



Bylaws of the River Valley IT Professionals

Revised August 2015

Table of Contents:

I: Organization Name	4
II: Purpose and Mission Statement	4
III: Membership and Organization Structure.....	4
III-A: Charter Members.....	4
III-B: Officers.....	5
III-C: Full Members.....	5
III-D: Advisory Members.....	5
III-E: Student Members.....	5
III-F: Corporate Group Membership.....	5
III-G: Guest.....	6
III-H: Officers/Duties.....	6 - 7
IV: Dues	8
V: Nomination of Officers and Directors.....	8
VI: Monthly Meetings	8
VII: RVITP After Hours Meetings.....	9
VIII: RVITP Technology Expo.....	9
IX: Annual Meeting	10
X: Special Meetings	10
XI: Committees	10
XII: Special Interest Groups	11
XIII: Code of Conduct.....	11
XIV: Representation and Liability.....	11

XV: Solicitation.....	11
XVI: Financial	11-12
XVII: Amendment of Bylaws.....	12

I.) Organization Name

The name of the organization is, **River Valley IT Professionals.**

II.) Purpose

River Valley IT Professionals is a nonprofit educational organization which promotes activities encouraging the exchange of information among its members. Such activities include member and vendor led presentations at River Valley IT Professionals meetings. River Valley IT Professionals encourage professionalism and technical competence. Membership services may include a website forum, information exchanges, vendor technology presentations, monthly meetings, newsletters and special interest groups (SIG's).

Mission Statement

River Valley IT Professionals (RVITP) serves as an open forum for the exchange of ideas related to Information Technology in the corporate sector of the River Valley area. RVITP promotes the acceleration of the mutual success of its membership through the sharing of useful information, best practices, innovative products and techniques, and through using its collective voice to influence vendor products and services.

III.) Membership and Organizational Structure:

All members including guest and presenters are required to be professional in appearance and conduct themselves in a professional manner, at all organizational gatherings. Failure to do so may result in the revocation of membership.

The River Valley IT Professionals is organized on five levels.

- Charter Members
- Officers
- Full Members
- Advisory Members
- Guest

Section III-A: Charter Members

Member: Individuals who were among those participating in the creation and founding of River Valley IT Professionals are considered Charter Members. Charter Membership is for recognition of their efforts but entitle them to no more then Full Member voting rights. Charter Members are eligible to serve as officers, on special committees and SIGs, as well as committee chair. Charter members act as advisors to the setting officers at officer meetings, on issues such as the organizations policies and direction. Charter Members are allowed and encouraged to make presentations at the monthly meetings with prior request made to the officers and approved by the officers.

Voting Rights: During a meeting when a membership vote is called, any Charter Member may vote.

Section III-B: Officers

Officers: An active Regular Member who is nominated and elected by other members. Must be willing to perform the duties of their elected office for one (1) year as described in this section. Officers are eligible to serve on special committees as well as committee chair. Officers are allowed and encouraged to make presentations at the monthly meetings with prior request made to the other officers and approved by the other officers.

Voting Rights: During a meeting when a membership vote is called, officers may vote.

Section III-C: Full Members

Member: Any individual who works in the Information Technology field and is interested in sharing their knowledge and experience with other River Valley IT Professionals members, may become a Full Member. Full Members are eligible to serve as officers, on special committees and SIGs, as well as committee chair. Full Members are allowed and encouraged to make presentations at the monthly meetings with prior request made to the officers and approved by the officers.

Voting Rights: During a meeting when a membership vote is called, any Full Member may vote.

Section III-D: Advisory Members

Advisory Members: Any independent consultant or any company that provides equipment hardware, software or services in the Information Technology industry as their primary business. Advisory Members are eligible to serve on special committees and SIGs, but **not** as officers or as a committee chair.

Voting Rights: During a meeting when a membership vote is called, Advisory Members are not eligible to vote.

Section III-E: Student Members

Student members: Any individual who is currently attending a school of higher education, and who's course of study is in the Information Technology field. Student Members are eligible to serve on special committees and SIG's, but not as officers or as a committee chair.

Voting Rights: During a meeting when a membership vote is called, Student Members are not eligible to vote.

Section III-F: Corporate Group Membership

Corporate Group Membership: Is a group plan which allows companies to purchase a membership block and rotate their IT staff's attendance at monthly meetings. The minimum block size is (4) four, but can be purchased in larger denominations if required. The number purchased is the maximum number of that company's employees that may attend each month. A company with (6) six IT employees may purchase a block of four which allows any four of their registered

employees to attend each month. Organizations considering a Corporate Group Membership shall provide a list of all potential attendees to RVITP meetings, so that attendance and participation can be tracked. **Voting Rights:** Is determined by their base classification of Full or Advisory. (See Sections III-C and III-D.) Voting is based on the size of membership block purchased. A Corporate Group Membership Block of (4) = 4 votes.

Section III-G: Guest

Member: Any individual who works in the Information Technology field and is interested in what the River Valley IT Professionals has to offer, may come to two (2) monthly meeting free of charge. This is a one time offer, not an annual offer, and is not applicable to individuals having ever held a membership. They may become Full or Advisory Members upon agreeing to uphold the River Valley IT Professional’s Mission Statement and By-Laws and paying the associated annual dues. Guest are not eligible to serve on special committees or SIGs.

Voting Rights: During a meeting when a membership vote is called, Guests are not eligible to vote.

Section III-H: Officers:

The River Valley IT Professionals has four elected officers:

- President
- Vice President
- Administrative Officer
- Financial Officer

Duties of Officers:

- **President:** The President is the chief executive officer, and is ex officio a member of all committees with oversight and final say on all decisions and actions of the committee. The President sets in control of all River Valley IT Professionals meetings. The President will bring all meetings to order as well as dismiss.
- **Vice President - Activities:** The Vice President is responsible for duties as assigned by the other officers. The Vice President will assume the duties of the President in his absence.
- **Administrative Officer:** The Administrative Officer publishes the minutes of all meetings and handles the River Valley IT Professionals correspondence. The Administrative Officer has membership oversight, which includes maintaining the mailing list, and providing mailing labels.
- **Financial Officer:** The Financial Officer shall have custody of all financial books and papers; collect all dues, fees, and revenue from events; and

have charge of all bank accounts. The Financial Officer shall prepare financial reports for the River Valley IT Professionals meetings as well as any tax or other reports required by law. The Financial Officer has membership status oversight, which includes receiving dues and notifying the Administrative Officer of membership additions and terminations. The Financial Officer also provides the records needed by the officers for their annual audit.

Term: Officers are elected for a term of one year beginning January 1 and ending December 31. Officers shall hold only one office at a time. Officers may hold the same office for no more than two consecutive terms.

Delegation: Although the elected officers are ultimately responsible, the officers may delegate some of their responsibilities to other River Valley IT Professionals members when needed, but never the power of their office. The authority of an officer can only be temporarily delegated by a unanimous vote of the remaining officers.

Resignations: An officer other than the President may resign by presenting a letter of resignation to the President. The President may resign by presenting a letter of resignation to the Vice President.

Vacancies: Officer vacancies may be filled for the rest of the current year by the remaining officers and the most recent Past President.

Removal from Office: Officers shall be subject to removal from office by a two thirds (2/3) majority vote of the membership for cause if they:

1. No longer meet the Full Member criteria as stated within these By-Laws; or
2. Are not carrying out their duties and responsibilities of their elected office; or
3. Have committed an act, or acts; that contravenes the purpose and/or ethics of this Users' Group.

Money: The officers oversee the expenditure of money only when the expense is contained in the adopted budget or has been approved by member vote.

Executive Sessions: Any officer may call the River Valley IT Professionals officers into a closed executive session to discuss organizational and personnel matters.

Contractors and Outside Services: In managing an active and diverse club, the River Valley IT Professionals' officers may contract for services to handle River Valley IT Professionals' business, such as legal, auditing or other services. The contract and job description is negotiated by the officers with the contractor or

person being hired. Contractors may or may not be River Valley IT Professionals members, but they cannot be current officers.

IV.) Dues

Term: The annual dues for Charter / Full, Advisory and Student members are proposed by voting members, and then voted on by the membership at the December meeting. Annual dues run from the month in which they are initially paid until the end of that calendar year. Individuals joining River Valley IT Professionals during the year shall pay a pro-rated amount based on the annual rate, divided by 12 months, and multiplied by the remaining months. Active members renewing their membership, must pay the full annual amount regardless of the month in which they pay or resume attending monthly meetings.

Membership Renewal: Any individual having ever held a membership is not eligible for free monthly meetings. This is a one time offer for potential members. Individuals who were active members in the past, are also not eligible for pro-rated dues unless special circumstances exist and special provisions are approved by the officers.

Effective Date: Any dues change approved by a vote of the membership must be approved at the December meeting for the next calendar year.

Nonpayment of Dues: After the Financial Officer has made a reasonable effort to notify a member and the member has not paid dues by the end of the first quarter, the member's name is removed from the membership roster as well as revoking web site access.

Delinquent Officer or Chair: Any officer or committee chair who has not paid his or her dues on time has in effect resigned the position. Any officer or committee chair who has been absent for two (2) consecutive meeting, for reasons other than health or business, has in effect resigned the position.

V.) Nomination of Officers

Nominating and Election Process: The November meeting shall be designated for nomination of the next year's officers. Any member who's dues are paid and current are eligible to make nominations. Nominations shall be made via e-mail to the Administrative Officer. The current officers shall secure the agreement of each candidate to serve if elected. The list of nominees will be posted on the River Valley IT Professionals User Group website for member consideration prior to the December meeting. At the December meeting, ballots will be distributed to all eligible members. Completed ballots will be placed in a ballot box and at the conclusion of the voting process will be publicly tallied.

VI.) Monthly Meetings

Conduct: At all River Valley IT Professionals monthly, annual, committee and SIG meetings, Robert's Rules of Order will be observed. Any Officer, Full Member, Advisory

Member or Guest, who is considered to be out of order, may have their membership temporarily or permanently revoked without refund of dues. The revocation of a member's membership must be approved by 3 of the 4 officers. This action can only be overturned by a $\frac{3}{4}$ vote of eligible members.

Frequency: River Valley IT Professionals holds at least one meeting every month. The date, time and place are set by the officers and posted on the group's website.

Notices: The date, time, place, and program for all meetings will be published on the River Valley IT Professionals' website. The Administrative Officer will as well broadcast a meeting invitation to all paid members.

Rules: Procedures approved by the River Valley IT Professionals members take precedence over Robert's Rules of Order. (For example, the membership may limit the length of the business portion of a meeting.)

Motions: Motions are submitted in writing. (In the interest of keeping the business portion of the meeting short, motions may be deferred to the officers for further study and returned to the next meeting as Old Business with a position statement from the officers.)

VII.) RVITP After Hours Meeting

This meeting is meant for members and non-members alike, to meet in a casual non-formal setting and exchange ideas that build relationships in and outside of our membership. Whereas there is no formal structure to this gathering, proper conduct is expected at all times and Code of Conduct rules do apply. Due to the fact that this venue is meant to be casual and informal, corporate sponsorship and give a-ways are prohibited. RVITP is not liable for persons attending these gatherings.

Frequency: Decided by member vote at the normal monthly meeting prior to.

Venue: To be determined by the Marketing committee.

Notices: The date, time, place, and program for all meetings will be published on the River Valley IT Professionals' website. The Administrative Officer will as well broadcast a meeting invitation to all paid members and prospective members.

VIII.) RVITP Technology Expo

The Technology Expo represents this organization to the community and surrounding areas more prominently than any other event. With the Technology Expo being the group's largest budget item and with negotiations being made on the group's behalf, close oversight by the officers is required. For these reasons, the officers for the current year will chair the Tech Expo committee with other members on the committee to assist in assigned duties. Planning for the event is a year round effort and newly elected officers assume this responsibility when accepting nomination. It is prohibited for the Technology Expo cost to exceed the revenue brought in from the event. It is also recommended that additional funds be carried over to the next year to cover early expenditures.

Frequency: Annual

Notices: Marketing for this event will be determined by the RVITP Technology committee. Marketing examples are as follows but not limited to, email broadcast, signage, news print, radio spots and Television spots.

IX.) Annual Meeting

Frequency: The business section of the December meeting will be for the election of officers and for the presentation of annual reports.

Meeting: As a minimum, the program shall include:

1. Regular business as needed.
2. President's and Vice Presidents' Activity Reports.
3. Financial Officer's Report.
4. Administrative Officer's Report
5. Report by all committee chairs.
6. Election of officers.
7. Election of SIG Chairs and Co-Chairs.
8. Vote on next calendar years' dues amount.

The reports will be published for the River Valley IT Professionals members.

X.) Special Meetings

Petitions: River Valley IT Professionals voting members may petition for a special meeting. The petition must contain the signatures of at least ten percent of the current River Valley IT Professionals voting membership. The petition may be presented to any officer.

Purpose: The petition must state the purpose of the meeting.

Rules: Rules of a regular business meeting are used.

XI.) Committees

Appointments: The River Valley IT Professionals officers appoint and discharge all committee chairs. Appointment is conducted within the month of January. A committee chair is responsible to the President.

Chair Term: The term of a committee chair shall run from appointment in January to the following January.

Chair Resignation: A committee chair resigns by presenting a letter of resignation to the River Valley IT Professionals' President.

Responsibilities: A committee chair calls and presides over committee meetings.

Oversight: The President is ex officio a member of all committees with oversight and final say on all decisions and actions of the committee. Committee members are not authorized to make any commitments or obligate the organization in any way, without prior and written authorization from the committee chairman.

XII.) Special Interest Groups – (SIGs)

Special Interest groups may be established by a $\frac{3}{4}$ vote of the eligible voting members. These groups must be designated as (SIGs) since they will not terminate at the end of a calendar year as committees due. These groups will be on-going and will be governed in committee fashion with the oversight of the officers. The (SIG) Chair and Co-Chair will be elected annually at the January meeting under the oversight of that year's new officers.

XIII.) Code of Conduct

Members are asked to conduct themselves in a professional manner which would properly represent our organization and it's mission.

Any Officer, Full Member, Advisory or Member who is considered to be acting in an inappropriate manner at any RVITP gathering may have their membership temporarily or permanently revoked without refund of dues. The revocation of a member's membership must be approved by 3 of the 4 officers. This action can only be overturned by a $\frac{3}{4}$ vote of eligible members.

XIV.) Representation and Liability

RVITP members are not authorized to make any commitments or obligate the organization in any way, without prior and written authorization from the organization's president. Members are not authorized to make charitable contributions, even when using private funds, on the organization's behalf without prior authorization. All contributions, correspondence, commitments, etc, must have prior written approval to be considered valid and binding. As well, River Valley IT Professionals will not be held liable for the actions of it's members while attending organization sanctioned events.

XV.) Solicitation

To ensure that RVITP represents itself properly and retains a professional appearance in the community and to our vendor partners, all solicitation of items will be conducted through the Marketing committee. It is prohibited for members to solicit any items for RVITP behalf without prior approval from the Marketing Committee's chairman. Any items acquired will be presented to the Marketing chairman for logging and then used as prizes for the annual River Valley IT Professionals Technology Fair and the annual Christmas Luncheon.

XVI.) Financial

Budget: The Financial Officer, with the help of the officers, prepares an annual budget for adoption by all eligible voting members. This budget is published for the information of River Valley IT Professionals members.

Reserve Fund: The River Valley IT Professionals officers should strive to maintain 1 times the annual budget in a reserve fund to cover unforeseen expenses.

Oversight: The Financial Officer oversees all funds and is prohibited from spending money until the expenditure is approved by the River Valley IT Professionals officers.

Accountability: The Financial Officer will make a Financial Report at the Annual Meeting.

Check Writing: Money shall only be withdrawn by a check signed by the Financial Officer and President for the payment of bills approved by all officers. If the President and Financial Officer are representatives from the same company, the duty of check co-signing shall fall to the Financial Officer and Vice President.

Audits: Financial audits are performed every six months by an auditing committee consisting of voting River Valley IT Professionals members who are not current officers or committee chairs. The auditing committee is appointed by the officers. The committee shall report within 30 days of the end of each six-month period. The auditing committee also verifies that all tax and other reports required by law have been duly prepared and submitted by the Financial Officer.

Dissolution: The RVITP group may decide to dissolve. This can be accomplished by a vote of $\frac{3}{4}$ vote from currently active voting members. Alternatively, if the group is on prolonged hiatus, the group will dissolve after five consecutive years of inactivity via $\frac{3}{4}$ of any received votes.

To facilitate this, emails will be sent out to all the voting members of the current (or last active) year, and votes will be tallied via replies to emails. Once dissolution has been enacted, any outstanding expenses will be paid and all remaining funds will be donated to the University of Arkansas at Fort Smith Foundation with the intent to provide a scholarship to one or more students pursuing a degree in the Information Technology field. The current officers – or in case of inactivity, the last active officers, or charter members (if necessary) – and any other delegates they trust to engage will work with the University to facilitate this.

XVII.) Amendment of Bylaws

Amending these bylaws is accomplished by completing the following process:

1. Any River Valley IT Professionals voting members may propose an amendment. The amendment must be given to the Administrative Officer in writing before the meeting in which the amendment is proposed.
2. The amendment is tabled for review by the officers.
3. The amendment shall be published before the meeting when the River Valley IT Professionals members vote on it.
4. The amendment is presented again as old business at a following River Valley IT Professionals meeting. The officers report and give their recommendation and alternatives.
5. The River Valley IT Professionals membership then discusses the amendment before voting. The amendment must pass by a two thirds vote of the River Valley IT Professionals voting members present.