

Houston SharePoint User Group

By-Laws

1. NAME & PURPOSE

- a. Name. The name of the organization shall be the Houston SharePoint User Group, also known as H-SPUG.
- b. Purpose. H-SPUG is organized exclusively for charitable and educational purposes, more specifically to provide community and educational events, programs, materials, resources, and other related information of interest to users of Microsoft SharePoint and associated products.

2. MEMBERSHIP

- a. Composition. Membership in H-SPUG shall consist of the following groups.
 - i. Regular Members. Any individual may join as a regular member.
 - ii. H-SPUG Officers. H-SPUG Officers are designated by the Board of Directors and have day-to-day responsibility for the operations of H-SPUG.
 - iii. Board of Directors. The Board of Directors is responsible for overall policy and direction of H-SPUG and for appointing H-SPUG Officers.
 - iv. Sponsors. Sponsors pay cash or in-kind services in return for promotional opportunities.
- b. Membership Rules. The Board of Directors may promulgate rules and policies pertaining to membership, including rules for terminating membership and code of conduct.

3. MEETINGS

- a. Annual Meeting. The date, time, and place of the regular annual meeting of the Board of Directors shall be set by the Board of Directors.
- b. Special Meetings. Special meetings may be called by the Chair or the Executive Committee.
- c. Notice. Notice of each meeting shall be given to each Member of the Board of Directors, via mail or email, not less than ten days before the meeting.
- d. H-SPUG President. The current President of H-SPUG shall attend all meetings of the Board of Directors.

4. BOARD OF DIRECTORS

- a. Board Role. The Board is responsible for overall policy and direction of H-SPUG, and for appointing H-SPUG Officers who have responsibility for day-to-day operations.
- b. Size. The Board shall have up to ten and not fewer than five members.
- c. Composition. The Board should represent a well-rounded cross section of the SharePoint user community, so as to limit the ability of an individual, company, or community member type to dominate or unduly influence the organization. Accordingly, the Board shall be composed such that:
 - i. Academic. At least one Director shall be a full-time professor or teacher in the field of computer science, management information systems, or similar.

- ii. End User. At least one Director shall be an end user of SharePoint, employed at a company with an active SharePoint environment, and not involved in the provision of goods or services related to SharePoint.
- iii. Company Diversity. No more than two Directors shall work at the same company.
- iv. Limit on Consultants & Independent Software Vendors (ISVs). No more than half of the total Director positions (filled and unfilled) shall be filled by Consultants or ISVs. A Consultant is an individual who provides, or works for a company that provides, SharePoint consulting services; and ISV is an individual who develops or sells, or works for a company that develops or sells, software and solutions relating to SharePoint. The determination as to whether an individual is a Consultant or ISV shall be made by the Board of Directors.

d. Director Positions & Charter Directors:

#	Name	Board Office	Employer	Consultant /ISV	Academic	End-User	Initial Term Ends
1	Victor Chataboon	Chair	Idera	Yes	No	No	6/1/2014
2	Harrison Lee		Champion Technologies	No	No	No	6/1/2014
3	Arnoldo Ruiz		Ave Point	Yes	No	No	1/1/2014
4	Julia Ito		Lightning Tools	Yes	No	No	1/1/2014
5	Justin Segal		Boxer Property	No	No	Yes	6/1/2013
6	Vacant						6/1/2013
7	Vacant						1/1/2013
8	Vacant						1/1/2013
9	Vacant						6/1/2012
10	Vacant						6/1/2012
11	Vacant						1/1/2012
12	Vacant						1/1/2012

- e. Compensation. Directors receive no compensation other than reimbursement of reasonable expenses.
- f. Meetings. The Board shall meet at least annually, at an agreed upon time and place.
- g. Board Elections. Directors shall be nominated for and elected to a specific Board Position. Director elections will occur at the first meeting following the expiration of any term. Directors filling vacancies may be elected at any meeting of the Board, and will complete the remaining term for that Position. Directors will be elected by a majority vote of the current Directors, excluding those eligible for reelection. Rules and procedures for elections, including the rules for nominating candidates, will be determined by the Executive Committee.
- h. Terms. The initial term of each Position shall end on the date described above. Each subsequent term shall be three years. A Director may not serve more than two successive terms (or portions thereof).

- i. Quorum. A quorum of 50% of all Directors (excluding vacant positions) is required before business can be transacted or motions made or passed. Except as otherwise indicated herein, all votes shall be by simple majority of Directors present. Any tie votes will be decided according to the vote of the Director presiding over the meeting.
- j. Board Officers and Duties. There shall be five Board Officers consisting of a Chair, Vice Chair, Secretary, Treasurer, and Parliamentarian. Their duties are as follows:
 - i. The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.
 - ii. The Vice-Chair will chair committees on special subjects as designated by the Board.
 - iii. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring that corporate records are maintained.
 - iv. The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Directors and the public.
 - v. The Parliamentarian must be familiar with the Bylaws and Roberts Rules of Order and must be the arbiter of any points of order, questions, or disputes relating thereto.
- k. Vacancies. When a Board vacancy exists, nominations for new members may be received from existing Directors by the Secretary in advance of a Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting. Vacancies will be filled only to the end of the term associated with the vacant position.
- l. Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Director shall be dropped for excess absences from the Board after three unexcused absences from Board meetings in a year. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.
- m. Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Directors. Notices of special meetings shall be sent out by the Secretary to each Director two weeks in advance.
- n. Code of Conduct and Other Policies. Directors must follow the code of conduct and any data protection, use, and privacy policies as promulgated by the Board.

5. COMMITTEES

- a. Creation of Committees. The Board may create committees as needed, such as events, speakers, sponsorships, and so forth. The Board Chair appoints all committee chairs.
- b. Executive Committee. The Board Officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings, subject to the direction and control of the Board.
- c. Finance Committee. The Treasurer is chair of the Finance Committee, which includes at least two other Directors. The Finance Committee develops and reviews fiscal procedures, a fundraising plan, and annual budget with staff and other Directors. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Directors, and the public.

6. H-SPUG OFFICERS.

- a. Appointment. H-SPUG Officers are appointed for one year terms by election by the Board, based on open nominations made by H-SPUG Members, and can be recalled by the Board at its discretion.
- b. Term. H-SPUG Officer's terms begin at the first regular H-SPUG meeting occurring more than 30-days after the election, or on such other schedule as the Board may determine. Vacant positions will be filled by Board election and the incoming H-SPUG Officer will serve the remaining portion of the vacant term. H-SPUG Officer may serve only one consecutive term.
- c. Responsibilities. H-SPUG Officers are responsible for day-to-day operations of H-SPUG, including the scheduling and planning of events, maintenance of the web site, speaker coordination, obtaining and implementing sponsorships, maintaining operational books and records, maintaining a bank account, and so forth. H-SPUG Officers must follow the code of conduct and any data protection, use, and privacy policies as promulgated by the Board.
- d. Positions. The following H-SPUG Officers shall be elected by the Board:
 - i. President.
 - ii. Vice-President.
 - iii. Secretary.
 - iv. Treasurer.

7. AMENDMENTS

- a. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors on May 25, 2011.