

UUSS BY-LAWS: ADOPTED 5-2005, REVISED 12-2006

NAME: UTAH USERS OF SAS SOFTWARE (UUSS)

I. PRIMARY PURPOSE(S)

A. The primary purposes of the UUSS group are to provide local SAS software users an arena to exchange ideas, explore ways of using SAS software, and participate in varied educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as well as an annual conference.

B. UUSS facilitates and sponsors other activities including publishing a newsletter, maintenance of a mailing list and UUSS website, and providing communication among users of various SAS Institute's software products.

II. SCOPE & ACCESSIBILITY FOR MEMBERSHIP

UUSS is open to all SAS software users who have or currently are located in the great state of Utah.

III. GOVERNING COMMITTEE

UUSS is governed by the UUSS Executive Advisory Committee whose membership is composed of representatives chosen by the current or previous UUSS Executive Advisory Committee members and Chair.

A. UUSS Executive Advisory Committee terms

UUSS Executive Advisory Committee terms of office are ad infinitum. However, membership may be terminated if:

1. A member misses several consecutive UUSS Executive Advisory Committee meetings without providing an excuse prior to the meeting that is found satisfactory to the Chair of the Executive Advisory Committee. Any member may appeal his/her removal to the UUSS Executive Advisory Committee, who may or may not approve of such a meeting or reinstatement of the member on the UUSS Executive Advisory Committee.

2. Any UUSS Executive Advisory Committee Member can motion for removal of another committee member for verifiable actions that are not in the best interests of UUSS. The affected member will be informed in advance of this motion and may be present during any discussions regarding her/his removal but may not be present for the voting related to her/his removal and will be notified only of the final decision. Protests after the final decision may or may not be reviewed by the Chair of the Executive Advisory Committee.

3. A UUSS Executive Advisory Committee member may resign without prejudice at any time. Written confirmation of resignation delivered to the Chair of the Executive Advisory Committee is required.

B. UUSS Executive Advisory Committee Positions

1. There shall be a UUSS Executive Advisory Committee Chair who shall be responsible for managing all UUSS business matters and scheduling and overseeing all official UUSS Executive Advisory Committee meetings.

C. UUSS Executive Advisory Committee Meetings

1. UUSS Executive Advisory Committee meetings may be scheduled as required and may be conducted by telephone, electronic mail, or other communication medium approved by the UUSS Executive Advisory Committee.
2. Meeting attendance shall be limited to UUSS Executive Advisory Committee Members and those invited by the Executive Committee. The meeting agenda shall be generated and distributed by the UUSS Executive Advisory Committee Chair.

D . UUSS Executive Advisory Committee Voting Procedures

1. A quorum shall be a simple majority of the UUSS Executive Advisory Committee.
 2. Motions, discussions, and votes may be conducted by telephone, electronic mail or other communication media approved by the UUSS Executive Advisory Committee.
 3. UUSS Executive Advisory Committee members may use the approved communication medium to bring up an issue for discussion or to enter a motion.
 4. Motions will be passed by a simple majority of a quorum of the members of the UUSS Executive Advisory Committee unless otherwise specified in these Bylaws.
 5. Modifications to the By Laws shall require a 2/3's majority of the non-abstaining UUSS Executive Advisory Committee members.
 6. Removal or reinstatement UUSS Executive Advisory Committee members shall require a 2/3's majority of the non-abstaining UUSS Executive Advisory Committee members.
- E . For votes held in any manner other than at a UUSS Executive Advisory Committee meeting in which a quorum is present:

1. UUSS Executive Advisory Committee members will be given at least 3 weeks to respond to motions.
2. No response will be treated as an abstention.
3. Discussions held in the UUSS Executive Advisory Committee Meeting may be considered confidential and should not be discussed with any individual who is not an Executive Committee member. Such confidential discussions will be noted as identical in the meeting minutes.

IV . UUSS FISCAL GUIDELINES

- A. The UUSS Executive Advisory Committee shall approve a preliminary annual budget and develop procedures for budgetary changes throughout the year.
- B. The UUSS Executive Advisory Committee shall determine UUSS membership fees.

C. The UUSS Executive Advisory Committee is responsible for UUSS finances and financial reporting.

D. The UUSS Executive Advisory Committee may produce assorted reports for limited distribution.

V. LIMITATIONS OF UUSS ACTIVITY

Not-with-standing any other provision of these Bylaws, UUSS shall not conduct or carry out any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the U.S. Internal Revenue Code and its Regulations as they now exist or as they may be amended.

VI. FINANCE

1. Fiscal Year. The fiscal year shall be from July 1 through June 30.
2. Payables. All instruments payable over \$30 for the payment of money by the UUSS shall be drawn in the name of the UUSS and shall be cosigned by the Chair and the Treasurer or designated Member of the UUSS Executive Committee. All payables including petty disbursements (payables under \$30) will have receipts/documentation to support such expenditures.
3. Compensation. Members of the UUSS Executive Committee shall not receive compensation in any form for services rendered in support of UUSS activities.
4. Reimbursement. Members of the UUSS Executive Committee may receive reimbursement for reasonable expenses related to the responsibilities of the office. All such expenses shall be approved in advance by the Executive Committee and payments shall be made only after the submission of appropriate vouchers and/or receipts.
5. The Treasurer shall:
 - a. Serve as the financial officer of the UUSS and keep complete records of all monies received and disbursed.
 - b. Secure appropriate receipts for all money disbursed.
 - c. Maintain the bank account for the UUSS and serve as the cosignatory authority with the Chair for all financial transactions of the UUSS.
 - d. Prepare an annual financial report that will serve as a basis for IRS reporting.
 - e. At the end of his/her term of office, deliver to his/her successor, or the Chair, all books, records, money, and other UUSS property, and transfer signature authority on the UUSS bank account to the new Treasurer.
 - f. Establish and maintain internal controls sufficient to protect the financial assets (incoming receipts) of UUSS.

ARTICLE VII - LOBBYING AND OTHER PROHIBITED ACTIVITIES

1. Lobbying. Neither UUSS nor its officers, nor members of UUSS, individual or as a group, shall engage in any attempt to influence the course of legislation, whether Federal, state or local, on behalf of, or as a representative of UUSS in any nation or its subdivisions, by engaging in political activities, expenditures of funds, propaganda or by participating in any course of similar conduct on behalf of or as a representative of UUSS.

2. Profit. UUSS is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of UUSS shall inure, upon dissolution or otherwise, to the private benefit of any individual.

VIII. DISSOLVING UUSS AND DISPERSING OF UUSS FUNDS

A. It shall require a complete consensus of the full UUSS Executive Advisory Committee to dissolve UUSS.

B. Upon dissolution, all funds held in reserve shall be used to dispose of debts and other contractual obligations.

C. On dissolution of UUSS, the net assets remaining after payment of all debts shall revert to the Western Users of SAS Software (WUSS) within ninety days of dissolution, to be used for charitable and/or educational purposes under Section 501 (c)(3) of the U.S. Internal Revenue Code as it now exists or as it may be amended. The WUSS must be exempt under section 501(c)(3) at the time of dissolution. If WUSS is not exempt at the time of dissolution, UUSS assets will be reverted to the State of Utah.

ADOPTED 05-2005 BY UNANIMOUS VOTE, UUSS EXECUTIVE ADVISORY COMMITTEE

Amended 12-6-2006 BY A 5 YES, 0 NO, 1 ABSTAIN, VOTE OF THE UUSS EXECUTIVE ADVISORY COMMITTEE