

BYLAWS OF COMPUTER MEASUREMENT GROUP, INC.
Ohio Valley Computer Measurement Group (OHVCMG) REGION

Last Date of Revision: 4 May 2003 (name change only)

voted and approved by the regional membership on 5 June 2003, ratified by the CMG Board of Directors 6 June 2003

ARTICLE I - NAME

The name of the Computer Measurement Group (CMG) Region shall be the Ohio Valley Computer Measurement Group Region (the Region). The Region may be represented as Ohio Valley CMG or with abbreviations such as uppercase or lower case letters (i.e. OHVCMG or ohvcmg or OHVcmg or ohvCMG).

ARTICLE II - PURPOSES

Section 1. Non-Profit.

The Region is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

Section 2. Purposes.

The purposes of the Region are to:

- 1) Foster research and development, and the exchange and public dissemination of data pertaining to computer measurement, computer management, and computer performance evaluation, and underlying computer science.
- 2) Initiate, organize and conduct meetings, discussion groups, forums, panels, lectures and other programs concerned with research and development and the exchange of technological data in the computer field;
- 3) Publish the results of research and development, and make such publications available to the general public;
- 4) Establish and continually improve standards for communicating computer science, computer measurement, computer management, and computer performance evaluation research results and information to interested members of the general public; and
- 5) Perform and do any and all such other acts as are necessary, convenient and proper to the attainment of these objectives.

Section 3. Rules.

The following rules shall conclusively bind the Region and all persons acting for or on behalf of it:

- a. Upon the dissolution of the Region, the Regional Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Region, dispose of all the assets of the Region exclusively for the purposes of CMG in such manner as the Regional Board of Directors shall determine. All remaining assets of the Region shall be returned to CMG for its information and use.
- b. The Region shall not adopt any practice, policy or procedure that would result in discrimination on the basis of age, race, sex, national origin, religion, or creed.

ARTICLE III - MEMBERS

Section 1. Membership.

Membership may be granted to any individual working or interested in the fields of computer science, measurement, management, or performance evaluation, who agree to support CMG's purposes and to abide by these bylaws and such other rules and regulations as Regional Board of Directors may adopt. A person abiding by these bylaws and participating in Regional meetings (at least one of the most recent three) will constitute a Member. Membership is not contingent on or restricted by the ownership or use of any particular type of installed computer equipment.

Section 2. Election.

Any person submitting an application for membership including a statement of qualification shall be approved for membership under criteria and procedures that may be established by the Regional Board of Directors.

Section 3. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Resignation.

Members may resign from the Region at any time by giving written notice to the Regional Secretary-Treasurer.

Section 5. Termination of Membership.

Membership in the Region may be terminated for cause and whenever membership in CMG is terminated for cause. Sufficient cause for such termination of membership shall be a violation of the bylaws or any rule or practice of the Region or CMG. Expulsion shall be by two thirds vote of the entire membership of the Regional Board of Directors; provided, that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Regional Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Regional Board of Directors. In addition, the membership of any member who becomes ineligible for membership or who shall be sixty (60) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances such termination may be delayed by the Regional Board of Directors.

ARTICLE IV - DUES AND ASSESSMENTS

The initial and annual dues for each class of member of the Region, the time for paying such dues and other assessments, if any, shall be determined from time to time by the Regional Board of Directors.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1. Regional Meeting.

A Regional Meeting of the members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time, and place as may be determined by the Regional Board of Directors.

Section 2. Special Meetings.

Special meetings of the members may be called by the Regional Chair, or upon written request to the Regional Secretary-Treasurer (stating the purposes of the proposed meeting) signed by at least one tenth of the voting members, or when ordered by the Regional Board of Directors.

Section 3. Notice.

Notice of annual or special meetings of the members shall state the time, date and place of the meeting and shall be given at least twenty (20) days prior to the date of such meeting.

Section 4. Quorum.

The presence in person or by proxy of not less than one tenth of the members or five (5) members, whichever is greater, shall constitute a quorum at any meeting of the members.

Section 5. Action by Majority Vote.

All questions, except as otherwise provided by law or by these bylaws, shall be decided by the vote of a majority of the members present at a membership meeting entitled to vote and voting thereon. The Region will accept a member's proxy vote provided it is postmarked or email-dated prior to the day of the vote.

Section 6. Mail Vote

Voting by mail (postal or e-mail) shall be permitted for any item of business. All proposals to be acted upon by mail shall be proposed by a member and seconded by at least three percent of the members, or proposed by resolution of the Regional Board of Directors. Proposals shall be addressed to the Secretary-Treasurer. The Secretary-Treasurer shall thereupon cause proposals to be published. All members may, within sixty (60) days, submit comments with respect to said proposals to the Secretary, which shall group or categorize such comments, and cause a representative commentary to be published. The proposals shall be put to a vote by a mail ballot that shall be enclosed with said commentary. The mail vote will be disseminated in such a manner as to reasonably insure arrival at all members within seven (7) days of mailing. All mail ballots shall be cast and signed by the members eligible to vote on the proposal and submitted to the Secretary-Treasurer within thirty (30) days of the initial mailing by the Secretary-Treasurer, at which time voting will be closed. The action taken shall be effective upon a majority vote of the members having a right to vote thereon. Prompt notice of the action taken with less than unanimous written consent shall be given to those members who have not consented in writing.

Section 7. Reports to CMG.

The actions of the membership shall be reported to CMG within thirty (30) days of the action taken.

ARTICLE VI - REGIONAL BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of Region shall be managed by the Regional Board of Directors, which shall have supervision, control, and direction of the affairs of Region; shall determine its policies or changes therein within the limits of these bylaws; and shall actively prosecute its purposes and have discretion in the disbursement of its funds. The Regional Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition, Tenure, and Qualification.

All members of this Regional Board of Directors must be CMG members in good standing. The Regional Board of Directors shall be composed of not less than four (4) [three officers and one director] and no more than ten (10) [three officers, six directors, one immediate past chair] members, as follows:

- a. The Regional Chair, Vice-Chair, and Secretary-Treasurer shall be Regional Officers and are automatically Directors of the Region – shall be elected to two-year terms by the membership.
- b. One (1) to six (6) Directors shall be elected for two-year terms by the membership. A minimum of one Director will be on the Board at any given time. Additional Directors (above the minimum of one) may be determined by the, then current, Board of Directors depending on needs of the Region.
- c. The outgoing Regional Chair (a.k.a. immediate past Chair) shall remain as a Regional Director for a one-year period.

In order to establish a staggered rotation of directors half initially may be elected to a one-year term and the other half for a two-year term. Each director shall hold office until his or her successor is duly elected and takes office. An elected individual takes office immediately following a vote of the membership or by appointment of the Board to fill a vacant directorship.

Section 3. Regular Meetings.

The Regional Board of Directors may provide by resolution the time, date, and place for the holding of a regular annual meeting and additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Regional Chair, or any three (3) Directors.

Written notice of special meetings of the Regional Board of Directors shall be sent to each director's last known address by mail, fax, e-mail, or telegram at least ten (10) days before the time designated for such meeting.

Section 5. Quorum.

A majority of the Regional Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting in person or via conference call, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by these bylaws.

Section 7. Vacancies.

Any vacancy occurring in the Regional Board of Directors for any reason shall be filled by a vote of the remaining Board of Directors. The appointment must be approved by a majority of the Officers/Directors currently serving in office. The individual selected must meet the qualifications of a nominee for Directorship, and shall fill the un-expired portion of the term.

Section 8. Resignation or Removal.

Any director may resign at any time by giving written notice to the Regional Chair. Any director may be removed by the persons authorized to elect or appoint such director.

Section 9. Reports to the CMG.

The actions of the Regional Board of Directors shall be reported to CMG within thirty (30) days of the action taken.

Section 10. Telephone Conferences.

Members of the Regional Board of Directors, or of any committee designated by the Board, may take any

action permitted or authorized by these Bylaws pursuant to meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 11. Mail Vote.

Any action requiring a vote of the Board of Directors may be taken by fax, e-mail, or mail ballot. The action taken shall be effective upon the unanimous approval of the Directors entitled to vote.

ARTICLE VII – OFFICERS

Section 1. Qualifications.

All officers of the Region must be CMG members in good standing.

Section 2. Officers.

The Officers of CMG shall be a Regional Chair, Vice-Chair, Secretary-Treasurer, at least one Director, and such other Officers as may be determined, from time to time, by the Regional Board of Directors.

Section 3. Election and Term of Office.

The officers shall be elected by the membership to a two-year term. Each may serve for no more than two (2) consecutive two-year terms in their respective offices. No member may hold simultaneously more than one of the offices of the Region. The officers shall be elected at the regional meeting of the membership nearest the expiration of their term of office and shall serve until their successors have been duly elected and qualified. The Regional Chair and one Director shall be elected in even numbered years. The Vice-Chair and Secretary-Treasurer shall be elected in odd numbered years. The remaining Director positions will be divided into an A-Directorship and a B-Directorship. The A-Directorship will be elected in even number years; the B-Directorship will be elected in odd numbered years.

Section 4. Removal.

Any officer may be removed by a majority vote of the Regional Board of Directors whenever, in their judgment, the best interest of the Region would be served thereby.

Section 5. Vacancies.

A vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled by the Regional Board of Directors for the un-expired portion of the term.

Section 6. Regional Chairperson (Regional Chair).

The Regional Chair shall be the chief executive officer of the Region and shall in general supervise and control all of the affairs of the Region. The Regional Chair shall preside at all meetings of the Regional Board of Directors and shall be the chairman of the Board. The Regional Chair may sign, with the Secretary-Treasurer or any other proper officer of the Region authorized by the Regional Board of Directors, any deeds, mortgages, contracts or other instruments which the Regional Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Regional Board of Directors or by these bylaws or by statute to some other officer or agent of the Region; and in general shall perform all duties incident to the office of Regional Chair and such other duties as may be prescribed from time to time by the Regional Board of Directors.

Section 7. Regional Vice-Chairperson (Vice-Chair).

In the absence of the Regional Chair, or in the event of the Regional Chair's inability or refusal to act, the Vice-Chair shall perform the duties of the Regional Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Regional Chair. The Vice-Chair shall be responsible for organizing

membership meetings with the assistance of the Publicity Chair and shall perform such other duties as from time to time may be assigned by the Regional Chair or by the Regional Board of Directors.

Section 8. Secretary-Treasurer.

The Secretary-Treasurer shall keep the minutes of the meetings of the Regional Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; be responsible for membership applications and renewals. The Secretary-Treasurer shall be in charge and custody of and be responsible for all funds and securities of the Region; receive and give receipts for monies due and payable to the Region from any sources whatsoever and deposit all such monies in the name of the Region in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the Regional Chair or by the Regional Board of Directors.

Section 9. Directorship (Director).

The position of Director shall in general perform all duties incident to the office of Director and such other duties as from time to time may be assigned by the Regional Chair or by the Regional Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1. Committees of Directors.

The Regional Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two or more director, which committees to the extent provided in said resolution, shall have and exercise the authority of the Regional Board of Directors in management of the Region: but the designation of such committees and the delegation therein of authority shall not operate to relieve the Regional Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Nominating Committee.

The Regional Board of Directors, by resolution adopted by the majority of the directors in office, shall designate a Nominating Committee, which shall consist of a minimum of three (3) director or members. The Nominating committee shall be responsible for review candidates for office of the Region and shall make recommendations concerning such candidates to the membership.

Section 3. Other Committees.

Other committees not having and exercising the authority of the Regional Board of Directors in the management of the Region may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the Region and the Chairperson of the Region shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Region shall be served by such removal.

Section 4. Term of Office.

Each member of a committee shall continue as such until the next meeting of the Regional Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointment.

Section 6. Quorum.

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

Section 7. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Regional Board of Directors.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts.

The Regional Board of Directors may authorize any officer or Officers, agent or agents of the Region, in addition to the Officers so authorized by these bylaws, to enter into any contract or to execute and delivery any instrument in the name of and on behalf of the Region and such authority may be general or confined to specific instances; provided further that no such contract or instrument of \$10,000 or more may be executed without first obtaining the express written consent of the Board of Directors of CMG.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Region shall be signed by such Officers, agent or agents of the Region and in such manner as shall from time to time be determined by resolution of the Regional Board of Directors. In the absence of such determination by the Regional Board of Directors, such instrument shall be signed by the Secretary-Treasurer and countersigned by the Regional Chair or Vice-Chair of the Region.

Section 3. Deposits.

All funds of the Region shall be deposited from time to time to the credit of the Region in such banks, trust companies or other depositories as may be selected by any one or more Officers or agents of the Region to whom such power may from time to time be delegated by the Regional Board of Directors.

Section 4. Bonding.

The Regional Board of Directors shall provide for the bonding of such Officers and employees of the Region as it may from time to time determine.

ARTICLE X - BOOKS AND RECORDS

The Region shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Regional Board of Directors.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Region shall be concurrent with that of CMG.

ARTICLE XII - WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not-For-Profit Corporation Law of the State of Illinois or under the provisions of the Articles of Incorporation or bylaws of the Region, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII - INDEMNIFICATION

The Region shall provide for the indemnification of all Officers, Directors, regional Officers and Directors, employees, and agents of the Region, to the full extent permitted by the General Corporation Law of the State of Illinois, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Regional Board of Directors.

ARTICLE XIV - AMENDMENTS OF BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote at any meeting of the membership or by a majority vote of the members voting by postal or electronic mail vote, provided that no such amendment of the bylaws may be made without first obtaining the express written consent of the CMG Board of Directors.

ARTICLE XV - REVOCATION OF CHARTER

The Charter of the Region may be revoked by the CMG Board of Directors when, in its judgment, the actions of the Region have violated the bylaws, policies, procedures, rules, or regulations of CMG: provided that the Region shall be apprised of any such violation(s) and shall have thirty (30) days in which to cure the violation(s).

ARTICLE XVI - USE of ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law or these bylaws, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.