

Maple Federal Credit Union

Associate Board Member Policy

Origination: 9/17/24

Dates Reviewed: 9/17/24

PURPOSE

It is the purpose of this policy to create a potential pool of Director candidates who will supplement the knowledge, experience, and diversity of the Maple Federal Credit Union's (MAPLE FCU) Board and prepare to fill future vacated Director seats.

POLICY STATEMENT

MAPLE FCU Board of Directors recognizes the importance of further involvement from the membership with the governance of the credit union through the implementation of an associate Board program. Associate Directors will be involved with discussions that affect the credit union but will not receive voting rights. They will also provide additional insight into management to determine the appropriate strategies to implement.

The program provides volunteer opportunities to serve the credit union, to make a difference in the community, to gain industry knowledge and experience in how credit unions operate, and to serve as a potential springboard for full Board positions. In the event of a resignation or termination from a current Board Member, Associate Board Members will be considered to fill any vacant seats outside of the regular annual meeting voting process.

The bylaws continue to govern full Board Members, and this policy lays out the guidelines for Associate Board Members.

OBJECTIVES

Qualifications

Only qualified members may serve in the capacity of Associate Director on MAPLE FCU's Board of Directors. In order to qualify to serve as an Associate Director on the Credit Union's Board of Directors, a member must:

- Be 25 years and older.
- Be a member in good standing.
- Be a member for one year before being appointed.
- Be Bondable
- Be creditworthy.
- Never have been convicted of a felony offense.
- Be eligible to vote in a credit union election.
- Not have been an employee of the credit union or its subsidiaries for the past two years.
- Not be a family member of a credit union employee, past or present.
- Not be an employee, officer, or director of another financial institution.

Appointment

An Associate Director Selection Committee of two Board Members and the CEO/President shall be appointed by the Chairman of the Board to review applications for Associate Directors and make recommendations to the Board at the follow board meeting.

The credit union will use two methods by which to gather names of potential candidates for Associate Director positions:

1. **Call Method.** Annually, during the month of January, MAPLE FCU may place a notice on its website calling for applications for Associate Directors. If no responses are received or the respondents do not qualify to serve in the capacity of Associate Director, regardless of whether or not the positions are filled, the call will be closed until the following January.
2. **Pooling Method.** Throughout the year, management and Board will develop a pool of potential candidates from among MAPLE FCU's membership to be considered for Associate Director positions.

Potential Associate Director candidates will be vetted by the committee for recommendation to the Board. Once an Associate Director is selected, the committee will submit the candidate to the Board at the next board meeting. If approved, the candidate will be invited to attend the subsequent board meeting.

Associate Director terms will be for 2 years. They may re-apply for a second term but must still go through the standard approval process and resubmit a MAPLE FCU Associate Director application.

It will be the responsibility of the Chairman of the Board to notify Associate Directors regarding the Board's decision to extend their term.

Attendance and Participation

Regular attendance at Board and ALCO meetings and at the Annual Business Meeting is vital to ensure Associate Directors have a comprehensive understanding of the responsible and competent oversight of the credit union.

To successfully meet the qualifications for an Associate Director at MAPLE FCU, Associate Directors must attend at least eight (8) scheduled board meetings, and any ancillary meetings as requested by the Chairman of the Board. Meeting participation is a big part of the position, as experience is gained through attendance.

Associate Directors will be encouraged to participate in Board and ALCO discussions but will not have voting rights. Associate Directors will not be allowed to attend Executive Sessions of the Board and will not be privy to discussions involving:

- MAPLE FCU team members, either by name or position or as a group, including discussions regarding salary & benefits, corrective actions, promotions, or any other staff/team related issue
- An existing Board Member
- Named members or other information of a private and sensitive nature.

The Board Chair has authority to override this rule and extend an invitation to an Associate Director to attend an Executive Session if so desired, primarily if the Board Chair believes the discussion could be a learning opportunity for the Associate Director.

Knowledge of state and federal political issues regarding the credit union movement are an integral responsibility of Directors, which will carry through to the Associate Directors.

Associate Directors will also be asked to be advocates for the credit union, promoting the credit union within the community to those eligible for our services. They are encouraged to attend all credit union sponsored social activities including volunteers.

Associate Directors should make every effort to attend the credit union's Annual Business Meeting.

Member Communication

Associate Directors shall have no direct communication about credit union activities with its membership.

Strategic Planning

Associate Directors are encouraged to attend the credit union's strategic planning sessions to enhance their understanding of existing or potential political, environmental, internal, external, legal, or other factors that may materially impact the credit union, its operations, its team, and/or its membership.

Educational Opportunities

Associate Directors will be expected to take training courses as directed by the Board Chair and/or President/CEO. All training costs will be paid by the credit union in accordance with the credit union's Travel & Reimbursement of Business Expenses procedures.

Integrity

Associate Directors must:

- Maintain the highest standard of personal conduct,
- Demonstrate integrity, dedication, and cooperation,
- Not misrepresent their authority or use their positions for personal profit or advantage.

Confidentiality

Associate Directors should protect the confidentiality of information discussed at board meetings. They must maintain the integrity of the credit union by adhering to the applicable laws and regulations governing the privacy and confidentiality of personal, nonpublic member information.

Removal

Associate Directors who close their membership with the credit union automatically resign from their position.

An Associate Director may be removed by a majority vote of the Board of Directors.

Notification of the removal from their position will be made by way of letter signed from the Chair of the Board and/or the President/CEO of the credit union.

Code of Conduct

Associate Directors commit themselves to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when attending Board meetings. Associate Directors may not serve if they have been convicted of a felony or any crime of a financial nature or involving acts of moral turpitude, or a criminal offense involving dishonesty, breach, or trust or have entered into a pretrial diversion or similar program in connection with a prosecution for such offense.

1. Associate Directors will be loyal to the membership and not conflicted by loyalties to team leaders/members, other organizations, and any personal interest as consumers.
2. Associate Directors will avoid conflict of interest with respect to their fiduciary responsibilities. There will be no self-dealing by Associate Directors with the credit union. Associates Directors will annually disclose their involvement with other organizations, with vendors, or any associations, which might be or might reasonably be seen as being a conflict.
3. Associate Directors will not attempt to exercise individual authority over the team of the credit union.
 - a. Associate Directors interaction with the President/CEO or with other team members must recognize the lack of authority vested in individuals except when explicitly Board authorized.

- b. Associates Directors interaction with public, press or other entities must recognize the same limitation and the inability of any Associate Director to speak for the Board or on behalf of the credit union.
- 4. Associate Directors will respect the confidentiality of Maple FCU's information.
- 5. Associate Directors will be properly prepared for Board meetings.

Policy Review

This policy will be reviewed and approved by the Board of directors annually.

APPENDIX A – ASSOCIATE BOARD MEMBER APPLICATION



ASSOCIATE DIRECTOR APPLICATION

Thank you for your interest in serving as an Associate Director for Maple Federal Credit Union. Your interest in the position shows your commitment to guiding the credit union in making the best decisions in serving our members in the future.

MAPLE FCU's Board governs with an emphasis on outward vision, strategic leadership, and clear distinction between the Board and President/CEO's roles. Members of the Board and Associate Directors are expected to exercise sound judgement with utmost honesty and integrity while adhering to all MAPLE FCU policies, procedures, and statutory and regulatory requirements. Associate Directors terms will be for 2 years.

Please be advised that if you are selected to serve as an Associate Director, unless excused by the Chairman, you are expected to attend:

- At least eight (8) Board meetings annually
- The credit union's strategic planning sessions
- Any ancillary meetings as requested by the Chairman of the Board

Other required qualifications include:

- Be 25 years and older.
- Be a member in good standing.
- Be a member for one year before being appointed.
- Be Bondable
- Be creditworthy.
- Never have been convicted of a felony offense.
- Be eligible to vote in a credit union election.
- Not have been an employee of the credit union or its subsidiaries for the past two years.
- Not be a family member of a credit union employee, past or present.
- Not be an employee, officer, or director of another financial institution.
- Meet other Board of Director qualifications stated in MAPLE FCU's Bylaws

Failure to attend the required minimum regular meetings of the Board or otherwise failing to fulfill any of the duties of an Associate Director may lead to removal from the position.

Date _____

Name _____

Email _____ Phone _____

What is the best way to contact you? _____ The best time? _____

Employer Name _____

Address _____

From _____ (MO/YR) To _____ (MO/YR)

Please complete the questions below, using additional paper, as necessary.

1. Why would you like to be an associate director for MAPLE FCU?

2. What is your professional background?

3. What experiences do you have volunteering as a Board Member for other committees and/or organizations?

4. What are your prior experiences through your membership with MAPLE FCU?

Please review and complete the following:

I affirm that I have read and reviewed the Maple Federal Credit Union Associate Directors Application Packet. I do meet the qualifications required. I have completed the Associate Director Application, Consumer Report Disclosure, Confidentiality Disclosure, Criminal Background Disclosure, and Affidavit required. I do consent and give my authorization for you to obtain credit reports information and a criminal background check for your review and consideration in determining my qualifications for candidacy of Associate Director at Maple Federal Credit Union.

My signature below verifies my understanding and acceptance of these statements.

Signature _____ Date _____

All Applicants Must Return the Following Completed Documentation:

- Associate Director Application
- Consumer Report Disclosures
- Confidentiality Agreement
- One Source Background Check Agreement
- Affidavit

Please read this packet thoroughly to complete the necessary information and return the requested documents by mail to Pamela Stelly, CEO, 105 Toledo Dr, Lafayette, La 70506, or by secured email to pamelas@maplefcu.net, or you may drop it off at any one of our branch locations. Visit our website at maplefcu.net for branch location information. If you have any questions during the process, please contact Pamela Stelly, CEO, at 337-233-6264 ext. 101 or pamelas@maplefcu.net.

The application process will end on January 31 annually. If you are selected to serve as an Associate Director, we will contact you with additional information.



Affidavit

Request for Consideration to Serve as a MAPLE FCU Associate Director

I, _____, do hereby swear under penalties of law, that I have never been convicted of a misdemeanor or felony involving dishonesty or breach of trust except as follows: (If none, write “none” in the space provided.)

If, during the course of my term as Associate Director with Maple Federal Credit Union, I should be convicted of such an offense, I agree to immediately notify the credit union in writing.

This declaration of facts is given in connection with my request to be considered for an Associate Director of Maple Federal Credit Union.

Date: _____

Signature of person identified above _____