



**Amended 5/24/05**

**Adoption of Amended By-Laws and Addition of Standing Rules**

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**CONSTITUTION AND BY-LAWS  
of the  
CUBS USER GROUP CORPORATION**

**ARTICLE I - Name**

Section 1. The name by which this organization shall be known is CUBS User Group Corporation, and it has been incorporated as a non-profit organization.

Section 2. The principal office of the organization shall be located at the place of business of the President of the organization for the duration of the President's term.

**ARTICLE II - Objects**

Section 1. To gather and disseminate material and information to further the knowledge of Columbia Ultimate Business Systems, Inc. (aka Columbia Ultimate) product users.

**ARTICLE III. Membership**

Section 1. WHO ELIGIBLE. Any person, firm or corporation who is an authorized user of Columbia Ultimate products, may become an active member upon approval of the membership committee, or upon vote of the Board of Directors, and they further agree to abide by all the rules and regulations of the organization.

Section 2. APPLICATION FORM. Application for membership shall be in writing or on-line, and in such form as is prescribed by the Board of Directors and shall be submitted to the Membership Chairman or Secretary.

Each application shall be accompanied by:

- a. Evidence of authority to use Columbia Ultimate products.
- b. Dues for a full year, which shall be refunded in the event of rejection.
- c. Upon receiving the application, first year's dues payment and supporting documents, the membership chairman shall review the application for membership & approve or cancel the application via the user group website. Notification of approval or cancellation will immediately be sent via email to the applying member.

A majority of the committee may waive any of the requirements but shall so notify the board. If no objection to the application is received within 15 days after the release of notification to the board, membership chairman shall be empowered to advise the Board of Directors that the application has been approved. The Secretary shall then notify the applicant accordingly.

If any board member objects to the application, this objection must be submitted to the chairman of the membership committee in writing, or presented orally in the presence of three officers or Board members, and supported by evidence. It must state specific reasons for objection. The chairman of the membership committee shall then report to the full Board of Directors with the complete details of the membership committee's investigation and with specific nature of the objections. The Board of Directors shall determine whether the application is acceptable or not, based on the validity of the objection, and a two-thirds majority vote of the Board shall be required for approval.

If an application is rejected by a majority of the membership committee; the chairman of the membership committee promptly notify the applicant accordingly.

Any applicant whose application for membership has been denied by the membership committee shall have the right of appeal to the Board of Directors at its next regular meeting, or at a special meeting called for this purpose by the President. After due consideration, the Board may by majority vote confirm the rejection or may approve the application.

The Secretary or Membership Committee Chair shall notify any rejected applicant of this right of appeal, and if the rejected applicant exercises the right of appeal, the Membership Committee Chair or Secretary shall notify him of the place, date and time of the Board meeting at which the appeal will be heard.

Any rejected applicant for membership may resubmit his application after one year, and upon meeting the standards set by the organization, may then become eligible for membership, but the full application procedure shall again be followed.

Section 3. TERMINATION OF MEMBERSHIP (a) Membership in the CU User Group shall be good for a period of 1 year from the date that annual dues are paid. Each year the member may choose to pay for another annual term and maintain their membership status. Termination of membership shall follow the policy dictated by the Board of Directors.

(b) Any member may be suspended or expelled after due hearing before the Board of Directors for conduct bringing disrepute upon the organization or for violation of rules and regulations.

Section 4. REINSTATEMENT. (a) Any membership terminated for assessment may be reinstated at the discretion of the Board of Directors.

(b) Any member expelled by action of the grievance committee may reapply for membership after three years.

## **ARTICLE IV - Dues**

Section 1. ANNUAL DUES. The annual dues shall be determined by the Board of Directors.

Section 2. FISCAL YEAR. The fiscal year shall begin on January 1st of each year and terminate on December 31st. The membership year shall be for a period of 12 months from the date that dues are paid in full and approved by the Membership Committee Chair or other member of the Board of Directors.

Section 3. REFUND OF DUES. Dues shall not be refundable to any member whose membership is terminated by resignation.

In any instance where membership has been terminated by the organization for cause, the organization shall refund dues to such member on a monthly pro-rata basis.

Termination of membership for any other reason shall be subject to the Termination Policy with regard to Dues. (Reference Article III, Section 4. Termination of Membership)

Section 4. SPECIAL ASSESSMENTS. The Board of Directors may, by a two-thirds majority vote, make special assessments. All members are required to pay the special assessment. Failure to do so would be cause for termination of membership.

## **ARTICLE V – Governing Body**

Section 1. PERSONNEL OF BOARD. A Board of Directors shall govern the affairs of this organization. The Board of Directors shall consist of the President of this organization, who shall serve as chairman, the Vice President, the Secretary, the Treasurer, six members of the organization elected for two-year terms each and the immediate past president. The terms of two Directors shall expire each year, and their replacements shall be elected at the business session of the annual meeting. If a Director is elected an officer, a new Director shall be elected to fill his unexpired term. Directors shall serve no more than three terms in succession.

Section 2. CONDUCT OF BUSINESS. The Board of Directors shall meet at least once each year prior to the business session of the general membership at the annual meeting. It may hold additional meetings from time to time at the call of the President, or at the call of (4) members of the Board, should the President fail to act. Written notice of Board meetings shall be mailed or emailed to each member of the Board at least 7 days in advance of each meeting. This provision can be waived only by the consent of the majority of the members of the Board by signing a waiver of such notice prior to the meeting of the Board.

A quorum must be present for the Board of Directors to conduct organization business. One- half of the members of the Board shall constitute a quorum.

The Board of Directors shall be permitted to conduct by mail or email, any and all organization business that shall arise between regularly scheduled meetings, and to vote by mail or email on such matters as are presented to it for a vote. In such cases the majority vote of all Directors on record at such time shall be required to approve such measure. A period of 7 days shall be afforded each Director to return his vote.

If the President deems that an immediate vote must be taken, then in that event he may conduct a vote by telephone. The result of said vote shall be recorded by the Secretary.

Section 3. POWERS AND DUTIES. The Board of Directors shall be responsible to: (a) establish the program and policies of the organization, and shall have general supervision and control over the business and the affairs of the organization and shall be the governing body of the organization.

(b) Have general control over all officers and committees of the unit.

(c) Fix the compensation, if any, of the Recording Secretary and Counsel.

(d) Hear appeals from membership applicants whose applications are rejected by the membership committee.

(e) Hear and determine the validity of charges against members referred to the Board by the grievance committee.

(f) Suspend or expel any member for due cause, upon two-thirds vote of those present and voting.

(g) Remove any officer or committee member for cause.

(h) Meet as a committee of the whole once each year prior to the convention, business session for the purpose of nominating a slate of officers for the ensuing year.

(i) Propose changes in the bylaws for submission to the membership at the next business session.

(j) Present any question to the membership of the organization by mail or email with the understanding that the vote cast by mail or email shall be as valid and binding as if taken at the annual meeting.

(k) Confirm all vacancies of office or Board members which are to be filled by the President.

## **ARTICLE VI - Officers and Duties of Officers**

Section 1. PRESIDENT. (a) The President shall preside at meetings, special conferences, and all meetings of the Board of Directors, shall exercise general supervision over the work and activities of the organization; and shall appoint all committees and their chairmen not otherwise provided for. The President shall have one (1) vote at all said meetings of the Board of Directors.

(b) The President is to sign all official documents.

(c) The President shall counter-sign checks together with the Treasurer for the payment of debts of the corporation.

(d) The President shall have such powers and duties as are usually exercised by such officer.

(e) The President shall be a member of all committees without the power of voting.

(f) The President shall have power to call special or emergency conferences of the organization and special or emergency meetings of the Board of Directors, or any committee.

(g) The President shall appoint the members of standing and special committees and fill vacancies thereof, except for the filling of which other provision is made in these by-laws.

(h) The President shall also deal with such other matters as may be placed in his or her charge at an annual meeting, special conference, or meeting of the Board of Directors.

Section. 2. VICE PRESIDENT. In the absence of the President or in the event of his or her 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 the President and be subject to the same restrictions.

Section 3. SECRETARY. It shall be the duty of the Secretary to have charge of the records and correspondence of the organization; to sign all orders audited and passed by the Board of Directors on to the Treasurer for the payment of money for the expense of; the organization or otherwise; They shall keep the records of the proceedings of the meetings of the organization and of the Board of Directors and affix the organization's Corporation Seal to all documents so required; he or she shall keep the records of all other matters for which a record shall be deemed advisable by the organization. All records shall, at all reasonable times, be open for the inspection of any member.

Section 4. TREASURER. The Treasurer shall have charge of all funds of the organization and the disbursement thereof, pay all orders signed by the President or Vice-President, and make an accounting of receipts and expenditures at each meeting.

Section 5. TENURE. All aforesaid Officers shall be elected for a term of two (2) years.

## **ARTICLE VII. - Elections**

Section 1. PROCEDURE. Elections shall be held at the annual meeting. Officers and 1 of 2 outgoing Directors in office at the time of the annual conference business meeting shall automatically be nominated for the next position of Secretary, VP, or President, in progression unless the Nominating Committee deems otherwise appropriate.

Any member of the organization may also nominate another officer or-director by advising the Nominating Committee prior to or at the annual meeting, and the nominees name shall be added to the slate for nominees for office, and the Chair of the Nominating Committee shall forthwith advise the membership of the report of the Nominating Committee and the other nominations made by the membership. Voting shall be conducted by secret ballot, provided, however, that such secret ballot may be waived where any given nominee is unopposed. Every active member represented at the annual meeting shall be eligible to vote.

If a member is not able to attend the business meeting, he may, by written proxy to be filed with the Secretary, designate a representative of his firm or another member to vote in his place.

Any owner, partner, employee or corporate officer of a company holding active membership shall be eligible to hold office in this organization. However, not more than one person from any particular agency or organization shall hold office or serve on any one committee simultaneously.

All those elected shall take office at the annual meeting and shall serve in the offices to which they have been elected until their successors are elected and assume office.

Section 2. OFFICERS. The positions of President, Vice President, Secretary and Treasurer of this organization shall be elected during the annual business meeting of this organization.

Section 3. DIRECTORS. Two Directors shall be elected during the annual business meeting of this organization, to serve for three years each.

Section 4. VACANCIES. Should the office of President become vacant by reason of death, resignation or disqualification, the Vice President elected at the last meeting of the organization shall immediately become President, and shall serve as such until his successor has been elected and qualified.

Should the office of Vice President become vacant, the Secretary elected at the last convention of this organization shall immediately become Vice President and shall serve until his successor is elected and qualified.

Should the office of Secretary become vacant, the Treasurer elected at the last convention of the organization shall immediately become Secretary and shall serve as such until successor is elected and qualified.

Should the office of Treasurer become vacant, or should any of the other offices become vacant and for some reason it is impossible for the next junior officer to fill the vacancy, the

Executive Committee of the organization, consisting of the remaining elected officers, shall nominate and present one or more names for the office to the Board of Directors. The person elected by mail ballot or email ballot, or at a special board meeting, shall serve until the next annual business meeting and until successor is elected and qualified.

Should a Directorship become vacant, the Executive Committee shall nominate and present one or more names to the Board of Directors for vote by mail ballot or email ballot or at a special Board meeting. The person elected shall serve until the next annual business meeting and successor is elected and qualified.

### **ARTICLE VIII. - Committees**

Immediately after being elected to office, the President shall appoint the following committees to serve for two years: membership committee, grievance committee, development committee, public relations committee, budget and auditing committee, nominating committee, meeting committee.

The President may appoint such other and further committees during the year as may, from time to time, be found advisable.

Section 1. MEMBERSHIP COMMITTEE. All applicants for memberships shall be processed and approved by the membership committee Chairman.

The membership committee shall also be responsible for initiating applications by seeking out and encouraging good prospective members to submit applications.

Section 2. GRIEVANCE COMMITTEE. The grievance committee shall receive study, and determine all complaints against organization members when these complaints are presented to the committee in writing.

A copy of the written complaint against a member shall be served by certified mail, return receipt requested, upon the member whose conduct has been criticized. He shall have 20 days in which to answer the complaint in writing to the grievance committee.

All members of the grievance committee shall be given an opportunity to study both the complaint and the written answer and shall express their conclusion to the chairman of the committee. If a majority of the grievance committee agrees on a solution, the chairman shall communicate this solution to the parties involved and order that the appropriate action be taken.

If the member does not agree with the solution, or does not comply with the solution within 10 days, then the grievance committee shall forthwith render a decision.

If the party who has been found in violation does not agree to accept the decision of the grievance committee, he has the right of appeal to the full Board of Directors. That appeal must be filed within 30 days and shall be heard in private session at the next regular or special meeting of the Board of Directors at a time set by the chairman. Both the complainor and complainee shall be invited to appear before the Board to present their sides of the dispute.

The Board shall then go into executive session to make its decision, and having reached it, shall make it known to the parties involved.

The decision of the Board of Directors shall be final. Any member refusing, within the time limitations set by the Board, to abide by the decision of the Board shall be expelled.

In case of formal hearing before the grievance committee or the Board of Directors, both parties to a dispute must be given 10 days' notice by certified mail of the time and place of the hearing. They may appear in person or may be represented by counsel.

Minutes of all meetings of the grievance committee, its proceedings and decisions shall become a part of the permanent records of the organization.

The chairman of the grievance committee shall have express authority to appoint any member or members of this organization as a subcommittee to investigate any complaint and to report its findings to the committee; but said subcommittee shall have no authority to discipline any member of the organization or to finally determine the complaint.

Section 3. DEVELOPMENT COMMITTEE. The purpose of the Development Committee will be to facilitate enhancements to the Columbia Ultimate software for the benefit of the membership.

Section 4. PUBLIC RELATIONS COMMITTEE. The public relations committee shall be responsible for promoting better relations and understanding between members of the organization.

Section 5. BUDGET AND AUDITING COMMITTEE. The budget and auditing committee shall be charged with the responsibility of preparing an annual budget for the organization.

It shall also audit the books and accounts of the organization and funds in its treasury at least once a year, and shall make a report of its findings to the Board of Directors and the members in annual business session.

Section 6. NOMINATING COMMITTEE. This committee shall consist of three (3) members to be appointed by the President at the first meeting of the fiscal year. They shall present to the general membership meeting of the organization, a slate of officers and directors as needed to be voted upon by the membership at an annual meeting.

Section 7. MEETING COMMITTEE. The meeting committee will be to organize the annual meeting and any other meetings as directed by the organization President.

## **ARTICLE IX. - Meetings**

Section 1. The annual meeting of this organization shall be held at a time and place to be fixed by the Board of Directors. Notice of the annual meeting shall be mailed to each member at least 20 days before the date of the meeting.

Additional meetings of the membership of the organization may be called at such time and place as may be fixed by the Board of Directors; the Secretary shall give each member at least 7 days' written notice of the time and place of such meeting.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the President and shall be called upon written request of a majority of the Board of Directors or by vote of two-thirds of the members present at any meeting. In the event the membership shall consist of forty (40) or less, then upon the petition of any ten (10) members, and in the event the membership shall consist of more than forty (40) members, then on a petition addressed to the President by ten (10) percent of the membership but not less than ten (10) members, and the President shall be requested to advise the Secretary to call a special meeting within not less than ten (10) days.

## **ARTICLE X. - Voting rights and quorum**

The voting rights stated herein shall apply to all matters coming before the members of this Association.

Thirty three and one third per cent of the membership shall constitute a quorum.

Business generally shall be conducted at a business session of the organization. However, voting by mail or email may be permitted on any matter which is deemed by the Board of Directors to be of sufficient urgency to require attention between meetings, which may include voting on amendments to the Constitution or by-laws or any other matters as the Board deems advisable. Ballots on such mail or email vote shall be sent to each member by first class mail or by email by the Secretary.

A 2/3 vote of the members responding shall be necessary to adopt an amendment.

Section 1. All regular members shall be entitled to one (1) vote, regardless of the number of representatives present from his organization.

## **ARTICLE XI. - Amendments**

Section 1. The Constitution and by-laws may be altered or amended at any regular or special meeting provided the proposed amendment has been presented in writing at least thirty (30) days prior and notice thereof mailed or emailed to the general membership.

Section 2. A two-thirds vote of the members present shall be necessary to adopt an Amendment.

## **ARTICLE XII. - Rules of order**

Section 1. A majority vote at Board of Directors meetings, committee meetings, regular and special meetings, shall be required to pass motions or adopt resolutions.

In all questions of order and parliamentary procedure not covered by these bylaws, Robert's Rules of Order Newly Revised shall govern.

## **ARTICLE XIII. - Compliance**

Section 1. Any member of this organization who fails to abide by or conform to the rules and regulations of this organization shall upon due notice of the alleged violation filed with the Board, be given ten (10) days notice by certified mail to appear before and answer to the Board at a hearing or hearings at which he may be represented by counsel.

Section 2. Every member shall be supplied with a copy upon request with any or all the Rules and Regulations effecting their membership in the organization.

## **ARTICLE XIV. – Standing Rules**

Section 1. If these By-Laws are approved by a two-thirds vote, the standing rules shall be approved by majority vote. The Standing Rules exist to further detail the responsibilities to be accepted by the person coming into a director or officer position.



## **STANDING RULES OF THE CUBS USER GROUP CORPORATION (CU USER GROUP)**

1. The President shall attend an annual on-site meeting at CU's office to finalize the planning of session content and details prior to the annual conference and any other business matters that pertain to the relationship between the user group and CU. The expense of this annual meeting shall be reimbursed by Columbia Ultimate up to \$500.00 for airfare and \$125 per night for lodging. All other expenses will be the responsibility of the member, or at the discretion of the Board.
2. The Meeting Committee Chair (Conference Planner) shall attend an annual on-site meeting at CU's office to finalize the planning of session content and details prior to the annual conference. The expense of this annual meeting shall be reimbursed by the User Group up to \$500.00 for airfare and \$125 per night for lodging. All other expenses will be the responsibility of the member, or at the discretion of the Board.
3. The PR Committee shall assist the membership committee in initiating applications by seeking out and encouraging good prospective members to submit applications. The PR committee shall also work in conjunction with the Conference Planner to assist with the planning details of the annual conference.



### **3/05 CUBS User Group Corporation Officers and Directors**

President	Amy Jahraus	term ending 2005
Vice President	Tim Mabry	term ending 2005
Treasurer	Brian Peek	term ending 2005
Secretary	Chris Mathews	term ending 2005
Past President	Albert Rookard	
Directors	(vacant)	term ending 2005
	Ryan McBride	term ending 2005
	John Rufini	term ending 2006
	Keith Kettlekamp	term ending 2006
	(vacant)	term ending 2007
	Lacey Cherrington	term ending 2007