

CASCADE USER GROUP

BYLAWS

ARTICLE 1. NAME OF ORGANIZATION

- A. The name of this non-profit corporation shall be Cascade User Group.

ARTICLE 2. PURPOSE OF ORGANIZATION

- A. The purpose of the Cascade User Group is to serve its members through the exchange of ideas and information regarding the IBM iSeries or the IBM AS/400.

ARTICLE 3. MEMBERSHIP

- A. Classification of members -
 - Individual
 - Corporate
 - Honorary
- B. Individual membership shall be limited to persons working with information systems utilizing the IBM iSeries or the IBM AS/400. Individual members shall have the right to vote and hold elective office.
- C. Corporate membership shall be limited to organizations working with information systems utilizing the IBM iSeries or the IBM AS/400. Corporate members shall have the right to hold elective office and vote as a board member in board matters. Any number of corporate members may attend meetings and events. However, only one vote will be acknowledged for each membership in all other matters.
- D. Honorary membership may be granted by the Board of Directors at its discretion, without payment of initiation fees or dues and upon such terms and conditions as the Board may determine. Honorary membership so granted may be revoked by the Board of Directors at any time. Honorary members cannot hold elective office and do not have the right to vote.
- E. Membership dues are payable annually in advance. Dues shall be billed annually at the beginning of the new fiscal year, which is January 1. Members rights will expire if dues are not paid by April 1.
- F. Membership Application

1. The application shall be in writing and presented to the Cascade User Group treasurer.
 2. The Board of Directors may reject the application in accordance with Article 3, Section B or Section C, and notify the applicant of the decision with an appropriate letter from the Board of Directors. The original application will be returned and fees will be refunded.
- G. Should a member conduct himself/herself in a manner inconsistent with the purposes of this non-profit corporation or in a manner to bring discredit to the Cascade User Group, the Board of Directors has the power to terminate his/her membership. Notification must be made by email or mail fifteen (15) days prior to the Board's said action on said termination. At the next regular Board meeting the member may appear before the Board concerning the action. After due consideration of the matter, action must be by a two-thirds vote of the full Board. No dues will be refunded.

ARTICLE 4. FINANCES

- A. The Board of Directors shall establish the amount of annual dues. Notification of a proposed change in annual dues must be made by email or mail to all members at least fifteen (15) days prior to the next regular meeting. Changes in annual dues will become effective only after ratification by a majority of the membership present at the meeting.
- B. All checks must be signed by two officers: the President or Vice-President, and the Treasurer. The financial records shall at all times be subject to audit by the Board of Directors.
- C. All expenditures in the amount of \$25.00 or more shall be authorized by a majority vote of the Board of Directors.

ARTICLE 5. OFFICERS AND THEIR DUTIES

- A. The elected officers of Cascade User Group shall be President, Vice-President, Secretary, Treasurer and three Directors.
- B. PRESIDENT
 1. The President shall be the executive head of Cascade User Group and preside at all meetings.

2. The President shall appoint all standing committee chairpersons unless otherwise directed by the Bylaws.
3. The President shall keep the Board of Directors fully informed as to the activities of Cascade User Group.
4. The President shall be a member ex-officio of all committees.

C. VICE-PRESIDENT

1. The Vice-President shall assist the President and, in the absence of the President, perform the duties of the President.
2. The Vice-President shall be responsible for the execution of all special projects.
3. The Vice-President shall chair the nomination committee.

D. SECRETARY

1. The Secretary shall be responsible for the written proceedings of each meeting of Cascade User Group.
2. The Secretary shall be responsible for all communications of Cascade User Group.

E. TREASURER

1. The Treasurer shall have supervision of all financial transactions of Cascade User Group, including collecting of dues and assessments, and maintaining cash flow.
2. The Treasurer shall be responsible for preparing the financial reports and the quarterly reporting thereof.

F. DIRECTORS

1. Directors shall be responsible for promoting the interests of Cascade User Group.
2. Directors shall assist the President.
3. Directors may serve as committee chairpersons.

ARTICLE 6. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- A. At the August Board meeting each year, the Board will appoint a nomination committee.
- B. In the October meeting announcement the nomination committee shall publish a slate of candidates for each office.
- C. Further nomination may be made from the floor at the October meeting. The final slate of candidates for each office will be published in the November meeting announcement.

- D. Those members who cannot attend the November meeting may request an absentee ballot from the Secretary prior to November 1. Members who return the absentee ballot will not be eligible to vote at the November meeting. This ballot must be returned to the nomination committee chair-person (Vice-President) before the November meeting, and will remain sealed until opened by the teller committee. There will be no proxy votes.
- E. During the November meeting, election of new officers and directors shall be held. The President shall appoint an election chairperson and two tellers to receive and count the ballots. Voting will be by members only, using individual secret ballots.
- F. All officers must be elected by a simple majority of votes cast. The three Directors who receive the most votes will be elected. Ties for election will be decided by a drawing of lots (flip of a coin).
- G. Starting with New Business , at the December Board meeting, the new Board shall assume its duties as a group. Publication of the new officers shall be announced in the December meeting announcement.

ARTICLE 7. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the elected President, Vice-President, Treasurer, Secretary, three Directors and the immediate past President.
- B. The Board of Directors may not include more than two members with the same employer at the time of election.
- C. The Board of Directors shall meet as necessary to conduct the business of the Cascade User Group organization. The Secretary shall provide notification of Board meetings.
- D. The Board of Directors shall have the power to decide all matters and perform all acts and functions consistent with these Bylaws or with the desires of Cascade User Group.
- E. The Board of Directors shall appoint such committees and committee chairpersons as they deem necessary to further the purposes of Cascade User Group, as described in Article 2 of these Bylaws.
- F. The Board of Directors shall manage, control and conserve the property of Cascade User Group.
- G. The Board of Directors shall have no power to assume liabilities on behalf of

Cascade User Group for an amount in excess of the funds of Cascade User Group, nor for personal or unapproved obligations or expenditures. Membership dues shall not be encumbered prior to the start of the fiscal year for which collected.

- H. Each member of the Board of Director shall have one equal vote. A majority of the Board shall constitute a quorum and a majority vote of the quorum is necessary to conduct business of Cascade User Group unless otherwise specified.

ARTICLE 8. VACANCIES OF OFFICE

In the event an office becomes vacant, the President shall have the power to appoint a successor to immediately assume the vacated office. At the next Board of Directors meeting, by vote, the appointment shall be approved or denied. If denied, the Board selects a successor. In the event the office of the President becomes vacant, the Vice-President shall assume the presidency and follow the appointment procedures for the vacant office of the Vice-President.

ARTICLE 9. LIQUIDATION AND DISTRIBUTION OF ASSETS

In the case of dissolution of the organization and the liquidation of its affairs, any money or other assets remaining after payment of all obligations shall be donated to one or more charities selected by the members in good standing at the time of liquidation.

ARTICLE 10. AMENDMENT TO THE BYLAWS

- A. Proposed amendments to the Bylaws of this organization should first be prepared in writing, with a rationale statement included, by a member in good standing and presented at a meeting of the Board of Directors. The Board shall take action on the proposal no later than the next regular Board of Directors meeting. If the proposed amendment is mailed or emailed to each Board member 15 days prior to a regular scheduled Board meeting, then the Board shall take action on the proposed amendment at the next Board meeting. If a quorum of the Board is not present, those absent shall vote by mail or email. If the Board accepts the proposal, the Board shall adopt a resolution recommending the proposed amendment. The Secretary of the Board shall notify the person submitting the proposed amendment no later than five (5) days after the Board meeting of the action of the Board.
- B. A proposed amendment rejected by the Board of Directors cannot be presented

before the regularly scheduled general meeting of Cascade User Group. However, if the member obtains the signatures of ten percent (10%) of the regular members, the proposal must be presented to the general membership as outlined in Article 10, Section C.

- C. The proposed amendment will be published in the next meeting announcement, with a rationale statement included, and discussed at the next general meeting. No vote will be taken at this time. The proposed amendment with any changes will be published in the next meeting announcement and voted on at the next general meeting.
- D. A quorum of Cascade User Group, ten percent (10%) of the regular members, must be present to vote on the resolution of the proposed amendment and a two-thirds vote of those regular members present must be obtained to approve the amendment.

ARTICLE 11. RESTRICTIONS

- A. Cascade User group shall be non-racial, non-partisan, non-sectarian and shall wholly abstain from any political or labor affiliation or endorsements for public office.
- B. Cascade User Group is a non-profit corporation and shall not make or declare dividends.

ARTICLE 12. STANDING COMMITTEES

- A. The following standing committee chairperson shall be appointed by newly elected President, subject to approval of the Board of Directors.
 - 1. Membership
 - 2. Program/Facilities
 - 3. Finance
 - 4. Bylaws and Standing Rules
 - 5. Web Master
 - 6. COMMON
- B. Committee chairpersons will appoint committee members.
- C. The duties and/or functions of each committee shall be as follows:
 - 1. Membership:
 - a. Shall be responsible for membership forms filled out by potential members.
 - b. Shall be responsible for the acquisition and availability of membership

- forms as requested.
- c. Shall make recommendations as to acceptance or rejection of applications. This action is governed by Article 3 of these Bylaws.
- d. Shall maintain and publish a list of all members.
- 2. Program/Facilities:
 - a. Shall be responsible for originating and presenting programs at the regularly scheduled meetings.
 - b. Shall be responsible for the comfort and accommodations of the persons engaged to present scheduled programs.
 - c. Shall be responsible for location, facilities and accommodations for the meeting.
- 3. Finance: Shall be responsible for the collection and distribution of all monies.
- 4. Bylaws and Standing Rules:
 - a. Shall work with the Board of Directors and members with review of the Bylaws and standing rules to meet the needs of Cascade User Group.
 - b. Shall arrange for discussions before the Board of Directors of any disputes involving the Bylaws and standing rules of Cascade User group.
 - c. Shall prepare and distribute copies of amendments to Bylaws and standing rules as determined by the Board of Directors.
- 5. Web Master: Shall publish and maintain our web page.
- 6. COMMON: Shall act as a liaison with the National COMMON User Group Organization.

ARTICLE 13. RULES OF ORDER

- A. The rules contained in Robert s Rules of Order shall govern Cascade User Group on all cases to which they are applicable, and in which they are consistent with the Bylaws of Cascade User Group.
- B. The President or presiding officer shall be responsible for administering these rules of order.
- C. Standing rules of order as are deemed necessary may be adopted by a majority vote of the Board membership present, provided they are consistent with the Bylaws of Cascade User Group. Rules contained in Robert s Rules of Order shall govern Cascade User Group on all cases to which they are applicable, and in which they are consistent with the Bylaws of Cascade User Group.

These Bylaws as stated herein were amended by the General Membership

meeting held May 14, 2002.