

January 10, 2018

TO: CEO/Managers or CU Board Chairman
League Affiliated Credit Unions

- Geographic District 1
- Geographic District 3
- Asset Category C

FROM: J. Scott Sullivan
NCUL Secretary



RE: 2018 Call for League Director Nominations

In accordance with the Nebraska Credit Union League Bylaws and the procedures established by the Board of Directors, each member credit union of the League, in good standing, has the right to nominate a League Director candidate within its asset category and/or geographic district.

The procedures that follow have been established to implement the election process.

Eligibility

To become an eligible candidate for a Nebraska Credit Union League Director position and be elected by credit unions, an individual must be a senior management employee (as defined by NCUA) or a voting member of the board of the nominating credit union. The nomination must be in writing and must be seconded in writing by one other credit union of the same asset category or geographic district. The seconder must be a senior management employee (as defined by NCUA) or a voting board member of the seconding credit union (Only one second will be recorded for each candidate.) Upon request, a list of credit unions by asset category and geographic district will be furnished to potential candidates to assist in obtaining a second.

Board Representation

Two credit union representatives are elected to the League Board from each geographic district. One director is elected from each of the three credit union asset categories, based on one vote per affiliated credit union (total of 9 NCUL Directors).

Asset Categories

The League Board is directly elected by member credit unions in each of the three asset categories. Prior to each election, the League Board will review the size of each asset category to ensure appropriate representation, as a result, an asset category is subject to change from election cycle to election cycle.

Class A: credit unions having more than \$100 million in assets.

Class B: credit unions having at least \$40 million but not more than \$100 million in assets.

Class C: credit unions having less than \$40 million in assets.

NOTE: Credit unions that are entitled to vote are those whose dues have been paid as of January 31. While January 31 is the date for determining eligibility to vote, June 30 of the previous year is the date used for determining how many assets each credit union has, which in turn determines its asset category for purposes of the election.

Geographic Districts

The League Board is directly elected by member credit unions in each of the three Geographic Districts. Prior to each election, the League Board will review the size of each a geographic district to ensure appropriate representation, as a result, a geographic district is subject to change.

District 1: Counties of Douglas and Sarpy

District 2: Counties of Burt, Butler, Cass, Cedar, Colfax, Cuming, Dakota, Dixon, Dodge, Gage, Johnson, Lancaster, Madison, Nemaha, Otoe, Pawnee, Richardson, Saunders, Seward, Stanton, Thurston, Washington and Wayne.

District 3: Counties of Adams, Antelope, Blaine, Boone, Box Butte, Boyd, Brown, Buffalo, Chase, Cherry, Cheyenne, Clay, Custer Arthur, Dawes, Dawson, Deuel, Dundy, Fillmore, Franklin, Frontier, Furnas, Garden, Garfield, Gosper, Grant, Greeley, Hall, Hamilton, Harlan, Hayes, Hitchcock, Holt, Hooker, Howard, Jefferson, Kearney, Keith, Keya Paha, Kimball Banner, Knox, Lincoln, Logan, Loup, McPherson, Merrick, Morrill, Nance, Nuckolls, Perkins, Phelps, Pierce, Platte, Polk, Red Willow, Rock, Saline, Scotts Bluff, Sheridan, Sherman, Sioux, Thayer, Thomas, Valley, Webster, Wheeler and York.

Terms of Office

The term of office of Nebraska Credit Union League Directors commences upon adjournment of the next League Annual Meeting which follows their election. For purposes of terms of office, League Directors are divided into three groups with terms expiring at the adjournment of the League Annual Meeting in the year indicated in the following chart. Successors are elected for three-year terms. No League Director shall serve as such for more than two (2) consecutive three-year terms.

The following chart indicates the expiration of term for each individual director position:

	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
Geographic District	1	1	2	1	1
Geographic District	3	2	3	3	2
Asset Category	C	A	B	C	A

Instructions for Submitting a Nomination

As a member of the League, a credit union may nominate one of its senior management employees (as defined by NCUA) or voting board members as a candidate for League Director within the credit union's asset category or geographic district. A credit union may not nominate or second candidates for any other asset category or geographic district. Asset categories and geographic districts are indicated on the nomination form.

To make a nomination, the credit union will complete a nomination form and obtain the consent of the candidate, as well as a seconding nomination. All nominations and seconds must be submitted on the appropriate forms and will be accepted beginning January 12, 2018. The deadline for nominations and seconds is March 9, 2018. The NCUL Nominating & Elections Committee will verify eligibility of each candidate, the credit union's affiliation, asset category or geographic district, and date/time of receipt. Voting will take place beginning April 9, 2018, and will close on April 27, 2018. During the nomination period, the Nominating Committee will periodically publicize the names of duly nominated candidates.

All nominations must be received in writing at the League Office no later than March 9, 2018. The Nomination Form, Seconding Form, and the Candidate's Profile Form must be submitted together and will be accepted by mail, fax or e-mail. All requests for nominations forms will be kept confidential.

Nomination Verification

The Nebraska Credit Union League Nominating Committee will verify eligibility of each candidate. To be accepted, a nomination must include:

- nominee's complete name
- signature of chair or secretary of nominating credit union
- nominee's signed consent & one seconder

Verification will be made of credit unions' affiliation, asset category and geographic district, and the date/time of receipt. Names will be placed on the ballot in random order, as determined by the Nebraska Credit Union League Nominating Committee. Names will appear exactly as listed on the candidate's profile form.

Candidate Responsibilities

Candidates will be responsible for submitting a Candidate's Profile with the nomination. The information will be forwarded with the ballot that is sent to the credit unions in that particular asset category/geographic district, in a standard format and font, up to 100 words, and in narrative non-bulleted text. No photographs will be included with the material distributed by the League.

Campaign Criteria

All campaigning is the sole responsibility of the candidate and shall be conducted in a practical and prudent manner. Candidates should conduct themselves with all the decorum and demureness one would expect from a candidate running for the League Board of Directors. Failure to do so could result in the withdrawal of a candidate's nomination by the Nominating & Election Committee.

The League will provide a list of all credit unions in the candidate's district and size group with name, address, phone, fax, and CEO name. One set of peel and stick mailing labels for those credit unions is available to nominees upon request. Additional labels will be furnished at the rate of \$20.00 per set. Public e-mail addresses will be released to League Board candidates upon receipt of a signed agreement stating that those addresses be used strictly for the purpose of campaigning for a seat on the League Board.

Nomination Packets

Beginning January 10th, nomination packets may be obtained by calling 800/950/4455. Ext. 207 or by sending a request via email to ashaw@nebrcul.org. All nominations must be received in writing no later than March 9th. Nominations or seconding forms will be accepted by mail, fax or email. All requests for nomination forms will be kept confidential.

We encourage and appreciate your participation.



NOMINATION & CONSENT FORM:
Asset Category _____ / Geographic District _____

NOMINATIONS MUST BE RETURNED TO: NEBRASKA CREDIT UNION LEAGUE
 ATTENTION: NOMINATIONS & ELECTIONS COMMITTEE
 P.O. BOX 45526
 OMAHA, NEBRASKA 68145
 AND RECEIVED NO LATER THAN MARCH 9, 2018.

In accordance with the prescribed procedures, _____ Credit Union places in nomination for Director of Nebraska Credit Union League:

Name _____

Nominee's Consent	
<p>I, _____, have examined the information on this form, confirm that it is correct and that I am a senior management employee or voting board member of the nominating credit union, that I have consent of the above credit union, and hereby consent to being nominated to the above position.</p>	
<p>_____</p> <p>(Nominee's Signature)</p>	<p>_____</p> <p>(Date)</p>

Confirmed by _____
 (Signature)

Position at Nominating
 Credit Union _____
 (Chairman or Secretary)

<p>For Nominations & Elections Committee use only to verify eligibility of:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 15%;"></th> <th style="width: 15%;">Class</th> <th style="width: 15%;">District</th> <th style="width: 55%;">League/CUNA Affiliation</th> </tr> </thead> <tbody> <tr> <td>Nominator</td> <td>_____</td> <td>_____</td> <td>_____/_____</td> </tr> <tr> <td>Seconder</td> <td>_____</td> <td>_____</td> <td>_____/_____</td> </tr> </tbody> </table>		Class	District	League/CUNA Affiliation	Nominator	_____	_____	_____/_____	Seconder	_____	_____	_____/_____	<p>Received by:</p> <p>_____</p> <p>Date: _____</p> <p>Time: _____</p>
	Class	District	League/CUNA Affiliation										
Nominator	_____	_____	_____/_____										
Seconder	_____	_____	_____/_____										



NOMINATION SECONDING FORM:
Asset Category _____ / Geographic District _____

A second must be included with the nominee's nomination form and must be from the same Asset Category or Geographic District as the nominating credit union. Only one second form will be recorded. To be received at the League no later than March 9, 2018.

In accordance with the prescribed procedures, _____ Credit Union seconds the nomination of:

Name _____

Credit Union _____

as a candidate for the NCUL Board of Directors.

By _____
(Signature)

Position at Seconding Credit Union _____

Date _____



CANDIDATE'S PROFILE FORM:
Asset Category _____ / Geographic District _____

**Candidates to complete - type or print - and return with Nominating and Seconding Forms
To be received at the League no later than March 9, 2018**

Candidate's Name: _____
(As it should appear on the ballot)

_____ Credit Union

_____ Mailing Address City Zip Code

Candidate's position at Credit Union: _____

Telephone: _____ Cell: _____

E-mail address: _____

In 200 words or less of narrative (non-bulleted text), provide the information you wish to appear on the Candidate's Profile that will accompany the ballot (e.g., biographical information, priorities for NCUL, positions on issues, etc.):

Signature of Candidate

Date

Summary of Responsibilities NCUL Board of Directors

It is the responsibility of the Nebraska Credit Union League Board of Directors to strive to support and uphold the mission of the League.

Experience/Qualifications

League Director must be a senior management employee (as defined by NCUA) or voting board member of a credit union in the asset category/geographic district that is eligible to elect him/her. It would be highly desirable for a board candidate to have previous experience serving in some capacity at the League chapter or committee level. A board candidate should also be willing and able to devote substantial time and effort to the credit union movement at the expense of themselves and their organization and be able to support and encourage their colleagues to support the mission, vision, products and services of the League. While a Director is elected by and from a specific asset category/geographic district, each board member is serving for the betterment of the entire credit union movement and is not representing only those credit unions within his/her asset category or geographic district.

Term of Office

The term of office of a League Director shall be three years and shall commence upon the adjournment of the next annual meeting of the League Delegates which follows their election in their district and shall continue until adjournment of the third succeeding annual general meeting of the League Delegates held thereafter or until a successor is elected. No League Director shall serve as such for more than two consecutive full three-year terms, and no one would qualify to run for a term that would not comply with these term limits.

Attendance

Meeting dates for regular Board and Committee meetings will be set far enough in advance to avoid conflicts with existing commitments of individual Board members that would prevent them from attending a meeting.

Thus, it is expected that each Board member will attend each regularly scheduled board meeting, unless:

1. The Director indicated at the time the Board agreed to the schedule that he or she had a previous commitment that precluded his or her attending a specified meeting.
2. An unexpected event outside the control of the Director prevents the director from attending.

All regularly scheduled meetings should, in most circumstances, be attended in person.

A Director who fails to attend two consecutive meetings without being excused is subject to removal.

Duties

The League Board of Directors typically meets throughout the year on a quarterly basis in the months of February, May, August, and November (location varies.) There may be a need to hold additional in-person Board meetings. In an effort to keep the Board of Directors as informed as possible, conference calls are periodically scheduled between the in-person meetings. A member of the Board of Directors could also expect to be appointed to at least one – and possibly multiple – NCUL committees, which may require additional travel and time commitment. In addition, if a Director successfully seeks an Executive Committee position, additional travel and time commitments can be expected.

Directors have two basic duties. The first is to exercise due care in holding their office on the Board. In general, this means that Directors must give adequately of their time and pay attention to League affairs. Translating this into specifics, Directors are required to attend as many Board meetings as possible; to stay informed about the League's business, such as by reading the materials provided by staff in advance of meetings; by coming prepared to ask good questions and for more information if necessary; by staying generally abreast of credit union developments, such as by reading other materials and publications from the League and other sources; and by exercising independent judgment on matters that come before the Board.

This approach of due care must be applied to all of the League Board's responsibilities, such as approving the League's strategic plan, League's annual budget, the annual evaluation of the CEO, the adoption of positions on key legislative and regulatory issues, and other general policies on how the League will conduct its operations.

The second duty of a Director is to be loyal to the League. Most basically, this means disclosing any conflict of interest you may have in accordance with the League's conflict of interest policy. When necessary, Directors have a duty to refrain from participating in any Board decision that may involve divided loyalties on the part of that Director. Being loyal also means that, if an opportunity comes along that would help the League; you will do your best to make that opportunity available to the League ahead of yourself or anyone else. Finally, it means that, when you are acting in your capacity as a League Director, you will always do what is in the League's best interest—even if that means doing something different than you would do as a representative of your credit union.

Powers

The board is entrusted with powers, which include areas such as appointing a president, supporting the organization's mission and goals, overseeing the financial well-being of the organization and reviewing and/or recommending governance issues.

Nebraska Credit Union League Director Listing

	<u>Director</u>	<u>CU</u>	<u>Chapter</u>	<u>District/Asset</u>	<u>Eligible to Run</u>
Terms expire in 2018:	Amy Brodersen	Family Focus FCU	Omaha	1	No
	Stan Fraser	Nebraska Energy FCU	Cornhusker	3	No
	Bob Tingelhoff	OPPD EFCU	Omaha	C	Yes
Terms expire in 2019:	Steve Swanstrom	Centris FCU	Omaha	A	No
	Cheryl Mascarello	Four Points FCU	Omaha	1	No
	Jerry Barnett	LincOne FCU	Lincoln	2	No
Terms expire in 2020:	Peg Niedbalski	Columbus United FCU	Cornhusker	3	No
	Frank Wilber	Liberty First CU	Lincoln	2	Yes
	Keith Kauffeld	University of NE FCU	Lincoln	B	No