

Bylaws of PNSQC

Version 1.2.3, updated 31 March 2013 (Previous V1.2.2 Adopted 20 November 2008)

Membership

A Voting Member of PNSQC is a person who is currently on the Board of Directors or has registered for the conference within the last twenty-four months.

Management

Management of the affairs of this corporation is vested in the board of directors.

Board of Directors

The board shall consist of seven members elected by the Voting Members. The term for each board member shall be three years. The seven board members will have terms that are staggered such that three are elected in one year followed by two the next and two the following year. Three board members shall be elected in years evenly divisible by three (e.g., 2007 and 2010). Board members shall serve until their successors are elected.

Vacancy on the Board

When there is a vacancy on the board, the remaining board members, even if fewer than a quorum, shall elect a member to serve the remainder of the term.

Removal of Board Members

A board member may be removed from office by a majority vote of the board. Absence from three consecutive meetings of the board is cause for removal.

Board Meetings

The board shall meet regularly at least once each month. The board may establish a regular meeting schedule and for meetings held in accordance with the regular meeting schedule, no formal meeting notice is required. Special meetings of the board may be called by the president or by any three members of the board upon at least seven days notice by telephone, by ordinary mail, or by e-mail. A meeting may be face-to-face assembly, a teleconference, or an electronic meeting.

Quorum; Action by the Board

Five members of the board constitute a quorum. The affirmative vote of a majority of a quorum is sufficient to pass any measure before the board except amendment of the Articles of Incorporation or amendment of the Bylaws for which the affirmative vote of five board members is required. The board may adopt rules for conduct of its proceedings. Questions of order shall be resolved by the president. In addition to voice or ballot votes in face-to-face assemblies, voice

votes may be held in teleconferences. Measures may be presented and voted upon via e-mail. Requests for an e-mail vote must be presented to the President who will forward the motion to the other board members according to the adopted rules. The President will tally the vote and e-mail the results to the board.

Officers

The officers of this corporation shall be a president, a vice-president, a secretary, a treasurer, a conference chair and such other officers as are determined and appointed from time to time by the board. The president, vice president, secretary and treasurer shall be members of the board. Officers who are not members of the board are entitled and encouraged to attend the monthly board meetings and to participate in discussions at those meetings.

Annual Membership Meeting

The annual membership meeting of this corporation shall take place in the month following the month in which a conference is held. If an annual conference is cancelled for any reason, the board shall designate the membership meeting.

Official notice of the annual membership meeting shall be by announcement to all registrants at the conference preceding the membership meeting. If the conference preceding the annual membership meeting is cancelled, notice of the annual membership meeting shall be by mail addressed to the last known address of each member deposited in the mail at least 15 days before the date of the annual meeting.

The president shall preside at the annual membership meeting. A quorum to transact business at the annual membership meeting consists of all Voting Members who are present. Business to come before the annual membership meeting shall include reports from all officers and chairs; election of board members and such other business as is referred to the Voting Members by the board. Methods of nominating and electing board members shall be determined by the board.

Officers, Election

At the first board meeting following the annual membership meeting, the board shall organize for the ensuing year. The board shall elect a president, vice-president, secretary, treasurer and conference chair for one year terms. Officers elected by the board shall serve at the pleasure of the board.

President

The president shall chair the board of directors. The president shall prepare the agenda for all meetings of the board and shall have the same right to propose motions, to second motions and to vote as other board members. The president shall preside at membership meetings. The president shall also ensure appropriate records of the corporation are kept as per the Documentation Retention Policy.

Vice-President

The vice-president shall act in the absence of the president or in the event of the inability of the president to act and shall perform any other duties assigned by the president or the board.

Secretary

The secretary shall ensure appropriate records of the corporation are kept as per the Documentation Retention Policy. The secretary shall also be responsible to oversee the publication and distribution of proceedings of conferences.

Treasurer

The treasurer shall manage the finances of the corporation. The treasurer shall also ensure appropriate records of the corporation are kept as per the Documentation Retention Policy.

Conference Chair

The conference chair shall be in charge of organizing and conducting the technical program for conferences of the corporation.

Financial Responsibility

The ultimate fiduciary responsibility of the organization resides with the board. The President and the Treasurer shall annually sign the financial statements and submit government financial forms. The financial statements shall be compiled and annually reviewed by a professional accountant.

Compensation

No board member shall receive any compensation for services to this corporation as a board member other than complementary event admission. Keynote and Invited Speakers, may be reimbursed for expenses and may receive an honorarium and other people may be hired from time to time to provide specific services to the corporation.

Program; Budget; Policies

The program, budget, and policies of this corporation shall be adopted by the board. The corporation shall maintain the following policies:

1. Conflict of Interest. This policy shall include a requirement that all board members sign a Disclosure Statement.
2. Whistle Blower. This policy shall include:
 - a. How the corporation will deal with complaints;
 - b. Procedures to ensure that complaints are taken seriously and handled expeditiously including the investigation, problem resolution, and justification why certain actions were or were not taken.
3. Documentation Retention. This policy shall include:
 - a. Circumstances under which documents must not be destroyed (paper and electronic).
 - b. Types of documents that must be saved and length of time for each type .
 - c. Procedures for archiving documents.

- d. Requirements for regular documentation system audits.
- 4. **Financial.** This policy shall include:
 - a. Accounting procedures
 - b. Internal control and administration procedures (e.g. budgeting, spending limits, monthly reporting, and time constraints in depositing funds)
 - c. Risk reduction procedures (including budgeting)

Committees

The board may organize the corporation into committees. Committees may include persons who are not board members.

Audit Committee

The audit committee shall be chaired by a member of the board at large (not an officer) and shall ensure that the financial policies of the corporation are being followed. The members of the audit committee must not be members of the finance committee and shall not receive any compensation for their services. The board shall ensure the independence of the audit committee.

Responsibilities of the audit committee shall include:

1. Verifying that any auditor has the required skills and experience to conduct a competent auditing.
2. Meeting with the auditor, review the findings, and recommend approval or modification of existing financial policies.
3. Providing financial literacy training to the board as needed.
4. Changing the key auditor at least every five years. Auditor may be from the same firm.
5. Approving services that the auditing firm may provide such as tax preparations.
6. Ensuring that the auditor report discloses all critical accounting polices and practices used within the organization.
7. Presenting auditor's report to board for approval and corrective actions, if any.

Amendment of Articles of Incorporation and Bylaws

The Bylaws and the Articles of Incorporation of this corporation may be amended only by an affirmative vote of five board members. No amendment of either the Articles of Incorporation or the Bylaws of this corporation may be adopted which will have the effect of losing for the corporation its eligibility for exemption from federal and state income taxes.