

# HEARTLAND COMPLIANCE

## ARTICLES OF ORGANIZATION

### ARTICLE I – NAME

This Association shall be known as Heartland Compliance, a non-profit Kansas organization, hereinafter referred to as “Heartland.”

### ARTICLE II – PURPOSE OF EXISTENCE

- A. To encourage and combine the ideas, intelligence, and influence of its members for the promotion of compliance information and networking among its membership.
- B. To provide its members educational programs on compliance and related topics.
- C. To provide a medium for the timely gathering of its members for the purposes of education and exchange of ideas.

### ARTICLE III – MEMBERS

#### Section 1. – Class of Members

Heartland shall have one class of members.

#### Section 2. – Eligibility

Commercial banks, bank holding companies, thrifts, credit unions, auditing firms, regulatory agencies, consulting firms, and their related affiliates and subsidiaries having home or branch offices “generally” located in the Central Kansas Regional area.

#### Section 3. – Voting

Each membership shall be entitled to one vote on each matter submitted to a vote of the members.

### ARTICLE IV – MEMBERSHIP DUES

Each member will be charged a membership fee upon application and annually, payable by March 1, thereafter. The amount of the fee will be determined by the Steering Committee and reviewed annually. New members joining the Association on or after December 1<sup>st</sup> will be considered paid for the following fiscal year.

Annual dues are:	\$50.00	Financial Institutions or Organization
	-0-	Regulatory Agencies

### ARTICLE V – MEETINGS OF THE MEMBERS

- A. Meetings shall be held quarterly and shall be the second Monday of the second month of the quarter unless otherwise specified, at such time and location as the officers shall designate.
- B. From time to time, attendance at special presentations sponsored by Heartland may require an additional fee. Fees for these special functions will be set by the Steering committee as is fiscally prudent for the organization.

### ARTICLE VI – FISCAL YEAR

The fiscal year of Heartland shall end on February 28<sup>th</sup> of each year.

# **HEARTLAND COMPLIANCE**

## **ARTICLES OF ORGANIZATION**

### **ARTICLE VII – OFFICERS**

#### Section 1. – Titles

The Officers of Heartland shall be: Chairperson, Vice Chairperson, Secretary and Treasurer.

#### Section 2. – Term

The term of the office shall be from March through February. Any vacancies caused by death, resignation or removal shall be filled by appointment by a majority of the Steering Committee present at any regular or special meeting at which a quorum is present. Any officer elected or appointed by the Steering committee may be removed by an affirmative vote of the majority of the Steering Committee whenever, in its judgment, the best interests of the Heartland would be served thereby.

#### Section 3. – Chairperson

Chairperson: It shall be the duty of the Chairperson to preside at all meetings of the Association. It is his/her obligation to start the meeting on time and make every effort to adjourn on time. He/she must conduct the meeting courteously, efficiently and in a businesslike manner, always keeping the subject matter discussed within the purpose of the meeting. The Chairperson shall also serve as the Chairperson of the Steering Committee.

#### Section 4. – Vice Chairperson

Vice Chairperson: In the absence of the Chairperson, the Vice Chairperson shall preside at all meetings. “It shall be the duty of the Vice Chairperson to be responsible for and oversee the Heartland Compliance website.”

#### Section 5. – Secretary

Secretary: The Secretary shall have custody of all Heartland records and shall keep records of all Steering committee and membership business meetings and special meetings, keeping same in some manner. The Secretary shall maintain a record listing the name and address of the voting representative of each member.

#### Section 6. – Treasurer

Treasurer: The Treasurer shall have, at all times, authority to endorse the name of Heartland and to collect for it any checks or money which may be issued to Heartland. Money coming into the possession of the Treasurer shall be deposited in such financial institution as may be designated as depository by the officers. Checks drawn by Heartland shall require the signature of the Treasurer or any other officer on amounts less than \$200.00. Checks in the amount of \$200.00 or greater shall require the signature of any two officers.

A current list of paid memberships shall be maintained by the Treasurer and available at meetings of the Steering Committee as changes occur.

Heartland funds must be accounted for at each meeting of the Steering Committee and a Treasurer’s report submitted at that time.

At the end of the fiscal year of Heartland, the Treasurer shall prepare a Statement of Revenue, Expenses and Change in Fund Balance, together with a Balance Sheet, which will be distributed to the membership.

### **ARTICLE VIII – STEERING COMMITTEE**

#### Section 1.

The business affairs of Heartland shall be managed by a Steering Committee (hereinafter referred to as “The Committee”). The Committee shall consist of a minimum of five (5) and a maximum of fifteen (15) identified and recognized by Heartland membership, four (4) of which shall serve as the elected officers of the Association. However, participation is open to every member of Heartland Compliance.

# **HEARTLAND COMPLIANCE**

## **ARTICLES OF ORGANIZATION**

### Section 2.

Steering Committee meetings are held on the second Monday of the third month of the quarter, unless otherwise specified, at such time and location as the officers shall designate.

It shall be the duty of the Committee to coordinate the program and meeting accommodations for each meeting of the membership. The Committee shall prepare a notice of each meeting to be distributed to the general membership prior to quarterly meetings.

### Section 3.

Heartland business may be discussed by the Committee members via email or phone. Substantive business matters will be communicated to all active Committee members.

### Section 4.

A majority of the active members of the committee shall constitute a quorum.

### Section 5.

Past committee members are encouraged to serve on the Committee for the upcoming year.

### Section 6.

Each member of the Committee shall serve a minimum one (1) year term.

### Section 7.

Any Committee member may be removed by a majority vote of the total Committee whenever, in its judgment, the best interest of Heartland would be served thereby. Failure to attend two (2) Committee meetings in a fiscal year by a Committee member may require a review of the Committee member's willingness and/or ability to continue serving on the Committee. To be considered an active member of the Committee, members must attend at least 2 Committee meetings each fiscal year. Attendance may be in person or via conference call.

### Section 8.

Any vacancy shall be filled by appointment by a majority of the Committee present at any regular or special meeting at which five active Committee members are present. Committee members appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office.

## **ARTICLE IX – NOMINATION AND ELECTION OF OFFICERS/STEERING COMMITTEE**

Nominations shall be received from members of Heartland from the floor during the February meeting. Heartland members shall verbally cast their vote for each officer during the February meeting.

Terms shall be from March through February of each year.

## **ARTICLE X – ANNUAL AUDIT**

The financial books and records of Heartland shall be audited annually by the Steering Committee at the March meeting.

## **ARTICLE XI – AMENDMENTS TO BYLAWS**

At the recommendation of the Committee, these articles of association may be altered amended or repealed and new articles of association may be adopted by a majority vote of the members.

**HEARTLAND COMPLIANCE**  
**ARTICLES OF ORGANIZATION**

**ADOPTION OF BYLAWS**

Adopted this 11<sup>th</sup> day of May, 2009, by a majority present at the Heartland Compliance meeting.

BY:

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Jeri Hewitt  
Chairperson

RECORDED BY:

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Tammy Curtright  
Secretary