

# Constitution and By-Laws of the Unicorn Users Group International

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## ARTICLE 1

### Name of Organization

The name of this organization shall be the UNICORN USERS GROUP INTERNATIONAL, hereinafter referred to as the “Group.”

## ARTICLE 2

### Purpose of Group

The purposes for which this organization is formed are:

#### 2.1 General and Primary Purposes

The general purpose of this organization is to apply the resources of the Group to educate and assist current and potential users of Unicorn information management systems.

#### 2.2 General Purposes and Powers

A. To exchange and disseminate information among the Group members concerning Unicorn information management systems.

B. To collectively provide information and recommendations for future development to Sirsi Corporation which may prove beneficial to the future development of their information management software.

C. To encourage the development of other independent special interest users groups and to serve as liaison between Sirsi and those other groups.

D. To engage in any activity not inconsistent with the provisions of this Constitution and its By-Laws.

## ARTICLE 3

### Membership

Membership in the Group shall be open to eligible persons governed by the following:

#### 3.1 Members

Members shall be all institutions who are customers of SirsiDynix; who have purchased a Unicorn or DRA information management system; and who have paid dues to UUGI.

#### 3.2 Voting Rights

Each member institution shall be entitled to one vote on any issue on which a vote is called for.

In the case of consortia or other groups, the number of votes is based on the number of SirsiDynix Unicorn or DRA production licenses purchased, not on the number of institutions within the consortium.

A license for a test server does not qualify an institution to cast a second vote.

### 3.3 Change of Membership Status

When the institution no longer is actively using a Unicorn or DRA information management system, their membership is automatically null and void, and they are no longer allowed to attend the annual conference.

### 3.4 Dues

Dues will be collected by institution. The amount will be determined by the Executive Committee with any increases requiring the approval of the membership.

In the case of consortia clients, the dues will be assessed only once per consortium. Members of a consortium will not be required to pay dues.

### 3.5 Fiscal Year

The fiscal year of the Group shall run from January 1 to December 31.

## ARTICLE 4

### Officers

The officers of the Group shall be a Chairperson, Chairperson-elect, Secretary, Treasurer, two Program Chair officers, the Chair of the Nominating Committee, and a Member-At-Large.

#### 4.1 Nominating Committee

One to three volunteer members shall serve as a Nominating committee. Such volunteers will be solicited during the nomination process detailed below. If more than one person volunteers, they shall choose one of their number to be the Chair of the Nominating Committee.

The Nominating Committee will call for nominations on the listservers, and will accept nominations at any time from any member of UUGI up to two months prior to the next annual meeting. The Nominating Committee will then insure that all persons whom they nominate for office will accept the position if elected. The Nominating Committee will mail a recommended slate of officers, and a ballot to the voting members of the Group two months prior to the Group's next annual meeting, alternatively will insure that such information is posted on a website and advertised on the Sirsi listservers.

#### 4.2 Election

The election of officers shall be by secret ballot at the appropriate annual meeting, or alternatively by an online ballot with safeguards that no institution may vote more than once. If balloting will be held at the annual meeting, signed ballots from members not

attending the meeting must be delivered to an officer or member of the Nominating Committee prior to the annual meeting.

The person receiving the highest number of votes for an office shall hold the office for the ensuing term. In the case of a tie, the winner will be decided by lot.

#### 4.3 Term of Office

New officers shall be elected at the annual meeting and shall take office at that time for a term of one year, with the exception of:

The Treasurer, who shall be elected for two years;

The Chairperson-Elect, who shall become Chair at the conclusion of the business meeting on the year following election as Chairperson-Elect, and shall then become Past Chair at the same time the following year.

All officers shall hold office until their respective successors take office, except in the case of resignation, death, disability, or removal of an officer.

#### 4.4 Resignation and Removal

An officer who is no longer a part of a member organization must resign from office. An officer may resign or be removed from office by a majority vote of the members. The Executive Committee shall appoint a person to complete the remaining term of vacant offices with the appointee having all of the rights and responsibilities of the office.

To avoid the situation where the Chair shall not have had a year of experience on the Executive Committee prior to assuming the duties of the Chair, there shall be special rules for appointing a Chairperson-Elect if he or she is unable to complete their term. If the Chairperson-Elect resigns for whatever reason, the Executive Committee shall either (a) offer the position to the next runner-up in the election AS LONG AS that person has had a year's experience on the Executive Committee at some time in the previous 5 years; or (b) appoint either a current or past member of the Executive Committee as Chairperson-Elect. The preference shall be for (a).

#### 4.5 Duties

The duties and responsibilities of each of the officers are as outlined below.

##### 4.5.1 Chairperson

The Chairperson shall be the executive officer of the Group and shall have general supervision of the affairs of the Group. The Chairperson shall preside at all meetings of the Executive Committee and the Group. At each annual meeting, the Chairperson shall make a report of the general business of the Group during the previous year. The Chairperson shall appoint all committees and shall be an ex-officio member of all

committees. The immediate past chair shall serve as advisor to the new Chairperson for one year following completion of her/his term of office.

#### 4.5.2 Chairperson-Elect

The Chairperson-Elect shall, in the absence or disability of the Chairperson, perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to the restrictions on, their Chairperson.

The Chairperson-Elect shall act as a liaison to the Planning Committee.

The Chairperson-Elect shall succeed the Chairperson.

#### 4.5.3 Treasurer

The Treasurer shall be responsible for the collection and maintenance of the Group's finances; to include fees for conference registration and any other funds/monies that constitute the Group's finances. The Treasurer will serve on the Executive Committee and make regular reports to the Chairperson on the general financial health of the Group. The Treasurer will also give a financial report to the membership at the annual meeting.

#### 4.5.4 Secretary

The Secretary shall keep the minutes of all membership and executive officers' meetings. In the absence of the Secretary, another Group officer will be designated to take the minutes. The Secretary shall maintain a file of all minutes and shall perform such other duties as may be designated by the Executive Committee. Files will be retired with the approval of the Executive Committee.

#### 4.5.5 Two Program Officers

The two Program Officers shall be responsible for recommending Group programs, and with approval of the Executive Committee, coordinating programs for formal and informal meetings. The Program Officers shall prepare and update the planned program schedule.

#### 4.5.6 Standing/Ad-Hoc Committees

The Chairperson, with the concurrence of the Executive Committee, shall establish Standing and Ad-Hoc Committees as deemed necessary to support the normal functions and special activities of the Group.

#### 4.5.7 Member-At-Large

The Member-At-Large shall act as a liaison to the UUGI Regional Groups and SIGs.

## ARTICLE 5

### Executive Committee

The Executive Committee shall be composed of the officers of the Group. Chairs of the SIGs shall be deemed corresponding members of the Group, in that they shall be informed by e-mail of Group activities, and have opportunity via e-mail to comment and provide input. They shall not attend Executive Committee meetings except by invitation; the Executive Committee will make every effort to meet with the SIG chairs whenever they can.

#### 5.1 Meetings

Executive Committee meetings shall require a majority of the officers holding office in order to constitute a quorum for the transaction of business. In case of a tie vote, the Chairperson shall cast the deciding vote.

Meetings of the Executive Committee shall be held as required to conduct the business of the Group, at a time and place determined by the majority of the committee. Special meetings of the Executive Committee shall be held at such times and places as directed by the Chairperson.

#### 5.2 Powers of the Executive Committee

Subject to the limitations of these By-Laws, the business and affairs of the Group shall be guided by the Executive Committee including, but not limited to, the following:

- A. To conduct, manage and control the affairs and business of the Group.
- B. To evaluate and receive on behalf of the Group, appropriate gifts, bequests and devices in the form of property or monies.
- C. To formulate policies and programs which will be presented to the Group for vote.

The Executive Committee may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Group, and this authority may be general or confined to specific instances; and, unless so authorized by the Executive Committee, no officer or agent or any other person shall have any power or authority to bind the Group by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

## ARTICLE 6

### Group Meetings

The Group shall meet annually at the date and location determined by the Executive Committee.

The Group may meet informally at the summer or winter ALA conferences, but these will be considered business meetings.

## ARTICLE 7

### Amendment of Constitution and By-Laws

These Constitution and By-Laws may be amended by two-thirds (2/3) majority vote of UUGI dues-paying members by voting format determined by the Executive Committee. Notification of recommended amendments shall be made on the UUGI website at least two weeks prior to the next scheduled annual meeting.

#### 7.0.1 Inspection of Constitution and By-Laws

The Secretary shall keep in her/his file the original or a copy of these Constitution and By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

Adopted this 3<sup>rd</sup> day of November, 2006 by a majority vote of the members present.

Certified by: B. Kristen Valyi-Hax, Secretary