

**BYLAWS  
OF  
UCA USERS GROUP**

**ARTICLE I.  
OFFICES**

The principal office of the corporation shall be located at 10604 Candler Falls Court, Raleigh, NC 27614. The corporation may have such other offices as the Board of Directors (the "Board") may designate or as the business of the corporation may require from time to time.

**ARTICLE II.  
MEMBERS**

2.1 Classes of Members. The corporation shall have three (3) classes of members, which are: Sponsor members, Regular members, and Honorary members.

2.2 Sponsor Members. Sponsor members shall consist of all persons and corporations who shall contribute funds for development of concepts, as directed by the Board, in addition to the annual membership fee determined for a particular year by the Board.

2.3 Regular Members. Regular members shall consist of all persons and corporations who shall contribute the annual membership fee determined for a particular year by the Board. Regular members are further identified as "Corporate Members" and "Individual Members". Corporate Membership dues are based on the annual revenues of the company,

2.3.1 Corporate Members (organizations, utilities, and vendors) who pay dues based on revenues will be eligible for a tax deduction per 501(c) 3 rules have the following rights and obligations: (1) Corporate Members may nominate candidates for the Board of Directors, (2) Corporate Members each have one non-cumulative vote for each open Board of Directors position., and matters of the Organization, Direction, and other corporate matters that come before UCA International being voted, (3) free access to documents or areas of the Organization's web site(s) that are restricted to members, (4) access to technical assistance as defined in the Organization Charter, (5) access to or use of trademarked or registered certification marks that are owned by the Organization subject to any restrictions that the Organization places on the use of such items, and (6) Member organizations will be recognized on a special Users Group web.

2.3.2 Individual Members have the following rights and obligations: (1) the right to submit technical Issues (TISSUES), recommend TISSUE resolution, and vote on proposed TISSUE resolution, based on Committee/Subcommittee/Working Group/Task Force assignment], (2) free access to documents or areas of the Organization's web site(s)

that are restricted to members, (3) access to technical assistance as defined in the Organization, and (4) Participation in the development process and establish the overall direction for UCA International through active participation in Committees/Subcommittees/Working Groups/Task Forces.

2.3.3 Each corporate member will be allocated two (2) individual members per \$1,000 of annual membership fee for purposes of website access, and voting on technical issues, and other non-corporate matters that come before UCA International.

2.3.4 The term “Founding Member” is used to identify the key, unique role of the initial, funding utilities or vendors.

2.3.5 The Members have agreed that those non-members who register with UCA International may be identified as “Readers” (registered with free access). Only Members will have access to working documents or documents designated as confidential to the group.

Membership in the Organization is terminated upon failure to pay dues although the Treasurer shall send out one (1) reminder notice prior to termination.

2.4 Honorary members. Honorary members shall consist of those persons so designated by the Board. Honorary members have all rights and privileges of regular membership.

2.5 Fees and Qualifications. All membership fees and qualifications shall be determined by the Board on an annual basis. Individual membership shall be nontransferable. Corporate or group membership shall be transferable on an individual basis for the designated individual members of a corporate or group membership or on a group basis due to sales/mergers upon approval of the Board.

2.6 Withdrawal. Members can voluntarily withdraw from the Organization at any time by stating their intention in writing to the Secretary of the Organization. Prepaid dues are not refundable.

2.7 Expulsion. A member may be removed from membership for conduct deemed to be unethical as considered by the Board or for improper representation of the Organization. Such removal shall require a unanimous vote of the Board. If the member being considered for removal is a member of the Board, that individual shall not have a vote in these proceedings.

2.8 Obligations. Upon joining the UCAIUG, a person or organization agrees to all of the rules and obligations pertaining to the Group as explained in the Bylaws, Charter and Articles of Organization.

**ARTICLE III.  
MEMBER MEETINGS**

3.1 Meeting Place. All meetings of the members shall be held at the registered office of the corporation, or at such other place as shall be determined from time to time by the Board, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

3.2 Annual Meeting. The annual meeting of the members for the election of Directors shall be held on the 15th day of March in each year at 10:00 a.m. at the principal office of the corporation, or at such other date, time or location as may be designated by the Board. If the election of Directors is not held on the day designated for the annual meeting of the members, or at any adjournment thereof, the election shall be held at a special meeting of the members called as soon thereafter as practicable. The Board may also provide for the election of Directors by written consent instead of at the annual meeting.

3.3 Special Meetings. The Board may call special meetings of the members for any purpose. At the request of not less than one-tenth (1/10th) of all of the outstanding members of the corporation, the President shall call a special meeting of the members.

3.4 Notice of Meeting. The President or Board when calling an annual or special meeting of members shall cause to be delivered to each member, either personally or by mail not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

3.5 Waiver of Notice. A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

3.6 Proxies. At all meetings of members a member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy shall be invalid after eleven (11) months from the date of its execution.

3.7 Quorum. A majority of all members entitled to vote represented at a meeting in person or by proxy shall be necessary and sufficient to constitute a quorum for the transaction of business.

3.8 Manner of Acting. At a meeting at which a quorum is represented, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by law or by the Articles of Incorporation.

3.9 Consent in Lieu of Meeting. Any action required or permitted to be taken at a meeting of members may be taken without a meeting if a written consent setting forth the action

so taken is signed by all members entitled to vote with respect to the subject matter thereof. Any such consent shall be inserted in the minute book of the corporation as if it were the minutes of a members' meeting.

3.10 Electronic Voting. Each Committee or Subcommittee of the Organization may conduct electronic balloting on issues within their purview. A standard voting mechanism will be developed for use by all groups that logs votes for audit, and prevents "flooding". .

## **ARTICLE IV. BOARD OF DIRECTORS**

4.1 Number and Powers. The management of all the affairs, property, and interests of the corporation shall be vested in a Board consisting of nine (9) Directors. Directors are encouraged, but not required, to be members. . The Board elected at the initial annual meeting of members shall be divided into three classes, Class I, Class II, and Class III, each consisting, as nearly as possible, of one-third (1/3) of the total number of Directors elected at that time. The term of office of Class I Directors shall expire at the next annual meeting following the annual meeting at which they are elected. The term of office of the Class II Directors shall expire at the next annual meeting thereafter. The term of office of the Class III Directors shall expire at the third annual meeting following the annual meeting at which they are elected. At each annual meeting after the initial annual meeting, Directors shall be elected for a term of three (3) years to succeed the Directors whose terms expire at such meeting. Board votes may not be accumulated. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the corporation.

4.2 Change of Number. The number of Directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

4.3 Vacancies. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy due to resignation or removal shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors or due to the expiration of the term of office for an existing Board member shall be filled by election at an annual meeting of members or at a special members meeting called for that purpose, for a term extending only until the next annual meeting of the members.

4.4 Regular Meetings. A regular Board meeting shall be held without notice immediately after and at the same place as the annual meeting of members. By resolution, the Board may provide the time and place for holding additional regular meetings without other notice than such resolution.

4.5 Special Meetings. Special Board meetings may be called by or at the request of the President or any three (3) Directors. The President is authorized to call the special meetings and may fix any place as the place for holding any special Board meeting called.

4.6 Notice. Written notice of each special Board meeting shall be delivered personally, telegraphed, or mailed to each Director either personally or by mail not less than ten (10) nor more than fifty (50) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If the notice is telegraphed, it shall be deemed to be delivered when the content of the telegram is delivered to the telegraph company. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.7 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority be present, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.8 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.9 Registering Dissent. A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the Director shall file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

4.10 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

4.11 Remuneration. No stated salary shall be paid to Directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees (excluding the Technical Oversight Committee, Subcommittees and Working Groups) may be allowed like compensation for attending committee meetings.

4.12 Removal. Any Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights with

regard to the election of any Director represented in person or by proxy at a meeting of members at which a quorum is present.

4.13 Consent in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the Directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous written consent.

4.14 Executive Committees; Executive Director. The Board shall have the authority to create such committees as it may deem necessary or useful for the management of the corporation and may authorize any such committee to conduct business for the corporation to the extent permitted by law. Each committee shall consist of three or more Directors. The Board shall also have the authority to appoint an Executive Director, who may be, but is not required to be, a member of the Board. The Executive Director shall have the usual administrative powers and duties exercised by Executive Directors of charitable corporations except as otherwise provided herein or by resolution of the Board. The Executive Director shall be removed only upon a majority vote of the Board.

## **ARTICLE V. OFFICERS**

5.1 Number. The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. A Chairman of the Board and such other Officers and Assistant Officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 Election and Term of Office. The Officers of the corporation shall be elected by the Board at the annual Board meeting. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Each officer shall hold office until the next annual meeting and until his or her successor has been elected and qualified or until his or her earlier resignation or removal.

5.3 Term; Removal. The Officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

5.5 Chairman of the Board. The Chairman of the Board, if one is elected, shall be responsible for carrying out the plans and directives of the Board. The Chairman shall preside at

all meetings of the Board at which the Chairman is present and, in the Chairman's absence, the President shall preside at such meetings. Except where by law the signature of the President is required, the Chairman shall possess the same power as the President to execute, in the name of the corporation, all bonds, contracts, deeds, leases and other written instruments to be executed by the corporation. The Chairman shall have such other powers and perform such other duties as the Board may from time to time determine.

5.6 President. If no Chairman of the Board is elected, the President shall be the principal executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the corporation. In the absence of a Chairman of the Board, he or she shall preside over all members meetings and over all Board meetings at which he or she is present. With the Secretary or any other officer of the corporation authorized by the Board, he or she may on behalf of the corporation execute contracts, or other instruments that the Board has authorized to be executed, except when the execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or when such documents are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

5.7 Vice President. In the absence of the President or in the event of his or her death or inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

5.8 Secretary. The Secretary shall:

5.8.1 Keep the minutes of members and Board meetings in one or more books provided for that purpose;

5.8.2 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

5.8.3 Be custodian of the corporate records;

5.8.4 Keep a register of the post office address of each member, as furnished to the Secretary by each member;

5.8.5 In general perform all duties as from time to time may be assigned to him or her by the President or by the Board.

5.9 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall:

5.9.1 Have charge and custody of and be responsible for all funds and securities of the corporation;

5.9.2 Receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and

5.9.3 In general perform all of the duties of the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board.

5.10 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board may from time to time delegate the powers or duties of such officer to any other officer or any Director or any other person it may select.

5.11 Other Officers. The Board may appoint such other Officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

5.12 Bonds. The Board may, by resolution, require any and all of the Officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board.

## **ARTICLE VI. MISCELLANEOUS**

6.1 Contracts. The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

6.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

6.3 Loans to Officers and Directors. The corporation shall make no loans to its Officers and Directors.

6.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or Officers, or agent or agents, of the corporation and in such manner as from time to time determined by resolution of the Board.

6.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

**ARTICLE VII.  
FISCAL YEAR**

The fiscal year of the corporation shall end on December 31.

**ARTICLE VIII.  
WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or Director of the corporation under the provisions of these Bylaws or under the provisions of the Washington Nonprofit Corporation Act, 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 IX.  
INDEMNIFICATION**

To the full extent permitted by the Washington Nonprofit Corporation Act, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he or she is or was a Director or Officer of the corporation, or is or was serving at the request of the corporation as a Director or Officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

**ARTICLE X.  
AMENDMENTS**

The Board shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of members (as determined by the Board in their discretion) unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the members of such class.

Approved amendments are effective immediately without any notice period.

## **CERTIFICATE OF ADOPTION**

The undersigned, being the Secretary of UCA Users Group, hereby certifies that the foregoing are the Bylaws adopted by resolution of the Board of Directors of the corporation as of November 2001 and amended as of October 5, 2005.

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John T. Robinson, Secretary