

# Bylaws of the Minnesota Information Professional Society

(As amended January, 2006)

## ARTICLE I - NAME

The name of this organization shall be the Minnesota Information Professional Society.

## ARTICLE II - PURPOSES

This Organization exists for the development of the Information Professional community. It provides a forum to define and promote ethical values, an opportunity to give charitable support to worthwhile projects in the community, and a vehicle to foster personal and professional growth opportunities through networking and education.

## ARTICLE III - MEMBERSHIP

### Section 1. CLASSES OF MEMBERS

The membership of this Organization shall consist of the following classes:

- Members
- Student Members
- Life Members

### Section 2. MEMBERS

Any person engaged in, or having an interest in, information systems and technology work or the teaching thereof shall be eligible to become a Member.

### Section 3. STUDENT MEMBERS

Any person engaged in an accredited IT course of study, full-time, at a college, university or similarly accredited post-secondary educational Institution, and not concurrently employed on a full-time basis as an information technology professional, shall be eligible for membership as a Student Member.

### Section 4. LIFE MEMBERS

Life Membership may be conferred upon individuals at such time and under such terms as may be determined by the Board.

### Section 5. PRIVILEGES

- a. All classes of members shall enjoy the privileges of the Organization except where certain privileges are specifically restricted to a specific class of membership in the Articles of Incorporation or Bylaws.
- b. Only Members and Life Members of the Organization may vote or hold office or chair committees of this Organization, except as otherwise provided in the Articles of Incorporation and Bylaws of the Organization.

### Section 6. MEMBERSHIP APPLICATION

Membership application procedures shall be as follows:

- a. Applications for membership shall be submitted to the Board in such form, and accompanied by such supporting documents, as may be determined by the Board.
- b. The class of membership for an individual shall be determined by the Board.
- c. To change the class of membership, a member shall submit to the Board such forms and supporting documents as may be determined by the Board.

- d. The Board shall approve each application for membership that meets all stated requirements, unless two-thirds or more of the Board vote for disapproval.

**Section 7. SUSPENSION FOR NONPAYMENT OF DUES**

Any member whose dues are sixty days past due shall be suspended and all privileges of membership shall be terminated. Any member suspended for nonpayment of dues may be reinstated at any time prior to the close of the membership year upon payment of the current year's membership dues, in full.

**Section 8. TERMINATION OF MEMBERSHIP**

- a. Membership in the Organization may be terminated for cause. Sufficient cause for such termination of membership shall be violation of the Articles of Incorporation or Bylaws, the Code of Ethics of the Organization, any agreement, rule or practice properly adopted by the Organization, or any other conduct prejudicial to the Organization. No membership shall be terminated for cause without the member having an opportunity to be heard in answer to charges as provided in the Bylaws.
- b. The membership of those members who are under suspension for non-payment of dues shall be terminated at the close of their membership year.

**ARTICLE IV-MEMBERSHIP DUES AND ORGANIZATION FEES**

**Section 1. MEMBERSHIP DUES**

- a. Each member shall pay such dues as the Board of Directors may determine. The Board shall review annually the Membership dues and shall announce any changes at least three months prior to the start of a Membership Year.
- b. No refund of Dues or Fees shall be made to members who withdraw from the Organization during the fiscal year.

**Section 2. ORGANIZATION FEES**

Members of this Organization shall be responsible for their share of charges when attending a meeting. Members may bring guests, but shall assume all charges for their guests.

**ARTICLE V - FISCAL PROCEDURES**

**Section 1. FISCAL AND MEMBERSHIP YEAR**

The fiscal year shall begin on September 1 of each year and close on August 31 next following. The membership year shall be the same as the fiscal year.

**Section 2. FUNDS AND SECURITIES**

The treasurer shall invest and manage the funds and securities of the Organization within the policies established by the Board of Directors.

**Section 3. BONDING**

The President, Treasurer or any other person entrusted with the handling of funds or property of the Organization shall furnish, at the expense of the Organization, a fidelity bond approved by the Board in such sum as the Board shall prescribe.

**Section 4. CONTRACTS, LETTERS OF INTENT**

- a. All contracts, leases, agreements, letters of intent or commitments made in the name of, or on behalf of, the Organization shall be submitted to the Board for review and approval.
- b. No contract may be made which will bind the Organization for amounts in excess of those provided in the current budget for that purpose, unless approved by the Board.

**Section 5. NON-COMPENSATION**

No member of the Board shall receive compensation for services rendered to the Organization. Qualified out-of-pocket expenses for Organization business will be reimbursed.

## ARTICLE VI - OFFICERS

### Section 1. ORGANIZATION OFFICERS

The elected officers of this Organization shall be President, Vice President, Secretary and Treasurer. The immediate Past President shall also serve as an officer.

### Section 2. ELECTION AND TERM OF OFFICE

- a. Election of all officers shall be completed prior to June 1 of each year.
- b. All officers shall hold office for one year starting September 1 or until their successors shall be chosen and qualified. To ensure a smooth transition, newly elected officers shall join the Board immediately following their election and assist the officer they are succeeding with closing the old fiscal year and preparing for the new year.
- c. If there is more than one nominee for an office, the nominee receiving the highest number of votes cast shall be elected.

### Section 3. NOMINATIONS

- a. Nominations for all officers shall be made no later than one month prior to the elections.
- b. The Report of the Nominating Committee shall be presented at the regular meeting one month prior to the elections. Nominations from the floor may be made at that meeting. Only one call for additional nominees from the floor will be made for each position.

### Section 4. VACANCIES

The Board shall fill vacancies occurring in any of the offices, for the remainder of the term of that office.

### Section 5. REMOVAL FROM OFFICE

- a. Any officer may be removed from office by a two-thirds vote of the ballots cast, with at least one half of the Members voting.
- b. Notice of a meeting at which such action is to be considered shall be forwarded to all members at least two weeks before the proposed action.

### Section 6. DUTIES OF OFFICERS

- a. President – The President shall be the chief executive officer of the Organization and shall supervise and direct the affairs of the Organization, subject to the approval of the Board. The President shall preside at all meetings of the Organization and of the Organization Board and shall require the Organization board to meet regularly and function properly. The President shall be an ex officio member of all committees except the nominating Committee.
- b. Vice President –The Vice President shall perform duties assigned by the President or the Board. In the absence of the President, the Vice President shall perform the duties of the President.
- c. Secretary – The Secretary shall be responsible for conducting general correspondence relating to the business of the Organization, other than financial, and shall perform such other duties as are designated by the President or the Organization Board. The Secretary shall maintain complete minutes of all meetings of the Organization and of the Organization Board. The Secretary shall be responsible for assuring that meeting notices are issued to members. The secretary shall be responsible for maintaining all documentation of the organization, providing an archive as appropriate.
- d. Treasurer – The Treasurer shall have charge of all money, bank accounts, and valuable property of the Organization and shall perform the usual duties relating to the office of Treasurer and other duties designated by the President or the Organization Board. The Treasurer shall maintain, in the name of the Organization, a bank account in a bank designated by the Organization Board. All funds collected shall be deposited in such account and all disbursements made therefrom. The Treasurer shall make disbursements as authorized by the Board. Payments will be supported by vouchers or invoices approved by another member of the Organization Board. The Treasurer shall be responsible for assuring the maintenance of a complete database

of members. The Treasurer shall maintain a complete record of receipts and disbursements and shall submit an annual report in writing. Interim reports shall be submitted at regular meetings of the Board as required. The Treasurer shall be responsible for defining the budget process working with the Organization Board and then follow the budget process during the MnIPS year. All money, records, files, and other property in the Treasurer's possession shall be turned over to his/her successor.

- e. Past President – The Past President will chair the Nominating Committee. The Nominating Committee shall be responsible for nominating candidates for Organization offices. The Nominating Committee shall ask each nominee to obtain the consent of her/his employer to the nomination.

## ARTICLE VII -BOARD OF DIRECTORS

### Section 1. GOVERNANCE BOARD

- a. The Organization Board of Directors (the Board) shall be the governing board of the Organization and shall establish policies and procedures and administer all affairs and activities of the Organization.
- b. The Board shall consist of all the elected officers, the immediate Past President and the Standing Committee Chairpersons.

### Section 2. BOARD MEETINGS

- a. Board meetings shall be held on a regular schedule proposed by the President and approved by the Board. In addition, Board meetings shall be held when requested by the President, or upon written notice to all members of the Board signed by any two members of the Board.
- b. Fifty (50) percent of the members of the Board, including at least one elected officer, shall constitute a quorum for the transaction of business.
- c. A simple majority of those present at the Board Meeting is necessary to carry a vote.
- d. The President shall serve as Chairperson of the Board. In his/her absence, the Vice President shall act as Chairperson. If both are absent, the Secretary, followed by the Treasurer, shall preside.
- e. The Board may conduct business using email to distribute information and collect votes on issues needing prompt attention.

## ARTICLE VIII -COMMITTEES

### Section 1. STANDING COMMITTEES

Standing Committees shall be appointed annually by the President with the approval of the Board. Each committee shall consist of one or more members who shall serve until July 1 or until successors are appointed. The Chairpersons of these Standing Committees shall also serve as members of the Board. The President shall be an ex officio member of all standing committees. Standing Committees shall be:

- a. Communications – Responsible for preparing a newsletter for the Organization, maintaining the Organization's web site, and preparing other communications of the Organization.
- b. Program – Responsible for planning programs for all regular meetings of the Organization.
- c. Membership – Responsible for growing and maintaining membership of the Organization.
- d. Arrangements – Responsible for making the necessary arrangements for each meeting.
- e. Special Events – Responsible for the planning and arranging of Special Events of the Organization. Examples include, but are not limited to: Educational Seminars and the Golf and other Social Outings.
- f. Audit and Bylaws – Responsible for conducting, or causing to be conducted, a review of the financial records and accounts of the Organization at the close of each fiscal year, and for presenting a report thereon to the Board. The Audit and Bylaws Committee shall maintain these bylaws, answer questions regarding them, and assist in the preparation of proposed amendments to the bylaws.

### Section 2. OTHER COMMITTEES

Other committees may be created and appointed by the President and Board to accomplish the general purposes, or special projects, of the Organization. These committees shall serve until completion of their assignment or dissolution of the Committee by the Board. Upon approval of the Board, the Chairpersons of these committees may be made members of the Board for the duration of the committee assignment.

### Section 3. COMMITTEE MEETINGS

Committee meetings shall be held when called by the Chairperson of a committee. He/she shall designate the time and place of the meeting.

### Section 4. REMOVAL FROM COMMITTEES

The Board shall have the power and authority to remove any committee chairperson or member(s).

## ARTICLE IX -MEETINGS

### Section 1. REGULAR MEETINGS

Regular meetings of the Organization shall normally be held monthly, except for the months of June, July, August, and December. The exact schedule shall be determined by the Board.

### Section 2. SPECIAL MEETINGS

Special meetings of the Organization shall be called by the President upon written request of two members of the Organization Board or of five or more members of the Organization in good standing.

### Section 3. MEETING NOTICE

A notice of each meeting shall be provided to all members. The meeting notice shall be published in normal organizational communications available to members at least one week prior to the meeting and may also be personally addressed to the members, for example, by postal or email.

### Section 4. QUORUM

A quorum for the conduct of business at Organization meetings shall consist of 20 percent of all members in good standing.

### Section 5. VOTING

- a. Unless otherwise provided herein, voting shall be based upon a simple majority of the votes cast.
- b. Only members in good standing shall be eligible to vote.
- c. Secret balloting may be used at the discretion of the President or when requested by a member qualified to vote.

## ARTICLE X - LIMITATION OF LIABILITIES

Nothing herein shall constitute members of the Organization as partners for any purpose. No member, officer, agent, or employee of this Organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of the Organization. Nor shall any member, officer, or agent or employee be liable for her/his acts or failures to act under the Bylaws, excepting only acts or omissions to act arising out of his/her willful malfeasance.

## ARTICLE XI -PARLIAMENTARY AUTHORITY

All meetings of the Organization shall be governed by the rules of order prescribed in the latest published edition of 'Robert's Rules of Order, Revised', provided they are not superseded by these Bylaws and are applicable.

## ARTICLE XII - DISSOLUTION

This Organization shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of the Organization. On dissolution of the

Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

## ARTICLE XIII - AMENDMENTS

### Section 1. PROPOSALS

- a. Amendments to these Bylaws shall be proposed in writing to the Organization Board of Directors by the Audit and Bylaws Committee, or by a request signed by five or more members in good standing.
- b. The Organization Board shall authorize the Secretary to submit proposed amendments, in writing, to the entire membership at least two weeks prior to a meeting at which the amendments are to be voted upon or, if a mail vote is to be solicited, at least 30 days prior to the date on which the votes are to be counted.

### Section 2. VOTING

- a. An affirmative vote of a simple majority of the members shall be required for adoption of an amendment to these Bylaws.
- b. Mail votes may be returned either by postal mail or email. A system is necessary to ensure that no member submits more than one vote.

# Minnesota Information Professional Society

## CODE OF ETHICS

As a member of this Organization, it is my responsibility to:

- Promote the advancement of information technology within the community.
- Maintain and improve sound business practices and foster high standards of professional conduct.
- Cooperate with others in the interchange of knowledge and ideas for mutual professional benefit.
- Hold in professional confidence any information gained of the business of a fellow member's company, and to refrain from using such information in an unethical manner.
- Develop my abilities and improve my knowledge through constant study.
- Maintain high personal standards of moral responsibility, character and business integrity.
- Neither engage in, nor countenance, any exploitation of my membership, company or profession.
- Refrain from using my membership in the Organization, or the name of the Organization, to promote the products or services of my company.
- Undertake only such work as I am competent to perform by virtue of my training and experience.
- Uphold the standards of this Organization.