

Nomination Application

Board Director or Supervisory Committee Member

Deadline 5 p.m. January 21, 2010





Dear Prospective Applicant,

Thank you for your interest in contributing to Columbia Credit Union's future. This year's candidates will run for Class A's three Director positions and Class I's two Supervisory Committee positions. All positions are for three-year terms as described in our Bylaws VI.2 and IX.1. There are several ways to submit your Application:

By Mail:

Columbia Credit Union
Attn: Colleen Boccia, Marketing
P.O. Box 324
Vancouver, WA 98666-0324

In Person at either:

Columbia Credit Union Administration -or- Columbia Credit Union Operations Center
703 W. Broadway Suite 500 200 Park Plaza Drive
(5th Floor Murdock Building) (Behind our Cascade Park Branch)
Vancouver, WA 98660 Vancouver, WA 98684

By Email: colleenb@columbiacu.org

By FAX: 360.619.3203

Completed Applications must be received, not postmarked, by 5 p.m., Thursday, Jan. 21.

Commitment: You should be prepared to devote about 10-20 hours to the Board or 10 hours a month to the Supervisory Committee, including monthly meetings and other credit union events. Terms are three years, with a maximum limit of three consecutive terms (nine years). Positions are unpaid.

Skills: The Nominating Committee is looking for Director candidates with a long history of credit union membership and strategic expertise in various aspects of business enterprise. Functioning on the Board requires logical, innovative, forward thinking individuals able to work well in a team. It is looking for Supervisory Committee candidates with accounting or prior audit experience. Additionally, Directors and Supervisory Committee members should be comfortable using a computer. This includes sending and receiving emails, accessing the Internet, and opening and reading documents.

Interviews: Monday and Tuesday, January 25 and 26, you will have the opportunity to meet with the Nominating Committee to provide additional insight into your interest in volunteering. **If you know you are unavailable for either of these days, immediately schedule an alternate time** by calling our SVP Marketing, Colleen Boccia, at 360.619.3051.

Nomination: After reviewing all the applications, the Nominating Committee will make nominations for the ballot. If you are not nominated by the Committee, you can be placed on the ballot via a petition process. Gather 500 valid member signatures between Jan. 27 and Feb. 10 and submit your petition to Columbia's administrative offices by 5 p.m. Feb. 10, 2010.

Scheduling: Please reserve the following dates, so you can attend important events:

Jan 25 or 26:	Applicant interviews with Nominating Committee
April 26:	Annual Meeting (election results announced)

Once again, thank you for your interest in serving. The Committee looks forward to meeting you.

Sincerely,

Lisa Schauer
Nominating Committee Chair

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Board of Directors' Job Description

With certain exceptions, each Director on the Board of Directors is elected by the membership of Columbia Credit Union (Credit Union) to serve a three-year term. The Board sets Credit Union policy and directs Management in the overall running of the Credit Union.

Basic Board Responsibilities:

1. Set strategic direction of the Credit Union.
2. Set policies of the Credit Union.
3. Hire and evaluate the Credit Union's CEO/President.
4. Maintain the Credit Union's Bylaws.
5. Ensure the safety and soundness of the Credit Union.
6. Ensure that the Credit Union is in compliance with applicable state and federal law.
7. Monitor activities of the Supervisory Committee.
8. Perpetuate a strong board through recruitment, election, training, and ongoing professional development efforts.

Individual Director Duties:

1. Thoroughly review Board packets prior to each Board meeting.
2. Attend monthly Board meetings (see below), and special Credit Union events as able.
3. Participate in committees as appointed by the Board.
4. Be familiar with the Board Policy Manual.
5. Attend and actively participate in the Credit Union's annual strategic retreat.
6. Fulfill yearly training requirements. (See below.)
7. Be aware of state and federal political and regulatory issues affecting credit unions.
8. Assist fellow Directors, as well as the Credit Union's officers and employees, in discharge of their duties.
9. Disclose possible conflicts of interest and refrain from voting on issues that present a conflict.
10. Act as a goodwill ambassador for the Credit Union.

11. Refrain from making special requests of the staff.
12. Direct operational questions to the CEO/President.
13. Maintain the confidentiality of all non-public Credit Union business.
14. Maintain current membership and satisfy other eligibility requirements set out in the Credit Union's Bylaws.

Training Requirements:

1. Every 12 months, complete at least two Volunteer Achievement Program (VAP) modules prior to attending any conferences.
2. Annually attend one of the following: an educational program offered by the Washington Credit Union League (WACUL), Credit Union Executives Society (CUES), or Credit Union National Association (CUNA) or other conferences as outlined in the Training requirements located on the Volunteer Website.
3. Strive to meet annual training requirements as set forth in the Board's Training Track.

Required Meetings:

1. Monthly Board meetings are held in the Credit Union's Boardroom at the Murdock Building; currently on the fourth Monday of every month. The meeting begins at 5 pm and lasts approximately two (2) hours. Attendance requirements are set forth in the Board's policies.
2. Special Board meetings may be called on occasion.
3. Meeting of Board committees, such as the Executive Committee or Nominating Committee, are generally held on an as-needed basis in the Credit Union's Boardroom at Murdock.
4. It is each Director's responsibility to contact the Board or Committee Chair if he or she cannot attend a meeting.
5. Annual planning sessions are usually held over a weekend in Spring or early Summer. (Friday, Saturday, Sunday morning).
6. Annual meetings of the membership are usually held in April.

Personal Liability:

The Credit Union carries Directors' and Officers' liability insurance through CUNA Mutual Insurance. This policy protects the Credit Union's Directors, Supervisory Committee members and employees from liability arising out of their duties performed for the Credit Union.

Loans:

Any loan by the Credit Union to a Director exceeding \$20,000 must be approved by the Board in advance.

Supervisory Committee Job Description

With certain exceptions, each member on the Supervisory Committee is elected by the membership of Columbia Credit Union (Credit Union) to serve a three-year term. The Supervisory Committee ensures that the Credit Union meets required financial reporting objectives and establishes practices and procedures sufficient to safeguard members' assets.

Basic Supervisory Committee Responsibilities:

9. Keep fully informed as to the financial condition of the Credit Union and the decisions of the Board.
10. Arrange for a complete annual audit of the Credit Union and a verification of its members accounts.
11. Report findings and recommendations of the annual audit and member account verification to the Board and make an annual report to members at each Annual Meeting.
12. Undertake such other responsibilities as may be required or permitted by law.

Individual Supervisory Committee Member Duties:

15. Thoroughly review Supervisory Committee packets prior to each Supervisory Committee meeting.
16. Attend monthly Supervisory Committee meetings (see below), and special Credit Union events as able.
17. Ensure that an annual audit is performed as required by law.
18. Thoroughly review Board packets each month.
19. Be familiar with the Board Policy Manual.
20. Fulfill yearly educational requirements. (See below.)
21. Attend Board meetings (limited to three Committee members).
22. Be aware of state and federal political and regulatory issues affecting credit unions.
23. Assist fellow Supervisory Committee members, as well as officers and employees in discharge of their duties.

24. Disclose possible conflicts of interest and refrain from voting on issues that present a conflict.
25. Act as a goodwill ambassador for Credit Union.
26. Refrain from making special requests of the staff.
27. Direct operational questions to the CEO/President.
28. Maintain the confidentiality of all non-public Credit Union business.
29. Maintain current membership and satisfy other eligibility requirements set out in the Credit Union's Bylaws.

Training Requirements:

4. Every 12 months, complete at least two Volunteer Achievement Program (VAP) modules prior to attending any conferences.
5. Annually attend one of the following: an educational program offered by the Washington Credit Union League (WACUL), Credit Union Executives Society (CUES), or Credit Union National Association (CUNA) or other conferences as outlined in the Training requirements located on the Volunteer Website.
6. Strive to meet annual training requirements as set forth in the Supervisory Committee's Training Track.

Required Meetings:

7. Monthly Supervisory Committee meetings are held in the Credit Union's Boardroom at the Murdock Building; currently on the fourth Tuesday of each month. The meeting begins at 5 pm and lasts approximately 90 minutes. Attendance requirements are set forth in the Board's policies.
8. Special Committee meetings may be called on occasion.
9. It is each Supervisory Committee member's responsibility to contact the Supervisory Committee Chair if he or she cannot attend a meeting.
10. Annual meetings of the membership are usually held in April.

Personal Liability:

The Credit Union carries Directors' and Officers' liability insurance through CUNA Mutual Insurance. This policy protects the Credit Union's Directors, Supervisory Committee members and employees from liability arising out of their duties performed for the Credit Union.

Loans:

Any loan by the Credit Union to a Supervisory Committee member exceeding \$20,000 must be approved by the Board in advance.

Your Name

Credit Union Volunteer Position Desired

Contact Information	
Daytime Phone Number	
Evening Phone Number	
Email Address	
Mailing Address	

Voter's Pamphlet Information

Eligible Columbia members will be sent a ballot containing the names of all candidates for open positions. Included with the ballot will be a Voter's Pamphlet.

You may submit an original, color photograph or digital photo for The Voter's Pamphlet. For best quality, we prefer a digital photograph that is at least 2MB or 300dpi (dots per inch). If you don't have a recent photo, you may contact Colleen Boccia, Columbia Credit Union SVP Marketing, to arrange a free photography sitting.

You may also complete and submit the information below for the Voter's Pamphlet. If you are handwriting the information, please print clearly! If Columbia Credit Union cannot read your handwritten submission, we will make up to two attempts by phone to clarify your handwriting by Columbia's printing deadline.

Questions: If you have questions regarding submission of your Voter's Pamphlet materials, please contact Colleen Boccia at colleenb@columbiacu.org or by calling (360) 619-3051.

Education		
Institution	Degree/Certification/Course	Program
<i>Example: Washington State University</i>	<i>BS</i>	<i>Business Administration</i>

Employment		
Title	Company	Years

<i>Example: President/CEO</i>	<i>ABC Printing Company</i>	<i>2005-2008</i>

Community Service/ Volunteer Work		
Position	Organization	Years
<i>Example: Board Director</i>	<i>Columbia Credit Union</i>	<i>2007-present</i>

Personal Information	
Member Since <i>(Year)</i>	
Residency <i>(City, state)</i>	
Employment Status <i>(i.e. retired, at-home parent, full-time)</i>	

Waive Voter’s Pamphlet Information (*not common*)

Submission of information for the Voter’s Pamphlet is encouraged but not required for the candidate to be listed on the ballot. If you wish to waive your option to provide candidate information in the Voter’s Pamphlet, please sign below:

Name _____ Date _____

Profile Grid

(For Board Director Nomination Applicants Only)

If you're applying for nomination as a Supervisory Committee candidate, please skip this section and turn to page 9.

Skills, Knowledge and Experience

Rate the current level of your skills, knowledge and experience in the following areas. The following page provides some factors you should consider as you complete this section.

	Area of Personal Strength				Not an Area of Personal Strength
	5	4	3	2	1
Financial Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Human Resources and Personnel Law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Strategic Planning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Board Governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marketing and/or Public Relations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Corporate Legal Matters	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Information Systems/ Technology	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Credit Union/Banking Experience	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Experience with a Non-Profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Economic Analysis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Small-Medium Sized Business Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non-Banking Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Communication	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Knowledge of the Economy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Substantial Credit Union Membership	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Project Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Experience as a Volunteer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Experience using a Computer & Microsoft Products	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Skills, Knowledge and Experience Factors to Consider

Financial Management

- Formal education in accounting or related discipline
- Ability to read and understand basic financial statements - Balance Sheet, Profit and Loss, Annual Report
- Ability to understand key credit union performance ratios - how they are computed, how they are interconnected

Human Resources and Personnel Law

- Formal education in human resources and/or personnel law
- Experience in human resources functions – e.g., personnel, HR, payroll
- Certifications in human resources – e.g., PHR, SPHR

Strategic Planning

- Formal education in strategic planning
- Participation in strategic planning processes
- Leadership of strategic planning processes

Board Governance

- Membership on non-profit boards
- Leadership positions on non-profit boards

Marketing/Public Relations

- Formal education in marketing or public relations
- Employment in marketing or public relations functions

Corporate Legal Matters

- Formal legal education
- Employment in the legal profession
- Employment in the legal department of an organization

Accounting/Auditing

- Formal education in accounting or a related field
- Employment in accounting or auditing

Information Services/Information Technology

- Formal education in IT or IS
- Employment in IT or IS

Credit Union or Banking Experience

- Prior employment in a credit union or bank
- Participation on the board or committee of a credit union or bank

Experience with a Non-Profit

- Membership in a non-profit organization

- Participation in the leadership of a non-profit organization

Economic Analysis

- Formal education in accounting, economic finance, or related discipline
- Employment in a position that required analysis of economic trends and recommendations for action

Small – Medium Sized Business Management

- Experience in owning or running a small – medium sized business
- Consulting with owners of small – medium sized businesses

Non-Banking Services

- Experience in selling or servicing non-banking services – e.g., brokerage, insurance, trust, etc.
- Consulting experience in non-banking services

Communication

- Formal education in communication skills
- Experience in positions that require highly developed communication and conflict resolution skills

Knowledge of the Economy

- Formal education in economics or a related field
- Employment in a position that required analysis of local, regional, national and/or international economic trends

Substantial Credit Union Membership

- Active membership of five or more years in a credit union

Project Management

- Formal education in project management
- Employment in a position that required project management

Experience as a Volunteer

- Experience serving as a volunteer for a non-profit organization

Experience Using a Computer and Microsoft Products

- Comfortable sending and receiving emails using MS Outlook
- Comfortable opening and reading Word documents and Excel spreadsheets
- Open and read PDF documents
- Comfortable surfing websites and/or using social networking sites (such as MySpace)
- Comfortable with e-commerce services such as online banking

Eligibility Questions

Please check all applicable boxes to assist the Nominating Committee in determining your Columbia Credit Union Board Director or Supervisory Committee Member eligibility:

- I am a Columbia Credit Union member as of the voting date of record 12/31/09, and either I or my family hold/holds Columbia Credit Union accounts beyond a basic savings.
- I am not a plaintiff in a legal action pending against Columbia Credit Union, a member of an organization that is a plaintiff in a legal action pending against the Credit Union, or an attorney representing a plaintiff in a legal action pending against the Credit Union.
- I am not an employee of Columbia Credit Union or any of its subsidiaries.
- I have not been employed by Columbia Credit Union or any of its subsidiaries in the previous two (2) years.
- I have never been a senior vice president or other higher-designated employee of Columbia Credit Union or any of its subsidiaries.
- I am not a family member of a Columbia Credit Union employee who reports directly to the Chief Executive Officer of Columbia Credit Union.
- I am not a family member of an existing Director or Supervisory Committee member or, if I am a family member of an existing Director or Supervisory Committee member, they are ineligible for further service or their term is expiring at the upcoming Annual Meeting and they do not intend to file a candidate application or petition for the open position.
- I am not employed by a competing financial institution.
- I do not live in a household of an employee of a competing financial institution.
- I am not serving on Columbia Credit Union's Executive Loan or Asset Liability Committees. *This applies only if you're interested in serving on the Supervisory Committee.*

Additionally, the Nominating Committee would like to know if you are affiliated with a vendor that provides products or services to Columbia Credit Union.

- I am not the owner or employee of a business that provides services or products to Columbia Credit Union.

If you are affiliated with a vendor, please explain: _____

Bondability Questions

Please answer the following questions:

YES

NO

Has a claim pertaining to a fidelity bond ever been filed against you? _____

Have you ever been denied coverage under a fidelity bond? _____

Are there any civil suits pending against you? _____

Are there any legal or administrative proceedings pending against you? _____

Have you ever had a criminal referral filed against you by either a federal or state court? _____

Have you ever been indicted or convicted of a crime by either a federal or state court? _____

If you have answered **YES** to any of the above questions, please provide an explanation and attach copies of any documents available to you regarding the matter(s) in question. (If necessary, use the back of this sheet or attach additional pages.)

Credit Report and Background Investigation Authorization

Columbia Community Credit Union may evaluate the competence, experience, character, and integrity of any individual who is to serve as a Director or Supervisory Committee Member of Columbia Community Credit Union, a federally insured credit union. To assist in the evaluation process, Columbia Community Credit Union, the Washington State Department of Financial Institutions, the National Credit Union Administration (NCUA), or CUNA Mutual Insurance Company may obtain and review an individual's credit report and background investigation.

I authorize Columbia Community Credit Union, Washington State Department of Financial Institutions, the National Credit Union Administration (NCUA), or CUNA Mutual Insurance Company to order a credit report and conduct a criminal background investigation for the purpose of processing my application for my participation as a volunteer of Columbia Community Credit Union.

Last Name	First Name	Middle Name	Mr./Ms.
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Maiden Name (if applicable)

Street Address	City	State	Zip
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Date of Birth	Place of Birth
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Social Security Number

Signature	Date
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Acceptance Letter

As part of the application process, please sign the letter below, which states:

- a. You will accept nomination and serve if elected to office
 - b. You agree to execute and be bound by policies in this Application
 - c. You authorize the Credit Union to obtain a credit report and agree to a criminal background check.
 - d. The information submitted in your Application is true, accurate, and complete
-

Board Secretary and Nominating Committee
Columbia Credit Union
PO Box 324
Vancouver, WA 98666-0324

Dear Committee Members:

I hereby certify that I will accept nomination to the _____ of Columbia Community Credit Union, will serve if elected, and agree to execute and be bound by the Credit Union's policies enclosed in this Candidate Application Packet.

I acknowledge that I am a member at least 18 years of age and that I must satisfy all bonding requirements to serve the Credit Union. I authorize the Credit Union to obtain a credit report and conduct a criminal background check on me.

I certify that the information I have provided in this Application is true, accurate, and complete.

Sincerely,

Signature _____

Printed Name _____

Address _____



Article VI. Board of Directors

Section 1. General Powers. The business and affairs of the Credit Union shall be managed by its Board of Directors.

Section 2. Composition, Tenure and Classification. The Board shall consist of nine (9) Directors, divided into three classes; three (3) Directors to be designated Class A Directors, three (3) Directors to be designated Class B Directors, and three (3) Directors to be designated Class C Directors. The term for each class of Director shall be the period of time measured by the Annual Meetings occurring after election to Director and each Director shall hold his or her office until the third Annual Meeting next succeeding his or her election and until his or her successor is duly qualified and elected or appointed. No Director, including without limitation Directors in office on the effective date of these Bylaws, shall serve more than three (3) consecutive terms. All Directors shall be elected in accordance with the procedures established in Article V of these Bylaws. However, persons appointed to fill vacancies occurring on the Board shall be chosen in accordance with the procedures established in this Article.

A mandatory absence from the Board and Supervisory Committee of two (2) years is required before a Director may serve additional terms of office. In no event shall a Director have more than five (5) consecutive terms of collective service as a Director and Supervisory Committee member.

Section 3. Eligibility. In order to be eligible to serve on the Board of Directors, an individual shall:

- a. Be a Credit Union member at all times and a natural person;
- b. Satisfy any bonding requirements of the Credit Union at all times;
- c. Be eligible to vote in Credit Union elections and at membership meetings at all times, and meet the eligibility requirements in Article III, Section 2 of these Bylaws at all times;
- d. At the time of the nomination or appointment, not be a plaintiff in a legal action pending against the Credit Union, a member of an organization that is a plaintiff in a legal action pending against the Credit Union, or an attorney representing a plaintiff in a legal action pending against the Credit Union;
- e. Not be employed by the Credit Union or any of its subsidiaries, not have been employed in the previous two (2) years by the Credit Union or any of its subsidiaries, or not be or have been a senior vice president or above of the Credit Union or any of its subsidiaries;
- f. Not be a family member of an existing Director or Supervisory Committee member unless the existing Director or Supervisory Committee member's term of office is scheduled to expire at the next Annual Meeting and the Director or Supervisory Committee member is either ineligible for further service or does not intend to file a candidate application or petition for the open position;
- g. Not be a family member of a Credit Union employee who reports directly to the Chief Executive Officer of the Credit Union; and

- h. Not be employed by a competing financial institution or be a household member of an employee of a competing financial institution.

Section 4. Meetings. The Board shall hold a regular meeting at least once a month, with the date of the meeting to be set by the Board. A majority of the number of Directors fixed by Section 2 of this Article shall constitute a quorum. Special meetings of the Board may be called at any time by the Board Chair or upon request to the Board Chair by three or more Directors. Meetings of the Board may take place in person, by telephone conference call, or with unanimous consent via electronic technology.

Section 5. Notice. The Board Chair shall give at least 48 hours advance notice of any special meeting of the Board, however, advance meeting notice may be waived by unanimous consent of Directors. All notices may be delivered via mail, facsimile, telephone, or e-mail as the Board may from time to time prescribe.

Section 6. Action Without a Meeting. Any action required or which may be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting if a consent in writing describing the action so taken shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 7. Expenses. Directors shall not be compensated for services rendered to the Credit Union in their capacity as Directors. However, Directors may be reimbursed for reasonable expenses incurred during the performance of their duties in accordance with a policy established by the Board.

Section 8. Non-Preferential Treatment. All Credit Union products and services, including loans, extended to Directors shall be made generally under the same terms and conditions as those extended to other members of the Credit Union.

Section 9. Non-Delegable Powers and Duties. The Board shall:

- a. Set the par value of shares, if any, of the Credit Union;
- b. Set the minimum number of shares, if any, required for membership;
- c. Establish the loan policies under which loans may be approved;
- d. Establish the conditions under which a member may be expelled for cause;
- e. Fill vacancies on all Committees except the Supervisory Committee;
- f. Approve an annual operating budget for the Credit Union;
- g. Designate those persons or positions authorized to execute or certify documents or records on behalf of the Credit Union;
- h. Review the Supervisory Committee's annual report; and
- i. Perform such other duties as the members may direct.

Section 10. Delegable Powers and Duties. Unless delegated, the Board may:

- a. Act upon applications for membership in the Credit Union;
- b. Determine the maximum amount of shares and deposits that a member may hold in the Credit Union;

- c. Declare dividends on shares and set the rate of interest on deposits;
- d. Set fees, if any, to be charged by the Credit Union to its members for the right to be a member of the Credit Union and for services rendered by the Credit Union;
- e. Determine the amount which may be loaned to a member together with the terms and conditions of the loan;
- f. Establish policies under which the Credit Union may borrow and invest; and
- g. Approve the charge-off of Credit Union losses.

Section 11. Fiduciary Duties. Directors shall perform their duties in a fiduciary manner as required by law.

Section 12. Authority to Remove and Suspend. The Board may, for cause, suspend a Director until a membership meeting is held in accordance with law. "Cause" includes, but is not limited to, demonstrated financial irresponsibility, a breach of fiduciary duty to the Credit Union, or activities which, in the judgment of the Board, threaten the safety and soundness of the Credit Union.

Section 13. Removal by Operation of Law. Directors shall be removed from their position by operation of law under the following circumstances:

- a. Should a Director cease to be a member of the Credit Union;
- b. Should a Director be absent from four of the regular Board meetings in any twelve month period unless reasonably excused by the Board; or
- c. Should a Director fail to meet the requirements for bondability.

Section 14. Vacancies and Interim Board Directors. If the members of the Credit Union remove a Director by way of a Special Meeting, the members may either elect an Interim Director to complete the remainder of the former Director's term of office or authorize the Board to appoint an Interim Director.

All vacancies on the Board, other than those filled by Credit Union members at a Special Meeting, shall be filled by Interim Directors appointed by the remaining member or members of the Board. However, the Board need not fill vacancies in terms scheduled to expire in less than ninety (90) days. Interim Directors appointed by the Board shall serve out the unexpired term of the vacating Director.



Article IX. Supervisory Committee

Section 1. Composition, Tenure and Classification. The Supervisory Committee shall consist of five (5) Supervisory Committee members, divided into three classes; two (2) Supervisory Committee members to be designated Class I Supervisory Committee members, one (1) Supervisory Committee member to be designated Class II Supervisory Committee member, and two (2) Supervisory Committee members to be designated Class III Supervisory Committee members. The term for each class of Supervisory Committee member shall be the period of time measured by the Annual Meetings occurring after election to Supervisory Committee member and each such Supervisory Committee member shall hold his or her office until the third Annual Meeting next succeeding his or her election and until his or her successor is duly qualified and elected or appointed. No Supervisory Committee member, including without limitation Supervisory Committee members in office on the effective date of these Bylaws, shall serve more than three (3) consecutive terms. All Supervisory Committee members shall be elected in accordance with the procedures established in Article V of these Bylaws. However, persons appointed to fill vacancies occurring on the Supervisory Committee shall be chosen in accordance with the procedures established in this Article.

A mandatory absence from the Supervisory Committee and the Board of two (2) years is required before a member may serve additional terms of office. In no event shall a Supervisory Committee member have more than five (5) consecutive terms of collective service as a Supervisory Committee member and Director.

Section 2. Eligibility. In order to be eligible to serve on the Supervisory Committee, an individual shall:

- a. Be a Credit Union member at all times and a natural person and;
- b. Satisfy the bonding requirements of the Credit Union at all times;
- c. Be eligible to vote in Credit Union elections and at membership meetings at all times, and meet the eligibility requirements in Article III, Section 2 of these Bylaws at all times;
- d. At the time of the nomination or appointment, not be a plaintiff in a legal action pending against the Credit Union, a member of an organization that is a plaintiff in a legal action pending against the Credit Union, or an attorney representing a plaintiff in a legal action pending against the Credit Union;
- e. Not be employed by the Credit Union or any of its subsidiaries, not have been employed in the previous two (2) years by the Credit Union or any of its subsidiaries, or not be or have been a senior vice president or above of the Credit Union or any of its subsidiaries;
- f. Not be a family member of an existing Director or Supervisory Committee member unless the existing Director or Supervisory Committee member's term of service is scheduled to expire at the next Annual Meeting and the Director or Supervisory Committee member is either ineligible for further service or does not intend to file a

- g. candidate application or petition for the open position;
- g. Not be a family member of a Credit Union employee who reports directly to the Chief Executive Officer of the Credit Union;
- h. Not serve on the Credit Union's Executive Loan Committee or Asset Liability Committee (ALCO); and
- i. Not be employed by a competing financial institution or be a household member of an employee of a competing financial institution.

Section 3. Meetings. The Supervisory Committee shall meet at least quarterly, with the date of the meetings to be set by the Committee. A majority of the number of Supervisory Committee members fixed by Section 1 of this Article shall constitute a quorum. Special meetings of the Supervisory Committee may be called at any time by the Chair of the Supervisory Committee or upon request to the Chair by two or more Supervisory Committee members. Meetings of the Supervisory Committee may take place in person, by telephone conference call, or with unanimous consent via electronic technology.

Section 4. Notice. The Committee Chair shall give at least 48 hours advance notice of any special meeting of the Supervisory Committee, however, advance meeting notice may be waived by unanimous consent of Committee members. All notices shall be delivered via mail, facsimile, telephone, or e-mail as the Committee may from time to time prescribe.

Section 5. Action Without a Meeting. Any action required or which may be taken at a meeting of the Supervisory Committee may be taken without a meeting if a consent in writing describing the action so taken shall be signed by all of the Supervisory Committee members. Such consent shall have the same effect as a unanimous vote.

Section 6. Expenses. Supervisory Committee members shall not be compensated for services rendered to the Credit Union in their capacity as Supervisory Committee members. However, Committee members may be reimbursed for reasonable expenses incurred during the performance of their duties in accordance with a policy established by the Board.

Section 7. Non-Preferential Loans. All Credit Union products and services, including loans, extended to Supervisory Committee members shall be made generally under the same terms and conditions as those extended to other members of the Credit Union.

Section 8. Powers and Duties. The Supervisory Committee shall:

- a. Meet at least quarterly;
- b. Keep fully informed as to the financial condition of the Credit Union and the decisions of the Board;
- c. Perform or arrange for a complete annual audit of the Credit Union and a verification of its members accounts; and
- d. Report its findings and recommendations to the Board and make an annual report to members at each Annual Meeting.

At most three Supervisory Committee members may attend each regular Board meeting.

Section 9. Suspension of Directors by Supervisory Committee. By unanimous vote, the Supervisory Committee may, for cause, suspend a member of the Board, or a member of a Board Committee, until a membership meeting is held in accordance with law. "Cause" includes, but is not limited to, demonstrated financial irresponsibility, a breach of fiduciary duty to the Credit Union, or activities which, in the judgment of the Supervisory Committee, threaten the safety and soundness of the Credit Union.

Section 10. Suspension of Supervisory Committee Members by Board. Members of the Supervisory Committee may be suspended from their position by the Board for cause until a membership meeting is held in accordance with law. "Cause" includes, but is not limited to, demonstrated financial irresponsibility, a breach of fiduciary duty to the Credit Union, or activities which in the judgment of the Board, threaten the safety and soundness of the Credit Union.

Section 11. Removal by Operation of Law. Members of the Supervisory Committee shall be removed from their position by operation of law under the following circumstances:

- a. Should a Supervisory Committee member cease to be a member of the Credit Union;
- b. Should a Committee member be absent from more than one-third (1/3) of the Committee meetings in any twelve-month period in a term without being reasonably excused by the Committee; or
- c. Should a Supervisory Committee member fail to meet the requirements for bondability.

Section 12. Vacancies and Interim Committee Members. All vacancies on the Supervisory Committee shall be filled by Interim Members appointed by the remaining member or members of the Supervisory Committee. However, the Supervisory Committee need not fill vacancies in terms scheduled to expire in less than ninety (90) days. Interim Committee Members appointed by the Supervisory Committee shall serve out the unexpired term of the vacating Committee Member.

Should all positions on the Supervisory Committee become vacant at the same time, the Board shall appoint Interim Committee Members to serve until the next Annual Meeting.

Section 13. Fiduciary Duties. Supervisory Committee members shall perform their duties in a fiduciary manner as required of Directors and Board Officers.

Section 14. Simultaneous Board Service. No Supervisory Committee member may be a member of the Board at the same time.

CREDIT UNION BOARD POLICY

SECTION: VOLUNTEER RESPONSIBILITY

SUBJECT: Code of Business Conduct

Policy No: 3:00:01

Date: 08/24/009

Replaces: 7/20/09

Date Last Reviewed: Aug. 2009

Statement of Policy.

Columbia Community Credit Union ("CCU") expects that its officers, directors, and supervisory committee members ("Officials") and employees ("staff"), shall conduct business in accordance with the highest standards of integrity and personal and professional ethics. Long-term, trusting business relationships are built by being honest, open, and fair.

Staff is part of a team assembled for the purpose of achieving the Credit Union's business goals and the expectations of its members, and each of us deserves to be treated with dignity and respect. Every employee is responsible for his or her own conduct. No one has the authority to make another employee violate this Code of Business Conduct (this "Code") or any law or regulation, and any attempt to direct or otherwise influence someone else to commit a violation is unacceptable. Managers, in particular, set an example for other employees and are often responsible for directing the actions of others. Managers must know and understand this Code as it applies personally to the manager and those under his or her supervision.

This Code applies to all Officials and staff and is administered by CCU's Chief Executive Officer. The Chief Executive Officer will consult with and report to the Board of Directors regarding the operation of this Code. The Board of Directors has ultimate authority to modify, interpret, and apply this Code. The staff that have questions regarding business conduct or possible violations of this code should follow the procedures on Employee Reporting in the Employee Manual.

This Code outlines the Credit Union's broad principles of legal and ethical business conduct. It is not intended as a complete list of legal or ethical questions that Officials and staff might face in the course of business. No two situations are alike, so we should aim for consistency and honest and ethical conduct when we encounter difficult business situations. We must also be vigilant to spot and report possible infringements of this Code, whether they are intentional or represent an oversight.

If a Board Director or Supervisory Committee member becomes aware or has reasonable grounds to suspect wrongful conduct has occurred or is about to occur, he or she will notify the appropriate Chair (Board Chair or Supervisory Committee Chair). The Chair will also notify the CEO, unless it concerns the CEO. If the concern is regarding actions of the Chair, the Vice Chair will be notified.

If the issue is about misappropriation or misdirection of funds, securities or other credit union property, or breaking the law, rules, or bylaws, then the Supervisory Committee Chair shall be informed, as well as the CEO, unless the CEO is involved.

In addition, Officials may report any known or suspected wrongful conduct through a confidential, anonymous hotline, provided by Ethics Point, Inc. To contact Ethics Point, Inc., call 866-297-0224 or access its website at www.ethicspoint.com.

It is the policy of the credit union to keep confidential, to the extent possible, the identity of any Official, who in good faith, reports suspected potential or actual violations or who participates in good faith in any investigation of a potential or actual violation. It is further the policy of the credit union that no Official will be retaliated against in any way for making a good faith report of a potential or actual violation consistent with this policy.

Officials and staff shall:

- Act with honesty and integrity;
- Avoid conflicts of interest where possible and disclose and handle ethically any conflicts that do arise;
- Not disclose, misuse, mishandle, or access, without authorization any confidential information of CCU or CCU's members, vendors, or other third parties (by, among other things, not discussing confidential information regarding CCU or its members, vendors, or other third parties in public forum, such as elevators, restrooms, lobbies, or similar areas where others may hear such information);
- Treat employees, members, vendors, and competitors fairly and with respect at all times;
- Not have unauthorized possession of CCU property or use any CCU facility, building, equipment, materials, or vehicle for his or her personal use or benefit, or for the personal use or benefit of any other individual;
- Not use CCU's facilities or the individual's position at CCU for the purpose of advocating, endorsing, or marketing the sale of any goods or services, other than as required as part of the individual's position at CCU;
- Reject any honorarium if the individual is being paid by CCU for the time for which the honorarium is offered;
- Not use CCU's name, trademarks, or trade name for personal benefit or economic gain to the individual employee or related person (as defined below) of the individual;
- Not use his or her position to secure special advantage in business, personal gain, or other benefit derived from such relationship;
- Comply with all applicable governmental rules and regulations, and with the Credit Union's articles, bylaws and policies that are adopted from time to time by the Board of Directors; including, without limitation, all applicable provisions of this Code;
- Disclose and seek guidance from appropriate sources when confronted by difficult ethical issues; and
- Promptly report any conduct that may, in his or her best judgment, constitute a violation of law, business ethics, or this Code.

I. Bank Bribery Act

The Bank Bribery Act (BBA) is a federal law that prohibits any credit union Officials, staff, agent or attorney from (1) soliciting for themselves or for a third-party (other than the Credit Union) anything of value from anyone in return for any business, Service or confidential information of the Credit Union and from (2) corruptly accepting anything of value from anyone in connection with the business of the Credit Union. Violation of the BBA is a federal crime.

The Credit Union Board has adopted and maintains the following guidelines for compliance with the BBA.

a. General Prohibitions.

- (1) Officials, staff, agents or attorneys are prohibited from soliciting for themselves or for a third-party (other than the Credit Union itself) anything of value from anyone in return for any business, service or confidential information of the Credit Union.
- (2) Officials, staff, agents or attorneys are prohibited from accepting anything of value (with certain exceptions set forth below) from anyone in connection with any business of the Credit Union, either before or after a transaction is discussed or consummated.

b. Exceptions to General Prohibition of Accepting Things of Value in Connection with Credit Union Business.

Because there are a number of instances where an Official, staff, agent or attorney, without risk of corruption or breach of trust, may accept something of value from one doing or seeking to do business with the Credit Union, there are certain exceptions to the prohibition on accepting things of value. Those exceptions are as follows:

- (1) Bona fide salary, wages, fees, or other compensation paid, or expenses paid or reimbursed, to an Official, staff, agent or attorney in the usual course of business.
- (2) Gifts, gratuities, amenities, or favors based on obvious family or personal relationships (such as those between the parents, children or spouse of an Official, staff, agent or attorneys) where the circumstances make it clear that it is those relationships rather than the business of the Credit Union concerned which are the motivating factor.
- (3) Meals, refreshments or entertainment, all of reasonable value (under \$150) and in the course of a meeting or other occasion, the purpose of which is to hold bona fide Credit Union business discussions, provided these expenses would be paid for by the Credit Union if not paid for by the other party as a reasonable business expense.
- (4) Loans from credit unions, banks or financial institutions on customary terms to finance proper and usual activities of Officials, staff, agents or attorneys, such as home mortgage loans, except where prohibited by law.
- (5) Advertising or promotional material of reasonable value such as pens, pencils, note pads, key chains, calendars, and similar items.

- (6) Discounts or rebates on merchandise or services that do not exceed those available to other members.
- (7) Gifts of reasonable value (under \$150) that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, Christmas, or bar or bat mitzvah.
- (8) Civic, charitable, educational, or religious organizational awards (under \$150) for recognition of service and accomplishment.

The Chief Executive Officer (“CEO”) may, subject to Board ratification, approve of other circumstances, not identified above, in which an Official, staff, agent, attorney, or officer (other than the CEO) of the credit union accepts something of value in connection with credit union business, provided that such approval is made in writing by the CEO on the basis of a full written disclosure of all relevant facts and is consistent with the BBA.

The Board may approve of other circumstances, not identified above, in which a director or the CEO of the credit union accepts something of value in connection with credit union business, provided that such approval is made in writing by the Board on the basis of a full written disclosure of all relevant facts and is consistent with the BBA.

Disclosure of Offers or Acceptances not Authorized Above.

Any Official, staff, agent or attorney who is offered or receives something of value that is not authorized above or that he or she believes may be impermissible under the BBA must disclose the matter in writing to the Board. The Board shall keep contemporaneous written reports of such disclosures.

II. Conflict of Interest

Business Conduct also requires compliance with the Conflict of Interest found in the Credit Union’s Bylaws, Article XIII, Section 2.

Acknowledgment & Agreement

I acknowledge that I have read the foregoing Code of Business Conduct which I will retain for future reference, and I agree to comply in all respects with the Code of Business Conduct (including, without limitation, the provisions respecting the Bank Bribery Act). I also acknowledge that the Code of Business Conduct may be modified or supplemented by Columbia Credit Union's Board from time to time and at any time, and I agree to comply with any such modifications and supplements.

X _____
Printed Name/Signature

Date: _____