By-Laws of the Manitoba UNIX User Group

1. INTERPRETATION

In this By-law and all other By-laws of the Group, unless context otherwise requires:

(a) "Group" means the Manitoba UNIX User Group (MUUG);

(b) "Board" means the Board of Directors of the Group;

(c) "By-laws" means the by-laws of the Group;

(d) Use of the male gender shall imply the female gender as well;

(e) Time periods for notification, etc. are calculated inclusive of the date of mailing, attempted telephone contact, etc., and exclusive of the date for which notification is given;

(f) "UNIX" is a trademark of UNIX System Laboratories.

2. LOCATION

The headquarters of the Group shall be situated in the City of Winnipeg, in the Province of Manitoba. The mailing address of the Group will be as determined by the Board from time to time.

3. OBJECTIVES

The objectives of the Group shall be:

(a) To promote the free exchange of information about the theory and practise of open systems technology and its application in the Province of Manitoba and elsewhere.

(b) To enhance the professional efficiency and effectiveness of its members.

(c) To encourage cooperation among industry, government, educational institutions, and other special interest groups (e.g.: UniForum and its affiliates).

The Group may perform such functions and engage in such activities as may be necessary or incidental to the achievement of the objectives of the Group including but not limited to sponsoring conferences, publishing papers and journals, establishing liaisons with similar organizations, promoting education and training programs, establishing information networks for the exchange and dissemination of information, supporting special interest groups within the framework of the Group, and supporting the activities and initiatives of UniForum Canada.

4. MEMBERSHIP

Membership in the Group shall be open to those actively engaged in or interested in the administration, practice, teaching, or study of information processing using Open Systems technology.

(a) Classes of Membership

Classes of membership in the Group are as follows:

i) Regular (or Voting) Members

These are persons who have been duly admitted into the Group with the status of Regular Member. All Regular Members shall have the same rights, privileges, and obligations, including the right to vote and hold office in the Group.

ii) Non-Voting Members

Non-voting members may not vote or hold office. The classes of non-voting membership are:

A: Patrons

Patrons are individuals or organizations who wish to support the objectives and operations of the Group. Patrons shall receive free publications and have such other rights or privileges as may be determined by the Board from time to time.

B: Honorary Members

This class shall be open to individuals who have made an outstanding contribution to the Group or to Open Systems in general. Annual membership fees shall be waived for Honorary members. The Board may, by unanimous resolution, designate any individual to be a member of this class. All Honorary members shall have the same rights, privileges, and obligations as a Regular member, but they shall not be eligible to vote or hold elective office.

C: Corporate Members

Any employees or members of public and private organizations, institutions, and associations are eligible for corporate membership, at discounted rates, subject to the following:

Each organization may appoint not more than two corporate representatives, who shall have all the rights and privileges of Regular Members. The representatives serve as the primary liaison with MUUG, and are responsible for maintaining corporate membership information (additions, deletions, renewals), notifying MUUG of any changes, and distributing information to members in the organization.

Additional participants from the organization are defined as corporate members and are entitled to all privileges provided by the group. However, corporate members do not have the right to vote or hold office.

Corporate memberships remain with the organization if the member leaves the organization. The company can transfer the membership to another individual, by providing a MUUG membership transfer in writing to MUUG.

(b) Minimum Age

All members must be at least 18 years of age.

(c) Application for Membership

Duly completed "Application for Membership" shall be submitted together with the necessary fee to the Secretary. After due consideration of any application by the Board, the individual may be accepted as a Regular Member or a Corporate Member, as appropriate.

Submission of candidates for Honorary Membership or Patron Membership may be made to the Secretary, in writing, by any Member. All such submissions require the approval of the Board.

(d) Renewal of Membership

Members shall be notified of the necessity to renew their membership one month before their renewal date. If the required renewal form and necessary fee are not received within two weeks after the renewal date, membership in the Group shall be automatically terminated.

(e) Termination of Membership

Any membership may be terminated for cause by the Board. This may be done only after a member has been notified of the contemplated action and given reasonable opportunity to make representations either in writing or in person to the Board. If no action has been taken by the member within ninety days of notification, the membership shall be deemed

terminated. Cause for termination shall include non-compliance with the Group's by-laws, policies, or regulations. A terminated member shall not be entitled to a refund.

(f) Resignation of Membership

Members may resign by so indicating in writing to the Secretary. A member who resigns shall not be entitled to a refund.

(g) Memberships Not Transferable

Memberships in the Group shall not be transferable between individuals, except as provided in paragraph 5, clause (ii) C.

(h) Record Dates

The Board may fix in advance a date as the record date for the determination of members entitled to receive notice of a meeting of members, but such record date shall not precede by more than thirty days or by less then seven days the date on which the meeting is held. If no record date is fixed, it shall be at the close of business on the last business day preceding the day on which the notice is sent.

5. Board of Directors

A Director shall at the time of his election and throughout his term of office be a member of the Group. A Director shall cease to be a Director at the time he ceases to be a member of the Group.

(a) Composition

The Board shall consist of not less than five Directors from and elected by the voting membership. The Past-President is a member, ex-officio, of the Board.

(b) Past-President

The Past-President is the individual who held the post of President before the current President. The Past-President retains his position as long as his successor remains President and he remains a Member.

(c) Number of Directors

The number of Directors to be elected at the Annual Meeting may be set by the Board, subject to the minimum in (a) above, at least one month prior to the Meeting. If the Board reduces the number of positions on the Board, the current Directors continue to serve until the end of their term.

(d) Vacancies

If there are not the minimum number of directors as specified in (a) above, or if there has been a failure to elect the minimum number of directors, the directors then in office shall forthwith call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

If the members have adopted an amendment to the articles to increase the minimum number of directors, and have not, at the meeting at which they adopted the amendment, elected any additional number of directors required to meet the new minimum, the directors then in office shall forthwith call a special meeting of members to fill the vacancy(s).

(e) Term of Office

Directors will hold office for a term of one year, and may thereafter be elected for a further term or terms. A term shall be from the date of the first Board meeting following the meeting at which he or she is elected until the first Board meeting after the next elections or until his successor is elected.

(f) Duties

Every director and officer of the Group, in exercising his powers and discharging his duties shall:

i) act honestly and in good faith with a view to the best interests of the Group; and

ii) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

(g) Removal

The voting members of the Group may, by ordinary resolution at a Special Meeting called for that purpose, remove any Director from office before the expiration of his term of office and may, by a majority of votes cast at the meeting, elect any person in his stead for the remainder of his term.

(h) Validity of Acts

An act of a director or officer is valid notwithstanding an irregularity in his election or appointment or a defect in his qualification.

(i) Committees

The board may appoint committees from time to time. Such committees may consist of Directors and/or members, and/or non-members, and will have whatever powers are delegated to them by the Board. The Board may dissolve a committee at any time.

6. Meetings of the Board

(a) Frequency

The Board shall meet as required, but not less than twice annually.

(b) Place of Meeting

Meetings of the Board and of any committee of Directors may be held at any place. A meeting of Directors may be called by the President or any Director at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of Directors.

(c) Notice

Notice of the time and place for holding of any meeting of Directors or any committee of Directors shall be sent to each director or committee member not less than two days before the date of the meeting; provided that the meetings of Directors or of any committee of Directors may be held at any time without notice if all the Directors are present, or if all the absent Directors have waived notice verbally, in writing, or by any other means before or after the meeting. The notice of a meeting of Directors need not specify the purpose or the business to be transacted at the meeting.

The accidental omission to give notice of any meeting of Directors or of any committee of Directors or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

(d) Adjournment

Any meeting of Directors or of any committee of Directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required

to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

(e) Quorum and Voting

A majority of Directors constitutes a quorum at any meeting of Directors. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second, deciding vote.

(f) Resolution in Lieu of Meeting

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

7. Executive

(a) Officers

The Executive Officers of the Group shall be the President, Vice President, Secretary, and Treasurer.

(b) Election of Officers

Officers shall be appointed annually by the Board from among their number to hold office for one year and may thereafter be appointed for a further term or terms.

(c) President

The President must have served as a Director for at least one year prior to becoming President. This requirement is waived if no Director meets this qualification.

(d) Vacancies

Vacancies among the Officers shall be filled by appointment by the Board.

(e) Removal

Any Officer may be removed from office for just and sufficient cause, by a two-thirds majority of all other members of the Board. Causes for removal include non-maintenance of member status.

(f) Duties

i) President

The President shall be the chief executive officer of the Group and shall, subject to the direction of the Board, exercise general supervision and control over the business and affairs of the Group. The President shall preside as chairman at all meetings of Directors and of members. He shall sign such contracts, documents, or instruments in writing as require his signature and shall have such other powers and perform such other duties as may from time to time be assigned to him by resolution of the Board.

ii) Vice President

The Vice President shall have all the powers and duties of the President in the latter's absence or inability to act and such other duties as may be assigned by the President. Should both be absent, a chairman shall be appointed by the Board to preside at the meeting.

iii) Secretary

The Secretary shall attend all meetings of the Board, and keep accurate minutes of the same. In the absence of the Secretary, these duties shall be discharged by such Director as may be appointed by the President. The Secretary shall have charge of all the correspondence of the Group and discharge such other duties as may be assigned to him.

iv) Treasurer

The Treasurer shall be the custodian of all official property and financial records of the Group. He shall deposit all funds of the Group in a Bank or Trust Company designated by the Board. He shall collect all monies, keep complete accounts, arrange for payment of all approved indebtedness of the Group, and keep proper vouchers for such payments. He shall submit an annual financial report, and any other financial reports as required by the Board.

8. Limitation of Liability

All Directors, Officers, and committee members, in exercising their powers and discharging their duties shall act honestly and exercise the care, diligence, and skill that reasonably prudent persons would exercise in comparable circumstances. No Director, Officer, or committee member shall be liable for the acts, omissions, or defaults of any other Director, Officer, committee member, or Member, for any loss, damage, or expense happening to the Group through the insufficiency or deficiency of any security in or upon which any of the monies of the Group shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the monies, securities, or effects of the Group shall be deposited, or for any other loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation to it.

9. Meetings

Meetings shall be conducted according to Roberts Rules of Order and voting shall be decided by a simple majority except where otherwise stated in these By-Laws.

(a) Annual Meeting

The Group must hold an Annual Meeting once each year, during which the Directors will be elected.

(b) General Meetings

Meetings of the Group may be called at any time by the Secretary upon the instructions of the President, by notice in writing mailed at least four days prior to the day of such meeting to the last known address of each member.

(c) Special Meetings

A special meeting shall be called by the Secretary under instructions of the Board upon receipt of a petition signed by one-third of the voting members in good standing, or by the Board, setting forth the reasons for calling such a meeting.

The calling of all such Special Meetings (including any at which a Special Resolution is to be considered) and the Annual Meeting, shall be by notice in writing mailed at least seven days prior to the meeting to the last known address of each member.

(d) Special Resolutions

Special Resolution means a resolution that must be passed by a majority of not less than three-fourths of such members entitled to vote who are present in person at a meeting during which such a resolution is to be considered. Special Resolu-

tions may only be considered at the Annual Meeting or at Special Meetings as defined in (c) above. In either case, notice of the resolution must be mailed at least seven days prior to the meeting.

The By-Laws of the Group may only be changed by Special Resolution.

(e) Quorum

At any Annual, Special, or General Meeting of the Group, ten percent of the voting members of the Group shall constitute a quorum.

(f) Voting

All votes must be made in person and not by proxy or otherwise. Each member eligible to vote has one vote. In the case of an equality of votes, the chairman has an additional, deciding vote.

All voting other than the election of the Directors will be by a show of hands unless a ballot is demanded by any member eligible to vote at the meeting. A ballot may be demanded before or upon the declaration of the result of a show of hands. A request for a ballot may be withdrawn.

10. Elections

(a) The Board shall appoint an Election Committee, chaired by the Past-President if he is available (otherwise the Committee will select its own chairman), which shall submit to the Board the names of enough candidates (and preferably more) for election to the Board of Directors. These names must be accompanied by the consent of the nominees.

(b) The list of nominees for election as in (a) above, together with an invitation to submit names of additional nominees, shall be mailed to the voting membership not later than twenty-one days prior to the Annual Meeting.

(c) Additional nominations, accompanied by written consent of nominees, and supported in each case by the signature of another member, shall be lodged with the Election Committee no later than fourteen days prior to the Annual Meeting.

(d) If the number of nominees does not exceed the number of vacant positions, the nominees shall be deemed to be elected by acclamation.

(e) The Election Committee shall send a biography of each nominee to each Voting Member at least seven days prior to the Annual Meeting.

(f) The Election Committee shall prepare ballots containing the names of the candidates nominated and shall distribute one ballot to each Voting Member present at the Annual Meeting.

(g) The completed ballots shall be returned to the Election Committee. The Election Committee shall count the ballots and report the results of the election to the President.

(h) The President shall announce the names of the successful candidates to the members at the Annual Meeting.

(i) The Executive of the Group shall hold office until successors have been elected by the new Board.

11. Finances

(a) The fiscal year of the Group shall run from the first day of the month of October of any year to the thirtieth day of the month of September in the year following.

(b) The Board shall establish annual fees for the various classes of membership. These fees shall become payable on each member's annual renewal date.

(c) The Board may establish user fees for special services or events provided by or sponsored by the Group. These fees may be discounted or waived for Members actively participating in the Group, for administrative purposes, or as a community service.

(d) The Board shall consider and approve a budget for the Group for each fiscal year. The Board may amend the budget at any meeting duly called provided notice of a proposed amendment was contained in the notice of this meeting.

(e) The Executive may utilize the funds of the Group, in accordance with the budget and subject to the direction of the Board, in any way which will further the objectives of the Group, but not to remunerate Members, Directors, or Officers of the Group for personal services.

(f) The Group will remit national membership fees to UniForum Canada in accordance with the rulings regarding fees prescribed by UniForum Canada.

(g) A financial statement will be distributed to Members prior to presenting it for approval at a general meeting.

(h) The books and records of the Group may be inspected by any Member of the Group at the Annual Meeting or at any time upon not less than fourteen days notice in writing to the Executive.

(i) Banking

i) The bank account(s) shall be kept in the name of the Group. All monies of the Group shall be duly deposited to the credit of the Group in said account(s).

ii) Deposits may be made by any of the Officers of the Group.

iii) Withdrawals in any manner from said account(s) require the signatures of any two of: the President, Vice-President, Secretary, or Treasurer.

12. Changes to By-Laws

(a) By-Laws of the Group shall be added to, altered, or rescinded only by Special Resolution.

(b) Notice of motions to so add to, alter, or rescind any By-Law of the Group must be supported by at least five members in good standing and submitted in writing to the Board, which shall authorize the Secretary to submit same in writing to the membership, at least seven days prior to the Special or Annual Meeting at which the changes are to be considered.

(c) MUUG By-Laws shall not be in conflict with the spirit of any item of the UniForum Canada General Affiliate Agreement currently in effect.

13. Winding Up

Upon the dissolution of the Group and after the payment of all debts and liabilities, the remaining property of the Group shall be distributed or disposed of to charitable organizations or to other organizations the objectives of which are beneficial to the community as decided by the existing Members in good standing.