

**CORPORATE BYLAWS  
OF  
INTERNATIONAL INFORMIX USERS GROUP, INC. (“IIUG”)**

**ARTICLE I: DEFINITIONS**

The following capitalized terms shall have the meanings set forth below:

- 1.1 Board of Directors.** The terms “Board of Directors” and “Board” refer to the Board of Directors of the Corporation, the members of which are referred to as “Directors.”
- 1.2 Corporation.** The term “Corporation” refers to International Informix Users Group, Inc.
- 1.3 Fiscal Year.** The term “Fiscal Year” means the calendar year.
- 1.4 Informix User Group Leadership Council (IUGLC).** The term “Informix User Group Leadership Council” refers to the advisory council to the IIUG.
- 1.5 Member.** The term “Member” refers to any individual who completes the registration process and is accepted by a two-thirds majority vote of the Board of Directors. The Board of Directors reserves the right to refuse membership to any applicant.
- 1.6 Special Interest Group (SIG).** The term “Special Interest Groups” may be formed, pursuant to these Bylaws, by active members who support the purposes of the Corporation in a specific area of interest.
- 1.7 User Group.** As used in this document, the term "user group" means a group of people interested in the use of Informix products and services. This group shall have an organizational structure with at least one (1) elected position and a membership of not less than five (5) active members.

**ARTICLE II: OBJECTIVE, PURPOSES, AND CODE OF ETHICS**

- 2.1 Objectives and Purposes.** The Corporation has been organized for the purposes of:
- promoting the growth of local, regional and special interest Informix user groups worldwide;
  - providing a communication channel to disseminate news and other information efficiently to the Informix user community;
  - giving Informix users a collective voice to articulate issues they find important;
  - influencing and advising IBM’s Data Management Solutions organization;
  - fostering the professional development of individual Informix users;
  - coordinating the collection and distribution of user-contributed resources;

- providing an organization for Informix users without access to a local user group;
- allowing local user group members to participate in a global organization.

## **2.2 Code of Ethics.**

(a) Membership information shall be kept confidential and shall be used only as approved by the Board of Directors;

(b) The Corporation encourages its Members to share information with other Members in compliance with all applicable laws.

## **ARTICLE III: MEMBERSHIP**

**3.1 Designation.** Membership in the IIUG shall be open to any person interested in IBM's Data Management Solutions products and services. Prospective members must complete the IIUG registration process and pay any membership fees as established by the Board of Directors. Membership shall not be open to persons seeking to compete commercially with IBM's Data Management Solutions.

**3.2 Members' Rights.** Members shall have the right to:

- Attend and participate in general meetings;
- Vote in general IIUG elections;
- Vote on any issue brought to the membership of the IIUG by the Board of Directors;
- Bring an issue to a vote by the Board of Directors of the IIUG through a petition approved by ten (10) other members from at least 2 separate companies.

Each member shall have one vote in any election of the IIUG. All Members shall have the same rights and obligations with respect to voting, dissolution, redemption, and transfer.

**3.3 Members' Liabilities.**

(a) **To Third Parties:** A Member is not personally liable for the acts, debts, liabilities or obligations of the corporation.

(b) **Dues, Assessments, and Fees.** A Member is deemed to have agreed to the liability for dues, assessments, and fees if there exists at the time the Member becomes a Member a provision in the Bylaws or a resolution adopted by the Board of Directors authorizing or imposing dues, assessments or fees. The amount and the Member's liability are subject to increase or decrease, as determined by the Board of Directors.

**3.4 Non-Member Participation.** The Board of Directors may permit non-members to participate in the Organization on a case-by-case basis.

**3.5 Transfer.** No Member may transfer a membership or any right arising from the membership.

**3.6 Termination.** Termination of membership shall be by:

- A written or electronic request from the member to the Organization requesting termination, or
- A 2/3 majority vote of the Board of Directors.

#### **ARTICLE IV: BOARD OF DIRECTORS**

**4.1 Powers.** Subject to any limitation set forth in the articles of incorporation, these Bylaws or applicable laws, the affairs of the Corporation shall be managed by a Board of Directors and the President. The primary function of the Board shall be to establish corporate policies for the direction and guidance of the officers and the management of the Corporation, and to formulate the basic rules and regulations governing the operation and management of the Corporation. The Board shall be responsible for the financial viability of the Corporation and overseeing all financial, accounting, and auditing transactions of the Corporation. An overall plan and budget that reflects the annual operating, cash, and capital expenditure budgets shall be prepared by management and shall be subject to approval by the Board and the Members. The Board shall be responsible for the Corporation's personnel policies and procedures.

**4.2 Number of Directors.** The number of Directors shall be not less than six (6) nor more than twelve (12) individuals, as may be decided by the Board from time to time, with and subject to approval of the Members, unless and until changed by amendment of this Section 4.2. No decrease in number may have the effect of shortening the term of any incumbent Directors.

**4.3 Qualification of Directors.** At no time shall more than one fourth (1/4) of the persons on the Board of Directors be employed by the same company or organization. At least one (1) person, designated by IBM's Data Management Solutions organization (the "IBM Data Management Board Member"), can and should be on the Board of Directors with full voting privileges on all issues. The IBM Data Management Board Member may not hold the office of President of the Corporation. Directors must demonstrate a willingness to accept responsibility for governing the Corporation, including a willingness to participate actively in activities of the Board. A person's area of interest, expertise, experience, accomplishments, and availability for meetings of the Board will be major considerations in his or her selection.

**4.4 Designation, Term of Office, and Election of Directors.** The Directors shall be elected by the Members. The initial Directors shall be elected at the Organizational Meeting of the Corporation, to so serve until their successors are elected at the next annual meeting. All Directors elected shall take office on the first day following the date of election.

- (a) In preparing for elections, the Board of Directors will form a committee (the

“Election Committee”) to propose to the Membership qualified candidates for election to the Board. The Election Committee chairperson shall not be a candidate for the Board of Directors. The committee will make every effort to encourage international diversity of the Board during the nominating and voting processes.

(b) At least two weeks prior to the election date, the nominating committee will publish their recommendations to the Membership in the most efficient manner. The procedure for making such nominations shall be set by the Board.

(c) Each Member shall have one (1) vote for each director position to be filled. Members may not cumulate votes. The nominees who receive the most votes shall be elected Directors. Any tie shall be broken by the President.

(d) Approval of the IBM Data Management Board Member shall be by a 2/3 majority vote of the other Members of the Board of Directors.

**4.5 Vacancies.** Vacancy of a Director holding office pursuant to Section 4.4 above, including without limitation, vacancies caused by increase of the authorized number of such Directors, or by resignation, removal or death, may be filled by two-thirds (2/3) of the remaining Board of Directors appointing an active Member to fill the vacant position. Each Director so appointed to fill a vacancy shall hold office until the next normal expiration of the term to which that person is appointed or until his or her successor is appointed and qualified.

**4.6 Place of Meetings.** Meetings of the Board shall be held at such place as may be designated from time to time by the Board.

**4.7 Participation in meetings by Conference Telephone.** Meetings of the Board whether regular or special may be held by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**4.8 Annual meeting.** The annual meeting of the Board shall be held each year for the purpose of election of officers and the transaction of such other business as may properly be brought before the meeting on such date and at such time and place as the Board shall determine.

**4.9 General meetings.** General meetings of the Members and the Board of Directors may be called by the President or by a majority of the Board of Directors.

**4.10 Regular meetings.** Regular Meetings of the Board shall be held as needed, unless cancelled by the Board at such date, time and place and with such notice as the Board shall determine.

**4.11 Special meetings.** Special meetings of the Board shall be held as needed at such date,

time and place as the Board or, in the absence of Board action, as the President shall determine. Special meetings of the Board shall be held within a reasonable time after a written or electronic call or request therefor from the President or at least two (2) or more Directors.

**4.12 Notice of Meetings.** An annual meeting or general meeting agenda published on the internet shall constitute sufficient notice to the Members and the Board of Directors of the Annual Meeting and of General Meetings. Notice of the regular meetings of the Board shall be given in writing and shall be mailed and e-mailed to each Director at least ten (10) days before each such meeting. Notice of special meetings of the Board of Directors may be written, sent by e-mail or by telephone. A written notice of a special meeting shall be mailed or e-mailed to each Director at least thirty (30) days prior to the date of the meeting. Notice by telephone or electronic communication shall be given to each Director at least ten (10) days prior to the date of the meeting. Notice given pursuant to this Section 4.12 shall state the date, time, and general nature of the business to be transacted at the meeting.

**4.13 Consent to Meetings; Waiver of Notices.** Any meeting of the Board shall be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approval shall be filed with the corporate records.

**4.14 Quorum and Acts of Board.** The Board of Directors shall meet as often as necessary and in the most efficient manner to conduct the business of the Board. A majority of the Board of Directors and at least five (5) Members shall constitute a quorum for conducting business at annual and general meetings. At all other meetings of the Board, a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except as otherwise provided by these Bylaws, if a quorum is present, the act of a majority present at the meeting shall be the act of the Board. Each Director shall have one (1) vote. There shall be no voting by proxy.

**4.15 Conflict of Interest.** Any member of the Board of Directors who has a personal material interest in an issue being decided by the Board of Directors may not vote on questions related to that issue. Employment by IBM's Data Management Solutions organization, by itself, shall not be considered a personal material interest.

**4.16 Adjournment.** A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**4.17 Amendments.** The repeal, alteration or amendment of these Bylaws or to the structure and operation of the Corporation as a whole, requires a 2/3 majority vote of the Board of Directors.

**4.18 Powers and Responsibilities of the Board of Directors.** The powers and responsibilities of the Board of Directors include:

- Develop and propose policy for the Organization;
- Develop, approve, and report the budget of the Organization;
- Establish any requirements for membership and meeting attendance as provided in the Charter or Bylaws;
- Replace any Board member at any time by a 2/3 vote by all members of the Board of Directors;
- All questions of operating procedure within the Board of Directors shall be decided by a majority vote of the Board.
- Keep and protect the membership information;
- Plan and execute programs;
- Represent issues and concerns of the Corporation or Members to Informix;
- Publish any material by the Corporation;
- Collect, account for, use, and report on any revenues of the Corporation;
- Oversee the activities of any SIG;
- Maintain and preserve the records of the Corporation;
- Operate and maintain the Corporation's computer resources;
- Actively participate in the functioning of the Board and the Corporation;
- Perform such other duties as decided by the Board or given to it by the Members.

**4.19 Rights of Inspection.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation, except as otherwise prohibited by laws.

**4.20 Removal of Directors.** Upon a finding by a majority of the Board, the following conditions shall be cause for immediate dismissal from the Board of Directors:

- (a) Accepting employment at a company or any other organization which directly competes with IBM's Data Management Solutions organization;
- (b) Intentional and flagrant violation of the Code of Ethics of the Organization.

## **ARTICLE V: OFFICERS**

**5.1 President.** One member of the Board of Directors shall be elected President by a majority vote of all members of the Board. The President shall serve at the pleasure of the Board, and

accordingly, may be removed by a 2/3 vote of the Board at any time. The responsibilities and powers of the President are:

- act as chief spokesman for the Corporation;
- chair the Board of Directors;
- chair the Informix User Group Leadership Council (IUGLC);
- cast any tie-breaking vote in any meeting the President chairs;
- create and oversee any committees needed to run the Corporation or to focus on an interest of the Corporation;
- call a general meeting of the Corporation at least once a year;
- chair the general elections of the IIUG;
- perform such other duties or functions as are assigned by the Board of Directors.

**5.2 Other Officers.** The Board may elect such other officers as the business of the Corporation may require, who shall have such authority and perform such duties as the Board may from time to time determine. All such officers shall serve at the pleasure of the Board.

## ARTICLE VI: GROUPS

**6.1 User Group.** As used in this document, the term "user group" means a group of people interested in the use of Informix products and services. No person commercially competing with or intending to commercially compete with IBM's Data Management Solutions may be a member of the User Group. This group shall have an organizational structure with at least one (1) elected position and a membership of not less than five (5) active members.

### **6.2 Informix User Group Leadership Council (IUGLC)**

(a) IUGLC shall assist in developing policy for, the Corporation. The IUGLC shall be comprised of the Board of Directors of the Corporation, one (1) member from each participating local/regional Informix oriented user group and one (1) representative from each approved Special Interest Group (SIG). In addition, other individuals can be invited to participate as nonvoting members of the IUGLC as the IUGLC determines needs or interests require.

(b) Participation in the IUGLC by local/ regional user groups or SIGs is encouraged but not required. Each participating local/regional user group or SIG may select any active member of their group to represent them on the Council. The local/regional group or SIG must give the name of their representative to the Board of Directors in advance of any meeting of the Council.

(c) The Council will meet at least once a year as called by the Board of Directors unless extenuating circumstances exist. The Council will be chaired by the President of the Corporation. Any other organizational needs of the Council shall be handled by the Council in an ad hoc manner. For the purposes of establishing policy, a quorum of the Council shall be achieved

by having at least one third (1/3) of the Council members participating in any duly called meeting or electronic discussion of the Council.

## **ARTICLE VII: GENERAL PROVISIONS**

**7.1 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of proceedings of its Board and committees. Books, records and minutes shall be in written form or in any other form capable of being converted into written form within a reasonable time.

**7.2 Checks, Drafts, etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of, or payable to, the Corporation and any and all securities owned or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board.

**7.3 Execution of Contracts.** The Board, except as otherwise provided in these Bylaws, may authorize an officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general and confined to specific instances and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

**7.4 Construction and Definitions.** Unless otherwise provided herein or unless the context otherwise requires, the general provisions, rules of construction and definitions contained the general provisions of the Arizona nonprofit corporations law (A.R.S. § 10-3101, *et seq.*) shall govern the construction of these Bylaws.

## **ARTICLES VIII. INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, Director, committee member, officer or employee of the Corporation or is or was serving at the request of the Corporation as a member, director, trustee, committee member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted, or failed to act, in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person



acted or failed to act other than in good faith and in the manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

These Bylaws were adopted by the Board at a meeting thereof on \_\_\_\_\_, 2002.

**IN WITNESS WHEREOF**, we have hereunto executed these Bylaws this \_\_\_ day of \_\_\_\_\_, 2002.

\_\_\_\_\_  
Sounia Nejad Chaney, Director

\_\_\_\_\_  
Stuart Litel, Director

\_\_\_\_\_  
Martha Schraer, Director

\_\_\_\_\_  
Hal Maner, Director

\_\_\_\_\_  
James Edmiston, Director

\_\_\_\_\_  
Paul Mosser, Director

\_\_\_\_\_  
Ron M. Flannery, Director

\_\_\_\_\_  
David Smith, Director

\_\_\_\_\_  
Fred Hubbard, Director

\_\_\_\_\_  
Ashley Williams, Director

\_\_\_\_\_  
Jerry Hamilton, Director

158222