

Election and Resolution Packet



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1. Introduction

As part of its commitment to transparency, Alloya has an open and democratic process to govern activities that occur at its Annual Meeting. Please note that most activities require materials to be provided to Alloya in advance of the Annual Meeting as indicated below.

First, at each Annual Meeting, several directorships stand for election. The Board appoints a Nominating and Resolutions Committee (“the Committee”) each year to evaluate individuals who may wish to serve and then recommends nominees to the Board. These nominees become the slate of candidates that stand for election at the Annual Meeting. Should any Designated (Authorized) Representative¹ of a member wish to run for a directorship, they may express their interest to the Committee by following the steps outlined in Section 2 of this document.

Second, if a Designated Representative of a member is not selected by the Committee and wishes to stand for election, they may do so by petitioning to be on the ballot. Instructions for acquiring petitions and submitting the required information to be nominated by petition may be found in Section 3 of this document.

Third, Designated Representatives of members may request that new business be considered by the members at the Annual Meeting. Members who desire to have an item considered at the Annual Meeting should submit a resolution to the Committee. Please see Section 4 for details on this process.

If you have any questions concerning this process, please feel free to contact John Collins, Senior Vice President at 630-276-2624 or john.collins@alloyacorp.org.

¹ The term “Designated Representative” refers to the individual appointed by the member’s board to represent it, including casting votes, standing for election or signing petitions as necessary for Alloya Corporate FCU member meetings. This term includes “Designated” and “Authorized” Representatives. Individuals certify they are the Designated Representative in the Volunteer Questionnaire.

2. Nominating Candidates to the Board

Deadline: May 31, 2017

If a member's Designated Representative would like to run for election, or if you would like to nominate such an individual, please follow the procedures below:

- Complete and return forms A, B and E
- Forms must be received by noon (CST) on **May 31, 2017**. Via U.S.P.S. to:

Nominating and Resolutions Committee Chair
c/o Ms. Audra Hurt
Alloya Corporate FCU
184 Shuman Blvd., Suite 400
Naperville, IL 60563

-OR-

Electronic copies to:

NominatingCommittee@alloyacorp.org

**A. 2017 Public Relations Information Form
Alloya Corporate FCU Board of Directors**

Date _____

Please complete the information on this form and enclose a current color photograph.

Name: _____

(Type or print as you would prefer to see it published.)

Personal History:

Date and place of birth _____

Professional societies _____

Community activities/positions _____

Academic awards/honors _____

Local Newspapers (for press releases):

Name & address _____

Name & address _____

Name & address _____

Credit union positions (past and present):

List the names/locations, asset and membership sizes (approximate) of credit unions in which you held, or currently hold, a position or office. Include the name of the position or office, the years in which you served, and a brief description of the credit unions' field of membership.

Current credit union related activities:

List any credit union related organizations (such as League, CUNA, CUES) in which you currently belong, or in which you hold a position or office.

| Organization name | Position or office | Year started (if known) |
|-------------------|--------------------|-------------------------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Former credit union related activities:

List any credit union related organizations (such as League, CUNA, CUES) in which you formerly belonged, or in which you held a position or office.

| Organization name | Position or office | Year started (if known) |
|-------------------|--------------------|-------------------------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Credit union related education, awards, etc.:

List any credit union related educational programs you are currently taking or have completed, the year in which completed, as well as any credit union related awards you have received, and the year in which received.

B. Alloya Corporate FCU Volunteer Questionnaire

Name of person completing this Questionnaire:

ALLOYA CORPORATE FCU AND SUBSIDIARIES DIRECTOR AND SUPERVISORY COMMITTEE PERSONAL INFORMATION QUESTIONNAIRE

Alloya Corporate FCU and its Subsidiaries engage in businesses and conduct activities which are subject to regulation by numerous Federal and state regulatory agencies as well as self-regulated organizations. These agencies include, but are not limited to, the National Credit Union Administration and the United States Securities and Exchange Commission.

The information requested in this Questionnaire may be used to meet the filing requirements of the various regulatory bodies to which Alloya Corporate FCU and its Subsidiaries are subject. In addition, the information will also be used to assess the need for various types of disclosures in connection with the offering or sale of Alloya Corporate FCU securities, which are subject to Federal and state securities laws. If additional space is needed to respond to any question, attach a continuation sheet to the end of the Questionnaire identifying each question to which the additional information applies.

Each director or associate director of Alloya Corporate FCU, director of a Subsidiary, and each member of the Supervisory Committee of Alloya Corporate FCU is required to complete this Questionnaire within thirty (30) days following Alloya Corporate FCU's Annual or regular meeting at which they were duly elected or appointed and to subsequently update the information contained herein if changes occur which cause the information previously given to be materially incorrect.

Several terms used in this Questionnaire, and any supplement hereto, shall have technical meanings which are explained in the "Definitions" section, which appears at the end of this Questionnaire. Before answering a question which includes one of these technical terms, it is important that you refer to the definition explaining such term and understand its meaning.

THE CONTENTS OF THIS QUESTIONNAIRE COULD PROVIDE THE BASIS FOR DISCLOSURES IN AN OFFERING CIRCULAR AND THUS COULD CONSTITUTE REPRESENTATIONS OF A MATERIAL NATURE BEING MADE TO INVESTORS. ACCORDINGLY, CIVIL AND/OR CRIMINAL LIABILITY TO ALLOYA CORPORATE FCU AND TO YOU MAY RESULT IF THOSE REPRESENTATIONS ARE INACCURATE OR INCOMPLETE. GREAT CARE SHOULD THEREFORE BE EXERCISED IN COMPLETING THIS QUESTIONNAIRE. BY COMPLETING AND FORWARDING THIS QUESTIONNAIRE YOU CONSENT TO SUCH DISCLOSURE.

QUESTION 1

Biographical Information.

(a) Your full name: _____

(b) Your business address:

(Street)

(City) (State) (Zip Code) (Phone)

(c) Your home address:

(Street)

(City) (State) (Zip Code) (Phone)

Length of time at this address: _____

If less than five years, please list previous address(es) for last five years.

(City) (State) (Zip Code)

Length of time at this address: _____

(City) (State) (Zip Code)

Length of time at this address: _____

(d) Your birth date: _____

(e) Your place of birth:

(City) (County) (State)

(f) If you have been known by or used any other name, please list those names, including maiden names:

- (g) List all positions or offices which you currently hold, or which it is proposed you will hold, with Alloya Corporate FCU or any subsidiary. Indicate the period during which you have served in such positions and offices, and the term for which you have been elected or appointed to each current position or office.

| Position Held | Name of Company | Period of Service |
|---------------|-----------------|-------------------|
| | | |
| | | |
| | | |
| | | |

- (h) Describe any arrangement or understanding between you and any other person(s) pursuant to which you were or are to be selected as a director or an associate director of Alloya Corporate FCU, a director of a subsidiary, or a member of the Alloya Corporate FCU Supervisory Committee, to include all nominees or appointees, as the case may be:

- (i) List your education, beginning with the last high school or preparatory school attended, and including all colleges, universities and other schools of higher learning attended.

| | Name/City/State | Dates | Field of Study | Degree(s) Received |
|------------------|-----------------|-------|----------------|--------------------|
| High School | | | | |
| College | | | | |
| Advanced Studies | | | | |

- (j) Give a brief account of your business experience during the past ten (10) years, including your principal occupations and employment during that period.

Period of service:

(Month/year)

(Name of organization)

(City) (State)

Principal business: _____

Size of organization: _____

Nature of your responsibilities: _____

Supervisor: _____

Reason for leaving: _____

Period of service: _____

(Month/year)

(Name of organization)

(City) (State)

Principal business: _____

Size of organization: _____

Nature of your responsibilities: _____

Supervisor: _____

Reason for leaving: _____

- (k) Provide the information set forth below with respect to any directorships held by you in corporations other than Alloya Corporate FCU or a subsidiary.

| Position Held | Name of Company | Period of Service |
|---------------|-----------------|-------------------|
| | | |
| | | |
| | | |
| | | |

QUESTION 2

Involvement in Certain Legal Proceedings.

Provide the information requested below for the period indicated.

- (a) Within the past ten (10) years² was a petition under the federal bankruptcy laws, or any state insolvency law, filed at any time by or against (i) you, (ii) any partnership in which you were a partner or general partner, or (iii) any corporation or business association or entity of which you were an executive officer, member, manager or partner:
- Yes No
- (b) Within the past ten (10) years was a receiver, fiscal agent or similar officer appointed by a court at any time for (i) your business or property, (ii) the business or property of any partnership of which you were a partner or general partner, or (iii) the business or property of any corporation, business association or entity of which you were an executive officer, member, manager or partner:
- Yes No
- (c) Were you ever arrested for a crime or are you a named subject of a pending criminal proceeding (excluding traffic violations):
- Yes No
- (d) Has any court:
- (1) in the past ten (10) years enjoined you in connection with any investment-related activity?
- Yes No
- (2) ever found that you were involved in a violation of investment-related statutes or regulations?
- Yes No
- (e) Has a claim pertaining to a fidelity bond ever been filed against you?
- Yes No
- (f) Have you ever been denied coverage under a fidelity bond?
- Yes No
- (g) Are there any civil suits pending against you, excluding personal negligence actions covered by insurance?
- Yes No
- (h) Are there any other legal proceedings, judicial or administrative, pending against you?
- Yes No
- (i) Are there any outstanding judgments against you?
- Yes No

² For purposes of computing the ten-year period, the date of the reportable event shall be deemed the date on which the final order, judgment or decree was entered, or the date on which any rights of appeal from preliminary orders, judgments or decrees have lapsed. With respect to a bankruptcy petition, the computation date shall be the date of filing for uncontested petitions, or the date upon which approval of a contested petition became final

If your answer to any of the foregoing questions is “yes,” please describe such events, including the date of the event, the name of the court or administrative body and its jurisdiction, and other pertinent information including any mitigating circumstances associated with the event(s) described herein.

QUESTION 3

Foreign Corrupt Practices Act Compliance.

Do you have knowledge or reason to believe that any of the activities or types of conduct enumerated below have been or may have been engaged in by Alloya Corporate FCU, directly or indirectly, at any time since its formation?

- (a) **Bribes or Kickbacks.** Any bribes or kickbacks to government officials, or anyone else, or their relatives, or any other payments to such persons, whether or not legal, to obtain or retain business or to receive favorable treatment with regard to business?
 Yes No

- (b) **Political Contributions.** Any contributions, whether or not legal, made to any political party, political candidate or holder of governmental office?
 Yes No

- (c) **Hidden Assets.** Any bank accounts, funds or pools of funds created or maintained without being reflected on the corporate books of account, or as to which the receipts and disbursements therefrom have not been reflected on such books?
 Yes No

- (d) **Disguised Receipts or Disbursements.** Any receipts or disbursements, the actual nature of which have been “disguised” or intentionally misrecorded on Alloya Corporate FCU books of account?
 Yes No

- (e) **Excess Fees.** Any fees paid to consultants or commercial agents who exceeded the reasonable value of the services purported to have been rendered?
 Yes No

If your answer to any of the foregoing questions is “yes,” please provide details.

QUESTION 4

Performance-Related Information

- (a) Are you agreeable to the nomination?
 Yes No
- (b) Are you time committed to the duties and responsibilities required of the office?
 Yes No
- (c) Are you open minded and willing to work in a team environment for the best interest of Alloya Corporate FCU?
 Yes No
- (d) Do you possess the willingness to learn and be educated about corporate credit unions?
 Yes No
- (e) Will you serve if elected?
 Yes No
- (f) Has your Board designated you as its only representative to vote in any Alloya Corporate FCU annual or special meeting, stand for election and sign a petition for nomination?
 Yes No

THE UNDERSIGNED HEREBY CERTIFIES THAT THE ANSWERS WHICH HAVE BEEN SUPPLIED IN RESPONSE TO THE QUESTIONS IN THIS QUESTIONNAIRE ARE TRUE, COMPLETE AND CORRECT TO THE BEST OF THE UNDERSIGNED'S KNOWLEDGE, INFORMATION AND BELIEF, AFTER REASONABLE INQUIRY. THE UNDERSIGNED AGREES TO PROMPTLY NOTIFY THE SECRETARY OF ALLOYA CORPORATE FCU IF ANY OF THE FOREGOING INFORMATION BECOMES MATERIALLY INACCURATE OR INCOMPLETE OR OTHERWISE ADVERSELY CHANGES.

THE UNDERSIGNED ALSO ACKNOWLEDGES THAT THE INFORMATION CONTAINED HEREIN, OR A SUMMARY THEREOF, MAY BE REQUIRED TO BE DISCLOSED BY ALLOYA CORPORATE FCU AND ITS SUBSIDIARIES TO THEIR REGULATORY AUTHORITIES, AND THAT A NATIONAL CREDIT CHECK OR A NATIONAL BACKGROUND CHECK MAY BE REQUIRED, WHICH CREDIT AND BACKGROUND CHECKS ARE HEREBY AUTHORIZED.

THE UNDERSIGNED FURTHER AGREES THAT UNDERSIGNED WILL, WITHIN THIRTY (30) DAYS OF RECEIPT OF WRITTEN REQUEST FROM ALLOYA CORPORATE FCU, SUPPLEMENT THIS QUESTIONNAIRE TO THE EXTENT DEEMED NECESSARY BY ALLOYA CORPORATE FCU, FROM TIME TO TIME. THE FAILURE TO FULLY COMPLETE AND FILE ANY SUPPLEMENT WITHIN SAID THIRTY (30) DAY PERIOD SHALL BE GROUNDS FOR REMOVAL OF UNDERSIGNED FROM ANY OFFICE THEN HELD BY UNDERSIGNED AT ALLOYA CORPORATE FCU OR ANY SUBSIDIARY.

LASTLY, UNDERSIGNED UNDERSTANDS AND AGREES THAT IF ANY INFORMATION CONTAINED HEREIN SHOULD BE FOUND TO BE MATERIALLY INCORRECT SUCH WILL BE GROUNDS FOR REMOVAL OF UNDERSIGNED FROM ANY POSITION THEN HELD OR TO BE HELD AT ALLOYA CORPORATE FCU OR ANY OF ITS SUBSIDIARIES.

Date

Signature

Please type or print name

Definitions

1. **“Director”** means those persons who from time to time are and/or are nominated to be directors or associate directors of Alloya Corporate FCU or its subsidiaries.
2. **“Investment”** or **“Investment-Related”** means pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, investment company, investment adviser, futures sponsor, bank, savings and loan association or credit union).
3. **“Fiscal Year”** means the period ended December 31 of the most recent previous year.
4. A **“Subsidiary”** of is any corporation, partnership, Limited Liability Company, association or other entity that is directly, or indirectly through one or more intermediaries, controlled by Alloya Corporate FCU, to include Balance Sheet Solutions, LLC.
5. **“Supervisory Committee Member”** means those persons who, from time to time, are and/or are nominated to be a member of the Alloya Corporate FCU Supervisory Committee.

C. Conflict of Interest Guidelines

The Board of Directors of Alloya Corporate FCU, in order to limit the possibility of any conflict of interest which might arise because an officer, committee member or member of the Board of Directors of Alloya Corporate FCU is also a member, director, officer or financially interested in a corporation or other business entity with which Alloya Corporate FCU will be entering into a contract, hereby adopts the following Guideline:

1. Each director, committee member or officer of Alloya Corporate FCU called upon in any manner, directly or indirectly to participate in the deliberation upon or the determination of any question affecting his/her pecuniary interest of any corporation, partnership or association (other than this credit union) in which he or she is directly or indirectly interested shall immediately, and prior to the beginning of such deliberations, bring to the attention of the deliberating body the potential conflict of interest, setting forth on the record the nature and extent thereof.
 - (a) An individual is "interested" in an entity if he or she (i) serves as a director, officer or employee of that entity; (ii) has a business, ownership or deposit relationship with the entity; or (iii) has a business, financial or familial relationship with an individual whom he or she knows has a pecuniary interest in this entity.
 - (b) This disclosure shall not apply to matters involving general policy applicable to all members, such as dividend or loan rates or fees for services.
 - (c) Notwithstanding the foregoing, an officer, director or committee member who is the holder of less than five (5%) percent of the outstanding shares of stock of a publicly held corporation, or other business entity, shall not be deemed to have a financial interest in such corporation or business entity.
2. If a disclosure is made pursuant to Paragraph "1" herein, the matter may be submitted to Alloya Corporate FCU counsel for a determination of whether a conflict of interest exists based on the Federal Credit Union Act, the rules and regulations issued from time to time by the National Credit Union Administration, opinion letters issued by the National Credit Union Administration and general corporate law. The determination by counsel that a conflict of interest exists shall be binding and conclusive.
3. Except where counsel determines otherwise, the existence of a relationship as defined and described in Paragraph "1" herein shall be deemed to constitute a conflict of interest requiring the affected director, committee member or officer to fully comply with the terms and provisions of this Guideline.
4. Where a conflict of interest exists, the director, committee member or officer shall not participate in the deliberation of any action to be taken by Alloya Corporate FCU or vote thereon with respect to the contract, loan or transaction involving any corporation or other business entity in which such director, committee member or officer has a financial interest or is a director, officer or member thereof. Such interested director, committee member or officer, however, may be present during the vote, and may be counted in determining the presence of a quorum at such meeting.
5. Each director, officer, or committee member of Alloya Corporate FCU shall be provided with a copy of this Guideline. Each director, officer and committee member shall be required to furnish a Conflict of Interest Disclosure to the Chair of Alloya Corporate FCU Board of Directors acknowledging receipt of this Guideline and his/her agreement to fully comply with it.

If this Guideline should at any time conflict with the terms and provisions of any applicable laws, rules and/or regulations, including those regulations issued by the National Credit Union Administration, this Guideline shall immediately be deemed amended to comply with such applicable laws, rules and regulations.

D. Conflict of Interest Considerations

1. As an official director, officer, employee, agent, nominee or committee member of one or more of the entities indicated on the next page, have you ever:
 - (a) Directly or indirectly received any commission, other compensation or financial incentive, or a promise of the same, on the business transactions of said entities, other than your normal reimbursement, salary, or compensation?
 - (b) Held any other position with Alloya Corporate FCU or other entity that might conflict with the interest of or impair your independence of judgment in the exercise of your duties?
 - (c) Disclosed any confidential information or used such information to further your own personal interests to the disadvantage of Alloya Corporate FCU or the other entities listed on the next page?
 - (d) Received any gift or entertainment of substantial value or any personal favor from any person who has or is likely to have any business dealings with Alloya Corporate FCU? (This is **not** intended to apply to the ordinary courtesies of business life, such as, token gifts valued at less than \$250 or modest entertainment incidental to a business relationship.)
 - (e) Held or made any personal investment which might conflict with the interest of or impair your independence of judgment in the exercise of your duties with Alloya Corporate FCU?
2. If the answer to any part of Question No. 1 above is "YES," you must disclose this as a conflict (Form E).

E. Conflict of Interest Disclosure

In accordance with the Conflict of Interest Guidelines, volunteers, officers and nominees of Alloya Corporate FCU must complete this disclosure upon election, appointment or a material change in circumstance that would affect this Disclosure.

1. Please check each corporation of which you are currently a director, officer, employee, agent, nominee or committee member:

- Alloya Corporate FCU
- Any state credit union league
- Subsidiaries of any state credit union league
- Other _____

2. I hereby acknowledge that I have received a copy of the Conflict of Interest Guidelines adopted by Alloya Corporate FCU Board, a copy of which is attached. I agree to make full and complete disclosure of any conflict of interest that I have or may have in the future. I further agree that if I have any conflict of interest in my capacity as director, officer, employee, agent, nominee or committee member, I will adhere to the said guideline relating to said conflict of interest.

3. Please complete the certification below:

I certify, to the best of my knowledge and belief that:

- I have no present conflict of interest within the intent of the Conflict of Interest Guidelines.
- I have the following conflict of interest (attach page describing the conflict(s) in detail):

Date: _____

Signature

Returned by

date: _____

(Please type name)

ATTENTION: Chair of the Board of Directors
c/o Mr. John Collins
Alloya Corporate FCU
184 Shuman Blvd., Suite 400
Naperville, IL 60563

3. Nominations by Petition

Deadline: July 21, 2017

If a member's Designated Representative would like to run for election to the Board of Directors, and has not been nominated by the Committee, he or she may petition to be added to the ballot as follows:

- Obtain Designated Representatives' signatures of five percent of Alloya Corporate FCU's total members (form F attached). Additional forms may be used if necessary. Five percent of Alloya Corporate FCU's membership is approximately 80 members.
- Complete and return forms A, B and E found in Section 2 of this document.
- Forms must be received by the close of business **July 21, 2017**. Mail the information to:

Nominating and Resolutions Committee Chair
c/o Ms. Audra Hurt
Alloya Corporate FCU
184 Shuman Blvd., Suite 400
Naperville, IL 60563

F. 2017 Nomination by Petition Form - Board of Directors Alloya Corporate FCU

In accordance with Article VI, Section 1 of the Bylaws of Alloya Corporate FCU, we the undersigned Designated Representatives, who certify their Board has designated them as their only representative for Alloya of the member organization listed, do hereby support the following as a candidate for a position on Alloya Corporate FCU's Board of Directors.

Name of Nominee _____

| | REPRESENTATIVES | |
|---------------------------------|-------------------|-----------|
| Member Represented (print/type) | Name (print/type) | Signature |
| 1. _____ | _____ | _____ |
| 2. _____ | _____ | _____ |
| 3. _____ | _____ | _____ |
| 4. _____ | _____ | _____ |
| 5. _____ | _____ | _____ |
| 6. _____ | _____ | _____ |
| 7. _____ | _____ | _____ |
| 8. _____ | _____ | _____ |
| 9. _____ | _____ | _____ |
| 10. _____ | _____ | _____ |
| 11. _____ | _____ | _____ |
| 12. _____ | _____ | _____ |
| 13. _____ | _____ | _____ |
| 14. _____ | _____ | _____ |
| 15. _____ | _____ | _____ |
| 16. _____ | _____ | _____ |
| 17. _____ | _____ | _____ |
| 18. _____ | _____ | _____ |
| 19. _____ | _____ | _____ |
| 20. _____ | _____ | _____ |

PLEASE NOTE:

To be valid, this petition must contain: (1) the signatures of Representatives of at least five percent of Alloya Corporate FCU members with a minimum of 5 and a maximum of 100; (2) a brief statement of the candidate's qualifications; (3) a photograph of the candidate, unless one is currently on file at Alloya Corporate FCU; (4) a Volunteer Questionnaire completed and signed by the nominee; (5) a completed and signed Conflict of Interest Disclosure; and (6) a completed Public Relations Information Form. The above must be received by the Committee Chair by the close of business **July 21, 2017**, and mailed to: Nominating and Resolutions Committee Chair, c/o Ms. Audra Hurt Alloya Corporate FCU, 184 Shuman Blvd., Suite 400, Naperville, IL 60563.

4. Submitting Meeting Resolutions

Deadline: July 7, 2017

A member may submit a resolution to be considered at the Annual Meeting under new business by following the procedures below:

- All resolutions must be in writing, dated and certified by the Chair or Secretary of your organization's Board of Directors.
- Resolutions must be received by the close of business **July 7, 2017**, via U.S.P.S. to:

Nominating and Resolutions Committee Chair
c/o Audra Hurt
Alloya Corporate FCU
184 Shuman Blvd., Suite 400
Naperville, IL 60563

-OR-

Electronic copies to:

ResolutionsCommittee@alloyacorp.org

The Committee, appointed by the Alloya Corporate FCU Board Chair, will review and study all resolutions and may ask for additional information or clarification. The Committee will then print all valid resolutions, in a form defined by the Committee, and mail them to members. They will be included on the Annual Meeting agenda and presented to the attending Representatives. Voting on resolutions referred to the Committee is as follows:

- The Chair of the Committee shall present the resolutions at the Annual Meeting in the form desired by the Committee.
- The Board Chair will call for resolution supporters to move and second the resolution.
- The Committee Chair will present the committee's recommendations on the resolution.
- Discussion on the resolution will be called for by the Board Chair.
- At the close of discussion, the Board Chair will put the resolution to the Representatives for a vote.