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# Data Governance Professionals Organization<sup>SM</sup> Bylaws

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## I. ORGANIZATION NAME AND LOCATION

This Organization, incorporated as the Data Governance Professionals Organization<sup>SM</sup> is also known as DGPO<sup>SM</sup>. Data Governance Professionals Organization<sup>SM</sup> is incorporated in the State of NJ.

## II. MISSION

The Data Governance Professionals Organization<sup>SM</sup> (DGPO<sup>SM</sup>) is a non-profit, vendor neutral, association of business, IT and data professionals dedicated to advancing the discipline of data governance.

## III. BOARD OF DIRECTORS

1. The Board of Directors ("Board") shall consist of the elected officers of the organization. The Board is elected by the membership.
2. The Board is responsible for setting policy and will make all organizational decisions not delegated to the membership and will be responsible for the operations of the organization.
3. A quorum of Board members is required in order for the Board to conduct official Board business. A quorum is defined as having greater than fifty percent of Board members in attendance. Attendance can be remote or in person.

## IV. OFFICERS

### ***A. Elective Positions***

#### **President**

1. Provides leadership and strategic direction.

2. Presides at board and membership meetings or delegates when unable to attend.
3. Oversees nomination and election of Board positions.
4. Oversees all volunteer activities.
5. Oversees all board committees.
6. Appoints committee chairs and staff.
7. Assists all officers in the performance of their responsibilities.
8. Ensures the full participation of board members and moves to fill board vacancies.
9. Selects board member(s) to be proxy/substitute for President's responsibilities in the event of his/her absence.
10. Signs all contracts.

### **Secretary**

1. Develops meeting agendas, records minutes of board meetings, and distributes minutes.
2. Distributes announcements of upcoming board meetings to board members.
3. Serves as the official keeper of organizational records.
4. Records results of Board position nominations and elections.
5. Handles organizational correspondence.
6. Responsible for processing all charter modifications.

### **Treasurer**

1. Serves as Chief Financial Officer for the organization.
2. Develops organizational annual budget.
3. Responsible for organizational financial reporting, tax filings and state annual reports.
4. Manages organization's bank accounts, pays invoices and organization bills.
5. Collects membership fees and other receivables.
6. Produces and presents a chapter treasury report at each board meeting.

### **VP Operations**

1. Handles logistics for meetings, teleconferences and webinars, as directed by the Board.
2. Maintains minutes in the absence of the Secretary.
3. Handles organization insurance.

### **VP Membership**

1. Serves as focal point for membership questions.
2. Maintains member database.
3. Works with Treasurer on new member applications and annual dues.
4. Maintains and updates the new member welcome letter.
5. Prepares and sends out membership renewal notices and receives/processes the membership renewals.

### **VP Industry Relations**

1. Develops and drives relationships with other professional organizations.
2. Responsible for developing relationship guidelines and templates in accordance with DGPO<sup>SM</sup> policies and mission.
3. Negotiates conference discounts for DGPO<sup>SM</sup> attendance/participation.
4. Negotiates other DGPO<sup>SM</sup> member discounts on behalf of the organization.
5. In conjunction with the VP of Marketing coordinates DGPO<sup>SM</sup> activities and participation at industry events.

### **VP Marketing**

1. Develops and implements marketing and promotional programs and materials in order to coordinate the public relations and promotional activities of the DGPO<sup>SM</sup>.
2. Defines the DGPO<sup>SM</sup> "marketplace" based on member and industry needs.
3. Defines and supports the DGPO<sup>SM</sup> Marketing Plan and Strategy.
4. Promotes the image and goals of the DGPO<sup>SM</sup> by targeted marketing programs.
5. In conjunction with the VP of Industry Relations coordinates DGPO<sup>SM</sup> activities and participation at industry events.

### ***B. Appointed Positions***

From time to time, the President may find it appropriate to create and fill staff positions to assist the Board in the performance of its responsibilities.

### ***C. Information on Elective Positions***

- ❖ To be elected or hold office, an individual must be a current member in good standing as of the last day of the previous calendar year.
- ❖ No more than two individuals from the same corporation or organization can hold Board positions at the same time.

- ❖ Length of term for all elected offices will be two years.
- ❖ For each election a candidate cannot run for more than one office.
- ❖ Officers are elected as individuals.
- ❖ Incumbents must be prepared to make a serious commitment in time and energy.
- ❖ Elected board members must attend at least one in person board meeting a year and six board teleconferences.
- ❖ If an opening occurs midterm the board will appoint a replacement to complete the term until the next election is held.
- ❖ Elected positions can be added or deleted by a majority vote of the Board.
- ❖ Candidates are reviewed by the DGPO<sup>SM</sup> Elections Committee to confirm that the candidate meets the requirements for the position.
- ❖ Member balloting will not be required in the event there is only one qualified candidate for any given Board position. The nominee will automatically take office March 1<sup>st</sup> following the election.
- ❖ Member balloting will be conducted to determine the chosen candidate in the event there are more than one qualified candidate for any given Board position. There will be an additional balloting in the event of a ballot tie for any given Board position to act as the tie breaker.
- ❖ Any office that is left vacant after the election process will be filled by appointment by the elected Board of Directors.
- ❖ For election purposes, the precedence of offices will be as follows:
  1. President
  2. VP Membership
  3. Treasurer
  4. VP Marketing
  5. VP Industry Relations

6. VP Operations
  7. VP Online Services
  8. Secretary
- ❖ The President of the Board of Directors will announce the composition of the Board of Directors after the first Board of Director's meeting in March and the new board has been documented by the Secretary.
  - ❖ The Board of Directors will maintain a succession plan for elected positions.
  - ❖ For any cause, an elected Officer may be removed from office by a majority vote of the Board. Causes that may precipitate such action include but are not limited to:
    1. Violation of ethical standards;
    2. Non-performance of the duties of their office;
    3. Violation of federal, state or local laws;
    4. Other reasonable causes (as determined by a majority vote of the remaining Officers); or
    5. The President at any time for any cause can remove an appointed officer.

***D. DGPO<sup>SM</sup> Advisors***

- ❖ The Board of Directors will appoint advisors.
- ❖ The term is one year beginning the first of March for the year following the Board of Directors election.
- ❖ Qualifications for Advisors
  1. Known leaders and authorities in the area of data governance who will provide expertise and advice regarding what the DGPO<sup>SM</sup> should address, or
  2. Professionals outside of data governance that can provide advice and direction to assist the continued growth and establishment of the DGPO<sup>SM</sup>

as the organization of choice for Data Governance Professionals (i.e. Marketing professionals).

- ❖ Advisors in a pro-bono capacity are encouraged to contribute their expertise to the DGPO<sup>SM</sup> to help the organization address issues in data governance.
- ❖ Act as ambassadors and promote the DGPO<sup>SM</sup>.
- ❖ Advisors are exempt from payment of DGPO<sup>SM</sup> dues.

## V. MEMBERSHIP

Membership in DGPO<sup>SM</sup> shall be open to any individual or organization that supports the mission and goals of this organization and who subscribes to the Canons of Conduct. Active members are those individuals and organizations that are current with their dues

- ❖ Active members will receive an invoice for membership fees prior to their anniversary
- ❖ A member will become inactive if dues are more than 90 days in arrears in regard to their anniversary date

## VI. VOTING

### ***A. Voting for Elective Officers***

Voting by the membership will be required for all elective officers. Notification of a vote, with the appropriate number of ballots for each elective position, will be received not later than seven (7) calendar days prior to the formal voting meeting.

- ❖ Ballots must be received by the Operations Board member or appointed substitute prior to the close of voting
- ❖ Affirmative vote is a majority of members casting ballots

### ***B. Voting for changes to bylaws and charter***

Voting by Board members will be required for all changes to the organization's bylaws and charter.

- ❖ Proposed changes to the bylaws and charter must be received by the Operations Board member not later than seven (7) calendar days prior to the formal voting meeting

## VII. FEES

Fees will be used to support the operations of the organization (including but not limited to facilities, cost of refreshments, guest speaker expenses, website development), and administrative functions. The Board will determine fees

### ***A. Membership Categories***

- ❖ Individual Membership: applies to those individuals who elect to participate in the DGPO<sup>SM</sup> without regard to any other affiliation, corporate or academic. Individual memberships may be converted to corporate memberships
- ❖ Corporate Group Membership allows a specific number of employees of the corporation to participate as members in the DGPO<sup>SM</sup>

### ***B. Sponsors***

The Board will determine fees and levels of sponsors.

### ***C. Membership Rates***

The fees charged for each of the Membership Categories defined above will be established by the Board by majority vote and communicated via Email and the DGPO<sup>SM</sup> Website. Any change in fee structure will apply to the next anniversary and will be communicated in advance.

### ***D. Other Fees***

Special Event Fees

- ❖ For certain meetings or special events, the Board may establish a meeting fee

## VII. MEETINGS

### ***A. Schedule***

1. Frequency of membership meetings will be established by the board and communicated to the membership
2. Notification of meetings will be by newsletter, email and/or website and will include meeting date, time, and location, as well as any other pertinent information
3. Board meetings will be held bi-monthly or more frequently as needed

***B. Presentations***

1. Absolutely no selling of products or services is permitted during the presentation
2. The presentation must be educational in nature for the membership

***C. Format***

1. Membership Business meetings requiring formal voting or debate will be governed by Roberts Rules of Order
2. All Board meetings will be governed by Roberts Rules of Order

## IX. RULES OF CONDUCT

In order that the DGPO<sup>SM</sup> may better achieve its stated purpose, the following rules of conduct are adopted and shall govern the conduct of DGPO<sup>SM</sup> members and the DGPO<sup>SM</sup> Board:

1. Conduct themselves and their activities in a professional and ethical manner
2. Do not engage in any activity, which would violate the proprietary rights of their employers, DGPO<sup>SM</sup>, or any other person or organization
3. Abide by the Bylaws and policies of DGPO<sup>SM</sup>
4. NOT use the DGPO<sup>SM</sup> name other than in the conduct of DGPO<sup>SM</sup> business and as authorized by the Board of Directors
5. NOT use the DGPO<sup>SM</sup> membership and database list or any part thereof except in the conduct of DGPO<sup>SM</sup> and internal business and as authorized by the Board
6. Respect the privacy of all individuals by adequately protecting the privileged information provided to and kept by the DGPO<sup>SM</sup>



## X. INUREMENT/POLITICAL ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## XI. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any member, trustee, officer or other private individual.

## XII. INDEMNIFICATION

The Corporation shall, to the full extent permitted by the Act, the Articles of Incorporation and these Bylaws, indemnify current and former officers, trustees, employees and agents of the Corporation against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed upon him or her in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been such officer, trustee, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which such officer; trustee, employee or agent may be entitled under any statute, bylaw, and agreement or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

### XIII. BYLAW AMENDMENT PROCEDURE

1. All charter or bylaw amendment requests must be submitted in writing to the President or appointed substitute
2. The Board will review each request and assign a level of urgency
3. Any By-Law changes will be presented at the next Board meeting for approval