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UXPA Bylaws

BYLAWS OF THE USER EXPERIENCE PROFESSIONALS ASSOCIATION

A Nonprofit Corporation

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Article One

NAME AND LOCATION

1.1 Name. The name of the association is the User Experience Professionals Association, a nonprofit corporation incorporated in the State of Texas.

1.2. Location. The Association may have offices and Chapters, either within or without the State

of Texas as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Article Two

PURPOSES

2.1. Purposes. The purposes of the Association include:

- a) to provide a global network and opportunities through which user experience professionals can communicate and share information about skills and skill development, methodology used and/or proposed in the profession, tools used in the profession, technology, and organizational issues;
- b) to present the viewpoints of the profession to the public and other interested parties;
- c) to educate the general public and others on the usefulness of the profession;
- d) to represent the profession before governmental bodies and agencies;
- e) to provide the methods and means to increase the members' knowledge of the profession through seminars, newsletters, magazines, and other communication tools, and through meetings and conventions;
- f) to serve the best interests of the user experience profession;
- g) to provide such services to the members as are approved by the Board of Directors; and
- h) to engage in such other activities as would not result in the loss of the tax-exempt status of the corporation, and to perform such other activities as are allowed under the U.S. Internal Revenue Code Section 501(c)(6), and other applicable laws.

Article Three

RESTRICTIONS

3.1. Restrictions. All policies and activities of the Association shall be consistent with:

- a) applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and
- b) applicable U.S. tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its earnings inure to the benefit of any private individual.

3.2. Dissolution. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Association shall be distributed exclusively to organizations which would then qualify under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article Four

MEMBERSHIP

4.1. Membership Qualifications. Membership in the Association is available to persons or firms involved in, or associated with, the user experience profession.

4.2. Regular Membership. Regular voting members in the Association are limited to persons practicing, doing research, or studying in the user experience field and whose membership is active. Regular members may serve as Directors and hold office. Dues and other terms of

Regular Membership are specified by the Board of Directors. The classes of Regular Membership are:

a) Global Sustaining Member. Global Sustaining Membership is available to persons practicing, doing research, or studying in the user experience field, who are interested in supporting the association at a high level, and who are interested in premium member benefits as defined by the Board of Directors.

b) Associate Membership. Associate Membership is available to persons practicing, doing research, or studying in the user experience field, who are interested in supporting the association, and who are interested in regular member benefits as defined by the Board of Directors.

c) Student Membership. Student Membership is available to persons enrolled on a full-time basis as a student in an accredited university, who are interested in supporting the association, and who are interested in student member benefits as defined by the Board of Directors.

4.3. Non-Voting Memberships. The following membership classes have no vote nor are they eligible to serve as Directors or hold office in the Association. Dues and other terms of Non-Voting Memberships are specified by the Board of Directors. The classes of Non-Voting Memberships are:

a) Supplier Membership. Supplier membership is available to persons or firms furnishing goods or services to, but not practicing in the user experience profession.

b) Life and Honorary Membership. Life and honorary membership is conferred upon individuals or firms according to terms specified by the Board of Directors. No dues are paid by the life or honorary member.

c) Corporate Membership. Corporate membership is available to firms which are either involved in the user experience profession or who have employees involved in the user experience profession who desire to support UXPA and which wish to obtain a corporate discount for their employees' memberships, registration fees for their employees, and on products and services offered to UXPA members.

4.4. Applications for Membership. All applicants for membership must complete the application form provided by the Association and submit the application to the principal office of the Association.

4.5. Resignation. Any member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member from liability for dues or assessments accrued and unpaid as of the date of resignation.

4.6. Expulsion. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board. Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing before the Board of Directors, and final written notice of the Board's decision.

Article Five

DUES

5.1. Dues. Dues and special assessments are established by the Board of Directors.

5.2. Delinquency. Any member of the Association who is delinquent in dues for a period of thirty (30) days is notified of the delinquency and suspended from membership.

5.3. Refunds. No dues will be refunded.

Article Six

DIRECTORS

6.1. Directors. The governing body of the Association is the Board of Directors, which has authority and is responsible for the supervision, control, and direction of the Association.

6.2. Composition of the Board. Members of the Board of Directors shall be elected by and from the regular membership, except in the case of Regional Directors. The Board of Directors shall consist of no less than three, nor more than fifteen (15) persons. The Board shall determine the number of Directors between three and fifteen, with exceptions for possible additional members as noted in this article.

a) If the current President's term of office as a Director terminates and the President chooses not to run for reelection or is not reelected, the Board will be temporarily increased in size by one member (up to a total of 16 members) to accommodate the current President staying on the Board for one more year in the capacity of Immediate Past President.

6.3. Election and Term of Office. Except for the Initial Board of Directors, the Board shall be elected by an appropriate method as adopted by the Board before January 1st of each year. Director positions on the Board shall be staggered so that approximately one-third (1/3) of the Board are elected annually, taking office on January 1st. Directors serve staggered terms of three years.

6.4. Vacancies. If a vacancy occurs on the Board for any reason, the position is filled for the unexpired portion of the term by the Board.

6.5. Meetings. The Board of Directors meets at least annually at whatever time and place it selects. The presence of a majority of the Board of Directors constitutes a quorum. A quorum is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted. Voting on matters approved by the Board on forms approved by the Board is also allowed by other appropriate methods as approved by the Board when such methods are consistent with applicable non-profit corporate law.

6.6. Removal. A Director may be removed with or without cause by a two-thirds vote of the Board of Directors. Any Director proposed for removal shall be given advance written notice including the reason for the proposed removal, opportunity to contest the proposed removal in writing before the Board of Directors, and final written notice of the Board's decision.

6.7. Compensation. Directors shall not receive compensation for their services.

Article Seven

OFFICERS

7.1. Officers. The officers of the Association are a President, a Vice President, a Secretary-Treasurer (the "Executive Committee") and an Executive Director. The Board of Directors may elect or appoint such other officers as it shall deem desirable. The office of Secretary-Treasurer may be separated by the Board into two offices, a Secretary and a Treasurer. Officers shall take

office no later than January 1st of the year following their election.

7.2. Qualifications. Officers, except for the Executive Director, must be Regular Members of the Association who are on the Board of Directors. No person may hold more than one office at the same time. Officers may serve consecutive terms.

7.3. Election and Term of Office. Officers, except for the Executive Director, are elected from amongst the members of the current Board of Directors by the current Board of Directors each year prior to January 1st. Officers, except for the Executive Director, serve for one year.

7.4. Duties. The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the President of the Association acts as Chair of the Board of Directors and shall be the principal executive officer of the Association. The Vice President acts in place of the President when the President is not available. The Treasurer is the financial officer of the Association. The Secretary is responsible for maintaining the minutes of each Board and Membership meeting. The Executive Director, appointed or terminated by the Executive Committee, is the Association's chief employed administrative officer, as such, the Executive Director shall be the general manager, responsible for administration of the Association's business, finances and personnel within the framework of budgets, policies, and practices established by the Board. The Executive Director shall report to the President.

7.5. Powers. The Executive Committee shall have and may exercise when the Board of Directors is not in session the power to perform all duties, of every kind and character, not required by law or Articles of Incorporation of the Corporation to be performed solely by the Board of Directors of otherwise limited by the Bylaws. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Association. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors.

7.6. Vacancies. If a vacancy occurs among the officers, other than the Executive Director, for any reason, the position is filled for the unexpired portion of the term by the Board.

7.7. Removal. An Officer, other than the Executive Director, who is appointed or terminated by the Executive Committee, may be removed with or without cause by a two-thirds (2/3) vote of the Board of Directors. Any Officer proposed for removal shall be given advance written notice including the reason for the proposed removal, opportunity to contest the proposed removal in writing before the Board of Directors, and final written notice of the Board's decision.

7.8. Compensation. Officers, other than the Executive Director, shall not receive compensation for their services.

Article Eight

REGIONAL DIRECTORS

8.1. Regional Directors. One Regional Director from each of the four Regions (North America, Asia, Europe and Latin America) established by UXPA sits on the Board of Directors, for a total of four, non-voting directors.

8.2. Qualifications. Regional Directors must be Regular Members of the Association living in the region which they represent on the Board who have been elected Regional Directors as outlined in Section 8.3.

8.3 Appointment and Term of Office. Regional Directors shall be appointed by an appropriate method as adopted by the Board before January 1st of each year. Regional Director positions on

the Board shall be staggered so that approximately one-half (1/2) of the positions are appointed annually, taking office on January 1st. Regional Directors serve staggered terms of three years. For the year starting January 1, 2014, the Regional Directors for Asia and North America will be appointed for a two-year term, and the Regional Directors for Europe and Latin America will be appointed for three-year terms. After the first appointment cycle, Regional Directors will serve three-year terms.

8.4. Duties. Regional Directors have three key responsibilities:

(a) representing regional members/chapters by:

(i) keeping in regular contact with local leaders - advising chapters and referring people interested in forming new chapters to the Director of Chapters;

(ii) expressing member (active and prospective) and chapter concerns to the UXPA (Office and Board of Directors);

(iii) updating the office with changes to the Chapters section of the UXPA site;

(iv) acting as a liaison to align UXPA and the region's needs on issues such as:

(1) localization of materials; and

(2) projects and activities meeting the needs of the region;

(b) representing UXPA in the region by:

(i) coordinating with chapters to make sure that their reports and other communications are sent to the UXPA office;

(ii) helping disperse materials to chapters and events;

(iii) attending events in the region as a UXPA representative;

(iv) coordinating staffing of UXPA displays and marketing at regional conferences and other large events;

(v) leading regional discussions for event plans when proposed; and

(vi) working with external groups to organize regional events;

(c) collaborating with other Regional Directors by:

(i) facilitating the sharing of resources and cross-pollination of ideas; and

(ii) attending virtual meetings and in-person meetings.

8.5. Vacancies. If a vacancy occurs for a Regional Director for any reason, the position is filled for the unexpired portion of the term by the Board.

8.6. Removal. A Regional Director may be removed with or without cause by a two-thirds vote of the Board of Directors. Any Director proposed for removal shall be given advance written notice including the reason for the proposed removal, opportunity to contest the proposed removal in writing before the Board of Directors, and final written notice of the Board's decision.

8.7. Compensation. Regional Directors shall not receive compensation for their services.

Article Nine

MEMBERSHIP MEETINGS

9.1. Annual Membership Meeting. The association holds an annual meeting of the Regular

Membership at the place and on the date that the Board of Directors determines.

9.2. Special Meetings. Special meetings of the Association's regular membership may be called by the Board of Directors, or by twenty percent (20%) of the Regular Members acting in concert by petition, at any time.

9.3. Notice. The Board of Directors must give Association members reasonable notice of all annual and special meetings. The notice must include a description of the business to be discussed.

9.4. Voting. The presence of five percent (5%) of the Regular Members constitutes a quorum for the purpose of transacting business that requires a vote. When a quorum is present, a majority is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted. Voting by members on the election of the Board and other matters approved by the Board on forms approved by the Board is also allowed by other appropriate methods as approved by the Board when such methods are consistent with applicable U.S. non-profit corporate law.

Article Ten

COMMITTEES

10.1. Committees. The Executive Committee shall act on the day-to-day management of Association matters, and may delegate management matters to the Executive Director. The President shall appoint other committees as necessary, in the President's sole discretion, and the Chairs of said committees. Unless otherwise provided, a majority of the committee shall constitute a quorum of that committee.

10.2. General Counsel and Auditor. The General Counsel and the Auditor are appointed or terminated by the Executive Committee.

10.3. Rules. The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Association.

Article Eleven

ANTITRUST POLICY

11.1. Antitrust Policy. It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal, state and applicable internal trade regulations and antitrust laws. Any activities of the Association or Association-related actions of its staff, officers, Directors, or members which violate these regulations and laws are detrimental to the interests of the Association and are unequivocally contrary to Association policy.

11.2. Implementation of Antitrust Compliance Policy. Implementation of the antitrust compliance policy of the Association shall include, but shall not be limited to, the following:

- a) Association Membership, Board of Directors, Executive Committee, and other Committee meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions shall be limited to agenda items; there shall be no substantive discussions of Association matters other than at the official meetings; minutes shall be distributed to attendees promptly.
- b) All Association activities or discussions shall be avoided which might be construed as tending

to: (1) raise, lower, or stabilize prices, monopolization, or in any way violate federal or state trade regulations and antitrust laws.

c) No Officer, Director, or Member of the Association shall make any representation in public or in private, orally or in writing, which states, or appears to state, an official policy or position of the Association without specific authorization to do so.

d) Attendance of General Counsel at Association Executive Committee, Board of Directors, and Membership meetings shall be at the discretion of the President, Executive Director, or by a majority of the Board of Directors.

e) Association members, Officers, Directors, or employees who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to the Association antitrust compliance policy shall be subject to disciplinary measures up to, and including, expulsion.

Article Twelve

RECORDS

12.1. Books and Records. The Association shall keep correct and complete books and records of account of the activities and transactions of the Association including a minute book which shall contain a copy of the Association's application for U.S. tax-exempt status, copies of the U.S. IRS information return, and a copy of its Articles of Incorporation, Bylaws, and all amendments thereto. The Association shall also keep minutes of the proceedings of its Board of Directors meetings, and any committees having the authority of the Board or Bylaws. All books and records of the Association may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time. Representatives of the U.S. Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax for the U.S. Form 990.

Article Thirteen

NONDISCRIMINATION

13.1. Nondiscrimination. The members, Officers, Directors, employees and persons served by this Association shall be selected on a nondiscriminatory basis with respect to age, sex, race, religion and national origin.

Article Fourteen

INDEMNIFICATION

14.1. Indemnification. To the extent required or permitted pursuant to the Texas Non-Profit Corporation Act, Article 13 96-2.22A, as may be amended, or its successors, this Association shall indemnify any and all of its Directors, Officers, employees, committee persons or agents of this Association, former Directors, former Officers, former employees, former committee persons or agents of this Association, any of them in connection with any actual or threatened action, suit, claim, or proceeding in which any of them are or may be made a part by reason of having been a

Director, Officer, employee, committee person or agent of this Association.

14.2. Insurance. The Association may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as Director, Officer, employee, committee person or agent of the Association against any expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under section 14.1 above.

Article Fifteen

FISCAL YEAR

15.1. Fiscal Year. The fiscal year of the Association shall be established from time to time by the Board of Directors.

Article Sixteen

NOTICE

16.1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

Article Seventeen

AMENDMENTS

17.1. Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted, by a two-thirds (2/3) vote of the Board of Directors at any regular or called Board meeting, or by a majority of the regular members present and voting at any regular or special membership meeting at which a quorum is present, if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these Bylaws and adopt new Bylaws at such Board or membership meeting.

17.2. Interpretation of Bylaws. In the event of any ambiguity or dispute in the interpretation of these Bylaws, such ambiguity or dispute shall be resolved by majority vote of the Board of Directors.

17.3. Rules of Order. Roberts Rules of Order, latest edition, shall serve as the guideline for conducting all meetings of the Association, its Board of Directors, and all committees.

Adopted by the User Experience Professionals Association Board of Directors on July 19, 1994.
Amended on November 14, 1997 Amended on March 5, 2004 Amended July 16, 2004;
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