

# *Bylaws*

of the

## *Midrange Users Group*

of

## *Western New York*

Revised: June 27, 2005

### **Bylaw Review Committee Members**

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## ARTICLE I – Name of the Group

The name of this group shall be the Midrange Users group of Western New York (hereinafter referred to as the Users Group). Midrange is defined as eligible IBM computing systems to be determined by the Board of Directors from time to time (hereinafter referred to as Midrange).

## ARTICLE II – Purpose and Framework

- A) The Users Group is a not for profit group whose principal objective is to advance the effective usage of equipment and software among users of Midrange systems. The Users Group will promote the free interchange of information about the Midrange and Techniques for its use.
- B) Among the means to this end shall be:
  - a. The holding of meetings for the discussion of programming and operational techniques.
  - b. The encouragement and provision for and engagement in research, professional studies and other educational programs benefiting the practice of its users.
  - c. Providing a forum whereby all users of the Midrange equipment can make known their various applications. IBM may be invited to use this forum to disseminate current information relative to the Midrange.

## ARTICLE III – Members

- A) Classes of Membership:
  - a. Full Membership:
    - An entity having regular access and utilization of an iSeries AS/400. Contains full voting rights and ability to run for office.
      - i. Full Individual – Membership has one vote.
      - ii. Full Corporate – Membership has two votes.
  - b. Vendor Membership:
    - Enterprises who support the iSeries AS/400 providing time and Materials. Vendor Membership is entitled to one vote.
  - c. Limited Individual
    - An entity whose primary business purpose is directly related to iSeries AS/400 hardware, software, sales and support thereof. Limited membership does not allow for voting rights nor the ability to run for office.

B) Application for Membership:

Any prospective member qualifying for membership may submit the Users Group membership/ demographic application for membership accompanied by payment of the stipulated dues to the Membership Committee; if no Membership Committee is active then to the Board of Directors of the Users Group, for its consideration.

C) Termination of Membership

a. Involuntary

- i. The Membership Committee, if no Membership Committee is active then the Board of Directors, may by resolution revoke any membership for any of the following causes:
  1. Failure to register with the Secretary each year and deliver to the Treasurer the membership dues in a reasonable period.
  2. Use of the Users Group activities or publications for the purposes of soliciting business, employees or employment.
  3. Failure to satisfy membership requirements.
  4. Failure to pay assessments in a reasonable period.
- ii. At least fourteen (14) days prior to the effective date of the revocation, the Secretary, shall send a written notice of the revocation to the member at the address as shown on the record.

b. Voluntary

- i. Any member may voluntarily terminate membership by written notification to the Secretary, signed by the membership or respective of the organization.
- ii. Termination of membership through involuntary or voluntary means, shall not entitle the member to a rebate of dues paid.

D) Reinstatement

Any involuntarily terminated member may petition the Membership Committee, if no Membership Committee is active then the Board of Directors, for reinstatement as a member of the Users Group. The Membership Committee, if no Membership Committee is active then the Board of Directors, may reinstate the petitioner's membership if it appears to be in the best interest of the Users Group.

E) Transfer of Membership

Membership is not transferable or assignable.

ARTICLE IV – Meetings

A) Regular Meetings

The regular meeting of the members of the Users Group will generally be held on the 3<sup>rd</sup> or 4<sup>th</sup> Thursday during the months of September - June.

B) Special Meetings

Special meetings of the members may be called by any two (2) officers and must be called by the President on receipt of a written request of more than one third (1/3) of the members of the Users group.

C) Notice of Meetings

Written or printed notice stating the place, day and time of all meetings shall be delivered not less than (5) days before the date of the meeting.

D) Quorum

One quarter (1/4) of the voting member shall be necessary to constitute a quorum for all purposes except to amend the bylaws in which event one third (1/3) of the voting members shall constitute a quorum. The act of a majority of the voting members when quorum is present shall be the act of the full membership.

E) Voting Rights

Full Corporate Memberships allow for (2) two votes. Vendor membership shall be entitled to (1) one vote. Limited individuals do not vote.

F) Code of Ethics

Attendance at all meetings shall be limited to persons who adhere to the Code of Ethics. Persons who do not adhere to the Code of Ethics will be excluded from the remainder of the meetings and may be removed from membership by actions of the Ethics Committee, if no active Ethics Committee then the Board of Directors.

- 1) There shall be no solicitation of sales, software, or hardware contracts with attendees at User Group meetings.
- 2) Offers of employment or solicitation of employment are not to be made at any time at Users Group meetings.
- 3) The membership list is confidential and shall not be divulged by members.
- 4) A member may not promote a specific product from the sale of which their company will gain monetary benefit, exclusive for formal presentations.
- 5) The Board of Directors by virtue of majority vote will determine if any activity is in violation of the code of ethics.

## ARTICLE V – Officers

A.) Definition

The officers of the Users Group shall be: President, Vice President, Treasurer and Secretary.

#### B.) Election and Term

The president and other officers shall be elected at the May or June meeting. The term should be for (2) two consecutive years. Partial terms resulting from vacancies do not apply.

#### C.) Vacancies

In the case where an office position of the Users Group becomes vacant, the Board of such Directors by virtue of majority vote may appoint a voting Member to fill vacancy, and the member will hold the office and serve until the end of the fiscal year.

#### D.) President

- 1) The President shall be principal executive officer of the Users Group. He/She shall be in charge of the business and affairs of the group; he/she shall see that the resolutions and directives of the Users Group are carried into affect.
- 2) He/she shall be an ex-officious member of all the committees, excepting that he/she shall not serve on the nominating committee.
- 3) He/she shall supervise and co-ordinate the activities of all officers.

#### E.) Vice President

- 1) The Vice President, in the absence of or during the incapacity of the President, shall have full exercise of all the rights and powers of the President.
- 2) The Vice President shall assist the President in the execution of his/her duties as the President may direct and shall perform such duties as from time may be assigned to him/her by the President.

#### F.) Secretary

- 1) The Secretary shall attend and keep meetings of all the Users Group meetings. He/she shall keep a record containing the names of all the persons who are members of the Users Group. Included in the record will be information such as their address, phone number, membership date and voting responsibilities.
- 2) In addition to the foregoing;
  - a. The Secretary shall be responsible for correspondence received by or sent from the Users Group.
  - b. The Secretary shall be responsible for coordinating the production and distribution of the newsletter.
  - c. The Secretary shall be responsible for distribution of membership applications and invoices each year.

G.) Treasurer

The Treasurer shall have the custody of all funds, properties and securities of the Users Group. When necessary or proper he/she may endorse on behalf of the Users Group for collection checks, notes and other obligations and shall deposit the same to the credit of the Users Group at such bank as designated. He/she shall sign all checks of the Users Group. He/she shall make such payments as necessary to be made on behalf of the Users Group. He/she enter regularly on the books of the Users Group, to be kept by him/her and he/she shall exhibit such books at all reasonable times to any members. He/she shall, in general, perform all the duties incident to the office of Treasurer. He/she shall collect annual dues.

H.) Removal

The Board of Directors by virtue of majority vote may ask for the resignation of an officer. If the officer opts not to resign then the Board of Directors may put the issue to the membership. Any officer may be removed From office by the affirmative vote of two thirds (2/3) of all Full Members at any regular or special meeting called for that purpose, for non-appearance, malfeasance, or misguidance, for conduct detrimental to the interest of the Users Group, for lack of sympathy with its objectives or for refusal to render reasonable assistance in carrying out its purpose. Any officer proposed to be removed shall be entitled to five (5) days notice I writing of the meeting of the Users Group at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Users Group at such meeting.

ARTICLE VI-Amendments

Including the Board for elections, electronic voting will be used as the preferred method of contacting members for their opinions. To constitute a fair poll, 51% of the voting members must respond before a predefined date. If that 51% is not returned by the due date, it will be up to the Board of Directors to proxy the vote, repeat the process, or abandon the effort for lack of interest. Once that 51% is returned on time, majority, (or proxy) will rule. The results then will be posted on the **MUG** website and newsletter. ([www.mugwny.org](http://www.mugwny.org))

ARTICLE VII-Dues

A.) Payment of Dues

Dues shall be payable upon application and each September thereafter.

B.) Default and Termination of Membership

Membership may be terminated in the manner provided in Article III of these bylaws.

## ARTICLE VIII-Committees

### A.) Auditing Committee

The Auditing Committee shall audit the books of the Users Group as kept by the Treasurer at mid-term and at the end of the term. The results of said audit shall be published in the next newsletter.

### B.) Miscellaneous

- 1) In the absence of any committee, the officers will fulfill the role of that committee.
- 2) The President shall appoint a Chairperson for each committee who shall serve during the term of office of the President. The Chairperson shall in turn appoint members to the respective committee.
- 3) Committee members must be a paid member of the Users Group.
- 4) Committee may be created as needed by the Board of Directors with responsibilities of each to be defined in the Policies. These committees may include, but are not restricted to: Membership Committee, Program Committee, Host/Hostess Committee, and Ethics Committee.
- 5) Term of all committees is the fiscal year.

## ARTICLE IX-Dissolution

Upon the dissolution of the Users Group, after payment of all indebtedness of the Users Group, any remaining funds, investments and other assets of the Users Group shall be distributed to such organization or organizations which are then qualified as not for profit under the advertisement of the Board of Directors.

## ARTICLE X-Board of Directors

The Board of Directors shall consist of all elected officials, the chair of all active committees and the immediate past President. The Board will meet from time to time. The Board will govern by majority vote.

## ARTICLE XI-Policies

- A.) Any items not covered in the Bylaws shall be covered in the Policies or may be determined by the Board of Directors.
- B.) Any distribution of the Bylaws must be accompanied by the Policies.
- C.) The Board or Directors has the ability to change any existing Policy without membership approval providing that they are not in direct conflict with the Bylaws.



- D.) All Policies must be documented. Changes must be documented and distributed to the Users Group.

## ARTICLE XII-Acquisition and Management of Property and Funds

### A.) General Purposes

Funds may be raised by annual dues or in any other manner approved by the Board of Directors. All funds raised shall be deposited in the General Account of the Users Group. Such funds shall be used primarily to defray the expenses of the operation and activities of the User Group.

### B.) Restrictions on Use of Funds

- a. The Board of Directors shall have sole power to assume liability on behalf of the Users Group, limited to the current assets of the Users Group.
- b. All expenses must be approved by the Treasurer before payment is made, except for those items provided for that have been previously approved by the Board of Directors.
- c. The User Group shall never pay, assume, or become responsible for the personal or unapproved debts or liabilities of any individual or the Users Group.
- d. The Board of Directors may spend up to two hundred dollars (\$200.00) without prior approval from the membership. This spending limit does not apply to the monthly meeting charges.

### C.) Fiscal Year

The Users Group shall begin on July 1<sup>st</sup> and end June 30<sup>th</sup> of each year.