

ARTICLE I: NAME OF ASSOCIATION

Section 1.

A. The name of this Association shall be: the NATIONAL AMS USERS GROUP (the Association).

Section 2.

A. The Association is not organized for pecuniary benefits and shall not make or declare dividends.

ARTICLE II: PURPOSES

A. The purposes of the Association are:

1. To promote the exchange of ideas and information and foster professional development among users of the Apteian products.

2. To furnish members with current information regarding the products developed and distributed by Apteian and compatible hardware/software.

3. To influence Apteian in the development and enhancement of Association Management Systems (AMS) software and related products.

ARTICLE III: MEMBERSHIP

Section 1. Classes of Membership

A. Corporate membership shall be limited to hosted and/or licensed users of the Apteian product. Each such user is entitled to no more than one corporate membership. The rights of corporate membership can be exercised only by the person designated by the member company or organization.

B. Affiliate membership is available to any person who subscribes to the purposes of the Association but who is not otherwise qualified for Corporate membership. Generally this class of membership is intended for vendors, consultants, and other interested third parties.

C. Companies and organizations considered to be competitors of Apteian products or who provide products and services that are considered to be in competition with products and services offered by Apteian may not be members of the Association.

D. Only Corporate members are entitled to vote regarding the affairs of the Association. Each Corporate member shall designate one voting representative by notice to the Association.

E. Corporate members are entitled to hold any office established by these Bylaws with no more than two individuals from the same organization holding a Director or officer position during the same term year.

F. If an individual named on the Corporate membership is not present for a vote, any one with this corporate membership is eligible to vote.

G. The voting representative may be changed from time to time by further notice to the Association.

Section 2. Applications for Membership

A. Eligible parties who subscribe to the purposes of the Association and agree to abide by its rules and Bylaws may apply to join the Association.

Section 3. Elections to Membership

A. Applications for membership shall be presented to the Association's Board of Directors (the Board). The Board shall have the power to accept or reject applications for membership based on eligibility criteria or incomplete application information, to determine the appropriate membership class of each member, and to institute such procedures for the review of other applications, as it may from time to time deem appropriate.

ARTICLE IV: DUES AND ASSESSMENTS

Section 1. Dues

A. The rates of membership dues and the amounts of any special assessments shall be fixed by the Board.

B. Annual dues of all members shall be payable by January 1 of the year to which they are applicable. The Board may prorate the initial dues of any new member joining this Association after June 30 of any year.

C. Any new member that joins the Association after the Annual Conference and is fully paid shall be considered to be a member in good standing for the remainder of that year and all of the following year.

D. Any action of the Board pursuant to this Article V shall be conclusive and binding upon all members affected thereby.

ARTICLE V: TERMINATION OF MEMBERSHIP

Section 1. Resignations

A. Any member may resign from membership by giving written notice to that effect to the Secretary and paying all dues for the year of termination.

Section 2. Suspension and Termination

A. The Board shall have the power to suspend or terminate the membership rights of any member for conduct considered to be contrary to the best interests of the Association. Such action is to be taken only after due notice, in writing, has been given to the member in question and the member has been given an opportunity to respond.

B. If not paid by January 1, a grace period of two months shall apply, during which time membership benefits shall be available. Membership shall automatically terminate after February 28 if dues are unpaid.

Section 3. Other Membership Rules

A. The Board may establish from time to time application procedures, forms, and dues rates consistent with the provisions of the Article.

ARTICLE VI: DIRECTORS AND OFFICERS

Section 1. Board of Directors

A. The Board shall consist of 9 persons: President, President Elect, Immediate Past President, Secretary, Treasurer, Director of Membership, Director of Communications, Director of Meetings and Apteau representative. The Directors other than the Apteau representative will be elected as provided in Sections 1-3 of Article VII.

B. The Board of Directors shall have authority to manage the funds, finances, and activities of the Association.

C. Unless otherwise provided by law or these bylaws, any question to be decided by the Board shall be decided by the vote of the majority of the Directors present at the meeting at which such question is presented, provided a quorum is present.

Section 2. Officers

A. The Officers of the Association shall be the President, President Elect, Secretary, and Treasurer.

Section 3. Duties of Officers

A. President: The President shall be the executive head of the Association and when present shall preside at all meetings.

B. President Elect: Chairs the nominating committee and serves in the role of President in the event that the President is temporarily unavailable or temporarily disabled.

C. Immediate Past President: The Immediate Past President shall provide advice and counsel and perform other duties as assigned by the Board.

D. Secretary: The Secretary shall be responsible for the written minutes of each meeting and shall preside at meetings of the Association and the Board whenever the President and President Elect are absent.

E. Treasurer: The Treasurer shall perform such duties as implied by the title or as authorized or directed by the Board, shall supervise the financial operations of the Association, shall keep such records as are deemed necessary, and shall file such financial statements with government entities as may be required by law.

Section 4. Non-elected Director

A. One Director shall be appointed by Apteau from among full-time staff who shall not be entitled to vote. The Board shall be given opportunity to review, approve or reject the choice.

Section 5. Meetings

A. The Board shall meet at least once each year.

B. A quorum of a meeting of the Board shall be a majority of Board members including at least two officers.

C. A simple majority of Board members present and voting is required for approval for all matters requiring a vote, unless specifically stated otherwise in this document.

ARTICLE VII: NOMINATIONS AND ELECTIONS OF DIRECTORS AND OFFICERS

Section 1. Nominations by the Nominating Committee

A. Not later than 45 days prior to the Annual meeting of each year the General Nominating Committee shall submit to the President its nominations for vacancies in the offices of President Elect, Secretary, Treasurer, and Directors. The President shall give written notice of such nominations to such members of the Association as are entitled to vote thereon at least 30 days prior to the date of the Annual meeting.

Section 2. Additional Nominations

A. Additional nominations may be put forward at the Annual meeting by any member in good standing but the nominee must agree to the nomination.

Section 3. Elections at Annual Meeting

A. At the Annual Meeting, the membership shall receive the nominations of the Nominating Committee as provided in Section 1 hereof, and shall elect nominees receiving the highest number of votes.

Section 4. Elections by other means

A. Elections may be conducted by mail or other means permitted by law.

Section 5. Terms of Officers and Directors

A. Officers and Directors elected at any Annual meeting shall take office September 1 of the current year and shall be elected for a one year term expiring August 31 of the following year, except for the Treasurer and President Elect.

B. The President Elect will serve three consecutive terms. One term as President Elect, one term as President, and one term as Immediate Past President.

C. No member may simultaneously hold more than one position on the Board.

D. The Treasurer will serve a minimum of two consecutive terms.

Section 6. Vacancies

A. In the event of a vacancy on the Board, the Board shall have the power to appoint a new Officer or Director to serve until the next annual election.

ARTICLE VIII: MEETING OF THE ASSOCIATION

Section 1. Annual Business Meeting

- A. This Association shall hold an Annual Business Meeting each June at such place as shall be determined by the Board, provided written notice has been provided to the Nominating Committee at least 60 days prior thereto, and that written notice of the place, date and hour of the meeting has been provided to all company members not less than 10 days prior to such a meeting.
- B. The Annual Business Meeting shall be held in conjunction with the annual National AMS Users Group (NAUG) Conference.

Section 2. Proceedings at Annual Meeting

- A. The Annual meeting in each year shall receive the annual report of Officers and Directors of the Association, shall elect Officers and Directors, and shall transact other business as may properly be brought before it.

Section 3. Special Meetings

- A. Special meetings of the Association may be called at any time any place upon authorization by the Board, or by the written request of twenty five percent of the corporate membership.
- B. The entire membership must receive special notice of such meeting from the Secretary at least 10 days in advance of the special meeting.
- C. Special meetings of the Board of Directors and/or general membership may be conducted by telephone, mail or other means permitted by law.

Section 4. Quorum and Voting

- A. Attendance of at least 25% of the active corporate membership of the Association shall constitute a quorum at all annual and special meetings of the Association. Each corporate member in good standing shall have one vote.

Section 5. Parliamentary Rules

- A. The rule of parliamentary procedure as laid down in Robert's Rules of Order, except as they may conflict with these bylaws, shall govern all meetings of the Association.

ARTICLE IX: COMMITTEES OF THE ASSOCIATION

Section 1. Nominating Committee

- A. Nominating Committee, consisting of at least two corporate members, shall be established to prepare a list of candidates to serve as Officers and Directors of the Association, to ascertain the availability of these nominees to serve in the positions specified, and shall submit its nominations to the President and to the Annual meeting as prescribed in Article VII.

Section 2. Program Committee

- A. Program Committee consisting of at least three corporate members shall be established whose duty it shall be to plan speakers and presentations for the annual National AMS Users Group Conference.

ARTICLE X: FINANCE AND FUNDS

Section 1. Fiscal Year

A. The fiscal year of this Association shall be the calendar year.

Section 2. Annual Operating Budget

A. The Board shall adopt an annual operating budget covering all activities of the Association.

Section 3. Funds

A. All monies due this Association shall be paid to the Treasurer invested in a bank or banks as directed by the Board. All disbursements shall be approved for payment and paid in accordance with regulations adopted by the Board.

B. All bills shall be paid by check and checks in excess of an amount set by the Board shall require the signatures of two members of the Board, one of whom must be an officer.

C. The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure, or be distributed to the members of the Association. On the dissolution of the Association, any funds remaining shall be given or transferred to some other not-for-profit institution.

D. The Association shall not pay for, assume or become responsible for the debts or liabilities of any individual member.

ARTICLE XI: RESTRICTIONS

A. The Association shall wholly abstain from any political or labor affiliation, endorsements for public office, or any partisan or sectarian activity.

ARTICLE XII: AMENDMENTS, ALTERATION, AND REPEAL OF BYLAWS

A. These Bylaws may be amended, repealed or altered, in whole or in part, by a majority of the members voting, provided that the proposed change shall have been approved by the Board and provided that a copy of such changes shall have been delivered in conformance with applicable law to each regular member at least 10 days prior to the day on which vote is to be taken. Voting on such changes may be at an Annual or Special Meeting of this Association.

B. The Board may formulate standing rules to supplement these Bylaws.

C. The Bylaws will be reviewed annually by the Board. Legal counsel will review any alterations before changes presented to the membership for approval.

D. Content changes can be made to these Bylaws with Board approval. Such changes are defined as a revision that does not change the purpose, intent or meaning of any individual Bylaw. However, this will allow the Board to update vendor names and other like information within these Bylaws.