

Mitel User Group Bylaws – UK & Ireland
Version October 1, 2018

Article I - Name

The name of this organization shall be the Mitel User Group – UK & Ireland, herein after referred to as "LMUG".

LMUG will be an incorporated association organized and governed under the laws of the United Kingdom as a non for profit organisation. LMUG is affiliated with the Global Mitel User Group herein after referred to as "GMUG".

Article II - Purpose

Section 1. Mission: The LMUG is an independent, customer community that enables networking and sharing among other user group members and delivers direct feedback between Mitel and the users, both locally and globally.

Article III. Strategic Relationship with Mitel

Mitel and LMUG recognize the mutual benefit of their partnership, and agree to observe the guiding principles of this partnership as defined in the Mitel and GMUG Agreement.

Article IV: Relationship with GMUG

Section 1 - General

The LMUG will abide by the Affiliation document with the GMUG signed by the Chairman on behalf of the LMUG.

Article V: Membership

Section 1 - General

All members must qualify as one of the membership classes listed below and be members in good standing. Membership approval is at the discretion of the LMUG Board of Directors. Membership is based on a company basis.

Section 2 – Membership Categories

- A. End User Member: Any individual actively operating a Mitel product who does not fall under other membership categories. End User Members shall have voting privileges (one per company), be eligible to serve on the Board of Directors, and shall be eligible to serve as a Committee Chair or as a Committee Member (one per company).
- B. Supplier Member: Any individual employed by a company who sells Mitel or integrated products or services. Supplier Members shall not have voting privileges, shall not be eligible to serve on the MUG Board, or as a Committee Chair, but shall be eligible to serve as a Committee Member
- C. Mitel Member: Unless otherwise stated in the MUG bylaws, any individual who is employed by Mitel. Mitel Members shall not have voting privileges, shall not be eligible to serve on the MUG Board (except for the confirmed Mitel representative), or as a Committee Chair but shall be eligible to serve as a Committee member
- D. Special Member: The award of Honorary Life Membership to any individual who, in the opinion of the Board of Directors, has given outstanding service to the Group. Special

Members shall not be subject to a Joining Fee, an Annual Subscription, or Meeting Fees, but shall pay for all other events attended (e.g. workshops) and accommodation.

Section 3 – Local and Global Membership

The LMUG and GMUG will keep each other informed of all members interested in membership in an agreed upon process documented in the policies.

Section 4 - Duration of Affiliation and Termination

- A. Duration of Affiliation: LMUGs shall have their affiliation automatically renewed annually providing they follow the affiliation agreements, the By-Laws and MUG policies
- B. Termination of Affiliation: LMUGs may have its affiliation suspended or terminated if it is not in compliance with the affiliation agreements and/or the By-Laws and MUG's policies

Section 5 - Autonomy and Responsibility

LMUGs are legally separate and autonomous entities. MUG is not responsible for the conduct of groups or members, nor liable for their debts or other obligations. LMUGs and members may not speak for, or otherwise legally bind MUG.

Article VI - Membership Meeting

LMUG may hold membership meetings as needed.

Article VII - Board of Directors

Section 1 - Composition

The affairs of LMUG shall be managed by the Board of Directors.

Section 2 - Meetings

- A. The Board shall meet as necessary to conduct the business of LMUG.
- B. Special Meetings may be called by the Chairman or a majority of the Directors.

Section 3 - Quorum

A quorum of any properly called Board of Directors meeting shall consist of fifty percent (50%) of Directors.

Section 4 - Absence

Any Director unable to attend a meeting shall notify the Board in writing.

Section 5 – Removal or Resignation

- A. Directors shall be subject to removal as permitted by applicable law for cause as defined in the LMUG Policies.
- B. Any Director submitting a resignation shall notify the Board in writing stating the effective date of the resignation.

Section 6 - Vacancies

- A. Should there be a vacancy in any office other than the Chairman it shall be filled for the balance of the term by a method determined by the Board.
- B. Should there be a vacancy in the office of Chairman, the Vice Chairman shall assume the office of President for the balance of the term.

Section 7 - Multiple Board Positions

An individual may hold only one voting position on the Board of Directors at any given time.

Article VIII - Chairman, Vice Chairman, Secretary/Treasurer and Directors

Section 1 - Election, Eligibility and Terms of Office

- A. Terms of Office -
 - a. The terms for all voting directors shall be two (2) years.
 - b. The terms for Chairman, Vice Chairman and Secretary/Treasurer shall be one (1) year and they will be eligible for re-election up to three (3) consecutive one-year terms for each officer position (total of four consecutive years).
 - c. Partial terms served in all Board positions shall not be counted against term limits.
- B. Board Structure
 - a. The Board will have 7-9 voting Directors.
 - b. Mitel will appoint one representative to the Board, who will be a non-voting Director. This individual cannot serve in an Officer position.
- C. Eligibility for all voting Board positions
 - a. A candidate must:
 - i. Be an End User Member in good standing as defined in these By-Laws.
 - ii. Have the endorsement of the nominations committee.
- D. Elections
 - a. The Nominations Committee as defined in LMUG's policies shall put forward a slate of directors for each open position to be approved by the Board of Directors.
 - b. Once approved by the Board of Directors, the slate will be presented to the voting membership for approval.
 - c. Should the slate not be approved by the voting membership, a general election will be held.
 - d. Once the slate is approved, the Board of Directors will elect the officers from the Directors.
 - e. Mitel will be responsible for appointing its Board representative.

Section 2 - Assumption of Office

- A. All newly elected directors, except those assuming unfulfilled terms, shall assume their offices on the first day of LMUG's next fiscal year.
- B. The Directors assuming an unfulfilled term shall take office immediately following their selection.
- C. LMUG directors will be elected by the process outlined in the policies.

Article IX - Common Practices

Section 1 - Fiscal Year

The Fiscal year of LMUG shall commence on the first (1st) day of April and shall end on the thirty first (31st) day of March.

Article X - Indemnification

MUG will indemnify and hold harmless its directors, members, and their representatives upon determination by the Board that the person to be indemnified acted in good faith and with reasonable belief as to what was in the best interests of LMUG. Members and their representatives shall not be liable for the debts of LMUG.

Article XI - Dissolution

In the event of the final dissolution of LMUG, after full payment or liquidation of all debts and obligations, all remaining funds shall be contributed to a charity or non-profit organization that shall be determined and voted on by a two thirds (2/3) majority of the Board.

Article XII - Amendments

Section 1 - By-Laws

- A. A proposed By-Law amendment must be submitted by an End User Member to the Governance Committee.
- B. The proposed By-Law(s) and/or amendment(s) must be presented in writing for inclusion on the next Board meeting agenda after the Governance Committee has reviewed and determined a recommendation.
- C. The proposed amendment(s) and/or By-Law(s) are discussed at that meeting and a vote is taken at a future Board meeting.
- D. A two-thirds (2/3) vote of the full Board is required for the proposed amendment(s) and/or By-Law to pass.
- E. The proposed amendment will be presented to the membership for approval. A simple majority of the responding members is required for amendment to pass.
- F. The new By-Law becomes effective immediately unless an effective date is specified during the amendment process.

Section 2 -Board Governance Policies

The guidelines for the governance and operations policies and processes for the LMUG are described in the Board Governance Policies document. A simple majority vote of the full Board is required for amending the Policies.