

BY-LAWS
OF
ZANGLE NATIONAL USERS' GROUP

ARTICLE I. NAME

The name of this organization shall be ZANGLE NATIONAL USERS' GROUP hereinafter referred to as the "Users' Group". The Users' Group is also registered in Washington State with the names "Q Users Experience" and "QUE". The student information system software product names ZANGLE and Q may be used interchangeably to adapt to the circumstances of individual user organizations and shall be hereinafter referred to as the "Software".

ARTICLE II. PURPOSE

The purpose of the Users' Group shall be to improve the efficiency and effectiveness of the Software and to promote the sharing of information among its users by:

- a The exchange of information among the Software users through personal relationships, presentations, discussions, formal and informal meetings and publications;
- b The presentation and investigations of problems and solutions for the benefit of all members;
- c The improvement in the interface between members and vendors supporting the Software by establishing and prioritizing needs and requirements for inclusion into the Software or the proposing of additional systems and/or subsystems;
- d The development and promotion of professional standards within the user community;
- e The conduct of other activities as the membership shall adopt. Notwithstanding any other provision of these By-Laws, the Users' Group shall not carry on any other activities not permitted to be carried on by a non-profit corporation.

ARTICLE III. MEMBERS

- Section 1. Qualifications. The members of the Users' Group shall be those public and private K-12 educational organizations using the Software products and who pay dues to the organization in the manner imposed by the Board of Directors.
- Section 2. Voting Rights. Each current member organization meeting the qualifications in Section 1 and signatory to a license agreement for the Software shall have one (1) vote on each matter submitted to the vote of the general membership. Voting shall be by the member's representative(s) present.
- Section 3. No Discrimination. There shall be no discrimination due to sex, race, creed, color, handicap or national origin.

ARTICLE IV. REGIONAL SECTIONS AND SPECIAL INTEREST GROUPS

To further the basic purposes defined in Article II, the membership may organize itself into Regional Sections and Special Interest Groups. The Board of Directors may adopt policies governing the recognition of these sections and groups.

ARTICLE V. MEMBER MEETINGS

- Section 1. Annual Meetings. There shall be an annual meeting of the Users Group, the time and place of which shall be set by the Board of Directors. Written notice shall be given not less than forty-five (45) days prior to the meeting.
- Section 2. Special Meetings. There may be other meetings of the Users' Group as prescribed by the Board of Directors, with written notice given not less than thirty (30) days prior to the meeting.

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- Section 3. No Quorum. No particular number of members is required as a quorum for the conduct of business. A simple majority vote by the members present will be sufficient to carry any motion or resolution subject to a vote by the membership.
- Section 4. Meeting Protocols. Meetings shall be conducted in accordance with these Bylaws, Robert's Rules of Order, and policies established by the Board of Directors.
- Section 5. Board Meetings. Meetings of the Board of Directors shall be at the call of the President or by any two members of the Board of Directors. Board of Directors' meetings may be conducted by conference call so long as a majority of directors participate, minutes are taken and distributed to all directors, and all directors are notified at least 4 working days in advance of the meeting.

ARTICLE VI, OFFICERS

- Section 1. Officers. The elected officers of the Users' Group shall be president, vice president, secretary and treasurer. These positions shall be filled by individuals from member organizations that meet the qualifications in Article III, section 1.
- Section 2. Terms of Office. The term of office for all elected officers of the Users' Group shall be two (2) years. Officer terms shall be staggered so that the president and the treasurer are elected in even-numbered years and the vice president and secretary are elected in odd-numbered years. Each term shall commence at the close of the annual meeting at which the officer is elected and shall terminate when the officer's successor is duly elected and seated.
- Section 3. Office of Past President. The outgoing president shall serve in the capacity of past president to assist the incoming president. The term of office shall be one (1) year. The past president shall also serve as a non-voting member of the Board of Directors.
- Section 4. Appointed Officers. The Board of Directors shall from time to time appoint by majority vote additional officers to conduct the routine business affairs of the Users' Group. The qualifications of appointed officers shall be as determined by the board and the term of office shall be at the pleasure of the board. Appointed Officers shall serve as a non-voting member of the Board of Directors.

ARTICLE VII, DUTIES OF OFFICERS

- Section 1. President. The president shall:
- a Preside at all meetings of the Users' Group and meetings of the Board of Directors.
 - b Appoint special committees/representation as necessary, with the approval of members of the Board of Directors.
 - c Have general supervision of Users' Group activities.
 - d Perform other duties as may be required.
 - e Assume the office of Past President in the year immediately following the presidency.
- Section 2. Vice President. The vice president shall:
- a Preside in the absence of, or at the request of, the president.
 - b Assume the office of President if a vacancy occurs.
 - c Perform other duties as may be required.
- Section 3. Treasurer. The treasurer shall perform or supervise:
- a Collecting all money due to the Users' Group.
 - b Depositing all monies received from dues, fees or other sources in the Users' Group bank account.

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- c Maintaining accurate and adequate records of all financial transactions of the Users' Group.
- d Purchasing supplies, materials and services in support of the Users' Group mission and activities.
- e Approving requests for reimbursement of any personal funds expended on Users' Group business.
- f Filing any necessary tax returns and documents related to corporate administration.
- g Reporting on the financial condition of the Users' Group as requested by the board and at the Users' Group annual meeting.
- h Perform other duties as may be required.

Section 4. Secretary. The secretary shall:

- a Keep an accurate record of proceedings and actions taken at all meetings of the Users' Group and Board of Directors,
- b Conduct correspondence for the Users' Group as necessary.
- c Perform other duties as may be required.

Section 5. Past President. The past president shall:

- a Participate in meetings of the Users' Group and Board of Directors.
- b Perform other duties as may be required.

Section 6. Appointed Officers. Appointed Officers shall carry out the specific duties assigned by the President and in the manner and with the authority specified in the board's resolution establishing the position and appointing the incumbent. The resolution shall establish the term of office for the appointed officer and prescribe procedures for terminating the appointment.

ARTICLE VIII. DIRECTORS

Section 1. Authority of Directors. The Board of Directors shall be the governing body of the Users' Group and shall control and direct the affairs of the Users' Group including its committees and publications and shall determine its policies and actively promote its objectives.

Section 2. Number and Term of Directors. The Board of Directors shall consist of seven (7) directors identified as follows:

- a The Officers of the Users' Group as defined in Article VI;
- b Regional directors composed of the following:
 - i An Eastern director elected by members from the US Eastern Time zone.
 - ii A Central director elected by members from the US Central and Mountain Time zone.
 - iii A Western director elected by members from the US Pacific Time zone.
- c Regional directors, although elected by the members in the appropriate time zone, may be members of any qualified organization without restriction to physical location.
- d The term of office for all directors shall be two (2) years. Terms shall be staggered so that the Western director is elected in even-numbered years and the Eastern and Central directors are elected in odd-numbered years.
- e Each term shall commence at the close of the annual meeting at which the director is elected and shall terminate when the director's successor is duly elected and seated

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- Section 3. Chairman of the Board of Directors. The president of the Users' Group shall be the chair of the Board of Directors.
- Section 4. Meeting of Directors. There shall be an annual meeting of the Board of Directors in conjunction with the annual meeting of the Users' Group. The president or directors may call other meetings of the Board of Directors as provided in Article V, Section 5.
- Section 5. Quorum. A quorum of the Board of Directors shall be a simple majority of the elected directors. Any action which can be taken at a meeting of the Board of Directors may be taken by the unanimous written consent of the Directors.
- Section 6. Non-Voting Member. In addition to Appointed Officers and the immediate Past President and at the discretion of the Board of Directors, a non-voting member may be selected from among vendors supporting the the Software ~~product~~. Non-voting members shall not be counted for the purpose of constituting a quorum.

ARTICLE IX. ELECTIONS

- Section 1. Election of Officers and Directors. Officers shall be elected at the annual meeting by a majority vote of the members present. Regional Directors shall also be elected at the annual meeting, but by a majority vote of only the members present from the region they will represent.
- Section 2. Vacancies. The Board of Directors by majority vote shall fill vacancies on the Board of Directors or in any office to serve for the balance of the term.

ARTICLE X. STATUS

- Section 1. Non-Profit Status. The Users' Group shall be operated as a Non-Profit Corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended.
- Section 2. Distribution of Assets on Dissolution. Should the Users' Group ever dissolve, either by formal action or default, any assets remaining after payment or provision for payment of all liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to 501(c)(3) organizations as are designated by the organization's board or member(s), or a local court, at the time of dissolution, or otherwise for a charitable or public purposes.
- Section 3. Fiscal year. The Users' Group's fiscal year shall be from January 1 through December 31.

ARTICLE XI. DUES AND FEES

- Section 1. Amount. Dues may be assessed to each member organization annually. The amount of these dues shall be set by the Board of Directors at an annual or special meeting subject to approval by a majority of voting members present as defined in Article III. Fees shall be assessed for participation in User's Group activities as prescribed by the Board of Directors.
- Section 2. Non-Payment of Dues. Members who fail to pay dues within three (3) months after the date due may have their membership terminated.
- Section 3. Non-Payment of Fees. Members who are more than three (3) months delinquent in payment of fees may be barred from participation in future activities until all delinquent fees are paid. Once reinstated, members who have been barred from participation due to fee delinquency may be required to pay all fees in advance of participation in future activities.

ARTICLE XII. BY-LAWS

The By-Laws of the Users' Group may be adopted or changed by a two-thirds (2/3) majority of voting members present at any annual or special meeting. Amendments to the proposed revision of By-Laws as presented at any annual or special meeting, as defined by Article V, may be passed by a two-thirds (2/3) majority of voting members

By-Laws Adopted 10/16/2000

Revision 1 - 05/10/2002

Revision 2 - 05/09/2003

Revision 3 - 05/11/2006

Revision 4 - 12/16/2010

Revision 5 - 05/01/2014

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present, provided that the proposed revisions have been included in the official notification to members for that meeting.