

West Michigan Novell Users Group

Constitution and Bylaws

Revised March 2007

Article 1: Name

The name of this organization shall be West Michigan Novell Users Group, hereinafter referred to as WMNUG.

WMNUG is an organization of people who use or have an interest in Novell and Novell related products.

Article 2: Purpose and Objectives

Section 1: The purpose of WMNUG is to:

- a. Provide a local association to assist and coordinate the efforts of Novell users.
- b. Provide a forum for mutual exchange of information between Novell users and Novell, Inc.
- c. Provide a forum to promote the use of Novell products and related solutions within their respective organizations.
- d. Remain a user-focused group, managed by the users and for the users.

Section 2: The objectives of WMNUG:

- a. Promote the mutual exchange of information among members through various means, which may include, but are not limited to, email, an electronic bulletin board or conferencing system, monthly meetings, and newsletters.
- b. Facilitate the dissemination of information from Novell directly to the user, including product announcements, technical bulletins, or any other publication which Novell may make available.
- c. Provide uncensored and coordinated user feedback to Novell for use in product design, development, and correction.
- d. Promote the formation of special interest groups, hereinafter referred to as SIG, within WMNUG.

Article 3: Membership

Section 1: Any individual who subscribes to the purposes and basic objectives of WMNUG may become a member of WMNUG, subject to compliance within the provisions of this constitution. Membership in WMNUG shall be

available without regard to race, gender, age, national origin, religion, disability, marital status, or sexual orientation.

Section 2: An individual shall become a member of this organization upon application and subsequent approval by the group they wish to join, and upon payment of such dues and fees, if any, as may from time to time be determined necessary by the group.

Section 3: Rules

- a. All members of WMNUG shall be entitled to the same privileges, except for the voting privileges outlined in Article 3, Section 5b.
- b. Only members in good standing of WMNUG shall be eligible to participate in its business meetings or to serve in any of its elective or appointive positions.

Section 4: Termination of Membership

Membership may be terminated by the board of directors on the occurrence as:

- a. failure to pay dues within ninety (90) days of written notice of payment due
OR
- b. failure to satisfy the eligibility requirements as set forth in this Article.

Section 5: There shall be two types of membership.

- a. Individual membership shall entitle one person to be a member for a set annual fee, complete with voting rights.
- b. Corporate membership shall entitle a company to include a set number of members for a set annual fee. The current corporate membership levels offered have the following number of members:
 - Silver – 2 memberships, 1 voting member
 - Gold – 5 memberships, 3 voting members
 - Platinum – 10 memberships, 6 voting members
 - Voting members are designated at the time of enrollment, changes are to be communicated to an appropriate board member, voting members must be active to vote (applies to all corporate members).
- c. Special corporate memberships can be arranged, at the approval of the board, to provide a custom number of members for an agreed upon annual fee. Specialty memberships will be limited to a maximum of 6 voting members.
- d. Corporate member privileges include having the company name listed as a corporate sponsor, a link to their website from the WMNUG site, along with the ability to request special announcements to be forwarded to the membership via newsletter or email blasts, with a majority board approval.

- Section 6: Active members, implies “a member-in-good-standing”, defined by:
- a. Current paid membership.
 - b. Attend at least 60% of regular monthly meetings, since joining as a member, and attend at least 1 meeting per quarter.
 - c. Active involvement may also include participation via an “ask-the-experts” or other forum-type communications as approved by the board.

Article 4: Dues

- Section 1: WMNUG shall conduct an ongoing enrollment of members, and persons may be admitted to membership at any time.
- Section 2: Dues shall be set by the WMNUG board of directors and approved by two-thirds vote of the WMNUG general membership. Current dues will be posted on the “Membership” page of the www.wmnug.org website, as well as the membership form.
- Section 3: The dues year shall run the twelve months from the January 1 through December 31 for annual membership and is non-refundable. Membership dues will be pro-rated, on a one-time basis, for enrollments occurring later in the year.

Article 5: Meetings

- Section 1: Monthly Meetings
- a. The monthly meeting of all members of the WMNUG shall be held at such location and time as the Board of Directors may decide. The purpose of this meeting is to promote personal contact among WMNUG members, and discuss Novell products and related solutions, and for the transaction of such other business as may come before the meeting.
 - b. Meetings will be held the third Tuesday of each month during the period January 1 to December 31, unless otherwise stated by the Board of Directors.
- Section 2: Special Meetings

Special meetings of all members may be called by the Board of Directors or by written request, sent to the board, by more than one third of the active members as defined in Article 3, Membership, Section 6.

Article 6: Board of Directors and Officers

- Section 1: The affairs, objectives and purposes of WMNUG shall be conducted and managed by the Board of Directors.
- Section 2: The Board of Directors shall be comprised of not less than five (5) elected positions, all of who shall be elected by the membership from its members. No organization can hold more than two (2) Board positions at the same time. The term of office for each elected board member shall be two (2) years on the board, preferably with one (1) year per board position. Exceptions will be allowed with approval of the outgoing board or a vote of the WMNUG membership. The treasurer position may be held for only one (1) year, by one individual under any circumstance. A goal of two (2) or three (3) board members to be elected each year is desired; however there may be situations that call for board members to maintain board status for longer in order to ensure continuity of the association. The Board of Directors will be appointed as officers of WMNUG.

The Big Event Chairperson will be a specially voted position, nominated by the previous chairperson, and elected by the Board of Directors, for an indefinite term, which may be turned over at anytime and upon election of the Board of Directors. However, when a big event chairperson “retires” they are expected to be present to assist with the next year’s event.

If any term-limited position goes unchallenged the incumbent may stay. Any position that goes unchallenged shall be voted on each year, even if the incumbent chooses to stay (for any extended board positions)

The officers of WMNUG shall be president, vice-president, a secretary, a treasurer, and technical director. The Board of Directors may fill vacancies in any office at any meeting by a majority vote. No Novell employee can be a board member as per the Novell Users International (NUI) bylaws.

SIG Chairpersons shall be a member of the Board of Directors, but not an officer of WMNUG. Any SIG Chairperson only has voting authority on subjects related to their SIG, *including funding for events related to their specific SIG.*

The president shall have general management of the affairs of WMNUG, preside at meetings, call special meetings, and perform such other duties as his office may require. The president is also responsible for arranging speakers, presentations, and/or activities for each WMNUG meeting. The president shall be elected from the non-transitioning board membership by the combined incoming and outgoing board for the next year. The president must have held another board position during the prior year.

The vice-president shall, in the absence or incapacity of the president, perform all of the duties of that officer, and oversee, and coordinate, the efforts of all other officers and committees. The vice president shall be in charge of advertising, marketing, and communications, and shall perform such other duties as are incident to that office or as may be required by the elected officers.

The secretary shall keep the minutes of the business meetings, and maintaining WMNUG's correspondence, submit them, together with all other records and papers, to the elected officers at any meeting when requested to do so, and shall perform such other duties as are incident to that office or as may be required by the elected officers. The secretary will track attendance and active membership.

The treasurer shall keep regular books of account, and shall submit them, together with all other records and papers to the elected officers at any meeting when requested to do so. All disbursements over fifty dollars (\$50.00) shall be made by non-cash payment method. Annually the treasurer will prepare and present a report and budget forecast, as requested. In addition, the treasurer will maintain an up to date roster of members and shall perform such other duties as are incident to that office or as may be required by the elected officers.

The technical director shall be responsible for technical communications and help maintain any on-line forums or services that are dedicated to WMNUG business. Specifically, the technical director is responsible for ensuring the availability and timely updates of the WMNUG web site. The technical director shall assist with obtaining technical resources/assistance for any presenter.-

A special, appointed position to head up the SIG for The Big EveNt will fill a limited board position. The Chairman of The Big EveNt will oversee the planning, budgeting, sponsor negotiation, press coverage, volunteers, user group relationships, committee members, and all other issues regarding The Big EveNt. The Chairman of The Big EveNt will request funding and recommend pricing to the entire Board of Directors for approval. The Chairman is not allowed to approve funds without the board's approval. More detailed information can be found in the charter for The Big EveNt SIG.

Board members must be active members.

Section 3: Special meetings of the Board of Directors may be called by the president or a majority of the Board of Directors members, with all board members notified far enough in advance to accommodate schedules.

Section 4: A majority of the members of the Board of Directors (2/3 of the officers) shall constitute a quorum for transaction of business in any meeting.

Section 5: The Board of Directors may create such standing and special committees, as it deem necessary to promote the purposes and carry on the work of WMNUG. The president shall be a member ex officio of all the committees of WMNUG. Only the Board of Directors may approve any expenditure related to any such committees.

Section 6: Resignation

Any director may resign at any time by providing notice to the Board of Directors. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor may be appointed to fulfill the remaining term of the resigned director by the remaining directors as provided in Article 6.

Section 7: Removal

The board of directors may remove any board member with cause.

- a. Causes may include: lack of involvement, unsatisfactory job performance, putting other agendas ahead of WMNUG's best interests, or damaging WMNUG's reputation.
- b. The procedure to remove a board member will be a majority (2/3) vote of the active board.

Section 8: Board Vacancies

A vacancy on the board may be filled with a person from the membership selected by the remaining board members. The term of the replacement board member shall be until the next annual meeting when elections are held, unless a special election is called by a majority of the board members.

Article 7: Elections

Section 1: Elections will be held annually in the month of April. The members will be notified of the pending election in the WMNUG newsletter or via email. The newly elected board will begin their term of office in June, however, the new board will work with the standing board for the month of June in order to provide time to transition after The Big Event to ensure that all monies due are received and all bills related to the event are paid promptly.

Section 2: Only active WMNUG members are eligible to be a candidate for the board of directors.

Section 3: Each active individual WMNUG member has one vote; corporate members have a specified number of votes as outlined in Article 3, Section 5b. A simple majority vote by ballot will be conducted. Electronic voting methods may be selected by the board of directors, with the secretary tabulating the results.

Article 8: Voting Requirements

Section 1: Voting rules:

- a. Corporate members must identify their voting members when they join; voting members may be changed through a written process and with board approval, at a minimum of 30 days prior to any vote.
- b. The voting members of a corporate membership must be active members in order to vote, under the same rules as individual members.
- c. Individuals must be active members and attended at least two meetings prior to the vote in order to vote.

Article 9: Committees

Section 1: The elected board members may create any committees deemed necessary to promote the purposes and carry on the work of WMNUG.

Section 2: Each committee shall have a chairman nominated and approved by the Board of Directors.

Article 10: Special Interest Groups

Section 1: Each Special Interest Group (SIG) will be formed for a specific purpose with noted responsibilities. The SIG chairman may be elected by the SIG members or appointed by the board of directors, depending on the SIG charter.

Section 2: Membership in a WMNUG SIG requires membership in WMNUG.

Section 3: Each SIG shall submit an annual budget to the board of directors, along with any potential funding sources, to gain approval for any expenditure that are incurred by the SIG.

Article 11: Treasury

- Section 1: The WMNUG treasury shall hold funds generated by membership dues, special SIG events, and other funding sources which may be used towards meeting WMNUG's financial obligations occurred during the normal course of business.
- Section 2: Any expenditures to be made on the behalf of WMNUG or one of its SIG's, shall be made only upon majority board approval. Recurring expenses, such as a post office box rental, may be approved on an annual basis with a single vote.
- Section 3: The board of directors may elect to approve a monthly meeting budget to cover items such as food and refreshments, with a "to not exceed" limit.
- Section 4: The following board members will receive a debit card: president, treasurer, and others with special approval by the board as needed to fulfill their position.

Article 12: Conduct

Roberts Rules of Order apply, but may not necessarily be enforced at each and every meeting.

Article 13: Code of Ethics

- Section 1: All members must:
- a. Conduct themselves and their activities in a professional manner marked by integrity and a spirit of fair play.
 - b. Refrain from engaging in any activity which would violate the proprietary rights of their employers.
 - c. Abide by the Constitution and by-laws of WMNUG.
 - d. Not engage in any UNSOLICITED sales activity, including direct or indirect solicitation, or conduct any other activity contrary to the purpose of the by-laws of WMNUG.
 - e. Not distribute any materials or post displays of any kind at WMNUG functions/activities without prior approval by the Board of Directors.
 - f. Not engage in any form of personnel recruiting at WMNUG functions or resources.
 - g. Not use the WMNUG name other than in the conduct of WMNUG business as determined by the Board of Directors.
 - h. Not use the WMNUG membership list or any part hereof except in the conduct of WMNUG business as determined by the Board of Directors.
 - i. Restrict the use of WMNUG documents and any other data to the purposes defined in the Constitution and as otherwise authorized by the Board of Directors.

- j. Keep confidential anything of a sensitive nature mentioned in the WMNUG meetings (or written in the meeting notes). The nature of the topics implies that there must be a high level of trust, and that private business information will not be misused.
- k. Not promote anyone's personal business or the business of their employer; however, announcements pertaining to member's personal business may be made with special permission, especially in the case of events that are open to the public.
- l. Not to release the WMNUG membership lists or contact information to any outsiders, or misuse it at any time. WMNUG should protect its members from unsolicited contacts. Vendors who want to inform the group can provide digital literature that may be forwarded to members by the board of directors or printed materials that may be made available at meetings. The single exception is to sponsors of The Big Event, refer to the SIG charter for details.
- m. Expect to contribute to the group in some way. For example, members may be involved by speaking about their areas of expertise, being part of a project team, submitting news items to share with the group, or assisting with events or committees.

Section 2: Violation of the spirit of the code of ethics may be dealt with as is necessary up to and including dismissal from WMNUG by the Board of Directors.

Article 14: Indemnification

A person who was or is a board member of the organization or who was or is serving at the request of the organization, shall be held harmless against expenses, if the person acted in good faith and with board approval.

Article 15: Compensation

No member of the Board of Directors shall receive any monetary compensation from WMNUG for their services rendered to WMNUG.

Article 16: Property and Income

Section 1: All property and income of WMNUG will be used to promote the association's objectives.

Section 2: No property or income will be used for the personal benefit of members or officers. The WMNUG Board of Directors may elect to provide reasonable compensation to non-members for services deemed necessary, such as meals for meetings.

Section 3: WMNUG shall conduct and carry on its business without profit to itself.

Section 4: All WMNUG documents are the sole property of the organization and may not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or these by-laws.

Article 17: Dissolution

Upon the dissolution of WMNUG, the Board of Directors, after paying or making provision for the payment of all liabilities of WMNUG, shall adopt a plan for the disposition of all the assets of WMNUG, its associations and committees or corporation in accordance with the by-laws (including further amendments, if any) to such other organizations which shall at the time qualify as an exempt organization or organizations under section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law).

Article 18: Ratification of this Constitution

The WMNUG Board of Directors shall conduct a vote of this Constitution at its earliest convenience. A two-thirds (2/3) majority vote of the active membership is required for ratification.

Any amendments proposed to this constitution shall require a minimum thirty (30) day notice prior to voting upon the constitutional issue. A two-thirds (2/3) majority vote of the active membership shall be required for ratification.

Article 18: Fiscal Year

The fiscal year of WMNUG shall end on December 31 of each year.