



BYLAWS

INTERNATIONAL AVAYA USERS GROUP

ARTICLE I - NAME

The name of this organization shall be the INTERNATIONAL AVAYA USERS GROUP, herein after referred to as "IAUG" or "Corporation". IAUG will be an incorporated association organized and governed under the laws of the State of Illinois.

ARTICLE II - OFFICES; BOOKS; POLICIES

Section 1 - Registered Office

The registered office shall be determined from time to time by the Board of Directors.

Section 2 - Other Offices

The Corporation may also have offices as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 3 - Books

The books of the Corporation may be kept at such locations as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 4 - Policies

IAUG shall develop board governing policies (herein referred to as BGPs) to define in greater detail the policies and procedures of the organization.

ARTICLE III - PURPOSE

Educate and inform members in all areas of technology with emphasis on the Avaya solution portfolio.

Provide an outlet for users and others interested in Avaya products to come together with one another.

Create a peer-to-peer network to share solutions and solve common problems.

Advocate on behalf of members to drive Avaya and its partners' product and service solutions.

ARTICLE IV - MEMBERS

Section 1 - Classes of Membership

The Corporation shall have three classes of members: (1) Customer members; (2) Partner Members; and (3) Affiliates.

Section 2 - Customer Members

Voting membership shall be open to corporations, entities and units of governments use Avaya solutions or Avaya heritage products and services.

Each voting representative designated on the dues statement is entitled to one vote. The amount of dues paid is based on the number of voting representatives. Voting members are only eligible to vote for the election of Directors and on matters submitted to the voting members by the Directors.

Section 3 - Affiliates

Guest membership shall be open to individuals who have an interest in Avaya solutions or Avaya heritage products and services.

Guest members shall not be entitled to vote on matters before the Corporation, not be eligible to serve as a Director, and not be eligible to serve as a Committee Member or Committee Chair.

Guest members shall be entitled to limited access to on-line resources as determined by the Membership Committee.

Section 4 - Partner Members

Associate membership shall be open to corporations, entities and units of governments that petition the Board of Directors for Partner membership. Associate member representatives shall not be entitled to vote on matters before the Corporation, not be entitled to use online resources, not be eligible to serve as Directors, not be eligible to serve as Committee Chairs, but can serve as Committee Members.

Section 5 - Resignation

Any member of the Corporation may resign from the Corporation by submitting to the Corporation a written letter of resignation but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Members resigning shall not receive any prorated portion of dues. All resignations shall, unless a contrary indication is contained therein, become effective upon and from the date of delivery thereof.

Section 6 - Reinstatement.

Upon written request signed by a former member and filed with the Corporation may reinstate such former member upon such terms as the Board of Directors may deem appropriate.

Section 7-Transfer of Voting Membership

Voting membership in the Corporation is non-transferable.

Section 8 -Termination of Membership

The Board of Directors, by affirmative votes of two-thirds (2/3) of all of the Directors of the Board, may suspend or expel a member for cause.

ARTICLE V - MEETINGS OF MEMBERSHIP

Section 1 - Time and Place of Meeting

Meetings of voting members shall be held at such places, dates and time as may be determined from time to time by the Board of Directors and as shall be designated in the notice of meeting.

Section 2 - Annual Meeting

The first regular meeting of the calendar year shall be designated as the Annual Membership Meeting. The Annual Membership Meeting shall be held to transact such business as may properly be brought before the meeting.

Section 3 - Special Meetings

Special Meetings of members of the Corporation may be called at any time by the President or upon resolution of the Board of Directors.

Section 4 - Notice of Meetings

Whenever voting members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by the applicable law of the State of Illinois, such notice shall be given not less than 10 or more than 60 days before the date of the meeting to each voting member or voting representative.

Section 5 - Quorum

Unless otherwise provided under Illinois law, 10 voting members entitled to vote shall constitute a quorum for the transaction of business.

Section 6 - Vote

The vote of voting representative for the election of directors and all other matters may be conducted by any means permitted by Illinois law as the Board of Directors shall determine. Voting representative shall not be entitled to vote by

proxy. Unless otherwise provided under Illinois Law, the affirmative vote of a majority of the members voting at a meeting or by written ballot shall be the act of the voting members if a quorum of votes is cast.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - General Powers

The activities, property, and affairs of the Corporation shall be managed by the Board of Directors who may exercise all powers and do all things which may be exercised or done by the Corporation subject to provisions of Illinois law, the Articles of Incorporation and Bylaws.

Section 2 - Number, Elections and Term of Office

A Board of Directors shall be elected by the voting members of the Corporation. The number of positions on the Board of Directors (hereinafter referred to as the "number of directorships") shall be no fewer than eleven (9) Directors and no greater than thirteen (13) Directors.

Election of Directors shall be held prior to the end of the calendar year by the vote of the entire voting membership.

The Board of Directors shall serve for terms of three (3) years, and shall serve until their successors are qualified, elected and installed or until his or her earlier death, resignation or removal.

Directors are eligible for re-election, and may serve a maximum of up to two (2) terms. Partial terms shall not be counted against term limits. The Board of Directors may designate some terms as shorter terms to achieve a staggering of terms.

Section 3 - Eligibility

No person shall be elected or appointed or shall serve as a Director unless such person is a representative of a voting member of the Corporation. No voting member group shall have more than one representative serve concurrently as a Director.

The Board may make an exception in the case where a Director changes employers during his or her term to a voting member company currently represented by at least one other Board member. In such case, a continuation of that term for no more than six months may be allowed for recruitment and training of a replacement. The voting representative from Avaya, Inc. or any member company which provides services to the Corporation is ineligible to serve in an elected office.

Section 4 - Resignation of Directors

Any Officer or Director may resign from the Board of Directors by submitting to the President or the Secretary of the Board a written letter of resignation. All resignations shall, unless a contrary indication is contained therein, become

effective upon and from the date of delivery thereof or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5 - Removal of Directors

Any Officer, Director or the entire Board of Directors may be removed at any time by the affirmative vote of the majority of voting members and in accordance with Article II, Section IV of the IAUG BGPs.

Section 6 - Vacancies

Vacancies may be filled by a vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each Director so chosen shall hold office until the end of the vacant term. If such remaining Directors fail to fill a vacancy, then such vacancy shall be filled by action of the voting members of the Corporation. If there are no Directors in office, then an election of Directors shall be held by the voting members. Should there be a vacancy in the office of the President, the Vice President shall assume the office of President for the balance of the term.

Section 7 - Directors' Committees

The Board of Directors by resolution may designate two or more Directors to constitute an executive committee or other committees, which committees shall have and may exercise all such authority of the Board of Directors as shall be provided in such resolution.

Section 8 - Nominating Committee and Slating of Directors

The Nominating Committee, consisting of a minimum of three individuals appointed by the Board and who are not running for the current election, shall determine a slate of nominees, subject to approval by a majority of the Board of Directors, and present it to the voting members subject to Article V, Section 6. The Nominating Committee shall select its chairman. Should the slate not be approved by the voting members, the Nominating Committee will provide a new slate(s) until approved.

Section 9 - Multiple Board Positions

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

Section 10 - Assumption of Office

All newly elected directors and officers, except those assuming unfulfilled terms, shall assume their offices on the first day of the Corporation's next fiscal year. The Directors and Officers assuming an unfulfilled term shall take office immediately following their selection except for the first permanent board of directors and those assuming unfilled terms.

Section 11 - Compensation

Directors as such shall not receive any stated compensation for their services.

ARTICLE VII - OFFICERS

Section 1 - General Powers

The Board of Directors shall elect a President, Vice President, Secretary/Treasurer, and such other officers as the Directors from time to time deem appropriate. No person shall be appointed or shall serve as an officer of the Corporation unless such person is a member of the Board of Directors. No two or more offices may be held by the same person at the same time.

The President shall preside over the meetings of the Board of Directors and members. The Vice President fulfills the duty of the office of the President when the President is unable to do so for any reason. The Secretary/Treasurer shall supervise record keeping and financial matters for the Corporation.

Section 2 - Elections and Term of Office

Election of Officers shall be held prior to the end of the calendar year by the vote of the Board of Directors.

The Officers shall serve for terms of one (1) year, and shall serve until their successors are qualified, elected and installed or until his or her earlier death, resignation or removal.

Officers are eligible for re-election and may serve a maximum of two (2), one (1) year terms in each of the officer positions.

ARTICLE VIII - MEETINGS OF DIRECTORS

Section 1 - Time and Place of Meeting; Minimum Number of Meetings

Meetings of the Board of Directors of the Corporation shall be held at such time and place as may be determined from time to time by the Board of Directors and shall be designated in the notice of meeting. At least two meetings of the Board of Directors of the Corporation shall be held during each calendar year.

Section 2 - Special Meetings

Special Meetings of the Board of Directors may be held upon call of the President or upon call of any two or more Directors.

Section 3 - Quorum

A majority of the total number of Directors shall constitute a quorum for the transaction of business. Each Director shall have one vote and the affirmative vote of the majority of the Directors shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting without notice other than

announcement at the meeting until a quorum shall be present.

Section 4 - Director Participation in Meetings by Telephone

Members of the Board of Directors, or any Committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or such Committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 5 - Absence

Any Officer or Director unable to attend a meeting shall notify the Secretary/Treasurer of the Board in writing.

ARTICLE IX - CHAPTERS

A Chapter applying for affiliation with the Corporation must submit all information as required in the Chapter Affiliation Agreement. The Secretary/Treasurer of the Board shall notify the Chapter of the decision of the Board. IAUG recognizes the following types of Chapters:

1. Associated Chapter - a group of IAUG Members who agrees to adhere to the current IAUG Chapter Guidelines and is not incorporated as a separate legal entity.
2. Affiliated Chapter - a group of IAUG Members who has incorporated as a separate legal entity and has signed the IAUG Chapter Affiliation Agreement.

Chapters representing geographic areas within the United States may use either model. Chapters representing other areas (non-US) must be Affiliated Chapters and sign an IAUG Chapter Affiliation Agreement.

ARTICLE X - DUES

Section 1 - Annual Dues

The Board of Directors may determine the amount of initiation fee, if any, and annual dues payable to the Corporation by the members.

Section 2 - Payment of Dues

Dues shall be paid annually on a schedule determined by the Board of Directors.

ARTICLE XI - MISCELLANEOUS

Section 1 - Fiscal Year

The Fiscal year of the Corporation shall commence on January 1st and end on December 31st of each year.

Section 2 - Logo and Letterhead

IAUG name, logo and letterhead shall be used for official purposes and only for official purposes as authorized by the Board.

Section 3 - Official Spokesperson

The official spokesperson of the Corporation shall be the Executive Director and the alternate spokesperson shall be the President.

ARTICLE XII - INDEMNIFICATION

The Corporation will indemnify and hold harmless its Officers and Directors upon determination by the Board that the person to be indemnified acted in good faith and with reasonable belief that his actions were in the best interests of the Corporation, but only to the extent authorized by Illinois law.

ARTICLE XIII - DISSOLUTION

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

ARTICLE XIV - AMENDMENTS

The Articles of Incorporation of the Corporation and these bylaws or any of them, may be altered, amended, restated, or repealed (or new Articles of Incorporation or bylaws may be adopted) by a two-thirds (2/3) majority of the Board of Directors

Revisions

January 28, 2011 IAUG Board Call

Updated: ARTICLE IX - CHAPTERS, Section 1 - Chapters

February 25, 2011 IAUG Board Meeting

Updated: ARTICLE II-OFFICES, BOOKS AND POLICIES,
Section 4 - Policies

ARTICLE IV - MEMBERS, Section 1 - Classes of Membership,
Section 3 - Guest Members

ARTICLE VI - BOARD OF DIRECTORS,
Section 12 - Compensation

March 16, 2011 IAUG Board Call

ARTICLE VI - BOARD OF DIRECTORS,
Section 3 – Number, Elections and Term of Office

December 9, 2011 IAUG Board Meeting

ARTICLE V – MEETINGS OF MEMBERSHIP,
Section 5 - Quorum

September 13, 2012 IAUG Board Meeting

ARTICLE VII, Section 2 – Officer Terms

ARTICLE VI, Section 7 – Vacancies

ARTICLE VI, Section 2 – Transition Board – Removed

ARTICLE VI, Section 3 – Terms - transition language

June 2013

ARTICLE VI, Section 5 – Removal of Directors

ARTICLE XI, Section 3 – Official Spokesperson

May/June 2017

ARTICLE III, Purposes

ARTICLE IV, Section 2 – Customer Members

Section 3 – Affiliates

Section 4 – Partner Members

ARTICLE V, Section 3 – Special Meetings

Section 4- Notice of Meetings

Section 5- Quorum

ARTICLE VI, Section 2- Number, Election and Term

Revised June 2017

of Office
ARTICLE VIII, Section 2- Regular Meetings
Section 4- Notice of Meetings
Section 6- Action by Consent
ARTICLE XIV, Amendments