

BYLAWS

ARTICLE I

1. NAME

1.1 The name of this organization shall be the SunGard Public Sector Users' Group Association, Inc. hereinafter called "SUGA", an organization independent of SunGard Public Sector, Inc.

1.2 The principal office for its transaction of business shall be at a site determined by the Board of Directors. All correspondence relating to the corporation shall be directed to:

SunGard Public Sector Users' Group Association Inc.
P. O Box 402456
Atlanta, GA 30384-2456

1.3 The Board of Directors is hereby granted full power and authority to change the principal office to another location. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II

2. STATEMENT OF PURPOSE/MISSION

2.1 Purpose

(a) The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code including, to the extent permitted by Section 501(c)(3), the advancement of the effective and efficient utilization of software application packages procured by the members of the corporation from SunGard Public Sector Inc.

2.2 Mission

SUGA Mission Statement

It is the Mission of SUGA to promote open communication among all members, and between SUGA and SunGard Public Sector decision-makers regarding the enhancement and development of products, technologies, technical support, and strategies that will best meet the needs of SUGA members, as well as offer high quality educational experiences on all SunGard Public Sector product lines at the lowest possible cost to member agencies. This will be accomplished through:

- Promotion of a SUGA website.
- Promotion of training and networking opportunities through the Regional User Groups and the International Educational conferences.
- Promotion of online discussion groups and forums.
- Hold educational conferences in the most cost effective venues available.
- Any other means deemed appropriate by the board of directors, and by the membership.

ARTICLE III

3. FISCAL YEAR

3.1 The fiscal year shall be August 1 through July 31.

ARTICLE IV

4. MEMBERSHIP

4.1 A member of SUGA is a governmental entity, not for profit, or other organization that:

(a) Has acquired a license to use the current version of the SunGard Public Sector Inc. products on one or more computer systems at said organization.

(b) Is participating in the annual maintenance of this software.

(c) Has paid applicable membership dues. Membership in SUGA is by entity and is due and payable annually on a calendar year basis.

4.2 Membership in SUGA shall terminate whenever the conditions specified in Article IV, Section 4.1 are no longer met or at the member's request.

4.3 The annual membership dues will be established at each annual Board of Director's meeting.

ARTICLE V

5. ADVISORS

5.1 Representatives of SunGard Public Sector Inc. may be asked by the Board of Directors to serve as advisors to SUGA and to participate in specific meetings or activities.

5.2 All decisions related to SUGA operations and activities are made solely by the duly elected Board of Directors.

5.3 The SUGA Board of Directors as needed may appoint individuals to serve as advisors to SUGA and to participate in specific meetings or activities.

- a) Advisors have no Board voting rights.
- b) Advisors may be asked to attend official SUGA Board of Directors meetings.
- c) Advisors shall be reimbursed for reasonable expenses related to SUGA business and activities. They may also receive a waiver of International Conference fees if their organization is an active SUGA member.

ARTICLE VI

6. OFFICERS

6.1 The elected officers of SUGA shall be the Board of Directors. It shall consist of a President, President Elect, Treasurer, Secretary, Past President and Past Treasurer and one Director-at-Large. The newly elected Board of Directors shall appoint the Director-at-Large prior to the annual Board of Director's meeting. In the event the Past Treasurer position is unfilled, a second Director-at-Large may be filled.

6.2 The members of the Board of Directors shall be employees of a member organization.

6.3 There may be only one member of the Board of Directors from any one member organization.

6.4 The outgoing officers shall transfer permanent records of the Board of Directors to their successors within 60 days of the end of their term or no later than the annual Board of Director's meeting.

6.5 The members of the Board of Directors shall be reimbursed for reasonable expenses related to SUGA business and activities. They shall also receive a waiver of Annual Conference fees.

6.6 Vacancies on the Board of Directors shall be filled in the following order: President by President Elect; President Elect by consenting current positions on the Board; all other vacancies by appointment of the President with approval of the Board of Directors.

6.7 The Board of Directors shall have general administrative authority and such power as set forth in these Bylaws or otherwise granted by vote of SUGA. The Board of Directors shall transact such business and establish such policy as may be necessary between and during regular SUGA meetings.

6.8 Each Board of Director's position shall be limited to two (2) complete consecutive terms.

6.9 No person may concurrently serve on the International SUGA Board of Directors and on a Regional SUGA Board of Directors. If a member of a Regional SUGA Board of Directors is elected or appointed to the International SUGA Board of Directors, that person must resign their position on the Regional Board prior to assuming their duties on the International Board.

ARTICLE VII

7. DUTIES OF OFFICERS

7.1 President

- (a) Preside at all meetings of SUGA and meetings of the Board of Directors.
- (b) Appoint special committees/representation as necessary, with the approval of members of the Board of Directors.
- (c) Have general supervision of SUGA activities.
- (d) Perform other duties as may be required.
- (e) Term of Office - 1 year or until next annual election.
- (f) Assume the office of Past President in the year immediately following the Presidency.

7.2 President Elect

- (a) Preside in the absence of, or at the request of, the President.
- (b) Assume the office of President if a vacancy occurs.
- (c) Perform other duties as may be required.
- (d) Term of Office - 1 year or until next annual election.
- (e) Assume the office of the President in the year immediately following the term of President Elect.

7.3 Treasurer

- (a) Collect all money due to SUGA and keep an accurate record.
- (b) Deposit in the SUGA bank account all monies received from fees or other sources.
- (c) Keep an accurate and adequate record of all financial transactions of SUGA.
- (d) File any necessary tax returns.
- (e) At the expense of SUGA, is a custodian under bond of all monies belonging to the organization and for the proper performance of the Treasurer duties.
- (f) Make a financial report at Board meetings and at SUGA Annual Meeting.
- (g) Arrange for and actively participate in the annual audit, working with the contract auditor, Financial Services and other Board members as needed.
- (h) In order to avoid an internal control deficiency and maintain an unqualified audit opinion, the Treasurer shall demonstrate sufficient skills, knowledge and experience to review and understand the financial statements and footnote disclosures prepared by the independent external auditor, thereby determining accurate presentation of the organization's financial position.
- (i) Perform other duties as may be required.
- (j) Term of Office - 2 fiscal years following election
- (k) Assume the office of Past Treasurer the year immediately following the completion of the term as Treasurer.

7.4 Secretary

- (a) Keep an accurate record of all meetings and actions taken at all meetings of SUGA and Board of Directors.
- (b) Conduct correspondence for SUGA as necessary.

- (c) Perform other duties as may be required.
- (d) Term of Office – 2 years, or until the next annual election..

7.5 Past President, Past Treasurer, and Director-at-Large

- (a) Participate in meetings of SUGA and Board of Directors.
- (b) Perform other duties as may be required.
- (c) Term of Office - 1 year or until next annual election

ARTICLE VIII

8. MEETINGS

8.1 A general meeting of SUGA shall be held annually, during the second quarter of each calendar year. Notification of the time and place of the meeting shall be communicated to the members at least four weeks in advance.

8.2 Meetings shall be conducted in accordance with these Bylaws, Robert's Rules of Order, and policies established by SUGA.

8.3 Meetings of the Board of Directors shall be at the call of the President or by any two members of the Board of Directors.

ARTICLE IX

9. ELECTIONS

9.1 Election of Officers shall be conducted once each calendar year during the annual general meeting of SUGA.

9.2 Elections shall be by ballot except when there is only one nominee for an office, at which time the vote for that office may be by voice. It shall require a majority vote of those eligible members attending the voting during the annual general meeting to elect an officer. If a candidate does not receive a majority vote, balloting shall continue among those members present at the annual general meeting until one receives a majority.

9.3 The Officers shall assume office immediately following the end of conference at which they were elected with exception of Treasurer whose term is based on a fiscal year.

ARTICLE X

10. QUORUM

10.1 The quorum for the annual general business meeting shall be those present at any meeting, as defined in Article VIII, Section 8.1 but not less than 30 member organizations.

10.2 The quorum for the Board of Directors shall be at least four members, one of whom shall be the President and/or President Elect.

10.3 A quorum being present, all official business of SUGA shall be a majority vote of those present and voting. Amendments to the Bylaws (Article XI, Section 11.3) and dissolution of the organization (Article XIV, Section 14.1) shall be by a two-thirds (2/3) vote of the votes cast of those present and voting. No proxy votes are allowed.

ARTICLE XI

11. AMENDMENTS

11.1 As provided in the Articles of Incorporation, the Board of Directors may provide such Bylaws for the governing of the corporation and the carrying out of its purposes as it may deem necessary. The Bylaws may be repealed or amended, and new Bylaws may be adopted, by the Board of Directors.

11.2 Any member of SUGA may propose an amendment to the Bylaws by submitting it in writing to the President of the Board of Directors at any time.

ARTICLE XII

12. REGIONAL USERS' GROUPS

12.1 The Board of Directors may, upon written request, approve the establishment of a Regional Users' Group (RUG) of SUGA.

12.2 A RUG may enact rules governing itself, elect officers, conduct business and hold meetings separately from SUGA, and so long as they do not otherwise conflict with the Bylaws, policies or meetings of SUGA.

12.3 The Bylaws adopted by any RUG must be submitted to the SUGA Secretary within 30 days after formation along with a list of officers. Such list shall be kept current.

12.4 SUGA and recognized Regional Users' Groups shall promote membership in each other's organization. To receive the benefits of a recognized Regional Users' Group, each participating member of the Regional Users' Group must be a SUGA member.

12.5 The Regional Users' Groups do not have a vote in the elections or business of SUGA.

12.6 The SUGA Board of Directors may rescind approval of any RUG if their activities are in conflict with the best interests of SUGA as determined by the SUGA Board of Directors.

ARTICLE XIII

13. CONTRACTING

13.1 General

(a) The Board of Directors shall have the authority to contract for personal services to maintain or advance the best interests of the Corporation or to assist any officer(s) to carry out assigned duties. The Board shall not contract with any active member of this organization.

(b) Terms of each written contract, its purpose and anticipated cost shall be approved by a majority vote of the Board of Directors. Results obtained under each contract shall be reported to the membership at the next annual general meeting.

13.2 Relationship

(a) Any individual, partnership, or corporation under contract to the organization shall be without authority to financially obligate the members or officers of this organization in any manner except as directed by the Board of Directors. Each contractor shall serve the organization only within the limits set by and to the extent designated by the Board of Directors in the contract or by the official minutes of the Board of Directors and for the term designated by that Board.

ARTICLE XIV

14. DISSOLUTION

14.1 SUGA may be dissolved by a two-thirds vote of votes cast, provided that all members have received notice, in writing, at least twenty days prior to the meeting at which such dissolution is to be considered.

14.2 In the event that it has not been possible to hold a general meeting within a period of eighteen consecutive calendar months, the Board of Directors may declare SUGA dissolved.

14.3 Any assets remaining after payment or provision for payment, of all liabilities shall be donated by the Board of Directors to one or more organizations operated for charitable purposes.

Amended June, 2006

Amended June, 2007

Amended June, 2008

Amended May, 2010

Amended May 2011