

## **WSUG Charter - The Rules of the Road**

**Effective March 2018**

For the protection of each member of the group, the WSUG charter was established. The charter may be viewed on the WSUG web site.

### **General**

Those financial institutions using the Fiserv® Premier® core processing software (hereafter called “the Software”) hereby resolves to establish, form and participate in a user's group to further the exchange of information, to discuss matters of mutual concern and interest, and to conduct such business proposed by the members from time to time as appropriate.

### **Name**

This unincorporated association will be known as the Western States ITI User Group (the Group).

### **Purpose**

It will be the purpose of this organization to:

1. Mutually exchange software and hardware knowledge and information of a general nature, including generic data processing procedures such as contingency plans, while respecting trade secrets.
2. Discuss software enhancement requests that could be of interest to the member institutions.
3. Invite and solicit participation from related vendor representatives where required or requested by members.
4. Represent the user's group to potential users of the Software.
5. Facilitate, in cooperation with Fiserv, training sessions as needed.
6. The Group will create subcommittees as needed in specialized areas.

### **Meetings**

#### **General Session**

The group will meet at least annually at a site selected by the Board of Directors.

#### **Subcommittee Meetings**

Meetings will be held at least annually on a date and at a site selected by the Board of Directors with advice from the respective subcommittee chairperson.

### **Membership**

Membership in the Group is limited to those financial institutions currently licensing the Software or being serviced by a licensed provider of the Software or consultants or service providers specializing in the Software. The Board of Directors may approve or disapprove any membership request for any reason.

### **Voting Rights**

Each membership in the group will have the right to one vote in the group provided annual membership dues are current.

## **Amendments**

This charter may be amended from time to time. Any voting member may submit a charter amendment to the incumbent President. The President will submit proposed charter amendments to the membership via e-mail. A voting period of 30 calendar days will begin the calendar day after submission to the membership. The President must include the closing date of the voting period for any charter amendment submission to the membership. Votes will be collected electronically unless otherwise decided by the Board of Directors. A majority vote of the current members in good standing must be received in order to ratify any charter amendment.

## **Quorum**

In order to conduct business at a general user meeting, a majority of the membership (50% plus one vote) must be present. At a board meeting, a quorum of board members (50% plus one vote) is required to conduct business.

## **Board Terms**

In the third quarter of each year, the Group will submit nominations for an election of officers for a term to begin the first of the following year. Nominees must be employed by a member of the Group with membership dues paid current. The positions of President, Secretary, LAS subcommittee chair, Technology subcommittee chair and one director will begin their term in the odd numbered calendar years. The Vice President, Treasurer, OPS/Risk subcommittee chair and one director will begin their term in the even numbered calendar years. Officer vacancies for unexpired terms will be filled by Board appointment.

## **Officers**

*President* - Preside over meetings, establish agendas, advise the Board on membership eligibility matters, receive charter amendments, maintain the User Directory, represent the Group as required, direct disbursements and reimbursements, direct other such activities as may be appropriate.

*Vice President* - In the event of the President's absence, assume his or her duties, and represent the Group as required.

*Secretary* - Prepare mailings for meetings and distribute, keep minutes of meetings, maintain membership lists and perform other such activities as may be directed.

*Treasurer* - Collect and deposit assessments, reports condition of operating funds to members, oversee preparation of Federal and State tax returns, make disbursements and reimbursements as directed. Perform other such activities as may be directed.

*Past President* - Serve in a nonvoting advisory capacity to the board of directors.

## **Directors**

The six directors will carry out such tasks and responsibilities as are decided upon by the officers or the membership as a whole. Four directors will chair the subcommittees of Technology, LAS, Operations, and Risk. Subcommittee chairs are bound by the terms of the "Subcommittee Rules and Guidelines."

## **Privacy**

In the sharing of any information, members will not disclose any non-public personal information about their institutions customers or former customers. Lists of member banks or individual bank representatives will not be given to non-members or vendors. The list of meeting attendees may be given to a Vendor for the meeting they are presenting at, AFTER we have received the signed contract and payment.

## **Membership Dues**

Annual membership dues will be set each year by the Board. The dues will be levied, collected and deposited into an account maintained at the financial institution represented by the Treasurer. Dues for new members joining after June will be 50% of the annual amount for the remainder of that year, then 100% annually thereafter. Annual dues must be paid before registration is accepted for the user meeting. Annual membership dues entitle you to one notice of each user meeting and Group activities.

## **Referral Reward Program**

If you refer a new member (see "Membership" above) to the group, a referral reward has been established for the referring member. A paid registration to either the Spring or Fall User Meeting will be given to the referring member. This reward is given in appreciation to the referring member, subject to verification and approval. This reward is to be given only in the form of a "free meeting voucher" and may not be exchanged for any other cash value. This referral program was approved by the Board on April 19, 2000 and will commence from that day forward.

## **Free Meeting Drawings**

During the Spring and Fall meetings there will be the following drawings:

- Each General Meeting: Two (2) attendees will be drawn, each winning one (1) free admission to the next General Meeting.
- Each Subcommittee Meeting: One (1) attendee will be drawn, winning one (1) free admission to the next meeting of the Subcommittee during whose meeting the drawing was conducted.

Only individuals present may win the free meeting drawings. A winner of a free meeting may assign the free admission to any individual within his or her organization. In order to use a free admission, the organization must be a WSUG member in good standing. Free admissions may not be transferred to other organizations, or to meetings other than the meeting for which they apply.

In the event the Board of Directors decides free meeting drawings may pose a significant hardship for the Group's finances, the drawings that would normally be held in any meeting may be suspended for that meeting.

## **Expenses**

Expenses incurred by the membership in the course of participating in the Group such as transportation, meals and lodging will be borne by the member incurring such expenses. Expenses of Board members necessary to carry out their duties such as mailings, stationery and supplies, postage, conference calls, and other expenses as deemed appropriate by the board will be borne by the Group. The Board may at its discretion reimburse and/or compensate presenters' and/or speakers at the user meetings. User meeting registration fees, if any, will

be waived for Board members. Members conducting presentations at user meetings will be offered a 50% discount on their registration fees.

### **Group Web Site**

The Group may maintain a web site for the benefit of the members. Portions are made available to the general public and other portions are available only to members that have paid their annual dues. Passwords to the members only portion are not to be shared with non-members and vendors.

### **Resolution**

This charter of the Western States ITI User Group is hereby accepted by the financial institution through the annual signature of their primary contact for the Group on the Waiver of Liability for Western States ITI User Group.

### **Subcommittee Rules and Guidelines**

The subcommittees were established to further discuss information specific to each group. Below are the rules governing these subcommittees.

### **General**

As a participating member of the Western States ITI User Group (WSUG), three (3) active subcommittees have been established to further exchange ideas and information related to their specific subcommittee. The subcommittees are subject to the same rules and guidelines established in the WSUG Charter.

### **Title**

The three ( ) subcommittees established are Technology, LAS, Operations/Risk.

### **Purpose**

It will be the purpose of these subcommittees to:

1. Mutually exchange general knowledge and information of the Software, specifically related to the subcommittee.
2. Discuss software enhancements sent to the makers of the Software, and Software enhancements / releases.
3. Contribute to the general user group meeting by leading workshops and breakout presentations that add value and information relevant to the subcommittee.

### **Elections**

As established in the WSUG Charter, the elected subcommittee chairperson will hold a two-year term and serve as an active WSUG board member during his or her term. Elections for the Operations/ Risk chairs will be held in odd numbered years, while elections for Technology and LAS will be held in even numbered years.

### **Meetings**

The subcommittees will meet annually at a date and site selected by the Board of Directors with advice from the subcommittee chairperson. Subcommittee chairpersons will develop Agendas for their subcommittee

meetings, and should submit them sixty (60) days in advance to the President of the WSUG for inclusion in WSUG group mailings.

### **Meeting Expenses**

Expenses incurred by the attending participants in each subcommittee meeting such as transportation, meals and lodging will be borne by the member incurring such expenses. Expenses of a subcommittee chairperson necessary to carry out their duties such as mailings, stationary and supplies, postage and related conference calls will be borne by the Group. If there is a registration fee for a subcommittee meeting, it is waived for any members of the WSUG Board who attend, including the subcommittee chairperson. Budgets for expenses must be submitted to the President of the Group sixty (60) days in advance of the subcommittee meeting. Within two (2) weeks of the conclusion of the meeting, detailed expense reports with all receipts must be submitted to the Group Treasurer. Meeting dues for the chairperson are subject to the same rules as stated above.

### **Membership Dues**

Paid annual membership dues in the WSUG entitle each member institution invitation to each subcommittee meeting. Annual membership dues for subcommittees are nil.

### **Waiver of Liability**

Each participating organization (member) must have a signed Waiver of Liability on file with the group each year.