

Bylaws of the Dayton .NET Developers Group

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.

Additionally, the DevGroup is organized with a formal membership, whereby each Supporting Member shall have a vote in electing the DevGroup's Board of Trustees. Membership, voting process, and the Board of Trustees are discussed below.

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 officers, 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 officer 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. Classes of Membership

The following classes of membership are authorized:

(a) General Member

An individual is a General Member if the conditions for attaining and maintaining Supporting Member status are not met. General Members have no voting rights.

(b) Supporting Member

A member attains Supporting Member status by attending at least three out of six meetings inclusive.

- i. Supporting Member status is evaluated by including the current meeting along with the five prior meetings for purposes of establishing whether three out of six meetings have been attended.
- ii. A new member who attends three consecutive meetings attains Supporting Member status on the third meeting and thus may vote at that third meeting.
- iii. For example, in order to vote at the annual Business Meeting, which is normally held in November, the member must attend at least three meetings between June and November of that year.

Only Supporting Members may vote on DevGroup issues and in elections. Only Supporting Members may run for an Officer/Trustee position or be appointed by the Board of Trustees to fill a vacant Officer/Trustee position.

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 Trustees and must be ratified by a vote of the Supporting Members.

Section 4. Membership Certificates

Physical Membership Certificates will not be issued to Supporting Members by the DevGroup. Rather, the DevGroup will track and record the membership status of all members.

Section 5. Votes

Each Supporting Member will have one vote for issues requiring approval of the membership. Each Supporting Member will have one vote during an election.

Article III. Board of Trustees

Section 1. Makeup

The Board of Trustees consists of the four DevGroup Supporting Members elected to fill the four Officer positions. Each of these four is referred to as an Officer/Trustee since both positions are concurrently held.

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In addition, the current Board of Trustees may, upon a majority vote of the Trustees, invite one or more Officer/Trustees from the previous term to serve as a Trustee for an additional calendar year in order to provide continuity of leadership on the Board from term to term.

Section 2. Responsibilities

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

The Trustees are also responsible for accomplishing any tasks relating to running the DevGroup as required by law or the DevGroup's Articles of Incorporation.

Section 3. Election

Officer/Trustees are elected by the DevGroup's Supporting Members at the group's annual Business Meeting, normally held each November after the DevGroup's initial year.

Each Supporting Member will vote for Supporting Members to fill vacant Officer/Trustee positions.

Section 4. Term

Officer/Trustees normally serve one calendar year, from 1 January to 31 December. As discussed in Section 1, an Officer/Trustee from the prior term may serve an additional calendar year if they are invited and they agree to serve.

Section 5. Compensation

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

Section 6. Removal

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

Section 7. Vacancies

A Trustee or Officer/Trustee may resign their position at any time.

Officer/Trustee vacancies will be filled by the remaining Board members appointing a Supporting Member to the position. The newly-appointed Officer/Trustee will serve only until the next regular election of Officer/Trustees.

Section 8. Non-Liability and Indemnification

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

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

Section 9. Meetings

Policies listed in this section apply to meetings of both the Board of Trustees and Officers.

(a) Regular Meetings

Trustees serve as Officers of the DevGroup, and will meet regularly to accomplish the running of the DevGroup.

(b) Special Meetings

Special Meetings may be called by any Officer 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 Supporting Members of the DevGroup; however, only Board Members will be involved in running the meetings.

(e) Quorum

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

(f) Conduct

The DevGroup President will officiate at all meetings. If the President is not present, the Vice President will fulfill those duties. The DevGroup's Secretary, or the Treasurer in the Secretary's absence, will act as secretary for all meetings.

Article IV. Officers

Section 1. Officers

Officers, also known as Officer/Trustees, must be Supporting Members and shall consist of the following:

(a) President

(b) Vice President for Communications

(c) Secretary

(d) Treasurer

Section 2. Election

Officer/Trustees are elected by the DevGroup's Supporting Members at the group's annual Business Meeting.

Section 3. Term

Officer/Trustees shall serve one year, from 1 January to 31 December.

Section 4. Compensation

Officer/Trustees are volunteers and are paid no salary for fulfilling their duties.

Section 5. Officer General Responsibilities

The general responsibilities of all officers are to ensure the DevGroup runs smoothly in its day-to-day business. The officers shall also ensure that all assets of the DevGroup are preserved and protected.

Section 6. Specific Responsibilities

(a) The PRESIDENT shall

- (i) Be responsible for general running of the DevGroup.**
- (ii) Conduct and chair all Board of Trustee meetings, as well as any other special meetings required for the DevGroup's operation.**
- (iii) Designate special committees and recommend appointment of committee chairs and members as needed.**
- (iv) Be responsible for arranging the programs for the general meetings.**
- (v) Introduce the program and act as MC during DevGroup meetings.**

(b) The VICE PRESIDENT FOR COMMUNICATIONS shall

- (i) In the absence of the President, or the President is unable or refuses to act, or at the discretion of the President, perform the duties of the President.**
- (ii) Serve as President for the remainder of the President's term of the office, if the Presidency becomes vacant.**
- (iii) Be responsible for all appropriate communications, public relations, marketing and promotional activities.**
- (iv) Be responsible for publication of all house organs, including, but not limited to, the monthly Newsletter and the Group Web Site.**
- (v) Be responsible for all internal advertising, including: revenues, appropriateness of material and other promotional functions within the DevGroup.**

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- (vi) Be responsible for the publicity of group activities to increase public awareness of the DevGroup.
- (c) **The SECRETARY shall**
 - (i) Take minutes of all business meetings and Board of Trustees meetings.
 - (ii) Prepare a draft of the minutes and distribute copies to all officers 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 Trustees.
 - (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) Prepare notices and ballots for the annual election of officers.
 - (vi) Be responsible for maintaining the membership records as determined by the Board of Trustees.
 - (vii) Maintain an up-to-date list of all members, incorporating new member requests when received.
 - (viii) Be responsible to determine that only DevGroup Supporting Members are nominated for Trustees and that only DevGroup Supporting Members cast ballots for any voting issues.
 - (ix) Record the attendance of members at all functions.
 - (x) Notify the President and/or the appropriate officer of forthcoming events that may require action.
- (d) **The TREASURER shall**
 - (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 the Treasurer or the President. 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 Treasurer'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 Trustees 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 Trustees 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.**

Section 7. Multiple Positions

Officers should not serve in more than one position; however, one person may hold more than one officer position when required.

Article V. COMMITTEES

The President 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 Trustees.

Section 2. Authorized Expenditures

The Treasurer 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 Trustees.

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 Trustees.

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 Trustees.

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 annual elections.

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

At these meetings, a quorum shall be ten percent of Supporting Members.

Article VIII. ELECTIONS AND VOTES

Section 1. Election Timing

Elections shall be held annually for the DevGroup's Officer/Trustee positions during the Business Meeting in November.

Section 2. Nominations

Candidates for Officer/Trustee positions shall be Supporting Members of the DevGroup. Nominations of candidates for Officer/Trustee positions must be made at the October General Meeting after which the nominations will be closed. All nominations made and accepted by the nominee during the October General Meeting must be included in the November ballot. A Supporting Member may nominate himself or herself. A nominee should accept the nomination only after understanding and committing to fulfill the responsibilities and duties of the office they seek.

Section 3. Voting

Only Supporting Members may vote. General Members may not vote.

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Voting is required for the election of any Officer/Trustee position when more than one person is running for that position. If no more than one person runs for any vacant Officer/Trustee position, no voting is required.

Voting will be done via a paper ballot that lists the persons running for each Officer/Trustee position. Supporting Members will vote for one person for each vacant Officer/Trustee position.

Any Supporting Member may request verification that only Supporting Members are voting.

Article IX. 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 Trustees, 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 Trustees. Such actions must be communicated to the DevGroup by posting to the group's website.

Article X. 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.miqang.org/Default.aspx?tabid=27>

ADOPTION OF BYLAWS

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

Dated: _____

James H. Holmes, Trustee

Jimmy Brock, Trustee

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Christopher Strolia-Davis, Trustee

Robert B. Sledge, Jr., Trustee