

BYLAWS OF THE NEW ENGLAND DB2 USERS GROUP

Revised 10/22/2001 and 6/23/2011

PREAMBLE

The New England DB2 Users Group ('the Group') is an association of users of the IBM data base management system products DB2 for z/OS and DB2 for Linux, Unix, and Windows. The core purpose of the Group is to provide a forum for dissemination and exchange of information related to DB2 on all supported platforms. In addition, related products from IBM and other vendors are represented at this forum.

The Group may also be known as NEDB2UG.

ARTICLE I: MEMBERSHIP

Membership shall be open to any individual who is working with or interested in DB2 for z/OS and DB2 for Linux, Unix, and Windows.

ARTICLE II: OFFICERS AND EXECUTIVE BOARD

1. The officers consist of a Chairperson, Vice-chairperson, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined as one, Secretary/Treasurer, at the discretion of the Executive Board.
2. An Executive Board (the 'Board') shall serve as the governing body and will perform all functions deemed necessary and appropriate for carrying out the purposes of the Group. The Board will consist of the officers and up to ten other at large members and will meet at least four times per year. Meetings may be held via conference call or other electronic means as established by the Board. Additional meetings may be called by either the Chairperson or an at-large board member. The Group's current Chairperson shall chair the meetings. The past Chairperson of the Group may attend meetings as a non-voting member. A quorum of one half the Board members is required to hold a Board meeting.
3. The term of office for the officers and the at-large board members is one year, from April through March.
4. A Nominating Committee consisting of up to three members selected by the Chairperson and ratified by the Board will nominate officers and at-large board members. Any member of the Group may make a nomination by notifying the Nominating Committee or at the time of the election.

5. The nomination of officers and at-large board members will be held in February of each year.
6. The election of officers and at-large board members will be held at the next regularly scheduled meeting, with all members in attendance eligible to vote. The election will be decided by the majority vote of the attending members
7. Only members of companies that have a license for DB2 for z/OS or DB2 for Linux, Unix, and Windows are eligible to hold the offices of Chairperson, Vice-chairperson, Secretary or Treasurer. All members are eligible to serve on the Board, but a majority of the combination of officers and Board members must work at companies with a license for DB2 for z/OS or DB2 for Linux, Unix, and Windows.
8. All issues brought before the Board, except those covered in Article II, Clauses 9 and 10, will be decided by a majority vote of attending members and will be binding on the Group.
9. The Board has the discretion of removing and replacing an officer or an at-large board member. A two-thirds vote of all Board members is required. Electronic communications may be used to conduct the election.
10. The Board may vote to fill any vacant officer or at-large board position that should occur during a term. A two-thirds vote of all Board members is required. Electronic communications may be used to conduct the election.

ARTICLE III: MEETINGS

The Board will schedule meetings of the Group at least three times per year.

ARTICLE IV: COMMUNICATIONS

The officers will produce and distribute materials to the members of the Group via any form of communications deemed acceptable by the Board.

ARTICLE V: IBM REPRESENTATIVES

IBM representatives are considered members of the Group, and as such, are entitled to the same privileges and restrictions outlined above. In addition, it is the duty of these representatives to provide timely information concerning enhancements and general usage of DB2 and related products.

ARTICLE VI: FEES

The Group will charge a fee per attendee, as set by the Board. The fee can be set to a different price when paid in advance or at the door. This fee will be used by the Group to cover the cost of running the organization.

ARTICLE VII: CHANGES TO THE BYLAWS

Any member of the Group may propose changes to the bylaws. Proposed changes will be voted on by a majority vote of the voting members present at a regularly scheduled meeting. The Secretary shall publish the proposed changes and distribute to all members at least one month prior to the vote via any form of communications deemed acceptable by the Board.

ARTICLE VII: CONDUCT FOR ATTENDEES

The following guidelines will apply to all vendor speakers and attendees of the New England DB2 Users Group. The term "Vendors" is meant to apply to any representative of a firm, which engages in the sale of any DB2-related product or service.

The purpose of these guidelines is to promote a free exchange of DB2 technical information regarding services and related products within the DB2 arena, in keeping with the charter set forth by the New England DB2 Users Group bylaws. Vendor attendance and participation is encouraged to promote the distribution of information. The following guidelines must be followed:

1. **D**istribution of marketing materials is only permitted through the use of a marketing table or area provided at all meetings.
2. **D**istribution of business cards is encouraged; however, it must be done within the limits of normal business protocol.
3. **A**ny presentations involving a vendor product or service must be limited to technical representations and must be done in such a manner as to not be construed as a marketing effort or endorsement.
4. **T**he NEDB2UG member list is to be used only for business consistent with its purpose of the Group. It is not intended for use in solicitation or recruitment.