

Pacific Midrange Systems Association

Code of Ethics

Introduction

This Code of Ethics for the Pacific Systems Association, hereinafter referred to as PMSA, has been adopted to promote and maintain fair dealing and reasonable conduct at all PMSA activities. Adherence to the Code is required for membership in PMSA or participation in any PMSA activities, and any violation of the Code may be punishable in accordance with PMSA's by-laws. The Executive Board shall review and may amend the code from time to time to ensure that it is consistent with commonly recognized and accepted principles of fair conduct.

Statement of Principles

1. At all PMSA activities, the By-Laws and Code of Ethics of PMSA shall be strictly observed and enforced.
2. All information provided through PMSA activities is proprietary and confidential and shall not be published or reported on by PMSA members or participants in PMSA activities, without written approval of the Executive Board.
3. Use of PMSA activities for the sole purpose of soliciting business, employees, or employment is strictly prohibited. For example, the following are prohibited at any PMSA activities.
 - Vendor-initiated sales contracts with attendees
 - Vendor hospitality suites
 - Vendor displays without written approval of the Executive Board
 - The distribution or posting of sales notices or price lists of any type
 - The distribution or solicitation of employment applications or resumes
4. During or in conjunction with any PMSA activity, an individual may not promote a product or service from which the individual or the individual's organization will gain any direct or indirect monetary benefit, without written approval of the Executive Board.
5. Use of PMSA activities to pursue any grievances between PMSA members or participants and scheduled speakers or guests is strictly prohibited.
6. Any grievances between PMSA members, directors, or members and directors concerning conflicts of interest or job functions within PMSA shall be resolved by the Executive Board.

ARTICLE I. NAME OF THE ASSOCIATION

The name of this organization shall be the Pacific Midrange Systems Association (hereinafter referred as the Association).

ARTICLE II. PURPOSE AND FRAMEWORK

Section I. Purpose of the Association

- A. To foster, promote, and develop education and communication in the field of data processing and data processing management among users of IBM midrange products.
- B. To supply to its members current information in the field of data processing as applied to IBM midrange users, and to cooperate with them and educational institutions in the advancement of the techniques of data processing.
- C. To encourage the development of a professional attitude among its members in their approach to an understanding and application of the principles underlying the science of data processing, and in their relations to others similarly engaged.

Section II. The Association is organized as a nonprofit organization and not for pecuniary benefit; it shall not make or declare dividends.

ARTICLE II. MEMBERSHIP

Section I. Classes of Membership. Membership in the Association shall comprise three classes:

- A. **Individual Membership.** Any individual having regular access to and utilization of midrange systems is eligible for individual membership.
- B. **Corporate Membership.** Any proprietorship, partnership, or corporation, or division thereof, is eligible for corporate membership if it has (1) one or more midrange systems on its premises or (2) regular access to and utilization of midrange computing systems.
- C. **Honorary Membership.** Honorary membership in the Association may be granted by a vote of the membership or at the discretion of the Officers.

Section II. Application for Membership. The application shall be in writing on the Association's "Application for Membership" form. The application form shall be addressed to the Chairman of the Membership Committee and shall be accompanied by payment of stipulated dues.

Section III. Delinquency. Members who have not paid their dues within 30 days of the billing date shall automatically cease to be members.

Section III. Registration. Any member may resign at any time. Those submitting resignations shall not be entitled to rebates of dues paid.

ARTICLE IV. MEETINGS

Section I. Annual Meetings. An annual business meeting for the election of Officers and for the transaction of other business relative to the affairs of the Association shall be held not later than May of each year. Notice of annual meeting shall be published at least five (5) days in advance of the meeting. Officers elected at the meeting shall take office July 1, and serve through June 30 of the following year.

Section II. Regular Meetings. There shall be regular monthly meetings of the Association membership at least eight months of the year. At least seven of these meetings shall be for the purpose of addressing pertinent business and to provide a program of an instructional or promotional nature with respect to the purposes of the Association. The time and place of meetings shall be determined by the Executive Committee. All Association members shall be notified as to the time, place, and program of each meeting.

Section III. Special Meetings. Special meetings may be held at any time by authorization of the Officers, or by petition to any Officer by a simple majority in attendance at a regular meeting. Notice of a special meeting must be sent to the members of the Association at least ten (10) days in advance of the meeting.

ARTICLE V. GOVERNMENT

The government of the Association shall be vested in the membership.

Section I. Officers. The Officers of the Association shall be the President, Vice President as required, Secretaries as required, and Treasurer, with such powers and duties consistent with these Bylaws. Any two (2) offices, except those of the President and Secretary, may be held by the same person.

- A. **Duties of the President.** The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Association and shall call such meetings as deemed necessary. It shall be the duty of the President to exercise general supervision over the activities and welfare of the Association and communicate with the other Association Officers relative to matters of policy. The President is an ex-officio member of all Association committees (with the exception of the Nominating Committee).
- B. **Duties of the Vice President.** The Vice President shall, in the absence of, or during the incapacity of, the President, perform all duties and assume all responsibilities of the President. It shall be the responsibility of the Vice President to coordinate the activities of the Association committees as required.
- C. **Duties of the Treasurer.** The Treasurer shall manage and control the property of the Association. The Treasurer shall receive and disburse the funds of the Association. The Treasurer shall keep and preserve proper vouchers and books of accounts, which shall be open to inspection by the membership and subject to audit any time by an Auditing Committee duly appointed by the President. The Treasurer shall deposit funds of the Association in such banks as may be approved by the Officers and shall disburse money only upon approved vouchers. Checks drawn upon the funds of the Association may be authorized and signed by any one of the following: the President, the Vice President, or the Treasurer. The Treasurer shall submit a monthly financial report to the Officers and an annual report to the Association membership. The Treasurer shall also maintain membership records to include correct names, addresses, and fees paid of all members of the Association.
- D. **Duties of the Secretary.** The Secretary shall take the minutes at all monthly meetings. All Association records, except financial and committee records, shall be under control of the Secretary. The Secretary will maintain control of all stationary and supplies. The Secretary shall be required to keep such records and prepare such reports as may be requested by the Association.
- E. **Duties of the Immediate past President.** The Immediate Past President shall meet with the Officers, and it shall be his/her function to counsel and to serve in an advisory capacity as ex-officio to the President. The Immediate Past President shall review Association operations and procedures and recommend to the Association President any changes that he/she considers desirable for the more efficient operation of the Association.

- F. **Removal.** Any Officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the Executive Committee any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance; for conduct detrimental to the interests of the Association; for lack of sympathy with its objectives; or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing of the meeting of the Executive Committee at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Executive Committee at such meeting.
- G. **Vacancies.** In the event of a vacancy of an Officer, the President of the Association shall have the power to fill each vacancy until the next meeting of the Executive Committee, at which time the appointed person may be confirmed.

Section II. Standing Committees. The President shall appoint the Chairpersons of the following standing committees from among the members of the Association.

- A. **Membership/Attendance Committee.** This committee is responsible for bringing new members into the Association and making certain anyone who qualifies and is desirous of being a member obtains membership in the Association. The committee is also responsible for maintaining meeting attendance records.
- B. **Program Committee.** The Program Committee shall be responsible for making all arrangements for the regular meetings, including acquiring facilities and providing a program agenda.
- C. **Publications Committee.** The committee shall make certain that all monthly meetings, as well as other activities, are duly publicized and that a monthly newsletter is forthcoming to all members.

Section III. Other Committees. Chairpersons of committees deemed necessary shall be appointed by the President.

Section IV. Executive Committee. The Executive Committee shall consist of the elected Officers, the Chairperson of the Program Committee, and the Chairperson of the Membership/Attendance Committee.

ARTICLE VI. RESTRICTIONS

This organization shall not discriminate on the basis of race, national origin, religion, sex, or marital status and shall wholly abstain from any political or labor affiliation or endorsements for public office.

ARTICLE VII. OFFICIAL PUBLICATION

This Association shall publish a newsletter that shall be the official publication of the Association.

ARTICLE VIII. VOTING RIGHTS AND QUORUM

Individual and Honorary memberships shall be allowed one (1) vote. A Corporate membership shall be allowed two (2) votes. A total of seven (7) votes shall constitute a quorum.

ARTICLE IX. RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its membership meetings and Committee meetings and shall keep at the registered or principal office a record giving the names and addresses of the membership entitled to vote. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. RULES OF ORDER

Rules contained in Roberts Rules of Order (revised) shall govern this association in all cases to which they are applicable, and to which they are not inconsistent with the Bylaws or the Standing Rules of the Association.

ARTICLE XI. PROCEDURE FOR AMMENDING THE BYLAWS

Section I. Notification. Proposed amendments to these Bylaws may be submitted in writing to the Secretary by any member. The Secretary shall promptly notify all officers. All proposed amendments must be submitted to the Secretary at least thirty (30) days in advance of any business meeting. A copy of the proposed amendment shall be sent to each member by the Secretary at least ten (10) days in advance of the meeting at which any amendment is to be submitted to a vote.

Section II. Approval Requirements. Amendments to these Bylaws shall be made at any meeting of the Association, by an accurate vote of the members present, providing a quorum is in attendance. A simple majority shall be required.

ARTICLE XII. ACQUISITION AND MANAGEMENT OF PORPERTY AND FUNDS

Section I. General Purposes. Funds may be raised by annual dues or in any other manner approved by the Officers. All funds raised shall be deposited in the General Account of the Association. Such funds shall be used primarily to defray the expenses of the operation and activities of the Association.

Section II. Payment of Annual Dues. The annual dues shall be payable on such date and in such manner as may be prescribed by the Officers.

Section III. Restrictions on Use of Funds.

- A. The Executive Committee shall have sole power to assume liabilities on behalf of the Association, limited to the current assets of the Association.
- B. All bills must be approved by the Treasurer before payment is made, except for those items provided for that have been previously approved by Officers.
- C. The Association shall never pay, assume, or become responsible for the personal or unapproved debts or liabilities of any individual of this Association.

Section IV. Fiscal Year

The Association's fiscal year shall begin on July 1 and end on June 30.