

BYLAWS OF The Hillside Group

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **The Hillside Group**. It shall be a nonprofit organization incorporated under the laws of the State of Illinois.

Section 2 — Purpose: The mission of the Hillside Group is to improve the quality of life of everyone who uses, builds, or encounters software systems—users, developers, managers, owners, educators, students, and society as a whole.

Developing software is one of the most difficult of human activities, and it affects every aspect of modern life. Understanding and helping the human element is critical for achieving success. The Hillside Group believes that software systems and software development can be made more humane by paying attention to real people and existing practices.

The Hillside Group promotes the use of patterns and pattern languages to record, analyze, and improve software and its development, and supports any new practices that help achieve its mission.

The Hillside Group sponsors a variety of activities to achieve this mission: organizing workshops, conferences, and publications for discussing, recording, and documenting successful software practices.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to any person who supports the purpose statement in Article I, Section 2. Membership is granted after nomination and second by any current member of The Hillside Group followed by acknowledgement by the prospective member and payment of annual dues.

Section 2 — Annual dues: There are no annual dues. Continued membership is contingent upon being up-to-date on membership dues.

Section 2.1 – The dues can be changed by a majority vote of the members present at an annual meeting of the full membership.

Section 3 — Rights of members: Members shall be eligible to participate in members-only mailing lists and to attend the annual meeting of the full membership.

Section 4 — Resignation and termination: Any member may resign by submitting a request to the Membership Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Members can have their memberships terminated by a two-thirds vote of those members who respond to the call for online voting on termination.

Section 5 — Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Annual meetings: An annual meeting of the members shall be held at a time and place designated by the Board. At the annual meeting the members may elect directors and officers, and shall receive reports on the activities of the association, and determine the direction of the association for the coming year. The board will determine and announce whether non-members will be allowed to attend an annual meeting on a per-meeting basis. If non-members attend the annual meeting they will be allowed to

become members immediately in the manner described in Article II. Non-members may not raise issues to be discussed at the meeting, but may participate in any deliberations and votes that may occur at the annual meeting.

Section 2 — Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the Board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 3 — Notice of meetings: Notice of each meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting.

Section 4 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, except for any issues specified herein.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 10, but not fewer than 6 members.** The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to four consecutive terms.

Section 3 — Board members emeritus: After their service for four consecutive terms, outgoing board members may elect to continue to serve in an advisory status as a *board member emeritus* for at most another four consecutive terms.

Section 4 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place or teleconference. An official board meeting requires that each board member have email notice at least two weeks in advance.

Section 5 — Board member elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting or by online voting, at the discretion of the Board. Directors shall be elected by a simple majority of members present at the annual meeting or members who respond to a call for online voting.

Section 5.1 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to vote for each candidate.

Section 7 — Quorum: A quorum must be attended by at least thirty percent of board members for business transactions to take place and motions to pass. Emeritus board members are not counted.

Section 8 — Officers and Duties: There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. Their duties are as follows:

The president shall convene regularly scheduled board meetings, and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.

The vice-president shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of

minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 9 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the departed board member's term.

Section 10 — Resignation, termination, and absences: Resignation from the board must be in writing or in email and received by the Secretary. A board member shall be terminated from the board due to excess absences, which is more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a two-thirds vote of the remaining directors.

Section 11 — Special meetings: Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board president appoints all committee chairs.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4 — Shepherding Committee: The president shall appoint a member to chair the Shepherding Committee. The Shepherding Committee is responsible for developing and maintaining a list of people who are qualified and willing to serve as shepherd for conferences and events sponsored or supported by The Hillside Group and affiliated organizations.

Section 5 — Hillside Europe Liaison: One board member shall be designated to officially be a liaison to the Hillside Europe. The liaison will monitor Hillside Europe mailings and raise to the board any issues discussed thereon that impact Hillside activities or that can benefit by more active Hillside Group participation.

ARTICLE VI — DIRECTOR AND STAFF

Section 1 — Chief Operating Officer: the board may hire a Chief Operating Officer (COO). The COO has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The COO will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can

designate other duties as necessary.

Section 2 – Bookkeeper: the board may hire an external bookkeeper to manage financial records and perform financial transactions.

Section 3 – Membership Secretary: the board may appoint a member to serve as Membership Secretary to manage the membership lists and to liaison to the members.

Section 4 – Other positions: The board may appoint or hire other staff as needed to meet the needs of the membership, the board or the mission of the organization.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on October 3, 2008.

Robert S. Hanmer
President

October 3, 2008
Date
