

**By Laws**  
**for the Emphasys National Users Group**  
**Article I**

**Name**

The name of this organization shall be: Emphasys National Users Group.

**Article II**  
**Objectives and Purposes**

The mission of this organization shall be to foster cooperation and exchange of ideas between and among its members and Emphasys or its successor(s) and to facilitate the effective use and development of its public housing related software product lines.

**Article III**  
**Membership Qualifications, Voting Rights, Dues**

Membership shall be open to all interested public housing entities who use an Emphasys (or its successor's) product. Annual dues are \$250 for authorities with a combined number of vouchers and public housing units greater than or equal to 2,000. Annual dues are \$150 for authorities with a combined number of vouchers and public housing units less than 2,000. Dues are associated with the public housing entity, not with an individual. The membership year begins July 1 and ends June 30. Each eligible member entity shall designate one employee as its voting member and may send an appropriate number of employees (regular or contract) as its representatives to Emphasys National Users Group meetings.

Dues may be adjusted annually by the Executive Committee.

Attendance by nonmembers at the meetings/conferences, etc., is at the discretion of the Executive Committee.

**Article IV**  
**Executive Committee: Members, Responsibilities, Meetings, Quorum,**  
**Voting, Vacancies**

The Executive Committee shall consist of seven member entities, six member entities elected by the membership for three-year terms and one position being held by the immediate past president. Each public housing entity shall be limited to no more than one concurrent Committee position. At the first election, two members shall be elected for a term of one year, two members shall be elected for a term of two years, and two members shall be elected for a term of three years. Thereafter, two member entities will be elected for three-year terms

annually. If additional positions are open, members will elect an entity to fill each unexpired term. Term of office shall run from July 1 through June 30. Member entities shall be eligible for reelection.

The Executive Committee will schedule a meeting for itself as part of the annual meeting agenda. Additional meetings of the Executive Committee may be scheduled through the year either in person or electronically. A quorum (four or more) of the Committee members must be present to conduct business of the organization.

Each Executive Committee member shall have one vote on matters before the Committee, regardless of the voting or nonvoting status of the entity they represent.

The Executive Committee shall establish procedures for (a) maintenance of records and accounts, (b) receipt and expenditure of funds, and (c) periodic reporting of the affairs of the organization to its membership.

The Executive Committee shall be responsible for planning all Emphasys National Users Group meetings unless otherwise delegated by the Committee. Vacancies on the Executive Committee shall remain open until the next annual election.

It is the responsibility of all Executive Committee members to keep all other Executive Committee members up-to-date with respect to their mailing address(es), telephone number(s), fax number(s) and e-mail address(es). Executive Committee members should respect the confidentiality of this information.

Any member of the Executive Committee may circulate a motion for Executive Committee action by e-mail notification to all other Executive Committee members at their last known e-mail address. The subject of such motions shall be relatively minor in nature and shall not involve the obligation or expenditure of more than \$5,000.

One week after the date the motion was e-mailed to all Executive Committee members, it will become an official act of the Executive Committee if: (a) an absolute majority of all Executive Committee members approves the motion through e-mail to all other Executive Committee members at their last known e-mail address and (b) if no Executive Committee member who responds within the week objects to acting on the motion through e-mail.

## **Article V Officers, Duties**

The executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, the immediate past President, and two others.

It is the duty of the President to preside at all meetings of the organization, to create such special committees as may be necessary from time to time, to implement such policies, procedures and activities as adopted by the Committee and report no less than annually to the membership on the accounts and general business of the organization.

The Vice President shall preside in the absence of the President at meetings of the organization and shall succeed the President in office until the next annual election in the case of a Presidential vacancy. The Vice President shall perform such other duties as the President or executive Committee from time-to-time may prescribe.

The Secretary shall attend all meetings of the organization, shall record votes and keep minutes of such meetings, and shall send such notices as may be required. The Secretary shall perform such other duties as the President or executive Committee from time-to-time may prescribe.

The Treasurer shall have custody of the funds and securities of the organization and shall keep full and accurate accounts of all receipts and disbursements of the organization. The Treasurer shall perform such other duties as the President or executive Committee from time-to-time may prescribe.

In case of vacancy of both the President and Vice President, the Secretary and then the Treasurer shall follow in line of succession to the office of President.

Any officer who fails to attend three (3) consecutive Board meetings may be removed from office (but not from the Executive Committee) by a majority vote at any Executive Committee meeting at which a quorum is present.

Any vacancy in the office of President, Vice President, Secretary or Treasurer may be filled by election at any Executive Committee meeting at which a quorum is present.

#### **Article VI Contracts, Loans, Checks Deposits**

The Executive Committee may authorize any officer or officers, agent or agents, to enter into any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to specific instances.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the organization, shall be executed or effected by such officer or officers, employee, agent or agents of the organization and in such manner as shall from time to time be determined by the Executive Committee.

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Executive Committee may select.

#### **Article VII Nominations and Elections**

Any member entity is eligible for nomination.

Nominations and elections for membership on the Executive Committee will be held at the annual Emphasys National Users Group meeting.

The Executive Committee will be responsible for carrying out the nominating and voting process for Executive Committee membership each year.

The Executive Committee will elect its own officers, annually. Members will remain in office until replaced by election.

#### **Article VIII Meetings**

There shall be an annual meeting of the organization at a time and place determined by the Executive Committee. Reasonable notice of the annual meeting shall be given to the membership by the Secretary, but not less than eight weeks prior to the meeting date.

Special meetings of the membership may be called at any time by the Executive Committee.

The Secretary shall give notice of the time and place of a special meeting no less than eight weeks prior to the meeting date.

A quorum must be present at all meetings at which business is transacted.

The provisions of Robert's Rules of Order, As Revised, shall apply to the conduct of any meeting of the membership, Executive Committee, or any other duly appointed committee.

#### **Article IX Committees**

The President may create committees and appoint individuals from entity memberships to serve on such committees, tasks force, or similar groups as appropriate to the purposes and activities of the organization. It shall be the responsibility of each chairperson to ensure that its activities are reported to the Executive Committee no less than annually.

#### **Article X Amendment**

These by laws and may be amended at a regular or special meeting of the membership, provided a quorum is present and voting, and two-thirds of those voting vote in favor of the amendment. Each member shall be sent a copy of the proposed amendment(s) with notice of the meeting at which the amendment(s) is to be voted upon. Such material shall be sent by the Secretary to each member not less than four weeks prior to the meeting.

#### **Article XI Effective Date**

These by laws and amendments thereto shall become effective upon approval by a majority vote of the membership.

*Originally Adopted July 17, 1998 by a majority vote of the membership.*

*Revised /Adopted July 17, 2000 by a majority vote of the membership.*

*Revised /Adopted June 21, 2002 by a majority vote of the membership.*

*Revised /Adopted July 14, 2004 by a majority vote of the membership.*

*Revised /Adopted November 14, 2006 by a majority vote of the membership.*

*Revised/Adopted September 18, 2007 by a majority vote of the membership.*

*Revised /Adopted September 30, 2008 by a majority vote of the membership.*