

GC/EAW:bhs
07-0551R

TO:

FROM: Sheila A. Albin, Associate General Counsel /S/

SUBJ: Proposed Bylaw Amendment – [] FCU

DATE: May 30, 2007

Under NCUA Delegations of Authority, Supervision 12, you have asked for our concurrence regarding a proposed bylaw amendment from [] Federal Credit Union (FCU) that would state the FCU's board conducts its meetings according to Roberts Rules of Order. We have no legal objection to this amendment and agree with your inclination to approve it. We suggest the credit union identify the edition number, as discussed in the note in the FCU standard bylaws.

The FCU Bylaws permit FCUs to select the authority under which annual and special meetings of members will be conducted. FCU Bylaws, Article IV, §4. The FCU has chosen to conduct its member meetings according to Roberts Rules of Order. The FCU believes its board meetings should be conducted under the same rules and wants a bylaw amendment identifying the rules it will use to conduct board meetings. We agree this is a helpful clarification and is not prohibited by the FCU Act or NCUA regulations.

The section of the FCU Bylaws allowing FCUs to select the authority used for member meetings also includes a note instructing FCUs to identify the edition of the authority they list. FCU Bylaws, Article, IV, §4. Accordingly, we suggest the FCU add the edition information to its proposed bylaw amendment.

In summary, the proposed amendment, with our addition, would add the following sentence at the end of Section 5 of Article VI.

To the extent consistent with these bylaws, all meetings of the board will be conducted according to Robert's Rules of Order, [fill in number] edition.

The FCU should also include the edition number in the provision on rules for member meetings in Section 4 of Article 4.

Please call Staff Attorney Elizabeth Wirick or me if you have any questions.