

BYLAWS OF

THE ASSOCIATION FOR USERS OF TELECOMMUNICATIONS & INFORMATION SYSTEMS

ARTICLE I - NAME

The Corporation shall be called the Association for Users of Telecommunications & Information Systems, hereinafter referred to in these Bylaws as the "Corporation".

ARTICLE II - OFFICES

The principal office of the Corporation shall be located in Pulaski County, Arkansas. There may also be Branches in other geographic areas of the State or Nation.

ARTICLE III - PURPOSE OF THE CORPORATION

- a. The Corporation is founded as a voluntary nonprofit organization and no member shall receive any emolument or compensation nor shall any income of the Corporation inure to any member of the Corporation.
- b. The Corporation is organized exclusively for the purposes of improving general knowledge about, and the conditions of, the telecommunications and information systems industries, including, for such purposes, the making of disbursements to person(s), organizations or other entities as are allowed by Federal, State and local laws, which disbursements will improve the awareness of and conditions in the telecommunications and information systems industries.
- c. The Corporation will pursue the advancement of the industries by providing a forum for members and non-members interested in the rapidly changing field of telecommunications and information systems for the exchange of ideas, personal experiences and similar pertinent information. The Corporation will also provide to such organized educational institutions as schools (both public and private), colleges, and universities, as well as charitable, service, and civic organizations, speakers who are knowledgeable in telecommunications and information systems. As requested and available, free communications and information systems consultation will be provided to person(s), organizations, and other entities as may be allowed by Federal, State and local laws.

ARTICLE IV - DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

- a. The Corporation will have the following officers: President, Vice-President, Secretary, and Treasurer. All offices shall be filled by one person only. This group shall be known as the Executive Committee.
- b. The President shall:
 1. Preside at all meetings of the Corporation and the Executive Committee.
 2. Appoint and remove all heads of committees and appointed officers.
 3. Represent or appoint an officer or qualified member to represent the Corporation at public functions.
 4. Be an ex officio member of all committees with the power to vote on any question before a committee in order to break a tie only.
 5. Fulfill any and all of the requirements placed on him/her by the Articles of Incorporation and the Bylaws of the Corporation.
- c. The Vice-President shall:
 1. Perform the duties of the President in his absence or if the President is incapacitated.
 2. Serve the unexpired term of the President should that office be vacated for any reason whatsoever.
 3. Assist the President in his duties.

4. Fulfill all the requirements and duties placed on him by the Articles of Incorporation and Bylaws of the Corporation.
- d. The Secretary shall:
1. Perform the duties of the President and Vice-President in their absence.
 2. Assist the President and Vice-President in the performance of their duties.
 3. Be responsible for preparation of the Annual Report to the membership.
 4. Perform such functions as may be assigned by the President and Executive Committee.
 5. Maintain the Corporate Charters and all official records of the Corporation.
 6. Fulfill all the requirements and duties placed on him by the Articles of Incorporation and the Bylaws of the Corporation.
- e. The Treasurer shall:
1. Receive all monies and maintain records of receipts and disbursements.
 2. Present a quarterly financial report to the Executive Committee.
 3. Maintain a file of bills and canceled checks.
 4. Reconcile all bank statements.
 5. Present a complete financial report annually to the membership.
 6. Make expenditures of \$200 or less without approval of the Executive Committee, providing that such expenditures does no deplete the Corporation funds below \$100.
 7. Fulfill all requirements and duties placed on him by the Article of Incorporation and the Bylaws of the Corporation.
- f. The Executive Committee shall:
1. Consist of all the elected offices of the Corporation along with the immediate past president and such other persons as the President may appoint as ex officio.
 2. The President of the Corporation shall be the Chairman of the Executive Committee.
 3. The property and business of the Corporation shall be managed by the Executive Committee.
 4. The Executive Committee shall meet as often as is necessary and practical by consent, phone, or in person, to carry on the business of the Corporation between annual meetings. The Executive Committee shall act in behalf of the membership between annual meetings, its actions subject to the approval of the membership at it annual meeting.
 5. It shall be the responsibility of the Executive Committee to fill any vacancies which may occur in an office of the Corporation between annual meetings and any officer appointed by the Executive Committee shall serve until the term of such officer shall have expired.
 6. The Executive Committee shall have the power to approve the expenditure of Corporation funds, providing that such expenditure does not deplete the Corporation's funds below \$100.

ARTICLE V - BOARD OF DIRECTORS

- a. The Board of Directors shall be comprised of at least seven (7) members of the Corporation, but not to exceed 10 members; with the exception that as new Branches are formed and approved by the Board, the size of the Board will expand by 2 seats, which seats will be exclusively elected by and filled by members of the new Branch.
- b. The Board of Directors shall elect one of its members to act as a Chairperson. The Chairperson will be non-voting except that this person may vote in order to break a tie vote. The Corporation President, Vice-President, Secretary, Treasurer, and all Branch Presidents, and Vice-Presidents will be ex officio members of the Board. Elected Corporation officers with remaining Board terms shall give up the balance of their Board membership, and the President shall appoint persons to fill the remainder of the Board terms.

- c. Upon three (3) unexcused absences from regularly scheduled Board meetings, a board member shall be automatically removed from office. The President of the Corporation shall determine whether a board member's absence from a board meeting is justifiable. Unscheduled vacancies on the Board of Directors will be filled by appointment of the Board for the remainder of the vacant term.
- d. The Board of Directors shall from time to time consider the actions and direction of the Corporation and its Branches to ensure that their actions and direction are consistent with the stated purposes of the Corporation.
- e. The Board of Directors shall govern the general direction of the Corporation and its Branches and act as advisors to them. Upon a 2/3's vote of the Board of Directors present at a properly scheduled Board meeting, the Board of Directors shall have the right to remove an officer, a member of the Board of Directors, or a Member of the Corporation for cause.

ARTICLE VI - TERM OF OFFICE - OFFICERS AND BOARD OF DIRECTORS - ELECTIONS - QUALIFICATIONS

- a. The term of office for Secretary and Treasurer will be two calendar years. These Corporation officers shall be elected by ballot, which ballot will be disseminated to the membership every odd-numbered year. The term of office for President and Vice President shall be joined. The Vice President will serve a one year term and automatically become President at the end of that term, to serve one additional year. Nomination and ballot accounting procedures will be as approved by the Board of Directors and as recorded in their minutes. The newly elected officers shall assume office on the first day of July, following the election. There shall be a limit of two consecutive terms of office that an officer may serve.
- b. The normal term of office for all members of the Board of Directors shall be for six years; except that, in order to establish staggered terms of offices, some elected Board positions may be for less than six years. Upon completing the initial staggering process, all further Board memberships will be six year terms. The Board of Directors will be elected by ballot, which ballot will be disseminated to the membership every year beginning in 1985. Nomination and ballot counting procedures will be as approved by the Board of Directors , and as recorded in their minutes. The newly elected members of the Board shall assume office on the first day of July following the election. There shall be no limitation on the number of terms of office that a member may serve.
- c. Any Corporation officer or member of the Board of Directors must be a member-in-good-standing of the Corporation.

ARTICLE VII - MEMBERSHIP - DUES - FISCAL YEAR - QUORUMS

- a. A member-in-good-standing (herein referred to as "member") is a person, corporation, organization, or other entity who/which has paid the membership dues applicable to the current fiscal year. Membership in the Corporation is open to any person, regardless of ethnic origin, religious affiliation, sex or age, who is interested in telecommunications and information processing systems. There shall be two forms of regular membership in the Corporation: Corporate (user organization) and Individual. All Individual members and two official representatives of Corporate members shall be entitled to vote on all voting matters brought up before the membership, and shall be entitled to hold elected offices. All members shall be entitled to hold appointed offices. Questions concerning the most appropriate status of a membership applicant will be resolved by the Board of Directors.
- b. The annual dues for membership in the Corporation shall be set by the Executive Committee, and dues for various Branches will be set by each individual Branch Executive Committee (all subject to the approval of the Board of Directors). Branches will pay to the home organization a portion of the Branch dues for each member that joins the Branch. The Board of Directors shall set this amount, and it will be recorded in their minutes.
- c. The Corporation's fiscal year will begin on July 1st.
- d. A quorum is defined as the number of regular members present at any properly scheduled meeting. For purposes of

the Executive Committee and the Board of Directors, a quorum is defined as a majority of the Executive Committee and/or Board of Directors present and voting.

ARTICLE VIII - MEETINGS

- a. The Corporation shall have an annual business meeting at the close of the annual conference to be held in the last quarter of the fiscal year. A reasonable date, time and place will be set and announced by the Corporation President and/or Branch Presidents giving a minimum of one month advance notice. The annual meeting will be open to regular members and invited guests only.
- b. The Corporation will also hold other meetings. The membership will be informed at least thirty (30) days in advance of such other scheduled Corporation meetings by the President or his designee.
- c. The Corporation shall hold regularly scheduled Board meetings to be attended by the Officers and the members of the Board of Directors. Upon [three (3)] [four (4)] [consecutive] unexcused absences from regularly scheduled Board meetings, a member of the Board of Directors shall be [automatically] removed from office. The President of the Corporation shall determine whether a board member's absence from a Board meeting is justifiable. Unscheduled vacancies on the Board of Directors will be filled by appointment of the Board for the remainder of the vacant term.

ARTICLE IX - COMMITTEES - BRANCHES

- a. As the need for committees arises the Corporation President will appoint the Committee Chairperson.
- b. As the need and/or opportunity arises, the Corporation shall, at its option, form Branches in various geographic locations. The Branches will select the name that they wish to call themselves, and thereafter they shall be referred to as the _____ Branch, Association for Users of Telecommunications & Information Systems. The organizers of the proposed Branch will draft the Bylaws for that Branch with the advice and consultation of the Corporation Board of Directors. The overall purposes of the Branch must correspond to the overall purposes of the Corporation, since the Branch will be under the blanket non-profit Code 501 (c) (3) status conferred upon the Corporation by the State of Arkansas and Internal Revenue Service. The day-to-day operation of the Branch will be left to the discretion of the Branch Executive Committee, and the overall direction of the Branch will be directed by the Corporation Board of Directors. The Branch will be responsible for its own fiscal affairs, and the home organization forswears any legal liability for debts incurred by the Branch. For each new member enrolled by a Branch, or for each membership renewal accepted by the Branch, the Branch will forward a set fee to the home organization. This amount will be set by the Board of Directors.

ARTICLE X - RAISING OF FUNDS

The Corporation will operate on funds generated by membership dues and those funds donated to the Corporation by the public at large. The Corporation may also sponsor such fund raising activities as are authorized by Federal, State and local laws. All net proceeds shall be used by the Corporation for the Corporation's purposes as stated in Article III.

ARTICLE XI - INCORPORATION

The Corporation shall be incorporated pursuant to the laws of the State of Arkansas and Federal Internal Revenue Service 1954 Code, Section 501 (c) (6) as revised from time to time.

ARTICLE XII - STOCK

The Corporation shall not issue shares of stock or other instruments or documents entitling any person to receive dividends arising from the activities of the Corporation.

ARTICLE XIII - MISCELLANEOUS

When any notice is required to be given under the laws of the State of Arkansas, the Articles of Incorporation or these Bylaws, such notice may be waived in writing by the Director, either before or after the affected meeting or time of taking action in respect to which notice is required to be given.

APPROVED:

President

Secretary

Date

Date

BOARD OF DIRECTORS

NAME DATE NAME DATE

NAME DATE NAME DATE

NAME DATE NAME DATE

NAME DATE NAME DATE

NAME DATE NAME DATE