

**ATTACHMENT 4**  
**S A C U**  
**POLICIES MANUAL**

**BOARD OF DIRECTORS**

**POLICY NO. 3002**

A. The Board of Directors shall consist of 7 members with officers as follows:

Chairman  
Vice-Chairman  
Secretary  
Assistant Secretary  
Treasurer  
Assistant Treasurer  
Director (1)

(See Policy No. 3202 for individuals currently on the Board of Directors)

B. **TERMS**

1. Board terms will be for a (3) three year period with approximately one-third of the terms expiring at each annual meeting. Vacancies on the Board of Directors during mid-term will be filled in accordance with Policy No. 3002A. Individuals appointed by the Board of Directors to fill a vacated position will serve until the next scheduled election at which the remaining term of office will be filled. The number of votes received will determine which elected Director will fill each particular vacancy, with the Director(s) receiving the most votes filling the longest term vacancy, in order. If a ballot is not required, the Nominating Committee will recommend to the Board of Directors, for Board approval, which nominee will fill each particular vacancy. The election of officers of the Board of Directors will be within seven (7) days after the annual meeting.

C. **DUTIES OF OFFICERS**

1. **CHAIR** - The primary function of the Chair is to act as the chief elected official of the Board and of the members. The Chair leads all meetings of the Board and of the members. The Chair may appoint special ad hoc committees periodically as the need might arise. By virtue of the office held, the Chair is considered to be a nonvoting ex-officio member of all committees and is entitled to attend all meetings. The Chair will vote to break a tie at all meetings including those of the Board of Directors. The Chair will appoint the Nominating Committee at the direction of the Board of Directors. The Chair will perform the other duties of a Director as noted.
2. **VICE CHAIR** - The Vice Chair acts as the Chair in the Chair's absence. The Vice Chair will perform the other duties of a Director as noted.
3. **SECRETARY** - The Secretary will oversee the preparation, maintenance, and completion of the minutes of meetings of the members and the Board of Directors. The Secretary will oversee the annual director election process in accordance with the Bylaws. The Secretary gives notice of meetings and performs other duties incident to the office. The Secretary will perform the other duties of a Director as noted.

4. ASSISTANT SECRETARY - The Assistant Secretary acts as the Secretary in the Secretary's absence. The Assistant Secretary will perform the other duties of a Director as noted.
5. TREASURER - The Treasurer is responsible for overseeing the financial operation of the credit union. The Treasurer submits to the Board the Financial and Statistical Reports of each month's business, and oversees the preparation and submission to regulatory agencies of any required reports. The Treasurer is responsible for overseeing the preparation of the annual budget during the month prior to the start of the fiscal year (currently January 1). The Treasurer will perform the other duties of a Director as noted.
6. ASSISTANT TREASURER - The Assistant Treasurer acts as the Treasurer in the Treasurer's absence. The Assistant Treasurer will perform the other duties of a Director as noted.
7. DIRECTOR - A Director's primary function is to maintain the general direction and control of the Credit Union by setting policy, planning the Credit Union's course, and ensuring the Credit Union maintains a sound financial condition. More specifically:
  - a. The Directors will hire the President, the credit union's Chief Executive Officer. The Directors will define the scope of the President's job and review the CEO's progress in attaining the credit union's goals and objectives.
  - b. The Directors will work with the President to develop strategies, objectives, and goals for the credit union. The Directors will review the progress of the credit union in attaining these objectives and goals. The Directors will report to the members at the annual meeting on the financial soundness of the credit union.
  - c. The Directors will ensure that policies are established for all credit union programs and activities; i.e., investments, loans, savings, personnel, collections, etc. The Directors will oversee the operation of the ALCO in the setting of interest rates on dividends and loans. The Directors will approve loan limits and savings minimums.
  - d. The Directors will ensure the credit union adheres to pertinent laws, regulations, its bylaws, its policies, and other sound business practices. The Directors will 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.
  - e. The Directors will ensure that new products and services are developed as needed, and that current products and services are evaluated as to need and cost effectiveness. The Directors will approve the credit union budget.

- f. Each Director is strongly encouraged to attend the Strategic Planning Conference usually held in September/October of each year. Attendance by each Director is important due to the fact that planning and subsequent objectives and goals are created at this conference.
  - g. Each Director is encouraged to attend at credit union expense, one of the GoWest Credit Union Association conferences. Each Director is also encouraged to attend one (1) additional in or out of state credit union industry sponsored meeting, seminar, or conference each year at credit union expense. No more than two credit union officials should attend any one conference at credit union expense, other than those sponsored by the GoWest Credit Union Association. A verbal trip report concerning the educational benefits received at out of state conferences is required at the next BOD meeting.
  - h. The Directors will attend board meetings and will exercise independent judgment in decision making. Decisions will reflect the desires of the membership as a whole and will not be influenced by personal gains or biases.
  - i. The Directors will promote the Credit Union to the public and will support the credit union movement.
8. ASSOCIATE DIRECTOR – An Associate Director's primary function is to act in a participative capacity to the Board of Directors. The Board may appoint up to 3 Associate Directors. Associate Directors will not have a vote, nor can be counted in determining a quorum. The term of Associate Directors will follow the general guidelines as with Board of Directors with a (3) three year period with terms expiring at the credit union's annual meeting. Associate Directors have to comply with same attendance requirements as Board of Directors. They are also strongly encouraged to attend the Strategic Planning Conference each year.

#### D. KNOWLEDGE OF FINANCIAL LITERACY

- 1. A Director must have at least a working familiarity with basic finance and accounting practices, including the ability to read and understand the credit union's balance sheet and income statement and the ability to ask, as appropriate, substantive questions of management and auditors. All new Directors who are elected or appointed will have six months from the date of election or appointment to acquire the requisite financial skills.
- 2. Annually, all Board of Directors will be required to sign a statement acknowledging that they currently possess the necessary skills to be in compliance with the National Credit Union Administration Regulation §701.4 through education or professional, or other experience. Directors that do not possess these skills will be afforded the opportunity to gain the knowledge through educational courses through the national trade association, the state trade association, the National Credit Union Administration, or other credit union/banking related financial education courses.

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**E. MEETINGS**

1. All meetings of the Board of Directors are considered "closed meetings" and members of SACU may not attend meetings unless the Chairman, after a request in writing from a member, decides that the member's presence would be beneficial to the Board's deliberations.
2. Regular Board meetings will be held monthly at such time and place as may be designated by the Chair. The normal practice is for these meetings to be held the last Wednesday of each month at 3:00 p.m. at the Marketplace Corporate office, 3033 S. Parker Road, Suite 800, Aurora, CO 80014-1635.
3. Directors are required to attend all regular Board Meetings and Special Meetings as designated by the Chair. If a Director fails to attend regular meetings of the Board for 3 consecutive months, or 4 meetings within a calendar year, or otherwise fails to perform any of the duties as a Director, his/her office may be declared vacant by the Board and the vacancy filled as provided in the bylaws.
4. Special meetings of the Board shall be held as required at such time and place as may be designated by the Chair.
5. A copy of the approved minutes of all meetings of the Board of Directors other than those of an Executive Session will be made available at the Marketplace Corporate office for any member to review within normal business hours.

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Approved by the Board of Directors and recorded in their minutes dated June 17, 1981.

Revised May 20, 1983.  
Revised August 17, 1983.  
Revised December 19, 1984 (Effective April 13, 1985).  
Revised April 17, 1985.  
Revised March 18, 1987.  
Revised December 21, 1988.  
Revised November 21, 1990.  
Revised January 16, 1991.  
Revised May 15, 1991.  
Revised July 24, 1991.  
Revised June 21, 1995.  
Revised March 27, 1997.  
Revised October 27, 1999.  
Revised May 31, 2000.  
Revised November 29, 2006.

Revised February 18, 2009.  
Revised February 23, 2011.  
Revised August 31, 2011.  
Revised March 27, 2013.  
Reviewed March 18, 2015.  
Revised March 29, 2017.  
Reviewed February 27, 2019.  
Reviewed February 24, 2021.  
Revised June 29, 2022.  
Revised April 26, 2023.