



# Bylaws and Code of Conduct

## Bylaws

**Mitel Networks User Group**  
A Corporation Not for Profit  
October 2019  
Bylaws

### **ARTICLE I. PURPOSE**

The purpose for which the Mitel Networks User Group (aka Mitel User Group) has been formed is as follows:

#### **Mission Statement**

The Mitel Networks User Group is a key independent resource to its members for product knowledge, education and interaction relating to Mitel Networks' platforms, applications, and services

#### **Statement of Purpose**

- To provide opportunities for the exchange of information amongst its members and Mitel Networks relating to business communications solutions
- To provide an educational forum for its members pertaining to the Information Technology industry with an emphasis on Mitel Networks solutions.

### **ARTICLE II. MEMBERSHIP**

#### **SECTION ONE. Eligibility.**

User Member: Individuals, corporations, partnerships, joint ventures, associations, joint stock companies, trusts, and unincorporated organizations who currently have Mitel equipment and/or applications installed and operating that are not principally engaged in the business of producing, selling, or leasing Mitel telecommunications equipment or services providing telecommunications consulting services shall be eligible to become User Members of the Corporation. User Members shall have full voting privileges. Each User Member may have an unlimited number of participating representatives.

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.

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.

**SECTION TWO. Admission to Membership.** The Treasurer shall approve all potential members, who meet the eligibility requirement stated in Article II Section One, for membership. Once payment is received for the potential member, the membership is activated. In the event of any question of a potential member meeting eligibility requirements, the Board of Directors will make the decision by a majority vote at such time that a quorum is present.

**SECTION THREE. Voting Rights.** Only one User Member per company shall be entitled to vote on each matter submitted to a vote of the members.

**SECTION FOUR. Termination of Membership.** Any member shall automatically be removed as a member of the Corporation for not being in good standing, in accordance within the provisions of this section. For purposes hereof, a Member shall not be in good standing if the Member no longer meets the eligibility requirements or if current dues have not been paid. The secretary and/or Membership Director(s) of the Corporation shall promptly notify any Member that has been removed as a Member of the Corporation.

**SECTION FIVE. Transfer of Membership.** Membership is transferable or re-assignable to another person in the same company if the original user member leaves the company.

**SECTION SIX. Member not in good standing.** A user member who has been removed due to ineligibility by no longer having Mitel equipment and/or applications installed and operating may choose to renew as a member not in good standing for a period of 1 year. A member not in good standing has no voting rights but may participate in corporation functions.

## ARTICLE III. DUES

**SECTION ONE. Payment of Dues.** Membership dues shall be payable annually. Payments should be made to the Mitel User Group

**SECTION TWO. Failure to Pay Dues.** If dues are not paid within 90 days after becoming due, membership may be suspended or terminated by the Board.

#### **ARTICLE IV. MEETINGS OF MEMBERS**

**SECTION ONE. Regular Meeting.** The Regular meeting of the Mitel Networks User Group membership shall be the Annual General Meeting (AGM) required to be held each year.

**SECTION TWO. Annual General Meeting (AGM).** The Annual General Meeting of the Mitel Networks User Group-Americas membership shall be held in conjunction with the yearly Mitel corporate sponsored event. If the yearly Mitel corporate sponsored event ceases to exist, the annual meeting shall be held within a timeframe of from at least 12 months to no longer than 16 months from the previous Annual General Meeting. The Board of Directors shall arrange for the forwarding of written notice to all members as to the date, time, and place for said meeting. The Annual General Meeting shall be for the purpose of electing Directors to fill expiring terms; to report to members the activities of the Corporation that took place during the past year and to report future plans for the upcoming year. The Annual General Meeting also provides opportunities for the exchange of information amongst its members and Mitel Networks relating to business communications solutions.

**SECTION THREE. Quorum.** A majority of those present and eligible to vote shall constitute a quorum.

**SECTION FOUR. Order of Business: Conduct of Meetings.** The order of business at the Annual General Meeting (AGM) of members of the Corporation shall include, as applicable, the following:

Welcome/Opening  
Agenda Overview  
Membership Update  
Old Business/New Business  
Adjournment

#### **ARTICLE V. BOARD OF DIRECTORS**

**SECTION ONE. General Powers.** Its Board of Directors shall manage the affairs of the Mitel Networks User Group. Directors must be members of the Mitel Networks User Group in good standing.

**SECTION TWO. Eligibility, Number, Election and Term of Office.** The Board of Directors must consist of at least seven (7) but not more than fifteen (15) directors. At the organizational meeting, 7 directors were appointed. The number of directorships may thereafter be increased by action of the Directors. Elected directors shall be User Members of the Corporation, and beginning with the Annual General Meeting (AGM) in June 2004, shall continue in office for four years\*\* and until the earlier of his or her resignation, death, or removal. \*\*Beginning at the Annual General Meeting (AGM) in 2005, two (2) directors per year will be up for re-election (shortening the original 4 year term in an effort to continually refresh board members.) The maximum number of years that a board member may serve on the board is twelve (12) years. The only exception can be for a past

president. If a past president is elected by the board and has already fulfilled twelve (12) years on the board, he/she may extend their time by one year.

**SECTION THREE. Resignation and Removal.** A director may resign at any time by given written notice to the President or the Secretary. All resignations shall, unless a contrary indication is contained therein, become effective upon and from the date of delivery thereof. A director may be removed from office at any time, by concurrent vote of not less than two-thirds of the remaining directors entitled to vote, at any meeting of the Directors called for that purpose after giving such Director appropriate notice and an opportunity to be heard.

**SECTION FOUR. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held with notice promptly after the election of the Directors at the Annual General Meeting (AGM). The President shall arrange for the giving of notice to the Directors setting forth the date, time and place of the meeting of Directors.

**SECTION FIVE. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Notice of the date, time and place of the meeting shall be given to all Directors.

**SECTION SIX. Director Participation in Meeting by Telephone.** A director may conduct a meeting with the Board of Directors using a conference telephone or similar communication equipment enabling all Directors in the meeting to hear one another.

**SECTION SEVEN. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of Directors is present, a majority of the Directors then present may adjourn the meeting to another date upon which notice shall be given to the absent Directors.

**SECTION EIGHT. Majority Vote.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**SECTION NINE. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining Directors.

**SECTION TEN. Special Committees.** The Board of Directors shall have the power to organize or create special committees as may be deemed necessary to promote the objects and carry out the work of the Mitel Networks User Group. Said committees shall report directly to the Board of Directors and shall keep the Board of Directors fully informed as to all work performed or actions taken by the committee.

**SECTION ELEVEN. Compensation: Reimbursement for Expenses.** Directors as such shall not receive any stated salaries or payments for their services, but, by resolution of the Board of Directors, any Director may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in Court or otherwise, by reason of his being or having been such Director, he acted in good faith and in a manner which he reasonably believed to be in the best interests of the Mitel Networks User Group-Americas. All board members must submit expenses for reimbursement within 90 days of expenses. Failure to do so may result in removal from the Board.

## **ARTICLE VI. OFFICERS**

**SECTION ONE. Officers.** The Officers shall consist of a President, Vice President, Secretary, and Treasurer to be elected at the Annual General Meeting by the Board of Directors. All Officers shall serve for four (4) years until their successors are elected or appointed. The President shall have a fixed four (4) year term of office and can only serve for 1 term. By board election and consent, the President leaving office can be offered a one-year term of Past President with voting privileges. Any user becoming an officer must have served one (1) year as a director prior to being elected for an officer position. This one (1) year requirement may be waived by a two thirds majority vote of the board.

### **SECTION TWO. Duties of Officers.**

#### **A. The President shall:**

1. Preside at all meetings of the Mitel Networks User Group and of the Board of Directors;
2. Appoint Chairs of all Standing Committees and other committees
3. Provide focus, direction, and leadership to assure Directors are in compliance with Mission Statement and Statement of Purpose in all activities.
4. Represent the Corporation before the general public.
5. Perform other duties properly required by the Board of Directors.

#### **B. The Vice President shall:**

1. Act in the absence of the President;
2. Serve as an aide to the President;
3. Perform all duties as may be assigned by the President or the Board of Directors.

#### **C. The Secretary shall:**

1. Notify members of all Regular meetings, at least seven (7) days prior to such meetings, and other appropriate notice for Special meetings;
2. Conduct correspondence delegated by the President or Board of Directors.
3. Record minutes of all meetings (Regular and Special);
4. Send a copy of the Minutes to the Board of Directors within fourteen (14) days after a meeting;
5. In case of absence, designate an alternate to record Minutes and submit same to President within fourteen (14) days.
6. Prepare each year, the meeting minutes and documentation required for submission to the President, which will be filed with the required yearly corporate report.

#### **E. The Treasurer shall:**

1. Have charge of all funds belonging to the Mitel Networks User Group;

2. Be responsible for all receipts and disbursements of the funds of the Mitel Networks User Group-Americas;
3. Disburse funds from the Mitel Networks User Group account. All disbursements shall have the approval of the treasurer and another officer. In an emergency, the signature of two other officers of the Mitel Networks User Group will be accepted.
4. Provide financial overview to the Board of Directors Monthly
5. Present a financial statement at each Annual General Meeting of the Mitel Networks User Group-Americas
6. Arrange for the annual audit of the books.
7. Gather all documentation required to complete and file the annual corporation report.

**F. All Officers shall:**

1. Perform the duties outlined in these bylaws and those assigned from time to time by the Board of Directors;
2. Deliver to successor all official material upon completion of duties, but no later than one (1) month after Annual Meeting.

**SECTION THREE. Removal.** Any Officer elected or appointed may be removed by a majority vote of the Board of Directors for cause after due notice and an appropriate hearing has been conducted.

**SECTION FOUR. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled **as** follows:

1. In the event the position of President becomes vacant, the Vice President shall become President for the unexpired portion of the term
2. Vacancies in the offices other than President shall be filled for the unexpired term by Board of Directors appointment and time served during said appointment would count towards total years of service on the board.

## **ARTICLE VII. NOMINATIONS AND ELECTIONS**

**SECTION ONE. Nominations.**

**A Nomination Committee, chosen by the Board of Directors, will notify members of upcoming director openings on the board 60 days prior to the Annual General Meeting (AGM). The Nomination Committee will put forward a slate of directors for each open position to be approved by the Board of Directors. Once approved, the slate of nominated directors will be presented to the voting membership for approval. Should the slate not be approved by the voting membership, a General Election shall be held. Once the slate is approved, the Board of Directors will elect the officers from the Directors.**

**SECTION TWO. General Elections.** If a General Election is required due to the nominee slate not being approved, an election shall take place **at** the Annual General Meeting. If there is but one nominee for any opening, a voice vote may be taken. If there is more than one nominee for an opening, then secret ballots shall be required. Ballots will be distributed to voting members during the Annual General Meeting. Ballots will be collected at the end of the Annual General Meeting. Two volunteers from the user membership present will be asked to count the votes immediately upon collection with a board member (who is not on the ballot) present to verify results. The Board of Directors will hold a meeting with the current and newly appointed board members prior to the conclusion of the Forum event to elect the Officers and Directors of the Board.

#### **ARTICLE VIII. POLICY CHANGES TO BYLAWS**

**SECTION ONE. Policy Changes Upon Recommendation of Board of Directors.** The Board of Directors may add or change policies upon the majority vote of the board to amend, alter or supplement the bylaws through a policy addendum to the Bylaws. Written notice of the proposed amendments or supplements shall be furnished to all members in good standing at least fourteen (14) days prior to the holding of the Regular meeting or Special meeting of the membership. A majority vote of the quorum at the meeting of the membership duly called for that purpose should be deemed sufficient. Bylaws can not be changed unless voting on by the membership with a majority vote.

**SECTION TWO. Policy Changes Proposed by the Membership.** Any member may propose a policy change to supplement to the bylaws. The member must provide written notice of the proposed amendment or supplement to the bylaws to the Board of Directors. The Board of Directors will put the proposed policy change to a motion for at the Annual General Meeting.

#### **ARTICLE IX. DISSOLUTION: DISTRIBUTION OF MITEL NETWORKS USER GROUP ASSETS**

**SECTION ONE. Procedure.** A motion to dissolve the Mitel Networks User Group shall be approved by a vote of two-thirds of the Board of Directors constituting a quorum, who shall then recommend the dissolution to the General Membership, upon Thirty (30) days written notice prior the Annual General Meeting. A vote by two-thirds of the General Membership, constituting a quorum, at an Annual General Meeting, shall be sufficient to dissolve the Mitel Networks User Group and a Certificate of Dissolution shall then be promptly filed with the Secretary of State.

**SECTION TWO. Assets.** Upon dissolution of the Mitel Networks User Group, any assets remaining after all bills and debts have been paid, shall be distributed to a charitable not-for-profit organization.

## **Code of Conduct**

Mitel User Group, Americas members will...

- Conduct themselves and their activities in a professional business manner
- Abide by the by-laws and policies of the Mitel User Group
- Not engage in sales activities or solicitation

- Not conduct activities contrary to the purpose and objectives of the Mitel User Group
- Not distribute or post any materials of any kind at a Mitel User Group activity without the approval of the Board Of Directors
- Mitel User Group members are prohibited in the use of the membership lists except for Mitel User Group business and therefore the lists are not to be provided to non-members without prior, written permission of the Board Of Directors.

**Members who do not abide by these policies will be subject to the loss of their membership in the Mitel User Group.**