

BYLAWS
OF
SEATTLE AREA JMP USERS GROUP

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ARTICLE I. NAME

The Articles of Incorporation establish the name and purpose of this organization, a nonprofit corporation in the state of Washington. JMP® is a registered trademark of SAS Incorporated. The acronym SAJUG may be used to refer to the corporation and the registered trademark symbol may be omitted.

ARTICLE II. MEMBERSHIP

The corporation has no members per the Articles of Incorporation.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers

A Board of Directors (the “Board”) has full power and authority over the affairs of the corporation.

Section 2. Number

The Board consists of seven Directors, with this number being subject to amendment by a majority of the board members present. *[Note: a decrease shall not have the effect of shortening the term of any incumbent director per the Revised Code of Washington RCW 24.03.100, 1986 c 240 § 15].*

Section 3. Election of Directors

3.1 Initial Directors

The term of office of the initial Directors named in the Articles of Incorporation plus any new Directors elected by majority of the initial Board in the first year ends at the end of the second annual meeting of the Board or at which point their successors are elected.

3.2 Successor Directors

Successor Directors are elected by the Board at its annual meeting.

3.3 Nomination of Director Candidates

Any Director can nominate candidates for election to the Board.

3.4 Method of Election

Elections of Directors are conducted using the single transferable vote system using the Droop quota for setting the threshold number of votes required to elect a director and Meek's method for the distribution of surplus votes.

Section 4. Term of Office

Unless a Director dies, resigns or is removed, he or she holds office until the end of the second annual meeting of the Board following their election or the point in time that their successor is elected. Board members may serve as many sequential terms as they are elected to.

Section 5. Resignation

Any Director may resign at any time by delivering written notice to the Chair or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation takes effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

Section 6. Removal

One or more Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors.

Section 7. Vacancies

Vacancies in the Board are handled per the RCW. *[Note: Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining board of directors even though less than a quorum is present unless the articles of incorporation or the bylaws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office.*

RCW 24.03.105, 1986 c 240 § 17]

Section 8. Compensation

The Directors receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

ARTICLE IV. OFFICERS

Section 1. Number and Qualifications

The officers of the corporation include a Chair, a Vice Chair, a Secretary and a Treasurer, each of whom are elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. All officers must be Directors of the corporation.

Section 2. Election

The officers of the corporation are nominated and elected by the Board at the annual meeting of the Board. Nomination and election of each office is conducted in the order they are listed in Section 1 then in an order prescribed by the Chair for any offices not listed in Section 1. If only one person is nominated for an office the nominee is considered elected. Elections must be by ballot for any position with more than one nominee and follow procedures described in Robert's Rules of Order Newly Revised. [*Note: A majority vote is required (not a plurality) to be elected, RONR (10th ed.), p 387, the nominee with the lowest number of votes is never removed except as employed in preferential voting – this is the standard procedure, RONR (10th ed.), pp. 426-7.*] If an election decision cannot be reached after a second ballot in elections with more than two nominees preferential voting procedures described in Robert's Rules of Order Newly Revised must be followed with all initial nominees. [*Note: See RONR (10th ed.), p 411*]

Section 3. Term of Office

Unless an officer dies, resigns, or is removed from office, he or she holds office until the end of the next annual meeting of the Board or until his or her successor is elected.

Section 4. Resignation

Any officer may resign at any time by delivering written notice to the Chair, the Vice Chair, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation takes effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

Section 5. Removal

Removal of officers is governed by the RCW. *[Note: Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. RCW 24.03.130, 1967 c 235 § 27.]*

Section 6. Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

Section 7. Chair

The Chair is the chief executive officer of the corporation and, subject to the Board's control, supervises and controls all of the assets, business and affairs of the corporation. The Chair presides over meetings of the Board. The Chair may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Chair performs all duties incident to the office of Chair and such other duties as are assigned to him or her by the Board. The Chair is the president in the context of the RCW. *[Note: The officers of a corporation shall consist of a president, one or more vice presidents, a secretary, and a treasurer... The officers of a corporation may be designated by such additional titles as may be provided in the articles of incorporation or the bylaws. RCW 24.03.125, 1986 c 240 § 22.]*

Section 8. Vice Chair

In the event of the death of the Chair or his or her inability to act, the Vice Chair performs the duties of the Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Chair. The Vice Chair has, to the extent authorized by the Chair or the Board, the same powers as the Chair to sign deeds, mortgages, bonds, contracts or other instruments. The Vice Chair performs such other duties as may be assigned to him or her by the Chair or by the Board. The Vice Chair is the vice president in the context of the RCW.

Section 9. Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 10. Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. The Treasurer has charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 11. Compensation

The officers receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

ARTICLE V. MEETINGS

Section 1. Annual Meeting

The annual meeting of the Board is held during the month of October on a date chosen by the Chair or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held in October, the Board will cause the meeting to be held as soon thereafter as may be convenient.

Section 2. Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

Section 3. Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair or any two or more Directors, or, in the case of a committee meeting, by the Chair of the committee. The person or persons authorized to call special meetings may fix the place for holding any special Board or committee meeting called by them.

Section 4. Place of Meetings

All meetings are to be held at a location accessible to all participants and within 50 miles of the City of Seattle as designated by the Board or by any persons entitled to call a meeting or any alternate location by a waiver of notice approved by all Directors. Participation in meetings by telephone is governed by the RCW. *[Note: ...Except as otherwise restricted by the articles of incorporation or the bylaws, members and any committee of members of the corporation may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting. RCW 24.03.075, 2004 c 98 § 2.]*

Section 5. Notice of Meetings

5.1 Methods and Timing for Annual Meetings

Rules governing notifications for the annual meeting are in the RCW. *[Note: ... (1) Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the annual meeting and, in case of a*

special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting... RCW 24.03.085, 2004 c 265 § 10.]

5.2 Methods and Timing

Notices in writing may be delivered or mailed to Directors at his or her address shown on the records of the corporation not less than 7 days before the meeting. If notice is delivered via regular mail, the notice is deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice may be by personal communication with the Director or in an electronic transmission and be electronically transmitted not less than 3 days before the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting need be specified in the notice of a special meeting.

5.3 Electronic Transmission

Rules governing notification by electronic transmission are provided by the RCW. *[Note: (1) A notice to be provided by electronic transmission must be electronically transmitted. (2) Notice to members and directors in an electronic transmission that otherwise complies with the requirements of this chapter is effective only with respect to members and directors who have consented, in the form of a record, to receive electronically transmitted notices under this chapter.*

(a) Notice to members and directors includes material that this chapter requires or permits to accompany the notice.

(b) A member or director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.

(c) A member or director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.

(d) The consent of any member or director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

(3) Notice to members or directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic

network and delivering to the member or director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

(4) Notice provided in an electronic transmission is effective when it:

(a) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or

(b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

RCW 24.03.009, 2004 c 265 § 4.]

Section 6. Waiver of Notice

6.1 Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, is deemed equivalent to the giving of such notice. [*Note: Established by RCW 24.03.460, 2004 c 265 § 38.*] Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

6.2 By Attendance

The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum

A majority of the number of present Directors constitutes a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. [*Note: 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 of directors, unless the act of a greater number is required by this chapter, the articles of incorporation or the bylaws.* RCW 24.03.110, 1986 c 240 § 18]

Section 8. Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if consent, which consent clearly sets forth the action to be taken, is given by all the Directors. Any such action will be recorded with the minutes as if it were the minutes of a Board meeting. For purposes of this Section, consent may be in the form of a record inscribed on a tangible medium or contained in an electronic transmission. [*Note: This section is granted by RCW 24.03.465, 2004 c 265 § 39.*]

ARTICLE VI. COMMITTEES

Section 1. Standing or Temporary Committees

The Board may designate and appoint one or more standing or temporary committees. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law. [*Note: All actions taken by SAJUG, including actions of its committees, are ultimately actions of the BOD. SAJUG committees are different than those described in RCW 24.03.115, 1986 c 240 § 20.*]

Section 2. Quorum; Manner of Acting

A majority of the committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 3. Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the Board Chair, the Secretary or the Chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE VII. ADVISORY BOARD

The Board of Directors may appoint an Advisory Board of one or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules which govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

ARTICLE VIII. INTERESTS OF DIRECTORS AND OFFICERS

Section 1. Conflict of Interest

Directors and officers must disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer must abstain from voting on the transaction.

Section 2. Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE IX. ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Loans

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

Section 2. Loans or Extensions of Credit to Officers and Directors

No loans will be made and no credit will be extended by the corporation to its officers or Directors. [*Note: Established by RCW 24.03.140, 1967 c 235 § 29.*]

Section 3. 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 will be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

Section 4. Deposits

All funds of the corporation not otherwise employed will 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.

Section 5. Books and Records

The corporation will keep at a location selected by the Board copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

Section 6. Corporate Seal

If the Board determines that it is advisable, the corporation will have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

Section 7. Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31st.

Section 8. Rules of Procedure

The rules of procedure governing the organization are the rules contained in the current edition of Roberts' Rules of Order Newly Revised ("RONR"), so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board. [*Note: Flexibility in decorum is available. See RONR (10th ed.), pp. 51-2 on action by unanimous consent and RONR (10th ed.), pp. 470-1 on procedures for small boards.*]

ARTICLE X. AMENDMENTS

Section 1. Method

These Bylaws may be amended at any meeting of the Board by a two-thirds vote of the Directors present provided a quorum is present, or by the written consent of each of the Directors, or if all directors are present by receiving the vote of a majority.

Section 2. Corrections and Notes

Upon adoption of an amendment to the Restated Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Restated Bylaws, if the correction does not change meaning.

Editorial notes within these bylaws are indicated by enclosure in square brackets [*Note: Example of an editorial note.*] and may be modified or updated as necessary without amendment of the bylaws. Editorial notes are for reference, clarification, and explanation and are not to be considered directives of these bylaws.