

Applied Systems Client Network, Inc

Chapter Bylaws

ARTICLE I: CHAPTER NAME

These are the Bylaws of the Applied Systems Users Group of Central New Jersey (herein known as “Chapter”). The chapter shall abide by the rules and regulations established by Applied Systems Client Network, Inc. (ASCnet).

1. The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated/registered.
2. The bylaws of the Chapter may not conflict with the current ASCnet bylaws and any policies, procedures, rules or directives established or authorized by the ASCnet Board of Directors as well as with the Chapter’s affiliation agreement with ASCnet.

ARTICLE II: CHAPTER PURPOSES

The purposes for which the Chapter is organized are:

1. To promote insurance automation education and networking to advance agency/brokerage profitability and value.
2. To advance the general and specific purposes of ASCnet.

ARTICLE III: CHAPTER MEMBERSHIP

Section A. Chapter Membership Classes

1. Membership Classes: The Chapter will have User Members and Associate Members. Individuals cannot be members. Each Chapter member shall be a member in good standing of ASCnet.
2. User Members: User Members are voting members. They are insurance agencies/brokerages that have implemented or are implementing one or more Applied Systems, Inc., products to manage their organization’s business processes.
3. Associate Members: Associate Members are non-voting members. They are organizations with a primary business interest in one or more of the following activities benefiting User Members:
 - a. Consultants providing consulting or related services;
 - b. Companies whose business is to provide insurance or surety products that are sold or marketed by User Members;
 - c. Software vendors developing or selling software products;
 - d. Hardware vendors manufacturing or selling hardware products;
 - e. Prospective users evaluating Applied Systems, Inc. products and services for routine use in management of their internal business processes, or;
 - f. Other businesses providing business management solutions or related services.

Section B. Chapter Membership Suspension/Expulsion, Transfer, Resignation, Rights of Proprietorship

1. Suspension/Expulsion: The Chapter Board may suspend or expel a Chapter member that does not maintain qualifications set forth in these Bylaws under Article VII.
2. Transfer: Chapter Membership is transferable upon application to and approval of the Board consistent with Chapter Membership policies and procedures.
3. Resignation: A Chapter member may resign in writing addressed to the Chapter. Resignation will be effective upon receipt. Resignation will not relieve the member of the obligation to pay dues and other assessments accrued before the effective date of the resignation.
4. Rights of Proprietorship: Chapter Membership is a privilege and not a property right. No member will have an ownership or property right in Chapter funds, property or other assets.

ARTICLE IV: CHAPTER OFFICERS AND BOARD MEMBERS

Section A. Chapter Elected Officers

1. The elective officers of this Chapter shall be:
President, Vice President, and Secretary/Treasurer

Section C. Election/Eligibility, Terms, Vacancies, Resignations, Removal

1. Election/Eligibility: The Chapter Officers and Board Members will be elected by the User Members on or before the last meeting of the year. At the end of the President's term, the President will automatically succeed to Past President and serve as an ex-officio member of the Executive Committee. No User Member may hold more than one executive office.
2. Terms: The term of the Chapter Officers and Board Members take effect on January 1st and will be Two Years.

And Chapter Officers and Board Members may continue to serve in their capacity at the discretion of the User Members.

3. Vacancies: The Vice President shall assume the duties of any vacated office. If more than one (1) office shall become vacant in the same term, the Vice-President shall assume the higher office and a special election shall be held to elect the second vacancy. If the Vice Presidency is vacated, the President shall appoint the successor until the next election.
4. Resignations: A Chapter Officer or Board Member may resign in writing submitted to the Chapter President. A resignation will be effective when specified in the written resignation or, if no date is specified, on the acceptance date of the resignation as determined by the President.
5. Removal: A Chapter Officer or Board Member, who is no longer a member in good standing of ASCnet and the Chapter, shall be removed and replaced by the Chapter President. An Officer or Board Member may also be removed for cause by a two-thirds (2/3rds) affirmative vote of the Chapter Board of Directors at any regular or special meeting at which a quorum of the Chapter Board is present; and in accordance with Chapter Board adopted policies and procedures.

Section D. Functions, Meetings, Notice, Quorum, Voting At Meetings, Voting Without meeting, Proxy Voting

1. Functions: The Board will govern the Chapter and establish Chapter policies.
2. Meetings: Board Meetings shall be held at the request of the President with at least two meetings per year at regularly scheduled intervals in accordance with these bylaws. Regular meetings may be via telephone conference call or similar form of telecommunications, which permits all Chapter Officers and Board Members to simultaneously communicate and effectively participate
3. Notice: The Secretary will send notice for meetings at least twenty-one days in advance.
4. Quorum: A majority of Officers and Board Members physically present, not by proxy, at an in-person meeting or during an electronic meeting will constitute a quorum to permit the Board to transact business.
5. Voting At Meetings: The act of a majority of Officers and Board Members at a meeting at which a quorum exists will be the act of the Board, except for the following matters which will require a two-thirds vote of those Officers and Board Members: a) purchase of real estate; b) hiring or termination of employment of staff; or c) Bylaw amendment.
6. Voting Without Meetings: An action required or permitted at a Board meeting may be taken without a meeting if consent in writing, setting forth in detail the action consented to, is signed by 100% of Officers and Board Members. The Secretary will place the signed consent in the Board minutes.
7. Proxy Voting: Voting by proxy is prohibited.

Section E: Chapter Committees

1. The Officers will serve as an Executive Committee, to act for the Board between Board meetings subject to ratification by the Board at its next meeting.
2. The Board may establish committees (such as Education or Membership) and adopt policies for those committees to follow. The President will appoint the committee chairs.

ARTICLE V: DUTIES OF CHAPTER OFFICERS

Section A. President

The President will serve as the Chapter's Chief Elected Officer and shall:

1. Preside at all meetings
2. Be a member of the Executive Committee.
3. Appoint Committee Chairpersons deemed necessary to fulfill the purposes of the chapter.
4. Be the liaison between this and other ASCnet chapters, the ASCnet Board of Directors and ASCnet CEO.
5. Attend at least one ASCnet Annual Leadership Conference and/or the ASCnet Annual TENCon.
6. Oversee and supervise all chapter activities.

Section B. Vice President

The Vice President shall:

1. Aid the President in all official matters.
2. Be a member of the Executive Committee.
3. Assume the responsibilities of any vacated office.
4. Assume duties of the President when the President is not available

Section C. Secretary/Treasurer

The Secretary/Treasurer shall:

1. Record and publish the minutes of all meetings.
2. Be a member of the Executive Committee.
3. Publish and distribute agendas for all membership meetings.
4. Inform ASCnet of scheduled meetings, providing agendas and meeting minutes.
5. Be in charge of all Chapter mailings to its members.
6. Be a member of the Executive Committee.
7. Provide an (annual, quarterly) Treasurer's report to the Chapter
8. Provide interim financial reports for officer meetings.
9. Keep attendance and dues records for all members. A roster shall also be maintained with all users within the Chapter's area, whether dues-paying or otherwise.
10. Maintain a separate bank account for the Chapter.

ARTICLE VI: CHAPTER MEMBERSHIP MEETINGS

Section A. Chapter Membership Meetings

1. The Chapter will conduct at least two Regular Membership Meetings each year.
2. The Chapter will conduct a Special Membership Meeting if called by the Board or by 20% or more of User Members. Upon receipt of a signed written petition including the required number of petitioner names and validation of petitioner names by the Board, the Secretary will fix the time and place of the meeting, and notify the members.

Section B. Chapter Meetings Notice, Quorum, and Voting

1. Notice: The Chapter will provide members at least twenty one (21) days advance notice of each Regular or Special Membership Meeting, including re-notice for previously-adjourned meetings. The notice will state the time and place of the meeting and describe the business to be transacted. No business other than that specified in the notice will be transacted.
2. Quorum: A quorum of at least 20% of User Members must be present in person at a membership meeting to conduct business. If there is no quorum, the Chair will adjourn the business portion of the meeting.
3. Voting: Voting at a Chapter Meeting by proxy, written or electronic ballot is prohibited. Physical presence is required. Membership action will require a vote of a majority of User Members present at a meeting at which there is a quorum.

Section C. Chapter Membership Voting Without Meetings

1. Scope: User Members may vote without a meeting on any action they may vote on at a meeting.
2. Voting: Membership votes will be conducted by ballot as the Board determines. Actions will be carried by a majority vote of User Membership of the Chapter, except the following actions that will require a vote of two thirds of those User Members: a) merger with another entity.

ARTICLE VII: CHAPTER FINANCE

Section A. Chapter Membership Dues, Fees and Assessments, Non-Payment of Dues, Billing

1. Chapter Membership Dues, Fees and Assessments: The Chapter will assess yearly membership dues, and may charge other fees and assessments for all membership classes. Dues, fees, and other assessments will be payable on or before the membership renewal date unless the Board specifies otherwise.
2. Non-Payment of Dues: A Chapter member that does not pay dues, fees and other assessments within 30 days of the due date will be in default and will not be entitled to exercise rights and privileges of membership unless reinstated. Reinstatement will be allowed only if 100% of unpaid amounts are paid within 90 days of the due date. After that date, the former member must reapply for membership.
3. Billing: ASCnet will bill, collect and distribute Chapter dues to the Chapter.

Section B. Chapter Budget

An annual Chapter budget showing anticipated revenue and expenses will be adopted annually by the Board.

Section C. Accounting

The Treasurer will provide comparative period financial reports to the Board at regular meetings or as the Board determines.

Section D. Allowed Expenses

1. The following expenses shall be assumed by the Chapter:
 - a. Group related printing, postage and telephone expenses.
 - b. Overnight accommodations and expenses for guest speakers/presenters when necessary, reasonable and approved by the Board.
 - c. Travel, accommodation and conference fees for the President (or an approved representative) to attend the ASCnet Annual Leadership Conference and/or the Annual TENCon and any other meetings approved by the Board.

ARTICLE VIII: INDEMNIFICATION

Section A. Officers, Directors, Employees and other Agents

The following indemnification of Officers, Directors, Employees and other Agents will apply.

1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative shall be entitled to indemnification against reasonable expenses and liabilities, including his or hers attorney's fees, as incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding; provided that such indemnification shall be limited to the extent of the insurance

(Directors and Officers errors and omissions, general liability and further coverages as may be applicable) maintained by ASCnet.

2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.
3. To the extent permitted by applicable law, the Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the Chapter or is or was serving at the request of the Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

ARTICLE IX: CHAPTER BYLAW AMENDMENTS

These Chapter Bylaws may be amended at a Regular membership meeting if notice is given to each User Member at least twenty one days before the meeting. Notice must include a copy of the text of the proposed amendment, including explanatory materials, transmitted by postal mail, facsimile, or electronic mail. Postal notice must be sent by Certified Mail, Return Receipt Requested to the last address furnished to the Chapter. Amendments to these Bylaws must be approved by the ASCnet Board of Directors or their appointed committee or staff prior to adoption.

ARTICLE X: CHAPTER DISSOLUTION

Section A. Dissolution

The Board may adopt a resolution recommending dissolution of the Chapter and directing that the question of dissolution be submitted to a vote at a regular or special meeting of User Members. Written notice stating that the purpose of such meeting is to consider dissolving the Chapter must be given to each User Member in accordance with member meeting notice provisions in these Bylaws.

Section B. Distribution of Funds

In the event of the dissolution or liquidation of the Chapter, and after payment of just debts and liabilities, all remaining assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, scholastic or scientific purposes as shall at that time qualify as an exempt organization or organizations.

ARTICLE XI: MISCELLANEOUS

Section A. Authorization to Act on Behalf of the Chapter

Except as otherwise provided by the Board or the President, only the President may take official action, make a public statement, or otherwise hold himself or herself out to the public as authorized to act on behalf of the Chapter.

Section B. Fiscal Year

Unless modified by the Board, the Chapter's fiscal year will be the calendar year.

Section C. Parliamentary Procedures

The most recently revised edition of Roberts Rules of Order will govern Board and member meetings unless otherwise provided in these Bylaws or by Board policy and procedure.

Section D. Severability

If a portion of these Chapter Bylaws is legally determined to be invalid, the remainder of these Bylaws will remain valid and the invalid provision may be replaced with a valid provision through the amendment procedure.

Section E. Notice

When the Chapter Bylaws require a notice, it must be written, including electronic mail and facsimile transmission.

Section F. Use of Intellectual Property

Members, Directors, and employees will use ASCnet and Chapter names, trademarks, logos, symbols and other intellectual property, including property created for ASCnet or the Chapter by ASCnet or Chapter volunteers or employees, only in a manner consistent with these Bylaws and Chapter policies.


Section G. Loans to Directors

The Chapter will not make loans to Directors.

Section H. Allied and Cooperative Relationships

The Board may promote cooperative relationships with other groups, institutions or entities that further Chapter objectives. The Board will approve policies and procedures to govern those relationships.

Ratified and Made Effective by the Chapter Board of Directors


8/14/07