

May 15, 2002

Mr. David K. Bielefeld
(b)6

Re: Scheduling, Notice and Recording of FCU Board of Directors Meetings.

Dear Mr. Bielefeld:

You have asked several questions about the conduct of meetings by the board of directors of a federal credit union (FCU). We also discussed these questions in a telephone call with you. In this letter, we focus on your questions concerning the scheduling, notice and recording of meetings.

You have asked if an FCU may have more than one regular meeting per month. Our view is that it may. The FCU Bylaws require that “[a] regular meeting of the board [of directors] must be held each month at the time and place fixed by resolution of the board.” FCU Bylaws, Article VI, Section 5. While the board must have at least one regular meeting per month, we have no objection if an FCU schedules additional, regular meetings. The time and place for regular meetings should be set in a board resolution. For example, a board resolution could provide that the board will have a regular meeting the first and third Tuesday of every month at 7:00 pm at the credit union offices.

Regarding special meetings, the FCU Bylaws provide that the “chair, or in the chair’s absence the ranking vice chair, may call a special meeting of the board at any time and must do so upon written request of a majority of the directors then holding office.” Id. There is no limit on the number of special meetings that may be called, however, our understanding is that special meetings are generally used to permit the directors to address matters that arise between regularly scheduled meetings.

You have also asked what notice is required for regular and special meetings.

As noted above, regular meetings are held at a time and place fixed by resolution of the board. No further notice of a regular meeting is required. Notice for special meetings must be given in a manner described by a board resolution. Id. A resolution regarding notice of special meetings generally will provide for notice to be given a certain time in advance of the meeting and describe how notice is to be communicated, for example, 24-hour notice by written or oral communication. Generally, all directors must receive notice of a meeting in order for the meeting and actions the board takes at a meeting to be valid unless all directors are in attendance and the failure to give notice is otherwise cured.

Finally, you have asked if an FCU must maintain minutes of its meetings. Yes, it is the duty of the secretary to maintain a record of all meetings of members and directors. FCU Bylaws, Article VII, §9. The presiding officer and the person who

serves as secretary for the meeting must sign the minutes of meetings. FCU Bylaws, Article XVI, §5. In conclusion, we note NCUA's long-standing policy is to refer FCUs to "Robert's Rules of Order" when the bylaws are silent on a particular matter.

Sincerely,

Sheila A. Albin
Associate General Counsel

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cc: George Mann, President, L&N Federal Credit Union