

# VIRGINIA ACL USERS GROUP

## BYLAWS

### ARTICLE I - NAME

The name of this organization shall be the *VIRGINIA ACL USER'S GROUP*, hereinafter referred to as the "*GROUP*".

### ARTICLE II - PURPOSE AND OBJECTIVES

**Section 1.** The Group is a statewide organization of individuals involved in the data analysis, auditing and related business oversight activities of their respective organizations.

**Section 2.** The primary objectives for which this Group is formed shall be to:

- a. Promote the use of ACL software for data analysis, auditing, and business oversight activities.
- b. Provide a forum for the exchange of ideas and methodologies among members.
- c. Provide a channel of communication to ACL Software for matters of common interest to more than a single user. Matters of common interest include, but would not be limited to, status of enhancements, outstanding maintenance problems and potential training opportunities.

### ARTICLE III- MEMBERSHIP

**Section 1.** Full Membership. Any organization or individual that has acquired a license to use the ACL software at said organization or by said individual. Membership is for one person only. Membership cannot be transferred from one person to another. Membership shall terminate when this condition is no longer met or at the member's request.

**Section 2.** Associate Membership. ACL Software staff shall be eligible for participation in the Group, but shall not have the privilege to vote. Each Membership is for one person only.

**Section 3.** Organization Membership – An organization that has acquired a license to use the ACL software at said organization may pay one fee to obtain membership for multiple employees. The fee is based upon the number of employees listed on the annual application.

**Section 4.** Any individual desiring to become a Full Member or Associate member of the Group shall submit a completed Virginia ACL User Group Application form with a one-time registration fee as recommended by the Executive Committee and approved by the majority vote of the members present at any regular meeting of the group. Said application is to be filed with

the Group Treasurer. All applications received will be reviewed for eligibility by the Executive Committee.

**Section 5.** Any organization desiring to become an Organization Member of the Group shall submit a completed application form, as prescribed by the Executive Committee. The names of all registered employees must be listed on the application. Employee names may be substituted during the year due to employee turnover or transfer.

#### **ARTICLE IV - DUES**

The dues of members shall be recommended by the Executive Committee and approved by a majority vote of the members present at any regular meeting of the Group. Changes in the dues structure may be initiated from the floor at any regular business meeting, and upon approval of a majority vote of those present, shall be adopted effective the next January 1. Any member of the Group who shall be more than six (6) months in arrears of dues shall be terminated automatically in membership.

During the year, if additional employees are added to an Organizational membership holder (subsequently transferring the organization to a higher dues category), the organization must pay either the difference from the higher category, less the amount already paid, OR the individual membership fee per employee, whichever the Organization chooses.

#### **ARTICLE V - GROUP OFFICERS**

**Section 1.** The right to vote and hold office is reserved for full members as described in Article III, Section 1, who are in good standing in the Group.

**Section 2.** Oversight Committee. The initial nominations for members' officers will be made from the floor immediately following adoption of these bylaws. Subsequently, each year the members shall vote for an oversight committee consisting of three (3) active full members in good standing. This committee shall select not less than one (1) name from the full membership in good standing as a candidate for each office which is to be filled at the meeting scheduled for elections. Additional nominations may be made from the floor by any full member in good standing.

**Section 3.** Officers of the Group shall be: President, Vice President, Secretary, and Treasurer. The Officers shall also serve as Directors. Elected officers of the Group shall serve without compensation and will also comprise the Group Executive Committee. Election of officers will be by simple majority of those eligible members present. Elections will be held annually at the last regularly scheduled meeting of each calendar year. Those elected will assume office on January 1 of the year following, except that those first elected at the meeting to establish the Group will assume office immediately with the period of service prior to January 1 of the year following being in addition to established terms of service.

**Section 4.** The Group President shall be the prior year's Vice President and shall serve one (1)

term of office in addition to any period in which he/she filled a vacancy in the office of the President. The Vice President, Secretary, and Treasurer shall be elected annually in accordance with Sections 2 and 3 of this article. The term of office for all elected officers shall be one ( 1 ) year or until their successors are elected. A member's status as an officer of the Group shall terminate sixty (60) days after the termination of eligibility as a full member of the Group.

## **ARTICLE VI - EXECUTIVE COMMITTEE**

### **Section 1.** The President shall:

- a. Chair the Executive Committee.
- b. Preside at all meetings (when present).
- c. Designate such other committees as may be deemed necessary, with the approval of the Executive Committee.
- d. Be responsible for day-to-day activities including enforcement of policies set forth.
- e. Be responsible for enforcement of the resolution and proceedings of the Oversight Committee.
- f. Appoint an Audit Committee to perform annual audit of the financial statements.
- g. Perform other such duties as may be required.

### **Section 2.** The Vice President shall

- a. serve to assist the President and shall perform the duties of President when he/she is unable or unavailable to perform the duties of such.
- b. Oversee the activities of the program committee

### **Section 3.** The Secretary shall:

- a. Conduct the correspondence of the Group including: mailing notices of all regular and special meetings, distributing meeting minutes, and other correspondence as necessary.
- b. Keep minutes and record the proceedings of all meetings of the Group and of the Executive Committee, and preserve all records and letters of continuing value to the Group in a permanent file.
- c. Maintain the organizational membership roster.

### **Section 4.** The Treasurer shall:

- a. Establish and require compliance with procedures for the receipt, disbursement and proper accountability of Group funds.
- b. Maintain records of Group funds and financial transactions.
- c. Report to the general membership at each regularly scheduled meeting on the financial condition of the Group.
- d. Notify members when fees are due, keep an accurate record of fees collected and due, notify Executive Committee of late and overdue fees.
- e. The fiscal year of the Group shall be the calendar year unless otherwise

established by the Executive Committee.

## ARTICLE VII - MEETINGS

**Section 1.** Regular (potentially quarterly) meetings of the general membership shall be held with dates and times established by the Executive Committee.

**Section 2.** The Executive Committee shall meet at least quarterly and upon call of the Chairman. These meetings shall be considered Board of Directors Meetings and minutes shall be maintained.

**Section 3.** Special meetings of the Group may be called by the President or a majority of the members of the Executive Committee. Each member must be notified in writing not less than fifteen (15) days before the date of said meeting. The notice shall contain the date, time and place of the special meeting and shall also contain a statement of the reason(s) for such special meeting.

**Section 4.** A minimum of six (6) full members in good standing is required to hold a meeting of the Group.

**Section 5.** Meetings shall be conducted in accordance with these bylaws, Robert's Rules of Order (available at [HTTP://www.robertsrules.com](http://www.robertsrules.com)), and policies or procedures, established by the Group, or the Executive Committee.

**Section 6.** At least two (2) members of the Executive Committee, one of whom must be either President or Vice President, shall be in attendance at any general meeting of the Group.

## ARTICLE VIII- AMENDMENTS

These bylaws may be amended at any regular meeting by a two-thirds vote of those members present. Amendments must either be proposed by the Executive Committee or by a petition signed by at least twenty-five percent (25%) of the members eligible to vote and presented to the chairman of the Executive Committee. A copy of the proposed amendment shall be mailed to each member not less than thirty (30) days prior to the semi-annual meeting. Every member of the Group shall be provided a copy of the amendment as approved.

## ARTICLE IX - QUORUM

A simple majority of voting members present at any semi-annual meeting of the Group shall constitute a quorum. A simple majority of the members of the Executive Committee shall constitute a quorum of that body.

## ARTICLE X - PARLIAMENTARY PROCEDURE

"Robert's Rules of Order" (revised) shall govern the procedure of this Group in all cases where they are applicable.

#### **ARTICLE XI- VACANCIES**

**Section 1.** In the event of a vacancy in the offices of President, the Vice President shall advance to the next higher office to complete the remainder of the unexpired term.

**Section 2.** The Executive Committee shall fill a vacancy occurring in the offices of Vice President, Secretary or Treasurer by appointment to complete the remainder of the unexpired term. Consent of the appointee shall be obtained by the Executive Committee before the appointment is made.

#### **ARTICLE XII - PROFESSIONAL CONDUCT**

The professional conduct of all members of the Group shall be consistent with the highest standards of honesty, integrity, loyalty to employer, objectivity, truthfulness, and diligence in the performance of their duties and responsibilities. The President shall appoint, as situations arise, a committee of three (3) to five (5) full members, as defined herein, for the handling of complaints against members and investigations thereof.

Bylaws History

- Adopted June 2003
- Amended February 20, 2004 as to ARTICLE III, Section 3, adding one time registration fee (also adopted membership dues of \$20 starting January 2005 as per ARTICLE IV.
- Amended December 9, 2005 as to ARTICLE V, Section 3, adding that Officers shall also serve as Directors; and ARTICLE VII, Section 2, changing Executive Committee meeting from at least yearly to at least quarterly and those meetings considered Board of Directors Meetings and minutes maintained.
- Amended December 8, 2006 as to Article III, Sections 1, 2, and 3, adding new Sections 3 and 5 plus Article IV second paragraph for Organizational Dues. *Explanatory: Amendment changed and adopted at the February 20, 2004 meeting by all members at large to set the registration fee at \$25. Organization Memberships do not pay the onetime registration fee. Full Memberships and Associate Memberships shall pay Annual membership dues of twenty dollars (\$20). This was presented by the Executive Committee and approved by the members at large during the February 20, 2004 meeting of the User Group. As adopted by vote on December 8, 2006, Organization Membership Annual Dues shall be based upon the number of registered employees on the Organization Application using the following table:*

<i>Number listed on Annual Application</i>	<i>Annual Dues</i>
<i>3-4</i>	<i>\$100</i>
<i>5-8</i>	<i>\$150</i>
<i>8-10</i>	<i>\$200</i>
<i>&gt;10</i>	<i>\$250</i>