

LRITA Constitution and By-Laws



Lima Regional Information Technology Alliance Constitution and By-Laws

ARTICLE I - NAME AND PURPOSE

1.1 - Name

The name of the organization shall be "Lima Regional Information Technology Alliance, Inc." hereinafter referred to as LRITA.

1.2 - Purpose and Objectives

LRITA will be a nonprofit corporation operated exclusively for the advancement and promotion of Information Technology in Northwest Ohio.

Activities may include but are not be limited to:

- Training, professional development, professional networking, and advocacy of Information Technology professionals.
- Creation and maintenance of a prepared pool of qualified employees through collaboration with local colleges and universities.
- Reviewing and recommending policies and procedures to improve Information Technology as a profession.
- Partnerships with other organizations.
- Sharing of information, concepts, hardware/software operating environments, and solutions among member organizations, including the formation of sub-committees (e.g., infrastructure professionals) to work together in an atmosphere of sharing.
- Conducting regional technology conferences and other training opportunities to promote professional development and local resources.
- Enhance cooperation among all member professionals and member organizations to leverage influence over vendors for product developments and enhancements, purchasing, and conference participation.

- Direct involvement with local and regional community and charitable organizations to promote community and economic development through improved access and utilization of technology.
- Purchase or acquire resources and infrastructure as needed to promote community and economic development through improved penetration of Information Technology into local and regional markets.
- Provide local support for local, state, regional, national and international initiatives promoting the advancement of Information Technology.

ARTICLE II - ORGANIZATION AND STRUCTURE

II.1 - Legal Organization

LRITA will be organized as a nonprofit corporation under Chapter 1702 of the Ohio Revised Code, exclusively for charitable, educational and scientific purposes as defined within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or corresponding provisions of any future United States Internal Revenue law.

II.2 - Organizational Summary

The organizational structure shall consist of the following:

- A Board of Directors with appointed Officers
- Standing Committees
- Engaged Members

ARTICLE III - ORGANIZATIONAL MANAGEMENT

III.1 - Structure, Roles and Responsibilities

III.1.1 - Board of Directors

III.1.1.1 - Composition and Number

The Board of Directors shall consist of thirteen (13) directors, including the officers of Chairperson, Vice Chairperson, Secretary, Treasurer, and the immediate past Chairperson. Board membership shall seek to represent the following sectors:

- Agriculture
- Business and Industry (Non IT Related)
- Community Based Organizations

- Government
- Healthcare
- Higher Education
- Information Technology and Related Vendors
- K-12 Education
- Libraries
- Tourism, Recreation and Parks

III.1.1.2 - Duties and Responsibilities

The Board of Directors is responsible for the overall management of LRITA. Duties shall include:

- The development and implementation of policies and strategic direction of LRITA.
- The appointment of Officers as hereinafter provided.
- Responsibility for the personnel practices and finances of LRITA, including approval of the annual budget and securing required funds.
- Presentation of a report on the affairs of LRITA at the annual membership conference.
- Periodic review of the Constitution and By-Laws.

Officers are permitted to make purchases or enter into legally binding contracts on behalf of the organization with prior approval of the Board of Directors.

III.1.1.3 - Interim Board of Directors

The interim Board of Directors will consist of volunteers from the founding members of LRITA and will serve until the first election can be held.

III.1.2 - Officers

Officers of LRITA are appointed from and by the Board of Directors. The Officer positions are as follows:

III.1.2.1 - Chairperson

The Chairperson shall be the chief officer and official representative of LRITA. The Chairperson shall serve as the presiding officer at all Board of Directors meetings and the Annual Membership Conference. The Chairperson may also serve as an ex-officio member of all committees.

The Chairperson is responsible for the appointment of committees as authorized by the Board of Directors and such other duties as may be determined by the Board of Directors.

III.1.2.2 - Vice-Chairperson

By order of the Chairperson or Board of Directors, in the absence of the Chairperson, or when circumstances prevent the Chairperson from acting, the Vice-Chairperson shall have the authority to perform all duties of the Chairperson.

The Vice-Chairperson may also be required to perform such other duties as may be determined by the Board of Directors.

III.1.2.3 - Secretary

The Secretary shall be responsible for organizing and publishing the agenda for all meetings of the Board of Directors and the Annual Membership Conference. The Secretary shall be responsible for the recording and distribution of accurate meeting minutes and the production of all official correspondence and reports with the local, state and federal government.

The Secretary shall serve as the official recorder of all votes taken by the membership and will be tasked with maintaining the Constitution and By-Laws and all other official documents of LRITA.

The Secretary may also be required to perform such other duties as may be determined by the Board of Directors.

III.1.2.4 - Treasurer

The Treasurer shall be responsible for maintaining accurate financial records of the organization and shall be authorized to establish and maintain an LRITA checking account, prepare invoices, and collect and expend monies on behalf of official organization activities and events.

The Treasurer is responsible for the preparation and presentation of the LRITA Treasurer's Report at each regular meeting of the Board of Directors.

The Treasurer may also be required to perform such other duties as may be determined by the Board of Directors.

The Treasurer, Chairperson and Vice-Chairperson shall each have signature authority on all LRITA bank accounts.

III.1.3 - Director Emeritus

The Board of Directors may honor persons who have rendered long and valuable service to the organization by conferring upon such persons the title of Director

Emeritus. A Director Emeritus shall retain such title for life and shall be a non-voting permanent member of the Board of Directors.

III.1.4 - Standing Committees

The Standing Committees shall be as follows:

III.1.4.1 - Elections Committee

The Elections Committee shall be responsible for accepting nominations to fill positions on the Board of Directors and for the execution of such elections.

III.1.4.2 - Finance Committee

The Finance Committee shall be responsible for auditing and approving financial records of the organization.

III.1.4.3 - Professional Activities Committee

The Professional Activities Committee will focus on commerce and shall be responsible for:

- Preparing a program of meetings, conferences, and special events to be sponsored by the organization.
- Developing vendor relationships and support for these events.

The timeline of events for the forthcoming year shall be available for distribution to the membership no later than two weeks prior to the date of the Annual Membership Conference. The program shall be distributed to the membership via email or any other means deemed suitable by the Board of Directors.

III.1.4.4 - Membership Development Committee

The Membership Development Committee shall be responsible for:

- Developing a plan to promote the organization within the local area as well as outside to prospective members, students and supporters.
- Maintaining a list of the membership.
- Developing and distributing printed materials, newsletter, marketing materials or any other task deemed necessary by the Board of Directors.

III.1.4.5 - Educational Activities Committee

The Educational Activities Committee will focus on education and shall be responsible for:

- Developing and maintaining relationships with local educational institutions and businesses to provide year round assistance in locating and coordinating training to members.
- Establishing, organizing and publishing a program of educational seminars, classes or certification training.
- Developing relationships and support for any and all of these programs.
- Facilitating training locations and testing centers as needed.

III.1.5 - Additional Committees

The Board of Directors shall appoint other standing or special committees as may be considered desirable.

III.2 - Elections and Appointments

III.2.1 - Board of Directors

Board members shall be elected by LRITA members at the Annual Membership Conference. Biographies of nominees shall be shared at least one month prior to the Conference. As there is a composition expectation for the Board of Directors, nominees must qualify as a representative for a given sector or be selected for a general seat on the board.

The Elections Committee may freely nominate any Full Member of LRITA to any vacant position on the board, providing the nominee is from the appropriate sector. Election results shall be reported to the membership.

III.2.2 - Officers

The Officers shall be appointed by the members of the Board of Directors via simple majority vote.

III.2.3 - Standing Committees

The Chairpersons of the Standing Committees shall be appointed by and from the Board of Directors.

III.2.4 - Committee Members

Each Standing Committee Chairperson shall appoint at least two (2) committee members from the LRITA membership.

III.3 - Terms of Service

III.3.1 - Board of Directors

The members of the Board of Directors shall be elected for terms of two (2) years except as otherwise noted, provided that the terms of the interim Directors immediately after the adoption of these by-laws shall be adjusted so that, together with the Directors whose terms have not then expired, approximately one-half (1/2) of the Directors shall be elected each year thereafter.

Any vacancy on the Board of Directors may be filled for the unexpired term by vote of the remaining members.

III.3.2 - Officers

The officers of LRITA shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer, all of whom shall be members of the Board of Directors. All of the officers shall be appointed for terms of one (1) year at the organizational meeting of the Board of Directors immediately following the Annual Membership Conference.

At the end of a Vice Chairperson's term, s/he shall ascend to the position of Chairperson and a new Vice Chairperson shall be appointed. The immediate past Chairperson shall serve on the Board of Directors for one additional year to provide continuity for the organization.

III.4 - Resignations

Any officer of the organization may resign at any time by delivering a written notice of such resignation to the Chairperson, or in case of the resignation of the Chairperson, to the Vice Chairperson. In the event that any officer becomes unqualified for membership with LRITA, s/he shall be deemed ineligible for an officer position, and a meeting of the Board of Directors shall be convened to appoint a person to fill the unexpired term of the officer.

III.5 - Removal and Termination

The Board of Directors is empowered to remove any Board member for cause provided a motion to that effect has been made at an earlier meeting of the Board. A statement of charges must have been delivered to the member in question at least 30 days prior to final action by the Board of Directors. The member shall have the right to speak in his or her defense prior to any final action taken by the Board of Directors.

A petition for removal of any Board member with a statement of charges, signed by 10% of the voting membership, must be investigated by the Board of Directors. If

charges appear to be valid, the Board of Directors shall proceed as outlined above. Petitioners shall be advised of whatever action is taken. Removal of any board member requires an affirmative vote of a majority of the entire voting Board of Directors.

III.6 - Indemnification of Directors

Except as otherwise provided, there is no monetary liability on the part of and no cause of action for damages shall arise against any volunteer, officer, or director if the duties are performed in a manner that meets all of the following criteria:

1. The duties are performed in good faith.
2. The duties are performed in a manner such volunteer, officer, or director believes to be in the best interests of the corporation.
3. The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

The foregoing shall not be exclusive of other rights and defenses to which such person may be entitled as a matter of law.

The Board of Directors may indemnify in the same manner, or with any limitations, any present or former director with respect to any action taken or not taken during their term as a director.

The Board of Directors may, at its discretion, direct, purchase and maintain such insurance on behalf of any person who is or has been a Director, officer, member of any committee, employee or other agent of or in a similar capacity with the organization against any liability asserted against and incurred by such person.

III.7 - Conflicts of Interest - Disclosure

No contract or other transaction between the corporation and one or more of its directors is either void or voidable because such director or officer approves or ratifies a contract or transaction if:

1. The material facts as to the transaction and as to such director's or officer's interest are fully disclosed or known to the members and such contract or transaction is approved by the Board of Directors in good faith, by a sufficient vote without counting the vote of the interested director or officer.
2. The person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the corporation.

ARTICLE IV - MEMBERSHIP

IV.1 - Non-Discrimination

The admission of members, selection and appointment of Directors, Officers and staff of LRITA and determination of its policies and the conduct of its business shall be without regard for race, religion, sex, age, national origin, disability, or political identification.

IV.2 - Specified Territory

The specified territory of LRITA is Northwest Ohio, including but not limited to Allen, Auglaize, Hancock, Hardin, Logan, Mercer, Paulding, Putnam, Shelby and Van Wert counties.

IV.3 - Classifications

LRITA shall have four (4) classes of membership: Full Membership, Student Membership, Sponsor Membership and Associate Membership. Class of membership determines voting rights, membership dues and available benefits.

IV.3.1 - Full Membership

Full membership in LRITA shall be open to all full or part-time Information Technology professionals and those that work closely with Information Technology within the specified territory of LRITA.

IV.3.2 - Student Membership

Student membership in LRITA shall be open to any full or part-time student attending school or residing within the specified territory of LRITA.

IV.3.3 - Sponsor Membership

Sponsor membership is open to organizations that provide products and services primarily to Information Technology professionals within the specified territory of LRITA. The offices of the Sponsor need not be within the specified territory of LRITA to qualify.

Multiple levels of sponsorship and their associated benefits will be established and maintained by the Board of Directors.

Sponsors are also invited to vendor events, trade shows and expositions and are entitled to send a number of representatives in accordance with their level of sponsorship.

IV.3.4 - Associate Membership

Individuals and organizations not meeting the membership qualifications may be offered an associate membership if approved by the Board of Directors.

IV.4 - Membership Rights

IV.4.1 - Voting Members

All Full Members in good standing shall be entitled to the privileges of receiving notices of and attending events and conferences, the right to hold office and equal rights and privileges with respect to the election of the Board of Directors and any vote or poll concerning the organization.

IV.4.2 - Non-Voting Members

Non-voting members in good standing shall be entitled to the privileges of receiving notices of and attending events and conferences; but they shall not have the right to vote or to hold office unless explicitly granted by the Board of Directors.

Non-voting members shall include:

- Student Membership Class
- Sponsor Membership Class
- Associate Membership Class

IV.4.3 - Termination of Membership

The Board of Directors is empowered to remove any member for cause provided a motion to that effect has been made at an earlier meeting of the Board. A statement of charges must have been delivered to the member in question at least 30 days prior to final action by the Board of Directors. The member shall have the right to speak in his or her defense prior to any final action taken by the Board of Directors.

A petition for removal of any member with a statement of charges must be investigated by the Board of Directors. If charges appear to be valid, the Board of Directors shall proceed as outlined above. Petitioners shall be advised of whatever action is taken. Removal of any member requires an affirmative vote of a majority of the entire voting Board of Directors.

IV.5 - Membership Dues

All members shall be assessed an annual dues payment. A schedule of annual dues shall be established by the Board of Directors and payable to the Treasurer by no

later than the end of the fiscal year. The dues will be used to fulfill the objectives of LRITA.

The Board of Directors may waive annual dues for any member at its discretion.

ARTICLE V - BOARD MEETINGS

V.1 - Agenda and Notification

Not less than seven (7) days before the date fixed for a meeting of the Board of Directors, notice stating the time, place, and purpose of the meeting shall be given by or at the direction of the Chairperson or Secretary. Notice shall be by mail or equivalent electronic means, addressed to the respective members at their address of record with LRITA.

V.2 - Meeting Frequency

Regular meetings of the Board of Directors shall be held at such intervals as the Board of Directors may determine, but not less than four (4) times per year.

V.3 - Procedures

V.3.1 - Quorum and Attendance

A quorum of at least fifty percent (50%) of the current voting Board of Directors, including either the Chairperson or Vice Chairperson, is required for LRITA to conduct ordinary business. No proxy shall be cast in any matter before LRITA except that the Directors may, at their discretion, authorize the use of written ballots for voting. All actions will be taken with a simple majority vote, provided there is a quorum present.

In the event of a tie vote, the presiding Chairperson shall cast the deciding vote.

V.3.2 - Telecommunications

Meetings of the members of the Board of Directors may be held using communications equipment (telephone/video conferences) assuming all members participating can hear each other, and participation in such a meeting shall constitute presence in accord with Ohio law. Arrangements for telephone or video conference must be made in advance between the meeting host and the requester.

V.4 - Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chairperson or by the Vice Chairperson. All requests for a special meeting shall include notice of the proposed agenda.

ARTICLE VI - CONFERENCES AND EVENTS

VI.1 - Annual Membership Conference

There shall be an annual meeting, preferably at least one full day in duration, open to the entire LRITA membership. This conference shall be organized by the standing committees.

VI.1.1 - Date, Time and Location

The date, time, and location of the annual meeting in conjunction with the annual conference will be predetermined by the Board of Directors and published by the Professional Activities Committee well in advance of said conference.

VI.1.2 - Agenda and Event Content

The business-meeting portion of the conference agenda shall include, but is not limited to:

- The announcement of nominees for election to the Board of Directors and the distribution of biographies if available.
- A report on the accomplishments, lessons learned, and financial affairs of LRITA.

The conference shall also offer educational opportunities, vendor exhibits and product seminars to engage members.

VI.2 - Other Events

In addition to the Annual Membership Conference, other events shall be held at intervals determined appropriate by the Board of Directors and shall include programs and content coordinated or developed by the various event committees.

Events may include, but are not limited to:

- Vendor exposition or product-specific presentations or seminars
- Vendor-neutral classes or educational programs
- Community awareness seminars or presentations
- Membership drives or presentations

VI.3 - Performance Measurements

All LRITA sponsored events shall strive to maximize membership participation through quality presentations and useful educational opportunities.

As part of an ongoing quality measurement, the classes, presentations and product seminars are to provide attendees with standardized questions to gauge the quality, utility and interest level for the particular program.

The results are to be tabulated by the appropriate committee and a report will be generated and presented to the Board of Directors following each event. These results will be used to develop plans for future events.

ARTICLE VII - AMENDMENTS

VII.1 - Amendment Procedure

The Constitution and By-Laws may be amended, in part or totally, by a two-thirds (2/3) affirmative vote of the entire voting Board of Directors.

Any requested change to the Constitution and By-Laws shall be presented at one meeting, and voted on at the next regularly scheduled Board meeting. All LRITA members shall be notified via email of proposed change(s) before the final vote.

VII.2 - Amendment Proposals

Proposals for amendments to the Constitution and By-laws may originate in the Board of Directors or by a petition signed by 10% of the voting membership of the organization.

A petition shall be prepared by the individual or group of individuals that are interested in changes. The petition shall describe the proposed changes.

VII.3 - Amendment Limitations

Amendments to or revocation of this document shall be in accordance with the mission and nonprofit nature of the organization.

The Constitution and By-laws of the Lima Regional Information Technology Alliance was submitted to the founding members for a vote in April, 2009. As a result of this approval, this version was adopted by the organization on Thursday April 16, 2009.

Approval Witness Signatures:

Signature : TED CROW Date : 4/16/2009

Name : _____

Signature : AMY BILLING Date : 4/16/2009

Name : _____

Signature : KATHY VOGLER Date : 4/16/2009

Name : _____

Signature : JEFFERY LEBLANC Date : 4/16/2009

Name : _____

Signature : DIANE MOOTS Date : 4/16/2009

Name : _____

Signature : PAUL PELLEGRINI Date : 4/16/2009

Name : _____

Signature : GEORGE GULBIS Date : 4/16/2009

Name : _____

Signature : _____ Date : _____

Name : _____

Approval Witness Signatures:

Signature : _____ Date : _____

Name : _____

Signature : _____ Date : _____

Name : _____

Signature : _____ Date : _____

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