

533.9 Directors and officers.

1. Within five days following the organization meeting and each annual meeting, the directors shall elect from their own number a chairperson of the board, a vice chairperson, a secretary, and a chief financial officer whose title shall be designated by the board of directors.
2. The board shall appoint a credit committee of not less than three members, and an auditing committee of not less than three members, and may also appoint alternate members of the credit committee.
3. Only a member of the board of directors or a member of the credit union may be appointed to the credit committee or to the auditing committee.
4. The board may appoint an executive committee to act on its behalf when designated for that purpose.
5. The duties and responsibilities of a director and of the board of directors shall include, but are not limited to, all of the following:
 - a. General management of the affairs of the state credit union.
 - b. Setting the amount of the surety bond that shall be required of all officers and employees handling money.
 - c. Periodic review of the original records of the state credit union, or comprehensive summaries prepared by the officers of the credit union, pertaining to loans, security interests, and investments.
 - d. Review of the adequacy of the state credit union's internal controls.
 - e. Periodic review of utilization of security measures.
 - f. Establishing education and training programs to ensure that the directors possess adequate knowledge to manage the affairs of the state credit union.
6.
 - a. Directors of a state credit union shall discharge the duties of their position in good faith and with that diligence, care, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.
 - b. The directors have a continuing responsibility to assure themselves that the state credit union is being managed according to law and that the practices and policies adopted by the board are being implemented.
7. Unless the bylaws provide otherwise, the board of directors may permit any and all directors to participate in all except one meeting per year of the board of directors through the use of any means of communication by which all directors participating in the meeting may simultaneously hear each other and communicate during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting.
8.
 - a. A director, committee member, officer, or employee of a state credit union shall not directly or indirectly participate in either the deliberation upon or the determination of any matter in which the director, committee member, officer, or employee has a direct or indirect interest.
 - b. For the purposes of this subsection, an "*interest*" may include, but is not limited to, a pecuniary or familial interest.

87 Acts, ch 171, §23, 24; 88 Acts, ch 1103, §2; 2004 Acts, ch 1141, §41