



**Customers Of Dynix, Inc.  
Amended February 14, 2005**

**ARTICLE I      Name**

The name of this corporation shall be the Customers Of Dynix, Inc. (CODI), hereinafter referred to as the “Corporation.”

**ARTICLE II      Definitions**

**1. Company**

“Company” is defined as *Dynix, Inc.*, and its affiliates or authorized distributors.

**2. Dynix User**

A “Dynix User” is defined as an institution or formal group of institutions that licenses any software supported or sold by the Company.

**3. Dynix User Number**

A “Dynix User Number” is the number assigned to each customer by the Company. It is also sometimes referred to as the Dynix Customer Number.

**4. Core Product**

A “core product” is the cataloging or circulation module of an integrated library system sold by the Company.

**5. Member**

A “Member” includes both a Full Member and an Associate Member.

**6. Full Member**

A “Full Member” is a Member meeting the qualifications set forth in Section 1 of Article IV below.

**7. Associate Member**

An “Associate Member” is a Member meeting the qualifications set forth in Section 2 of Article IV below.

**ARTICLE III      Purposes**

The purposes of the Corporation are educational and professional within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended, including but not limited to:

1. Establishing forums to provide support and foster the sharing of information among the membership.
2. Maintaining and improving relations and lines of communication among members and between members and the Company.
3. Formulating, coordinating, and recommending enhancements regarding the development of software and related products.

4. Carrying out activities which the members deem appropriate for the benefit of the Corporation.
5. Serving as designated "User" according to the terms of the Escrow Agreement(s) for Software Program Source Code and Other Material, through which members shall have access to appropriate Company source code and documentation.

## **ARTICLE IV Membership Categories**

### **1. Full Members**

#### **a. Qualifications**

- 1) To qualify as a Full Member, a Dynix User must (a) have a Dynix User Number, (b) license one or more core products as defined in these Bylaws, (c) complete the Corporation's Member application, and (d) pay membership dues.
- 2) Full Memberships are based upon the number of Dynix User Numbers held.
- 3) An institution with more than one Dynix User Number is eligible for one Full Membership per Dynix User Number upon separate written application and payment of dues for each membership.

#### **b. Voting Privileges**

- 1) Each Full Member in good standing shall have one vote.
- 2) Balloting procedures shall be conducted which ensure one vote per member.
- 3) Each Full Member shall designate a representative for contact and voting purposes. A Full Member may designate someone other than the representative to vote for that Full Member, providing the Secretary is notified two (2) weeks in advance of the first day of voting.
- 4) In order to take part in a vote by ballot a Full Member must be in good standing two (2) weeks before the ballots are available for voting.

#### **c. Participation**

Full Members may participate at all levels in the Corporation.

### **2. Associate Members**

#### **a. Qualifications**

- 1) To qualify as an Associate Member, an institution must (a) have a Dynix User Number, (b) license one or more products other than core products, (c) complete the Corporation's Membership Application, and (d) pay membership dues. Licensing more than one non-core product does not entitle a Dynix User to multiple memberships.

#### **b. Voting Privileges**

- 1) Associate Members may vote on changes in the Bylaws and dues.
- 2) Each Associate Member in good standing shall receive one ballot.
- 3) Each Associate Member shall designate a representative for contact and voting purposes. An Associate Member may designate someone other than the representative to vote for that Associate Member, providing the Secretary is notified two (2) weeks in advance of the first day of voting.

- 4) In order to take part in a vote by ballot an Associate Member must be in good standing two (2) weeks before the ballots are available for voting.

**c. Participation**

Associate Members may serve on committees as specified in Article VII.

**3. Annual Dues**

- a. The annual dues for each membership category shall be determined by the Board of Directors of the Corporation (hereinafter the “Board”) and approved by two-thirds (2/3) of the Members voting by ballot. Membership dues shall be paid in U.S. dollars.
- b. Memberships shall run from January 1 through December 31. Dues are not prorated.
- c. New Members may join the Corporation at any time by completing an application and paying dues.
- d. Annual membership dues must be received by the Treasurer by March 1st in order to remain in “good standing.”
- e. Members not paying dues by the appropriate deadline are considered no longer in “good standing” and shall forfeit their rights and voting privileges in the Corporation and shall be so notified in writing by the Secretary or designee. Membership can be reinstated by the payment of dues.
- f. The Board may waive membership fees for some groups of Members (e.g. first time users) if the Board views this waiver to be in the best interest of the Corporation.

**ARTICLE V Meetings**

**1. Official Membership Meetings**

- a. There shall be an annual membership meeting held at a site and date approved by the Board.
- b. Special membership meetings may be called by the President, or by a majority of the directors serving on the Board.
- c. The President or Board shall be required to call a special membership meeting upon written request of twenty-five percent (25%) of the current Full Members.
- d. Notification of the date, time, and place and an agenda for all annual and special membership meetings shall be sent to each Member at least sixty (60) days in advance of the meeting.
- e. Voting on procedural matters for a meeting, straw polls, advisory issues (including referring matters to the Board), and votes of appreciation and commendation may take place at an annual or special membership meeting.
- f. A quorum consists of a majority (fifty percent plus one) of those Members in attendance at the annual or special membership meeting that has been called in accordance with this Article.

**2. Other Meetings**

- a. Informational or program meetings may be held at any other time, but no official business of the Corporation may be conducted at such meetings.
- b. Notification of informational or program meetings shall be sent to members at least thirty (30) days in advance, with a statement of date, time and place

and including information about the subject(s) to be presented.

## **ARTICLE VI Officers and Board of Directors**

### **1. Board of Directors**

- a. The Board shall consist of ten (10) directors made up of five (5) officers, the Product Liaison, and four (4) additional elected Members-At-Large. In addition, one non-voting representative of the Company, nominated by the Company, and appointed by the Board, shall serve on the Board and act as the liaison between the Corporation and the Company.
- b. Responsibilities of the Board are to:
  - 1) Conduct the regular and ongoing business of the Corporation and report on same at the annual membership meeting.
  - 2) Exercise the powers of the Corporation and represent the Corporation as its ultimate authority when the membership is not in session.
  - 3) Assume responsibility for the execution of policies and programs.
  - 4) Meet at least annually in conjunction with the annual membership meeting.
  - 5) Adopt an annual operating calendar for date-sensitive matters.
  - 6) Hold regular meetings to conduct the business of the Corporation.
  - 7) Call special Board meetings as required. These special meetings may be called by the President or by a majority of the directors then serving on the Board.
  - 8) Adopt an annual budget for the Corporation at the start of the fiscal year and report that budget to the Members.
  - 9) Oversee the expenditure of funds by means of review and authorization in accord with an annually prepared plan that has been approved by the Board.
  - 10) Fill Board and committee vacancies in accordance with these Bylaws.
  - 11) Approve appointments of members and their chairs to the Standing and Ad Hoc Committees.
  - 12) Annually review the performance of any employee or contract service used by the Corporation.
  - 13) Deliver to their successors all pertinent books and other property at the end of their terms of office, and forward all other materials to the keeper of the Corporation archives.

### **2. Officers**

#### **a. President - Responsibilities**

1. Be the chief officer of the Corporation; preside at membership meetings and at meetings of the Board.
2. Appoint individuals to standing committees, subject to approval by the Board, in accordance with Article VII of these Bylaws.
3. Form such *ad hoc* committees as the President may find necessary, subject to the annual approval of the Board. Along with naming an *ad hoc* committee and its charge, appoint its members, subject to the approval of the Board.

4. Perform such other duties which are necessarily incident to the office of President or as may be prescribed by the Board.
5. Verify receipt of source code into escrow upon release of a new software version and report the results to the membership.
6. Upon receipt of a request for access to source code material, shall verify that a Member is in good standing and that the request is in compliance with the terms of the Escrow Agreement. Upon verification shall forward said request to the escrow agent specified by the Company.
7. In consultation with the Vice-President and the Treasurer, shall prepare an operating budget by the end of the current fiscal year for the upcoming fiscal year.

**b. Vice-President/President-Elect - Responsibilities**

1. Perform the duties of the President in her/his absence.
2. Serve as chairperson for the Annual Conference Planning Committee.
3. In consultation with the President and the Treasurer, prepare an operating budget by the end of the current fiscal year for the upcoming fiscal year.
4. Present to the Board, for its approval, a budget for the annual conference by the date specified in the Board adopted Operations Calendar.

**c. Secretary - Responsibilities**

1. Give notice of and attend all membership meetings.
2. Keep the official record of the Corporation and of all membership meetings.
3. Keep the official record of Board meetings and actions, and distribute the minutes to the directors for approval.
4. Verify that a membership list is kept current and accessible to all Members.
5. Conduct elections in accordance with these Bylaws. Notify election candidates and Members of election results.
6. Provide notification of upcoming elections or ballots at least sixty (60) days in advance of such vote, including requirements that must be met in order for a Member to be able to vote.
7. Coordinate with the activities of any persons hired or contracted to assist with the office of Secretary.

**d. Treasurer - Responsibilities**

1. Invoice Members and collect annual dues and other monies, as required.
2. Report payment of dues to the Secretary and others as needed for the maintenance of a membership list.
3. Arrange for the annual audit of all financial records by an independent auditor. If requested by the Board, submit the financial records of the Corporation for an audit at any time.
4. Keep an account of all funds received and expended, and make disbursements as authorized by the Board and approved by such officers as the Board may prescribe.

5. Prepare monthly summary reports on the financial condition of the Corporation for the Board's review.
  6. Prepare and distribute an annual report of the financial transactions and fiscal condition of the Corporation to be presented at the annual membership meeting.
  7. File tax returns and/or tax statements.
  8. Make all funds, books, vouchers, and related material pertinent to the office available for inspection by the Board.
  9. In consultation with the President and the Vice-President, prepare an operating budget by the end of the current fiscal year for the upcoming fiscal year.
  10. Coordinate with the activities of any persons hired or contracted to assist
- e. Immediate Past President - Responsibilities**
1. Serve as the chair of the Nominating Committee.
  2. Act as an advisor to the President and Board on past matters and procedures.
  3. Act as a liaison with international Dynix users groups.

### **3. Other Voting Board Members**

#### **a. Product Liaison - Responsibilities**

Serve as Chair of the Enhancement and Development Committee, coordinating the activities of said committee as they formulate, coordinate, and recommend enhancements to the Company's software and related products.

#### **b. Board "Members-At-Large" - Responsibilities**

Represent the interests of the membership, endeavoring to see that the viewpoints of all Members are considered in deliberations. Members-at-Large may also be assigned specific oversight duties for an aspect of the users group by the Board. There will be four Members-At-Large.

### **4. Terms of Office**

- a. The Vice-President/President-Elect shall serve a total of three years – one year each as Vice President, President, and Immediate Past President.
- b. The Secretary, the Treasurer, the Product Liaison, and Members-at-Large shall each serve a two-year term. Terms will be staggered so that some expire in alternating years.
- c. Following an election, terms begin on January 1. Terms conclude on December 31.

### **5. Vacancies**

Vacancies in any office may be filled from the Members by the Board for the unexpired portion of the term. For a vacancy in the office of Vice-President/President-Elect, the Board appointee serves only as Vice-President. A special election must be conducted to fill a vacancy in the position of President-Elect.

### **6. Recall / Removal**

- a. Any elected officer or appointed committee member is subject to recall or removal.
- b. Any officer, director, or committee member may be removed from

office by a 2/3 majority vote of the Board whenever in its judgment the best interests of the Corporation would be served thereby.

- c. Or, upon written request of at least twenty-five percent (25%) of the Full Members, the Board, shall initiate a special recall vote by ballot. The officer or chairperson will be removed from office if two-thirds (2/3) of the Full Members voting approve the recall.

**7. Action Without Meeting**

Any action required or permitted to be taken by the Board under any provision of the Utah Revised Nonprofit Corporation Act and under these Bylaws may be taken without a meeting if all of the directors of the Corporation shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board.

**8. Meeting by Telecommunication**

The directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by any means of communication, in which the words of all persons participating in the meeting can be transmitted in real time, by audio or visual means, to all other participants. Participation in a meeting under this section shall constitute presence in person at the meeting.

**9. Quorum and Voting**

In order to constitute a quorum, a majority (fifty percent plus one) of the directors of the Board must be present. Whenever a quorum is present, an act taken and passed by a majority of those directors present shall constitute an act of the Board. The President may vote on all motions presented.

**ARTICLE VII Committees**

**1. Standing committees.**

Standing Committees consider matters of the Corporation that require continual attention and must be appointed by the dates stipulated in the Board adopted Operations Calendar. Members are appointed by the President and approved by the Board. Members will serve two (2) year staggered terms and chairs will be appointed from the committee's membership on an annual basis. Committee members may be appointed to a second two (2) year term. Committee chairs must be Full Members of the Corporation. Associate Members may serve on all committees, except as indicated in Section 1b and Section 2 below.

**a. Nominating Committee**

- 1) The Immediate Past President shall chair the Nominating Committee.
- 2) At least one member of the Nominating Committee must be a representative of a Canadian Member.
- 3) The Nominating Committee will slate at least one candidate for each post up for election.
- 4) The Nominating Committee shall insure that the nominations include a balance of users of the various types of products used by Members, and make every effort to insure that there is representation on the Board for the

various types of libraries (i.e. academic, public, school, consortia, etc.) holding memberships in the Corporation.

- 5) The Nominating Committee shall seek to nominate candidates representing the geographic make-up of the membership. In particular, the committee will strive to see that a Canadian Member holds at least one Board position.
- 6) The Nominating Committee shall include information about the nominees, including, but not limited to, the type of library where they are employed and the software products used at that institution.
- 7) The Chair of the Nominating Committee will accept nominations from the membership between April 1 and June 30. Individuals may self-nominate. All such nominees must be employees of member institutions and must indicate a willingness to serve, if elected.
- 8) The Chair of the Nominating Committee will deliver a completed slate of candidates for all open positions and candidate biographies to the Secretary by the date stipulated in the Board adopted Operations Calendar.

**b. Enhancement and Development Committee**

- 1) The Product Liaison shall chair the Enhancement and Development Committee.
- 2) Only Full Members may serve on the Enhancement and Development Committee. Both Full and Associate members are eligible to serve on subcommittees of the Enhancement and Development Committee where the task of the subcommittee is focused on non-core products licensed by the committee members. A Full Member of the Corporation will chair any such sub-committee and will also serve as a member of the Enhancement and Development Committee.
- 3) Members shall be appointed to represent the products and modules sold by the Company and in use by the membership.
- 4) The Enhancement and Development Committee shall report on the activities of the committee regularly (at least twice a year) to the membership. Mid-year reports may be via the Corporation mailing list.
- 5) The Enhancement and Development Committee shall determine a fair and equitable process by which enhancement requests from the Members may be evaluated, prioritized and submitted.

**c. Conference Planning Committee**

- 1) The Vice-President/President-Elect shall chair the Conference Planning Committee.
- 2) The Conference Planning Committee shall be composed of those persons who will be responsible for CODI conferences.
- 3) Membership shall include the President, a Program Chair, the contracted Conference Planner, a Dynix Liaison, and other persons as deemed appropriate by the Conference Planning Chair and the Board.
- 4) The Conference Planning Committee shall submit a proposed conference budget for approval by the Board.

**d. Membership Committee**

- 1) The Membership Committee shall contact new Dynix licensees to provide them with information about the Corporation and encourage new memberships.
- 2) The Membership Committee shall act as a liaison to regional users groups and shall be charged with maintaining a current listing of such regional groups and their contact information as well as publishing notices of regional group meetings on the Corporation website and through email discussion groups such as Dynix-L and Horizon-L.

**e. Communications Committee**

- 1) The Communications Committee will maintain the Corporation's web site.
- 2) The Communications Committee will coordinate use of the listservs with the hosting institutions.
- 3) The Communications Committee shall be responsible for other exchanges of information, such as contributing articles to newsletters.

**f. By-laws Committee**

- 1) The By-laws Committee will review the Bylaws of the Corporation annually and make recommendations to the Board by the date stipulated in the Operations Calendar.

**2. Ad Hoc Committees**

Ad Hoc committees may be created by the President and/or the Board to carry out a specific charge. Members and chairs will be appointed by the President, subject to the approval of the Board. Associate Members may serve on those ad hoc committees which focus on the non-core products licensed by the Associate Member as well as on any non-software related ad hoc committees. The terms of appointment end with the completion of the committee's assignment or at a specific time as determined by the Board.

**ARTICLE VIII Voting and Elections**

**1. Voting**

- a. A vote by ballot is required for elections, amendments to the Articles or Bylaws, and changes to the annual dues. Ballots must be distributed to Members entitled to vote at least thirty (30) days in advance of the time the ballot is due.
- b. Voting on procedural matters for a meeting – see Article V section 1 part e.

**2. Board Elections**

- a. Elections shall be conducted annually by ballot. Ballots must be distributed to the Full Members at least thirty (30) days in advance of the time the ballot is due. The Board may alter the election schedule in extenuating circumstances or if special elections need to be held.
- b. A simple majority of those voting is required to elect a director to office.
- c. The Secretary shall conduct all elections, (either directly or by supervision of staff) including preparing and distributing the ballots, tallying results, and notifying nominees and all Members of the results.

## **ARTICLE IX Term Limits**

### **1. Board & Officers**

An individual may serve up to two (2) consecutive terms in the same office. Upon serving two (2) terms, individuals may not stand for reelection for the same office until a two-year period has elapsed. Individuals may stand for election to another office as long as they do not exceed eight (8) consecutive years on the Board. A person serving in the offices of Vice-President/President/Past President shall not be eligible for reelection until a two-year period has elapsed after the end of the Past President's term.

### **2. Standing Committees**

Members will serve two (2) year staggered terms and may serve no more than two (2) full terms. Committee chairs will be appointed annually by the President and may not serve more than two (2) years as chair of the committee. Upon serving two (2) terms, individuals may not be appointed to that committee until a one-year period has elapsed.

### **3. Ad Hoc Committees**

Ad hoc committees are not subject to term limits; see Article VII, Section 2.

## **ARTICLE X Fiscal Year**

The fiscal year shall be concurrent with the membership year, January 1 through December 31.

## **ARTICLE XI Amendments**

These Bylaws may be amended, altered, or repealed. Any such action requires that two-thirds (2/3) of those Members voting approve such an action. Voting shall be by ballot. Proposed amendments can be voted upon only if Members have at least thirty (30) days to review such proposals before a vote is to be cast. Any Member may propose amendment(s), alteration(s), or repeal. Such proposals must be forwarded to the Board for review before being forwarded to the Secretary for appropriate distribution and balloting procedures.

## **ARTICLE XII Parliamentary Authority**

The rules contained in the latest edition of *Robert's Rules of Order* shall govern the Corporation when they are applicable and when they are not inconsistent with these Bylaws or any special rules adopted by the membership. For the duration of any meeting, the President may appoint a Parliamentarian *Pro Temp*.

## **ARTICLE XIII Dissolution and Disposal of Property**

There shall be no personal financial gain or profit of any Member of the Corporation. In the event of dissolution of the Corporation, to the extent allowed by law, all of its assets, if any, shall be reduced to cash and the proceeds shall be donated to the Disaster Relief Fund of the American Library Association.

**ARTICLE XIV Indemnification**

The Corporation shall indemnify all officers and directors of the Corporation to the full extent permitted by the Utah Revised Nonprofit Corporation Act, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board.