



i-UG Organisation Bylaws

THE BOARD

1. Number of Board Members

i-UG shall have a Board consisting of at least 3 and no more than 5 Members. The minimum responsibilities to be covered are Technical Director, Secretary/Treasurer and Chairman.

Within these limits; the board may increase or decrease the number of members serving on the Board, including for the purpose of staggering the terms-of-Office of the Board Members.

2. Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of i-UG shall be managed under the direction of the Board, except as otherwise provided by law.

3. Terms-of-Office

All Board Members shall be elected to serve a minimum one-year Term-of-Office (Term); however the Term will be notionally for 2 years and may be extended until a successor has been elected.

The Term-of-Office shall be considered to begin December 1st of the year of appointment and it will end November 30th of the projected second year in office, unless the term is extended or until such time as a successor has been elected.

Board Member Terms shall be staggered so that there will never be the occasion that more than half the number of Board Members will end their Terms in any given year.

Board Members may serve Terms in succession.

4. Qualifications and Election of Board Members

In order to be eligible to serve as a Board Member, the individual must be over 18 years of age and have served at least one complete term as a member of one of the Committees and be considered a suitable candidate by the current Board.

Election of Board Members will be carried out at a Board Meeting, which will be held just prior to the final i-UG meeting of any calendar year, and will be confirmed by the majority vote of the existing Board Members.

Appointment to the Board will depend on: -

- a. A vacancy on the Board
- b. Approval by the existing Board Members
- c. Approval by i-UG Members

5. Vacancies

The Board may fill vacancies due to the expiration of a Board Member's term of office, resignation, death, or removal of a Board Member or may appoint new Board Member to fill a previously unfilled Board position, subject to the maximum number of Board Members under these Bylaws.

6. Unexpected Vacancies

Vacancies on the Board due to resignation, death, or removal shall be filled by the existing Board for the balance of the term of the Board Member being replaced.

7. Removal of Board Members

A Board Member may be removed by two-thirds vote of the Board Members then in office, if:

1. the Board Member is absent and unexcused from two or more Board Meetings in any twelve month period.

N.B. The Chairman is empowered to excuse Board Members from attendance for a reason deemed adequate by the Board. The Chairman shall not have the power to excuse him/herself from the board meeting attendance and in that case, it will be the decision of the other Board Members to excuse, or not, the Chairman.

2. for cause or no cause, before any meeting of the Board at which a vote on removal will be made, the Board Member in question will be given electronic or written notification of the Board's intention to discuss her/his case and will be given the opportunity to be heard at a additional and separate meeting of the Board.

8. Board Members Meetings

The Board shall hold a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

Special meetings of the board may be called by the Chairman or any two (2) other Board Members. A special meeting must be preceded by at least 2 days' notice to each Board Member of the date, time, and place, but not the purpose, of the meeting.

Any Board Member may waive notice of any meeting.

9. Manner of Acting.

A majority of the Board Members in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

Except as otherwise required by law or by the i-UG Constitution, the act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board.

On the occasion that Board Members are unable to make a decision based on a tied number of votes, the Chairman shall have the power to swing the vote based on his/her discretion.

Except as required otherwise by law; the i-UG Constitution, or these Bylaws, Board Members may participate in a regular or special meeting through the use of any means of communication by which all Board Members participating may simultaneously hear each other during the meeting, including in person; internet video meeting or by telephonic conference call.

10. Compensation for Board Service

Board Members shall receive no compensation for carrying out their duties as Board Members. The Board may adopt policies providing for reasonable reimbursement of Board Members for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

11. Compensation for Professional Services by Board Members

Board Members are not restricted from being remunerated for professional services provided to i-UG. Remuneration shall be reasonable and fair to i-UG and will be reviewed and approved by the Board to ensure the avoidance of any conflict of Interest.

THE COMMITTEE

12. Creation of a Committee

The Board may, by the resolution adopted by a majority of the Board Members then in office, designate one or more Committees to serve at the pleasure of the Board. Any Committee, to the extent provided in the resolution of the Board, shall have all the authority to make recommendations to the Board regarding any and all activities carried out by and on behalf of The i-UG Membership.

Notwithstanding the above, no Committee or Committee Member, regardless of Board resolution, may: -

1. take any final action on matters which requires Board approval or approval of a majority of Board Members;
2. fill vacancies on the Committee without explicit Board approval;
3. amend or repeal Bylaws or adopt new Bylaws;
4. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
5. expend i-UG funds or approve any transaction to which i-UG is a party and does not have specific Board financial approval.
6. Committee Members shall receive no remuneration other than reimbursement of reasonable expenses incurred in conjunction with carrying out a responsibility that has been sanctioned by the Board and has written authority to merit reimbursement.

13. Committee Members

To qualify to become a Committee Member, the nominee must be a fully paid up member of the i-UG User Group.

Any i-UG Member may be nominated to be Committee Members by themselves or by any other paid up i-UG Member.

i-UG Members can join a Committee and become a Committee Member at any time of the year.

A Committee Member must be approved by the Board before joining the Committee and will be appointed by the Board based on their suitability to the role.

A Committee Member volunteers to serve for 12 months; however, this is not binding.

A Committee Member can be nominated for or may apply for a place on the Board after completion of one full year serving as a Committee Member where there has been substantial commitment and actual activity in supporting the Board during the term.