



**BYLAWS**

**OF**

**P3 User Group**

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## **Article I. Name of the organization**

The name of the organization shall be P3 (Prominent Premier Partners User Group). The organization shall be a nonprofit organization.

## **Article II. Purpose**

The purpose or purposes for which P3 is formed are as follows:

To engage in the interchange of ideas, techniques and information for the broader and more effective usage of Fiserv Premier Software and the workings of large organizations in the processing of data for financial institutions.

To hold meetings and workshops in connection with bank processing, the latest developments in equipment and systems, and the administration and organization of these activities;

To study modifications, changes and additions to Fiserv systems and their impact on the large banks or multi-bank user.

## **Article III. Membership**

### **3.1 Eligibility**

Any organization, company, or division which has on its premises one or more computer systems using Fiserv Premier software, outsources one or more Fiserv Premier programs to a Data Center or has a signed contract with Fiserv for the installation of such software or outsourcing services and is actively preparing for that event is eligible for membership.

At the time of application, the prospective member shall be processing at a minimum of One Billion in Bank assets to gain membership. At least \$750 million of assets must be derived from traditional core banking. To retain membership, members must continue to operate at a minimum of \$750 million in assets. If assets are below \$750 million in assets for two consecutive years membership will be terminated.

### **3.2 Approval**

All new membership requests, which meet the qualifications in 3.1, must be approved by the P3 Board of Directors.

### 3.3 Rights of Members.

Each P3 member will be given one vote. P3 members have the right to appoint one representative to cast the members vote. Voting items include; appointments for Board of Directors or issues brought before P3 membership, committee, or subgroup of P3. Only delegates representing members may hold office in P3. Each member organization may send as many delegates as it wishes to any meeting, but each member will have only one vote.

Additional responsibilities and duties may from time to time be granted to members at the discretion of the Board of Directors.

### 3.4 Resignation and Termination

A member shall automatically lose its membership in P3 for one of the following reasons:

- The member has ceased to have a qualified Fiserv Premier system or to meet the membership eligibility requirements defined in 3.1.
- Membership dues are not current and every attempt to acquire past due amounts from the member have been exhausted.
- The Board of Directors may, by the majority vote of its members, dismiss from membership any member whose activities or conduct are deemed to be contrary to the purpose and objectives of P3 provided, however, that prior to dismissal, said member shall be invited to appear before the Board of Directors and given every opportunity to explain its position and retain its membership.

### 3.5 Annual Dues

Annual dues are set by the Board of Directors for the period April through March. Paid membership entitles member to attend P3 meetings at a fee determined by the Board of Directors for each event. Each additional attending delegate from a member organization will pay the same fee. Meeting fees are used to cover food and related expenses. The P3 Board of Directors must approve changes in dues and meeting fees by majority vote.

## Article IV. Board of Directors

### 4.1 Board of Directors.

The Board of Directors has the responsibility for the government of P3 and is primarily concerned with the development and execution of P3 Bylaws, the interpretation and implementation of the decisions of the Members, and the proper and prudent management of P3.

## **4.2 Directors.**

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Website Coordinator, Communication Coordinator, Vendor Coordinator, Event Coordinator and the immediate Past President.

## **4.3 Duties and Responsibilities**

Duties and responsibilities of each Director shall be as provided in these Bylaws. At the time of their election and, as a condition of continuing in office, each Director shall be a full time employee of a current P3 member.

## **4.4 Term of Office.**

Delegates elected to the Board of Directors of P3 shall hold their office for minimum term of three years from the date of their election. All board positions have a two-term limit. Directors elected President can serve for a third term as such. Past Presidents may serve a fourth term to provide continuity. All board members will be ratified at the annual fall meeting.

## **4.5 Vacancies.**

A vacancy on the Board of Directors caused by resignation, disqualification, removal, death, or any other cause, shall be filled by the Board of Directors by a majority vote election of the members at a regular or special meeting. The successor so designated shall enter upon their duties immediately. Each member bank may only have one active board member.

The office of the President can only be filled by a current member of the Board of Directors. All other offices will be filled by delegates that meet the qualifications set in Section 3.1 and 4.1.

## **4.6 Meetings.**

The Board of Directors shall hold such regular and special meetings as are necessary to conduct its business. These may be held at such times and at such places as may be determined by the majority of the members of the Board.

## **4.7 Records**

The following records will be maintained on the P3 website for archival purposes: Board Meeting Minutes and other documents as may be required by law.

## **4.8 Quorum.**

Five members of the Board of Directors constitute a quorum for the transaction of business at any meeting of the Board.

## 4.9 Duties of Directors

### 4.9.1 President

The President shall preside at all P3 meetings and Board of Directors meetings. In general, the President shall also perform such other duties as may be assigned by the P3 Board so long as such duties are relevant to the purpose of P3 as stated in Article II of these Bylaws.

### 4.9.2 Vice President

The Vice President shall be a member of the Board of Directors and shall serve as an aide to the President. At the request of the President, or in the event of the absence or disability of the President, the Vice President shall perform all of the duties of the President, and in so acting, shall have all the powers of and be subject to the restrictions placed upon the President. The Vice President shall perform such other duties as may from time to time be assigned to the Vice President by the President or by the Board of Directors. In general, the Vice President shall also perform such other duties as may be assigned by the P3 Board or by the President so long as such duties are relevant to the purpose of P3 as stated in Article II of these Bylaws.

The current Vice President shall succeed the President at the end of their term.

### 4.9.3 Secretary

The Secretary shall be responsible for all of the duties incident to the office of the Secretary, including the recording and keeping of the minutes of all meetings of P3 and of the P3 Board, the keeping and filing of all of the reports, statements, and other documents as may be required by law, the receiving and acting on requests for membership in accordance with Section 3.1 of these Bylaws, and the issuing of meeting notices and agendas. The Secretary shall also perform such other duties as may be assigned to the Secretary by the P3 Board or by the President so long as such duties are relevant to the purpose of P3 as stated in Article II of these Bylaws..

### 4.9.4 Treasurer.

The Treasurer shall collect all dues and funds owed to P3 and is responsible for paying all debts incurred by P3 from those funds. The Treasurer shall be responsible for the collection of all dues and funds owed by members and maintaining a current membership list. In general, the Treasurer shall also perform such other duties as may be assigned by the P3 Board or by the President so long as such duties are relevant to the purpose of P3 as stated in Article II of these Bylaws.

### 4.9.5 Website Coordinator

The Website Coordinator will have the responsibility of maintaining and monitoring the P3 website in accordance with the terms of usage, guidelines set by the P3 Board and other waivers implicit in usage of the website by members and disclosed at the time of enrollment. The Website Coordinator shall also perform such duties as may be

assigned to the Website Coordinator by the P3 Board or by the President so long as such duties are relevant to the purpose of P3 as stated in Article II of these Bylaws.

#### **4.9.6 Communications Coordinator.**

The Communications Coordinator will have the responsibility of coordinating meeting related communication to P3 members. Coordination of peer group sessions, surveys, and documents posted to the website. In general, the Communication Coordinator shall also perform such other duties as may be assigned by the P3 Board or by the President so long as such duties are relevant to the purpose of P3 as stated in Article II of these Bylaws.

#### **4.9.7 Vendor Coordinator.**

The Vendor Coordinator will have the responsibility for the invitation and coordination of third party vendors at the Fall P3 meeting. This includes vendor invitations and invoices, breakout session scheduling and showcase room. In general, the Vendor Coordinator shall also perform such other duties as may be assigned by the P3 Board or by the President so long as such duties are relevant to the purpose of P3 as stated in Article II of these Bylaws.

#### **4.9.8 Event Coordinator**

The Event Coordinator will have responsibility of hotel, food, beverage arrangements for P3 member meetings. This includes gathering details of event; costs, setup options, food/beverage, meals, and invoicing for events. In general, the Event Coordinator shall also perform such other duties as may be assigned by the P3 Board or by the President so long as such duties are relevant to the purpose of P3 as stated in Article II of these Bylaws.

#### **4.9.9 Past President**

The Past President may elect to remain in a consultative position for the incoming president, to provide continuity.

### **4.10 Elections of Directors**

#### **4.10.1 Nomination.**

Prior to the regular annual meeting of P3 as defined in Section 5.1 of these Bylaws, qualifying delegates may place themselves in nomination for the offices of Vice President, Treasurer, Secretary, Website Coordinator, Communication Coordinator, Vendor Coordinator, or Event Coordinator. Notification will be given to a Director of the P3 Board.

#### **4.10.2 Election Procedures.**

The election of directors shall be held at the annual meeting. If a nominee for an office shall be unopposed, the President shall declare such an individual elected. If

candidates for an office shall be opposed, then election shall be by ballot. In this case, each member is entitled to one vote, and a majority of votes cast shall determine the individual thus elected.

## **Article V. Meetings**

### **5.1 Annual Meeting.**

The regular meeting held in each calendar year in the Fall for the purpose of electing directors and transacting such other business as may properly come before the meeting. The time and place of such meetings shall be determined by the Board of Directors and shall be designated in the notice of the meeting.

### **5.2 Special Meetings.**

The Board of Directors may, upon the decision of the majority of its members or upon written request of one third of the membership of P3, call a special meeting of the members at a time, place or manner determined by the Board of Directors. All business to be conducted at the special meeting shall be stated in the notice of the meeting and only business so stated may be transacted at a special meeting.

### **5.3 Notice of Meetings.**

An electronic notification of each regular and special meeting shall be sent to each member not less than twenty-one (21) days before the designated time for such meeting. Only the time, place, and purpose of the meeting need be stated in the notice of the meeting.

### **5.4 Quorum.**

One third of the members registered and in attendance at any regular or special meeting shall constitute a quorum for the transaction of business at that meeting.

### **5.5 Organization.**

The President or, in their absence the Vice President shall act as the President of each meeting. In the event neither the President nor the Vice President is present, then a President pro-tem shall be elected by the meeting as its first business in order to serve until the adjournment of that meeting.

A Recorder shall be appointed by the presiding Director to serve for that meeting and to record the minutes of that meeting.

### **5.6 Voting.**

In accordance with Article 3.1 of these Bylaws, voting on all matters relating to the general affairs of P3 on which a vote is required or is requested by the Board of Directors is a

privilege of membership. Unless otherwise provided by these Bylaws, a vote of the majority of the members present at a meeting shall decide all questions.

## **Article VI. Committees, Subgroups and Special Interest Groups**

The Board of Directors of P3 may, by majority vote of its members, establish any number of committees, subgroups, and/or special interest groups comprised of one or more delegates so long as the function of each is relevant to the purpose of the organization as expressed in Article II of these Bylaws or is an aid to the Board or to the Directors in conducting the affairs of P3.

The function, powers, composition, and duration of each committee, subgroup, and/or special interest group shall be determined by the Board of Directors.

## **Article VII. Parliamentary Authority**

The rules contained in Robert's Rules of Order, Revised, shall govern P3 in all cases where they are applicable, and not inconsistent with these Bylaws.

## **Article VIII. Amending the Bylaws**

At any duly constituted meeting of the members, these Bylaws, or any one or more of the provisions thereof, may be amended by a majority vote of the members present and entitled to vote at such meeting.

## **Article IX. Definitions:**

**Members** –Member organization shall consist of an entity that uses a Fiserv Premier software solution. Entity may be a financial institution (FI), holding company or data center. A member maintains their own membership, meeting all requirements and pays all dues. A holding company and an FI may not use the same assets to satisfy the asset qualification. Related holding companies, data centers and FIs may have separate memberships if they can satisfy all requirements for membership individually.

**Delegate** – Individual attending on behalf of a Member who is also employed by the member.