

Bylaws of
The Arkansas Users of Telecommunications &
Information Systems

ARTICLE I – NAME

The Organization shall be called the Arkansas Users of Telecommunications & Information Systems, hereinafter referred to in these Bylaws as the “Organization”.

ARTICLE II – OFFICES

The principal office of the Organization shall be located in Pulaski County, Arkansas.

ARTICLE III – Purpose of the Organization

- a. The Organization is founded as a voluntary nonprofit entity. No member shall receive any compensation or income from the Organization.
- b. Create and sustain a membership based organization that advances the development of information technology and increase the quality of community services through technological enhancements in the State of Arkansas.
- c. The Organization will endeavor to promote to its membership knowledge of existing and planned technological activities in the state of Arkansas.

ARTICE IV – DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

- a. The Organization will have the following officers: President, Vice-President, Secretary, and Treasurer. All offices shall be filled by one person only.
- b. The President shall:
 1. Preside at Executive Committee meetings.
 2. Appoint Chairs to standing and ad hoc committees.
 3. Represent or appoint an officer or qualified member to represent the organization.
 4. Fulfill any and all of the requirements placed on him/her by the Articles of Incorporation, Bylaws and Policies and Procedures of the Organization.

b. The President Elect shall:

1. Perform the duties of the President in his/her 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/her duties.
4. Act as Chairman of the Program Committee for the annual conference.
5. Serve as Vice-Chair of the Finance Committee.
6. Fulfill all the requirements and duties placed on him/her by the Articles of Incorporation, Bylaws and Policies and Procedures of the Organization.

c. The Secretary shall:

1. Perform the duties of the President and President Elect in their absence.
2. Assist the President and President Elect in the performance of their duties.
3. Be responsible for preparation of the minutes and correspondence for meetings.
4. Perform such functions as may be assigned by the President and the Executive Committee.
5. Maintain the official records of the Organization.
6. Fulfill all the requirements and duties placed on him/her by the Articles of Incorporation Bylaws and Policies and Procedures of the Organization.

d. The Treasurer shall:

1. Receive all monies and maintain records of receipts and disbursements
2. Present a quarterly financial report to the Finance Committee.
3. Maintain a file of bills and canceled checks.
4. Reconcile all bank statements.

5. For major fundraisers, present to the Finance Committee a report of income and expenses within thirty (30) days after the event.
6. Present a complete financial report and proposed budget annually to the Finance Committee and Board of Directors.
7. Make expenditures of \$200.00 or less but not to exceed \$500.00 per quarter without approval of the Finance Committee, providing that such expenditures do not deplete the Organization funds below \$100.00.
8. Serve as Chairman of the Finance Committee.
9. Fulfill all requirements and duties placed on him/her by the Article of Incorporation, Bylaws, and Policies and Procedures of the Organization.

e. The Executive Committee shall:

1. Consist of all the elected offices of the Organization along with the immediate past president, and Chairman of the Board of Directors.
2. The President of the Organization shall be the Chairman of 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 Organization between annual meetings. The Executive Committee shall act in behalf of the membership between annual meetings, its actions subject to the approval of the Board of Directors.
5. It shall be the responsibility of the Executive Committee to recommend to the Board of Directors members to fill any vacancies which may occur in an office of the Organization between annual meetings.

Article V – Board of Directors

- a. The Board of Directors shall be comprised of at least seven (7) members of the Organization, but not to exceed fifteen (15) members.
- b. The Board of Directors shall elect one of its members to act as a Chairperson. The Chairperson will preside at the Board meetings and will be non-voting except in order to break a

tie vote. The Chairperson will be a member of the Executive Committee and Finance Committee and appoint two board members to the Finance Committee. The Organization President, Vice-President, Secretary, and Treasurer, will be ex officio members of the Board. Elected Organization officers with remaining Board terms shall give up the balance of their Board membership, and the Nominating Committee shall submit recommendations to the Board of Directors for Approval.

c. Three (3) unexcused absences from regularly scheduled Board meetings shall be cause to remove a board member from office. The Chairman of the Board of Directors 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 govern the general direction of the Organization. The Board of Directors shall have the right to remove an officer, a member of the Board of Directors, or a Member of the Organization for cause.

e. The Board of Directors shall be responsible for overseeing the establishment of an annual budget and the administration of the Organization's assets.

f. The Board of Directors shall be responsible for establishing Policies and Procedures consistent with these Bylaws. The Board shall set forth the Organization's mission, purposes and goals. The Board shall direct and participate in a continuous process of planning to facilitate the accomplishment of these goals. The Board shall monitor the implementation of activities by various working groups to ensure that progress is made toward those goals and that the Organization's mission and purposes are being advanced. The Board shall ensure adequate resources for the Organization to fulfill its mission and accomplish its plans. The Board shall

approve annual budget goals, safeguard the tax-exempt status of the Organization and ensure that appropriate financial controls are in place. The Board shall work to enhance the Association's public image and expand its visibility. The Board shall ensure legal and ethical integrity in Organization activities. The Board shall ensure the effective governance of the Association through development of the appropriate working group structure and the periodic assessment of the efficiency for the various working groups and the Board itself. The Board shall facilitate the development of events that serve to educate and connect members of the Association in accordance with the mission, purpose and goals set forth for the Organization. The Board shall assess current issues and identify those that are relevant for the Organization's members and shall ensure that the Organization provides leadership and resources on those issues. The Executive Committee, consistent with the Policies, shall administer the affairs of the Organization between meetings of the Board of Directors and Procedures set forth by the Board of Directors.

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

a. Officers

1. The term of office for Secretary and Treasurer will be two (2) calendar years. They shall be elected by ballot, which ballot will be disseminated to the membership every odd-numbered year.
2. The term of office for the President and President Elect shall be for one year. The President Elect 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.
3. 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. Board of Directors

1. The normal term of office for all members of the Board of Directors shall be for six (6) years;
2. Nomination and ballot counting procedures will be as approved by the Board of Directors.
3. The newly elected members of the Board shall assume office on the first day of July following the election.
4. There shall be a limit of two (2) consecutive terms for an office of Board members.

c. Any Organization officer or member of the Board of Directors must be a member-in-good-standing of the Organization.

ARTICLE VII – MEMBERSHIP – DUES – FISCAL YEAR – QUORUMS

a. Membership

1. 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 Organization is open to any person, regardless of ethnic origin, religious affiliation, sex or age, who is interested in information technology.
2. All memberships shall be entitled to vote on all voting matters brought up before the membership, and shall be entitled to hold elected offices.

b. Dues

1. The dues for membership in the Organization shall be recommended by the Finance Committee.
3. The Board of Directors shall approve the amount, and it will be recorded in their minutes.

c. Fiscal Year

The Corporation's fiscal year will begin on July 1st.

d. Quorum

1. Membership Quorum:

Defined as the number of regular members present at any properly scheduled meeting.

2. Executive Committee, Finance Committee and the Board of Directors:

Defined as a majority of the positions held on the Executive Committee, Finance Committee and/or Board of Directors.

ARTICLE IX – COMMITTEES – AD HOC COMMITTEES

a. Committees

1. As the need for committees arises the Organization President will appoint the Committee Chairperson.

2. Standing Committees:

Shall be the Finance, Nominating, Program, Membership and Governance committees.

3. Ad hoc working groups may be added by the President at any time as deemed necessary

ARTICLE X – RAISING OF FUNDS

a. The Organization will operate on funds generated by membership dues, corporate fund-raising events, technological conferences and those funds donated to the Organization by the public at large.

b. The Organization may also sponsor such fund raising activities as are authorized by Federal, State, and local laws.

c. All net proceeds shall be used by the Organization for the Organization's purposes as stated in Article III.

ARTICLE XI – INCORPORATION

The Organization 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 – PARLIMENTARY AUTHORITY

The rules contained in the current edition of Standard Code of Parliamentary Procedures by Alice Sturgis shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any statutes applicable to this organization.

ARTICLE XIII – DISSOLUTION

It is intended that the Arkansas Users of Telecommunications and Information Systems will be a permanent organization. However, the Organization may be dissolved upon the recommendation of the Board of Directors to the members by a simple majority vote of all paid members. In the event that AUTIS is dissolved, all funds available after the payment of outstanding obligations, upon the recommendation of the Board of Directors to the general membership and approved by said membership, shall be donated to a tax exempt organization to be named, and will be used in support of an information technology program or a similar academic program.

XIV – PROVISION FOR CHANGING BYLAWS

The Organization may promulgate Bylaws, which may be amended at any scheduled meeting of the Membership by an affirmative vote of two-thirds of the voting members present, provided written notice of the proposed amendment is publicized at least twenty (20) calendar days prior to the date of said meeting.

Any member or working group of the Organization may propose amendments to the Bylaws by giving written notice as set forth in the Article. Such notice shall include the proposed amendment setting forth (1) the Section or Sections proposed to be amended; (2) the proposed amendment(s) in legislative style; and (3) the rationale for such proposed amendment.

XV – POLICIES AND PROCEDURES

a. The Organization shall establish Policies and Procedures through the Board of Directors. The Policies shall be the guiding principles of the Organization defining its general goals and programs. The Procedures include the details for carrying out the provisions set forth in the Bylaws and Policies of the Organization.

b. Policies may be adopted or amended by the Board of Directors by an affirmative vote of a majority of the Board of Directors present at a duly scheduled meeting of the Board of Director, which has been properly noticed.

c. All Policies of the Organization may be reviewed periodically by the appropriate working group and such working group may make recommendations for any changes to the Board of Directors.

d. Procedures may be adopted or amended by the Board of Directors by an affirmative vote of a majority of the Board of Directors present at a duly scheduled meeting of the Board of Directors, which has been properly noticed.

e. The appropriate working group may review all Procedures of the Organization periodically and such working group may make recommendations for any changes to the Board of Directors.

f. Any Member may propose amendments to the Policies and Procedures, in writing, which proposal shall include:

- (1) the Policy or Procedure to be amended;
- (2) the proposed amendment(s) in legislative style; and
- (3) the rationale for the proposed amendment.