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President, SNUG	JJamieson	2/22/03
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Revised	Peter B.	07/14/04
Revised	RShields	5/12/10
Revised	S. Yentsch	5/01/12
Revised	M Craft	9/03/14
Prepared by	Chris G.	7/11/14

BY-LAWS
SOFT NETWORK USERS GROUP, INC.

ARTICLE ONE: Name

The name of this organization is Soft Network Users Group, Inc. The acronym for this organization is SNUG.

ARTICLE TWO: Objectives and Purpose

The Soft Network Users Group shall have the following purposes:

- a) to promote the free exchange of ideas and resources relating to the application of the Soft Computer Consultants, Inc. (SCC) laboratory software;
- b) to provide assistance to all users of the SCC software;
- c) to provide and maintain the scc-users@softcomputer.com listserver for SNUG members to communicate freely with other SNUG members;
- d) to provide a vehicle for users to communicate their needs to SCC; and
- e) to promote a readily accessible method of communication to and from SCC regarding system bugs, upgrades, and enhancements.

ARTICLE THREE: Business Offices

The principal office for the transaction of the business of SNUG (principal business office) is located in St. Petersburg, Florida at the location listed below. The Executive Committee members may change the location of the principal business office from one location to another. In the event of a change, Article Three shall be amended to state the new location.

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St. Petersburg, FL 33701
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ARTICLE FOUR: Nonpartisan Activities

No substantial part of the activities of SNUG shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted for public vote.

ARTICLE FIVE: Dedication of Assets

No part of the net earnings, properties, or assets of SNUG, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Executive Committee member of this corporation. On liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that organization continues to be dedicated to the exempt purposes specified in applicable Internal Revenue Code.

ARTICLE SIX: Membership

Section One: Qualifications

- a) Members of SNUG shall consist of classes of membership as follows:
 - i) Institutional Members
 - ii) Corporate Members
 - iii) User Members
- b) Institutional Members shall be those health care institutions that have a licensed SCC product. Each institution shall be made up of any number of User Members and will have one vote per institutional membership. Each Institutional Member shall designate in writing its voting member and how a proxy shall be assigned.
- c) Corporate Members shall be those corporations composed of at least fifty health care institutions that have a licensed SCC product. Each institution shall be made up of any number of User Members and will have one vote per institutional membership. Each Institutional Member shall designate in writing its voting member and how a proxy shall be assigned.
- d) User Members shall be those persons who represent or are employed by health care institutions that have a licensed SCC product. Each person shall be entitled to one user membership. This classification is not a general voting membership.
- e) A person shall not hold more than one User membership or classification.

Section Two: Restrictions

SNUG does not discriminate or restrict membership on the basis of age, race, color, ethnic group, religion, national origin, gender, sexual orientation, marital status, political affiliation, or disability.

Section Three: Annual Fees, Dues, and Assessments

Each member of any class in good standing must pay, within the time and on the conditions set by the Executive Committee, the annual dues in amounts to be fixed as needed by the Executive Committee. The dues and fees shall be equal for all members within a membership class, but the Executive Committee may set different dues and fees for each class.

Section Four: Termination of Membership

- a) All rights of membership cease upon termination of membership.
- b) Causes of Termination. The membership of any member of any class terminates upon the occurrence of any of the events below. There will be no refund of the balance of the current year's membership fee upon termination of membership.
 - i) The resignation of the member;
 - ii) the failure of a member to renew membership without the prior written approval of the Executive Committee; and/or
 - iii) the failure of a member to continue the use of, or support the use of, the SCC products.

Section Five: Transfer of Membership

No member of any class may transfer a membership or any right arising from it without the prior written approval of the Executive Committee.

ARTICLE SEVEN: Executive Committee

Section One. Requirements

- a) SNUG shall form an Executive Committee and at a minimum, elect members to hold the offices of President, Vice President, Secretary, and Treasurer, which will constitute the "board of directors" as set forth in the Florida Not For Profit Corporation Act.
- b) The term of office of an Executive Committee member shall be three years from the first day of the month following the meeting at which such member is elected until the last day of the month in which a successor is elected.
- c) Executive Committee members may not serve consecutive terms. Executive Committee Members may serve future terms provided they have not been an Executive Committee member for at least one full year.

Section Two: Objectives of the Executive Committee

The objectives and duties of this Executive Committee are as follows:

- a) to determine basic functions and services to be offered by SNUG.
- b) to setup appropriate positions and offices within the Executive Committee to achieve the desired objectives and purposes of SNUG, and
- c) to develop amendments to these bylaws to submit to the general membership as determined to be necessary or desirable by the Executive Committee. The amendments to the bylaws will be ratified at the annual members meeting by the voting membership.

Section Three: Numbers and Qualifications of Executive Committee Members

- a) The authorized number of Executive Committee members shall be no less than five and no more than twelve.
- b) Any Executive Committee member not elected to an officer's position shall be considered an Executive Committee member-at-large. Executive Committee members-at-large must be members in good standing.
- c) One alternate member may be elected. This non-voting position would be expected to attend all meetings and would be asked to fill a vacant position on the board as necessary.
- d) A special Executive Committee member position, Past President, shall be assumed by the Executive Committee President at the conclusion of his or her elected term. The term of the Past President is one year.
- e) There may not be more than three board members from a single Corporate Membership serving on the board at one time, and no more than one board member from a single Corporate Membership elected per term.
- f) The board may elect to have up to 3 auxiliary members (SNAG) per year. These members would serve on

the board for special interest projects such as SIG Coordinator or other special projects in conjunction with SCC staff, which were not completed before the end of the board member's term.

Section Four: Nomination and Election of Executive Committee Members

- a) All Executive Committee members shall be elected at the annual general meeting, at a special meeting, or by mail ballot at a date and location announced according to provisions in Article Nine. Candidates receiving the highest number of votes shall be elected.
- b) Nominating Committee. The President of the Executive Committee may appoint a committee to supervise the nomination of qualified candidates for the election of the Executive Committee members. The nominating committee may publish on the SNUG website, or with the annual conference notification, its intent to seek qualified candidates. Such publications shall be received by members no less than 15 days prior to the closing of nominations and shall state the closing date for acceptance of nominations and the manner in which nominations should be directed to the committee. Any voting member in good standing may be nominated.
- c) Other Nominations. On the day of elections, nominations will be accepted from the floor prior to the voting. It is the responsibility of the officer presiding at the meeting to ensure that the individual making a floor nomination is a voting member in good standing and that the proposed nominee is a qualified candidate.
- d) If more people are nominated for the Executive Committee than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among the candidates. If after close of nominations there is no more than one nominee for each open position, SNUG may without further action declare that those nominated and qualified to be elected, have been elected.
- e) Without limiting the generality of the foregoing, if SNUG now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for Executive Committee member, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.
- f) SNUG shall not be responsible for the distribution of any material soliciting votes on behalf of a nominee.
- g) No SNUG funds may be expended to support any nominee for an Executive Committee member.

Section Five. Mail Ballot in Lieu of Annual Meeting Election.

If the annual meeting is not held or if the Executive Committee members are not elected at the annual meeting, they may be elected at a special members' meeting held for that purpose by mail ballot. When the election for Executive Committee members is held by mail ballot, the following provisions shall apply:

- a) An official ballot shall be sent to all voting members no later than 30 days prior to the date of the election, containing the names of all of the nominees.
- b) All ballots shall be returned to SNUG's official mailing address no later than the date specified.
- c) Ballots shall be counted by a group designated by the Executive Committee.
- d) The results of the balloting shall be published on the official SNUG web site. The newly elected Executive Committee members/officers shall take their places as Executive Committee members at the next regular meeting of the Executive Committee.

Section Six: Executive Committee Quorum

Fifty percent plus one of the number of Executive Committee members, but in no event fewer than three Executive Committee members, shall constitute a quorum for the transaction of business, except to adjourn as provided in Article Nine, Section Seven. Every act done or decision made by a majority of Executive Committee members present at a meeting held at which a quorum is present shall be regarded as an act of the Executive Committee. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Executive Committee members, if any action taken is approved by at least a majority of the required quorum of that meeting.

Section Seven: Proxy

Voting rights of Executive Committee members may be transferred in writing to any other member to serve as Proxy.

Section Eight: Executive Committee Powers

- a) General Powers. Subject to the provisions of these bylaws relating to action required to be approved by the members, the business and affairs of SNUG shall be managed, and all SNUG powers shall be exercised, by or under the Executive Committee. The Executive Committee is also responsible for the coordination of all Special Interest Group activities with the goal of facilitating interaction and resolving conflicts among or within the various committees.
- a) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Executive Committee members shall have the power to:
 - i) Select and remove all appointed officers, agents, and employees of SNUG; prescribe any duties or powers that are consistent with law and with these bylaws; and fix their compensation, if any.
 - ii) Designate any location for the holding of members meeting or meetings, including annual meetings.
 - iii) Adopt, make and use a logo and motto; prescribe the forms of membership certificates; and alter the forms of the logo and certificates.

Section Nine: Vacancies

- a) Events Causing Vacancy. Vacancies on the Executive Committee shall be deemed to exist on the occurrence of the following:
 - i) The death, resignation, or removal, as set forth in paragraph b below of any Executive Committee member;
 - ii) the declaration by resolution of the Executive Committee of a vacancy in the office of an Executive Committee member who has been declared of unsound mind by order of court, has been convicted of a felony, or has been found by final order or judgment of any court to have breached a duty under applicable sections of law;
 - iii) the increase of the authorized number of Executive Committee members, and/or
 - iv) the failure of members at any meetings at which Executive Committee members are to be elected, to elect the members required to be elected at such meeting.

- b) Removal of Executive Committee Members. An Executive Committee member shall be removed from his/her position as Executive Committee member upon majority vote of the other Executive Committee members to remove the Executive Committee member.
- c) Recall of Executive Committee Members by Members. Recall of an Executive Committee member may be sought by a petition signed by at least fifty percent plus one of the voting members of SNUG. The petition shall state the reason for the recall and shall be filed with SNUG before the recall shall become effective. The recall shall become effective when the secretary shall have filed with the President a certificate of verification of the petition for recall. The petition and the secretary's certification shall be filed with SNUG minutes. Notice of the results of the petition shall be given to all members and to the Executive Committee members and officials of SNUG.
- d) Resignations. Except as provided in this paragraph, any Executive Committee member may resign, which resignation shall be effective on giving written notice to the President, Vice President, or the Secretary unless the resignation specifies a later time of the resignation to become effective. If the resignation of an Executive Committee member is effective at a future time, the Executive Committee may elect a successor to take office as of the date when resignation becomes effective. No Executive Committee member may resign when SNUG would then be left without any duly elected Executive Committee member or Executive Committee members in charge of its affairs.
- e) Vacancies filled by Executive Committee Members. If an Executive Committee membership becomes vacant, the Executive Committee may appoint an Executive Committee member to serve until the next election of Executive Committee members, or it may elect to leave that Executive Committee membership vacant until the next election of Executive Committee members. If the vacancy is among the elected officers, the Executive Committee may at its option, choose one of its members to serve in that office and appoint another Executive Committee member, or simply fill the vacated position directly by appointing a person as both officer and Executive Committee member.
- f) Vacancies Filled by Members. The voting members of SNUG may elect an Executive Committee member at any time to fill any vacancy or vacancies not filled by the Executive Committee members. Any such election shall require the consent of a majority of the voting members.
- g) No reduction of the authorized number of Executive Committee members shall have the effect of removing any Executive Committee member before that member's term of office expires.

Section Ten: Fees and Compensation of Executive Committee Members

Executive Committee members and members of SIGs may receive such reimbursement of expenses as may be determined by resolution of the Executive Committee members to be just and reasonable.

ARTICLE EIGHT: Officers

Section One: Officers

The officers of SNUG shall be members of the Executive Committee and shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. SNUG may also have, at the discretion of the Executive Committee, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance with the provisions of this Article. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section Two: Election of Officers

The officers of SNUG shall be elected by majority vote of the members of the Executive Committee.

Section Three: Appointed Officers

The Executive Committee may appoint, and may authorize the President, the Vice President, or another officer to appoint, any other officers that the business of SNUG may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or as determined by the Executive Committee. Appointed officers may include, but are not limited to Membership Chairperson, Customer Service Coordinator, and Special Interest Group Advisor.

Section Four: Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed with or without cause by the Executive Committee, at any regular or special meeting of the Executive Committee, or, except in the case of an officer chosen by the Executive Committee, by an officer upon whom such power of removal may be conferred by the Executive Committee.

Section Five: Resignation of Officers and Executive Committee Members

Any officer may resign at any time by giving written notice to the Executive Committee. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of that resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of SNUG under any contract to which the officer is a party. No Executive Committee member may resign when SNUG would then be left without any duly elected Executive Committee member or Executive Committee members in charge of its affairs.

Section Six: Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

Section Seven: Responsibilities of Officers

- a) **President.** Subject to such supervisory powers as may be given by the Executive Committee to the President, if any, the President shall, subject to the control of the Executive Committee, generally supervise, direct, and control the business and the officers of the Executive Committee and SNUG. He or she shall preside at all meetings of the members and at all meetings of the Executive Committee. He or she shall have such other powers and duties as may be prescribed by the Executive Committee or the bylaws. The President shall give, or cause to be given notice of all meetings of the members of the Executive Committee required by the bylaws. He or she shall have such other powers and perform such other duties as may be prescribed by the Executive Committee or the bylaws.
- b) **Vice President.** In the absence or disability of the President, the Vice President shall perform all 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. The Vice President shall have such other powers and perform such other duties as necessary and as may be prescribed for them respectively by the Executive Committee or the President.
- c) **Secretary.** The Secretary shall attend to the following:
 - i) **Minutes.** The Secretary shall keep or cause to be kept, at the principal business office or such other place as the Executive Committee may direct, electronic or written records of all meetings and actions of the Executive Committee.
 - ii) **Membership Records.** The Secretary shall keep, or cause to be kept, at the principal business

office or such other place as the Executive Committee may direct, an electronic or written record of the current SNUG members, showing the names of all members, their addresses, and the class of membership held by each.

d) **Treasurer. The Treasurer Shall Attend to the Following**

- i) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and business transactions of SNUG including tax records and accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Executive Committee member at all reasonable times.
- ii) **Deposit and Disbursements.** The Treasurer shall deposit all money and other valuables in the name and to the credit of SNUG with such depositories and financial institutions as may be designated by the Executive Committee; shall disburse the funds of SNUG as may be ordered by the Executive Committee; shall render to the President and Executive Committee members, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of SNUG; and shall have other powers and perform such other duties as may be prescribed by the Executive Committee or the bylaws.
- iii) **Bond.** If required by the Executive Committee, the Treasurer shall give SNUG a bond in the amount and with the surety or sureties specified by the Executive Committee for faithful performance of the duties of his or her office and for restoration to SNUG of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control at the time of his or her death, resignation, retirement, or removal from office. Should such bond be required, SNUG shall bear the cost of obtaining such bond from a bonding agency.
- iv) **Checks, Drafts, or Orders.** The President, Treasurer and Assistant Treasurer are authorized to sign the bank signature card. The Vice President may be asked to sign the card if determined necessary by the Executive Committee. Signatures on these cards allow writing of checks and use of the SNUG Bank Card.

ARTICLE NINE: Meetings

Section One: Places of Meetings and Procedural Rules

Meetings of the membership shall be held at any location designated by the Executive Committee. In the absence of any such designation, members' meetings shall be held at the principal executive office of SCC. Robert's Rules of Order shall be followed for all formal meeting procedures unless a majority of the members present vote to substitute some other rules of order.

Section Two: Types of Meetings

- a) **Annual Meeting.** An annual meeting of members shall be scheduled by the Executive Committee. Members will be notified of the scheduled date and location as provided in Sections Three and Four below. The Executive Committee shall be elected during this annual meeting. Immediately following each annual meeting of members, the Executive Committee shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.
- b) **Social Meeting.** Social meetings are informal meetings intended to afford the membership opportunities to pursue interests concerning SCC systems. No official business shall be conducted during a social

meeting. Restrictions regarding the notification of members as to the time and location of meeting as provided in Section Four below need not apply to social meetings.

- c) **Special Meeting.** A special meeting of the members may be called at any time by the President, any two Executive Committee members, or five percent of the voting members. If a special meeting is called by voting members, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted. The officer receiving the request shall cause notice to be given to the members entitled to vote not be neither less than 10 nor more than 30 days following the receipt of the request. The Executive Committee shall fix the location for such special meetings. If the notice is not given within 14 days of the request, the members requesting the meeting may give the notice. Nothing in this subsection shall be construed as limiting, fixing or affecting the time when a meeting may be held when the meeting is called by action of the Executive Committee. All such notices shall be given or sent to the Executive Committee member's address or telephone number as shown on the records of SNUG.

Section Three: Place of Meetings; Meetings by Telephone

Regular meetings of the Executive Committee will be held via conference calls as necessary by a resolution of the Executive Committee. Any meeting, either regular or special, may be held by conference telephone or by other electronic communications equipment, so long as all Executive Committee members participating in the meeting can communicate in real time with each other by visible or audible means and a quorum of such Committee members shall be deemed to be present at such a meeting.

Section Four: Notice to Members of Meeting

- a) **General Notice Requirements.** All notices of meetings of members shall be sent or otherwise given not less than 10 nor more than 30 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and in the case of a special meeting, the general nature of the business to be transacted, and no other business in that case may be transacted, or in the case of the annual meeting, those matters which, at the time of giving the notice, the Executive Committee members intend to present for action by the members.
- b) **Manner of Notice.** The primary method of giving notice of any meeting shall be by first class mail, addressed and mailed to each member, at the address of that member appearing on the books of SNUG. Notice of any meeting may alternatively be given personally, by electronic mail, by facsimile, or by other written means. Written notice of every telephone meeting of members shall be mailed not less than 10 days before the date of the meeting to each member.
- c) **Notice of Certain Agenda Items.** If action is proposed to be taken at any meeting for approval of any proposals, the notice shall state the general nature of the proposal. Member action on such proposals is invalid unless the notice or written waiver of notice states the general nature of proposal(s).

Section Five: Quorum

- a) **Number Required.** Thirty eligible voting members, whether represented in person or by written proxy, shall constitute a quorum for the transaction of business at a business meeting.
- b) **Proxy.** Voting rights of eligible members may be transferred in writing to any other voting member to serve as Proxy.

Section Six: Adjourned Meeting

Any members' meeting, whether or not a quorum is present, may be adjourned as necessary, by vote of a majority of

eligible voting members present at the meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted, except as provided by the Article.

Section Seven: Adjournment

A majority of Executive Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section Eight: Action without Meeting

Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all members of the Executive Committee, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Executive Committee. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee.

Section Nine: Voting

- a) **Vote. Eligibility to Vote.** Only Institutional Members as of the date determined in accordance with Article Six, Section One, shall be entitled to vote at any meeting of members or by ballot. The Executive Committee shall approve the credentials of each eligible Institutional Member before such member shall be allowed to vote at members' meetings or by ballot.
- b) **Manner of Casting Votes at Meeting.** Voting at meetings may be by voice, by show of hands or secret ballot, provided that any election of Executive Committee or officers must be by secret ballot if demanded by any member before the voting begins. An Institutional Member shall be entitled to cast one vote for each matter submitted to a vote of the members.
- c) **Majority of Members Represented at Meeting Required Unless Otherwise Specified.** If a quorum is present, the affirmative vote of a majority of the eligible voting members represented at the meeting entitled to vote and voting on any matter shall be the act of the members.

Section Ten: Waiver of Notice or Consent by Absent Member

- a) **Written Waiver of Consent.** The transaction of business at any meetings of members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or business or special meeting of members, except that if action is taken or proposed to be taken for approval of those matters specified in Section Four, paragraph c of this Article, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the SNUG records and are made a part of the minutes of the meeting.
- b) **Waiver by Attendance.** Attendance at a meeting by an eligible voting member whose credentials have been approved by the Executive Committee members shall also constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting if that objection is expressly made at the meeting.

Section Eleven: Action by Written Consent without a Meeting

- a) **General.** Any action that may be taken at any meeting of members, including election of Executive

Committee members, may be taken without a meeting and without prior notice upon compliance with provisions of this section.

- b) Solicitation of Written Ballots. SNUG shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Article Nine, Section Two for giving notice of special meetings. All solicitations of votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals required to pass the measure(s); and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) set forth the proposed action; and (2) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth. Any form of written ballot in any election of Executive Committee members shall name Executive Committee members to be voted therein and shall provide for a member to withhold authority to vote for the election of Executive Committee members. Any ballot so marked or otherwise marked to indicate that the authority to vote for the election of Executive Committee members is withheld shall not be voted either for or against the election of an Executive Committee member.

ARTICLE TEN: Special Interest Groups (SIGs)

Section One: SIG Objectives:

A SIG is a group of SNUG members who share a common interest in a specific type of program, application, interest or who share a common level of experience in using the SCC systems. Generally, the objective of each SIG shall be to communicate to SNUG and SCC suggestions to improve programs and applications associated with specific SIGs. The specific objectives of each SIG shall be determined by that particular group.

Section Two: SIG Membership

SIG members must be members of SNUG. All interested members of SNUG may be members of a SIG. SIG members must maintain their SNUG dues and comply with the SNUG Bylaws. Each SIG shall be organized and chaired by a member or a designee of the Executive Committee. All SIG meetings are open to any member of SNUG. SIG Chairs are appointed by the Executive Committee and serve at the Executive Committee's pleasure.

Section Three: Meetings and Notice

- a) Meetings and actions of special interest groups (SIGs) shall be governed by, and held and taken, in accordance with the provisions of Article Nine of these bylaws, with such changes in the context of these bylaws as are necessary to substitute the SIG and its members for the Executive Committee and its members, except that the times for regular meetings of the SIGs may be determined either by resolution of the Executive Committee or by resolution of the SIG. Special meetings of the SIGs may also be called by resolution of the Executive Committee.
- b) Any meeting of a SIG, either annual or general may be held by conference telephone or by other electronic communications equipment, so long as all SIG members participating in the meeting can communicate in real time with each other. Notice of special meetings of SIGs shall also be given to any and all alternate members of the SIG, who shall have the right to attend all meetings of the SIG.
- c) Written or telephone notice of every meeting, either annual or telephone, shall be given not less than 10 days before the date of the meeting to each member of a SIG. Minutes shall be kept of each meeting of any SIG and shall be filed with SNUG.

ARTICLE ELEVEN: Regional Users Groups (RUGs)

Section One: RUG Objectives

A Regional Users Group (RUG) is a group of SCC clients in a geographical region who meet (1) to provide an educational opportunity for the exchange of information about SCC Clinical Information Systems, Inc. software products between users and SCC, and (2) to provide a forum for users to share information and express comments and questions. RUG objectives include:

- a) promoting educational opportunities for the improved use and management of SCC products;
- b) encouraging member dialog on techniques, approaches, and problem solving;
- c) keeping members abreast of current issues in SCC and SNUG;
- d) informing RUG members of SNUG benefits; and
- e) communicating issues the RUG feels are important to SNUG.

Section Two: RUG Membership

RUG members are healthcare corporations who are clients of SCC and members of SNUG in a geographical region. RUG members must maintain their SNUG dues and comply with the SNUG Bylaws.

Section Three: RUG Organization and Leadership

- a) Three or more SCC clients in a geographical region can form a RUG. RUGs support SNUG's mission to enhance the knowledge and skills of its membership. A contact person from each RUG is required.
- b) Names. An individual RUG may decide to have a name and if so, the name of the RUG should be chosen by its members. The name should be submitted to the SNUG Executive Committee to be registered. The name of a RUG can be changed at any time through the same process.
- c) Planning Committee. A Planning Committee of one or more SNUG members in a geographical region will organize each RUG. One member of this Planning Committee should be affiliated with the facility hosting the RUG meeting. The Planning Committee will coordinate and manage the functions and activities of the RUG.
- d) While a formal structure for a RUG is permitted, RUGs can function with informal distributed leadership among its members so long as the RUG does not accrue equity. All RUGs will follow the SNUG Bylaws.
- e) SNUG Executive Committee Involvement. The SNUG Executive Committee will serve in an advisory capacity and provide structured leadership for RUG member communications with SCC. The formation of a new RUG must receive approval of the SNUG Executive Committee. A member of the Executive Committee shall serve as a liaison between each of the RUGs and the Executive Committee.
- f) SCC's role with RUGs is to provide support, contacts, and expertise, as resources are available.

Section Four: Meetings

- a) RUG meetings are open to any current member of SNUG in good standing. One exception is for first-time RUG conference attendees where SNUG membership is not required. Any subsequent RUG conference attendance does require SNUG membership.
- b) RUG meetings can be held at the frequency decided by the membership. Meeting dates should be flexible to best accommodate the needs of its members. RUG meetings should include at least one

scheduled educational session presented by SCC or RUG member(s). The SCC presentation can be a multi-cast event with a SCC specialist to answer questions. Notification of the time and location of a RUG meeting should be communicated to all members at least one month prior to the meeting and can be in written, electronic or telephone form.

Section Five: RUG Financial Management

- a) Meeting registration fees or other assessments to defray expenses for meetings may be established as needed. Registration fees should not be such to incur a profit for the RUG. Each RUG meeting attendee will be assessed a fee determined by the RUG's Planning Committee to defray the cost of the meeting expenses including printings, mailings, meals, and other supplies.
- b) A member of the RUG Planning Committee will send all vendor donations obtained for the purpose of supporting the RUG meeting to the SNUG Treasurer. The SNUG Treasurer will designate those funds for that specific RUG. Any invoices for items for that RUG's meeting will then be sent to the SNUG Treasurer, who will then pay those invoices out of that RUG's monies. Any remaining monies will remain in the SNUG account. The SNUG Treasurer will maintain detailed documentation for all RUG transactions.
- c) All contracts for RUG meeting facilities and other RUG purchases must be signed by the President of SNUG. RUGs are not authorized to sign contracts of any kind.

ARTICLE TWELVE: Standing Committees

The Executive Committee will determine when a standing committee needs to be activated. The initial standing committees of SNUG and their duties shall be as follows:

- a) Annual Meeting Committee. Responsible for planning and organizing the annual Users meeting.
- b) Membership Committee. Responsible for attracting new members, new-member orientations, and promoting member involvement in club activities and assist in collection of dues.
- c) Advisory Committee. The Executive Committee shall have the authority to establish such advisory committees as it may find appropriate and to dissolve such committees as necessary. A member of the Executive Committee shall serve as a liaison between each of the advisory committees and the Executive Committee. In addition, each advisory committee shall have an employee of SCC serve as a liaison to the management of SCC.
- d) Other Committees. Other committees not having and exercising the authority of the Executive Committee in the management of SNUG may be designated by the President. Except as otherwise provided in such resolution, members of each such committee shall be members of SNUG and the President shall appoint the members thereof.

ARTICLE THIRTEEN: Records and Reports

Section One: Maintenance and Retention of SNUG Records

SNUG shall keep and maintain the following records:

- a) Adequate and correct written and electronic records of all bank accounts containing SNUG funds. Bank statements shall be retained for seven years. Tax returns, financial statements, cash book(s), and checks shall be kept as part of the corporation's permanent record.
- b) Minutes of Executive Committee meetings, special meetings and Annual meetings shall be kept as part of the corporation's permanent records.
- c) A record of its members, including their names and addresses and the class of membership held by each.
- d) All such records shall be kept at the principal business office or such other location designated by the Executive Committee.

Section Two: Members Inspection Rights

- a) Any Member of SNUG may:
 - (i) inspect and copy the records of member's names and voting rights, including their addresses, during usual business hours on five business days prior written demand on the Secretary, stating the purpose for which the inspection rights are requested, or,
 - (ii) on written demand and on the tender of the Secretary's usual charges for such a list, if any, obtain a list of the names of members who are entitled to vote for the election of members of the Executive Committee, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled;
- b) Any member of SNUG may inspect the accounting books and records and minutes of the proceedings of the members and the Executive Committee and Special Interest Groups of SNUG, at any reasonable time, for a purpose reasonably related to such person's interest as a member.
- c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts of documents.

Section Three: Maintenance and Inspection of Constitution and Bylaws

SNUG shall keep at its principal business office a copy of the articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours, or on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws as amended to date. The documents will also be kept on the secure SNUG website.

Section Four: Inspection by Executive Committee

Every Executive Committee Member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of SNUG and each of its Special Interest Groups. This inspection by the Executive Committee member may be made in person or by his/her agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section Five: Annual Report to Members

Not later than 120 days after the close of SNUG's fiscal year (Ending August 31 each year) the Executive

Committee shall cause an annual report to be sent to the members or posted on a secure web site. Such report shall contain the following information in reasonable detail:

- i) The assets and liabilities, including the trust funds, for SNUG as of the end of the fiscal year;
- ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- iii) the revenue or receipts of SNUG both unrestricted and restricted to particular purposes, for the fiscal year; and
- iv) the expenses or disbursements of SNUG, for both general and restricted purposes, during the fiscal year.

Section Six. Annual Statement of Certain Transactions and Indemnification

No later than the time SNUG gives its annual report, if any, to the members, and in any event no later than 120 days after the close of SNUG's fiscal year, SNUG shall prepare and mail (postal or electronic) or deliver to each member a statement of the amount and circumstances of any transaction or indemnification including any transaction(s) in which SNUG was a party and in which any Executive Committee member or officer of had a direct or indirect financial interest.

ARTICLE FOURTEEN: Bylaws Subject to Florida Law

These bylaws are subject to the provisions of the Florida Not For Profit Corporation Act (§§617.01011, *et seq.*, Florida Statutes), which shall control in the event of any conflict with the items set forth in these bylaws.

ARTICLE FIFTEEN: Amendment of Bylaws

Section One: Amendments by Members

New bylaws may be adopted and these bylaws may be amended or repealed by vote of the voting members of SNUG or their authorized proxies. Since SNUG has more than one class of members, any amendment which would materially and adversely affect the rights of any class as to voting differently from the manner in which such action affects another class must be approved by the members of such affected class. Further, where any provision of these bylaws requires the vote of a larger portion of the members than otherwise required in the bylaws, such provision may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of an Executive Committee member beyond that for which the Executive Committee member was elected.

Section Two: Amendment by Executive Committee

Subject to the rights of voting members under Section One and the limitations set forth below, the Executive Committee may adopt, amend or repeal these bylaws. Such power is subject to the following limitations:

- a) The limitation set forth in Section one on the voting members' power to adopt, amend or repeal bylaws shall apply to actions by the Executive Committee.
- b) The Executive Committee may not amend a bylaw provision fixing the authorized number of Executive Committee members or the minimum and maximum number of Executive Committee members. However, if the articles or bylaws provide for a variable number of Executive Committee members within specified limits, the Executive Committee members may, subject to the other limitations of this Section, adopt, amend or repeal a bylaw fixing the exact number of Executive Committee members within those limits.

- c) The Executive Committee may not adopt or amend bylaw provisions concerning the following subjects without the approval of the voting members:
- i) any provision increasing the terms of office of Executive Committee members;
 - ii) any provision allowing one or more Executive Committee member to hold office by designation or selection rather than election by the members;
 - iii) any provision giving the Executive Committee power to fill vacancies on the committee created by removal of an Executive Committee member;
 - iv) any provision increasing the quorum for members' meetings; and/or
 - v) any provision repealing, restricting, creating, or expanding proxy rights.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected Secretary of the Soft Network Users Group, Inc. (SNUG) and that the foregoing Bylaws constitute the Bylaws as adopted by the Board of Directors at the annual meeting held on April 22, 2015.

IN WITNESS WHEREOF, I have hereunder subscribed my name.

Dated: 4-22-15

Signed: Jayne Osborn

Printed Name and Title: Jayne Osborn, SNUG Secretary

Witness Signature: Melissa D. Craft

Printed Name and Title: Melissa D. Craft

Dated: 4-22-15