



VMware User Group Bylaws

Article I - Name

The name of this organization shall be the VMware User Group, herein after referred to as "VMUG". VMUG will be an incorporated association organized and governed under the laws of the state of Illinois.

Article II - Purpose

The VMware User Group is an independent, global, customer-led organization, which maximizes members' use of VMware and partner solutions through knowledge sharing, training, collaboration, and events.

Article III - Membership

Section 1 - General

All members of a Chapter are members of VMUG and must qualify as one of the membership classes listed below and be members in good standing. The Chapter will keep VMUG informed of all current members as outlined in the VMUG Governance Policies (herein referred to as VGPs).

Section 2 – Membership Categories

End User Member

An End User Member shall be any person interested in or actively operating a VMware product.

Partner Member

A Partner member shall be any person employed by a company who sells VMware products or services or products and services of VMware competitors.

Broadcom Member

Any employee of Broadcom.

Section 3 - Classes of Membership

End User Membership

Shall have voting privileges, shall be eligible to serve on the VMUG Board, shall be eligible to serve as a Committee Chair or as a Committee Member, or as Local Leader.

Partner/Associate Membership

Shall not have voting privileges and shall not be eligible to serve on the VMUG Board or as a Committee Chair. Partner Members shall be eligible to serve as a Committee Member or as a Local Leader, subject to the process and restrictions defined in the VGPs.

Broadcom Member

Unless otherwise indicated in these bylaws Broadcom Members shall not have voting privileges, shall not be eligible to serve on the VMUG Board, shall not be eligible to serve as Committee Chair or Local Leader, but can serve as a Committee Member.

Article IV - Membership Meeting

VMUG may hold membership meetings as needed.

Article V - Board of Directors

Section 1 - Composition

The affairs of VMUG shall be managed by the Board of Directors. The Board shall be comprised of Officers, Directors and the Executive Director.

Section 2 - Meetings

- A. The Board shall meet as necessary to conduct the business of VMUG.
- B. Special Meetings may be called by the President or a majority of the Officers and Directors.

Section 3 - Quorum

A quorum of any properly called Board of Directors meeting shall consist of fifty percent (50%) of Directors.

Section 4 - Absence

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

Section 5 – Removal or Resignation

- A. Officers and Directors shall be subject to removal as permitted by applicable law for cause as defined in the VGP's.
- B. Any Officer or Director submitting a resignation shall notify VMUG's Treasurer/Secretary in writing stating the effective date of the resignation.

Section 6 - Vacancies

- A. Should there be a vacancy in any office other than the President it shall be filled for the balance of the term by a method determined by the Board.
- B. Should there be a vacancy in the office of President, the Vice President shall assume the office of President for the balance of the term.
- C. Should there be a vacancy in the office of both the President and the Vice President, the Board shall vote on new officers to fill the vacant roles.

Section 7 - Multiple Board Positions

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

Article VI - President, Vice President, Treasurer/Secretary and Directors

Section 1 - Election, Eligibility and Terms of Office

- A. Terms of Office -
 - a. The terms for all directors shall be two (2) years unless a two-thirds majority vote by the Board of Directors approves an exception.
 - b. Directors will be eligible for re-election up to a maximum of three consecutive terms
 - c. The terms for President, Vice President and Treasurer shall be one (1) year and they will be eligible for re-election up to three (3) one-year terms for each officer position. Director and officer terms run concurrently.
 - d. Partial terms served in all Board positions shall not be counted against term limits.
- B. Board Structure
 - a. The Board will have 11 voting Directors, which number shall include the officers. At least one Director should be from outside the United States.
 - b. Broadcom will appoint up to two Directors to the Board, one of which is required and will be a voting representative which will be included in the count towards voting Directors. The second of which is optional to fill and will be non-voting and appointed at Broadcom's discretion. Term limits do not apply to Broadcom representatives
 - c. The Executive Director shall be an ex-officio member of the Board of Directors.
- C. Eligibility for all voting Board positions (non-Broadcom)
 - a. A candidate must:
 - i. Be an End User Member in good standing as defined in these bylaws.
 - ii. Have the endorsement of the nominations committee and the support of his/her employer.
- D. Elections
 - a. The Nominations Committee as defined in the VGP's shall put forward a slate of directors for each open position to be approved by the Board of Directors.

- b. Once approved by the Board of Directors, the slate will be presented to the voting membership for approval.
- c. Should the slate not be approved by the voting membership, a general election will be held.
- d. Once the slate is approved, the Board of Directors will elect the officers from the Directors.
- e. Write-in candidates may be accepted according to the VGPs.
- f. Broadcom will be responsible for appointing its Board representatives.

Section 2 - Assumption of Office

- A. All newly elected directors and Officers, except those assuming unfulfilled terms, shall assume their offices on the first day of VMUG's next fiscal year.
- B. The Directors and Officers assuming an unfulfilled term shall take office immediately following their selection.
- C. VMUG directors and officers will be elected by the process outlined in the VGPs.

Article VII - Common Practices

Section 1 - Fiscal Year

The Fiscal year of VMUG shall commence on the first (1st) day of January and shall end on the thirty first (31st) day of December.

Article VIII - Indemnification

VMUG will indemnify and hold harmless its officers, directors, members, and their representatives upon determination by the Board that the person to be indemnified acted in good faith and with reasonable belief as to what was in the best interests of VMUG. Members and their representatives shall not be liable for the debts of VMUG.

Article IX - Dissolution

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

Article X - Amendments

Section 1 - Bylaws

- A. A proposed bylaw amendment must be submitted by an End User Member to the Governance Committee.
- B. The proposed bylaw(s) and/or amendment(s) must be presented in writing for inclusion on the next Board meeting agenda after the Governance Committee has reviewed and determined a recommendation.
- C. The proposed amendment(s) and/or bylaw(s) are discussed at that meeting and a vote is taken at a future Board meeting.
- D. A two-thirds (2/3) vote of the full Board is required for the proposed amendment(s) and/or bylaw to pass.
- E. The new bylaw becomes effective immediately unless an effective date is specified during the amendment process.

Section 2 – Governance Policies

A simple majority vote of the full Board is required for amending the VMUG Governance Policies.

Article XI – Chapters

Section 1 – Affiliation

- A. Chapters (Local VMUG)
 - a. A Chapter applying for affiliation with VMUG must submit all information as required in the Chapter Affiliation Agreement and the VGPs.
- B. The Treasurer/Secretary of the Board shall notify the Chapter of the decision of the Board.

Section 2 - Autonomy and Responsibility

Chapters are legally separate and autonomous entities. VMUG is not responsible for the conduct of Chapters or members, nor liable for their debts or other obligations. Chapters and members may not speak for, or otherwise legally bind VMUG.

Section 3 - Duration of Affiliation and Termination

- A. Duration of Affiliation: Chapters shall have their affiliation automatically renewed annually providing they are in compliance with the affiliation agreements, the bylaws and the VGPs.
- B. Termination of Affiliation: A Chapter may have its affiliation suspended or terminated if it is not in compliance with the affiliation agreements and/or the bylaws and the VGPs.