

**BYLAWS OF
DAMA INTERNATIONAL IOWA CHAPTER**

Adopted May 16, 2002

**ARTICLE I
PURPOSE AND MISSION**

DAMA International Iowa Chapter (the "corporation") is organized exclusively as a non-profit corporation for the purpose of promoting and advancing the concepts and practices of enterprise information resource management and data resource management, within the parameters allowed under Section 501(c)(6) of the Internal Revenue Code or corresponding section of any future federal tax code.

The corporation's primary purpose is to promote the understanding, development and practice of managing data, information and knowledge as key enterprise assets. The corporation is dedicated to furthering the understanding of the field of data management and information resource management by providing educational opportunities and supporting an open forum addressing issues related to this field.

The corporation recognizes affiliation with the DAMA International organization and supports the DAMA International mission, goals and bylaws.

The corporation's goals are to:

- help Information Resource Management ("IRM") and Data Resource Management ("DRM") practitioners become more knowledgeable and skilled in IRM and DRM profession
- influence the industry and academia in IRM and DRM practices
- support DAMA International affiliates and related organizations
- form alliances with other organizations with similar purposes

The corporation's objectives are to:

- provide a forum for exchange of information, problems, ideas, experiences, resources and questions
- sponsor conferences, workshops and special interest groups to further the purposes of the corporation
- provide a central repository for information relevant to the corporation's mission

ARTICLE II OFFICES

The corporation shall maintain in the State of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Iowa Nonprofit Corporation Act. The address of the registered office may be changed from time to time by the board of directors. The corporation may have other offices, either within or outside of the state of Iowa, as the board of directors may determine or as the affairs of the corporation may require.

ARTICLE III MEMBERS

Section 1. Classes of Members. The members of this corporation shall be organizations or other persons that actively support the mission of the corporation, that meet the requirements for membership, as determined by the board of directors, and that are current with respect to the dues established from time to time by the board of directors.

The corporation shall have three classes of members: "Corporate Members;" "Individual Members" and "Student Members." Corporate Members shall be corporations, Individual Members shall be individuals and Student Members shall be students. The board of directors shall determine whether a member is a Corporate Member, Individual Member or Student Member.

Section 2. Voting Rights. On each matter submitted to a vote of the members, Corporate Members shall receive 5 votes, Individual Members shall receive 1 vote and Student Members shall receive 1 vote. Each Corporate Member shall designate a representative to vote on behalf of the Corporate Member.

Section 3. Termination of Membership. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after a hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. Termination of membership for non-payment of dues is governed by Article XII, Section 3 of these bylaws.

Section 4. Resignation. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 5. Reinstatement. Upon written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of the members of the board, reinstate the former member to membership upon such terms as the board of directors may deem appropriate. A member terminated automatically for non-payment of dues shall be automatically reinstated upon payment of all dues and other charges applicable to the period of non-payment.

Section 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Business Meeting. The annual meeting of members shall be held on such date as the board of directors shall by resolution specify. At each annual meeting the election of the directors shall take place and such other business shall be transacted as may be properly presented to such meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-third of the members having voting rights.

Section 3. Place of Meeting. The board of directors may designate any place, either within or outside of the state of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the state of Iowa.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, facsimile or electronic mail, to each member entitled to vote at such meeting, not less than 3 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the recipient at its address as it appears on the records of the corporation, with postage thereon prepaid. If notice is given by fax, it shall be deemed to be delivered when successfully transmitted to the recipient's facsimile machine at the recipient's last fax number registered with the corporation. If notice is given by electronic mail, it shall be deemed delivered when successfully transmitted to the recipient's last e-mail address registered with the corporation.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter of the action.

Section 6. Quorum. The members holding one-third of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of

members, a majority of the members present may adjourn the meeting without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members, the election may be conducted by mail, facsimile and/or electronic mail in the manner that the board of directors shall determine.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the board of directors. Directors need not be residents of the state of Iowa or members of the corporation.

Section 2. Number, Tenure and Qualifications. The initial number of directors shall be six (6). The Board may establish a different number of directors from time to time, but the number of directors may not be fewer than one (1) nor more than twelve (12). Each director shall hold office until the end of such director's term (as specified in Article V, Section 3) and until his successor shall have been elected and qualified. In the event of the resignation of a director or directors, the remaining members of the board of directors may, thereafter, by the affirmative vote of a majority of the remaining directors, elect a successor or successors to fill the unexpired term or terms.

Section 3. Classes of Directors. The board of directors shall be divided into two classes as follows: Class I shall consist of three (3) directors who shall serve terms of office that shall expire at the annual meeting in 2003 and at the annual meeting in every second year thereafter. Class II shall consist of three (3) directors who shall serve terms of office that shall expire at the annual meeting in 2004 and at the annual meeting in every second year thereafter. Initial directors Chris Burns, Denise Dykstra and Carl Stam shall constitute Class I and initial directors Abbie Allen, Mike Nicewarner and John Schley shall constitute Class II.

In the event the number of directors is changed from six (6) the board shall designate the created or eliminated director positions among the three classes as equally as possible, as determined in the board's discretion. No change in the number of directors shall shorten the term of any director then in office.

Section 4. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or outside of the state of Iowa, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 5. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of Iowa, as the place for holding any special meeting of the board called by them.

Section 6. Notice. Notice of any special meeting of the board of directors shall be given at least three days previously (except as required by Article XIII of these bylaws) by written notice delivered personally or sent by mail, fax or electronic mail to each director at the director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax, it shall be deemed to be delivered when successfully transmitted to the recipient's facsimile machine at the recipient's last fax number registered with the corporation. If notice is given by electronic mail, it shall be deemed delivered when successfully transmitted to the recipient's last e-mail address registered with the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. One-half of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than one-half of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Vacancies. Any vacancy occurring in the board of directors, and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

Section 10. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such services.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the corporation shall be president, vice president administration, vice president programs, vice president internet operations, vice president communications, a vice-president finance, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint other officers as it shall deem desirable, to have the authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person. Only Individual Members, Student Members and employees of Corporate Members are eligible to be officers of the corporation.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer of the corporation shall be removed by the board of directors if such officer, or for Corporate Members the officer's employee, is no longer a member of the corporation; however, the board of directors may grant up to a sixty-day grace period for such officer to comply with the membership requirement.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the board of directors, shall appoint committee/SIG chairpersons, shall represent the corporation at all associated functions, including DAMA International functions and shall provide general leadership and direction. The president may sign, individually or with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

In the absence of the president or in event of the president's inability or refusal to act, the vice-presidents, in the following order, shall perform the duties of the president, and when so

acting, shall have all the powers of and be subject to all the restrictions upon the president: (1) vice-president administration, (2) vice-president programs, (3) vice-president internet operations, (4) vice-president communications, and (5) vice-president finance.

Section 6. Vice-President Administration. The vice-president administration shall be the secretary of the corporation. The vice-president administration shall ensure accurate and up-to-date membership lists; process and record new applications for membership; establish, advertise, monitor, record and report on all elections held by the corporation; chair the nominating committee as it creates and brings forth each slate of officers for the corporation; be custodian of the corporate records; and keep a register of the address of each member. The vice-president administration shall also perform such other duties as may be assigned by the president or by the board of directors.

Section 7. Vice-President Programs. The vice-president programs shall schedule and facilitate all programs of the corporation, including securing meeting facilities and all logistics related thereto, engaging speakers, notifying membership of the program, staffing registration tables, collecting meeting fees and planning the educational component of the program. The vice-president program shall also perform such other duties as may be assigned by the president or by the board of directors.

Section 8. Vice-President Internet Operations. The vice-president internet operations shall oversee the corporation's website. The vice-president internet operations shall also perform such other duties as may be assigned by the president or by the board of directors.

Section 9. Vice-President Communications. The vice-president communications shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; ensure that all material published about the corporation is accurate and reflects the corporation's affiliation with DAMA International; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

Section 10. Vice-President Finance. The vice-president finance shall be the treasurer of the corporation. The vice-president finance shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII (Contracts, Checks, Deposits and Funds) of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the vice-president finance by the president or by the board of directors.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing, or recommending to the members, the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, the president of the corporation shall appoint the members of the committees. Any member may be removed by the person authorized to appoint such member whenever, in the judgment of the person appointing such member, the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the directors of the corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member is removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 4. Chair. One or more members of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, one-third of the whole committee (but not fewer than two persons) shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

**ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the president or the vice-president finance.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE IX
EXECUTIVE DIRECTOR**

The board of directors may, but need not, designate an executive director. The executive director shall be the chief executive officer of the corporation, and shall: (a) have general active management of the business of the corporation; (b) see that orders and resolutions of the board of directors are carried into effect; (c) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles of incorporation or bylaws or by the board of directors to another officer or agent of the corporation; and (d) perform such other duties as may from time to time be prescribed by the board of directors or the president.

**ARTICLE X
BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or the member's agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XII
DUES**

Section 1. Annual Dues. The board of directors may determine the amount of initiation fee, if any, and annual dues payable to the corporation by members. The board shall notify members at least fourteen days prior to approval of any increase in the annual dues.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of April in each year. Dues shall be payable in advance and shall cover the period from April 1 to March 31 of the following year.

Section 3. Default and Termination of Membership. When any member of any class shall not have paid its dues by July 1 of a year, such member's membership shall automatically be terminated.

**ARTICLE XIII
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time required for giving notice, shall be deemed equivalent to the giving of notice.

**ARTICLE XIV
AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least fourteen days' written notice is given to all members and directors of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

**ARTICLE XV
INDEMNIFICATION**

The corporation shall indemnify persons to the fullest extent authorized by the Iowa

Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE XVI RULES OF PROCEDURE

The proceedings of all meetings of the members, board of directors, and committees of this corporation shall be governed by Robert's Rules of Order, Revised, except insofar as those rules are inconsistent with these bylaws, in which case these bylaws shall control.

ARTICLE XVII CANONS OF CONDUCT

All members of the corporation, including employees of Corporate Members who participate in the business and affairs of the corporation, agree to abide by the following canons of conduct:

- Promote the principles of Information Resource and Data Management;
- Promote the intellectual property rights of other members, guests, and vendors;
- Respect the ideas and opinions of others; and
- Represent DAMA by conducting themselves professionally at all occasions.