BYLAWS OF
TWIN CITIES DRUPAL USER GROUP

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be the **Twin Cities Drupal User Group.** It shall be a nonprofit organization located in the cities of Minneapolis and St. Paul, and incorporated under the laws of the State of Minnesota.

Section 2 — Purpose: The Twin Cities Drupal User Group is organized exclusively for charitable, scientific and education purposes.

The purpose of this corporation is:
- **to educate users, web-site developers, and businesses on the Drupal content management framework;**
- **to promote the use and understanding of the Drupal content management framework in the Twin Cities and in Minnesota; and**
- **to support the work of the Drupal Association to educate and promote the use of Drupal nationally and internationally**

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to **any current resident, property owner, business operator, or employee of Minnesota that supports the purpose of this corporation.** Membership is granted after completion and receipt of a membership application and payment of annual dues. The Board of Directors shall be the judge of the eligibility of all applicants.

Section 2 — Annual dues: **The annual dues shall be determined by the Board of Directors**. The board may establish more than one category of membership, with different annual dues for each class. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 — Rights of members: Each member shall be eligible to cast one vote in organization elections.

Section 4 — Resignation and termination: Any member may resign by filing a written resignation with the secretary. The Board of Directors may terminate by majority vote the membership of any member that it considers is not eligible or does not support the purpose of this organization. Resignation or termination shall not relieve a member of unpaid dues, or other charges previously accrued.

Section 5 — Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership, such as for corporate or honorary members, and shall determine the dues and the rights and obligations of such non-voting members.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Annual meetings: A meeting of the members shall be convened at least once a year at a time and place determined by the Board of Directors. The membership shall elect directors, receive reports on the activities of the association, and determine the direction of the association for a the coming year. The President shall preside over any meeting of the membership, or in the President's absence, the Vice President shall preside.

Section 2 — Special meetings: Special meetings may be called by the President, or in the President's absence by the Vice President, or by a simple majority of the board of directors.

Section 3 — Notice of meetings: A printed or electronic notice of each meeting shall be sent to each voting member not less than two weeks prior to the meeting.

Section 4 — Quorum: The members present at any properly convened meeting shall constitute a quorum.

Section 5 — Voting: All issues to be voted on shall be decided by a simple majority of those present at a properly convened meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, but it delegates responsibility of day-to-day operations to the officers and committees. **The board shall consist of 9 directors, elected from the organization membership.** The directors receive no compensation other than reimbursement for reasonable expenses.

Section 2 — Terms: All directors shall serve two-year terms, but are eligible for re-election for up to three consecutive terms. A director who has served for four and a half or more consecutive years shall not be eligible for election again for two years.

*Section 3 — Meetings and notice:*The board shall determine the time, place, and frequency of its own regular meetings, but shall in any case meet at least once during each fiscal year. A printed or electronic notice shall be sent to each director at least one week in advance. The board shall determine the rules and procedures for its meetings. Special meetings of the board may be called by any officer by sending a printed or electronic notice to each board member at least 24 hours in advance.

Section 4 — Board elections: New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 — Vacancies: Vacant positions on the board between annual meetings may be filled by a majority vote of the remaining directors. The director so chosen shall server until the next annual meeting of the membership.

Section 6 — Quorum: A quorum must be attended by at least forty percent of directors for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: The board shall elect four officers from among the directors, consisting of a president, vice-president, secretary and treasurer. These officers serve at the discretion of the full board and may be replaced at any time.

Their duties are as follows:

> *The president* shall convene regularly scheduled board meetings and preside at meetings of the membership, and at meetings of the Board of Directors; shall coordinate the work of the committees; and shall chair the Executive Committee and see that all officers appropriately perform their duties.
>
> *The vice-president* shall assist the president and serve as president in the absence of the president; and shall see that annual corporate renewal notices are properly filed.
>
> *The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out announcements from the /Board or the Executive Committee, and distributing copies of minutes and the agenda to each board member; and shall assure that corporate records are properly maintained.
>
> *The treasurer* shall make a report at each board meeting; shall chair the finance committee and make financial information available to the directors, the members, and the public; and shall see that annual tax statements are properly filed.

ARTICLE V — COMMITTEES

Section 1 — Executive Committee: The four officers serve as the members of the Executive Committee, and the president is its chair. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, subject to the direction and control of the board.

Section 2 — Finance Committee: The treasurer is the chair of the Finance Committee, which shall include at least two other directors not on the Executive Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and developing the annual budget, with the assistance of the other directors. The board or the Executive Committee must approve the budget, and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee.

The fiscal year shall begin on September 1 of each calendar year, and end on August 31 of the next calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income.

The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 3 — Committee formation: The board may create and disband other committees as needed; for example education, fundraising, public relations, records, data collection, etc. The board appoints all committee chairs and determines the scope of work, the rules, and the procedures for each committee. The chair of such a committee may be any member of the organization.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended at any properly convened meeting of the Board of Directors by a vote of at least three-fourths of the directors, or at any properly convened meeting of the membership by approval of at lease three-fifths of the members present.

Proposed amendments must be submitted to the Secretary to be sent out with regular announcements.