



NATIONAL CREDIT UNION ADMINISTRATION  
Washington, D.C. 20456

GC/JT:sg  
SSIC 3700  
90-0213

Office of General Counsel

February 21, 1990

Mr. Sheldon R. Newcomer  
President & CEO  
Energy Federal Credit Union  
5 Choke Cherry Road  
Suite 350  
Rockville, Maryland 20850

Re: Number of Votes Required for Approval of a Board  
Resolution (Your February 8, 1990 Letter)

Dear Mr. Newcomer:

Article VII, Section 1 of the Federal Credit Union Bylaws permits the number of a Federal credit union's ("FCU's) directors to be "changed to an odd number not fewer than 5 nor more than 15 by resolution of the board. No reduction in the number of directors may be made unless corresponding vacancies exist as a result of deaths, resignations, expiration of terms of office, or other actions provided by these bylaws. . . ." You have asked whether a "resolution of the board" requires a simple majority vote or a two-thirds majority vote. A board resolution requires only a majority vote. Board resolutions should be distinguished from by-law and charter amendments which require a two-thirds vote of all the directors. (See Article XXI of the FCU Bylaws.)

Sincerely,

*Hattie M. Ulan*

HATTIE M. ULAN  
Associate General Counsel

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