

October 19, 1994

Terry R. West, President
JAX Navy Federal Credit Union
P.O. Box 45085
Jacksonville, Florida 32232-5085

Re: Interpretation of NCUA's Standard Bylaws (Your September 27, 1994, Letter)

Dear Mr. West:

You have asked this office for an interpretation of Article VII, Section 3 of the Federal Credit Union Bylaws which reads as follows:

Any vacancy on the board, credit committee, or supervisory committee shall be filled by a majority of the directors then holding office.

Your question is if there are nine board members must all be present at the board meeting when the vacancy is filled and must at least five of the nine vote for the winning candidate. There is no requirement that all board members be present. There is a requirement that a quorum be present for the board to transact business. (Article VII, Section 6). A quorum is defined as a majority of the total number of directors. (Article VII, Section 6). On a nine member board, a quorum would be five. (Article VII, Section 6). Once a quorum is present, at least five board members ("a majority of the directors then holding office") must vote for the winning candidate.

I hope that we have been of assistance.

Sincerely,

Richard S. Schulman
Associate General Counsel

GC/MFR:bhs
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