

# **The Portland Area Networking User Group Bylaws**

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# PANUG ByLaws

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## **Article I – Identification**

### **Section 1. Name**

The name of the association is Portland Area Networking Users Group, a not-for-profit organization. The name may be abbreviated as PANUG; hereinafter referred to by its abbreviated name in these Bylaws.

### **Section 2. Compliance with Federal and State Laws and Regulations**

PANUG shall operate in compliance with applicable Federal and State Laws and Regulations.

### **Section 3. Purpose**

PANUG is a not-for-profit association established to provide a structure and forum for computer networking professionals working within the Portland Metropolitan Area of Oregon and Washington to share their knowledge, skills, and resources; to encourage communication by and between Technology and Industry; promote the highest possible standards of professional and ethical conduct for Computer Networking Professionals; and to promote the common interests of its Membership.

### **Section 4. Code of Ethics**

The PANUG Code of Ethics shall include: Disclosure of vested interests; Accurate representation of facts; A commitment to professional competence and ethical behavior; Honoring confidentiality of information; and Adherence to the law.

## **Article II – Membership**

### **Section 1. Eligibility**

Membership is open to any individual interested in participating in PANUG.

### **Section 2. Class of Members**

PANUG shall have two (2) classes of members; Full and Honorary.

#### **A. Full Members**

Full membership is awarded to individuals who pay dues. A Full Member's membership is identified as being Standard, Student, Unemployed, or Corporate.

##### **a. Standard Members**

Standard Membership is based upon application and payment of dues whereupon qualifying the applicant the privileges and benefits of a Full Member.

**b. Student Members**

Student Membership is open to any individual who is a student at a recognized educational institution and is based upon application and payment of dues at the Student rate whereupon qualifying the applicant the privileges and benefits of a Full Member.

**c. Unemployed Members**

Unemployed Membership is open to any individual who is currently unemployed and is based upon application and payment of dues at the Unemployed rate whereupon qualifying the applicant the privileges and benefits of a Full Member.

**d. Corporate Members**

Corporate Membership is open to any business or organization, registered or licensed in accordance with the laws of their home state, which actively supports the purposes, goals and objectives of PANUG. Corporate Membership shall conform to the following requirements:

- i. Status – Each Corporate Member shall be a legally registered and licensed business or organization.
- ii. Territory – Corporate Members must conduct business within the State of Oregon or Washington.
- iii. Designated Representative - Each Corporate Member shall be represented by three (3) designated individuals, who must be an owner, partner, director, or employee of the Corporation applying for Membership.
- iv. Each Corporate Member may exercise and receive all the privileges and benefits of a Full Member.

**B. Honorary Members**

Honorary Membership is bestowed by The Convention or Board and may be revoked by either The Convention or The Board at any time.

**Section 3. Resignation, Termination and Suspension**

Members may resign, be suspended for violation of the Code of Ethics as stated in these Bylaws, or terminate for cause by The Board subject to ratification by The Convention. Notification of review, suspension, or termination must be by mailed within 48 hours of such action and include the reasons for the action.

#### **Section 4. Dues**

- A. Members are required to pay Annual Dues in an amount set by the Board of Directors.
- B. Membership renewal is annual and contingent upon payment of dues by March 1<sup>st</sup> of each year.

### **Article III – Privileges and Benefits of Membership**

The following is the minimum list of Privileges and Benefits for the various Membership classes. Additional Privileges and Benefits may be assigned from time to time to any class by resolution of The Convention.

#### **Section 1. Full Members**

- A. May vote on PANUG resolutions, motions, actions, and elections.
- B. May run for Office and hold official PANUG positions.
- C. May serve on Committees.
- D. May attend and participate in all PANUG meetings, workshops, seminars, special events, etc.
- E. May receive or purchase all PANUG publications designated for general distribution.
- F. May benefit from reduced costs for PANUG services, workshops, publications, etc. in accordance with established policy.

#### **Section 2. Honorary Members**

- A. May exercise all the benefits of Full Members.
- B. Are exempt from paying dues.
- C. Are in perpetuity, unless Membership is rescinded.

## **Article IV – Organizational Structure**

### **Section 1. Organizational Units**

The Organizational Units shall be:

1. The Convention
2. The Board of Directors
3. Elected Officers
4. Committees

### **Section 2. The Convention**

#### **A. Definition**

The Convention shall consist of a gathering of the Full Members of PANUG and/or their proxies.

#### **B Authority of Membership**

The Convention shall have the authority, in accordance with these Bylaws and established policy, to:

- a. Alter, amend, or repeal the PANUG Bylaws.
- b. Elect Board Members.
- c. Approve Budgets and Membership Dues.
- d. Adept, ratify, or approve Board resolutions, motions, or actions.
- e. Initiate specific resolutions or actions pertaining to the business and affairs of PANUG.
- f. Establish Committees or direct The Board to address particular matters.
- g. Repeal resolutions or actions of The Board.
- h. Dissolve PANUG and designate the beneficiary for any remaining assets in accordance with the Articles of Incorporation.

### **Section 3. The Board of Directors**

The Board of Directors shall consist of a minimum of three (3) and a maximum of (5) duly elected Board Members. The number of Board Members may be fixed by Resolution of The Convention from time to time except that sitting Board Members shall be allowed to complete their unexpired terms. In the absence of such a Resolution, there shall be at least one (1) duly elected Board Member. The Board may be regarded as a standing committee of The Convention.

### **A. Authority & Duties**

The Board shall have the authority and responsibility to manage the business and affairs of PANUG, including the following:

- a. Accept new Members.
- b. Recommend suspension and termination of Members.
- c. Set amount of annual Membership dues.
- d. Collect and disburse monies.
- e. Prepare Annual Operating Budgets
- f. Authorize any officer or agent(s) of PANUG to enter into any contract or execute and deliver any instrument in the name of and on behalf of PANUG.
- g. Establish Committees and oversee their charters, responsibilities, business and affairs.

### **B. Compensation**

- a. The members of The Board will receive no compensation for their services during their term of office, but shall be entitled to reimbursements for expenses incurred in the performance of their duties.
- b. After completion of their term of office, immediate past Board member(s) shall receive one (1) year's Annual Membership.

### **C. Board Vacancies**

#### **a. Appointments**

Any vacancy occurring on The Board may be filled by a majority vote of the remaining Board Members, even if less than a quorum, provided that the Appointee meets the qualifications for the appointed office. The Appointee shall serve for the remainder of the predecessor's term.

#### **b. Ratification**

Such appointments are subject to ratification by the Full Members at the next Business Meeting.

### **D. Qualifications**

All members of the Board of Directors of PANUG must be members of PANUG.

**E. Term of Office**

- a. Members of the Board of Directors shall be elected for a term of two (2) years.
- b. Members of the Board shall be divided with alternate terms of office, so that a minimum of one (1) Board member may be elected each year.

**Section 4. Elected Officers**

- 1. Officers are appointed by the Board of Directors.
- 2. The Board shall elect from itself a President and a Vice President. The President is excluded from serving as Vice President.
- 3. Additional Officers may be appointed by the Board of Directors.
- 4. Term of Office is from the date of appointment until the next annual meeting.
- 5. Officers must be members of PANUG.
- 6. The President may not serve more than two (2) consecutive terms in office.

**A. Responsibilities and Duties**

**a. President**

The President shall conduct Board and Convention Business Meetings in accordance with established Parliamentary Procedure. The President shall be the principal executive officer of the Association, and shall supervise and conduct all of the business affairs of PANUG. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned from time to time by The Convention or The Board.

**b. Vice President**

In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned from time to time by the President or by The Board.

**c. Secretary / Treasurer**

The Secretary / Treasurer shall be responsible for performing the duties of both the office of Secretary and Treasurer.

The Secretary shall keep the minutes of all Business meetings and Board of Director meetings. The Secretary shall see that all notices required by the bylaws are duly given. The Secretary shall be the custodian of all corporate

records and shall be responsible for all filings with the Secretary of State offices. The Secretary shall keep records of resolutions, membership voting, elections, annual reports, committee reports, membership applications, surveys, and archival materials. The Secretary shall keep a register of the post office addresses of all active members of PANUG.

The Treasurer shall be responsible for keeping PANUG's financial records, books, accounts, budgets, and for ensuring that PANUG operates and manages its financial affairs in accordance with legal business practices. The Treasurer shall have charge and custody of all funds of PANUG, shall receive monies due, shall pay PANUG bills and deposit monies in the name of PANUG in a depository selected by the Board of Directors. The Treasurer shall be responsible for preparation of all tax returns and tax filings and is authorized to employ such professionals as are deemed necessary in fulfilling this duty.

**d. Membership Coordinator**

The Membership Coordinator is responsible for the development and implementation of policies and procedures to stimulate the recruitment of new members, and retention of existing members. The Membership Coordinator is responsible for overseeing annual elections and is authorized to establish an Elections Committee, and to recruit members to serve on the Elections Committee.

**e. Activity Coordinator**

The Activity Coordinator is responsible for scheduling and administering educational and informative programs that are held for the benefit of the members at their monthly business meetings.

**Section 5. Committees**

Ad hoc Committees may be formed by The Convention, Board, or an existing Committee (known as the Creating Body); the purpose, scope, duration and composition of said Committee shall be clearly defined by the Creating Body and this shall be known as the Committee Charter. Committees shall report to their Creating Body.

**A. Purpose**

The "Purpose" of a Committee is a statement of the reasons why this Committee was formed and serves as a general guideline for the Committee.

**B. Scope**

The "Scope" of a Committee is a statement of the powers and authority, and any limitations thereof, vested in the Committee. No Committee shall have, at any time, any power or authority not vested in its Creating Body. The Creating Body shall always have the right to overturn, revoke or amend the actions of any of its Committees.

### **C. Duration**

The "Duration" of a Committee is a statement of the period of time during which its charter is valid. A Committee is assumed to exist from the date and time of its Charter unless explicitly stated otherwise. The duration may be finite, perpetual, periodic or any other such designation. Regardless of a Committee's stated duration, a Committee may be dissolved at any time by its Creating Body and is automatically dissolved should its Creating Body be dissolved.

### **D. Composition**

The "Composition" of a Committee is a statement of the qualifications, if any, of its Chair and members. The number of Committee members need not be fixed. The Composition, however, must include guidelines on how the Chair and membership shall be selected.

## **Section 6. Business Meetings**

- A. The Convention shall hold an Annual Meeting in November of each year
- B. Business Meetings shall be held the third Thursday of each month.
- C. Board of Director Meetings shall be held at regular intervals, at least once per quarter and not less than four (4) times per year; the time, date and location of which shall be established by Board resolution.
- D. The President or a majority of The Board, or any ten (10) Full Members (or their authorized proxies) may call a Special Business Meeting of The Board with the date, location, and time of meeting established by the Board of Directors.
- E. The President or a majority of The Board, or any ten (10) Full Members (or their authorized proxies) may call a Special Meeting of The Convention at any time. Notification of all Full Members shall be made a minimum of ten (10) days prior to such a Meeting.

## **Section 7. Quorums**

- A. A quorum of the Membership of PANUG shall consist of 10% or more of the Full Membership.
- B. A quorum of The Board shall consist of a majority of its members.
- C. A quorum for any duly called meeting of any Committee shall consist of:
  - a. The Chair of the committee and at least two (2) members of the committee, or
  - b. In the absence of the Committee Chair, the President and at least two (2) members of the committee.

## **Article V – Elections**

### **Section 1. Voting Requirements**

#### **A. Two Thirds (2/3) Voting Requirements**

- a. Recalls and authorizations of Indebtedness shall require 2/3 affirmative votes of all votes cast.
- b. Dissolution of the Association shall require 2/3 affirmative vote of all Full Members.
- c. Notification of such votes shall be made to Full Members within thirty (30) days of such vote.

#### **B. Written Ballots and Roll Call Voting Requirements**

The following shall require vote by written ballot or roll call:

- a. Changes or Amendments to the Bylaws
- b. Election of Board Members or other representatives
- c. Repeals and Recalls
- d. Authorization of Indebtedness
- e. Dissolution of The Association

#### **C. Other Voting Requirements**

All other voting requirements and procedures shall be conducted according to the Parliamentary procedures that have been chosen and adopted by The Board.

### **Section 2. Membership Voting**

- A. A quorum of The Convention is required for an election.
- B. All actions requiring a vote of The Convention shall require 2/3 affirmative votes of all votes cast.
- C. Only members who have paid their dues in full by the date set for voting shall be allowed to vote.
- D. All actions requiring a vote by The Convention shall be presented at a regularly scheduled Business Meeting.
- E. Notice of actions to be voted upon shall be provided at least ten (10) days prior to the date set for the election.
- F. Elections shall be by the rules of Parliamentary procedure.

### **Section 3. Board of Directors Voting**

- A. A quorum of the Board of Directors is required.
- B. Elections shall be by the rules of Parliamentary procedure.
- C. If an election is scheduled to occur at a Special meeting, a minimum of three (3) days notice must be given to all Board members.

### **Section 4. Election of the Board of Directors**

- A. The election of the Board of Directors shall be a written ballot.
- B. The election shall be held at the Annual Meeting of PANUG.
- C. Notice of Members running for the Board of Directors shall be provided to all members ten (10) days prior to the date of the election.
- D. Votes shall be tabulated by an Elections Committee.

### **Section 5. Elections Committee**

- A. The Elections Committee is ad hoc committee.
- B. The Committee shall be chaired by a Full Member; other members of the committee do not need to be Full Members of PANUG.
- C. Members of the Elections Committee cannot run or be elected to Board positions or nominated to an office position of PANUG while serving on the Elections Committee.
- D. The Committee is appointed by the Board or resolution of The Convention.

### **Section 6. Proxies**

- A. Any Full Member may designate anyone as Proxy.
- B. Written notification of the designated proxy shall be provided to The Board or Elections Committee prior to the meeting.

## **Article VI – Finances and Fiscal Procedures**

### **Section 1. Fiscal Year**

The fiscal year shall be the calendar year (January 1 thru December 31).

### **Section 2. Annual Operating Budget**

- A. The Board of Directors shall conduct the business affairs of PANUG within the constraints of its Operating Budget.
- B. Cash funds in excess of \$1000 on October 1<sup>st</sup> will be allocated for disbursement according to a vote by the Convention during the Annual Meeting.

## **Article VII – Indemnification**

To the full extent permitted by the Oregon Non-Profit Corporation Act, PANUG shall indemnify any person who was or is party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of PANUG or otherwise) by reason of the fact that s/he is or was a director or officer of PANUG, or is or was serving at the request of PANUG as a director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines and liabilities, reasonably incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit, or proceeding, provided that s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of PANUG.

The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in, or not opposed to, the best interests of PANUG.

The Board may obtain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability. The Board may, at any time, approve indemnification under the Oregon Non-Profit Corporation Act, of any other person that PANUG has the power to indemnify. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

## **Article VIII – Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws adopted only upon a two-thirds (2/3) affirmative vote of all votes cast (provided that a quorum is present) at a Business Meeting. Notification of such a vote shall be made to all Full Members a minimum of ten (10) days prior to the holding of said vote.