



Elevate Technology User Group Board Governance Policies

FINANCE

A. BUDGETING/FORECASTING

Budgeting any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board priorities, risk fiscal jeopardy, nor fail to show a generally acceptable level of foresight.

Accordingly, the Board of Directors (Board) may not cause or allow budgeting which:

1. Contains too little information to enable:
 - a. Accurate projection of revenues and expenses based upon control chart data
 - b. Separation of capital and operational items and
 - c. Cash flow projections based upon sound assumptions
2. Plans the expenditure in any fiscal year of more funds than are realistically projected to be received unless authorized by the Board
3. Fails to plan for an annual discretionary fund

B. REALLOCATION & BUDGET EXCEPTION POLICY

A budget reallocation is defined as an additional expense that is not covered in the current budget but can be covered by funds from a different expense line or program.

A budget exception is defined as an additional expense that is not covered in the current budget, cannot be covered by the current budget within any programs, and is for an initiative that is supported and approved by the Board.

The Treasurer/Secretary shall be notified of any budget exceptions and the reason for the exceptions.

C. FINANCIAL CONDITION

With respect to the actual, ongoing condition of the organization's financial health, the Board may not cause or allow the development of fiscal jeopardy nor a material deviation of actual expenditures from Board priorities established in Objectives policies.

Accordingly, the Board may not:

1. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues by the end of the fiscal year in which the funds will be expended.
2. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

D. RESERVE POLICY

The goal is to grow and maintain at minimum a 50% reserve of the annual operational reserve. The strategy of Elevate Technology User Group will be to allocate the appropriate percentage of annual net income to enable Elevate Technology User Group's goal to achieve the desired 50% minimum.

E. ASSET PROTECTION

The Board may not allow Elevate Technology User Group's assets to be unprotected, inadequately maintained nor unnecessarily risked.

F. TRAVEL AND EXPENSE REIMBURSEMENT POLICY

Elevate Technology User Group will pay or reimburse reasonable, legitimate expenses for approved travel undertaken for the purpose of conducting Elevate Technology User Group business. In order for expenses to be paid or reimbursed, travelers will be required to adhere to the following regulations and procedures.

1. Elevate Technology User Group travel must be approved in advance by the appropriate authority, defined as follows:
 - a. The ED & Treasurer must approve all unbudgeted travel
2. All unbudgeted travel must be approved by President or Vice President/President-Elect in writing, prior to travel.
3. Except in emergency or critical situations, funding for all proposed travel must be included in the current year's approved operating budget. If unbudgeted travel is approved, the person(s) authorizing the unbudgeted travel must submit a report to the Board at the next regularly scheduled meeting.
4. The following types of travel expenses, within reason, will be paid or reimbursed by Elevate Technology User Group:
 - a. Coach airfare. Premium class, business class and first-class travel will not be reimbursed. When possible, travelers should reserve their tickets 21 days in advance of travel. When traveling on short notice, travelers should book as far in advance as possible to take advantage of reduced airfares.
 - i. Upgraded airfare is considered for Board members traveling internationally. Board member must request approval from ED & Treasurer for any international upgrades.
 - b. Travelers are instructed to search diligently for the lowest available fares and to use travel itineraries that will yield the lowest fares.
 - c. Round-trip ground transportation between the traveler's home or office and the departure point, and round-trip transportation between the arrival point and the meeting location. Whenever prudent the least expensive form of ground transportation should be used. When personal automobiles are used for ground transportation, reimbursement shall be in the form of a per-mile (kilometer) amount not to exceed the current U.S. government allowance or the allowance that your firm would pay when traveling on company business. If a traveler elects to drive to an Elevate Technology User Group meeting, the total amount

reimbursed will not exceed the cost of round-trip coach airfare booked in advance. Tolls will be reimbursed in addition to the mileage allowance. No reimbursement will be made for repairs, and the operator of the vehicle is totally responsible for carrying adequate insurance.

- d. Hotel room lodging and tax for standard rooms; upgrades will not be reimbursed.
5. Gratuities for bell or housekeeping staff, porters, and other service personnel.
6. Internet access/connectivity
7. The following are not considered reimbursable expenses:
 - a. Sightseeing and entertainment.
 - b. Expenses for non-members accompanying members to Elevate Technology User Group functions.
 - c. Laundry
 - d. Elevate Technology User Group shall not pay any expense for companions accompanying Elevate Technology User Group travelers on Elevate Technology User Group business except at Elevate Technology User Group meals/events.
 - e. Board members electing not to attend an Elevate Technology User Group sponsored meal/event will not be reimbursed for meal expenses incurred during that time without approval from the ED or President.
8. In order to be reimbursed for Elevate Technology User Group-related travel, travelers must submit an Elevate Technology User Group Expense Reimbursement form to the Elevate Technology User Group office after the trip is completed. Expense reports must be accompanied by receipts. Each expense must be separately itemized. If funds are budgeted and the necessary advance approvals have been obtained as described in item 1 above, the ED will have the authority to issue travel reimbursements without further approval. All reimbursement requests and accompanying receipts must be submitted within 60 days of the expenditure.
9. Individuals (this includes the Board, ED and staff) may retain the travel points earned from actual miles traveled while on authorized and approved Elevate Technology User Group business for their personal use.
10. For any/all travel and entertainment expenses, the expense will be incurred by the most senior staff member present.

GOVERNANCE PROCESS

A. GENERAL GOVERNANCE COMMITMENT

On behalf of the members, the Board will govern Elevate Technology User Group with a strategic perspective continually improving its process and capability to express values and vision.

The Board will be comprised of 3-8 members:

1. 3 officers, including a President, Vice President, and Treasurer/Secretary
2. Up to 5 Director positions
3. All members of the Board except the Executive Director (ED) and one Dell Technologies representative shall have voting privileges
4. Board positions shall be subject to the term limits described in the bylaws

B. GOVERNING STYLE

The Board will govern with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints and backgrounds, strategic leadership more than administrative detail, clear distinction of Board and ED roles, collective rather than individual decisions, future rather than past or present, and being proactive rather than reactive.

More specifically, the Board will:

1. Operate in all ways mindful of its Director obligation to the members. It will allow no Officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling this commitment.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy making principles, respect of roles, speaking with one voice, and ensuring the continual improvement of Board processes and capabilities. Continual redevelopment will include recruitment and orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
3. Direct, control, and inspire the organization with thoughtful establishment of the broadest organizational policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long-term impacts outside the operating organization (objectives), not on the administrative means of attaining those effects.
4. Cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the knowledge and ability of the Board as a body, rather than to substitute their individual judgments for the Board's values.
5. Monitor and discuss the Board's process and performance at each meeting.

C. BOARD JOB DESCRIPTION

The work of the Board is to serve as directors for the members in determining and demanding appropriate organizational performance. To distinguish the Board's own unique work from the work of its staff, the Board will concentrate its efforts on the following work:

Elevate Technology User Group Board Member Role

1. Attend all Board meetings and calls.
2. Be informed about Elevate Technology User Group's mission, services, policies, and programs.
3. Support the decisions of the Board in public. (Speak with one voice)
4. Make decisions that reflect the concerns of the membership as a whole.
5. Review agenda and supporting materials prior to Board and committee meetings.
6. Suggest possible nominees to the Board who can make significant contributions to the work of the Board and Elevate Technology User Group.
7. Follow conflict of interest policy and confidentiality practices.
8. Refrain from making unreasonable requests of the staff.
9. Assist the Board in carrying out its fiduciary responsibilities and exercising financial stewardship and good business judgment in all Elevate Technology User Group affairs.
10. Assist the Board in the orientation of new Board Members about the Elevate Technology User Group mission, services and policies.

Officer Role Descriptions

1. President: The work of the President is, primarily, the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties.
 - a. The work of the President is to ensure that the Board behavior is consistent with its own rules.
 - b. The President is authorized to use any reasonable interpretation of the provisions in these policies:
 - i. The President is empowered to chair Board meetings with all the commonly accepted power of that position.
 - ii. The President may represent the Board to outside parties in announcing Board-stated positions.
 - c. The President will be responsible for reviewing the agendas for Board meetings. Adequate time will be given for input from all Board members.
2. Vice President: The primary function of the Vice President position is to support the role of President through an active orientation focusing on all aspects of the President's responsibilities. This includes, but is not limited to:
 - a. Becoming thoroughly familiar with Elevate Technology User Group's mission, member services, and program offerings.
 - b. Becoming thoroughly familiar with the Bylaws, Board Governance Policies, and other documents that form the basis for governing the organization.
 - c. Learning how board meetings are planned and conducted.
 - d. Actively participating in discussions at board meetings.
 - e. Act in role of President in the absence of the President.
 - f. Assume the office of President should the office become vacant, for the remainder of the term for which the President was elected.
 - g. Serve as parliamentarian for the Board.
 - h. Other duties as assigned by the President.
 - i. Vice President/President-Elect is expected to fulfill any other duties normally assigned to board members.
3. Treasurer/Secretary: The primary function of the Treasurer/Secretary is to serve as the Chief Financial Officer of Elevate Technology User Group and to ensure the necessary organizational records are kept in accordance with the Board Governance Policies. This includes, but is not limited to:
 - a. Ensures the financial records for Elevate Technology User Group are:
 - i. Kept under the supervision of the President and the Board.
 - ii. Kept in a manner according to generally accepted accounting principles.
 - b. Review quarterly financial statements.
 - c. Perform other duties which normally are a part of the office of Treasurer/Secretary and such other duties as may be assigned by the Board.

Director Role Description

1. Director: Represents the interests of both the end-user members and the organization as a whole and is responsible for representing the best interests of the Elevate Technology User Group members as a whole. This includes but is not limited to:
 - d. Sets policy and strategic direction for Elevate Technology User Group.
 - e. Always represents Board of Directors decisions in a way that is consistent with the direction of the Board.
 - f. Sets direction of Elevate Technology User Group's program staff to ensure that activities are carried out in accordance with the goals and objectives.
 - g. Has fiduciary responsibility for Elevate Technology User Group activities.
 - h. Maintains communication channels with Dell Technologies

- i. Must act in accordance with Elevate Technology User Group Bylaws and Policies.
- j. Must be able to act in any capacity as designated by the Board of Directors.

D. SUSPENSION OR REMOVAL OF BOARD MEMBERS

1. Any Officer, Director or the entire Board of Directors may be removed, with or without cause, at any time by the affirmative vote of a majority of the voting members.
2. Any Board member who becomes unemployed or is not eligible as an end-user member will be given a 90-day grace period. If the Board Member is still not eligible as an end-user member at the end of the 90-day grace period the Board member will be automatically removed as a Director.

E. BOARD MEMBERS' CODE OF CONDUCT

Board members agree to:

1. Abide by the Articles of Incorporation, Bylaws and policies of the organization.
2. Exercise reasonable care, good faith, and due diligence in organizational affairs.
3. Disclose information that may result in a perceived or actual conflict of interest.
4. Disclose information of fact that would have significance in Board decision-making.
5. Remain accountable for prudent fiscal management to association members, the Board, and nonprofit sector, and where applicable, to government and funding bodies.
6. Maintain a professional level of courtesy, respect, and objectivity in all organization activities.
7. Strive to uphold those practices and assist other members of the Board in upholding the highest standards of conduct.
8. Exercise the powers invested for the good of the organization rather than for his or her personal benefit, or that of the nonprofit they represent.
9. Respect the confidentiality of sensitive information known due to Board service.
10. Respect the diversity of opinions as expressed or acted upon by the Board, committees and membership, and formally register dissent as appropriate.
11. Promote collaboration and cooperation among association members.

F. CONFLICT OF INTEREST POLICY

1. Purpose of Policy
 - a. The purpose of this policy is to protect the best interests of the Elevate Technology User Group and is intended to enable Elevate Technology User Group to deal openly and fairly with actual and potential conflicts of interest that may arise.

2. Policy

All Board members are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between their personal interests and those of Elevate Technology User Group. A conflict of interest exists when the loyalties or actions of an individual are divided between the interests of Elevate Technology User Group and the interest/ of the individual. Both the fact and the

appearance of a conflict of interest should be avoided. Elevate Technology User Group Board of Directors must represent un-conflicted loyalty to the interests of the organization and all members. This accountability supersedes any individual's personal conflicting loyalties that may arise, as well as the personal interest of an individual when acting as a consumer or provider of Elevate Technology User Group's offerings or services. Elevate Technology User Group understands that relationships and affiliations have potential for both conflicts of financial interest and loyalties to exist and encourages all interested persons to disclose relationships and affiliations that might result in future conflicts, such as serving on other organization's leadership teams, and arrangements with organizations Elevate Technology User Group may do business with. Open discussion of such situations allows for more timely and informed discussions. Board members must avoid any conflict of interest with respect to their fiduciary responsibility:

- a. There must be no self-dealing or any conduct of personal business or personal services between any Board member and Elevate Technology User Group except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
- b. No Board member shall receive compensation for any of their activities for Elevate Technology User Group, except for approved reasonable expenses incurred in accordance with the Board Governance Policies. Compensation includes substantial gifts or favors for themselves, immediate family members or close associates, beyond accepted provisions to all Board members, typically to include group meals, travel, or lodging.
- c. Should a Board member be considered for staff employment, the Board member must temporarily withdraw from Board deliberation, voting, and access to applicable Board information, until which time the hiring decision is complete.
- d. Relating to any actual or possible conflict of interest, Board members must disclose the existence of the interest and be given the opportunity to disclose all material facts to the Officers to decide if a conflict of interest exists.

G. ELECTIONS POLICY

1. Purpose of Policy
 - a. To supervise the elections of the Elevate Technology User Group Board.
2. Nominating Committee Responsibilities
 - a. Solicit qualified candidates for all Board positions.
 - b. Certify that a candidate for election is qualified and has submitted the required documentation.
 - c. Develop a slate of qualified candidates for all open Board of Directors positions.
 - d. Supervise the Elevate Technology User Group election process.
3. Methods Used to Solicit Nominations
 - a. Publish notice on Elevate Technology User Group website.
 - b. And, any other methods as deemed appropriate by the Nominating Committee.
 - c. All efforts will be made by the Nominating Committee to have multiple candidates for each position.
4. Qualifications for Candidates
 - a. The qualifications for candidates are specified in the Bylaws and Elevate Technology User Group BGP's.
5. Board Responsibilities
 - a. Any member of the Board shall remain impartial during the election process and shall refrain from publicly endorsing any candidate.
6. Electronic Balloting Process – The Following Rules Shall Apply:

- a. Ballots shall be anonymous.
 - b. Only one ballot shall be submitted by each member eligible to vote as defined by the By Laws of the International.
7. Officers shall be elected by the existing Board of Directors prior to the end of the year. Votes will be counted in the following order: President, Vice President/President-Elect, Treasurer/Secretary, Director.
 - a. Upon request, the number of votes per candidate shall be released in a confidential manner only to the Nominating Committee.t.
8. General membership
 - a. Slate approval will be done electronically.
9. Miscellaneous
 - a. An election timeline will be developed by the Nominating Committee and approved by the Board prior to every election.

NAME

A. USE OF ELEVATE TECHNOLOGY USER GROUP NAME

The Elevate Technology User Group's name, marks and logos may be used only in conjunction with Elevate Technology User Group business and only upon the prior written authorization of the Board. Elevate Technology User Group's name, marks and logos shall not be used where such use could be construed as an endorsement of a company, person, product, service or activity. However, Elevate Technology User Group speakers, members and presenters may acknowledge their participation in Elevate Technology User Group, including awards received, in their vitae, biographies, and resumes.