

**SAMPLE BYLAWS  
CREDIT PROFESSIONALS INTERNATIONAL**

**ARTICLE ONE – NAME**

The name of this local association shall be Credit Professionals International (also known as CPI) of \_\_\_\_\_.  
(name of town and state)

Identifying association name: \_\_\_\_\_

**ARTICLE II – PURPOSES**

The purposes of this association shall be to (a) develop a closer contact among credit person, (b) maintain friendly relationships between credit departments of the various firms and businesses represented by the members, (c) to stimulate education in the practices and procedures of credit, and (d) to encourage and promote the organization of similar associations – all of which shall be non-sectarian, non-partisan and non-political.

**\*\*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 association. Bylaws of the local association must contain, at a minimum, the following:

- Name and purpose of the association
- Qualifications of the members
- Officers, how elected, duties
- Meeting(s) of organization
- How to amend bylaws
- Dissolution clause

Section 2

- a. Before a local association shall be accepted and chartered, the association shall adopt bylaws. The bylaws shall then be approved by the district in which it is situated before being presented to the corporate office for approval and charter.
- b. In areas where there is an existing CPI local association, the organizing of any new association shall proceed only with the permission of the district (state where appropriate) and the cooperation of the existing local association.

**\*\*ARTICLE IV – MEMBERSHIP\*\***

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

1. Individual

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. Corporate Voting Rights

- a. Each member shall be entitled to one vote for bylaw changes and election of officers.
- b. Voting information and ballots will be mailed to all members at least 60 days prior to the annual meeting.
- c. Voting can be done by mail, fax ,or electronic mail.
- d. All votes sent by mail, fax or electronic mail must be received by the CPI Corporate Office or the appropriate designated Chairman at least five (5) business days before the annual meeting.

**\*\*ARTICLE V – OFFICERS\*\***

Section 1. Eligibility: Officers must be regular members in accordance with ARTICLE IC, Section 1.a.

Section 2. The elected officers of this association shall be, at a minimum, a President, and a Secretary/Treasurer. The local association can choose to elect additional officers.

Section 3. Installation of new officers for local associations shall be held in September or October of each year.

Section 4. At least one month prior to the election, a nominating committee shall be appointed by the Executive Board. The duty of this committee shall be to nominate candidates for each office.

Section 5. If any office except that of the president becomes vacant during the year, a successor to fill the unexpired term shall be named by the Executive Board. A vacancy in the office of president shall be filled by the vice president for the unexpired term.

Section 6. Any officer or agent elected by the membership in accordance with ARTICE V, Section 3, or appointed by the Executive Board, may be removed by the Executive Board whenever, in its judgment, the best interest of this association be served thereby.

**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, shall be ex-officio member of all committees except nominating committee, shall in general supervise the activities of the association, and perform other duties as pertain to the office of president.

- Section 2. The vice president shall perform the duties of the president in the absence of the president.
- Section 3. The secretary shall keep a complete record of all meetings of the Association and Executive Board. The secretary shall conduct the correspondence, keep a file of all papers pertaining to the membership of the association and perform such other duties as pertain to the office of secretary. The secretary shall keep an accurate record of attendance and shall report perfect attendance figures to the appropriate district and international committees when requested to do so.
- Section 4. The treasurer shall collect, deposit, and draw all money under the direction of the Executive Board, sign all checks. The treasurer shall perform such other duties as pertain to the office of treasurer, remitting district and international dues by the due dates and on the proper forms, and serve on the budget committee.

### **ARTICLE VII – EXECUTIVE BOARD**

Section 1. The Executive Board shall consist of the elected officers of the association and the immediate past president, and shall be the governing body of this association.

*Option on Section 1: This is the minimum number of members for the board. Many associations provide for three (3) additional members of the board who serve for 3-year terms. This provides continuity should all the officers be new. For a new association, or an association putting this into practice for the first time, the procedure is to elect one member to serve three (3) years, one member to serve two (2) years, and one member to serve one (1) year. As their terms expire, elect their replacements to serve for the 3-year term. This places a new member on the Board each year, while retaining two with previous experience. Some associations put on their boards the Chairmen of one or two major committees, such as Education or Membership.*

- 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 should meet once each month. Special meetings may be called by the Presidents, 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 of this local association shall be \$\_\_\_\_\_ per year, due and payable in advance by October 1<sup>st</sup> and delinquent after October 31<sup>st</sup> of each year. Until dues are paid, a member may not vote, hold office or receive the educational manual or other official publications.

- a. Corporate Annual Dues – Class A. Members, Local Associations
  1. a. Individual members shall pay annual dues of Seventy Dollars (\$70 per year beginning in the fiscal year 2002/03, and Eighty Dollars (\$80) each year thereafter.
  - b. Companies with multiple members in one local association, where companies pay the dues, shall pay annual dues as follows:

- Full dues for first two memberships  
Pay any additional memberships at Sixty-five (\$65) each year.  
c. The date of October 1 is established as the anniversary for all members.

Section 2. Corporate annual dues for Past International Presidents are to be waived.

Section 3. When any member of any class shall be in default in the payment of International dues for a period of six (6) months from the beginning of the period for which such dues become payable, that membership shall be automatically terminated.

Section 4. A local association shall be in default and considered disbanded if no dues from any member of that association have been received in the corporate office by six (6) months after dues are due.

Section 5. Special assessments may be made upon two-thirds (2/3) vote at any corporate meeting provided notice has been sent sixty days prior to the meeting.

Section 6. Funds: All monies paid to the corporation, Credit Professionals International, must be in U.S. dollars.

#### **\*\*ARTICLE IX – MEETINGS\*\***

Section 1. a. The Annual Meeting and election of officers shall be on the \_\_\_\_\_ of September each year.  
b. The association year begins October 1<sup>st</sup> and ends September 30<sup>th</sup>.  
c. The installation of association officers shall be in September or October of each year.  
d. Newly elected officers shall begin their term of office in October of each year to coincide with the fiscal year of the corporation.

Section 2. Regular meeting of this association shall be held at such time and place as the Executive Board shall designate.

Section 3. Each Local CPI Association shall hold regular meetings which include educational programming.

Section 4. Special meetings may be called by the president, or upon the written request of three members of the association. No business shall be transacted except that specified in the call to the meeting.

Section 5. A majority of the membership must be in attendance to constitute a quorum.

## **ARTICLE X – COMMITTEES**

The president shall, subject to the approval of the Executive Board, appoint standing committees within 30 days of installation. Standing committees for association year may include: Education, Publications, Public Relations, Membership and Extension, Ways and Means, Budget, Hostess and Attendance. (You may have other standing committees in addition to these.) Special committees may be appointed from time to time as they are deemed necessary and approved by the Executive Board.

### **ARTICLE X1 – DUTIES OF COMMITTEES**

- Section 1. EDUCATION. This committee shall plan the year's program using educational material from the corporate office, shall arrange for the presentation of the lessons, and shall provide speakers or entertainment for other meetings as required by the Executive Board.
- Section 2. PUBLICATIONS. This committee shall have charge of the publications of the local association.
- Section 3. MEMBERSHIP. This committee shall, within 30 days after being appointed, submit to the board a plan to increase association membership for the year. This committee would also be involved in any extension efforts sponsored by the local association.
- Section 4. WAYS AND MEANS. This committee shall devise ways and means for increasing the revenue of the association, shall assist the treasurer and shall audit the books of the treasurer annually.
- Section 5. BUDGET. This committee shall be composed of a chairman, which shall be the third past president, treasurer, the incoming president and the immediate past president. Within 60 days after their installation, they shall prepare and submit to the Executive Board a budget showing anticipated income from dues and all other sources, and anticipated expenses for the balance of their year. This budget shall be approved by both the Executive Board and the association members. Routine expenditures appearing the approved budget do not require further authorization. Limits set by the budget should not be exceeded without board and association approval.
- Section 6. HOSTESS. This committee shall act as hostesses at all meetings and social functions and shall secure the names of all guests at the meetings and present them to the president before the meeting begins. They shall perform such other duties as directed pertaining to ill and distressed members.
- Section 7. ATTENDANCE. This committee shall call all members prior to meetings and make reservations for all association activities.
- Section 8. NOMINATING. The duties of this committee shall be to contact members eligible to hold office, and obtain their permission to submit their names as candidates. For all offices it is recommended that there be at least two candidates for each officer and director. Election shall be by secret ballot with no voting by proxy or associate members.

1. If there is no competition for any of the offices, a single ballot can be cast by the secretary.

Section 9. PUBLIC RELATIONS. The duties of this committee shall be to further the interest of the association through publicity in all media; including print, electronic and personal interactions.

### **\*\*ARTICLE XII – AMENDMENTS\*\***

These bylaws may be amended at any regular meeting by a two-thirds vote of those present provided written notice was submitted to all members 45 days prior to the meeting.

### **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

### **ARTICLE XIV – DISSOLUTION CLAUSE**

Upon the recommendation of the Executive Board of (name of association) or upon an affirmative vote of a majority of the memberships of (name of association), a plan for the dissolution and liquidation of (name of association) shall be submitted to the general membership of (name of association).

Upon the approval of the Plan of Dissolution and Liquidation by an affirmative vote by two-thirds (2/3) of the general membership of (name of association), the Executive Board shall have the authority and power to dissolve and liquidate (name of association) in accordance with the approved Plan of Dissolution and Liquidation, which Plan shall provide for the payment of all liabilities, debts, obligations and expenses of (name of association) 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 (name of association) remaining after payment of said debts, liabilities, obligations and expenses shall remain within the Credit Professionals International structure, can may be assigned to the state, district or international 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, state (where applicable), district and International.

(Comments: These Sample Bylaws provide the minimum requirements. You may, as long as you do not conflict with INTERNATIONAL BYLAWS, add other elected officers, more committees, or more specific duties for officers and committees.)

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