

# **Triangle Area SQL Server Users Group BYLAWS (Proposed)**

## **ARTICLE I - NAME**

The name of this corporation shall be Triangle Area SQL Server User Group, a not-for-profit corporation organized under the laws of the State of North Carolina of the United States of America (hereinafter "TRIPASS").

## **ARTICLE II - PURPOSES**

### **Section 1. Not-For Profit**

The Corporation is organized under and shall operate as a North Carolina Not For Profit Corporation.

### **Section 2. Purposes**

The purposes of the Corporation are: to provide an independent forum for users of Microsoft SQL Server and users and vendors of products and services that are of interest to users of Microsoft SQL Server in Raleigh/Durham, and, in furtherance thereof, to undertake the following:

1. Actively advance and promote the effective utilization of products and services by promoting a free exchange of information concerning the use of such products and services by members of the organization.
2. To conduct conferences, meetings, discussion groups, forums, panels, lectures, and other programs concerned with the development and exchange of information among members;
3. Communicate user needs in all areas of interest;
4. Identify and influence future product directions;
5. Create and maintain a formal user group structure that will facilitate the purposes of TRIPASS; and
6. Perform and do any and all such other acts as may be necessary or desirable to carry out TRIPASS purposes as determined by the Board of Directors.

## **ARTICLE III - OFFICES**

TRIPASS shall have and continuously maintain in the State of North Carolina in the United States of America a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or without the State of North Carolina in the United States of America as the Board of Directors may from time to time determine.

## **ARTICLE IV - MEMBERS**

### **Section 1. Classes of Members**

TRIPASS shall have classes of memberships defined by the Membership Addendum (A) outlined and maintained by the Vice President of Membership and approved by the Board of Directors. Membership may be granted to a prospect who meets the criteria for membership, who is interested in and agrees to support the purposes and activities of TRIPASS, and who remains in good standing. All members agree to abide by these Bylaws and such other canons, rules and regulations as TRIPASS may adopt. The precise definition of products and services that are complementary to SQL Server shall be determined by the Board of Directors from time to time. All entities granted membership in TRIPASS shall be referred to herein collectively as "Members."

### **Section 2. Application for Membership**

Requests for membership shall be made by submitting a membership application, which shall be subject to approval under criteria and procedures established by the Board of Directors.

### **Section 3. Representation**

Members may from time to time designate other persons to take part in discussions and meetings of TRIPASS but in no event shall any Member be entitled to more votes than as determined according to Article IV, Section 4.

### **Section 4. Voting Rights**

On all matters coming before the membership each member will have rights, which have been outlined in the Membership Addendum A.

### **Section 5. Proxy**

Any member or official representative who is entitled to vote on a matter may vote either in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

### **Section 6. Resignation**

Members may resign from TRIPASS at any time by giving written notice to TRIPASS Headquarters. Any member resigning from TRIPASS shall remain responsible for meeting financial obligations incurred prior to the date of resignation.

### **Section 7. Termination of Membership**

Membership in TRIPASS may be terminated for cause. Sufficient cause for such termination of membership shall be a violation of the bylaws or any rule, canon or practice of TRIPASS. Expulsion shall be by majority vote of the Board of Directors, provided, however, that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the day, time and place of the Board of Directors meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board. In addition, the membership of any member who becomes ineligible for membership or who shall be more than ninety (90) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

## **Section 8. Dues**

The Board of Directors may establish dues and any other special assessments deemed necessary to the purposes of TRIPASS.

## **Article V - MEETINGS OF MEMBERS**

### **Section 1. Meetings**

The Board of Directors shall determine the frequency, dates and location of meetings.

### **Section 2. Special Meeting**

Special meetings of the members may be called either by the president, the Board of Directors or by not less than two-thirds of the members having voting rights.

### **Section 3. Notice of Meetings**

Notice of regular or special meetings of the members shall state the place, day and hour of any meeting and shall be delivered either by mail, facsimile, electronic message or personally to each member entitled to vote at such meeting, not less than five nor more than fifty (50) days before the date of such meeting, by or at the direction of the president or the officers or persons calling the meeting. Notice of special meetings shall state the purpose for which the meeting is called.

### **Section 4. Action by Majority Vote**

The majority vote of the members as cast via TRIPASS website shall be the act of the members, except where otherwise provided by law or these bylaws.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of TRIPASS shall be managed by its Board of Directors. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in execution of the powers granted, appoint such agents as it may consider necessary.

The Board of Directors sets the policy and strategic direction for TRIPASS. Directors approve and monitor general activity and budgets and review monthly financial statements. Directors shall maintain communication channels with Microsoft and all levels of TRIPASS. Directors shall participate in strategic planning sessions held by user groups, Microsoft, or other organizations that require non-disclosure. All Directors must act in accordance with TRIPASS bylaws and be able to represent TRIPASS to other user groups. Directors' vote on issues presented to the board of directors. Directors must be able to act in any capacity as designated by the board of directors.

### **Section 2. Composition and Qualifications**

The number of voting Directors shall be five (5) which shall be the President, Vice President of Membership, Vice President of Marketing, Vice President of Programs and Treasurer. The Directors shall be elected by the membership ("Elected Directors"). Only Voting Members are eligible for election as directors.

### **Section 3. Election, Appointment, and Term of Office**

A Director must be an official voting member, in good standing. Directors up for election shall be elected by the voting members. Directors shall be elected for a term of two years and shall be eligible to be elected for three consecutive terms. The President, Vice President of Marketing and

the Treasurer shall be elected in the odd number years and the Vice President of Membership and Vice President of Programs shall be elected in the even number years. Directors shall take office on the first day of January following their election and shall continue in office until their successors are duly elected and qualified, unless a Director earlier resigns, is removed or is otherwise unable to serve. Directors are limited to three 2-year terms in each office.

#### **Section 4. Mail or Electronic Vote**

Any action requiring a vote of the Board of Directors may be taken by written, mailed, facsimile, online or electronic ballot. The action taken shall be effective upon the majority approval of the members of the Board.

#### **Section 5. Vacancies**

In the event of a vacancy on the Board of Directors, the vacancy shall be filled by a majority vote of the Board of Directors for the unexpired term. In the event a vacancy occurs in the office of President, an existing Board Member shall assume the presidency and the Board of Directors shall appoint a replacement for the vacated position by a majority vote of the Board of Directors. A vacancy in any other office may be filled by appointment of the Board of Directors for the unexpired term.

#### **Section 6. Resignation, Removal from Office and Performance Expectations**

A Director may resign at any time by giving reasonable written notice to the President. An Elected Director may be removed by a two-thirds vote of the members present and voting and entitled to elect such Director; whenever in their judgment the best interests of TRIPASS would be served thereby. In addition to other cause, any Director who finds he or she is in a position which presents an ongoing conflict of interest to the purposes of TRIPASS as stated in Article II of these bylaws may be removed for cause. Notwithstanding the foregoing, the authority of any Director to act as an officer may be suspended by the Board of Directors for cause. Cause for removal of a director shall include but not be limited to failure to meet the Performance Expectations or presence of a reason for dismissal listed on Addendum B.

#### **Section 7. Regular Meetings**

A regular monthly meeting of the Board of Directors shall be held at such time and place as may be designated by resolution by the Board of Directors without other notice than this by-law and such resolution. The Board of Directors may provide by resolution the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings of the Board without other notice than such resolution.

#### **Section 8. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Notice of any special meeting shall be given not less than five (5) or more than ninety (90) days prior to the date of such meeting. Notice may be given by electronic medium and confirmed by mail. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of North Carolina, as the place for holding any special meeting of the Board called by them. Any Director may waive notice of any meeting.

#### **Section 9. Informal Action by Directors**

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting

forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

#### **Section 10. Meetings by Teleconference or Other Communications Equipment**

Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these by-laws pursuant to meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at such meeting. Response to initial e-mail other than an "auto-response" will be counted as attendance.

#### **Section 11. Compensation**

Directors shall not receive any salaries for their services as directors, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving TRIPASS in an educational or speaking capacity and receiving compensation upon approval by a majority vote from the Board of Directors.

### **ARTICLE VII - ELECTIONS**

#### **Section 1. Nominations**

Any voting member in good standing can be nominated by any member of the user, including themselves.

#### **Section 2. Election Period**

Board Elections shall be held in November of every year – odd years for President, Vice President of Marketing and Treasurer, even years for Vice President of Membership and Vice President of Programs. The elections shall open on the third Thursday of November and close two weeks later.

#### **Section 3. Election Procedure**

Elections shall be held under the general supervision of the President. The names of the candidates and a statement from each candidate indicating acceptance of the nomination and willingness to serve, if elected, shall be presented.

Should the Board of Directors decide to conduct the election through written, facsimile, mail, electronic mail or online procedures, TRIPASS Headquarters, under the direction of the President, shall prepare the ballot or other documents and establish the necessary procedures for obtaining and counting of votes. The elected Directors will be reported to the voting members at the first meeting following the election period meeting.

#### **Section 4. Special Elections**

In addition to the Board Member elections, the Board of Directors can call a special election anytime there is business that requires a vote of the members.

### **ARTICLE XIII - FISCAL YEAR**

The fiscal year of the organization shall begin on the first day of January of each year

## **ARTICLE XIII - INDEMNIFICATION**

TRIPASS shall provide for the indemnification of all Directors, Officers, volunteers, employees and agents of TRIPASS to the full extent permitted by the State of North Carolina of the United States of America and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

## **ARTICLE XIV - AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the Board of Directors, provided that at least thirty (30) days' written notice is given of intention to alter, amend or repeal these bylaws and to adopt new bylaws prior to the specified date of the vote.

## **ARTICLE XV - DISSOLUTION**

Upon the dissolution of the TRIPASS and after payment of all indebtedness of the TRIPASS, any remaining funds, investments and other assets of the TRIPASS shall be distributed to such organization or organizations which have purposes and objectives similar to the purposes and objectives of the TRIPASS as may be determined by resolution adopted by the Board of Directors and ratified by a majority vote of the Members.

### **Addendum A (Bylaws reference Article IV Section 1 - Classes of Members)**

#### **Voting Member**

Membership may be granted to any individual that is a user or consultant of SQL Server or complementary products or that has an interest in SQL Server-complementary products or services. The Voting Member will have voting rights and full access to all member benefits. The Voting Member will be required to pay an annual due as determined by the Board of Directors.

#### **Free Member.**

Free membership may be granted to any individual or organization that uses SQL Server or complementary products or that has an interest in SQL Server-complementary products and services. These members may attend meetings and receive the current edition of the newsletter. Free members shall have no voting rights.

### **Addendum B (Bylaws reference Article VI Section 6 - Performance Expectations)**

#### **Performance Expectations for members serving on the TRIPASS Board of Directors includes:**

- Must be able to commit time required to the term of office set by the election procedures. (2 years)
- Must be able to attend a monthly board meeting.
- Must be able to attend special conference calls or meetings called by the President.

#### **Reasons for dismissal may include:**

Inability to attend board meetings on a regular basis.

Inability or unwillingness to act in a capacity designated by the board of directors.

Failure to fulfill the responsibilities of the office.

Failure to act in a manner consistent with TRIPASS's bylaws and/or policies.

Misrepresentation of responsibility and/or authority.

Misrepresentation of TRIPASS.

Unresolved conflict of interests with board responsibilities.

Breach of confidentiality.