

Constitution & By-Laws of the Mid-Atlantic Group of IBM i Collaborators

ARTICLE I - Name

The name of this organization, as set forth in its Certificate of Incorporation, shall be Mid-Atlantic Group of IBM i Collaborators, Inc. hereinafter referred to as **MAGIC** or Corporation.

ARTICLE II - Objectives

- (A) **MAGIC** shall be a non-profit corporation existing under and by virtue of the laws of the State of Virginia and its charter filed with the State of Virginia.
- (B) **MAGIC** principle objective is to provide education for the effective usage among its members of Information Technology. **MAGIC** will promote the free interchange and gathering of information about Information Technology and the techniques for their use.
- (C) No part of the net earnings of **MAGIC** may inure to the benefit of any member or individual
- (D) The fiscal year of the Corporation shall be January 1 to December 31.
- (E) The expected life of the Corporation is perpetual.

ARTICLE III - Membership

(A) There shall be one class of membership (hereinafter referred to as members). This membership can be attained by any individual, company, partnership, corporation or division that has an interest. As long as these interests are consistent with this Corporation's code of ethics.

(B) Member Representative

1. Designation

Each membership shall designate an individual to represent it in all of its dealings with **MAGIC**, such individual shall be deemed to be the member representative. The designation shall be in writing, state the name and address of the representative, be signed by an officer, partner or principal of the member and be delivered to the Secretary of **MAGIC**. The designation may be revoked by the member by designating another member representative pursuant to this paragraph.

2. Eligibility of Representative

The representative so designated shall:

- (a) Be authorized to cast the vote of the member
 - (b) Be responsible for all communication between the member and **MAGIC**
 - (c) Shall have the right to designate in writing to the Secretary of **MAGIC** an alternate who must meet the eligibility requirements set forth in the preceding paragraph and shall have all the powers of the representative other than the power to designate an alternate.
- (C) Application for Membership

Any entity having an interest consistent with the Corporation's code of ethics may submit a written application with initiation fee and membership fee for membership to the Secretary of MAGIC prior to any regularly scheduled meeting. That application will be submitted to the Board of Directors at that meeting for its approval or rejection. The Board of Directors shall decide on that application and will contact the prospective member within 30 days of its receipt. If said application is rejected, all fees shall be returned.

(D) Termination of Membership

1. Involuntary:

(a) The Board of Directors may by resolution revoke any membership for any of the following causes:

(1) Failure to register with the Secretary of **MAGIC** each year and deliver to the Treasurer the membership fee as determined by these by-laws

(2) Use of MAGIC activities or publications for the purpose of soliciting business, employees or employment

(3) Failure to satisfy membership requirements

(4) Failure to adhere to the Code of Ethics

(5) Failure to pay dues or assessments in a reasonable period

(b) At least fourteen (14) days prior to the effective date of the revocation, the Secretary shall send a written notice to the member at the address as shown on the records of MAGIC.

2. Voluntary

Any member may voluntarily terminate membership by written notification to the Secretary by the member or its representative.

(E) Reinstatement

Any terminated member may petition the Board of Directors for reinstatement as a member of MAGIC and the Board of Directors may reinstate the petitioner's membership if it appears to be in the best interest of MAGIC.

(F) Transfer of Membership

Membership in the corporation is not transferable or assignable.

ARTICLE IV - Meetings

(A) Regular Meetings

Regular meetings shall be held on the second Thursday of each month at a place determined no later than the regularly scheduled meeting. All meetings will include one or more Information Technology educational seminars

(B) Board of Directors Meetings

A Board of Directors meeting must be held at least once per year. Minutes of this meeting shall be read at the next regular meeting .

(C) Special Meetings

Special meetings of the members may be called by the President, or by the Board of Directors and must be called by the President on receipt of a written request of more than one third (1/3) of the members of the Corporation.

(D) Notice of Meetings

Written or printed notice stating the place, days and hours of all meetings and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than forty (40) days before the date of the meeting to each member. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

(E) Quorum

One quarter (1/4) of the voting members shall be necessary to constitute a quorum for all purposes except to amend the By-Laws in which event one third (1/3) of the voting members shall constitute a quorum except as otherwise provided by law. The act of a majority of the voting members when a quorum is present shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-Laws. Whether or not a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the voting members present, without notice other than by announcement at the meeting and without further notice sent to any absent member. Any adjourned meeting at which a quorum shall be present may be reconvened and any business may be transacted at the meeting as originally notified.

(F) Voting Rights

Each member shall be entitled to one (1) vote. All elections (Board of Directors or Executives) and all questions (excluding By-Laws and Code of Ethics modifications) shall be decided by a majority vote of the voting members provided the quorum requirements have been satisfied.

(G) Code of Ethics

The Board of Directors shall enforce a Code of Ethics. Attendance at all meeting sessions shall be limited to persons who adhere to the Code of Ethics. Persons who do not adhere to the Code of Ethics will be excluded from the remainder of the meeting by the Sergeant At Arms and may be removed from membership by action by the Board of Directors.

(H) Proxies

Each member entitled to vote at a meeting or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after six months from its date, unless the proxy provided for a longer period.

ARTICLE V - Directors

(A) Number

The number of directors of the Corporation shall be established in Article V Section B of these By-Laws but such number may be increased by amendment to these By-Laws, in the manner set forth herein.

When the number of directors is so decreased by amendment adopted by the Board of Directors, each director in office shall serve until his term expires, or until his resignation or removal as herein provided.

(B) Election

The business and property of the Corporation shall be managed and controlled by the Board of Directors constituted as follows:

(1) There shall be a maximum of 16 persons on the Board of Directors (hereinafter referred to as Board). Their term shall be Oct 1 through Sept 30 (nominations in Spring, member vote in Sept.) The Board will pass on all matters pertaining to the policy of, and disposition of property, both real and personal. Decisions reached by the Board may be over-ridden by a two thirds (2/3) vote based on written closed ballot of the entire membership as contained in Article IV Section (F).

(2) Each elected director shall hold office until both the expiration of his term and the election and qualification of his successor, except as hereinafter provided in Article V, Section (D), (E) and (F).

(C) Eligibility Requirements

All member representatives are eligible to be elected and serve as directors.

(D) Resignation

Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

(E) Removal from Directorship

The Board of Directors may remove a director from office by the majority vote of the Board of Directors for any one (1) of the following reasons:

Failure to attend three (3) consecutive scheduled board meetings.

(F) Vacancies

Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled for the unexpired portion of the term by the directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any director so elected by the Board of Directors shall hold office until the next succeeding annual election of the Corporation.

(G) Election Procedure:

All nominations are to be made during the June regular meeting. These nominations must be included in the minutes of the June meeting. All nominations are to be voted on during the September meeting individually and a majority vote is necessary for a nominees election.

(K) Contracts and Services

The directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation. They may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as members, directors or otherwise. Any contract, transaction, or act on behalf of the corporation in a matter in which the directors or officers are personally interested as members, directors, or otherwise shall be at arms length and not violative of the proscriptions herein against the Corporation's use or applications of its funds for private benefit. No contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event shall any person or entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or other action.

(L) Chairman

At all meetings of the Board of Directors, the President or in his absence the Vice President or in his absence the chairman chosen by the directors shall preside.

(M) Compensation

Directors shall not receive any stated salary for their services.

(N) Powers

All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of Virginia, shall be and are hereby vested in and shall be exercised by the Board of Directors including but not limited to defining "eligible computing systems". The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

ARTICLE VI - Officers

(A) NumberThe officers of the Corporation shall be the President, Vice President(s), Secretary and Treasurer.

(B) Election and Term of Office and Qualifications

- (1) Nominations of all officers must occur on or prior to the September meeting.
- (2) Election of all officers shall occur with majority vote of those members represented at the regular June meeting.
- (3) Officers terms shall be from October 1st to September 30th
- (4) Number of Vice Presidents shall be determined by the Board of Directors.
- (5) No officer may serve more than four (4) consecutive terms in the same office.

(C) Vacancies

In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or other cause, the majority vote of those members present at the next regularly scheduled meeting may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the end of the term.

(D) President

(1) The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the corporation; he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances which that responsibility is assigned to some other person by the Board of Directors; and, in general, he shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws, he may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

(2) He shall be an ex-officio non-voting member of all committees, except that he shall not serve on the nominating committee.

(3) He shall supervise and coordinate the activities of all officers.

(F) Vice-President (S)

(1) Shall jointly and severally share the responsibilities of the President in their absence.

(G) Secretary

(1) The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all meetings of the Board of Directors and meetings of the Corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their addresses, and such book shall be open for inspection as prescribed by law. He may sign with the President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the Corporation. He shall, in general, perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

(2) In addition to the foregoing, the Secretary:

(a) Shall be responsible for all correspondence received by or sent from the Corporation.

(b) Shall be responsible for the production and distribution of the minutes of all regular meetings and Board of Director meetings.

(H) Treasurer

The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require at the cost of the Corporation. When necessary or proper, he may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the Corporation and bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation. He shall make such payments as necessary or proper to be made on behalf of the Corporation. He shall enter regularly on the books of the Corporation to be kept by him or his designated agent for or on account of the Corporation, and shall exhibit such books at all reasonable times to any director or member upon application at the offices of the Corporation. He shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.

(I) Removal

Any officer may be removed from office by the affirmative vote of two thirds (2/3) of all the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VII - Contracts

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, 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 render it liable pecuniarily for any purpose or to any amount.

ARTICLE VIII - Amendments

The Board of Directors shall have the power to make, alter, amend and repeal the By-Laws of the Corporation by:

(A) Bringing to the floor a motion to alter, amend, or repeal such By-Laws. All alterations or amendments must be submitted to the Secretary to be read at one (1) regular meeting consistent with the quorum Article IV Section (E). A two thirds (2/3) vote post the one (1) reading is needed to alter, amend or repeal the By-Laws of the corporation.

ARTICLE IX - Checks, Deposits and Funds

(A) Checks, Drafts, Etc.

All checks, drafts or other orders for payment of monies, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

(B) Deposits

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

ARTICLE X - FEES

(A) Annual Dues

Individual:

Shall be Eighty five dollars (\$85.00) (U.S.A. Currency) upon application and annually thereafter due January of each year. Membership is not pro-rated. Annual dues are non-refundable.

Corporate:

Shall be two hundred dollars (\$200.00) (U.S.A. Currency) upon application and annually thereafter due January of each year. Membership is not pro-rated. Annual dues are non-refundable.

(B) Initiation Fee

There shall be no initiation fee paid upon application or any reinstatement.

(C) Meeting Fees

Shall at least cover all costs of a meeting. Meeting fees are non-refundable.

(D) Non-Payment of Fees