

# **BY-LAWS**

## **7 X 24 EXCHANGE GROUP**

### **GREATER DC CHAPTER**

**March 1, 2010**

#### **ARTICLE I, GENERAL**

##### **Title**

The name of this organization shall be the "Greater DC Chapter of 7 X 24 Exchange Group [DC 7 X 24]".

##### **Organization**

The formal title to this organization shall be the "Greater DC Chapter of 7 X 24 Exchange Group," a non-profit body. The organization has always considered equal opportunity for all members to be fundamental to its success. We do not discriminate on the basis of race, creed, age, color, national origin, sex, sexual preference, disability or marital status.

##### **Official Documents**

Documents governing the organization and operation of the DC 7 X 24 shall be included in the By-laws of the Greater DC Chapter of 7 X 24 Exchange Group as approved by the Officers. Said documents shall include any amendments or additions which may be made and approved from time to time.

##### **Newsletter**

The official Newsletter for the DC 7 X 24 shall be titled *DC 7 X 24 News*, to be published by the DC 7 X 24 at times and in a manner as established by the Officers.

##### **Purpose/Charter**

DC 7 X 24 is an educational forum bringing together the Information Services/Computer Technology and Facility/Engineering/Real Estate functions of user organizations to promote a better understanding of the design, implementation, and management issues involved in achieving high levels of uninterrupted infrastructure uptime.

DC 7 X 24 will work **to** advance the state-of-the-art in infrastructure reliability by collecting and disseminating information in the form of statistics, case studies, guidelines, practices and standards for use by users, engineering and/or architectural firms, and code or enforcement agencies.

DC 7 X 24 Meetings will serve as an open forum to present topics relevant to infrastructure reliability.

DC 7 X 24 will not endorse specific products or vendors.

#### **Board of Directors**

Not Applicable

##### **Officers**

The officers of the DC 7 X 24 shall consist of a President, Vice President, Recording Secretary and Treasurer. The officers together with the Editor and General Counsel shall have the duties as established by the By-laws.

#### **Article II Membership**

##### **Qualifications**

Any member of good character who is interested in the DC 7 X 24 and who agrees to conform to the By-laws of the DC 7 X 24 may be a member of the DC 7 X 24.

Membership Classification: Membership in the DC 7 X 24 shall be unlimited as to the number and shall include the following classifications:

Member: A member is defined as a corporation or individual that is a user or involved in the use of critical support systems [a.k.a. the infrastructure] or, a vendor and/or consultant and/or organization that has direct cause and/or effect in the availability of the infrastructure. A Vendor and/or Consultant are not permitted to market or sell their wares. Additional restrictions and/or removal of same will be at the discretion of the officers.

##### **Good Standing**

All Classes of members [active or passive as defined by the Officers] shall be in good standing if their membership is not under suspension, revocation or subject to any disciplinary proceedings and, if required to pay dues, they have paid the required dues for the current year.

### **Termination**

Any active member who is required to pay dues may have such membership terminated automatically by the Officers if such dues are not paid when due.

### **Refunds**

A member who resigns or is expelled is not entitled to a refund of any dues or fees paid for membership.

### **Reinstatement**

Any former member whose membership was terminated for non-payment of dues or any former member who resigned from membership while in good standing may be reinstated to membership upon written application and payment of current dues. As applicable to all new members.

### **Transfer of Membership**

No member in the DC 7 X 24 shall be transferable or assignable.

### **Application for Membership**

Any qualified company desiring to become a member of the DC 7 X 24 shall request to the secretary to be added to the Communications Roster.

### **Membership Year**

The Membership year of the DC 7 X 24 shall be as determined by the officers, but in no event shall be less than three hundred sixty-five [365] calendar days.

### **Professional Conduct**

All members and/or participants, whether or not in good standing, are subject to high standards of ethical conduct, honesty, and fair and open dealing in their relationship with other members.

## **Article HI MEETINGS OF THE DC 7 X 24**

### **Meetings**

At least one meeting of the membership and officers of the DC 7 X 24 will be held each year.

### **Notice of Meetings**

The call to a meeting shall be issued by the Secretary by meeting notice to members on the Communication Roster.

### **Expenses**

The Officers will be authorized to expend funds of the DC 7 X 24 such sums as it may deem appropriate for the expenses of holding meetings provided said reimbursed expenditures are approved by the Officers.

### **Quorum**

A quorum for an annual meeting, or special meeting of members shall consist of five [5] voting members in good standing, regardless of the number of participants in attendance from a member, in addition to a majority of the Officers..

### **Voting**

A voting member is defined as a user of critical support systems [aka the infrastructure] or a non-user at the discretion of the Officers. A non-voting member is defined as a vendor and/or consultant and/or organization that has a direct cause and/or effect in the availability of the infrastructure. A voting member is entitled to one [1] vote by its designated representative or by proxy.

A proxy must be in writing and signed by that member's designated representative for that purpose. The proxy shall be valued only for the meeting for which it is made, or any adjournment thereof. A proxy will be over-ruled if a participant of the member is present at the aforesaid meeting.

## **ARTICLE IV BOARD OF DIRECTORS**

Not Applicable

## **ARTICLE V ELECTION OF OFFICERS**

### **Conduct of Election**

Nominees receiving the greatest number of votes from the membership shall be deemed to have been elected to the vacancies to be filled for a full term of office...

### **Chapter Terms of Office**

The 199 election of Vice President and Recording Secretary will be for one [1] years term of office.  
The 199 election for President will be for a one [1] year term of office.

### **Organizational Meetings**

At the direction of the President, and as soon as practicable following the selection of Officers, the Officers, including those existing and newly elect, shall meet for the purpose of organization and the transaction of DC 7 X 24 business. Said meeting, if feasible, is to be scheduled in conjunction with the DC 7 X 24 's meeting of members.

### **Quorum**

A simple majority of the duly elected Officers shall constitute a quorum for the transaction of business.

### **Term of Office**

Each duly elected Officer shall serve until his replacement has been duly elected and qualified.

### **Compensation**

No Officer shall receive any compensation for services as an Officer .

## **ARTICLE VI EXECUTIVE COMMITTEE**

Not Applicable

## **ARTICLE VII OFFICERS**

### **Eligibility**

One participant of any voting member or non-voting member that is in good standing of the DC 7 X 24 shall be **eligible to hold elective or** appointive office. A participant may run for only one [1] elective office.

### **Term of Office**

Officers **shall** be elected to their respective offices by the membership at an annual organizational meeting. **The term** of office for each officer so elected shall commence on the first day of January of the year following the year of election to the office and terminate on the last day of December of that year, or when successor in office has been duly elected and qualified, whichever event shall last occur. Any officer may succeed himself in office for one consecutive term (total of two consecutive) if so duly elected and qualified.

### **Resignation**

Any officer may tender a resignation from office by delivery of a notice thereof to the other officers.

### **Removal**

Any officer may be removed by action of the membership for Malfeasance or non-feasance in office.

### **Vacancies**

In the event of a vacancy due to death, resignation or removal, such vacancy shall be promptly filled by a special election made by the membership.

### **Honorariums**

Officers may be rewarded for their contributions to the DC 7 X 24 in a manner and to such extent as may be established by the membership.

## **ARTICLE VIII DUTIES OF OFFICERS**

### **President**

**The** President shall preside at all meetings of the membership of the DC 7 X 24. Annually at a meeting of the members of the DC 7 X 24, the President shall deliver a report as to the condition of the DC 7 X 24, which report shall be made a part of the minutes of such meeting. The President shall be an ex officio member of all committees.

### **Vice President**

The Vice President shall preside at all meetings in the absence of the President. In the event of a vacancy, an inability or refusal to act by the President, the Vice President shall perform all of the duties of the President during each unfilled period. In addition, the Vice President shall perform such duties as may be directed by the President and/or membership from time to time.

### **Recording Secretary**

**The** Recording Secretary shall attend all meetings of the membership and other such DC 7 X 24 meetings as the President may direct.

Said Secretary shall be responsible for recording and keeping accurate and permanent records of all meetings of the DC 7 X 24 membership, and other such meetings as the President may direct, said records when transcribed to be the official record of such meeting or proceeding.

The Recording Secretary shall be the custodian of all corporate and of final records of the DC 7 X 24. The Recording Secretary shall prepare and facsimile notices of meetings, ballots and such other information as may be required by these By-Laws and as may be directed but the President from time to time.

### **Treasurer**

The Treasurer shall be a member of the officers. The Treasurer shall be responsible for and have custody of all funds, accounts, securities or other moneys of the DC 7 X 24.

The Treasurer shall pay all debts of the DC 7 X 24 after approval in the manner prescribed, receive sums due and payable to the DC 7 X 24 and account therefore, deposit funds of the DC 7 X 24 in accounts as approved by the officers, and sign on behalf of the DC 7 X 24 an checks and drafts drawn on DC 7 X 24 accounts.

## ARTICLE IX, DEPARTMENTS AND COMMITTEES

### Enumeration

Departments or Committees may be created by the Officers as may be deemed desirable from time to time.

### Chairmen

The Chairman of each Department shall be appointed by the President with the advice and consent of the Officers, except for those Departments having an officer as Chairman.

## ARTICLE X, DUES

Dues for each membership class and participants in the DC 7 X 24 may be fixed by the members on a calendar year basis and shall not be changed more than once in any calendar year.

## ARTICLE XII, ADMINISTRATION AND PROCEDURES

### Fiscal Year

Unless otherwise indicated, the DC 7 X 24 shall operate on a fiscal year commencing on the first day of January and ending on the last day of December.

### Legal Documents

The membership may authorize any officer or officers, agent or agents, to enter into, on behalf of the DC 7 X 24, any contract or legal document in its name, providing such authorization is made in writing.

### Gifts and Grants

The DC 7 X 24 may accept such gifts and grants of moneys or property as the officers may authorize.

### Books and Records

All officers or agents who have funds or property of the DC 7 X 24 in their possession shall maintain such written records of their transactions as enable them to fully account for the use and disposition thereof, and to be maintained in such form as to be subject to audit.

### Review of Financial Records

The officers may cause a review to be made by one or more members of the DC 7 X 24, or by an independent Certified Public Accountant, of the books and records maintained by the Treasurer at such intervals as the officers may determine.

The officers may also direct that a review be performed of the accounts of any officer or agent having custody of DC 7 X 24 funds at such times and in such manner and by such persons as the officers may deem appropriate.

### Bonds

The officers may require any officer or agent having custody of DC 7 X 24 funds to be bonded by a bonding company and in such amounts as selected by the Officers. All premiums for such bonds shall be paid by the DC 7 X 24.

### Rules of Procedure

The officers of the DC 7 X 24 may adopt rules of procedure not inconsistent with the By-laws of the National 7 X 24 any statute, provided that any such rules shall be in writing and made available to the membership upon request.

## ARTICLE XIII, AMENDMENTS

### Proposal for Amendments by Members

Any proposal for a change or changes to these By-laws must be made in writing by at least three (3) voting members in good standing of the DC 7 X 24. Such proposal shall be submitted to the Recording Secretary and must contain the names and addresses of each member's designate making such proposal, together with a statement of that part of the By-laws proposed for change, the nature of the change being proposed, and the reasons why such change is proposed.

### Proposal by Officers and Directors

The officers may at any time propose changes to these By-laws in the same manner as a proposal made by the members.

### Review

All proposals for change to these By-laws shall first be reviewed by the officers.

### Adoption

The officers may, on its own motion, adopt, reject or modify the proposed change or, in its discretion, determine that the change proposed should be submitted to a quorum vote of the membership, in which event it shall be voted on by the membership at the next meeting (stays of the existing By-law and the text of the proposed change, designed in such a manner as to clearly afford each voting member to vote for or against the proposal). Two-thirds of these voting members shall be present at the meeting. Any changes to the By-laws as made by the membership shall be published at the next meeting.