

**BYLAWS  
OF  
S.I.R.D.U.G., INC.  
*A MEMBERSHIP ORGANIZATION***

**ARTICLE ONE  
Name, Location and Offices**

**1. NAME:**

The name of this Corporation shall be the Southeastern Inter-Relational Database User Group Identified by the acronym S.I.R.D.U.G..

**2. REGISTERED OFFICE & AGENT:**

The Corporation shall maintain a registered office in the State of North Carolina, and shall have a registered agent whose address is the same as the address of the registered office, in accordance with the requirements of the North Carolina Nonprofit Corporation Code.

**3. OTHER OFFICES:**

The principle office of the Corporation shall be located in Charlotte, North Carolina. The Corporation may have other offices at such place(s) within or without the state of North Carolina, as the Board of Directors may determine from time to time or that the affairs of the corporation may require or make desirable.

**ARTICLE TWO  
Purpose and Governing Instruments**

**1. NONPROFIT CORPORATION:**

The government shall be vested in the Corporation which shall be governed by its Articles of Incorporation as a nonprofit corporation, its Bylaws, and seated Board of Directors.

**2. CHARITABLE AND EDUCATIONAL PURPOSES:**

The Corporation is organized for the purpose of which, as set forth in the articles of Incorporation, are exclusively charitable, and educational within the meaning of section 501(c)(6) of the Internal Revenue Code. The purpose is to establish a public nonprofit foundation. To operate an independent, nonprofit, user-run membership organization whose mission is to support and strengthen the information systems community by providing high quality education and a forum for sharing information on the effective utilization of Relational Database products. To operate under the North Carolina Nonprofit code (subject to and within limitations of section 501(c)(6) of the Internal Revenue Code).

## **ARTICLE THREE**

### **Membership**

#### **1. MEMBERSHIP:**

The Corporation will have members. The membership of the corporation shall consist of persons committed to obtaining and sharing information on the effective utilization of Related Database products. The membership of the corporation may serve on committees, may serve as board members, may serve as advisory board members and may elect members of the Board of Directors.

#### **2. TYPES OF MEMBERSHIP:**

There will be three (3) types of memberships, Individual Members, Vendor Members and Board of Directors Membership.

#### **3. REQUIREMENTS FOR EACH TYPE:**

3.1 Individual Members are persons committed to obtaining and sharing information on the effective utilization of Related Database products. They will be responsible for paying dues as determined, from time to time, by the Board of Directors. Individual members will have one vote for the election of directors and other such matters as may be brought to a vote at a meeting of the members. Individual members may serve on the Board of Directors.

3.2 Vendor Members are a part of database professionals or vendor employees selling database related products. These members are engaged in sales or marketing activities. They will be responsible for paying dues as determined, from time to time, by the Board of Directors. To avoid Conflict of Interest, Vendor Members will not have a vote and may not serve on the Board of Directors.

3.3 Board of Directors Members are persons serving in a volunteer administrative or officer position for the organization. They will have the option of paying dues because of their volunteer time and responsibilities on the organizations board. Board Members will have one vote for the election of their peers and other such matters as may be brought to a vote at a meeting of the members. Board Members may, from time to time, meet in executive session for the purpose of conducting the business of the organization.

#### **4. DUES AND FEES:**

Dues for membership as determined by the Board of Directors, will be assessed and collected on an "as needed" basis. Fees will be collected at the business meeting to defray the cost of the meetings. Because S.I.R.D.U.G. Board Members and officers volunteer their time, dues for said officers are optional.

#### **5. STRUCTURE:**

The governing body of the Corporation shall be the Board of Directors. The board will consist of the President, Vice-President(s), Secretary and Treasurer. However, the membership may organize itself to better facilitate the structure for the Corporation and to develop a body through which activities of the organization and its membership may function.

5.1 The organization will be structured as a 501(c)(6) tax-exempt, nonprofit corporation. As such, no part of the net earning of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(6) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

5.2 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Code as the Board of Directors shall determine, or to federal, state, or local government to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

## **ARTICLE FOUR**

### **Board of Directors**

#### **1. AUTHORITY & RESPONSIBILITY:**

The governing body of the Corporation shall be the Board of Directors. The board will consist of the President, Vice-President(s), Secretary and Treasurer. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies and changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, be amended or changed. Directors need not be residents of the State of North Carolina. The Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member, director, officer, or other private person(s) or individual(s). Except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.

## **2. INITIAL & REGULAR BOARD OF DIRECTORS:**

The initial directors shall be the person(s) named in the Articles of Incorporation filed with the Secretary of the State of North Carolina. The directors shall be a number set forth by the board of directors, but, shall not be less than three (3). At the first official meeting of the Board of Directors, the initial directors shall elect a regular Board of Directors, who shall therefore elected its officers to consist of the President, Vice President(s), Treasurer and Secretary, together with such other directors as may be elected by the affirmative vote of the majority of the initial directors.

## **3. ELECTION & TERM OF OFFICE OF DIRECTORS:**

3a. The officers shall be elected annually, in an election that shall occur in the fourth quarter of each year. Each officer shall continue in office for a term of one (1) year or until a successor shall have been elected and shall have qualified or until their earlier death, resignation, or removal. Not less than thirty (30) days prior to the annual election, nominations for officers will be accepted. Nominations may be made by mail or email. Nominations may also be made verbally at a regular S.I.R.D.U.G. meeting. An officer shall be eligible for re-election. Any regular member that is active in the organization is eligible for nomination. Active is defined as someone who has attended the majority of the S.I.R.D.U.G. meetings in the past year. Nominations may be done by any S.I.R.D.U.G. member, and may include self-nominations.

3b The election shall be conducted electronically. The exact means of voting will be announced to members through an email. The email will specify the method of voting and the voting period. The voting period will be a minimum of fourteen (14) days. Electronic ballots will be tallied by the secretary and verified by a second individual. The majority vote shall be the vote of the body.

## **4. REMOVAL:**

Any director may be removed from office with cause at any special, regular, or annual meeting of the Board of Directors by the affirmative vote of two-third (2/3) of the Directors then in office. A removed director's successor may be elected at the same meeting to serve the unexpired term. A removed director must agree, prior to having become a director, not to enter into the same or similar business or program or S.I.R.D.U.G. for a minimum of three (3) years.

## **5. VACANCIES:**

Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority vote. Each director so elected shall hold office until the regular annual election and the qualification of a successor has been approved.

## **6. COMPENSATION:**

No director of the corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such director, unless authorized by the concurring vote of two-thirds (2/3) of all the directors or (notwithstanding any quorum requirements of these bylaws) by the concurring vote of all of the disinterested directors. The Board of Directors shall develop a Conflict of Interest policy in accordance with the policy as set in relationship to funding and/or

fund raising decisions.

**7. ANNUAL REPORT:**

The Board of Directors shall prepare or caused to be prepared an annual report of the Corporation. The annual report shall be distributed to all members, granters, grantees, and organizations so requesting. The annual report shall be prepared for presentation once a year after the annual meeting, but no later than December each year.

**ARTICLE FIVE**

**Meetings of the Board of Directors**

*(All meetings shall be governed by and conducted in accordance with the latest edition of Robert's Rules of Order)*

**1. ANNUAL MEETING; NOTICES:**

The annual meeting and installation of officers shall be on a day in the fourth quarter of each year. It shall be the duty of all officers and heads of committees to make a full and complete report of the year's activities at this meeting. Also, at this meeting, the officers for the coming year shall be installed. The annual meeting shall be held at the principle office of the corporation, or such other place as the Board of Directors shall determine. Notice of the time and place of such annual meeting shall be given by the secretary either personally, by E-mail, by mail or by telephone not less than ten (10) nor more than sixty (60) days before such meeting is to take place.

**2. REGULAR MEETING; NOTICES:**

Regular meetings of the Board of Directors shall be held at least quarterly at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such meeting shall be given by the secretary of the board or by the President of the board, either in person, by mail or by telephone not less than seven(7) nor more than sixty(60) days before such regular meeting. The meetings may be face-to-face or by teleconference.

**3. SPECIAL MEETINGS; NOTICES:**

Special meetings may be called by the President or any two (2) directors of the corporation. The notice of such meeting given in person, or by publicity preceding such meeting.

**4. WAIVERS:**

Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where directors has attended the special meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

**5. QUORUM:**

A majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) directors constitute a quorum.

**6. VOTE REQUIRED FOR ACTION:**

Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board.

**7. ATTENDANCE:**

Following two (2) consecutive absences by a director, the President shall contact the absent director to determine his/her intentions related to attending future meetings or seek his/her resignation. After three (3) consecutive absences, the director shall be sent a letter advising him/her that a fourth consecutive absence will constitute his/her automatic removal.

**8. ADJOURNMENTS:**

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned.

**ARTICLE SIX**

**Officers**

**1. NUMBER & QUALIFICATIONS**

The officers of the Corporation shall consist of a President, Vice-President(s), Secretary, and Treasurer. The Board of Directors shall from time to time create and establish the duties of such other officers as it deems necessary. Any two or more offices may be held by the same person, except the office of the President and Secretary. Or, where division of duties and/or responsibilities are required as in accounting practices.

**2. ELECTION & TERM OF OFFICERS:**

The officers of the corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The new officers will begin serving their terms at the next board meeting after the election results are announced.

**3. REMOVAL:**

Any officer(s) elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the Board's judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer(s) so removed.

**4. VACANCIES:**

A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

**5. PRESIDENT:**

The President shall be a Person of mature experience and possessed of abilities commensurate with the office. The Chairperson shall be the principal executive officer of the corporation and shall be subject to the Board of Directors. The President shall see that all orders and resolutions of

the Board of Directors are carried into effect and shall have the right to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors. The other officers and executive Director shall be under the President's supervision and control during such interim. The President shall chair the board meetings and other meetings so designated by his duties. The President shall represent the Corporation in all of its affairs and serve as ex-officio member of all board, standing and auxiliary committees, with the exception of the Nominating Committee. He shall appoint chairpersons of all committees. The President shall be authorized and empowered to sign checks, drafts, and any other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, any statements and /or reports required to be filed with the state or federal officials or agencies. Shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing except in cases where the signing and execution of such instruments shall be expressly delegated by the board of directors or where there may be requirements of separation of duties or conflict of interest. In the event of death, resignation or inability to fulfill his duties, the Vice-President shall chair until the position of President is voted on by the Board of Directors then in office and qualified to make such a vote. The Vice-President is not exempt from seeking the position of President.

#### **6. VICE PRESIDENT:**

The Vice president shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President from time to time may delegate. The Vice President shall serve as Chairperson of and be responsible for the program / grants committee. The Vice-President shall be under the supervision of the Chairperson. The position of the Vice President is voted on by the Board of Directors then in office and qualified to make such a vote.

#### **7. SECRETARY:**

The secretary shall be a person possessed of mature judgment, with abilities to perform such clerical duties as this office requires. Thus, the Secretary shall (a) attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required; (b) give or cause to be given, notice of all meetings of the Board of Directors. (c ) keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the Chairperson, affix it to any instrument requiring it. When so affixed, it shall be attested by the signature of the Secretary or by the signature of the Treasurer or an Assistant Secretary; (d) maintain and update from time to time, the register of the corporation's membership and shall be empowered as one of the signers on all checks or other instruments of disbursement as may from time to time be presented to the corporation for payment. The Secretary of the corporation may or may not be the Corresponding Secretary and shall be under the supervision of the President. The position of the secretary is voted on by the Board of Directors then in office and qualified to make such a vote.

## **8. TREASURER:**

The Treasurer shall be a person possessed of mature judgment, with abilities to perform the duties required of this office. Thus, the Treasurer shall (a) have the custody of the corporate funds and securities and shall keep full and accurate accounts of all receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit(account) of the corporation into a depository (ies) designated by the Board of Directors; (b) disburse the funds of the Corporation as so ordered by the Board of Directors, and prepare financial statements each Quarter or at such intervals as so directed by the Board of Directors. If required by the Board of Directors; (c ) give the Corporation a bond(surety) for the faithful performance of the duties of this office and for the restoration to the corporation in the case of death, resignation, retirement, and/or removal from the office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation; (d) be empowered as one of the signers on all checks or other instruments of disbursement as may from time to time be presented to the Corporation for payment. The Treasurer shall serve as the chairperson of and be responsible for the finance committee of this corporation and arrange for the accounts, under the care of this position, to be audited annually by an outside auditing concern as so required by the instrument under which this corporation functions as a nonprofit, 501(c)(6) organization in the state of North Carolina.

## **ARTICLE SEVEN Committees of Directors**

### **1. COMMITTEES OF THE BOARD OF DIRECTORS:**

By resolution adopted by a majority of the full Board of Directors, the Board may designate from among its members one (1) or more of the following committees; Standing Committees, Operational Committees, Sub-Committees, Ad Hoc Committees, consisting of two (2) or more directors, which may include the President or the Vice President of the corporation.

### **2. EXECUTIVE COMMITTEE:**

By resolution adopted by a majority of the directors in office, the Board of Directors may designate the officers of the board as its executive committee. The executive committee of the Board of Directors shall be empowered by the full Board of Directors to conduct the management of the affairs of the corporation, without the necessity of a meeting of the full board, and so report such management of the affairs from time to time at regular, special, or call meetings of the Board of Directors. But, the designation of such executive committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or them by law and/or these bylaws. The Executive Committee shall no consist of less than the President, Vice President(s), Secretary, Treasurer.

### **3. OTHER COMMITTEES / BOARDS:**

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, chairperson(s) of such committee shall be appointed by the president of the corporation. Any chairperson of any committee may be removed by the person or person(s)



authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal. The members of such committee may be designated by the chairperson(s) and may be designated from the membership of the corporation (If such exist). Such standing committee may be designated from time to time by the Board of Directors. The structure of the foregoing committees may be designated by the President from the Board of Directors and other such advisory as may be requested by the President. Such extent of function of these committees may be so outlined in the policy and procedure manual of the corporation.

**4. TERM OF APPOINTMENT:**

Each member of a committee shall continue as such until the next board meeting after new officers are elected and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**5. QUORUM:**

Unless otherwise provided for in the resolution, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a committee meeting at which a quorum is present shall be the act of the committee.

**6. RULES:**

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**ARTICLE EIGHT**  
**Insurance**

**1. INSURANCE:**

To the extent permitted by the state law, the Corporation may purchase and maintain insurance on behalf of any person who is /was a director, officer employee, trustee, or agent of the corporation, or is/was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

**2. PROTECTION FOR THE BOARD:**

To the extent that the Board of Directors deems necessary, the board may elect to provide insurance (Liability) for its entire body. The Board of Directors may empower the president to seek and report to it such coverage(s) that may protect the Board of Directors and the corporation from major losses that could severely impair the financial processes of the corporation.

**3. BOARD RESPONSIBILITY:**

While it is not necessary for board members to become insurance experts, the Board of Directors should be sufficiently familiar with the corporation's property/liability/benefit insurance program(s) to certify that the corporation is not unknowingly facing major uninsured loss exposure. The responsibility for the disclosure of this information will be that of the president

and/or finance committee.

## **ARTICLE NINE**

### **Tax-Exempt Status**

#### **1. TAX-EXEMPT STATUS:**

The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as a "Publicly supported" organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE TEN**

### **Amendments**

#### **1. POWER TO AMEND BYLAWS:**

The Board of Directors, or the executive committee of the Board of Directors, shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

#### **2. CONDITIONS:**

Actions of the Board of Directors with respect to the bylaws shall be taken by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present as provided in these bylaws. Action by the executive committee of the Board of Directors with respect to the bylaws shall be taken by the affirmative vote of a majority of the members of such committee present at a meeting at which a quorum is present.

## **ARTICLE ELEVEN**

### **Fiscal Year**

#### **1. FISCAL YEAR:**

The Board of Directors is authorized to fix the fiscal year of the corporation and to change same from time to time as it deems appropriate and in the best interest of the corporation.

## **ARTICLE TWELVE**

### **Miscellaneous**

#### **1. BOOKS AND RECORDS:**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The location of such books and records shall be in the registered office of the corporation and under no circumstances shall the records be removed without authority from the Board of Directors and such removal shall be covered by the proper insurance /surety bond.

#### **2. CORPORATE SEAL:**

The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may determine.

**BYLAWS**

**FOR**

**SOUTHEASTERN INTER-RELATIONAL DATABASE USER**  
**GROUP**  
**(S.I.R.D.U.G.)**

**CHARLOTTE, NORTH CAROLINA**

APPROVED BY THE ORGANIZING BODY

THE \_\_\_\_\_ DAY OF \_\_\_\_\_ 2002

SIGNATURE OF SECRETARY