

# By-laws of Software Quality Group of New England

## ARTICLE I - NAME

- 1.1 The Software Quality Group of New England, Inc., hereinafter referred to as SQGNE, is established as a non-profit organization.

## ARTICLE II - PURPOSE

- 2.1 The purpose of SQGNE is to provide a forum for the free and open exchange of ideas related to software quality and software testing. The stated mission is:
  - a. To promote use of engineering and management techniques that lead to delivery of high quality software
  - b. To disseminate concepts and techniques related to software quality engineering and software engineering process
  - c. To provide a forum for discussion of concepts and techniques related to software quality engineering and the software engineering process
  - d. To provide networking opportunities for software quality professionals

## ARTICLE III - MEMBERS

### 3.1 Membership and member privileges

- 3.1.1 Membership in SQGNE is open, without discrimination, to all individuals, companies, educational institutions and government organizations that are interested in furthering the mission of SQGNE.
- 3.1.3 An individual becomes a member of SQGNE by enrolling in the organization and paying any required dues.
- 3.1.4 Enrolling is defined as providing a person's name and e-mail address to be added to the SQGNE membership list.
- 3.1.5 Members are allowed to view information on the SQGNE website and participate in SQGNE sponsored events.

### 3.2 Dues

The Board of Directors determines all dues-related issues. A two-thirds (2/3) majority vote of the Board of Directors is required to establish or modify the amount charged for membership dues.

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## **3.3 Meetings**

Meetings of the SQGNE membership shall take place at a site that is open and accessible to all members and guests. An announcement for each membership meeting shall be disseminated to all members in advance of the meeting.

### **3.3.1 Annual Meeting**

Elections and general business matters are discussed at the Annual Meeting.

### **3.3.2 Date of Annual Meeting**

The Annual Meeting is held in June of each year.

### **3.3.3 Elections**

Elections for all four officers and three at-large Board of Directors are held at the Annual Meeting.

### **3.3.4 Notice of Meetings**

General meeting notices are e-mailed (and posted on LinkedIn SQGNE Group) to the membership at least one week prior to the meeting. Annual meeting notices are e-mailed (and posted on LinkedIn SQGNE Group) to the membership at least two weeks prior to the meeting.

### **3.3.5 Quorum and Voting**

All members are eligible to vote at the Annual Meeting. A quorum of at least five members is required to hold an election for officers and directors.

## **ARTICLE IV - BOARD OF DIRECTORS**

**4.1** The property, affairs and business of the Organization shall be managed by the Board of Directors. The Board of Directors shall consist of the four officers:

- President/Chairperson
- Vice President
- Clerk
- Treasurer

and three (3) Directors-at-large.

**4.2** The responsibilities of the Board of Directors include but are not limited to:

- Manage the affairs of SQGNE
- Approve the annual operating budget
- Approve or authorize all expenditures either by individual appropriation or by budget
- Maintain coordination with other similar organizations
- Appoint standing and ad hoc committee chairpersons
- Establish and disband standing and ad hoc committees

**4.3** Except where specified differently herein, approvals and decisions by the Board of Directors shall be determined by a simple majority vote of members of the Board of Directors. Votes can be cast in person or electronically. Each member of the Board of Directors has one vote.

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**4.4** In the event of a tie vote, the Chairperson of the Board of Directors must cast an additional deciding vote.

## **4.5 Responsibilities of members of the Board of Directors**

All members of the Board of Directors shall conduct themselves in accordance with these By-laws. The Board of Directors shall be responsible for developing policies and procedures used by other committees. The Board of Directors reviews and approves Board of Directors meeting minutes and reports from the Treasurer.

### **4.5.1 Responsibilities of the President/Chairperson**

- a. The President shall serve as Chairperson of the Board of Directors and preside at regular meetings of the SQGNE and at meetings of the Board of Directors.
- b. In the event of the absence or incapacity of other officers or Standing Committee Chairpersons, the President is responsible for their duties until they are replaced.
- c. The President is the point of contact for other organizations.
- d. The President is authorized to sign SQGNE checks.

### **4.5.2 Responsibilities of Vice President**

- a. The Vice President assists the President in presiding over the SQGNE and assumes the duties of President upon the President's request, absence, removal, or incapacity.
- b. The Vice-President is authorized to sign SQGNE checks.

### **4.5.3 Responsibilities of Clerk**

- a. The Clerk is responsible for recording minutes of the annual meeting and of all Board of Directors meetings.
- b. The Clerk is responsible for adding to and maintaining in a repository all documents and communications created by the Board of Directors, Standing Committees and ad hoc committees.
- c. The Clerk is responsible for counting votes and reporting the results at any meeting other than for election of officers.

### **4.5.4 Responsibilities of Treasurer**

- a. The Treasurer is the custodian of all funds of SQGNE under direction from the Board of Directors. SQGNE funds shall be maintained in a checking and optionally also an interest-bearing account in the name of SQGNE.
- b. The Treasurer prepares a quarterly statement of financial condition for the Board of Directors (income, expenses and assets and liabilities).
- c. The Treasurer presents an annual statement of financial condition at the annual meeting.

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- d. The Treasurer renders a report of financial condition within thirty (30) days of the end of each quarter of the SQGNE fiscal year, plus any other reports as directed by the Board of Directors.
- e. The Treasurer has authorization to sign SQGNE checks.
- f. The Treasurer is responsible for ensuring that any required federal and state filings (taxes, annual report, etc.) are made at the appropriate times.

## **4.6 Term of Office**

- 4.6.1** All elected officers and Directors-at-large serve for terms of one (1) year. The term of office coincides with the SQGNE Fiscal Year.
- 4.6.2** If an elected officer or Board Member is not able to complete their term, the remaining officers and board members shall appoint a member to fill out the remaining term.

## **4.7 Elections**

- 4.7.1** Elections are held as part of the June meeting. Beginning in April, the Nominating Committee accepts nominations from the membership for the following positions:

- President
- Vice President
- Clerk
- Treasurer
- Directors-at-large (3)

All members are notified prior to the April meeting of the nomination deadline of the upcoming election and nomination processes and deadlines.

- 4.7.2** Nominations shall be solicited and accepted from the membership through the close of the May Meeting.
- 4.7.3** Before being offered a nomination, potential nominees shall agree to conduct themselves in accordance with these By-Laws. At the June Meeting, the Nominating Committee presents a list of all nominees for a vote. Write-in candidates are not accepted.
- 4.7.4** All members who are present may vote. Uncontested elections may be conducted by assent. Contested elections are conducted by secret ballot. The Nominating Committee counts the ballots.
- 4.7.5** The winner of each office is the nominee receiving a majority of the votes cast. If there are more than two candidates for any office and no one candidate receives a majority of the votes cast, then a runoff is held between the top two vote getters. If the run-off results in a tie, the Nominations Committee Chair flips a coin to select a winner.

## **4.8 Removal and replacement of members of the Board of Directors**

- 4.8.1** Any member of the Board of Directors can be removed from office by a two-thirds (2/3) majority vote of all other members of the Board of Directors.
- 4.8.2** Board of Directors members nominate and approve replacements to fill the remaining term for any office that becomes vacant.

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## 4.9 Meetings of the Board of Directors

The Board of Directors shall meet at least once during each SQGNE Fiscal Year. A quorum of four members of the Board of Directors is required to conduct a meeting of the Board of Directors. Meetings may be held either in person or electronically.

Meetings of the Board of Directors may coincide with a general monthly meeting of the SQGNE. Members of the Board of Directors are notified via e-mail of meetings of the Board of Directors at least two weeks prior to the scheduled meeting.

## Article V - STANDING COMMITTEES

- 5.1 Standing committees support the continuing long-term core activities of SQGNE. Standing committees may include those listed specifically in these By-laws, and any other committees designated by the Board of Directors.
- 5.2 Standing committee chairpersons are nominated by any member of the Board of Directors and approved by vote of the Board of Directors.
- a. The Chairperson of each standing committee is responsible for appointing all members of his/her committee.
  - b. The Chairperson of each standing committee is responsible for reporting the standing committee's status to the Board of Directors and for providing documents and communications to the Clerk.
  - c. Standing committee chairpersons serve for two (2) years.
  - d. A standing committee member's committee membership shall continue so long as the member continues to participate actively in the committee. Failure to participate in a committee for six consecutive months shall be deemed inactivity.

Standing committees may include, though not be limited to, the following:

### 5.2.1 Programs and Events Committee

The programs and events committee is responsible for the topics and speakers at all monthly SQGNE meetings, the events calendar, as well as organizing special events such as conferences. The Program and Events Committee arranges for posting and reproducing copies of speaker presentation materials.

### 5.2.2 Communications Committee

The Communications committee is responsible for establishing and maintaining all communications with members of the organization and for general publicity. This includes the SQGNE Web site, the SQGNE Survey, SQGNE newsletters, providing notices of SQGNE events to external websites and publications, and maintaining contacts with other organizations for the purpose of publicizing SQGNE events.

### 5.2.3 Membership Committee

The Membership committee is responsible for soliciting and enrolling new members into

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the organization and for maintaining a database of the current members. This committee is also responsible for developing sponsorship materials and programs and soliciting new sponsors and for welcoming members to SQGNE events.

## **5.2.4 Networking Committee**

The Networking Committee is responsible for developing networking programs that can be offered as part of SQGNE events.

## **5.2.5 Nominating committee**

The Nominating committee is established to draw up a slate of nominees for the elected positions of SQGNE. The members of the Nominating committee are appointed no less than three (3) months before the election meeting. Members of the Nominating committee are ineligible for elected office.

## **ARTICLE VI - Ad Hoc Committees**

- 6.1** Ad Hoc committees are established by the President for the conduct of specific or limited-term activities.
- a. Chairpersons of ad hoc committees are appointed by the President.
  - b. The Chairperson of each ad hoc committee is responsible for appointing all members of his/her committee and for providing documents and communications to the Clerk.
  - c. Ad hoc committees may be dissolved at any time by the President.
  - d. Ad hoc committees serve only until they have fulfilled their mission.

## **Article VII - FISCAL YEAR**

- 7.1** The SQGNE fiscal year is from September 1 to August 31.

## **Article VIII - PROPERTY**

- 8.1** Property of SQGNE includes all information, materials, membership distribution lists, intellectual property, financial assets, equipment, licenses, and other items acquired by, generated by, or donated to SQGNE. Items acquired or created by members of SQGNE in connection with their SQGNE activities, or by members of the Board of Directors in connection with their SQGNE activities, and thereafter donated to SQGNE, are deemed property of SQGNE
- 8.2** Any SQGNE property that contains members' contact information shall be used only for SQGNE business as approved by the Board of Directors. Contact information about any member shall not be released without the written permission of the member.
- 8.3** Members of the Board of Directors shall deliver Property of SQGNE to the Chairperson within fourteen (14) days of completion of their elected terms of office. In the event of resignation or removal of a Board of Directors member, said Board of Directors member

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shall deliver property of SQGNE to the Board of Directors Chairperson within (14) fourteen days of their resignation or removal.

## **Article IX - AMENDMENTS**

- 9.1** By-law revisions must be approved by a 2/3 majority of the Board of Directors, and approved at a membership meeting by a two-thirds (2/3) majority of votes cast. The membership shall be notified of means for reviewing the proposed revision at least thirty (30) days in advance of the vote.

## **Article X - DISSOLUTION OF ORGANIZATION**

- 10.1** Dissolution of the SQGNE organization by consent of the members shall consist of unanimous agreement of all its elected officers, together with a two-thirds (2/3) majority vote at a meeting which has been publicized at least thirty (30) days in advance to all members of the organization for the purpose of taking this vote.
- 10.2** Upon the dissolution of this organization, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or shall be distributed to the federal government or state or local government for public purposes.

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## Record of Revisions

Revision	Date	Summary of Changes
10	1/15/2013	<p>Section 3.3.3 changed to remove text that also appeared in section 4.7.5</p> <p>Section 3.3.4 added posting of meetings to SQGNE LinkedIn Group.</p> <p>Section 4.7.5 changed to require a runoff election in the case where there are multiple candidates for an office and no one candidate receives a majority of the votes cast.</p>
9	12/27/2012	<p>Additional comments from BoD received and discussed 12/27/12</p> <p>Section 3.1.1 changed “universities” to “educational institutions”</p> <p>Section 3.2.3 Added “If there are more than two candidates for any position and no one receives a majority of the votes cast, then a runoff is held between the top two vote-getters.”</p> <p>Section 4.3 Added “...of members of the Board of Directors. Votes can be cast in person or electronically.”</p> <p>Section 4.5.4(a) Added “...and optionally also an interest-bearing”</p> <p>Section 4.5.4(b) Revised to read: “quarterly statement of financial condition for the Board of Directors (income, expenses and assets and liabilities). “</p> <p>Added new section 4.5.4(c) “The Treasurer presents an annual statement of financial condition at the annual meeting.”</p> <p>Renumbered existing subparagraphs in section 4.5.4</p> <p>Section 4.6.1: Revised – “...a member to fill out the remaining term.”</p> <p>Section 4.7.1: Re-worded “All members are notified prior to the April meeting of the nomination deadline of the upcoming election and nomination processes and deadlines.</p> <p>Section 4.7.2 Re-worded: “...through the close of the May Meeting.”</p> <p>Section 4.7.3 Deleted “...for inclusion on the slate of candidates for election at the June Meeting”</p> <p>Section 4.9.1 Added: “A quorum of four members of the Board of Directors is required to conduct a meeting of the Board of Directors.’</p> <p>Section 9.1 Re-worded “The membership shall be notified of means for reviewing the proposed revision at least thirty (30) days in advance of the vote.”</p> <p>Several formatting changes were also included.</p>
8	12/13/2012	<p>The Board of Directors reviewed the by-laws and made several minor changes.</p> <p>Section 2.1 – re-worded the Purpose section. It was originally stated as the mission statement.</p> <p>Section 3.1.4 – Refined the definition of “enrolling” to include providing person’s name and e-mail address to be added to SQGNE Membership list.</p> <p>Section 3.2.5 – Added phrase at end of second sentence – “...to</p>



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		<p>hold an election for officers and directors.”</p> <p>Section 4.1 – removed “up to”. Having 3 at-large directors ensures an odd number of members of the board.</p> <p>Section 4.5.2 – added “The Vice-president is authorized to sign SQGNE checks.”</p> <p>Section 4.5.3 – added the clerk is responsible for “adding to and maintaining in a repository” all documents “and communications” ...</p> <p>Section 4.7.1 – added “All members are notified prior to the April meeting of the nomination deadline of the upcoming election and nomination process.”</p> <p>Section 4.7.3 – Defined the deadline for nominations as midnight on the scheduled date of the May meeting.</p> <p>Section 4.9.1 – Stated the Board of Director meetings may be held either in person or electronically. Also, changed the statement regarding Board of Director meetings coinciding with monthly meetings to state that this may happen.</p> <p>Section 5.2 (b) – added “...and for providing documents and communications to the Clerk.”</p> <p>Section 6.1 (b) – added “...providing documents and communications to the Clerk.”</p>
7	12/4/2012	Added Record of Revisions for tracking changes.
6	6/20/2012	<p>Internal draft – not adopted.</p> <p>Revised responsibilities of the Treasurer in section 4.5.4</p> <p>Added section 4.6.1 that describes what should happen if an office is unable to complete their term.</p> <p>Added statement in section 4.7.2 regarding write-in candidates at annual election.</p> <p>Changed section 4.7.3 regarding the time period when nominations for officers can be accepted.</p> <p>Changed section 4.7.5 to describe what happens should there be a tie vote for an office at annual election.</p>
5	1/29/2012	First version of by-laws approved by Board of Directors and by members.