



## **Orlando DotNetNuke® Users Group**

### **BYLAWS**

## **ODUG BYLAWS Document History:**

20080715 – Created. Will Strohl, ODUG President

20080801 – Initial release to the web site. Will Strohl, ODUG President

20091023 – Outlined additional details for the Secretary position. Will Strohl, ODUG President

## **ARTICLE I. Name**

### ***SECTION 1.***

The name of this organization is, "Orlando DotNetNuke® Users Group", abbreviated as "ODUG". Hereafter, the user group will be referred to as ODUG.

## **ARTICLE II. Purpose**

### ***SECTION 1.***

The ODUG is meant to enhance, enable, and facilitate the educational growth of individuals that use, are interested in, or are passionate about the DotNetNuke® product, and other related .Net technologies.

- a) General Purposes. Consistent with these bylaws, the ODUG shall conduct and engage in all lawful activities in furtherance of the ODUG's objectives.
- b) Specific Purposes. Within the context of the general purpose stated above, the ODUG shall:
  - a. Facilitate communication and the exchange of information worldwide on products, services, and technical issues related to DotNetNuke® (DNN);
  - b. Provide an active voice and consolidated channel of communication of the users of DNN in expressing needs, requirements, concerns and suggestions to DotNetNuke®;
  - c. Facilitate the uses of DNN throughout the membership;
  - d. Coordinate and assist educational endeavors through organized meetings and the dissemination of books, articles, papers, etc. pertaining to technical and non-technical information affecting the use of the DNN and its eco-system (skins, modules, market places, management, etc.);
  - e. Allow a channel of communication from the DotNetNuke® Corporation to the users of its products to disseminate information, plans, and intentions on DotNetNuke® products.

## **ARTICLE III. Membership**

### ***SECTION 1. Fees and Dues***

Membership to the ODUG is and shall remain free of charge to all members.

### ***SECTION 2. Equal Opportunity***

Membership in the ODUG shall not be denied to anyone based upon race, creed, sex, or religion. Membership is open to anyone having an active interest in DotNetNuke® products and related technologies as pursued through ODUG efforts and activities.

### ***SECTION 3. Founding and Co-Founding Member Definition***

The ODUG defines a "co-founding member" as being an individual who assisted Brian Scarbeau (the ODUG founder) in organizing the first 3 meetings.

### ***SECTION 4. Active Member Definition***

The ODUG defines an active member as being a individual who attends at least 2 meetings per calendar year, and resides within a reasonable driving distance of the user group meeting location(s). The ODUG President shall define "a reasonable driving distance". In the event that the President is unavailable or unwilling to define "reasonable driving distance", it shall be defined as follows:

Reasonable Driving Distance - The individual cannot live outside of the state of Florida, and must live within 3 hours of legal driving time.

### ***SECTION 5. Newsletters***

Each member who has a valid email address is entitled to receive one copy of the ODUG's newsletter(s) as issued. Each "member" is entitled to cast one vote in any election or ODUG activity that requires general membership approval.

### ***SECTION 6. Prizes, Raffles, and Giveaways***

Membership in the ODUG affords individuals the opportunity to win prizes. Members are not entitled to receive any goods, products, or services, except as defined in ARTICLE VIII.

### ***SECTION 7. Revocation of Membership***

No person may have their membership revoked except under the following conditions:

1. The member is disruptive to an overwhelming majority of members. This must be confirmed by an active member vote, as defined in ARTICLE VII.
2. The member causes a disturbance requiring intervention by law enforcement officials.
3. Tampering with product and/or service giveaways as defined in ARTICLE VIII, SECTION 4.

## **ARTICLE III. Meetings**

### ***SECTION 1. Regular Meetings***

The ODUG shall meet on the second Wednesday of every month. The meeting shall begin at 7:00 PM and end at 9:00 PM. If necessary, the meeting may extend past the designated end time.

### ***SECTION 2. Special Meetings***

The President may call Special Meetings to accommodate scheduling conflicts with local events or speakers, or as deemed necessary. When possible, the President shall notify the ODUG members no less than one week prior to the special meeting.

### ***SECTION 3. Meeting Location***

The Board of Directors or President may choose the meeting location. The meeting location shall be chosen at least 30 days prior to the meeting. Any change in venue from one meeting to the next shall be disclosed to the ODUG members at the meeting preceding the location change. Otherwise, the ODUG members shall be notified as soon as possible through the ODUG newsletter, and on the ODUG web site.

## **ARTICLE IV. Organization**

### ***SECTION 1.***

The ODUG is organized on three levels:

- A. Members
- B. Officers
- C. Board of Directors

### ***SECTION 2. Member***

Any individual who is interested in the activities of the ODUG may register at <http://Orlando.DotNetNukeUG.Net> to be a member. All restrictions, guidelines, and definitions found in SECTION 4 apply.

### ***SECTION 3. Officers***

The ODUG has four officers elected by the Board of Directors: Vice President, Secretary, Treasurer, and Director of Education. The officers are voting members of the Board of Directors.

### ***SECTION 4. Duties of Officers***

**President:** The President is the chief executive officer, chairs the Board of Directors, and is an ex officio member of all committees. The President is responsible for the performance of all officer and members of the Board of Directors. The President shall call for nominations of any Officer or Director who misses two consecutive meetings of the Board of Directors.

**Vice-President:** The Vice-President assists the President with all activities and functions of the organization. The Vice-President accepts nominations for members of the Board of Directors an appointment of officers, determines eligibility, and makes recommendations to the President. The Vice-President will sign all checks for the organization as presented by the Treasurer and approved by the President.

**Secretary:** The Secretary maintains minutes of the meetings of the Board of Directors, all correspondence, and inventory of all equipment belonging to ODUG. The Secretary has membership oversight which includes maintaining the membership list and voting list. Additionally, the Secretary is responsible for sending out all meeting notifications and newsletters on behalf of the ODUG.

**Treasurer:** The Treasurer shall have custody of all financial books and papers, collect revenues

from events, and record all transactions of all funds via bank, saving, and investment accounts approved by the Board of Directors. The Treasurer will provide an annual financial report and tax filings as required by law.

**Director of Education:** The Education Director will assist the President with selecting, arranging, and coordinating presentations for the monthly meetings, code camps, and all other educational, networking, and social events as specified by the President.

#### ***SECTION 4. Board of Directors***

**Purpose:** The Board of Directors manages and oversees the ODUG and all activities.

**Chair:** The President chairs the Board of Directors.

**Members:** The 9 voting members of the Board of Directors are: 5 Officers, Immediate Past President, and 3 optional Directors at Large.

**Terms:** The Board of Directors is elected for two year terms. There is no limit to the number of terms to which Board of Directors may be elected.

**Quorum:** A quorum requires the presence of the President and any 5 other of the Board of Directors. If the Secretary is not present, the President will assign another Director present to record the minutes of the meeting.

**Majority Vote:** Except as otherwise defined in these bylaws, a majority vote requires at least 66% of the Board of Directors to approve a motion, and all members must be present to vote. If any member is not present, the vote shall fail.

**Board of Director Votes:** Except as defined by ARTICLE IV, the Board of Director votes shall only take place at Board of Directors meetings.

**Meetings:** The Board of Directors shall meet as needed.

**Reporting:** The President may report the time, place, and actions taken at subsequent ODUG meetings.

**Scheduling:** The President should call Board of Director meetings and must announce the meetings to Board members at least one week prior to the meeting via e-mail.

#### ***SECTION 4. Nomination of Officers and Directors***

**Formation of the Board of Directors:** The ODUG President shall appoint all officers for the formation of the first instance of the Board of Directors.

**Nominating Committee:** The President shall appoint three to five members to form a Nominating Committee from the current Board of Directors.

**Purpose:** The Nomination Committee shall recruit candidates for election as officers and directors of the Board of Directors.

**Eligibility:** All members of the ODUG who have attended over half of the monthly meetings, and are able to attend Board of Director meetings are eligible for nomination. ARTICLE V shall be considered to determine eligibility. If there are not enough qualified members, members who have attended less than half the monthly meetings may be considered only if approved by more than half of the Board of Directors.

**Positions to be filled:** The Nominating Committee shall recruit candidates for all vacant Director positions.

**Selecting the President:** The President shall remain in office until which time he or she decides to resign, or is asked to resign by a 75% majority vote from the Board of Directors. Selecting a new President shall be the task of the Board of Directors and the decision should be based upon the consideration of who will accept the responsibility of ensuring the viability, high standards, and growth of the ODUG. There is no limit to the term of the President.

**Selection of Officers:** The President may request any member of the Board of Directors or of any general member who has attended more than half the monthly meetings for a contiguous twelve month period to become an officer of the organization. The Board of Directors must approve the selection of all officers by a majority vote.

## **ARTICLE V. Board of Directors - Veto Power**

### ***SECTION 1.***

The President shall have final veto powers over all decisions made by other members of the Board of Directors.

The President's decisions may be overridden by a majority vote by the Board of Directors, OR by a majority vote by the active members of the ODUG. In a Board of Directors vote, all members of the Board of Directors must be present for a veto vote to be valid.

The vote by the ODUG members may be done online, or at a user group meeting where at least 50% of the ODUG active members as defined in ARTICLE III, SECTION 4, are present. The online vote must not be cookie-based, allow only one vote per member, and must only allow active members as defined in ARTICLE III, SECTION 4, to vote. The text of the online vote must be approved by a majority vote by the Board of Directors.

## **ARTICLE VI. Board of Directors - Abuse of Power**

### ***SECTION 1.***

As the ODUG is meant to benefit all members of the local DotNetNuke® Community, all members of the Board of Directors are expected to uphold this honorable standard.

- No member of the Board of Directors may use their position on the Board of Directors for direct personal or financial gain.
- Only the President may commit the ODUG to causes, affiliate programs, events, projects, sponsorships, or other commitments.
- No member of the Board of Directors may commit the ODUG to causes, affiliate programs, events, projects, sponsorships, or other commitments without the approval of the President, or a majority vote by the Board of Directors.

Interpretation of this ARTICLE shall be determined on a case by case basis, and formalized by a Board of Directors majority vote. Any member of the Board of Directors that is found to be violating this ARTICLE will forfeit their position on the Board of Directors. The forfeiture of the

position will be ratified by a majority vote by the remaining members of the Board of Directors.

## **ARTICLE VII. Voting**

### ***SECTION 1.***

Motions, issues or other items may be brought to the ODUG to vote for an outcome. Such items or issues may be brought to the ODUG by a majority vote from the Board of Directors, or as requested by the President.

### ***SECTION 2. Eligibility***

Only active members shall be allowed to vote. Except in the case of online voting, the member must be present to be eligible to vote.

### ***SECTION 3. Voting List***

The Secretary shall maintain a monthly voting list that includes all active members.

### ***SECTION 4. Majority Vote***

When motions are brought to the ODUG members to vote, a majority vote requires at least 60% of the active members to approve the motion.

## **ARTICLE VIII. Meeting Giveaways**

### ***SECTION 1. Monitoring***

All giveaways must be monitored by the ODUG President or Vice President.

### ***SECTION 2. Drawings***

Products and/or services may be given away at the ODUG meetings. Upon entering the meeting, members will be required to sign in. At the end of the meeting, the attending members will be randomly chosen to win the specified give product(s) and/or service(s).

### ***SECTION 3. Alternative Giveaway Methods***

Alternatively, the ODUG may sell or give tickets to provide a random drawing using raffle tickets. All proceeds MUST be donated to a local nonprofit organization whose purpose is the education of children. However, in the event that the cost of the product and/or service was at the expense of an active member, the cost may be given back to that member. Any remaining proceeds must be donated to a local nonprofit organization whose purpose is the education of children.

### ***SECTION 4. Drawing Eligibility***

1. You MUST be present to win.
2. You are not required to qualify as an active member.

3. You **MUST** have registered for the meeting to be in the drawing.
4. If there are stipulations given by the sponsor who donated the product and/or service, you **MUST** agree to those terms in order to receive their product and/or service. If you do not, your name may be re-entered into the drawing.
5. You may only win once per meeting.
6. If one is found to have cheated in the drawings in any form, they shall permanently lose membership to the ODUG, ODUG meetings, and all future drawings.

## **ARTICLE IX. Amendments**

### ***SECTION 1.***

Amendments may be made to the ODUG bylaws by the Board of Directors. The amendments must be approved by a majority vote.

The amendment must be clearly summarized in the BYLAWS Document History and immediately posted to the ODUG web site. The summary must contain the date of the change, the change that was made, and the person(s) who made the change.

## **ARTICLE X. Dissolution and Liquidation**

### ***SECTION 1.***

If at any time, the Board of Directors agrees to discontinue the operations of the ODUG, all inventory will be donated to a local nonprofit organization whose purpose is the education of children. The Board of Directors will select and vote on the recipient by over half of the Directors present.

## **ARTICLE XI. Catch-All**

### ***SECTION 1.***

The Board of Directors shall handle anything not covered in these bylaws.