

Elevate User Community Bylaws

Article I – Name

The name of this organization shall be the Elevate Technology User Group, herein after referred to as "Elevate User Community". Elevate Technology User Group will be an incorporated association organized and governed under the laws of the state of Tennessee.

Article II – Purpose

Elevate User Community is an independent, customer-led organization of IT professionals leveraging Dell Technologies and partner solutions to drive digital transformation. Elevate fosters a community where members connect, share best practices, and enhance their technical expertise. We empower members to tackle real-world challenges and implement innovative solutions that shape the future of technology.

Article III – Membership

Section 1 – General

Each member of the Elevate User Community must be either an End User Member, Prospective End User, a Partner Member, or a Dell Technologies Employee Member (each as defined below).

Section 2 – Membership Categories

End User Member:

An End User Member shall be any person employed by a company that has purchased Dell Technologies solutions. An End User Member shall have voting privileges, be eligible to serve on the Board and committees.

Prospective End User Member:

A Prospective End User Member shall be any person employed by a company that is exploring Dell Technologies solutions.

Prospective End User Members shall not have voting privileges, not be eligible to serve on the Board and committees.

Partner Member:

A Partner member shall be any person employed by a company that sells Dell Technologies products or services. A Partner Member shall not have voting privileges and shall not be eligible to serve on the Board or committees.

Dell Technologies Employee Member:

Any employee of Dell Technologies. Unless otherwise indicated in these Bylaws, Dell Technologies Employee Members shall not have voting privileges, not be eligible to serve on the Board and committees.

Article IV – Membership Meeting and Events

Elevate User Community may hold membership meetings or events as needed.

Article V – Officers & Board of Directors

Section 1 – Composition

The Elevate User Community Board of Directors shall have:

1. A minimum of seven (7) voting members and a maximum of eleven (11) voting members
2. Three (3) Directors designated as Officers: President, Vice President and Secretary/Treasurer
3. One (1) Director that is a Dell Technologies employee and appointed by Dell Technologies.
4. A Dell Technologies representative may not serve in an Officer role.
5. The Executive Director shall serve as a non-voting member of the Board.

Section 2 – Election, Eligibility and Terms of Office

1. Terms of Office

- a. The President, Vice President, and Secretary/Treasurer shall each serve a one (1) year term, and any President, Vice President, or Secretary/Treasurer shall be eligible for re-election for up to two (2) additional consecutive one (1) year term (3 consecutive years total).
- b. Each Director shall serve a two (2) year term and shall be eligible for re-election for up to two (2) additional consecutive two-year terms (6 consecutive years total).
- c. Partial terms served in all Board positions shall not be counted against term limits.
- d. No Elevate User Community Board member shall serve more than six (6) consecutive years on the Board.
- e. Dell Technologies representatives serving on the Elevate User Community Board shall not be subject to term limits.

f. Officer terms shall run concurrent with Director terms.

2. Eligibility for all voting Board positions (non-Dell Technologies)

a. A candidate must:

- i. Be an End User Member in good standing.
- ii. Have the endorsement of the nominations committee and the support of his/her employer

3. Elections

- a. The Nominations Committee as defined in Elevate User Community's BGPs shall put forward a slate with one candidate for each open position to be approved by Elevate User Community's voting membership.
- b. Should the slate not be approved by the voting membership, a general election may be held.
- c. Write-in candidates may be accepted according to Elevate User Community's BGPs.
- d. Officers shall be elected by the Board.

Section 3 – Assumption of Office

- 1. All newly elected Directors and Officers, except those assuming unfulfilled terms, shall assume their offices on the first day of Elevate User Community's next fiscal year.
- 2. The Directors and Officers assuming an unfulfilled term shall take office immediately following their selection.

Section 4 – Meetings

- 1. The Board shall meet as necessary to conduct the business of Elevate User Community.
- 2. Special Meetings may be called by the President or a majority of voting Directors.
- 3. A quorum of any properly called Board of Directors meeting shall consist of fifty percent (50%) of all voting Directors.
- 4. Any Director unable to attend a meeting shall notify the Secretary/Treasurer of Elevate User Community in writing.

Section 5 – Removal or Resignation

1. Officers and Directors shall be subject to removal as permitted by applicable law for cause as defined in the Elevate User Community BGPs.

2. Any Officer or Director submitting a resignation shall notify Elevate User Community's Treasurer/Secretary in writing stating the effective date of the resignation.

Section 6 – Vacancies

1. Should there be a vacancy in any office other than the President, it shall be filled at the earliest possible date for the balance of the term by a method determined by the Board.

2. Should there be a vacancy in the office of President, the Vice President shall assume the office of President for the balance of the term.

Section 7 – Multiple Board Positions

An individual may hold only one voting position on the Board of Directors at any given time.

Article VI – Fiscal Year

The Fiscal year of Elevate User Community shall commence on the first (1st) day of January and shall end on the thirty first (31st) day of December.

Article VII – Indemnification

Elevate User Community will indemnify and hold harmless its Officers, Directors, members, and their representatives upon determination by the Board that the person to be indemnified acted in good faith and with reasonable belief as to what was in the best interests of Elevate User Community. Members and their representatives shall not be liable for the debts of Elevate User Community.

Article VIII – Dissolution

In the event of the final dissolution of Elevate User Community, after full payment or liquidation of all debts and obligations, all remaining funds shall be contributed to a charity or non-profit organization that shall be determined and voted on by two thirds (2/3) majority of the Board.

Article IX – Amendments

Section 1 – Bylaws

1. A two-thirds (2/3) vote of the full Board is required to amend the Bylaws.

2. The new Bylaws becomes effective immediately unless an effective date is specified during the amendment process.

Section 2 - Board Governance Policies

A simple majority vote of the full Board is required to amend the Board Governance Policies.