

Bylaws of SQLOrlando Inc.

A Florida Not for Profit Corporation

Article One. Name and Office

1.1 Name

The name of this organization is SQLOrlando Inc.

1.2 Registered Office and Agent

SQLOrlando Inc. shall maintain a registered office in the State of Florida and shall have a registered agent whose address is identical with the address of such registered office

Article Two. Purpose

2.1 Non-Profit Purpose

This corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Internal Revenue Code Section 501(c)(3) or corresponding sections of any future federal tax code and will be operated under the provisions of the Florida Not for Profit Corporation Act, as amended.

2.2 Charitable and Education Purposes

This corporation exists to further the career development of students and information technology professionals in Orlando and surrounding areas that are interested in or working with SQL Server and related or complimentary technologies and applications.

Article Three. Limitations

3.1 Limitations

- (a) The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described in Article Two. Nothing contained

herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization.

(b) The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)3.

Article Four. Membership

The membership of the corporation shall consist of the members of the Board of Directors.

Article Five. Board of Directors

5.1 Number of Directors

The organization shall be managed by a Board of Directors consisting of seven directors.

5.2 Term of Office

- a. Initial Seating of Directors. The term of the first three Directors will expire December 31, 2018 and the term of the next four Directors will expire December 31, 2019 so that terms are staggered.
- b. After the initial seating per 5.2(a) Directors will be elected to a two year term. Terms begin on January 1st of the year following the election.
- c. There are no term limits.

5.3 Elections

Elections will be at a meeting of the Board of Directors held in the fourth quarter each year for seats expiring that year. Members will cast one vote per seat up for election. Seats will be awarded in order of the most votes received. Ties will be resolved by the President.

5.4 Removal

A member of the Board of Directors may be removed from office, with or without cause, by a majority vote of such other members at any meeting of the Board of Directors at which a quorum is present.

5.5 Resignation

Any director may resign effective upon giving written notice to the President unless the notice specifies a later time for the effectiveness of such resignation.

5.6 Vacancies

Vacancies will be filled by a majority vote of the Board of Directors. Directors chosen to fill a vacancy shall serve for the remainder of the term of the Director they replace.

5.7 Compensation

No member of the board of directors shall receive compensation from the corporation. Board members may be reimbursed for expenses incurred specifically for the operation of the organization upon an approved motion by the Board of Directors.

5.8 Liability of Directors

The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

5.9 Quorum

- (a) A majority of the members of the Board immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board.
- (b) A quorum once attained continues until adjournment despite voluntary withdrawal of enough members to leave less than a quorum.
- (c) A member of the Board may attend a meeting and be considered as part of the quorum telephonically or by other electronic communications provided that all members may hear each other.

5.10 Meetings

- (a) Notifications of meetings will be sent to all members at their email of record. In the event the email is returned as undeliverable notification will be attempted by phone, then by US mail.
- (b) Minutes of all meetings will be distributed to all members within 14 days of the meeting via email.
- (c) Annual Meeting. An annual meeting shall be held once each calendar year in the fourth quarter for the purpose of electing directors and for the transaction of such other business as may properly come before the Board of Directors.
- (d) Other Meetings. Other meetings may be scheduled by the President or at the request of a quorum of directors.

Article Five. Officers

5.1. Number of Officers

The officers of the organization shall be a President, a Vice-President, and a Secretary.

- (a) **President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors.
- (b) **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- (c) **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

5.2. Election and Term of Office

- (a) The officers shall be elected annually by the Board of Directors at the annual meeting, with the term beginning January 1st of the following year.

- (b) Each officer shall serve a one year term or until a successor has been elected and qualified.

5.3. Removal or Vacancy

The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

Article Six. Finance

6.1 Fiscal Year

The fiscal year shall begin on January 1st and end on December 31st.

6.2 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by action of the Board of Directors.

6.3 Contracts

The Board of Directors may authorize any officer to enter into any contract in the name of and on behalf of the Corporation, unless otherwise restricted by law.

6.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time in such banks or other depositories as the Board of Directors may select.

Article Seven. Amendments

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any meeting.

Article Eight. Miscellaneous

8.1 Books and Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

8.2 Transparency

The corporation shall announce changes to the Board of Directors, Officers, or the by-laws on the corporate web site within 30 days of such changes being made.

Article Nine. Dissolution

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Lowell A Warren, President of SQLOrlando Inc hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the incorporator(s) on _____.

Lowell A Warren, President