

# **ManagerEdge Association™ - Bylaws**

## **1 Organization**

### **1.1 Name**

The name of the Organization is ManagerEdge Association™ (hereafter referred to as the Association).

### **1.2 Purpose**

The purpose of this Association is to create a professional network for senior technical managers and executives. The network serves to further members' professional careers including, but not limited to, identifying and creating employment opportunities in their chosen fields.

### **1.3 Boundaries**

Association activities are focused on the Santa Clara County area of California, U.S.A and its surrounding counties. The Operating Council (hereafter referred to as the Council) may adjust that focus from time to time, may allow members from outside the boundaries or may authorize operations with companies outside the boundaries by majority vote.

## **2 Membership**

### **2.1 Members**

Members shall be those of record who reside within the Association boundaries and have paid their membership fees. Upon written application to the Council, the boundary requirement may be waived.

A Member of the Association is hereafter referred to as an Associate.

Candidates for membership must be recommended by an Associate and approved by the Council.

The candidate must have at least ten (10) years of management experience and at least a total of fifteen (15) years of combined management and technical experience. The candidate has a college degree in C.S. or E.E. or equivalent. Furthermore, the candidate's objective is primarily in a technical area as opposed to a sales or marketing area. The qualifying list of job areas includes engineering development (software, firmware or hardware), development quality assurance (but not manufacturing quality), system engineering, homologation engineering, advanced manufacturing engineering, technical support staff engineering and professional services engineering and other similar areas.

### **2.2 Powers of Members**

By voting in elections, Associates shall elect and may recall members of the Council. Through petition, Associates may require the Council to call membership meetings.

### **2.3 Membership Meetings**

The Association shall hold membership meetings at least monthly. A quorum for conducting business shall include at least ten (10) percent of the Associates (but no fewer than five) plus one Council member. Associates may petition the Council to hold special meetings. Signatures from fifteen (15) percent or more of the Associates (but no fewer than five) are required on each petition.

The Council shall, within ten (10) days of receipt of the petition, send notice to all Associates stating the time and place of the special meeting and the subject(s) specified in the petition. The special meeting shall



### **3.2 Powers**

Only the Council or those specifically authorized by it or its designees shall act in the name of the

of ballot issue petitions, the NomCom report of names of nominees, receipt of candidate petitions, appointment of the Election Committee, dates for ballots allowing at least two weeks for return of the ballots, receipt of returned ballots, and the date, time and place for counting ballots.

The Council shall provide notice of this schedule and of the opportunity to nominate candidates by petition to all Associates.

#### **4.2 Nominating Committee**

A NomCom of at least two Associates, at least one not a Council member, none of whom may be a candidate, may be appointed annually by the Council not later than three months before the designated closing date of the election. Sufficient opportunity shall be given for Associates to submit names for consideration by the NomCom. The NomCom shall attempt to nominate at least two more candidates than the number of Council members to be elected, and shall report the nominees' names to the Council at least two weeks before the deadline for submission of nomination petitions and five weeks before the scheduled mailing of the ballots. Nominees shall be Associates who give their consent. If the NomCom chooses not to nominate a willing candidate, the NomCom shall promptly inform that candidate of the opportunity to seek nomination by petition.

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The Association shall provide functions and services required by the Council or the Associates. The Council shall define from time to time the methods and procedures by which these functions and services shall be delivered.

**5.2 Publications**

The Council shall arrange for Association publications to be distributed regularly by print or electronic means to all Associates, giving notice and reporting proceedings of the Council, meetings, elections and



