



## **Elevate Technology User Group Bylaws**

### **Article I – Name**

The name of this organization shall be the Elevate Technology User Group, herein after referred to as "Elevate Technology User Group". Elevate Technology User Group will be an incorporated association organized and governed under the laws of the state of Tennessee.

### **Article II – Purpose**

Elevate Technology User Group is an independent, customer-led user group for Dell Technologies' HCI/CI customers on the multicloud journey to modernizing their IT infrastructure. The user group helps members advance people, process, and infrastructure to drive better business outcomes.

### **Article III – Membership**

#### **Section 1 – General**

Each member of the Elevate Technology User Group must be either an End User Member, Prospective End User, a Partner Member, or a Dell Technologies Employee Member (each as defined below).

#### **Section 2 – Membership Categories**

##### **End User Member:**

An End User Member shall be any person employed by a company that has purchased Dell Technologies Converged, Hyperconverged, or multicloud infrastructure solutions. An End User Member shall have voting privileges, shall be eligible to serve on the Elevate Technology User Group Board of Directors, shall be eligible to serve as a Committee Chair or as a Committee Member.

End User Members shall be eligible to serve on appointed committees and/or volunteer roles by the Board of Directors.

##### **Prospective End User Member:**

A Prospective End User Member shall be any person employed by a company that is exploring Dell Technologies Converged, Hyperconverged, or multicloud infrastructure solutions.

Prospective End User Members shall not have voting privileges, shall not be eligible to serve on the Elevate Technology User Group Board of Directors, and shall not be eligible to service on any Board appointed committees or volunteer positions.

Partner Member:

A Partner member shall be any person employed by a company that sells Dell Technologies products or services. A Partner Member shall not have voting privileges and shall not be eligible to serve on the Elevate Technology User Group Board or on any Board appointed committees or volunteer positions.

Dell Technologies Employee Member:

Any employee of Dell Technologies. Unless otherwise indicated in these Bylaws, Dell Technologies Employee Members shall not have voting privileges, shall not be eligible to serve on the Elevate Technology User Group Board, and shall not be eligible to serve as a Chair on any Board appointed committees or volunteer positions.

#### **Article IV – Membership Meeting and Events**

Elevate Technology User Group may hold membership meetings or events as needed.

#### **Article V – Officers & Board of Directors**

##### Section 1 – Composition

The Elevate Technology User Group Board of Directors shall have:

1. A minimum of three (3) voting members and a maximum of seven (7) voting members
2. Three (3) Directors designated as Officers: President, Vice President and Secretary/Treasurer
3. One to Two (1-2) Directors to the Board that are Dell Technologies employees and are appointed by Dell Technologies with a max of one (1) voting Director. Dell Technologies shall designate which appointee is the voting Director.
4. A Dell Technologies representative may not serve in the President or Vice President role but may serve as Secretary/Treasurer.
5. The Executive Director shall serve as a non-voting member of the Board.

##### Section 2 – Election, Eligibility and Terms of Office

###### 1. Terms of Office

- a. The President, Vice President, and Secretary/Treasurer shall each serve a one (1) year term, and any President, Vice President, or Secretary/Treasurer shall be eligible for re-election for up to two (2) additional consecutive one (1) year term (3 consecutive years total).
- b. Each Director shall serve a two (2) year term and shall be eligible for re-election for up to two (2) additional consecutive two-year terms (6 consecutive years total).
- c. Partial terms served in all Board positions shall not be counted against term limits.
- d. No Elevate Technology User Group Board member shall serve more than six (6) consecutive years on the Board.
- e. Dell Technologies representatives serving on the Elevate Technology User Group Board shall not be subject to term limits.
- f. Officer terms shall run concurrent with Director terms.
- g. Terms prior to January 1, 2017 shall not be counted.

## 2. Eligibility for all voting Board positions (non-Dell Technologies)

- a. A candidate must:
  - i. Be an End User Member in good standing.
  - ii. Have the endorsement of the nominations committee and the support of his/her employer

## 3. Elections

- a. The Nominations Committee as defined in Elevate Technology User Group's BGPs shall put forward a slate with one candidate for each open position to be approved by Elevate Technology User Group's voting membership.
- b. Should the slate not be approved by the voting membership, a general election will be held.
- c. Write-in candidates may be accepted according to Elevate Technology User Group's BGPs.
- d. Officers shall be elected by the Board.

## Section 3 – Assumption of Office

1. All newly elected Directors and Officers, except those assuming unfulfilled terms, shall assume their offices on the first day of Elevate Technology User Group's next fiscal year.
2. The Directors and Officers assuming an unfulfilled term shall take office immediately following their selection.

#### Section 4 – Meetings

1. The Board shall meet as necessary to conduct the business of Elevate Technology User Group.
2. Special Meetings may be called by the President or a majority of voting Directors.
3. A quorum of any properly called Board of Directors meeting shall consist of fifty percent (50%) of all voting Directors.
4. Any Director unable to attend a meeting shall notify the Secretary/Treasurer of Elevate Technology User Group in writing.

#### Section 5 – Removal or Resignation

1. Officers and Directors shall be subject to removal as permitted by applicable law for cause as defined in the Elevate Technology User Group BGPs.
2. Any Officer or Director submitting a resignation shall notify Elevate Technology User Group's Treasurer/Secretary in writing stating the effective date of the resignation.

#### Section 6 – Vacancies

1. Should there be a vacancy in any office other than the President, it shall be filled at the earliest possible date for the balance of the term by a method determined by the Board.
2. Should there be a vacancy in the office of President, the Vice President shall assume the office of President for the balance of the term.

#### Section 7 – Multiple Board Positions

An individual may hold only one voting position on the Board of Directors at any given time.

#### **Article VI – Fiscal Year**

The Fiscal year of Elevate Technology User Group shall commence on the first (1st) day of January and shall end on the thirty first (31st) day of December.

#### **Article VII – Indemnification**

Elevate Technology User Group will indemnify and hold harmless its Officers, Directors, members, and their representatives upon determination by the Board that the person to be indemnified acted in good faith and with reasonable belief as to what was in the best interests of

Elevate Technology User Group. Members and their representatives shall not be liable for the debts of Elevate Technology User Group.

### **Article VIII – Dissolution**

In the event of the final dissolution of Elevate Technology User Group, after full payment or liquidation of all debts and obligations, all remaining funds shall be contributed to a charity or non-profit organization that shall be determined and voted on by two thirds (2/3) majority of the Board.

### **Article IX – Amendments**

#### Section 1 – Bylaws

1. A two-thirds (2/3) vote of the full Board is required to amend the Bylaws.
2. The new Bylaws becomes effective immediately unless an effective date is specified during the amendment process.

#### Section 2 - Board Governance Policies

A simple majority vote of the full Board is required to amend the Board Governance Policies.