

Constitution of the CDEGS USERS' GROUP

*Approved 6/26/03
Latest Revision 6/14/24*



PREAMBLE

We, the members of this group, in order to provide a medium for technical exchange for mutual benefit between the users of the CDEGS software and employees of Safe Engineering Services & technologies, Ltd. (SES), do hereby establish the CDEGS Users' Group and adopt this constitution as the basis for our governance.

1. NAME

The name of this organization shall be CDEGS Users' Group.

2. MEMBERS

The membership of this organization shall be open to CDEGS users who are employed or contracted by a company who maintains at least one current license.

3. OFFICERS

The officers of this organization shall consist of a Chair, Vice-Chair, Secretary-Treasurer, and Vice-Secretary-Treasurer. The previously elected Vice-Chair will succeed the Chair, and the previously elected Vice-Secretary-Treasurer will succeed the Secretary-Treasurer. All officers will serve for a term of one year and shall not succeed themselves.

The duties of the Chair shall be to facilitate the arrangements for the next users' meeting, preside at the General Meeting and Executive Committee meetings, and may sign written contracts or other financial obligations of the Users' Group. The Chair may assign certain contracts or other financial obligations to organizations or individuals as described in Article 4. The Chair may sign contracts only on the behalf of the Users' Group and not on the behalf of SES. The Chair will also perform other duties that the office may require.

The duties of the Vice-Chair shall be to assist the Chair and to act in the absence of the Chair. The Vice-Chair will ideally serve as Chair the following year.

The duties of the Secretary-Treasurer shall be to maintain a meeting attendance roster, keep minutes of all meetings, collect and disburse the organization's funds, and fill out and submit any legal or tax forms as necessary to maintain the organization's legal and tax status.

The duties of the Vice-Secretary-Treasurer shall be to assist the Secretary-Treasurer and to act in the absence of the Secretary-Treasurer. The Vice-Secretary-Treasurer will ideally serve as Secretary-Treasurer the following year.

In appreciation of the extra time required to perform the duties of the officer positions, the conference registration fees for all officers will be waived for their term of service. The Users' Group will absorb these costs and account for them in the budgetary planning.

In the event that an officer cannot fulfill their duties for the entire term, the Executive Committee may appoint a replacement to finish out the term or leave the position vacant at its discretion. A call for nominations of additional candidates will be made at the next General Meeting, and the final candidate will be selected by vote in accordance with Article 5.

4. HOSTING

During each General Meeting, a company will be selected and approved by a majority vote of voting members in attendance to serve as the hosting organization for the next available Users' Group Conference (generally two years in advance). One user associated with the selected company will be designated as the Host Representative (host) who will serve on the Meeting Organization Committee prior to their hosted conference.

Also, during each General Meeting, a preliminary city will be selected by the users in attendance, which is agreeable to the host. The host will be responsible for providing the Executive Committee with a selection of hotel and meeting venues as well as budgetary cost information. After the Executive Committee has agreed to a particular location, the host company will be responsible for signing all contracts and, in the absence of sufficient Users' Group funds, paying any deposits required to reserve facilities and services. The host company agrees to accept financial liabilities, strictly limited to the conference costs that may be incurred if the Users' Group and SES are unable to partially or fully execute contracts. SES agrees to cover any conference expenses up to \$5,000 US on the condition the CDEGS Users' Group cannot cover costs. These contracts typically contain clauses that will result in penalties associated with reserving unfilled meeting room space, hotel rooms, and/or meals.

If the host company is unable to accept contract liabilities associated with obtaining facilities and services, the Executive Committee may select a new host or have SES sign and execute all contracts. The Users' Group officers will at no time be expected to accept liability for any contract. However, any Users' Group officer that personally signs a contract, without written authorization of an underwriting organization will be accepting personal liability for the execution of that contract if the Users' Group does not have the funds to cover all liabilities.

The hosting organization shall provide the following services as necessary:

- a) A single point of contact for the Executive Committee and SES employees. This contact should be the person responsible for researching facilities and services necessary to conduct the User's Group Conference.
- b) Complete major conference arrangement activities at least 6 months prior to the conference date.
- c) Arrange and coordinate conference and logistical details.

It is customary, but not required, that the hosting company arranges and sponsors a welcome reception on the first evening of the conference.

In return for these services, the Meeting Organization Committee will make every effort to mention the hosting company in all meeting advertisements and communication. In addition, the hosting company

will be given the opportunity to give a presentation about their company's services to the Users' Group during the conference. The duration of this presentation is not to exceed 1 hour.

In appreciation of the extra time required to perform the hosting duties, the conference registration fees for one representative of the hosting company will be waived for the hosting year. The Users' Group will absorb these costs and account for them in the budgetary planning.

Failure of the hosting company to fulfill these obligations may result in officers selecting a new host and conference location.

If a previously selected preliminary location becomes infeasible, a new location can be proposed. To propose a new location, the host should present a new budget for the new location for the users and/or executive committee to consider and approve, ideally at the next General Meeting. It is recommended to use the budget template located on the SES website. Conference fees will be set in accordance with Article 8 based on the proposed budget.

5. ELECTION PROCEDURE

The election of officers will be held annually during the Users' Group General Meeting.

Candidates for officer positions will be nominated during the General Meeting. Following the nominations, the officer candidates will be given the opportunity to introduce themselves and briefly share their experiences/etc. before being excused from the room during voting. The election of Vice-Chair and Vice-Secretary-Treasurer and any other vacated officer positions will be conducted by a show of hands or similar method. Officers will be elected by a majority vote of voting users present at the conference at the time of the vote, including both in-person and virtual attendees. In the event of a tie, the Chair will vote to break the tie.

Employees of SES are ineligible to run for office and are not voting members of the Users' Group.

Newly elected officers will begin assuming their responsibilities within 45 days after the conclusion of the current conference.

While not formally nominated and elected, the hosting organization and the User Presentation Committee Lead will be selected and approved during the annual General Meeting as well. Selections will be approved by a majority vote of voting users present at the conference at the time of the vote, including both in-person and virtual attendees.

6. MEETINGS

The CDEGS Users' Group shall hold a conference annually, known as the CDEGS Users' Group Conference. This conference will consist of user presentations, software update announcements, workshops, the annual Users' Group General Meeting, and other components as approved by the Executive Committee.

The purpose of the Users' Group General Meeting is to conduct the business of the group, including the election of officers, the selection of future conference hosts and locations, the review and ratification of amendments to this constitution, the review of the financial status of the group, and other business as necessary.

Each established committee shall meet in a manner and at a frequency consistent with its needs and purpose and agreed upon by its leader(s) and members.

7. COMMITTEES

The Executive Committee shall consist of all four officers: Chair, Vice-Chair, Secretary-Treasurer, and Vice-Secretary-Treasurer.

A standing Meeting Organization Committee will be established and consist of the officers, one SES member, and the host company representative (the host company having been selected and approved in accordance with section 4). The committee shall establish the agenda of the meeting, and shall solicit and select the presentations for the meeting.

A standing User Presentation Committee (UPC) will be established, and the committee lead selected and approved by a majority vote of voting members in attendance at the annual general meeting. The committee will be comprised of users interested in authoring, presenting, reviewing, or otherwise supporting the generation of user contributions to the annual Users' Group Conference.

In appreciation of the extra time required to perform the duties of the UPC lead, the conference registration fee for the lead will be waived for the term of service. The Users' Group will absorb and account for this cost in the budgetary planning. This benefit cannot be transferred to another attendee or deferred to another year if the UPC lead does not attend the conference directly following their term of service.

Additional committees can be established at the discretion of the Executive Committee. The registration fees for the leads of any such committees can be waived if deemed appropriate by the executive committee and approved by a majority vote of users present at the General Meeting, including both in-person and virtual attendees.

8. FEES

Conference fees shall be set by the Executive Committee on an annual basis. The fee should be based on the anticipated conference costs presented by the host and auxiliary expenses related to virtual and in-person attendance options and respective fees to maintain the viability of the Users' Group and conference into the future. However, an estimate of the fee for each location should be presented when the location options are voted on.

The following are the registration policies for the conference:

- An attendee is only registered for the conference after the registration fee is received.
- Conference registration payments will be by check or credit card.

The executive committee will determine additional fees and registration/payment deadlines in advance of the conference. An example of possible additional fees is shown below:

- A \$50 USD late fee is to be assessed if payment is not received 45 days prior to the conference.
- An additional \$50 USD late fee (\$100 USD total) is to be assessed if payment is not received ten days prior to the conference.
- Additional registrations may not be accepted within two business days of the start of the conference.

Refunds shall be at the discretion of the Executive Committee.

9. ACCOUNTING PROCEDURES

The Secretary-Treasurer shall maintain all original or electronic receipts. In the event that any original receipt is not available, the Secretary-Treasurer will write a letter of explanation signed by the Secretary-Treasurer and Chair.

The Secretary-Treasurer will maintain electronic records of all debts, expenditures, receipts, tax forms, etc., for a period of at least seven years.

10. AMENDMENTS TO THE CONSTITUTION

The constitution of this organization may be amended upon the recommendation of any of its members. Amendments shall be ratified by a two-thirds (2/3) vote of voting users present at the conference at the time of the vote, including both in-person and virtual attendees. The Chair, as approved by the membership, shall implement the necessary changes to the constitution.

RECORD OF REVISIONS

Approved 6/26/03 Revised 6/15/21
Revised 6/11/08 Revised 6/16/22
Revised 6/18/09 Revised 6/14/24
Revised 6/22/10
Revised 3/8/12
Revised 6/23/16
Revised 6/22/17
Revised 6/18/19

REVISION - JUNE 14, 2024

ADDED *italicized* text, REMOVED ~~Strikethrough~~ text:

4. Hosting

- A company will be selected *and approved by a majority vote of voting members in attendance* to serve as the hosting organization for the next available Users' Group Conference (generally two years in advance).

5. Election Procedure

- *While not formally nominated and elected, the hosting organization and the User Presentation Committee Lead will be selected and approved during the annual General Meeting as well. Selections will be approved by a majority vote of voting users present at the conference at the time of the vote, including both in-person and virtual attendees.*

7. Committees

- A standing Meeting Organization Committee will be established and consist of the officers, one SES member, and the host company representative (*the host company having been selected and approved in accordance with section 4*). The committee shall establish the agenda of the meeting, and shall solicit and select the presentations for the meeting.
- A standing User Presentation Committee (UPC) will be established, and the committee lead selected ~~by the executive committee~~ *and approved by a majority vote of voting members in attendance at the annual general meeting*. The committee will be comprised of users interested in authoring, presenting, reviewing, or otherwise supporting the generation of user contributions to the annual Users' Group Conference.
- *In appreciation of the extra time required to perform the duties of the UPC lead, the conference registration fee for the lead will be waived for the term of service. The Users' Group will absorb and account for this cost in the budgetary planning. This benefit cannot be transferred to another attendee or deferred to another year if the UPC lead does not attend the conference directly following their term of service.*
- Additional committees can be established at the discretion of the Executive Committee. *The registration fees for the leads of any such committees can be waived if deemed appropriate by the executive committee and approved by a majority vote of users present at the General Meeting, including both in-person and virtual attendees.*

10. Amendments to the Constitution

- ~~This constitution may be amended~~ *Amendments shall be ratified by a two-thirds (2/3) vote of voting users present at the conference at the time of the vote, including both in-person and virtual attendees.*

REVISION - JUNE 16, 2022

Preamble

- Minor text updates for clarity and name changes.

Officers

- Minor text updates for clarity and name changes.
- Addition of responsibility for the Secretary-Treasurer to fill out and submit forms to maintain the group's legal and tax status.

Hosting

- Minor text updates for clarity and name changes.
- Additional text added to clarify the selection of the hosting organization and location of future conferences, the responsibilities of the host organization and representative, and the process if a selected location becomes infeasible.
- Added text to mention the customary, host-sponsored welcome reception.

Election Procedure

- Minor text updates for clarity and name changes.
- Text revisions to clarify the nomination and election process including the allowance of voting methods similar to a show of hands.
- Text revised to specify voting members of the group include all users present at the conference at the time of the vote, including both in-person and virtual attendees.
- Added text to clarify that SES employees can not run for office or vote in elections.

Meetings

- Expanded section to clarify the names, describe the purpose, and differentiate the Users' Group Conference and the Users' Group General Meeting.

Committees

- Added a new article "Committees".
- This article defines the existing Executive Committee and the Meeting Organization Committee.
- This article establishes the new User Presentation Committee.
- This article gives the Executive Committee the authority to create additional committees as needed.

Fees

- Minor text updates for clarity and name changes.
- Added text to explicitly direct the Executive Committee to carefully consider conference fees associated with both in-person and virtual conference attendees.
- Removed text specifying that registrants are responsible for paying applicable transaction fees.
- Removed clause mandating the Users' Group to cover the cost for a student attendee.

Accounting Procedures

- Minor text update to allow electronic record keeping.
- Increased the record retention requirement from 5 to 7 years to comply with IRS requirements.

Amendments to the Constitution

- Text revised to specify ratification of constitution changes by a two-thirds (2/3) vote of voting users present at the conference at the time of the vote, including both in-person and virtual attendees.

ADDENDUM (JUNE 15, 2021) – 19th CDEGS USERS’ GROUP CONFERENCE, VIRTUAL

- Changed verbiage to utilize gender-neutral language throughout the document
- Changed Assistant Secretary-Treasurer to Vice Secretary-Treasurer to match Chair/Vice Chair
- Replaced old logo with updated logo
- Article 3:

~~and will include them in budgeting the registration fees.~~

In the event that the officer cannot fulfill their duties for the entire term, the executive committee may appoint a replacement or leave the position vacant at its discretion. A call for nominations of additional candidates will be held at the next meeting, and the final candidate will be selected by vote per Article 5.

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- Article 5:

ARTICLE 5. ELECTION PROCEDURE

The election will be held annually during a user’s group meeting.

- The election of Vice ~~Chair~~Chairman and ~~Vice-Assistant~~ Secretary-Treasurer and other vacated positions will be conducted by raising hands. The officer candidates will be

excused from the room during voting. In the event of a tie, the ~~Chair~~Chairman will vote to break the tie.

Those members successfully winning the election shall begin assuming their responsibilities within 45 days after the conclusion of the current conference.

~~In the event that any officer is unable to serve, the Chair~~Chairman will select a replacement from ~~Users who have attended previous meetings and who qualify as users under Article 2.~~

ADDENDUM (JUNE 18, 2019) – 28th CDEGS USERS’ GROUP CONFERENCE, GOLDEN, COLORADO

ARTICLE 3. OFFICERS

ADDED *italicized* text, REMOVED ~~Strikethrough~~-text:

In appreciation of the extra time required to perform the duties of the primary officer positions, the conference registration fees *for the entire Executive Committee Chairman and the Secretary-Treasurer* shall be waived for their term of service.

ARTICLE 7. FEES

ADDED *italicized* text

or credit card. The credit card fee will be passed on to the registrant.

ADDENDUM (JUNE 22, 2017) – 27th CDEGS USERS’ GROUP CONFERENCE, CANNON BEACH, OREGON

ADDED *italicized* text, REMOVED ~~Strikethrough~~-text:

Fees of the organization shall be set by the Executive Committee on an annual basis, based on the anticipated costs presented by the host. However, an estimate of the fee for each location should be presented when the location options are voted on. ~~vote of Users at a Users’ Group Conference. This fee is set by a majority vote of those attending.~~

ADDENDUM (JUNE 23, 2016) – 26th CDEGS USERS’ GROUP CONFERENCE, BOULDER, COLORADO

ADDED *italicized* text

ARTICLE 3. OFFICERS

The duties of the Chairman shall be to facilitate the arrangements for the next users meeting, preside at all users meetings, *and* may sign all written contracts or other financial obligations of the Users’ Group. The Chairman may assign certain contracts or other financial obligations to organizations or individuals as described in Article 4.

In appreciation of the extra time required to perform the duties of the primary officer positions, the conference registration fees for the Chairman and the Secretary-Treasurer shall be waived for their term of service. The Users’ Group shall absorb these conference fees and will include them in budgeting the registration fees.

ARTICLE 4. HOSTING

In appreciation of the extra time required to perform the hosting duties, the conference registration fees for one representative of the hosting company shall be waived for the hosting year. The Users’ Group shall absorb these conference fees and will include them in budgeting the registration fees.

ADDENDUM (JUNE 22, 2010) – 20th CDEGS USERS’ GROUP CONFERENCE, MONTREAL, QUEBEC

Revised March 8, 2012 based on ratified 2011 changes.

HEADER : ADDED First page differs from body pages. Reduced body header. Metafile logo and centered on first page.

FOOTER: ADDED Title and Revision.

Formatting: ADDED Converted from hand formatting to styles.

ARTICLE 4. HOSTING

ADDED following paragraph:

To propose a new location, a budget shall be provided at the prior years user group conference. It is recommended to use the provided template located on the website. Fees shall be decided as per Article 7 based on the budget proposal and voted upon at the prior year’s user group conference.

Removed following paragraph:

B) Funding or in-kind facilities and services that covers 15 to 20% of conference expenses. These expenses include conference room rental, equipment rental, and meals (continental breakfast, lunch, and snacks).

Renumbered 4C to 4B. Renumbered 4D to 4C

ARTICLE 7. Fees

ADDED *italicized* text, REMOVED ~~Strikethrough~~-text:

The conference registration fees will decided based on article 4 ~~\$330.0~~ 350.00, effective the 19th-following CDEGS Users’ Group Conference.

The following are the registration policies for the conference:

- An attendee is only registered for the conference after the registration fee is received by the Secretary - Treasurer.
- The Conference registration payment will be by check.
- A \$50USD late fee shall be assessed if payment is not received 30 days prior to the conference.

- An additional \$50USD late fee (\$100USD total) shall be assessed if payment is not received 7 days prior to the conference.
- Payment at the door will only be accepted in cash USD. The \$100USD late fee also applies at the door.

The attendee shall be responsibility at the time of payment for any fees and currency exchange rates associated with electronic transfers of funds to the user group account.

The Users' Group shall absorb the conference fee of one student volunteer that is included in the budget.

ADDENDUM (JUNE 18, 2009) – 19th CDEGS USERS' GROUP CONFERENCE, ROCK CREEK, MONTANA

HEADER : ADDED Logo.

FOOTER: ADDED Title and Revision.

ARTICLE 4. HOSTING

ADDED Italics:

The host company agrees to accept financial liabilities, *strictly limited to the conference costs* that may be incurred if the Users' Group *and SES are* unable to partially or fully execute contracts. *SES agrees to cover any conference expenses up to \$5,000 US on the condition the CDEGS Users' Group cannot cover costs.*

ADDENDUM (JUNE 11, 2008) – 18th CDEGS USERS' GROUP CONFERENCE, SAN FRANCISCO

ARTICLE 7. FEES

The conference registration fees will be \$350.00, effective the 19th CDEGS Users' Group Conference.

A Conference attendee is only registered for the Conference after the registration fee is received by the Secretary - Treasurer. If the registration payment is not received on

time, the Conference attendee is not registered for the conference.

The Conference registration payment will be by check.