These Bylaws lay out a framework for running the Dayton.NET Developers Group (DevGroup). These Bylaws are also referred to as the Code of Regulations in the DevGroup's Articles of Incorporation filed with the state of Ohio.

The DevGroup should strive to be run as informally as possible, with minimal bureaucracy and hassle dropped on its members; however, these bylaws will help to guide the group when needed.

Article I. MISSION

Section 1. Goals

The Dayton .NET Developers Group (DevGroup) has education as its primary mission. The DevGroup exists to provide a forum for Dayton area technologists to learn and share information about Microsoft .NET technologies, industry practices, and other software development related topics. The DevGroup's primary goal is to help area developers, leads, and managers increase their skill level, knowledge in, and interest of .NET-related technologies, industry practices and trends.

Section 2. Status

The DevGroup is an Ohio nonprofit corporation, organized for fulfilling the mission goals listed above. The DevGroup operates solely for the goals above, and not for gain or individual profit.

Section 3. Endorsements

The DevGroup offers a platform for presenters to demonstrate various products and services; however, the DevGroup will make no endorsement of any product or service. Personal opinions of DevGroup directors, committee members, and general members must not be confused as a formal endorsement by the DevGroup itself.

Section 4. Transparency

The DevGroup will provide complete transparency of all DevGroup matters. All financial transactions (sponsor funding, meeting expenses, etc.), committee meeting minutes, DevGroup director decisions, etc. will be documented and shared with the general membership via the DevGroup's mailing list or website.

Article II. MEMBERSHIP

Section 1. Eligibility

Membership in the DevGroup is open to all interested individuals. Individuals may join the DevGroup via the DevGroup's website or by registering at a DevGroup event.

Companies, corporations, or other group entities may not be members.

Section 2. Membership

In the desire to keep the group operating as simply as possible, only one level of membership exists: General.

(a) General Member

All members of the DevGroup are General members. There is no ongoing attendance requirement.

Section 3. Dues and Financing

No dues will be charged to members. Financing for DevGroup events will be covered by donations from sponsors. If future situations warrant it, dues may be implemented by a vote of the Board of Directors and must be ratified by a vote of the General Members.

Section 4. Membership Certificates

Physical Membership Certificates will not be issued to Members by the DevGroup.

Section 5. Votes

No elections are held for DevGroup positions; however, if the Board of Directors decides an issue requires a vote of the General Members, then each General Member will have one vote.

Article III. Board of Directors

Section 1. Board of Directors

The Board of Directors consists of four or more Members who have been appointed to the Director positions. The Board of Directors also serves as the Trustees in regards to the nonprofit corporation filed with the State of Ohio.

One member of the board will serve as the Lead Director for the Board of Directors.

Section 2. Amending Bylaws or Articles of Incorporation

Directors can by a majority vote amend the DevGroup's Articles of Incorporation or Bylaws.

Section 3. Appointment to the Board

Directors are appointed to the Board by a majority vote of the current Directors. Such appointments usually happen only when one of the current Directors resigns from the Board or is removed via actions noted in Section 6, Removal.

Section 4. Term

Directors service until they resign or are removed as noted in Section 6.

Section 5. Compensation

Directors are volunteers and are paid no salary for fulfilling their duties.

Section 6. Removal

Any Director can be removed, without cause, from the Board by a majority vote of the other Directors.

Section 7. Vacancies

A Director may resign their position at any time. Director vacancies will be filled by the remaining Board members appointing a General Member to the position.

Section 8. Non-Liability and Indemnification

Neither the Directors, nor the DevGroup's Members, shall be held liable for any debts, liabilities, or other obligations of the DevGroup.

The Directors and Members of the DevGroup shall be indemnified by the DevGroup to the fullest extent permissible under the laws of this state.

Section 9. Board of Director Meetings

(a) Regular Meetings

Directors will meet regularly to accomplish the running of the DevGroup.

(b) Special Meetings

Special Meetings may be called by any Director of the DevGroup.

(c) Notice of Meetings

No notice is required for regularly scheduled Board meetings. One week's notice to all Board members is required for Special Meetings.

(d) Open Meetings

All meetings, Regular or Special, are open to all Members of the DevGroup; however, only Board Members will be involved in running the meetings.

(e) Quorum

A quorum of three Directors is required for any meeting. When only a quorum is present at a meeting, the majority of votes will be two of the three Directors present.

(f) Conduct

The Lead Director will officiate at all meetings. If the Lead Director is not present, another Director will fulfill those duties. One director must take minutes for all meetings.

Article IV. Director Responsibilities

The Board of Directors is responsible for accomplishing any tasks related to the operations of the DevGroup as required by law or in accordance with the Bylaws or Articles of Incorporation.

Unless otherwise stated in the Bylaws specific responsibilities for the operation of the DevGroup will be distributed by agreement among the Board of Directors or Members as appointed by the Board of Directors. Any Member appointed to fulfill a role has no additional benefits or votes and is not considered a member of the Board of Directors.

The following responsibilities MUST be fulfilled by the Board of Directors or appointed Members, but they may be distributed in any fashion the Board of Directors agrees upon:

(a) General Leadership

(i) Be responsible for general running of the DevGroup.

(ii) Conduct and chair all Board of Director meetings, as well as any other special meetings required for the DevGroup's operation.

(b) Communications

(i) Be responsible for all appropriate communications, public relations, marketing and promotional activities.

(ii) Be responsible for publication of all house organs, including, but not limited to, the monthly Newsletter and the Group Web Site.

(iii) Be responsible for all internal advertising, including: revenues, appropriateness of material and other promotional functions within the DevGroup.

(iv) Be responsible for the publicity of group activities to increase public awareness of the DevGroup.

(c) Speaker Coordination

(i) Be responsible for arranging the programs for the general meetings.

(ii) Introduce the program and act as MC during DevGroup meetings.

(d) Record Keeping

(i) Take minutes of all business meetings and Board of Directors meetings.

(ii) Prepare a draft of the minutes and distribute copies to all committee members or post minutes on the DevGroup's Web Site. Ensure that draft minutes are approved or approved as amended by majority vote at the next meeting of the Board of Directors.

(iii) Maintain files, including minutes, incoming and outgoing correspondence, etc.

(iv) Keep and maintain the Articles of Incorporation, the Corporate Seal (if a Corporate Seal is obtained), the Bylaws, and all important corporate documents.

(v) Be responsible for maintaining the membership records as determined by the Board of Directors.

(vi) Maintain an up-to-date list of all members, incorporating new member requests when received.

(vii) Record the attendance of members at all functions.

(viii) Notify the appropriate directors of forthcoming events that may require action.

(e) Finance and Regulatory

(i) Deposit and maintain custody of all moneys received by the DevGroup and have general responsibility for overseeing all financial affairs.

(ii) Ensure that the DevGroup's bank has on file authorization for checks to be signed by appropriate Directors. Each check requires only one signature and must be in accordance with other provisions of these bylaws.

(iii) Checks over $100.00 may be processed without Board approval if they are for Board approved projects. Checks under $100.00 may be processed at the Director's discretion if the invoice or bill is properly authenticated. Checks over $100.00 and not for approved projects require the Board's approval.

(iv) Maintain complete records and present a financial statement at each Board of Directors Meeting, and at the business meeting when requested.

(v) Maintain a copy of the financial statement and records.

(vi) In February, submit to the Board of Directors a complete, final cumulated summary of the financial results for the previous year.

(vii) Be prepared to assist in an annual audit, as appropriate.

(viii) Prepare and file all required Federal, State and Local tax returns in a timely manner.

(ix) Prepare and file all required Federal, State and Local paperwork required for the maintenance of the nonprofit corporation.

Article V. COMMITTEES

The Board of Directors may appoint ad hoc committees as needed to accomplish tasks.

Article VI. FINANCIAL TRANSACTIONS

Section 1. Budget and Activities

All DevGroup activities that conduct regular financial transactions shall operate within a budget approved by the Board of Directors.

Section 2. Authorized Expenditures

The Director responsible for finances shall reimburse all authorized expenses. Receipts for individual expenses exceeding $25.00 must be provided.

Section 3. Use of Net Earnings

No part of the net earnings of the DevGroup shall inure to the benefit of any individual member. All profits shall be used in the DevGroup's interest.

Section 4. Annual Statements

A financial status of the DevGroup shall be published annually during the first quarter of the calendar year.

Section 5. Audits

If required by law and the DevGroup's nonprofit status, an independent audit of the DevGroup's financial records shall be made annually by individuals designated by the Board of Directors.

Section 6. Dissolution

In the event of the dissolution of the DevGroup, all assets shall be transferred in accordance with applicable law in a manner deemed equitable by the Board of Directors.

Article VII. MEETINGS

The mission of the DevGroup is to provide useful information to its members through regular meetings.

Section 1. Schedule

The DevGroup shall meet regularly, preferably on a monthly basis. Additional meetings or conference/training days shall be held as planned by the Board of Directors.

The schedule of meetings shall be posted on the DevGroup's website.

Section 2. Notification of Schedule Changes

Any change to the schedule must be communicated to the membership at least five working days in advance. Such communication must be passed through the DevGroup's mailing list and posted on the DevGroup's website.

Section 3. Business Meetings

Business meetings will be held to conduct any special business actions identified by the Board of Directors as requiring involvement of the General Membership.

These business meetings should be held in conjunction with the regular presentation meetings.

Article VIII. AMENDMENTS

Section 1. Proposing Amendments

Amendments, changes or deletions to the DevGroup's Bylaws or Articles of Incorporation may be made at any meeting of the Board of Directors, but only if this action is announced at least fifteen days prior to the meeting. The notice must clearly announce the suggested changes.

Section 2. Adopting Amendments

Amendments, changes, or deletions to the DevGroup's Bylaws or Articles of Incorporation can be adopted by majority vote of the Board of Directors. Such actions must be communicated to the DevGroup by posting to the group's website.

Article IX. Acknowledgements

Portions of this document were adapted from the 1960 PC Users Group of Greater Northwest Houston. Their Bylaws are available on the web at http://www.1960pcug.org/directors/amended_by-laws.htm

Portions of this document were adapted from the Great Lakes Area .NET Users Group. Their Bylaws are at http://www.migang.org/Default.aspx?tabid=27

Portions of this document were adapted from the Cincinnati .NET User Group Bylaws. Their Bylaws are at: http://cinnug.org/files/folders/cinnugdocs/entry1105.aspx.

ADOPTION OF BYLAWS

We, the undersigned, are all of the Directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of these eight pages, as the Bylaws of this corporation.

Dated: _____

_____

James H. Holmes, Director

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Justin Kohnen, Director

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Dan Hounshell, Director

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Robert B. Sledge, Jr., Director