

**Adopted September 2004**

## **ARTICLE I - NAME**

The name of this corporation shall be the Professional Association for SQL Server, a not-for-profit corporation organized under the laws of the State of Illinois of the United States of America (hereinafter "PASS").

## **ARTICLE II - PURPOSES**

### **Section 1.**

#### **Not-For Profit**

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

### **Section 2.**

#### **Purposes**

The purposes of the Corporation are: to provide the premier independent forum for users of Microsoft SQL Server and users and vendors of products and services that are of interest to users of Microsoft SQL Server internationally, and, in furtherance thereof, to undertake the following:

1. Actively advance and promote the effective utilization of products and services by promoting a free exchange of information concerning the use of such products and services by members of the organization.
2. To conduct conferences, meetings, discussion groups, forums, panels, lectures, and other programs concerned with the development and exchange of information among members;
3. Communicate user needs in all areas of interest;
4. Identify and influence future product directions;
5. Create and maintain a formal user group structure that will facilitate the purposes of PASS; and
6. Perform and do any and all such other acts as may be necessary or desirable to carry out PASS' purposes as determined by the Board of Directors.

## **ARTICLE III - OFFICES**

PASS shall have and continuously maintain in the State of Illinois in the United States of America a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Illinois in the United States of America as the Board of Directors may from time to time determine.

## **ARTICLE IV - MEMBERS**

### **Section 1.**

#### **Classes of Members**

PASS shall have classes of memberships defined by the Membership Addendum (A) outlined and maintained by the Director of Membership and approved by the Board of Directors. Membership may be granted to a prospect who meets the criteria for membership, who is interested in and agrees to support the purposes and activities of PASS, and who remains in good standing. All members agree to abide by these Bylaws and such other canons, rules and regulations as PASS may adopt. The precise definition of products and services that are complementary to SQL Server shall be determined by the Board of Directors from time to time. All entities granted membership in PASS shall be referred to herein collectively as "Members."

**Section 2.**

**Application for Membership**

Requests for membership shall be made by submitting a membership application, which shall be subject to approval under criteria and procedures established by the Board of Directors.

**Section 3.**

**Representation**

Members may from time to time designate other persons to take part in discussions and meetings of PASS but in no event shall any Member be entitled to more votes than as determined according to Article IV, Section 4.

**Section 4.**

**Voting Rights**

On all matters coming before the membership each member will have rights, which have been outlined in the Membership Addendum A.

**Section 5.**

**Proxy**

Any member or official representative who is entitled to vote on a matter may vote either in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

**Section 6.**

**Resignation**

Members may resign from PASS at any time by giving written notice to PASS Headquarters. Any member resigning from PASS shall remain responsible for meeting financial obligations incurred prior to the date of resignation.

**Section 7.**

**Termination of Membership**

Membership in PASS may be terminated for cause. Sufficient cause for such termination of membership shall be a violation of the bylaws or any rule, canon or practice of PASS. Expulsion shall be by two-thirds vote of the Board of Directors, provided, however, 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 day, time and place of the Board of Directors meeting 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 Board. In addition, the membership of any member who becomes ineligible for membership or who shall be more than ninety (90) 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 Board of Directors.

**Section 8.**

**Dues**

The Board of Directors shall establish dues and any other special assessments deemed necessary to the purposes of PASS.

**Article V - MEETINGS OF MEMBERS**

**Section 1.**

**Annual Meeting**

The Board of Directors shall determine the frequency, dates and location of meetings except that there shall be at least one (1) meeting designated as the Annual Meeting.

## **Section 2.**

### **Special Meeting**

Special meetings of the members may be called either by the president, the Board of Directors or by not less than two-thirds of the members having voting rights.

## **Section 3.**

### **Notice of Meetings**

Notice of annual or special meetings of the members shall state the place, day and hour of any meeting and shall be delivered either by mail, facsimile, electronic message or personally to each member entitled to vote at such meeting, not less than five nor more than fifty (50) days before the date of such meeting, by or at the direction of the president or the officers or persons calling the meeting. Notice of special meetings shall state the purpose for which the meeting is called.

## **Section 4.**

### **Quorum**

The presence in person or by proxy of members representing at least 5% of the voting members shall constitute a quorum and is needed for the transaction of business at an annual or special meeting of the members.

## **Section 5.**

### **Action by Majority Vote**

The majority vote of the members present at a meeting at which a quorum is present shall be the act of the members, except where otherwise provided by law or these bylaws.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1.**

#### **General Powers**

The affairs of PASS shall be managed by its Board of Directors. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in execution of the powers granted, appoint such agents as it may consider necessary.

The Board of Directors sets the policy and strategic direction for PASS. The PASS Board of Directors shall set direction of PASS's management firm to ensure that activities are carried out in accordance with PASS's goals and objectives. Directors approve and monitor general activity and budgets and review monthly financial statements. Directors shall maintain communication channels with Microsoft and all levels of PASS. Directors shall participate in strategic planning sessions held by user groups, Microsoft, or other organizations that require non-disclosure. All Directors must act in accordance with PASS's bylaws and be able to represent PASS to other user groups. Directors vote on issues presented to the board of directors. Directors must be able to act in any capacity as designated by the board of directors.

### **Section 2.**

#### **Composition and Qualifications**

The number of voting Directors shall be no less than fourteen (14) and no more than nineteen (19), which shall be the President, Executive Vice President, Immediate Past President, Vice President of Marketing, and no more than twelve (12) Directors-at-Large. In addition, the Executive Director shall be an ex officio, non-voting member of the Board. Computer Associates, Inc. and Microsoft, Inc., provided that their lines of business, ownership and business practices as they relate to the purposes of PASS remain substantially the same as at the date of incorporation of PASS, each may appoint one to two (2) Directors who shall have the right to vote ("Appointed Directors"). The number of vendor appointed directors (either one or two) is set by a majority vote of the PASS board of directors for a duration of no less than one year. The remaining Directors shall be elected by the membership ("Elected

Directors”). Only Organization, Individual and Student Members are eligible for election as directors. It is the intent of PASS to have equal representation of “users” and “consultants” as members of the Board of Directors.

### **Section 3.**

#### **Election, Appointment, and Term of Office**

A Director must be an official representative of a voting member, in good standing. Elected Directors shall be elected by the voting members annually. The then-current Board of Directors shall determine the number of Directors to be elected. Directors-at-large shall be elected for a term of two years and shall be eligible to be elected for three consecutive terms. The terms of Directors shall be staggered such that approximately one-half of the Directors will be elected in odd-numbered years. Directors shall take office on the first day of January following their election and shall continue in office until their successors are duly elected and qualified, unless a Director earlier resigns, is removed or is otherwise unable to serve. Directors serving in an officer role are limited to a total of three 2-year terms in that capacity.

### **Section 4.**

#### **Mail or Electronic Vote**

Any action requiring a vote of the Board of Directors may be taken by written, mailed, facsimile, online or electronic ballot. The action taken shall be effective upon the majority approval of the members of the Board.

### **Section 5.**

#### **Vacancies**

In the event of a vacancy on the Board of Directors, the vacancy shall be filled by a majority vote of the Board of Directors for the unexpired term. In the event a vacancy occurs in the office of President, the Executive Vice President shall assume the presidency and the Board of Directors shall appoint a replacement for the Executive Vice President by a majority vote of the Board of Directors. A vacancy in any other office may be filled by appointment of the Board of Directors for the unexpired term.

### **Section 6.**

#### **Resignation, Removal from Office and Performance Expectations**

A Director may resign at any time by giving reasonable written notice to the President. An Appointed Director may be removed for cause by the Board of Directors whenever in its judgment the best interests of PASS would be served thereby. An Elected Director may be removed by a two-thirds vote of the members present and voting, and entitled to elect such Director; whenever in their judgment the best interests of PASS would be served thereby. In addition to other cause, any Director who finds he or she is in a position which presents an ongoing conflict of interest to the purposes of PASS as stated in Article II of these bylaws may be removed for cause. Notwithstanding the foregoing, the authority of any Director to act as an officer may be suspended by the Board of Directors for cause. Cause for removal of a director shall include but not be limited to failure to meet the Performance Expectations or presence of a reason for dismissal listed on Addendum B.

### **Section 7.**

#### **Regular Meetings**

A regular annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution by the Board of Directors without other notice than this by-law and such resolution. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

### **Section 8.**

#### **Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Notice of any special meeting shall be given not less than five (5) or more than ninety (90) days prior to the date of such meeting. Notice may be given by electronic medium and confirmed by mail. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of

Illinois, as the place for holding any special meeting of the Board called by them. Any Director may waive notice of any meeting.

## **Section 9.**

### **Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, that the presence of at least four (4) Elected Directors shall be required to constitute a quorum; and provided, further, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## **Section 10.**

### **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 where otherwise provided by law or by these by-laws.

## **Section 11.**

### **Informal Action by Directors**

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

## **Section 12.**

### **Meetings by Teleconference or Other Communications Equipment**

Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these by-laws pursuant to meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at such meeting. Response to initial e-mail other than an "auto-response" will be counted as attendance.

## **Section 13.**

### **Compensation**

Directors shall not receive any salaries for their services as directors, 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 the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving PASS in an educational or speaking capacity and receiving compensation upon approval by a majority vote from the Board of Directors.

## **ARTICLE VII - OFFICERS AND EXECUTIVE DIRECTOR**

### **Section 1.**

#### **Officers**

The officers of PASS shall be a President, Immediate Past President, Executive Vice President and Vice President of Marketing and such other officers as may be determined by the Board of Directors.

### **Section 2.**

#### **Election, Qualifications and Term of Office**

An Officer must be an official representative of an Organization or Individual Member, in good standing. The President, Executive Vice President, and Vice President of Marketing shall be elected every two years by the voting membership. Officers shall be elected for a term of two years and may serve up to two consecutive terms in the same office. Officers shall take office on the first day of January following their election and shall continue in office until their successors are duly elected and qualified, unless an Officer earlier resigns, is removed or is otherwise unable to serve.



### **Section 3.**

#### **President**

The President shall be the principal executive officer of PASS and shall in general supervise and control all of the affairs of PASS. He/she shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board. He/she may sign, with the Executive Vice President or any other proper officer of PASS authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of PASS; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Section 4.**

#### **Executive Vice President, Finance and Administration**

The Executive Vice President shall serve as the Chief Financial Officer of PASS and shall have charge and custody of and be responsible for all funds and securities of PASS, shall be responsible for receipt of moneys due and payable to PASS from any sources whatsoever, and responsible for deposit of all such moneys in the name of PASS in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws. The Executive Vice President shall be responsible to ensure that financial plans and budgets are developed; shall submit financial reports to the Board of Directors at its regular meetings and to the membership if required by the Board of Directors. The Executive Vice President is responsible for the preparation and distribution of the minutes of the meetings of the members, the Board of Directors, and all committees; shall ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and shall be custodian of the corporate records. The Executive Vice President shall also perform such duties as from time to time may be assigned to them by the President or by the Board of Directors. In the absence of the President or in the event of his/her inability or refusal to act, the Executive 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 duties of the Executive Vice President may be assigned, in whole or in part, to the Executive Director.

### **Section 5.**

#### **Vice President of Marketing**

The Vice-President of Marketing shall perform such duties as from time to time may be assigned to them by the President or by the Board of Directors.

### **Section 6.**

#### **Immediate Past President**

The Immediate Past President shall perform such duties as from time to time may be assigned to them by the President or by the Board of Directors.

### **Section 7.**

#### **Executive Director**

The administrative and day-to-day operations of PASS shall be the responsibility of the salaried staff head or firm employed or appointed by the Board of Directors. The Executive Director shall have the authority and responsibility to act in PASS' behalf as determined by the Board of Directors. The Executive Director may be assigned such other duties as may be specified by the Board of Directors. The Executive Director shall serve as an ex-officio, non-voting member of the Board of Directors.

### **Section 8.**

#### **Executive Committee**

The Executive Committee shall be comprised of the President, Immediate Past President, Executive Vice President, Vice President of Marketing and the Executive Director who shall be non-voting. The Executive Committee may be called upon to exercise the authority of the Board between meetings, except as limited by the General Not-For-Profit Corporation Act of the State of Illinois. The Executive Committee shall not take action inconsistent with any resolution or action of the Board of Directors.

## **ARTICLE VIII - ELECTIONS**

### **Section 1.**

#### **Nominations**

The Nominating Committee shall prepare a slate of candidates for election to the Board of Directors, which slate shall be presented to the voting members for approval as a whole.

### **Section 2.**

#### **Nominating Committee**

The Immediate Past President shall be the Chair of the Nominating Committee and shall select its remaining members. In the event the Immediate Past President is not able to serve in this capacity, the President shall select the Chair of the Nominating Committee. The Nominating Committee shall consist of at least five (5) members. The Nominating Committee shall nominate up to three (3) candidates for each position, unless otherwise determined by the Board of Directors. Each nominee must be reviewed and accepted by the Board to be eligible for office. All qualified voting member representatives and delegates are eligible to serve on the Nominating Committee. All voting member representatives are eligible to recommend candidates for nomination and election.

### **Section 3.**

#### **Election Procedure**

Elections shall be held under the general supervision of the Immediate Past President. The Nominating Committee shall annually nominate candidates for open Director positions and present the slate to the membership for approval by majority vote. The names of the candidates and a statement from each candidate indicating acceptance of the nomination and willingness to serve, if elected, also shall be presented.

Should the Board of Directors decide to conduct the election through written, facsimile, mail, electronic mail or online procedures, PASS Headquarters, under the direction of the Immediate Past President, shall prepare the ballot or other documents and establish the necessary procedures for obtaining and counting of votes. The elected Directors will be reported to the voting members at the Annual meeting.

Should the Board of Directors decide to conduct the election in person, the slate of candidates will be presented to the voting members present at the Annual meeting.

## **ARTICLE IX - COMMITTEES**

### **Section 1.**

#### **Committees**

Committees not having and exercising the authority of the Board of Directors in the management of PASS may be designated by the President. The President shall appoint the Chair and the Chair shall appoint the members of each such committee, who need not be Directors.

### **Section 2.**

#### **Removal**

Any member of a committee may be removed by the President or the Board of Directors whenever in their judgment the best interests of PASS shall be served by such removal.

### **Section 3.**

#### **Term of Office**

Each member of a committee shall be appointed for a term of one year and shall serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof. Committee members may serve for up to three consecutive terms.

#### **Section 4.**

##### **Quorum and Manner of Acting**

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

#### **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 the original appointments.

## **ARTICLE X - LOCAL AND REGIONAL USER GROUPS.**

#### **Section 1.**

##### **Formation**

Local and Regional User Groups of PASS may be established by charter whenever the Director of Community Development may approve, subject to such requirements as to membership, organization, procedures and financial responsibility that the Board of Directors may from time to time prescribe.

#### **Section 2.**

##### **Organization**

Each Local or Regional User Group shall be governed by by-laws adopted in such form and manner as approved by the PASS Board of Directors.

#### **Section 3.**

##### **Revocation**

Charters for the operation of Local or Regional User Groups may be revoked at any time and in such manner and after such investigation as the Board of Directors may deem necessary. Upon revocation of a Local or Regional User Group charter, all assets in the Local or Regional User Group and all Local or Regional User Group records shall be returned to PASS.

#### **Section 4.**

##### **Representation**

No Local or Regional User Group or other entity shall use the name of PASS in any manner whatsoever unless duly authorized to do so by the Board of Directors of PASS.

#### **Section 5.**

##### **Meetings and Activities**

Each Local or Regional User Group may hold such meetings and engage in such activities as it deems appropriate, consistent with the purposes of PASS.

## **ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND BONDING**

#### **Section 1.**

##### **Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of PASS, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and

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on behalf of PASS and such authority may be general or confined to specific instances. Any contract entered into between PASS and a member of the board of directors must be approved by a simple majority of the board.

**Section 2.**

**Checks, Drafts, Etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of PASS shall be signed by such officer or officers, agent or agents of PASS and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Vice President and countersigned by the President of PASS.

**Section 3.**

**Deposits**

All funds of PASS shall be deposited from time to time to the credit of PASS in such banks, trust companies or their depositories as the Board of Directors may select.

**Section 4.**

**Bonding**

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

**ARTICLE XII - FISCAL YEAR**

The fiscal year of the organization shall begin on the first day of January of each year.

**ARTICLE XIII - INDEMNIFICATION**

PASS shall provide for the indemnification of all Directors, Officers, volunteers, employees and agents of PASS to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois of the United States of America, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

**ARTICLE XIV - AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the Board of Directors, provided that at least thirty (30) days' written notice is given of intention to alter, amend or repeal these bylaws and to adopt new bylaws prior to the specified date of the vote.

**ARTICLE XV - DISSOLUTION**

Upon the dissolution of PASS and after payment of all indebtedness of PASS, any remaining funds, investments and other assets of PASS shall be distributed to such organization or organizations which have purposes and objectives similar to the purposes and objectives of PASS as may be determined by resolution adopted by the Board of Directors and ratified by a majority vote of the Members.

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**Addendum A (Bylaws reference Article IV Section 1 - Classes of Members)**

**Charter Vendor Member**

Twenty (20) Charter Vendor memberships shall be granted to the first eligible vendors who provide products or services complementary to SQL Server and who purchase lifetime Charter Vendor memberships as established by the Board of Directors. Privileges of Charter Vendor Membership in good standing include 1) Life time membership in PASS 2) Priority rights to contract for discounted exhibit space and sponsorship at PASS events, and 3) Any other benefits the Board may determine; provided, however, that Charter Vendor Members shall not be entitled to vote. Charter Vendors may designate one (1) person to act as its official representative in PASS.

**Individual Member**

Membership may be granted to any individual that is a user or consultant of SQL Server or complementary products or that has an interest in SQL Server-complementary products or services. The Individual Member will serve as the official representative in PASS.

**Organization Member**

Membership may be granted to any individual, partnership, corporation or organization that employs users or consultants of SQL Server or complementary products or that has an interest in SQL Server-complementary products and services. Each Organization Member may designate at least one (1) and up to five (5) persons to act as its official representative(s) in PASS.

**Local or Regional User Group Member**

Membership may be granted to any organization that is a recognized PASS Local or Regional User Group and whose members meet the criteria for PASS membership. Each Local or Regional User Group may designate one (1) person to act as its official representative in PASS.

**Student Member**

Upon presentation of proper student identification as defined by the PASS Board of Directors, membership may be granted to any full-time student that uses SQL Server or complementary products or that has an interest in SQL Server-complementary products or services. The Student Member shall serve as the official representative in PASS.

**Web-Only Member.**

Web-only membership may be granted to any individual or organization that uses SQL Server or complementary products or that has an interest in SQL Server-complementary products and services and participates in PASS only through its Web site. Such participation shall be defined from time to time by the Board of Directors. The Web-Only Member shall serve as the official representative in PASS.)

**Addendum B (Bylaws reference Article VI Section 6 - Performance Expectations)****Performance Expectations for members serving on the PASS Board of Directors includes:**

- Must be able to commit time required to the term of office set by the election procedures. (2 years)
- Must be able to attend one conference per year, totaling 4-5 days.
- Must be able to attend three board meetings per year, totaling up to 6 days.
- Must be available to participate in a one-hour conference call every month.
- Must be able to attend special conference calls or meetings called by the President.

**Reasons for dismissal may include:**

- Inability to attend board meetings on a regular basis.
- Inability or unwillingness to act in a capacity designated by the board of directors.
- Failure to fulfill the responsibilities of the office.
- Failure to act in a manner consistent with PASS's bylaws and/or policies.
- Misrepresentation of responsibility and/or authority.
- Misrepresentation of PASS.
- Unresolved conflict of interests with board responsibilities.
- Breach of confidentiality.