

MITCHELL HUMPHREY & CO. USER GROUP (MHUG) CHARTER
(Approved by Mitchell Humphrey User Group September 19, 2011)

1. PURPOSE:

The Mitchell Humphrey User Group (MHUG) will provide a place for central discussion and serve as an educational forum for the users of Mitchell Humphrey & Co. software. It will also provide the mechanism by which the vendor and the user community can meet and discuss various aspects of the system, and it's functionality, including, but not limited to:

- System utilization,
- New or modified applications,
- System problems,
- Documentation,
- Methods and procedures for best utilizing the system,
- Training and other aspects of the system and its related components.

2. MEMBERSHIP:

MHUG voting members shall be comprised of representatives from licensed sites which have paid annual membership dues, or who have purchased the system since the last registration cycle and have received a free (1-year maximum) MHUG membership. Each new purchase receives free MHUG membership until the next registration cycle after the year of their purchase. Although any software user may and should attend the User Group meeting, only the designated voting member may vote on issues. (NOTE: The memberships are for the user site and are not individual memberships, although one representative/voting member is to be named by the member site.)

Membership Dues: Membership Dues shall be set by the Board of Directors. Any increase of the membership fee must receive a unanimous vote by the Board. The fee is to be set to ensure that operating costs of the organization are available. Since this is a volunteer organization, membership dues shall be used for non-personal administrative costs and Board of Directors expenses and to cover other expenses of the MHUG Board of Directors. The membership fee receipts are to be accounted for separately from the other funds received by the User Group. Funds may be used to contract for an independent audit, if required.

A site may elect to pay membership dues for fewer licenses than it actually owns, but not more.

3. BOARD OF DIRECTORS:

The membership shall elect a Board of Directors to:

- A. Serve as the Board of Directors of the User Group,
- B. Serve as a coordinating point between the Vendor and the Users,
- C. Provide coordination of the annual meetings and educational workshops,
- D. Provide for the operation of the Board and the User Group functions.

4. RESPONSIBILITIES:

MHUG will serve as an advisory group to the vendor of the system. The representatives will ensure that they are aware of and relay the views, needs, and concerns of those they represent, to the Vendor.

The group will also:

- serve as the primary User Group contact with the Vendor to provide user concerns and recommendations to the Vendor in a constructive and positive manner,
- contact new users of the software to recruit new User Group members,
- recommend procedures or documentation that are needed and assist where possible in developing the procedures or documentation,
- serve as the primary mechanism for review and comment on the status of problems with the

- system,
- generate and share ideas and resources for improving system use utilization,
- recommend changes to the system from the functional and technical perspective,
- assist other users in their efforts to implement and utilize the software,
- encourage the vendor to maintain a website to exchange & disseminate information to the users.

5. VOTING PRIVILEGES:

Each licensed site, in good standing, will have one vote at the annual meeting. Proxies may be assigned, in writing, if a licensed site cannot attend a meeting.

6. OFFICERS:

The Group will elect a Board of Directors from the voting members which will consist of the following:

- A. Chairperson
- B. Vice-Chairperson
- C. Secretary
- D. Treasurer
- E. Membership Administrator

The term of office will be for the period of two (2) years for the Vice-Chairperson and Chairperson. The other offices - Treasurer, Secretary, and Membership - will be for a period of three (3) years with one office to be elected each year. The Vice-Chairperson would be elected each year since they serve the second year of their term as Chairperson.

To ensure that the Chairperson is not new to the Board of Directors, the Vice-Chairperson will succeed the Chairperson at the end of his/her term (first year of term-Vice-Chairperson, second year of term-Chairperson).

The Vice-Chairperson will preside over any function when the Chairperson is absent. If the Chair cannot complete their term the Vice-Chairperson will assume the duties of the Chair and will complete the term.

If an elected officer, other than the Chair, cannot complete their term, the Board of Directors may appoint an officer from the membership of the User Group to fill any unexpired term. The appointment shall be for the remaining term of the office that has been vacated.

If the Board determines that an elected member of the Board is not adequately performing the duties of the position elected to, then by a majority vote of the remaining Board members, that Board member may be removed from their position and an individual may be selected to replace the removed member.

The Board of Directors shall meet with the Vendor a minimum of twice a year to discuss the system and prepare for the next annual meeting. Minutes of official business meetings will be recorded, prepared, and distributed to Board of Directors within 30 working days following each meeting. The Secretary will distribute the minutes to the Board. The minutes will be available for review by any member upon request or at the annual meeting.

Unscheduled meetings of the Board of Directors can be requested by contacting the Chairperson who will make the final decision on when and where the meeting will take place.

7. MEETINGS:

MHUG meetings will be conducted in accordance with Robert's Rules of Order, modified as appropriate to assist in the expeditious conduct of business. A quorum of voting members must be present to arrive at a final position on matters put to a vote.

An agenda will be published a minimum of five (5) working days in advance of any scheduled meeting.

Third-Party Vendors may make presentations to the User Group with the approval of the Board of Directors. The Board of Directors, in consultation with Mitchell Humphrey & Co., may restrict the vendor's attendance at sessions, as appropriate for proprietary considerations. These vendors should not actively solicit business during the Conference presentations (but may have a booth during the vendor day as may other vendors). The presentations should be informative in nature, rather than a sales presentation.

8. FUNDS:

User Group Membership and registration fees shall be used to:

- Provide an annual user group conference and educational workshop, including necessary equipment, printing and handling costs of announcement bulletins and other information items.
- Provide support to the Board of Directors to defer conference planning and Board of Directors meeting costs. Reimbursement will be provided after the spring Board of Directors meeting. The reimbursement will be provided to those who attended the meeting, although the amount to be reimbursed will be provided to the Board members as soon as it is determined by the Treasurer.

Any balances remaining from the annual user group meeting will be retained to help provide "up front" money for the next annual conference & educational workshop. If the balance ever exceeds 75% of providing the previous conference, then the Board of Directors will review the operating cost of the Board and of sponsoring the conference and then vote whether to reduce the cost of the next year's conference.

(NOTE: The Mitchell Humphrey User Group (MHUG) has been chartered in Missouri as a 501 C-3 Not for Profit Organization. Since the MHUG is now a 501 C-3 Not for Profit organization, it must have adequate funds to cover operating costs. The funds that might accumulate from the membership fees and the annual conference will be utilized to keep the MHUG self sufficient and maintain an operating reserve in case of an emergency. Additionally, the term Advisory Board has been changed to Board of Directors, to comply with the language of the Missouri Articles of Incorporation.)

9. SUB-COMMITTEES:

The Board will designate subcommittees on an as-needed basis. The Board will appoint a subcommittee chair who may then select members of their working committee.

The following officers certify that the above Charter was voted on and approved at the official meeting of the MHUG User Group on September 19, 2011. It is also certified that the MH & Co. Representatives have reviewed the Charter and by signing below agree that the Vendor will “to the best of their ability” abide by the Charter.

_____	_____	_____	_____
Chairperson	Date	Vice Chairperson	Date

_____	_____	_____	_____
Treasurer	Date	Secretary	Date

_____	_____
Membership	Date