and competent to search out and select qualified candidates for the Board of Directors.
  - 3. The Chairman of the Board will appoint a staff liaison from among the Credit Union's officers (CEO, CFO, CLO, COO) to assist the Committee in its duties. This liaison will not be a member of the Committee and has no authority to recommend or influence the selection of candidates. The staff liaison will coordinate meetings, provide policies, identify meeting dates, calendar dates, take minutes of meetings and other clerical duties.

- D. The Nomination Committee operates independently of the influence of the Board of Directors in the selecting of candidates. The Committee is to nominate at least one member for each board vacancy, including any unexpired terms, for which elections are to be held.
1. The Committee must seek out those persons they deem to be the most qualified candidates for the vacancies to be filled. The Committee under no circumstances is to nominate any person they believe to be unfit, incapable, undesirable, or has an improper motive for seeking election to the Board of Directors.
  2. There is no explicit or implicit obligation for the Committee to nominate a sitting Board Member whose term is to expire. It is acceptable to not nominate an incumbent to have his (or her) name placed on the Nomination Committee Ballot for the Board of Directors.
  3. The decisions of the Committee are authoritative and final. The candidacy of those nominated may not be challenged except for cause as may be discovered through background checks or by direct evidence. (Cause may include criminal conduct, dishonesty, excessively bad credit bureau record, not repaying money owed to TCCU, and other such conduct not becoming to a Director.)
- E. A sitting Board Member whose term is to expire and who is not nominated as a candidate to fill his/her seat or any other seat on the Board may not contest the Nomination Committee decision to not nominate him/her.
1. A sitting Director who has not been nominated to fill his/her seat or any other seat may file a petition under Section 3.06 ELECTIONS of the Bylaws of Texoma Community Credit Union, which corresponds to the Bylaws promulgated for credit unions by the Texas Credit Union Department.
  2. The petition must have valid signatures by the lesser of 1% of the membership or a maximum of five hundred (500) signatures. (As of July 2015 the petition requires about 130 signatures.)
  3. The petition must contain a brief statement consisting of his/her biographical information and qualifications to serve on the Board of Directors. Such qualifications must be more specific than just the fact that he/she has previously sat as a director of the Credit Union.
  4. The petition must be filed with the Secretary of the Board at least **forty (40)** days prior to the next annual meeting. The Secretary will document receipt of the petition for the minutes of the Board of Directors and will expeditiously forward the petition to the Nominating Committee.
  5. The Secretary will ensure that the Nominating Committee publishes the nominations by petition along with the nominations by the Committee at least **thirty (30) days prior** to the next annual meeting.
- F. The Secretary of the Board shall notify the membership **at least seventy-five (75) days** prior to the next annual membership meeting that the Nominating Committee will accept petitions for nominations along with the conditions for such petitions (see E.2–4, above) and shall notify the Board that such notice has been given.
- G. All candidates, including existing Directors that are nominated to fill their expiring terms, must complete an application, submit to criminal background and credit checks, and be interviewed by the Committee. Any candidate, whether selected by the Committee or by petition, that does not pass a criminal background and/or credit check, will not be placed on the ballot.

- H. The Nomination Committee will file its nominations with the Secretary of the Board at least **ninety (90) days prior to the next annual** membership meeting.
- I. The Committee will provide each candidate, including candidates by petition, with a Candidate Packet. The Packet is to be completed by each candidate and returned to the Committee not later than one week prior to the annual meeting. Any candidate who does not complete the Candidate Packet, sign the required documents, or return the completed Packet within the required time, will not be placed on the ballot. The Candidate Packet consists of the following documents, some which must be signed and acknowledged by the Candidate:
1. Job Description
  2. Volunteer Application and Agreement to Serve. (Sign & Return)
  3. Credit Report Authorization. (Sign & Return)
  4. Criminal Background Check Release. (Sign & Return)
  5. Code of Conduct
  6. Conflict of Interest statement (Sign & Return)
- J. All ballots will be destroyed thirty (30) days after the annual membership meeting in which the election was held, unless the election is contested, or a motion passes to extend the date to destroy the ballots.
- K. The applications and background checks of candidates, who are not elected or whose name does not appear on the Nomination Committee Board of Director's Ballot will be destroyed thirty (30) days after the annual membership meeting in which the election was held. The applications and background checks of those elected to the Board of Directors will be retained for the duration of their tenure on the Board.

**VII. ADVISORY DIRECTORS, AUDIT COMMITTEE, NOMINATION COMMITTEE AND E-COMMERCE COMMITTEE, ALM COMMITTEE and OTHER COMMITTEE APPOINTMENTS**

- A. The Credit Union Bylaws authorize appointing Advisory Directors, Audit Committee, Nomination Committee and other Committees to advise and counsel the Board in its carrying out its official duties.
- B. Not more than six (6) persons in total may be appointed as Advisory Directors, Emeritus Director, Mentor Advisor or other such advisory director position(s).

The number of persons appointed to the Audit Committee, Nomination Committee and other committees is determined at the Board's discretion. Any person appointed to an Advisory Director, Audit Committee, Nomination Committee or other committee position (any volunteer) must be a member of the Credit Union.

- C.** Advisory Directors, and Audit Committee serve three-year terms when appointed. Certain committees may be appointed for an ad hoc purpose and terms on those committees will expire when the purpose has been accomplished, such as Nomination Committee which ends at the conclusion of the Annual Meeting.

1. Advisory Directors, and Audit Committee and standing committees terms will expire on staggered terms over three years at the annual meeting..
  2. Advisory Directors, Audit Committee members, Nomination Committee members or other committee appoints may be appointed to consecutive terms at the pleasure of the Board of Directors.
  3. Audit Committee has three (3) members. Member serve three (3) year terms effective 2015 and one of each of the three terms expire at the Annual Meeting. Any committee member may be appointed by the Board to serve consecutive terms at the Board's pleasure.
  - 4.
- D. Advisory Directors and committee members are not members of the Board of Directors by virtue of their positions.
1. Advisory Directors are expected to attend all meetings of the Board of Directors.
  2. Advisory Directors may contribute to the discussion of issues before the Board of Directors but are not permitted to vote on any Board actions.
  3. Absence from three (3) consecutive Board Meetings or being absent six times in a twelve-month period is cause for the Advisory Director to be automatically removed from being an Advisory Director.
  5. Committee members may attend meetings of the Board of Directors when invited or when their presence is required for an issue related to the purpose of a committee.
- E. An Advisory Director or committee member may apply for a vacant position that occurs through expiration of his/her term, resignation, or other cause in accordance with the Bylaws, Sections 5.02 and 5.07. No preference will be accorded an individual on the basis of prior service in the position for which he/she is applying or any position he/she may previously have held.
- F. Advisory Directors are expected to follow the continuing education requirements as Directors as described in section XI. VOLUNTEER EDUCATION, below.

### **VIII. DIRECTOR EMERITUS**

- A. Director Emeritus is an honorary title. The position is created by the Board of Directors to honor and recognize the service to the Credit Union by directors that have given exceptional service to the Credit Union. An individual wishing to serve at Director Emeritus may ask the Board Chairman to be considered for such honor. Director Emeritus serve at the pleasure of the Board, subject to at least the conditions listed below:
1. Exceptional service can be, but is not limited to, reputation and influence, material contribution to the Credit Union, community relations, and service to the Credit Union industry in addition to exemplary service to Texoma Community Credit Union.
  2. An existing or retired Director may be honored with the title of Director Emeritus.
  3. The Board of Directors may appoint a Director Emeritus at any time.
  4. The number of Directors Emeritus is limited to not more than the total Advisor Directors as may be appointed in VII.7.B above.
- B. In addition to commendable service, the following requirements must be met.



1. The Director must have completed not less than two (2) elected terms. The terms do not have to be consecutive.
  2. Have an attendance record that significantly exceeds the minimum requirements. The Board will take into consideration any mitigating factors such as protracted illness or the Director's professional requirements that occasionally interfere with attendance.
  3. Have a degree of commitment to the Credit Union and participation in Board activities that makes the Director's ongoing contribution to the Board desirable.
- C. An existing Director honored with the title of Director Emeritus will continue his/her term and may apply for additional terms as they come due.
- D. A retired Director honored with the title of Director Emeritus may choose to attend Board Meetings and other Credit Union official functions. Attendance at Board meetings is not required.
1. A retired Director Emeritus may participate in the discussion of business matters coming before the Board, offering his/her experience and wisdom.
  2. A retired Director Emeritus has no authority to vote on issues before the Board.
  3. A retired Director Emeritus has no liability for any decisions and actions of the Board of Directors.
- E. A Director Emeritus may be appointed to and serve on any committee to which the Board would appoint him/her with all rights and privileges accorded the members of the committee whether he/she is an active or retired Director.

## **IX. MENTOR ADVISORY DIRECTOR**

The position of Mentor Advisory Director is created for the purpose of involving a MBA student from Midwestern State University in the activities of the Board of Directors at the same degree of participation as an Advisory Director.

- B. Participation in this program offers the MBA student hands-on experience in business at the Board of Directors level, allowing him/her to observe the decision making process that is critical to operating a business. It also brings to the Board the perspective of a younger person not traditionally found in the credit union philosophy.
- C. The qualifications for Mentor Advisory Director are:
1. A MBA student from Midwestern State University Dillard School of Business. In special cases, an undergraduate student in the same school may be selected who has completed a minimum of ninety (90) credit hours.
  2. There is no GPA requirement.
  3. A letter of recommendation must be obtained from a University advisor or professor.
  4. The student must possess acceptable verbal and written communication skills.
  5. The student must have a high degree of maturity inasmuch as he/she will interact with experienced and influential members of the business community.
  6. The student must be of strong character that indicates honesty, reliability, and the ability to recognize and respect confidential information.

7. The student is required to complete an application and submit to a criminal background check, credit check, and drug test.
8. It is not required that the student be a member of the Credit Union or any credit union.

D. The Board of Directors expects the following of the Mentor Advisory Director:

1. Respect the confidentiality of anything and everything that is revealed in financial and other reports and discussions and actions taken at Board meetings. Failure to keep such information confidential will lead to immediate dismissal and the potential for legal prosecution.
2. Take an oath of office.
3. Attend all Board meetings unless an absence is excused prior to a meeting. More than two (2) unexcused absences will result in immediate dismissal.
4. Review the Board packet prior to each meeting and be prepared to discuss business or ask questions.
5. Prepare and present any special projects assigned by the Chairman of the Board.
6. At the end of the term, write a report to the Chairman of the Board and the University advisor or professor concerning what was learned and the value received.

E. The term for the Mentor Advisory Director is twelve (12) months.

F. Oversight of the Mentor Advisory Director program.

1. The President/CEO will appoint a committee of three (3) on-staff MBAs or others to review the credentials and recommend candidates to the Board of Directors.
2. One member of this committee will be tasked with soliciting suitable candidates from the University.
3. The President/CEO will appoint a liaison from staff and the Chairman of the Board will appoint a liaison from the Board who will assist and counsel the Mentor Advisory Director as needed so that the experience will be beneficial to both the student and the Credit Union.

## **X. DELEGATING AUTHORITY**

A. Under the authority of the Texoma Community Credit Union, Chapter 5, Direction of Affairs, Section 5.09, Duties and Powers of Directors, the following authority is delegated to the President/CEO and other officers as indicated.

B. The President/CEO is delegated the authority to perform the duties expressly identified in the Bylaws of Texoma Community Credit Union and the appropriate guidelines and policies set forth by the Board of Directors, which limit the exercise of these delegated powers.

C. The President/CEO may delegate to a specified member of management or staff in his/her absence such authority and powers as necessary to ensure the continued operation of the credit union with the exception that said individual(s) may not further delegate the powers temporarily entrusted to him/her/them.

D. In the event the President/CEO is absented for any reason without having delegated his/her authority and powers, or it is expected the President/CEO will be absent for more than two (2)

consecutive weeks due to illness or other unpreventable issues, the table officers (Chairman, Vice-Chairman, Treasurer and Secretary) shall meet to appoint an interim President/CEO. (edited June 25, 2015 to read):

1. Such delegated authority shall remain in force until the return of the President/CEO or until he/she transfers said authority to another member of management.
2. In the event of a protracted (i.e. longer than 3 weeks) absence of the President/CEO, the Board of Directors shall name a member of management as Acting President with the authority and powers of the President/CEO to serve until such time as the President/CEO is able to resume his/her duties or a successor is named. (Amended June 25, 2015).
3. In the event of the death or removal of the President/CEO, the Board of Directors shall name a member of management as Interim President with the authority and powers of the President/CEO to serve until a replacement President/CEO has been named.

## **XI. VOLUNTEER EDUCATION**

- A. The Board of Directors recognizes the need to be well informed before making decisions that impact the Credit Union. To maintain the level of education consistent with being well informed, Volunteers are required to actively participate in training events annually. Volunteers that do not comply with these training requirements may be removed from the Board of Directors or prohibited from seeking election or appointment to a volunteer position with the Credit Union.
- B. Volunteers must earn not less than fifteen (15) hours of credit union specific training during a three-years term of office.
1. The training may be obtained through any authorized means such as correspondence study, webinars, seminars, and in-house training events.
  2. Volunteers should endeavor to obtain a minimum of five (5) hours training in a calendar year.
  3. Any hours in excess of five (5) hours earned in one year may be carried forward to the next year.
  4. A maximum of five (5) hours can be carried forward to a succeeding year. Additional hours may not be carried forward to future years. For example, a Director that earns 15 hours satisfies the 5-hour requirement for the first year and can carry forward 5 hours to the next year but the remaining 5 hours cannot be carried forward to the third year.
- C. Determining Training Hours.
1. Each session attended at a conference will count as one hour of training. A general session that is not credit union specific, **such as inspirational, political, or humorous, speakers do not count as a training hour.**
  2. Each webinar, Internet training class, or in-house training event will count as one hour.
- D. Education Venues.
1. Volunteers are encouraged to seek training venues via webinars, Internet training classes, or local/regional training events.
  2. The Wichita Falls Chapter of Credit Unions and the Cornerstone Credit Union League provide many quality training opportunities in areas such as Wichita Falls, Dallas or in Oklahoma City and other regional areas.

3. Volunteers that desire to obtain training at a location outside of the immediate region (beyond San Antonio, etc) must request permission from the Chairman of the Board. Attendance at such events must be based on content, not on the location.

#### E. Volunteer Achievement Program (VAP)

1. The Credit Union National Association (CUNA) sponsors an excellent volunteer training V.A.P. program that covers critical topics for Directors and is offered via Internet and can be done at a volunteer's own pace.
2. Each VAP completed will count as two (2) training hours.

#### F. Webinars.

1. Webinars can be viewed at the Credit Union or at times from the Volunteer's home.
2. One (1) training hour is awarded for a webinar regardless of its duration.

#### G. Audio or Video Recording.

1. The Credit Union maintains a training library that Volunteers may access at the Credit Union or take home.
2. One (1) training hour is awarded for using one of these in-house resources.

#### H. Choosing a Training Venue.

1. Any training venue should be selected based on the curriculum, not the location at which it is held. It is not uncommon that topics and/or speakers that appear in seminars out of state (Las Vegas, San Diego, Washington DC, Orlando Florida, will also be presented in our own area (Dallas, Austin, San Antonio).
2. Seminars and conferences should relate to an area that relates to the needs of the credit union. The Volunteer should attend with the specific goal of bringing back information that will assist the Credit Union in achieving its goals or strengthening an area in which it is weak.

#### K. Record Keeping.

1. It is the responsibility of the Volunteer to report to the Human Resources Director the number of hours earned in a training event and provide a comment on the topic(s) presented.
2. Training hours earned will be reported to the Board semi-annually along with the Directors' and Officers' Indebtedness Log.
3. Volunteers are encouraged to share information learned from a training event with other Volunteers. Comments on the material studied and how it can be used by the Credit Union are helpful in giving guidance towards our common goals.

## **XII. REIMBURSEMENT OF INTERNET COSTS**

- A. Email and Internet communications have become vital to the successful operation of the Credit Union. In particular, the delivery of paper documents is vastly improved when transmitted electronically compared to the USPS. To ensure that Directors and Advisory Directors have the ability to receive these communications, the Credit Union will reimburse said Directors and Advisory Directors for their Internet service costs.

- B. Internet services costs will be reimbursed up to but not exceeding \$40 per month or \$480 per year.
- C. Directors may submit copies of their monthly bills or an annualized rendition of their bills to the President/CEO to support their actual costs. If an annualized rendition has been presented and the billing cost increases, the Director may present an amended billing to reflect the additional cost but the total paid to the Director may not exceed the \$480 maximum.
- D. Payments may be paid to the Directors in the form of a check or a credit to a TCCU account.
- E. A Director may not receive an annual Internet reimbursement that exceeds his/her term. If a Director's term expires with the March annual meeting, he/she cannot be paid for the entire calendar year. If the Director is reelected at the annual meeting, he/she may receive reimbursement for the remainder of the year.

### **XIII. BOARD TRAVEL AND ALLOWANCE**

- A. This section of the Policy is set forth to comply with Texas Credit Union Rule 91.502 "Director Fees and Expenses" and NCUA Rules and Regulations 701.33 "Reimbursement, Insurance, and Indemnification of Officials and Employees."
- B. Any and all travel to be reimbursed by the Credit Union must be on behalf of and for the benefit of the Credit Union. In the event that official travel is mixed with personal travel, the Credit Union will reimburse only those expenses that apply to the Credit Union related reason for the travel.
- C. Persons covered under this Policy are all Directors, Advisory Directors, committee members and any other Volunteers as may travel in behalf of the Credit Union.
  - 1. In addition to the Volunteer, the travel costs of one family member of the Volunteer may be reimbursed by the Credit Union.
  - 2. In general, a family member may travel one time in a year with the costs being reimbursed. The Board of Directors may make exceptions to this rule.
- D. Travel arrangements will be made for Volunteers through the Credit Union's Human Resources Department.
  - 1. An itinerary will be prepared and delivered to the Volunteer.
  - 2. The Volunteer may request to arrive one day preceding the event or to stay one day later than the event, the costs of which will be reimbursed by the Credit Union.
  - 3. The itinerary will specify what costs will be reimbursed by the Credit Union. Costs not specified to be reimburse are the responsibility of the Volunteer and will not be reimbursed by the Credit Union.
  - 4. Any reasonable and necessary exceptions to mode of travel, travel dates, and reimbursable costs must be presented to the Chairman of the Board or the President/CEO for a decision to approve or deny the request.
- E. Travel costs are part of the budget process and discipline. The budget cost is determined by an allowance per Volunteer. This is a benchmark. This does not imply that each Volunteer has a

personal allowance or that another Volunteer can use funds that might not be used by another Volunteer.

1. In a given year the budget allowance per Volunteer may be, as an example, \$3,000. While this is not an allowance for each Volunteer, it is the maximum any one Volunteer may use during the budget year.
2. A Volunteer who may need to exceed the allowance for travel that is crucial to the Credit Union may present a request to the Executive Committee for consideration.
3. The Board of Directors shall review its overall travel costs along with the travel costs incurred by the President/CEO not later than December for the purposes of establishing a budget allocation for travel for the next year's budget.

F. Allowable transportation costs for automobile and air travel.

1. **Volunteers will use a Credit Union owned vehicle for automobile travel when such vehicles are available.**
  - a. For **local travel**, if a Volunteer chooses to use a personal vehicle when a Credit Union vehicle is available, the Credit Union will not reimburse the cost of local travel.
  - b. For travel **outside the local** area (to Dallas, Austin, Oklahoma City, San Antonio, etc), if a Volunteer chooses to use a personal vehicle **when a Credit Union vehicle is available**, the Credit Union will reimburse the cost of travel at \$0.20 (20-cents) per mile.
  - c. For travel outside the local area **when a Credit Union vehicle is not available** or practical for use, the Credit Union will reimburse the cost of travel at \$0.45 (45-cents) per mile.
  - d. All tolls will be reimbursed if not incurred in a Credit Union vehicle.
  - e. The Credit Union **will not reimburse fines** for traffic violations.
  - f. Generic mileage schedule for commonly traveled distances:
    - a. Wichita Falls to Dallas, one way . . . . . 130 miles
    - b. Wichita Falls to OKC Airport, one way . . . . 130 miles
    - c. Wichita Falls to Lawton, OK, one way . . . . .60 miles
2. Air travel will be provided at coach fare rate and at the most advantageous rate discount possible.
  - a. Where necessary, airport parking will be reimbursed. Use hotel self-parking when possible.
  - b. Checked bag fees will be allowed for one bag per traveler.
  - c. Tips for baggage handling are limited to \$1 per bag. Any additional tip is at the director's personal expense.
  - d. A Volunteer may use a personal credit card to purchase an airline ticket to take advantage of mileage awards provided the ticket meets the most advantageous discount requirement. If not, the Credit Union will reimburse only the allowed amount.
3. Ground transportation from an airport to a hotel/conference site is reimbursable according to the following.
  - a. **If complimentary shuttle service is available** no reimbursement is permitted for taxi or other transportation.

- b. If complimentary shuttle service is **not available**, the cost of a round trip commercial shuttle or taxi will be reimbursed. If two or more are traveling together and the taxi fare is per person, one person may pay the cost and be reimbursed for the total cost.
- c. Car rental is permitted only if it has been authorized prior to the actual travel event. Rental cars typically are more expensive than taxies or hotel shuttles. If car rental has been authorized, the costs of rental and gasoline will be included in the reimbursement.
- d. Valet parking will be reimbursed if free parking is not provided or it is deemed necessary for a Volunteer to use this service.

G. Meals that are not provided in connection with the Conference Registration Fee but in the course of a travel event will be reimbursed according to the following schedule. **Volunteers are expected to present receipts for each meal to be reimbursed.**

1. The maximum daily allowance is \$75 based on the following:

- a. \$20 for breakfast.
- b. \$25 for lunch.
- c. \$30 for dinner.

For example: Where the Conference Registration Fee event provides breakfast or lunch, or both the maximum allowance is \$30 for dinner. If the event provides only lunch, the maximum allowance is \$50 for breakfast and dinner.

3. Reimbursements are limited to the lesser of the actual cost of the meal plus gratuity or the allowed amount. Gratuities must not exceed 20% of the cost of the food.

4. Volunteers are expected to follow these allowances; however, combining allowances for a day are permitted.

For example, an event provides lunch, which leaves a total of \$50 for breakfast and dinner. If the Volunteer uses \$5 for breakfast, \$45 is available for dinner.

5. Volunteers are expected to be moderate in their choices as if they were using their own funds to pay for meals. It is in poor taste to buy an expensive meal just because “the credit union is paying.”

6. The Credit Union will not reimburse the cost of alcoholic beverages including beer, wine, mixed drinks, and other liquors.

H. **Volunteers must submit receipts for all costs to be reimbursed.** Where a receipt does not exist, the Volunteer may sign a voucher attesting to the amount and validity of the cost.

1. The Volunteer will complete an event voucher, attached receipts and/or vouchers, and present the voucher to the Human Resources Department.

2. The voucher will be approved or denied by either the Board Chairman or the President/CEO.

3. If the voucher is denied, the Volunteer will be informed as to what items cannot be reimbursed and asked to resubmit the voucher.

4. Approved vouchers will be forwarded to the Accounting Department where the payment will be prepared and forwarded to the Volunteer.

Approval:

The Board of Directors Policy was adopted at a duly called meeting November 21, 2013, March 20, 2014, and June 25, 2015 and further revised August 20, 2015 by the Board of Director at its regularly scheduled board meeting.

Robert Russell, Chairman

Lacey Morgan, Secretary

Supersedes previously adopted policies:

August 15, 2013

March 20, 2014—Positions defined for each of 7 Director offices.

June 25, 2015—Delegating Authority for CEO...delete named successors, appoint Board to name

August 20, 2015—significant edits marked in Yellow, but not dated June 25, 2015



## APPLICATIONS AND OFFICIAL DOCUMENTS FOR VOLUNTEERS

### CANDIDATES FOR BOARD OF DIRECTORS

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Criminal Background Check	<a href="#">Page 21</a>
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### OATHS AND TERMS

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### NOMINATING COMMITTEE

Nominating Committee Check List	<a href="#">Page 28</a>
Orientation for Nominating Committee	<a href="#">Page 29–30</a>
Role and Goals of Nominating Committee	<a href="#">Page 31–32</a>
Guidelines for Selection of Director Candidates	<a href="#">Page 33</a>
Sample Letter for Individuals Not Selected	<a href="#">Page 34</a>
Sample Letter for Individuals Selected	<a href="#">Page 35</a>
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## **Board of Directors Job Description**

TITLE: Director  
REPORTS TO: Members  
SUPERVISES: President/CEO

### **PRIMARY FUNCTION:**

The primary function of the Board of Directors is ●to set policy, ●to plan the credit union's course, ●to make sure the credit union maintains its sound financial condition, ●to keep communication open, ●to educate members on services, ●to review the president's progress in achieving goals and objectives, and ●to report to the members at the annual meeting.

### **SPECIFIC DUTIES:**

1. Hire, Motivate and Encourage the President/CEO. Define the scope of the CEO's job, and review progress in attaining goals and objectives.
2. Attend annual Strategic Planning meetings
3. Attend monthly Director's meetings.
4. Work with the President/CEO to develop credit union objectives and goals.
5. Ensure the credit union adheres to pertinent laws, regulations, and sound business practice.
6. Ensure the credit union maintains sound financial conditions and that the credit union's assets are protected against unauthorized or illegal acts. Designate depositories, authorize borrowing and investing, provide for bonding and other security factors, including internal control procedures. Approve interest rate, dividends, and refunds. Approve loan limits and savings minimums.
7. Establish policies, or make sure they are established, and approve policies for all credit union programs and activities.
8. Ensure new products and services are developed as needed.
9. Approve & monitor compliance with budget.
10. Exercise judgment independently from the president/CEO, and report to the members at the annual meeting.

**Texas Credit Union Department**  
**VOLUNTEER APPLICATION and AGREEMENT TO SERVE**

**Texoma Community Credit Union**

**Location Wichita Falls**

Name (Mr., Mrs., Ms., Miss) \_\_\_\_\_ Title of Newly Elected/Appointed CU Position \_\_\_\_\_

Maiden Name (if Different from Above) \_\_\_\_\_

Address (Res.) \_\_\_\_\_

Phone + Area Code \_\_\_\_\_ Street \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

(Cell) \_\_\_\_\_ (Business/Home) \_\_\_\_\_ (e-mail address) \_\_\_\_\_  
Place of Birth \_\_\_\_\_ Date of Birth \_\_\_\_\_

Employer \_\_\_\_\_ Social Security Number \_\_\_\_\_

Type of Business \_\_\_\_\_

Number of Years with present employer \_\_\_\_\_ Your position title \_\_\_\_\_

List any other positions, directorates or offices held for the past ten (10) years:

Dates      Employer and Address  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Education background (circle highest grade completed)

1 2 3 4 5 6 7 8 9 10 11 12      1 2 3 4 ( )      Major Field of Study  
(grade and high school)      (college)      \_\_\_\_\_

Other training or experience \_\_\_\_\_

Are you willing to accept the position of trust for which you have been selected and to remain in office until such time as a qualified successor is found?

Yes  No

Have you been informed as to the general duties and responsibilities of an official of the credit union and are you willing to devote the time necessary to familiarize yourself with and to perform your duties?

Yes  No

Estimated number of hours per month you will be able to donate as a volunteer

\_\_\_\_\_

My reasons for wanting to serve on the board of directors are:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

List Membership in Professional Societies and Associations:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

List any financial institutions in which you control directly or indirectly or own legally or beneficially 10% or more of the outstanding stock (in voting power):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**IF ANY OF THE FOLLOWING QUESTIONS IS ANSWERED YES, PROVIDE DETAILS ON A SEPARATE SHEET AND ATTACH TO THIS APPLICATION.**

Has Texoma Community Credit Union charged off any loan(s) you owed?  Yes  No

Have you ever been adjudged a bankrupt?  Yes  No

Have you ever been denied an individual or position schedule fidelity bond, or had a bond cancelled or revoked?  Yes  No

Have you ever been refused a professional, occupational or vocational license by any public or governmental licensing agency or regulatory authority, or has any such license held by you ever been suspended or revoked?  Yes  No

Has the certificate of incorporation or authority or license to do business of any state or federally chartered credit union, savings and loan association, bank or other financial institution of which you were an officer, director or key management person ever been suspended or revoked?  Yes  No

Have you ever been requested, advised, ordered or told by any regulatory authority or government agency to:

A. Divest any stock ownership or other ownership interest you have in any financial institution?  Yes  No

B. Leave or resign as an officer, director, agent, employee, consultant or representative of any credit union, savings and loan association, bank or other financial institution?  Yes  No

Have you ever been convicted of any CRIMINAL OFFENSE involving dishonesty or a breach of trust?  Yes  No

CRIMINAL OFFENSE: If the answer to the above is "yes" please answer the following:

Nature of the offense \_\_\_\_\_

Date of occurrence \_\_\_\_\_ Date sentence conviction \_\_\_\_\_

Sentence conferred \_\_\_\_\_  
(Attach a separate sheet if space provided is not adequate)

To facilitate the process of obtaining a credit Union background check, please provide the following:

1. Any other names which you have used \_\_\_\_\_
2. Previous address, (if your address changed over the past 2 years)  
\_\_\_\_\_
3. Name of Spouse \_\_\_\_\_

**READ THE FOLLOWING CAREFULLY BEFORE SIGNING**

**CERTIFICATION AN AGREEMENT TO SERVE:**

I certify that the information provided on this form is true and correct. I further pledge to carry out the duties and responsibilities commensurate with said office(s) as promulgated by the Texas Credit Union Act and the bylaws of this credit union. I certify also that I have a positive net worth and am current on all outstanding obligations. The credit union is hereby authorized to obtain a commercial report on my credit history and seek whatever information is necessary for completing a background check.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Witness

**CREDIT REPORT AUTHORIZATION**

The Texoma Community Credit Union requires that credit reports be obtained for all individuals that are the subject of applications submitted for Director, Advisory Director/Committee Member, or Employee. The following information must be furnished in order to facilitate access to a credit report:

---

Last Name	First Name	Middle Name	Mr./Ms.
-----------	------------	-------------	---------

---

Street Address (No P.O. Boxes)

---

City	State	Zip	Years at this Address
------	-------	-----	-----------------------

---

Former Street Address (No P.O. Boxes)

---

City	State	Zip	
------	-------	-----	--

---

Social Security Number	Date of Birth
------------------------	---------------

**In accordance with the above, I authorize Texoma Community Credit Union to conduct a credit check and forward the credit report to Texas Credit Union Department, National Credit Union Administration or other necessary entities for the purpose of processing the application for my participation with this credit union. In addition, I authorize Texoma Community Credit Union to seek whatever information is necessary for completing a background check.**

X \_\_\_\_\_  
Signature

**CERTIFICATION OF VALIDITY**

Under penalty of perjury, I certify that the information included in the \_\_\_\_\_ pages of this application package that is being provided to the Texoma Community Credit Union, the Texas Credit Union Department and the National Credit Union Administration (NCUA) is true and correct.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



# AUTHORIZATION FORM

Please read the following statements carefully.

The purpose of this form is to notify you that **Texoma Community Credit Union** ("Company") may obtain information about you from Quick Search for employment purposes to the extent permitted by law.

**Investigative Consumer Reports:** I authorize the Company to perform investigative consumer reports that may include credit reports, criminal history or arrest records, workers' compensation histories, motor vehicle records, employment and unemployment records and/or military records.

**Education and Employment:** I authorize schools, colleges and all scholastic institutions to release any and all information requested. This includes transcripts, grades, attendance records, and any other information requested. I authorize all former and current employers to release any and all information regarding my employment history. This includes all information contained in my personnel file, salary history, condemnations, and all other pertinent information. I further authorize my supervisors and other work associates to disclose their opinions and observations of my work habits, qualities, competency, and skills. Furthermore, I authorize full disclosure of any and all drug and alcohol testing results.

**Authorization and Understanding:** I authorize custodians of the records of any agency, government agency, or company as described above to release such information upon request of any investigator, agent or representative of the Company. I understand that any or all of these investigations or inquiries can be performed prior to and periodically throughout the duration of my employment. I understand that the information requested is for the use by the Company and may be re-disclosed only as authorized by law. I understand that I have the right to request from the Company a written disclosure of the nature and scope of the investigation conducted that I authorized above.

**If you are a Minnesota, California, Oklahoma or New York resident only and you want a copy of your report, check here \_\_\_\_\_.**

The reports will be mailed to you at the address below. I indemnify, release, and hold harmless the Company, any agents of the Company, or others reporting to or for the Company, any investigators, all former employers, reporting agencies, and all those supplying references and character references, from any and all claims, defamation, demands, an/or liabilities arising out of, or related to, such investigations, disclosures, or admissions. Copies, scans and facsimile transmissions of this authorization that show my signature are as valid as the original release signed by me.

**APPLICANT SIGNATURE:** \_\_\_\_\_

TO BE COMPLETED BY APPLICANT	
The Following Information Is True And Correct To The Best Of My Knowledge And Is Used For Identification And Investigative Purposes Only. PLEASE USE AN INK PEN AND PRINT CLEARLY. USE "UPPER CASE" LETTERS. ONE LETTER PER BLOCK.	
Self	Last Name
	First Name
	Middle Name
	Maiden Name
	Previous Married Name 1
	Previous Married Name 2
	Date of Birth
	SS# Number
	Driver's License Number
	Cell Phone
	Home Phone
	Email Address
RESIDENTIAL ADDRESS (PLEASE FILL IN BELOW)	
Current	Street Address
	City / State / Zip
Former	Street Address
	City / State / Zip

**Texoma Community Credit Union**  
**Board of Directors & Advisory Directors/Committee Members**  
**Code of Conduct**

1. As a member of the Board of Directors of the Texoma Community Credit Union, an elected director is generally expected to adhere to the following principles, common to similar position in all cooperative and democratic organizations.
2. Observe the highest standard of integrity, competency and cooperation always.
3. Make reasonable efforts to learn about the financial industry in general, the credit union movement, Texoma Community Credit Union, and related organizations which will result in increased skills for making and supporting appropriate policies.
4. Attend and participate in scheduled meetings and events regularly.
5. Encourage unity among fellow directors, staff and members.
6. Avoid conflicts of interest regarding credit unions activities, and do not promote or engage in any activity not in the best interest of the credit union or its members.
7. Be committed to maintaining a strong membership organization.
8. Knows and adheres to the roles of management and the Board.
9. Fully support the decisions policies adopted by the Board, regardless of personal opinion.
10. Make every effort to provide members and the credit union with accurate pertinent information and attempt to affirmatively correct any misinformation concerning the credit union.
11. Maintain confidentiality of the organization's business and exercise prudent discretion in disclosing information that has not yet been common knowledge.
12. Notify the Chairman or President when unable to attend called meetings.
13. Any information or knowledge of any unrecorded fund or asset or any prohibited act shall promptly report such matter to the President, Chairman of the Board or Texas Credit Union Department, as appropriate.
14. Shall not accept on behalf of the credit union payment that could be considered bribery or a political contribution. Not use, or allow to be used, any funds or other assets of the credit union for any purpose that is unlawful under the laws of the United States, any state therefore or any jurisdiction.
15. Shall report any undisclosed or unrecorded funds or assets of the credit union or any subsidiary.
16. Shall report any false or artificial entries made in any books or records of this credit union for any reason and shall report any employees or volunteer who may engage in any arrangement that results in any prohibited act.



**SWORN AFFIDAVIT  
OATH OF  
DIRECTOR**

**STATE OF TEXAS**

**COUNTY OF WICHITA**

In accordance with the Texas Finance Code Sec. 122.053. (c) Board of Directors, Terms and Duties and the Texas Credit Union Act, Chapter 5. Direction of Affairs, Section 5.01 (a) Management., a director shall take and subscribe to an oath or affirmation to take office.

I \_\_\_\_\_ as duly elected (or appointed) to the Texoma Community Credit Union Board of Directors do solemnly swear or affirm that I will diligently and honestly perform the director's duties in administering the credit union's affairs.

Although the Board or I may delegate the performance of those duties, the Board and I remain responsible for the performance of those duties.

I will not knowingly violate or willingly permit the violation of an applicable law.

I will faithfully serve the Texoma Community Credit Union membership as a volunteer member of the Board of Directors until my successor is duly elected and qualified to take office.

\_\_\_\_\_

**STATE OF TEXAS**

**COUNTY OF WICHITA**

This instrument was ACKNOWLEDGED, SWORN TO AND SUBSCRIBED BEFORE ME this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by \_\_\_\_\_, in the capacity therein stated.

\_\_\_\_\_  
Notary Public  
State of Texas

**SWORN AFFIDAVIT  
OATH OF  
ADVISORY DIRECTOR**

**STATE OF TEXAS**

**COUNTY OF WICHITA**

In accordance with the Texas Finance Code Sec. 122.053.(c) Board of Directors, Terms and Duties and the Texas Credit Union Act, Chapter 5. Direction of Affairs, Section 5.01 (a) Management., a director shall take and subscribe to an oath or affirmation to take office.

I \_\_\_\_\_ as duly elected (or appointed) to the Texoma Community Credit Union Advisory Board of Directors do solemnly swear or affirm that I will diligently and honestly perform the director's duties in administering the credit union's affairs.

Although the Board, Advisory Board or I may delegate the performance of those duties, the Board and I remain responsible for the performance of those duties.

I will not knowingly violate or willingly permit the violation of an applicable law.

I will faithfully serve the Texoma Community Credit Union membership as a volunteer member of the Advisory Board of Directors until my successor is duly elected and qualified to take office.

\_\_\_\_\_  
Signature

**STATE OF TEXAS**

**COUNTY OF WICHITA**

This instrument was ACKNOWLEDGED, SWORN TO AND SUBSCRIBED BEFORE ME this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by \_\_\_\_\_, in the capacity therein stated.

\_\_\_\_\_  
Notary Public  
State of Texas

**SWORN AFFIDAVIT  
OATH OF  
MENTOR ADVISORY DIRECTOR**

**STATE OF TEXAS**

**COUNTY OF WICHITA**

In accordance with the Texas Finance Code Sec. 122.053.(c) Board of Directors, Terms and Duties and the Texas Credit Union Act, Chapter 5. Direction of Affairs, Section 5.01 (a) Management., a Mentor Advisory Director shall take and subscribe to an oath or affirmation to take office.

I \_\_\_\_\_ as duly elected (or appointed) to the Texoma Community Credit Union as a Mentor Advisory Director do solemnly swear or affirm that I will diligently and honestly perform the Advisory Director/Committee Member's Mentor Advisory Director duties in administering the credit union's affairs.

I will not knowingly violate or willingly permit the violation of an applicable law.

I will faithfully serve the Texoma Community Credit Union membership as a volunteer member as a Mentor Advisory Director until my successor is duly elected and qualified to take office.

\_\_\_\_\_  
Signature

**STATE OF TEXAS**

**COUNTY OF WICHITA**

This instrument was ACKNOWLEDGED, SWORN TO AND SUBSCRIBED BEFORE ME this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by \_\_\_\_\_, in the capacity therein stated.

\_\_\_\_\_  
Notary Public  
State of Texas

## Demographics of Board of Directors as of August 2015

Gender	Ages	Background	Term Service
F	76—retiring	SAFB educator	25-years; past Secretary
M	83—retiring	Pharmacist	23 years; past Chairman
M	79—Chairman	Lawyer	17 years; current Chairman
M	43—Vice Chair	Owner Internet	15 years; Vice Chairman
M	51—Treasurer	Insurance Rep	6 years; Treasurer
M	42—Member	Lawyer	3 years
F	32—Secretary	Health Care Mktg	3 years; Secretary

- 1) **Gender:** 5-Male. 2 Female.
- 2) **Ages:** 3 age 75+ 0 age 55 to 76 1-age 50-55 2 age 40-49 1 age less 40
- 3) **Occupation:** Retired SAFB educator: Pharmacist: Lawyer; Internet Owner; Insurance Rep, Lawyer, Health Care Marketer & owner of company
- 4) **Term Service:** 25 years (retiring); 23 years (retiring); 17 years; 15 years:  
6 years 3 years 3 years

## Demographics of Board of Directors as of October 1, 2016

Gender	Ages	Background	Term	Year	Service
M	45—	Owner Internet	16 years;	2000	Chairman
M	79—	Lawyer	16 years;	1999	Vice Chairman
M	52—	Insurance Rep	4 years;	2012	Treasurer
F	33—	Owner Health Care Svc	3 years;	2012	Secretary
M	38—	Lawyer	4 years;	2012	Member
F	45—	Foundation Analyst	0.5 year;	2016	Member
F	42—	Lawyer	0.5 year;	2016	Member

- 5) **Gender:** 4—Male. 3—Female.
- 6) **Ages:** 1 age 55+ 1 age 50 to 55 4 age 40-50 1 age less 40
- 7) **Occupation:** Lawyer; Lawyer; Lawyer; Internet SP Owner; Insurance Rep; Health Care Svcs owner; Analyst of Foundation gifts.
- 8) **Term Service:** 18 years; 16 years; 7 years; 4 years; 4 years; <1 year; <1 year.

**Texoma Community Credit Union  
Board of Directors & Advisory Directors/Committee Members  
Terms of Agreement**

Individuals volunteering to serve as Director or Advisory Director/Committee Member are expected to faithfully complete their duties. In exchange the volunteer shall expect to grow in their financial and managerial skills. Jointly, both the volunteer and the credit union shall benefit from this job. I understand, and do hereby agree, that to serve as a Directors (Advisory Director/Committee Member), I will conform to and abide by the following:

1. To attend all meetings of the Board when notified, unless prevented by circumstances beyond my control. To be prepared for discussion after reviewing management’s “Board Packet” for three hours within five (5) days prior to the board meeting.

	<b>Usually held</b>	<b>Time</b>
a. Regular monthly Board Meetings—	◆ 3 <sup>rd</sup> Thursday of month	(2 hours)
i. Annual Audit Report	With regular meeting	(1 hour)
ii. Regulatory Examination	With regular meeting	(1 hour)
b. Annual meeting—	◆ 3 <sup>rd</sup> Thursday in March	(3 hours)
c. Strategic Planning Session—	◆ In October usually	(1 ½ days)

2. To keep confidential all information learned in meetings or in official capacity.
3. To complete the “Board Orientation Check List” (see page 16) within one year, or resign the office. (Invest about 3 hours a month the first year.)
4. To continually learn more about the credit union organization, its services and my individual responsibilities as a Board Member by fulfilling the educational requirements established by the Board. To attend ongoing training at Chapter & League meetings.
5. To conduct my personal affairs with the highest degree of responsibility. Should I ever find myself obligated to another organization that conflicts with the credit union, I will disclose the conflict to the Board and refrain from deliberating issues related to the conflict.
6. To contribute my wisdom about my area of expertise to help TCCU members.
7. To **direct, not manage**, the day-to-day activities of the credit union. Participate to the best of my ability in determining policy and matters coming before the Board; to give my full attention to credit union problems, and vote on all issues submitted or proposed for Board action. **(Note: Advisory Director/Committee Member does not vote.)**
8. To seek election (appointment) to subsequent terms after initial 3-year term. Give all assistance possible to my fellow Board (Advisory Board) Members, appointed officers, and employees of the credit union in the discharge of the duties of their offices.
9. To have fun. To grow in wisdom. To create meaningful friendships. To become more wise in my own financial matters. To benefit from working with 15 dedicated people.

Initial #5

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**Orientation Schedule**  
**Director or Advisory Director/Committee Member**

**NAME:** \_\_\_\_\_ **START DATE:** \_\_\_\_\_

Within the past 30 days I have been briefed on the following: OFAC, Bank Secrecy Act, the Privacy Act, Confidentiality, Sexual Harassment, and Anti-Discrimination. Initial \_\_\_\_\_

1. Within 60 days— Speak to key individuals 30 minutes to 1 hour. Learn each individual area of ♦responsibility, ♦reporting relationship, ♦reporting staff and ♦job description.  
(Request each individual interviewed to initial their box when completed.)
  - a.  Chairman of the Board
  - b.  President
  - c.  Chief Financial Office
  - d.  Chief Lending Officer
  - e.  Teller Supervisor
  - f.  Texas Credit Union Department
    - i. Commissioner
    - ii. Deputy Commissioner
    - iii. Examiner or Examiner Supervisor
  - g.  National Credit Union Administration (Region V) Examiner
  
2. Within 90 days— Review with President & Board Chairman his/her understanding of
  - a.  Board of Directors Policy (Initial each box after satisfactory review.)
  - b.  Code of Ethics
  - c.  Code of Conduct
  - d.  Job Description
  - e.  CEO's job description
  - f.  Each Officer's job descriptions
  
3. Within 10 days— Receive Volunteer's Achievement Program (VAP) booklets. Read, review with President and complete tests as follows: (Check off when complete.)
  - a. 45 days— VAP- History & Philosophy
  - b. 90 days— VAP- Duties and Responsibilities of Director
  - c. 120 days— VAP- Financial Statements
  - d. 150 days— VAP- Planning
  - e. 180 days— VAP- Budgeting
  - f. 210 days— Your Insured Funds Brochure
  - g. 240 days— Texas Credit Union Act & Bylaws
  - h. 270 days— Member Services Representative to discuss products & services
  - i. 300 days— Chief Lending Officer discuss loan services.
  - j. 330 days— Chief Financial Officer read & understand financial statements
  - k. 365 days— President & CEO over view
  - l. 365 days— Chairman of the Board Certify Training Complete

Learn where the following important documents are kept:  Board Policy Manual,  Staff Job Descriptions,  Board and Staff Performance Standards,  Code of Conduct,  Texas Credit Union Standard Bylaws,  Texas Credit Union Act,  Texas Finance Code, and other similar items.

\_\_\_\_\_  
Chairman's Certification of Completion

\_\_\_\_\_  
Date

# **Official Notice**

## **2017 Annual Meeting**

**The Board of Directors set the 2017 Annual Meeting to be held at 5:30 PM on Thursday, March 16, 2017 in the lobby of Texoma Community Credit Union, 3800 Sheppard Access Road, Wichita Falls, Texas office. If attending, please RSVP with a staff member.**

**The Nomination Committee is accepting applications for two (2) officers to serve as Directors for the Board to serve three (3) year terms. If interested in serving submit your request to:**

**Whitney Rancourt, Chairman  
Nomination Committee  
Texoma Community Credit Union  
PO Box 1320  
Wichita Falls, Texas 76307**

**Applications must be postmarked by November 1, 2016. For information about the position, contact Nomination Committee members Whitney Rancourt, Stacey Darnall, or Ann Arnold-Ogden. Alternatively, contact credit union President Wayne Mansur, Staff Liaison (940) 851-4040 to request information.**

**The incumbents are:**

**Robert Russell, Vice Chairman began service 1999  
Michael Valverde, began service 2012  
Lacey Morgan, Secretary began service 2013**

**For the Nomination Committee,  
/S/  
Whitney Rancourt, Chairman**