

Credit Professionals International District 5 Bylaws

ARTICLE 1 - NAME

The name of this organization shall be District Five Credit Professionals, affiliated with Credit Professionals International, a not for profit corporation, incorporated under the State laws of Illinois. The area of this District shall be comprised of the states of Illinois, Indiana, Kentucky, Michigan, Nebraska, New York, Ohio; and to attempt to develop like organizations in Iowa, Minnesota, North Dakota, South Dakota, Wisconsin and the Provinces of Ontario and Manitoba in Canada.

ARTICLE II PURPOSES – OBJECTIVES

The purposes of the organization shall be: a) to develop a closer contact among credit persons; b) to maintain a friendly relationship between credit departments and various firms and businesses represented by the members; c) to stimulate education in the practice and procedure of credit, all of which shall be non-sectarian, non partisan and non-political; d) to encourage and promote the formation of similar organizations and local associations anywhere in North America e) to promote the merger of other Credit Associations such as Creditors International (CI-GNCD). Nothing herein shall be deemed to authorize the organization to act as a post-secondary or vocational educational institution. The organization also has such powers as are now or may, hereafter, be granted by the General Not for Profit Corporation Act of the State of Illinois.

The objective of the organization shall be to develop and encourage high standards of service and conduct among those engaged in the credit field, by promoting support of and adherence to the following objectives:

- a) To encourage the broadest use of credit consistent with sound business principles and the welfare of the community.
- b) To educate the public in the proper use of credit as a relationship of mutual trust, and to the value of establishing and maintaining a record of prompt payment of credit obligations.
- c) To counsel with credit users concerning their credit situation and responsibility.
- d) To cooperate with others in matters affecting the business welfare of the community and the public good.
- e) To gather and disseminate information concerning pending or enacted legislation relating to or affecting the extension of credit at the State, Provincial, or Federal level.

ARTICLE III ORGANIZATION OF LOCAL ASSOCIATIONS

Section 1 Each Local Association affiliated with Credit Professionals International Corporation is subject to and governed by these bylaws. Sample bylaws, based on the International Bylaws, will be provided to each Local Association.

Local Association shall

- A. The bylaws shall be accepted before a Local Association can be chartered. The bylaws shall not be in conflict with the District or International Association.
- B. In areas where an existing CPI or CI Local Association has already been chartered, any new association shall proceed only with the permission of the District and the cooperation of the existing Local Associations.
- C. Local Associations shall elect and install new officers before October 30 of each year

and report the changes to District and International within 30 days of election for purposes of communication.

ARTICLE IV MEMBERS

Credit Professionals International does not practice any discrimination on the basis of race, color, religion, sex, age, national origin or handicap.

Section 1 Classes of Members

- Class A. *Local & District*
1. *Individual*
 2. *Direct (direct membership available at International Level and should also be open at the District level)*

- Class B. Honorary Membership -The District may bestow the designation of "Honorary" to any member by majority vote at the annual meeting.

Section 2 Qualifications

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

Section 3 Membership may be held in only one local association of Credit Professionals International.

Section 4 Voting Rights – Persons who are registered as members of CPI and or registered for the annual conference shall be the only voting members of this organization. Each shall be entitled to one vote on any matter requiring such members's consideration. Guests who attend but are not registered as members of the district shall have a voice but no vote in this organization.

ARTICLE V OFFICERS

Section 1 The District shall elect a minimum of a President, *Vice President*, and a Secretary/Treasurer. The District can choose to elect additional officers. The business of the District shall be managed by the Executive Board which shall consist of the elected District Officers, the Immediate Past President, and the President of each local chapter of CPI (CI). All other past District Presidents of either CPI or CI may act in a non-voting advisory capacity and serve on the Advisory Board (AB's).

Section 2 Eligibility for election requires membership in a Local Association and currently serving or having served as President of a CPI or CI Local Association.

Section 3 Election shall occur at the annual meeting in accordance with Article IX Meetings and each **attende**e may cast a vote. Election shall be by written ballot and a majority vote shall constitute election. If there is no competition for any of the offices, a single ballot can be cast by the Secretary/Treasurer or by a motion from the assembly.

Section 4 Term of office shall be one year (from annual meeting to the successive annual meeting) unless by two thirds (2/3) vote of the members present to allow a successive term of office.

Section 5 Any officer may be removed by the Executive Board whenever in its judgement the best interest of the corporation would be served thereby.

Section 6 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 the term.

ARTICLE VI DUTIES OF OFFICERS

Section 1 The President shall preside at all meetings of the Association and Executive Board, shall appoint all committees not already provided for, be ex-officio member of all committees except the nominating committee, shall in general supervise all the activities of the association, and perform such other duties as pertain to the office of President. The President by virtue of office, becomes a Director to Credit Professionals International.

Section 2 A Vice President 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 as Membership/Extension Chairman.

Section 3 The Secretary/Treasurer shall keep complete minutes of all meetings of the Executive Board and the annual meeting and shall conduct such correspondence as is authorized by the President. A Corresponding Secretary may be appointed by the President. The Secretary/Treasurer shall collect, deposit and draw all money under the direction of the Executive Board, sign all checks and perform such other duties as pertain to the Secretary/Treasurer. All expense vouchers must bear the signature of the President and the Secretary/Treasurer and the checks must bear the signature of the Secretary/Treasurer or that of the President. The Secretary/Treasurer shall submit to the President, a true financial statement of the District on a quarterly basis and shall present a written report at the annual conference of the association. The Secretary/Treasurer's books shall be closed and audited by a committee appointed by the President before the annual meeting. The Secretary/Treasurer shall send notices of unpaid dues to the Local Associations and shall serve on the Budget and Finance Committee.

Section 4 The Immediate Past President shall serve as Chairman of the Executive Board.

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

Section 6 All members of the Executive Board shall be in good standing in their own association and a regular attendee at association meetings.

Section 7 The Executive Board may elect to hold a pre-conference or post conference board meeting.

ARTICLE VII EXECUTIVE BOARD

Section 1 The Executive Board shall consist of the elected officers of the association and the Immediate Past President, and the President of each local chapter of CPI (CI) and shall be the governing body of this association.

Section 2 The Executive Board shall determine and control all financial expenditures with the approval of the majority of the association at a regular meeting.

Section 3 The Executive Board may meet prior to the annual meeting or any special meeting of the membership and may be called by the President or by a majority of the association at a regular meeting.

Section 4 A majority of the Executive Board shall constitute a quorum.

ARTICLE VIII FINANCES

Section 1 Dues to the District shall be \$25.00 (US) per person per year payable in advance of October 1 and delinquent after October 31 of each Year.

Section 2 New members joining after July 1, pay full dues which will cover the dues through October 1 of the year following. Until dues are paid, a member may not vote, hold office, or receive the educational material or publications of the association. For new members joining after October 1, dues will be prorated at \$2.00 per month for the remaining months of the fiscal year.

Section 3 Default in dues beyond six (6) months will terminate membership.

Section 4 Annual dues for Past International Presidents are to be waived.

Section 5 Fiscal year of the District shall be from October 1 to September 30.

Section 6 Funds paid to the District shall be in U. S. funds.

Section 7 Contracts may be authorized by the Executive Board. To enter into any contract or execute and deliver any instrument in the name of, and on behalf of the District and such authority may be general or confined to specific instances (*i.e. Hotel Contracts, etc*)

Section 8 All funds to the District shall be deposited in a timely manner, to the credit of the District in such banks, trust companies or other depositories as the Executive Board may select.

ARTICLE IX MEETINGS

Section 1 An annual meeting of the members shall be held for the purpose of electing officers and for transacting such other business as may come before the meeting. Notice of the annual meeting shall be sent to all Local Associations and Direct Members at least thirty (30) days before the meeting.

Section 2 Special meetings may be called from time to time by the President providing two thirds (2/3) of the members of the Executive Board are in attendance. (**i.e. Teleconference, email or webinar**).

Section 3 Special Executive Board meetings -Necessary business may be transacted, provided each member of the Executive Board is sent a notice of the business to be transacted. Voting may be done by mail, fax or email.

Section 4 Quorum -A quorum shall consist of one third (1/3) of the members of the Executive Board to transact business at any meeting of the Board providing that not less than one third of the Board are present at said meeting a majority of those present may adjourn the meeting from time to time.

Section 5 Manner of Acting -The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Executive Board except where otherwise provided by law or by these bylaws.

ARTICLE X COMMITTEES

The President shall appoint the Chairman of the Standing Committees as deemed by these bylaws and such other committee members as are necessary to conduct the business of the association. Other committee members may be added by the respective chairman. Within thirty (30) days of appointment, the Committee Chairman will contact the members of the committee and set their goals for the year.

The Standing Committees are: Nominating, Bylaws, Parliamentarian, Budget & Finance, Advisory/Education, Membership/Extension, Ways & Means, Public Relations and Awards.

Other committees if desired: Strategic Planning, Conference Planning and Historian. The Chairman will be appointed by the President. If more help is needed, the Chairman may recruit his/her own committee members.

Section 1 The Nominating Committee may be made up of any three Past District Presidents of *CPI or CI*. The committee will prepare a slate of nominees for each office in accordance with the rules to govern nominees as set forth in the District Standing Rules.

Section 2 The Bylaws Committee shall be made up of two members, a Past District President of *CPI or CI* and the Parliamentarian. It shall be the duty of the Bylaws Committee to study all recommendations submitted for amending or replacing these bylaws. Notification shall be made to the membership of such recommendations forty five (45) days prior to any business meeting.

Section 3 The Budget and Finance Committee shall include at a minimum the Treasurer and the Immediate Past District President.

A The Budget and Finance committee will prepare a budget based upon the estimated income and expenses of the association and it shall be presented for approval at the annual meeting.

Section 4 The Advisory/Education Committee may consist of three Past District Presidents of *CPI or CI*.

A The committee shall select the District Credit Professional of the Year from the local association winners and forward the nomination of the District winner to the International Advisory Chairman before March 31 of each year (Suggested should be open to all regardless of prior winner status)

B The Advisory/Education Committee shall also serve as a liaison between the International Office, District Extension & Membership Chairman regarding Local Associations having difficulty.

C The Advisory/Education Committee and members of the Advisory Board (all past District *CPI and CI* Presidents) shall assist with the presentation of the annual fall seminar, the chairman shall be appointed by the President. They will assist the local association education chairmen in planning their local educational events. The committee should assist with special events planned for Education Month and may volunteer for conference planning. The committee should assist the International educational chairman with procuring articles for the International publications.

Section 5 The Membership/Extension Committee shall be chaired by the Vice President. In the event the Vice President position is vacant, the President shall appoint a chairman.

A. It shall be the duty of the committee to work closely with the chairman and the Executive office in advertising, planning, promoting and furthering membership in Local Associations and the development of like associations where none currently exist.

Section 6 The **Strategic** Planning Committee's duties, if desired, are to receive all future planning recommendations submitted by the Local Associations and refer their recommendations to the annual meeting and to the International **Strategic** Chairman.

Section 7 *The Conference Planning Committee will attempt to provide the conference site for the successive year and will assist the local host with details, budget, and review the schedule.*

Section 8 The Historian, if desired, shall compile all information pertaining to the history of the District for the current year and to work with all Local Association Historians in order to compile the President's history book.

Section 9 The Public Relations Committee duties are to further the interest of the association through publicity in all media; including print, electronic and personal interactions.

A The committee shall serve as a communications link to stimulate increased public awareness at all levels by publishing a District newsletter.

B The committee will promote the professional, educational and personal benefits of membership in Credit Professionals International through the utilization of all media available from the corporate office.

C The committee will promote the certification program to enhance the value to the general membership.

Section 10 The Awards Committee shall determine individuals or local associations who merit recognition and will present same with a plaque and certificate. Winners will also be eligible to be forwarded to International for consideration.

Section 11 The term of office for all committees shall continue as such until the next annual meeting of the members of District and until their successor is appointed, unless such members shall cease to qualify as a member.

Section 12 Any vacancy in the chairmanship of any committee may be filled by appointment by the President.

ARTICLE XI AMENDMENTS

These bylaws may be amended by a vote of two thirds (2/3) of the voting delegates at any regular meeting or at any special meeting provided that at least forty-five (45) days notice is given of intention to amend.

ARTICLE XII PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Newly Revised, shall be the Parliamentary Authority for the District

ARTICLE XIII DISSOLUTION CLAUSE

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

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 Five Credit Professionals, the Executive Board shall have the authority and power to dissolve and liquidate District Five Credit Professionals in accordance with the approved Plan of Dissolution and Liquidation, which the Plan shall provide for the payment of all liabilities, debts, obligations and expenses of District Five Credit Professionals 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 Five Credit Professionals remaining after the payment of said debts, liabilities, obligations and expenses shall remain within the Credit Professionals International structure, and may be assigned to the International Treasury of Credit Professionals International organization. Should the decision not be made by the Executive Board within 90 days of dissolution, the remaining funds will be paid to the next level of authority of this organization, namely, International.