

Bylaws of the Milwaukee Software Process Improvement Network

July 27, 2010
(Proposed)

Article 1

Name and Incorporation

- 1.01 The name of this organization shall be called, “Milwaukee Software Process Improvement Network, Inc.”. This name may be abbreviated to “M–SPIN” which shall be valid for all intents and purposes.
- 1.02 M–SPIN shall be incorporated under the laws of the State of Wisconsin.
- 1.03 M–SPIN shall diligently seek and maintain tax status as a non-profit professional society under US Internal Revenue Code section 501(c)(6) or its successor(s).

Article 2

Mission and Objectives

- 2.01 M–SPIN shall provide the software development community of southeastern Wisconsin with a public organization for promoting software process improvement. M–SPIN shall serve as a forum for the exchange of experiences and ideas. M–SPIN shall be a source of information for its members and the firms and other organizations that they belong to.
- 2.02 M–SPIN shall act to accomplish the following specific objectives in order to accomplish its mission:
 1. Advance the quality of software.
 2. Improve software productivity.
 3. Promote software process maturity.
 4. Transfer software process improvement knowledge and innovation to all participants.
 5. Share lessons learned with M–SPIN membership, the general public, and other organizations.
 6. Promote cooperation between industry, academia, and government with respect to software process improvement technology.

Article 3

Relation to Software Engineering Institute

- 3.01 M–SPIN is an independent professional society that is loosely affiliated with the Software Engineering Institute (SEI), 4500 Fifth Avenue, Pittsburgh, PA, 15213-2612, www.sei.cmu.edu. It is not a subdivision, subsidiary organization, or chapter of SEI.
- 3.02 M–SPIN supports the goals, objectives, and professional standards of SEI. M–SPIN makes use of the resources that SEI provides to the software engineering profession.
- 3.03 M–SPIN does not accept any form of direction or control from SEI. M–SPIN does not receive any form of financial support from SEI nor does it share facilities, employees, officers, or directors with SEI.

Article 4 Finance

- 4.01 All money shall be kept in a General Fund. There shall be no other funds.
- 4.02 No money may be withdrawn from the treasury except on appropriation by the Board of Directors or in fulfillment of contractual obligations.
- 4.03 The Treasurer shall provide a written report on receipts, expenditures, and current balances to the Board of Directors at each of its regular meetings.
- 4.04 The fiscal year shall begin on July 1 and end on June 30 of the succeeding calendar year.
- 4.05 In the event of dissolution of M–SPIN, the Board of Directors may, by written resolution, donate all remaining funds, after payment of all remaining debts and expenses, to one or more non-religious charitable, educational, scientific, or professional organizations operating under US Internal Revenue Code sections 501(c)(3) or 501(c)(6) or their successor(s). If the Board of Directors fails to approve such resolution before dissolution, then all remaining funds shall be donated to the Software Engineering Institute.

Article 5 Members

- 5.01 All natural persons who express a desire to be involved with and receive communications from M–SPIN shall be members of M–SPIN. Attendance at a meeting or registration on the M–SPIN web site shall be sufficient evidence of intent to become a member. The Board of Directors may develop procedures for additional methods of expressing intent to become a members. Members need not be active practitioners of the software development profession nor hold any recognized degree or certification in software development in order to be eligible for membership. Membership shall be open to all interested persons regardless of race, religion, national origin, citizenship, ethnicity, age, sex, sexual orientation, gender identity or expression, or any other demographic factor.
- 5.02 Active members shall be members who attend at least one meeting in the most recent 12 calendar months. All other members shall be inactive members.
- 5.03 Voting members shall be active members who have attained the legal age of majority in the state of Wisconsin and who have attended at least three (3) meetings in the most recent 12 calendar months.
- 5.04 Members may terminate their membership by sending a request for termination to the Secretary. The Board of Directors shall act on the request at its next regular meeting. The Board of Directors may develop procedures for terminating inactive members who have not attended any meeting in the most recent 24 months.
- 5.05 No corporation, organization, or other artificial person shall be eligible for membership.

Article 6 Meetings

- 6.01 Regular presentation meetings of the M–SPIN membership shall be held at a site that is open and accessible to all members. Such meetings shall be held on the third Thursday of the months of January, February, March, April, May, September, October, and November.

- The Board of Directors may change the date of an individual regular meeting by written resolution.
- 6.02 Business meetings may be held at the start of any regular presentation meeting. Business may be transacted if two thirds of the Board of Directors is present.
- 6.03 The annual meeting shall be held at the regular presentation meeting in the month of May.
- 6.04 The Board of Directors may call special meetings of the membership for business, presentations, or both by approving a written resolution calling the special meeting.
- 6.05 The Board of Directors shall give notice of all presentation meetings by e-mail message to the full membership at least 15 days and no greater than 60 days in advance of the meeting date.
- 6.06 A quorum for transacting business shall consist of 10 members.
- 6.07 Voting by proxy or absentee ballot shall not be permitted.

Article 7

Officers

- 7.01 The voting officers of M-SPIN shall be a President, Vice President, Secretary, Treasurer, Membership Chair, Nominations Chair, Program Chair, and four (4) At-Large Directors.
- 7.02 The Board of Directors may, by adopting a Continuing Resolution, create additional officers. Such officers shall be non-voting. Such Continuing Resolution shall specify the title, term, duties, responsibilities, and manner in which such officers shall be chosen.
- 7.03 All voting and non-voting officers shall be voting members of M-SPIN.
- 7.04 No voting officer may hold more than one voting office simultaneously. No voting officer shall be eligible for election to a voting office after completing four (4) years of continuous service in that office. Such person shall not be eligible for election to the same voting office until two (2) years have elapsed since the end of the previous service.
- 7.05 All voting officers shall be elected at the annual meeting and shall serve for a term of one year or until their successors are elected. The term of office shall begin at the close of the annual meeting at which they are elected.
- 7.06 The Nominating Committee shall present at least one nomination for each voting office. At the time of the election, additional nominations shall be accepted from the floor.
- 7.07 Election to all voting offices shall be by written ballot by simple majority vote. The ballot shall provide sufficient space for write-in votes for all voting offices.
- 7.08 In the event that a vacancy occurs in a voting office between annual meetings, the Board of Directors shall elect a person to fill such vacant office at its next regular meeting. The Nominating Committee shall search for qualified persons to fill the vacancy and report its findings to the Board of Directors. Such election shall be by written ballot by simple majority vote. Any person elected under this provision shall serve the remainder of the term for the respective voting office.
- 7.09 Any voting officer may be removed from office by a two thirds majority vote of the Board of Directors.

- 7.10 The President shall receive resignations. The Secretary shall receive the President's resignation.
- 7.11 The voting officers shall be the officers of M–SPIN and the Board of Directors. They shall perform the duties specified in the M–SPIN parliamentary authority, Continuing Resolutions, and any additional temporary duties approved by the Board of Directors from time to time.
- 7.12 All voting officers shall serve without compensation in any form. The Board of Directors may determine, from time to time, by written resolution, the compensation of non-voting officers.

Article 8

Board of Directors

- 8.01 The voting membership of the Board of Directors shall consist of the voting officers of M–SPIN. The Board of Directors may, by written resolution, admit other voting members of M–SPIN to ex-officio (i.e., voice without vote) membership.
- 8.02 The Board of Directors shall have full power and authority over the affairs of M–SPIN and, as such, shall be responsible for maintaining and protecting the property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Wisconsin. It shall be bound by all applicable federal, state, and local laws. The Board of Directors shall not approve any resolution that discriminates against any member upon the basis of any demographic factor as specified in section 5.01.
- 8.03 The Board of Directors shall hold a regular meeting in each calendar month at a site that is open and accessible to all voting and ex-officio members. Such meeting shall be at a date and time as specified in a Continuing Resolution adopted by the Board of Directors, which date and time shall be the same in each month. The Board of Directors may change the date of an individual regular meeting by written resolution.
- 8.04 Special meetings of the Board of Directors may be called by a simple majority vote of the Board of Directors or by the President.
- 8.05 Notices of regular and special meetings shall be given by e-mail message to all members of the Board of Directors at least two (2) days and no greater than 30 days in advance of each meeting. All notices, minutes, and other records of Board of Directors meetings shall be posted in a publicly accessible area on the M–SPIN web site or such other publicly accessible web site as the Board of Directors may decide from time to time.
- 8.06 A quorum for transacting business shall consist of a simple majority of the voting officers.
- 8.07 Voting by proxy or absentee ballot shall not be permitted. The Board of Directors, by adopting a Special Rule of Order, may specify how members of the Board of Directors may participate in Board meetings by teleconference or video conference. All such participation shall be, for all intents and purposes, the same as if such members participated in person.
- 8.08 All meetings of the Board of Directors shall be open to all active members. Only personnel-related matters may be considered in closed session. All records, except for personnel records, shall be available for inspection and duplication by all active members.

Article 9 Committees

- 9.01 A Membership Committee shall be established for the purpose of finding new members, advertising M–SPIN to the general public, and maintaining the membership records.
- 9.02 A Nominating Committee shall be established for the purpose of finding and evaluating candidates for voting and non-voting officers.
- 9.03 A Program Committee shall be established for the purpose of developing and producing the presentations and other programming of M–SPIN.
- 9.04 A Web Site Committee shall be established for the purpose of managing the M–SPIN web site. The Web Site Committee shall consist of at least 5 members.
- 9.05 The Board of Directors, by adopting Special Rules of Order, may establish additional standing committees.
- 9.06 The Board of Directors, by approving a written resolution, may establish any special committee that it desires. All resolutions establishing special committees shall specify the name, duties, and responsibilities of the respective special committees. Such resolutions shall also specify the term of service or conditions of completion for termination of the respective committee’s work.
- 9.07 All standing or special committees shall be chaired by a voting member of the Board of Directors.

Article 10 Subsidiary Documents

- 10.01 The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern M–SPIN in all cases to which they are applicable and in which they are consistent with these Bylaws and any Special Rules of Order that the Board of Directors may adopt.
- 10.02 The Board of Directors may adopt Special Rules of Order by a two thirds vote of all voting members of the Board of Directors. Proposed Special Rules of Order shall require written previous notice at least 10 days and no greater than 35 days prior to the meeting at which the proposal is to be considered.
- 10.03 The Board of Directors may adopt Continuing Resolutions that describe the functions of various committees or operations of M–SPIN. Proposals for Continuing Resolutions shall be adopted by a two thirds vote of the voting members of the Board of Directors present and voting. No written previous notice shall be required.

Article 11 Amendment

- 11.01 Amendments to these Bylaws may be proposed to the membership by a two thirds vote of the voting members of the Board of Directors present and voting. Proposals for amendments shall require written previous notice at least 10 days and no greater than 35 days prior to the meeting at which the proposal is to be considered.
- 11.02 Approval of amendments shall require a two thirds vote of M–SPIN voting members at a regular meeting. Upon approval of the proposed amendment by the Board of Directors, the

Board shall send by e-mail message previous notice of the proposed amendment to all voting members. Such previous notice shall be at least 15 days and no greater than 35 days before the meeting at which the proposed amendment is to be considered.

Article 12
Dissolution

- 12.01 M–SPIN may be dissolved using the same process that is specified for amendment of these Bylaws. A proposal for dissolution shall require the unanimous consent of the voting officers at a regular or special meeting of the Board of Directors and a simple majority vote of the voting members at a regular or special meeting of the membership.