

Phillydotnet.org, Incorporated

BY-LAWS

ARTICLE 1

NAME

The name of this organization shall be Phillydotnet.org, Incorporated.

ARTICLE 2

ENTITY

Phillydotnet.org, Incorporated, aka Philly.NET, is a Pennsylvania non-profit, non-stock entity located at 836 Redgate Road, Dresher, PA 19025-1431 in Montgomery County. The State of PA Entity Number is 3754291 founded 9/7/2007. The federal EIN number is 26-1204888.

ARTICLE 3

PURPOSE

Phillydotnet.org, Incorporated is a professional user community focused on learning Microsoft .NET and related development technologies. Educational meetings are held at various locations in the Delaware Valley.

ARTICLE 4

AFFILIATION

Phillydotnet.org, Incorporated shall not be affiliated with any other organization. It shall be an independent, non-profit organization. It may cooperate with other organizations which promote software development goals and objectives if these do not negatively impact the attendees of Phillydotnet.org's events and meetings. The Phillydotnet.org mailing list shall be utilized only for Phillydotnet.org events. At the discretion of the Board, a callout block may be added to publicize other local events per Article 3 of these By-Laws.

ARTICLE 5

MEMBERSHIP

Phillydotnet.org shall have no members in its organization and shall collect no membership fees. There shall be four types of involvement within the organization: Attendee, Speaker, Sponsor and Board Member.

An attendee is defined as anyone who formally registers to attend a meeting or event through Meetup or the Phillydotnet.org website. If an attendee is not registered for a meeting or event, he or she shall not be permitted entry. An attendee may volunteer for open Board positions but must be approved by 2/3 of the current Board. An attendee may opt to be a speaker for an event by submitting a talk summary per instructions on the Phillydotnet.org website.

A speaker is defined as anyone who speaks at a monthly event or Code Camp. Anyone who desires to be a speaker at an event shall submit a talk summary per instructions on the Phillydotnet.org website.

A Sponsor is defined as a company or individual who sponsors a monthly event or Code Camp financially. Sponsors shall be encouraged to send representation to the event for which they are sponsoring.

ARTICLE 6

BOARD OF DIRECTORS AND OFFICERS

There shall be a Board of Directors of no less than four (4) and no more than six (6) voting members including the immediate past president of the organization. In addition, the Board may include nonvoting liaisons from Microsoft and other groups as determined from time to time by the Board of Directors. The Board shall direct the activities and set the policies of the organization. The Board shall meet a minimum of one time per year. The officers of this organization shall include President, Vice President, Secretary and Treasurer. A vacancy on the Board shall be declared when a Board Member or Officer resigns, dies or fails to attend without due cause three (3) consecutive duly called meetings. The Board shall fill any voting member vacancy on the Board for the remainder of the term through appointment. One half of the current voting members of the Board shall constitute a quorum. The term of Board of Directors and Officers shall begin immediately upon appointment and continue until their successors are chosen. Directors and Officers shall be eligible for consecutive terms.

The current Board Members are:

PRESIDENT

Bill Wolff

VICE PRESIDENT

Rob Keiser

SECRETARY

Ken Lovely

TREASURER

Joan Wolff

BOARD MEMBER

Chris Gomez

BOARD MEMBER

Tony Verguldi

ARTICLE 7

DUTIES OF OFFICERS

The President shall preside at all meetings, appoint all committees as directed by the organization and carry on all other duties connected with the office. The Vice President shall assist the President and shall serve as President in the absence of the President. The Secretary shall record the proceedings of meetings of the Board of Directors and the Executive Committee, conduct the correspondence of the organization, and shall perform other duties as assigned by the President or the Board of Directors. The

Treasurer shall collect and administer the funds of the organization as directed by the Board of Directors, maintain records for each fiscal year reporting when required to the Board, and shall perform other duties as assigned by the President or the Board of Directors. The fiscal year shall be January 1 to December 31.

ARTICLE 8

COMMITTEES

The President shall appoint chairpersons and members of standing and ad hoc committees. Committees will be formed as deemed necessary. The President may serve as an exofficio member of all committees.

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, and other members that the committee may wish to add. The President of the organization shall serve as the chairman of the Executive Committee. The Executive Committee shall have the authority to transact the business of the organization. Any actions taken by the Executive Committee must be ratified by the full board at the next meeting of the Board. The Executive Committee shall meet as needed at the discretion of the President.

ARTICLE 9

FUNDS AND LIABILITY

Funds collected by Phillydotnet.org shall be those paid by corporations that wish to sponsor a Code Camp (partially), a Code Camp after-party (fully/partially) or a monthly meeting (fully). Sponsorship funds shall be used for refreshments, prizes and annual expenses as needed. These corporations may send representatives to events. Other funds shall be collected from attendees for Code Camp Friday events. These Camp Attendee tickets shall cover the cost of catering and giveaways for the day.

No part of the funds of the organization shall inure to the benefit of its individual attendees, officers or other private persons, except that the organization shall be empowered and authorized to pay reasonable compensation for educational and speaker services rendered, expenses incurred, and to make payments and distributions in furtherance of the purposes set forth in Article 3 above to attendees, officers or other private persons .

Notwithstanding any other provision of these articles of association, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

On dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all assets of the organization according to the provisions of Article 11.

ARTICLE 10

AMENDMENTS

These By-Laws may be amended and/or revised at the annual meeting of this organization by a two thirds (2/3) majority of the Board members present, provided that advanced notice of such proposed amendments and/or revisions shall have made available to all Board members.

ARTICLE 11

NON-DISCRIMINATION CLAUSE

Phillydotnet.org does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, selection of Board members, volunteers, speakers and sponsors and provision of services. We are committed to providing an inclusive and welcoming environment for all who attend our events.

ARTICLE 12

DISSOLUTION

Phillydotnet.org, Incorporated may be dissolved at any general or special board meeting by a resolution adopted by an affirmative vote of two thirds (2/3) of the attending Board members. Notice requirements as provided for in Article 10 of these By-laws shall apply.

Upon dissolution of the corporation, the Board shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or such organization or charitable, educational, religious, or scientific as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court in the County in which the principal office of the corporation is located, exclusively for such purposes.

ARTICLE 13

PARLIAMENTARY PROCEDURES

Robert's Rules of Order, Newly Revised, when not in conflict with these By-laws, shall govern the proceedings of this organization.

Approved September 7, 2007.

Amended April 28, 2016.

Approved November 3, 2016.