ARTICLES OF ASSOCIATION OF THE
GEORGIA CREDIT UNION POLITICAL ACTION COMMITTEE

ARTICLE I: NAME

The name of this association shall be Georgia Credit Union Political Action Committee (hereinafter referred to as the “Committee”).

ARTICLE II: PRINCIPAL OFFICE AND ADDRESS

The principal office of the Committee shall be located in Duluth, Georgia or such other location as the Committee may from time to time determine.

ARTICLE III: ORGANIZATION

The Committee shall be a voluntary, nonprofit, unincorporated association and shall be independent of any political party, candidate or organization.

ARTICLE IV: PURPOSE AND POWERS

Section 1. The purpose of the Committee is to provide the opportunity for individuals interested in the future of the credit union movement to contribute to the support of worthy candidates for public office who have demonstrated their understanding in the principles to which the industry is dedicated. To further the purpose, the Committee is empowered to solicit, directly or indirectly and accept voluntary personal and corporate contributions. The committee shall approve contributions and expenditures in connection with the selection, nomination, or election of any individual to any state office who seeks through responsible means to further the mission, goals and objectives of credit unions.

Section 2. The Committee, and its officers and subcommittees, shall possess and may exercise all powers and privileges set forth in these Articles or incidental thereto, together with all powers and privileges necessary or convenient to the conduct, promotion or attainment of the purposes of the Committee or these Articles.

Section 3. The committee members (hereinafter referred to as “Trustees”) are empowered to set basic policies with respect to expenditures to be made by the Committee and to direct disbursements to specific candidates.

ARTICLE V: PARTICIPATION

All U.S. citizens are eligible to contribute to the Committee and the Committee is authorized to solicit and accept contributions from any person or corporation from whom contributions may be lawfully solicited.
ARTICLE VI: CONTRIBUTIONS

Section 1. All contributions to the Committee shall be voluntary, and no contribution to the Committee shall be solicited or secured by physical force, job discrimination or financial reprisal, or threat thereof, or as condition of employment.

Section 2. The Trustees shall determine the basic policies and procedures with respect to the collection and distribution of funds to the candidates and their election committees.

Section 3. No contribution will be accepted unless the contributor supplies information sufficient to enable the Committee to comply with the recordkeeping and reporting requirements of the Georgia Election Code or other applicable law.

Section 4. The Committee, in its sole and absolute discretion, may refuse to accept any contribution made to the Committee.

ARTICLE VII: SEPARATE SEGREGATED FUND

All contributions to the Committee shall be maintained by the Committee as a separate segregated fund in one or more designated campaign depositories, and all expenditures by the Committee in support of any candidate or political committee shall be made from that fund and no other source.

ARTICLE VIII: TRUSTEES

Section 1. Composition of the Committee.

The Committee shall consist of seven (7) Trustees as follows:
- One of the officer positions on the League Board, usually the Secretary of the Georgia Credit Union League Board
- President/CEO of the Georgia Credit Union League (“League”)
- Two (2) individuals who shall be a member of the League Board (Director)
- Three (3) individuals elected at-large by the League Board.

One of the seven trustees of Georgia CUPAC shall serve as the Georgia representative on the Credit Union Legislative Action Council (CULAC) board when such positions are available.
Section 2.  Eligibility and Election.

The Officer position of the League Board and the President/CEO shall be and remain as a Trustee by their position with the League.

Two (2) Trustees shall be elected by the League Board and each shall be a member of the League Board (Director) and shall remain so during the term of office. To be eligible, these individuals shall be a Director, CEO (Manager or equivalent), or Vice President (or equivalent) from a credit union who is committed to the political process and has shown strong support in the past to Georgia CUPAC and CULAC. Three (3) at-large Trustees shall be elected by the League Board and shall be, and remain so during the term of office, a Director or CEO (Manager or equivalent), or Vice President (or equivalent) from a credit union, affiliated and in good standing with the Georgia Credit Union League, who is committed to the political process and has shown strong support in the past to Georgia CUPAC and CULAC.

Not more than one (1) Trustee shall be a Director or CEO (Manager or equivalent), or Vice President (or equivalent) from the same credit union.

Section 3.  Term.

Each Trustee shall hold office until a new Trustee has been elected by the League Board of Directors at the Georgia Credit Union League’s organizational meeting and term for all trustees shall be for one (1) year.

Section 4.  Vacancies.

The Committee shall fill vacancies in its own membership for the unexpired term subject to the same qualifications of eligibility as set forth herein.

Section 5.  Compensation.

Trustees will not receive any compensation for their services on the Committee other than reimbursement or payment of reasonable expenses incurred by them on behalf of the Committee.

ARTICLE IX:  OFFICERS

Section 1.  Officers.

The officers of the Committee shall be the Chair, Vice Chair, Treasurer and Secretary, each of whom must be a Trustee, and such other officers or assistant officers as may be necessary, one of whom must be a Trustee.
Section 2. Selection of Officers.

At the first meeting of the Committee, held after the first meeting of the Georgia Credit Union League Board of Directors following the annual meeting, the Committee shall elect officers of the Committee, which may include a Chair, Vice Chair, Treasurer, Secretary and such other officers as the Board deems necessary or desirable.

Section 3. Chair.

The Chair will typically be the Secretary of the Georgia Credit Union League. The Chair shall preside at all meetings, and shall perform all duties as may be imposed upon him/her by the Trustees.

Section 4. Treasurer.

The Treasurer shall be the chief financial officer of the Committee, shall keep or cause to be kept the financial and other records of the Committee, shall comply with all applicable requirements required by law, and shall perform such other duties as maybe assigned to him/her by the Chair of the Trustees.

Section 5. Vice Chair.

The Vice Chair shall perform such duties as the Chair shall prescribe.

Section 6. Secretary.

The Secretary shall keep or cause to be kept the minutes of all proceedings of the Committee and make a proper record of the same, which shall be attested by him/her. He/She shall keep such books; except as stated in Section 4 of this Article, as may be required by the Committee.

Section 7. Deputy Treasurers.

The Committee may appoint Deputy Treasurers as necessary to carry out the duties listed in Section 4 of this Article.

Section 8. Removal of Officers.

An Officer may be removed by the Committee whenever the best interests of the Committee will be served thereby.

Section 9. Term.

Each officer shall serve for a term of one year. Officer’s terms shall begin immediately upon their election. Officers may run for re-election.
Section 10. Vacancies.

In the event of a vacancy among the officers, the Committee shall select a person to fill the vacancy for the unexpired term; in the case of the Chair, the person to fill the vacancy shall be determined by the League Board.

ARTICLE X: REMOVAL

A Trustee shall be removed from office automatically upon conviction of felony. A Trustee may be removed from the office by an affirmative vote of at least five Trustees, in which case the Trustees may fill the vacancy for the remainder of the term subject to the same qualifications of eligibility as set forth herein.

ARTICLE XI: MEETINGS

The Trustees shall meet at least once a year at a time and place to be determined by the Chair.

ARTICLE XII: ADOPTION AND AMENDMENTS

Section 1. The Articles of Association of the Committee must be adopted by a majority vote of the Trustees.

Section 2. Amendments to the Articles of Association of the Committee may be made by a majority vote of the Trustees.

ARTICLE XIII: DISSOLUTION

The Committee may be dissolved at any time by a two-thirds vote of the Trustees. In the event of such dissolution, all property and assets belonging to the Committee shall be promptly distributed as determined by the Trustees for the purpose set forth in Article IV of these bylaws.

ARTICLE XIV: BOOKS, RECORDS AND EXPENSES

Section 1. The Committee will keep correct and complete books and records of all transactions of the Committee and will also keep minutes of the proceedings of its Trustees. All books and records of the Committee may be inspected by any Trustee for the proper purpose at any reasonable time.

Section 2. The books and records of the Committee shall be separate and distinct from those of the Georgia Credit Union League.
ARTICLE XV: FISCAL YEAR

The fiscal year of the Committee shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XVI: INDEMNIFICATION

Section 1: Indemnification of Officials and Staff

The Committee shall indemnify all present and former officers, Trustees and employees to the extent permitted by the Georgia Nonprofit Corporation Code. The Committee shall and hereby does indemnify all present and former officers, Trustees and employees of the Committee for expenses and costs (including attorney’s fees) actually and necessarily incurred by him/her in connection with any claim asserted against him/her be it action in court or otherwise, by reason of his/her being or having been such Trustee, officer or employee, as long as he/she conducted himself/herself in good faith; and he/she reasonably believed that in the case of conduct in his/her official capacity, that his/her conduct was in the best interests of the corporation; and in the case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Committee, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

ARTICLE XVII: CONFLICT OF INTEREST

No Trustee, committee member, officer, agent or employee of the Committee shall in any manner, directly or indirectly participate in the deliberation upon the determination of any question affecting his/her pecuniary interest or the pecuniary interest of any corporation, partnership, or association in which he/she is directly or indirectly interested. In the event of the disqualification of any Trustee respecting any manner presented to the Committee for deliberation or determination, such Trustee shall withdraw from such deliberation or determination; and in such event the remaining qualified Trustees present at the meeting, if constituting a quorum with the disqualified Trustees, may exercise with respect to this matter, by majority vote, all the powers of the Committee.

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