

INDUSTRIAL CRM ADVISORY GROUP BYLAWS

ARTICLE 1: NAME

1.0 The name of the organization is Tour de Force User Group, doing business as “Industrial CRM Advisory Group” referred to hereinafter as “ICAG”.

ARTICLE 2: PURPOSE

2.1 The mission of ICAG is:

2.1.1 To advance the effective utilization of customer relationship management systems, its partners, and other vendors by promoting the interchange and dissemination of Information of mutual interest and value.

2.1.2 To provide a forum for mutual education and exchange of ideas and information among members and promote sound and professional systems usage and best practices.

ARTICLE 3: MEMBERSHIP

3.1 General

3.1.1 Members are invited to take an active interest in ICAG by participating in educational events, ICAG Community offerings, Special Interest Group activities and other events, as otherwise permitted by the Board of Directors.

3.1.2 All membership fees, dues and the time of payment thereof shall be established by a majority vote of the Board of Directors. Such amounts must be timely paid to obtain or retain membership status.

3.2 Dues

Members shall retain their status so long as they pay any and all annual dues imposed by ICAG upon its members. The Board of Directors shall establish the amount of any annual dues, and shall determine the method of calculation and payment thereof. Assessments require prior approval by simple majority of the membership. An assessment, when levied, shall in all respects be regarded as additional dues. Board of Directors is awarded proxy vote for those members who elect not to cast their vote.

3.3 Categories of Membership

3.3.1 Member Companies: Companies which have interest in customer relationship management systems. Each Member Company will be allowed to designate a Primary Delegate that will have the rights to vote and represent the interests of the Member Company. 3 additional Delegates can be defined by the Member Company and be provide access to all resources offered by the ICAG.

3.3.2 Partner Members: Companies which are Partners or vendors / suppliers of customer relationship management systems or related services. These will be further categorized as Approved ICAG Partners, CRM Channel Partners, and Other Vendors. Partner Member Companies shall name a primary contact, an executive contact, and all participating representatives.

3.3.3 Associate Member Companies: Companies or organizations not meeting Member Company or Partner Company qualifications may be awarded Associate Member Company status by the Board of Directors. Associate Member Companies shall name a primary contact, an executive contact, and all participating representatives.

3.3.4 Member Representatives: All categories of ICAG Member Companies shall designate one employee as their primary contact and one employee as their executive contact. Additionally, each company will name each delegate representative of their company and provide all contact information to the ICAG for each representative.

3.3 Application for Membership

A member company or organization desiring to become a member, partner, or an associate member shall complete and submit a membership application. Applications shall be processed in accordance with ICAG bylaws and ICAG policies and procedures. Acceptance of membership is the responsibility of the Board of Directors in accordance with these bylaws or applicable ICAG policies.

3.4 Obligations of all Members

3.4.1 All Members shall be expected to abide by these bylaws and the policies and procedures of ICAG and to meet financial obligations associated with ICAG membership.

3.4.2 All Members shall hold ICAG harmless from any actions of representatives, delegates, attendees or speakers at, or related to, any ICAG function and from any actions of ICAG agents or contractors.

3.4.3 All members shall conduct themselves and their activities in a professional manner marked by integrity and a spirit of fair play.

3.4.4 No member shall represent themselves as a spokesperson of ICAG to the press or any other outside organization except as approved by the Board of Directors.

3.4.5 Members shall respect all communication designated as confidential by ICAG and its partners and shall not record, distribute, publish or interpret this communication without the explicit written permission of ICAG.

3.4.6 No member shall engage in any activity as it relates to ICAG membership which would violate the proprietary rights of their employers, or any other person or organization.

3.4.7 No member shall engage in any sales activity, including direct or indirect solicitation, or conduct any other activity, contrary to the purposes of ICAG.

3.5 Rights of Members

3.5.1 Voting: Each Member Company shall designate a Member Company Representative to exercise its right to vote. All voting will be one vote per Member Company. This voting right/rule does not apply to votes or decisions made inside of Special Interest Groups (SIGs), these SIGs determine their own voting rules for their individual groups for decisions that only affect them.

3.5.2 Election of the Board of Directors: Current employees of Member Companies are eligible for nomination and election as Directors or Officers of ICAG.

3.5.3 Partner and Associate Members are non-voting members and are eligible to be elected to or appointed to the Board of Directors. Partner and associate board members are non-voting board members. They may hold specific volunteer positions.

3.5.4 Official Notices of ICAG: Member Company Representatives, Partner Company Representatives and Associate Member Company Representatives are entitled to receive copies of official notices of ICAG as determined by the Board of Directors.

3.5.5 Liabilities: The Member Companies or Partner Companies or Associate Member Companies shall not be liable for the debts or obligations of ICAG. No Member Company, Partner Company or Associate Member Company Representative shall receive compensation for services rendered to ICAG except as otherwise approved by the Board of Directors; however, a Member Company, Partner Company or Associate Member Company Representative may be reimbursed for expenses reasonably incurred on behalf of ICAG if pre-approved by the Board of Directors.

3.6 Resignations

Any Member Company, Partner Company or Associate Member Company may resign at any time. Written notification of resignation shall not relieve the resigning Member Company, Partner Company or Associate Member Company from the payment of dues for the current year, nor entitle the Member Company, Partner Company or Associate Member

Company to a rebate of dues paid. The resignation may take effect immediately or upon a later date if such is specified in the letter of resignation.

3.7 Suspension or Expulsion

Any Member Company, Partner Company or Associate Member Company whose conduct shall be deemed detrimental to the best interest of ICAG, or who shall violate these bylaws or ICAG policies and procedures, may be suspended or expelled by a majority vote of the Board of Directors. When such action is taken, the Member Company, Partner Company or Associate Member Company shall be entitled to receive specific charges in writing from the Board of Directors and shall, if desired, be afforded an opportunity for a hearing before the Board of Directors or a special committee selected by the President for this purpose. When a Member Company, Partner Company or Associate Member Company is suspended or expelled, they may petition the Board of Directors for reinstatement, which may be granted after a period of time or upon conditions deemed appropriate by the Board of Directors.

3.8 Reinstatement of Membership

Any former member may apply for reinstatement if it qualifies for membership in accordance with the bylaws and ICAG policies. Application for reinstatement shall be made to the Board of Directors and shall be granted at their discretion.

ARTICLE 4: STRUCTURE

4.1 General

The Board of Directors shall be comprised of the Officers and Directors-At-Large. Affairs of the group shall be managed by the Board of Directors except as otherwise expressly provided by law or by these bylaws, but the Directors shall act only as a Board and the individual Directors shall have no power as such. Among such powers are:

4.1.1 Development, determination and execution of ICAG policy.

4.1.2 Interpretation and implementation of decisions of the members and of the Board of Directors.

4.1.3 Approval of the ICAG budget and business plan and the designation of an independent certified public accounting firm to audit ICAG'S financial records and prepare all necessary tax returns and audited financial statements.

4.1.4 Approval of use of the ICAG name, in whole or in part, by other organizations.

4.1.5 Retention of association management and services as needed to assist in the day-to-day business operations and permit preparation of all necessary tax returns and financial statements as required and to assume any duties necessary for the conduct of ICAG business as determined by the Board of Directors.

4.1.6 Approval of the various membership and registration fees.

4.1.7 Establishment of banking relationships for the administration and disbursement of funds.

4.1.8 All other powers which are customarily exercised by a Board of Directors.

4.1.9 Any Director may resign at any time by submitting written resignation to the Board of Directors. The resignation may take effect immediately or upon a later date if such is specified in the letter of resignation.

4.1.10 Removal of any Director by a two-thirds (2/3) vote by the Board of Directors, except the Board member in question, when it is in the best interests of ICAG.

4.1.11 Any member of the board absent from three meetings in succession or three meetings in any twelve-month period is automatically terminated as a member of the board. The board may reinstate an individual in extraordinary circumstances.

4.2 Composition

4.2.1 The number of the Board of Directors shall be no more than twelve (12) and shall not be less than eight (8).

4.2.2 The Board of Directors will be comprised of no more than one individual from each Member company.

4.2.3 The Executive Committee of the Board of Directors shall consist of President, Vice President, Secretary, Treasurer, and the Immediate Past President and other approved board members as deemed necessary by the Board. The Executive Committee shall manage the affairs of ICAG in between meetings of the Board of Directors and may exercise the authority of the Board; provided that the full Board of Directors may override any decision of the Executive Committee and the Executive Committee may not override any decision of the Board of Directors.

4.2 Qualifications

All constituents of the Board of Directors must be current employees actively involved in the business operations of Member Companies during their term of office.

4.2.1 In the event that an Officer's or Director's employment status does not meet the qualifications due to resignation, termination, lay off or retirement, for example, ICAG will revoke the status of the Officer or Director if permanent employment with a Member company as outlined is not secured within 90 days.

4.3 Vacancy in Office

Where vacancy occurs on the Board of Directors, excluding the office of Immediate Past President, the President with concurrence of the Board of Directors may make an appointment to fill the remaining term of that office subject to the following:

4.3.1 Directors thus appointed shall, for the purpose of interpreting their powers and duties under these bylaws, be considered Elected Directors.

4.3.2 The office of President, if vacated, shall be filled by the Vice President.

4.4 Quorum

A quorum will be composed of more than 50% of the current Board members and at least one (1) Officer.

4.5 Action by Majority Vote

4.5.1 Except as expressly required by law or these bylaws, the act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.6 Policy

The Board of Directors shall from time to time establish, modify or cancel policies governing the membership, committees and actions of the Board of Directors.

4.7 Absence of Interest

In the absence of willing and qualified candidates for the President and Vice-President positions, ICAG will operate with Committees made up of the then current Board Members. One of these members will act as Coordinator. The Board will act as quickly as possible to restore the composition of the Board as identified in 4.1 and defined below in Article 5.

ARTICLE 5: OFFICERS

5.1 Offices

The Officers of ICAG shall be President, Vice President, Secretary, and Treasurer.

5.1.1 Responsibilities of the President: Acts as President of ICAG and shall in general supervise the affairs of ICAG, subject however, to the control of the Board of Directors. The President shall preside over all meetings of the Board of Directors.

5.1.2 Responsibilities of the Vice President: The Vice President shall perform such duties as are assigned by the President from time to time and carry out the responsibilities of the President in the absence of the President.

5.1.3 Responsibilities of Secretary: The Secretary is responsible for the efficient administration of ICAG, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the Board

of Directors are implemented. The Secretary shall be responsible for documenting all decisions of the Board of Directors and for providing updates to the Membership.

5.1.4 Responsibilities of the Treasurer: The Treasurer shall provide a vision to the Board on how ICAG will achieve its fiscal goals and shall have charge and custody of, and be responsible for, all funds and securities of the Group.

ARTICLE 6: FINANCIAL OVERSIGHT

The Board of Directors shall direct all financial affairs of ICAG in the following manner:

6.1 The Treasurer shall be responsible for preparing an annual budget based on input from the Board of Directors and presenting the budget to the Board of Directors for approval by January 31st of each calendar year for that current year.

6.2 The Treasurer shall furnish the Board of Directors a monthly income and expense statement within (30) days after the close of each month.

6.3 Within three months after the close of each year, the Board of Directors shall receive a complete treasurer's report of the previous year.

6.4 Any one member of the Executive Committee may approve any expenditure up to \$250. The Executive Committee can authorize expenditures up to \$5000 and expenditures in excess of \$5000 must be approved by the Board of Directors and require a vote of all Board Members.

ARTICLE 7: ELECTIONS

7.1 Nominations

7.1.1 Nominating Committee: The Vice President shall be the Chairperson of the Nominating Committee and shall select its remaining members. In the event the Vice President is not able to serve in this capacity, the Chairperson shall select the Chairperson of the Nominating Committee. The Nominating Committee shall consist of at least five (5) members. Member Company Representatives are eligible to serve.

7.1.2 All Member Company Representatives are eligible to make nominations to the Committee.

7.1.3 Nominations shall close not less than thirty (30) days after nominations are opened.

7.1.4 Election Procedure: Elections shall be held under the general supervision of the Vice President. The Nominating Committee shall annually nominate candidates for Officers positions and any director-at-large positions and present a slate of candidates to the Member Companies for approval by majority vote. The names of the candidates and a statement from each candidate indicating acceptance of the nomination and willingness to serve, if elected, shall be presented to the Member Companies. If the Member Companies cannot approve the slate, an alternative slate will be presented for voting.

7.1.5 Should the Board of Directors decide to conduct the election by mail or electronic mail, the Nominating Committee, under the direction of the Vice President shall prepare the ballot and establish the necessary procedures for balloting and counting of the ballots, and reporting the results.

7.2 Terms

7.2.1 The Vice President shall be elected every other year with the current Vice President assuming the office of President. If the Vice President has assumed the office of President due to a vacancy, he or she may continue in that office through the end of the term to which he or she was elected

7.2.2 All other Directors and Officers are elected for two (2) year terms

7.2.3 The Directors and Officers may serve a maximum of two (2) consecutive terms in a position or a maximum of four (4) years on the Board of Directors, excluding any terms as President, Vice President, or Immediate Past President. A member may return to a Director or Officer role on the Board after twelve (12) months of non-service.

7.2.4 Directors' terms shall commence at a time determined by the Board.

7.2.5 Directors' terms may be extended by the President.

ARTICLE 8: MEETINGS

8.1 The President shall schedule at least two (2) Board meetings per year, these may be virtual. Board meetings may be held at other times, at the discretion of the President.

ARTICLE 9: AMENDMENT OF BYLAWS

9.1 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors present at any Board meeting, provided that at least four (4) weeks' written notification is given to all members of the board of intention to alter, amend or repeal and to adopt new bylaws at such meeting; further provided, that no amendment which reduces the privileges of the Member Companies may be made without a majority vote of the Member Company Representatives conducted by ballot.

9.2 If at least 10% of the Member Company Representatives present a petition requesting the Board of Directors to initiate a change in the bylaws, the Board of Directors shall submit the matter to a membership vote at the earliest practical date, but not later than eight (8) months from the date of the petition.

ARTICLE 10: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern ICAG in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order ICAG may adopt.

ARTICLE 11: DISSOLUTION

11.1 Voting Requirements: ICAG may dissolve if an affirmative vote is received from two-thirds (2/3) of all voting Member Company Representatives.

11.2 Disposition of Assets: Upon dissolution or liquidation of this group all liabilities and obligations of the group shall be paid, satisfied and discharged or adequate provisions shall be made therefore. Remaining assets shall be distributed as determined by the Board of Directors to one or more not-for-profit organizations.