
Data Governance Professionals Organization Bylaws

I. ORGANIZATION NAME AND LOCATION

This Organization, incorporated as the Data Governance Professionals Organization is also known as DGPO. Data Governance Professionals Organization is incorporated in the State of New Jersey.

II. WHO WE ARE

The Data Governance Professionals Organization (DGPO) is a non-profit, vendor neutral, association of business, IT and data professionals dedicated to advancing the discipline of data governance.

III Mission

To develop and enrich the expertise of Data Governance professionals globally by:

- **SHARING** knowledge, content and best practices.
- **LEVERAGING** real-life member experiences
- **BUILDING** a community of practice and network of resources.

Our Vision: To be the world-wide, connected community of data governance professionals and the primary resource for data governance knowledge and best practices.

I. BOARD OF DIRECTORS

1. The Board of Directors ("Board") shall consist of officers of the organization.
2. The Board is responsible for setting policy and will make all organizational decisions not delegated to the membership and will be responsible for the operations of the organization.
3. A quorum of Board members is required in order for the Board to conduct official Board business. A quorum is defined as having greater than fifty percent of Board members in attendance. Attendance can be remote or in person.

II. OFFICERS

A. Positions

President

1. Provides leadership and strategic direction.
2. Presides at board and membership meetings or delegates when unable to attend.
3. Oversees nomination and selection process of Board positions.
4. Oversees all volunteer activities.
5. Oversees all board committees.
6. Appoints committee chairs and staff.
7. Assists all officers in the performance of their responsibilities.
8. Ensures the full participation of board members and moves to fill board vacancies.
9. Selects board member(s) to be proxy/substitute for President's responsibilities in the event of his/her absence.
10. Signs all contracts.

VP Professional Development

1. Oversees the strategic direction for data governance content in the Members Only area of the DGPO website
2. Coordinates the development of the "DGPO Data Governance Best Practices Repository"
3. Manages the Annual DGPO Best Practice Award submission and review process

VP Communications

1. Develops and maintains DGPO promotional materials (flyers, brochures, DGPO conference presentations, etc.)
2. Responsible for writing DGPO articles for publications
3. Oversees social media contractor

Secretary

1. Develops meeting agendas, records minutes of board meetings, and distributes minutes.

2. Distributes announcements of upcoming board meetings to board members.
3. Serves as the official keeper of organizational records.
4. Documents results of Board position nominations.
5. Handles organizational correspondence.
6. Responsible for processing all charter modifications.

Treasurer

1. Serves as Chief Financial Officer for the organization.
2. Develops organizational annual budget.
3. Creates invoices, 1099s and any other forms of required financial documentation as appropriate
4. Produces and presents a chapter treasury report quarterly
5. Responsible for organizational financial reporting, federal and state tax filings and required annual reports
6. Responsible for determining and maintaining insurance for the organization
7. Manages organization's bank accounts, pays invoices and organization bills.
8. Collects membership fees and other receivables

VP Membership

1. Serves as focal point for membership questions.
2. Maintains member database.
3. Works with Treasurer on new member applications and annual dues.
4. Responsible for the New Member process

Appointments

From time to time, the President may find it appropriate to create and fill staff positions to assist the Board in the performance of its responsibilities. Only DGPO Members are eligible for appointments. Individuals who are appointed do not participate in board decision making.

B. Information on Board Positions

- ❖ To hold office, an individual must be a current member in good standing as of the last day of the previous calendar year.
- ❖ No more than two individuals from the same corporation or organization can hold Board positions at the same time.
- ❖ A candidate cannot be nominated for more than one office.
- ❖ Incumbents must be prepared to make a serious commitment in time and

energy.

- ❖ Board members must attend at least one in person board meeting a year and six board teleconferences.
- ❖ If an opening occurs midterm the board will appoint a replacement for the remainder of that position's term.
- ❖ Board positions can be added or deleted by a majority vote of the Board.
- ❖ Candidates for President must have served at least one complete term in another office on the DGPO board
- ❖ Descriptions of Board positions and solicitations for nomination will be published by the end of January
- ❖ Length of term for board members will be two years from March to February
- ❖ The current board will review the nominations, select the best qualified candidates, and vote to determine the composition of the Board for the respective term.
- ❖ The length of term for board members will be two years from March to February with the term of the President, VP Communications and Secretary ending on odd years and that of the VP Membership, VP Professional Development and Treasurer ending on even years
- ❖ For succession purposes, the precedence of offices will be as follows:
 1. President
 2. Treasurer
 3. VP Professional Development
 4. VP Membership
 5. VP Communications
 6. Secretary
- ❖ The President of the Board of Directors will announce the composition of the Board of Directors after the first Board of Director's meeting in March and the new board has been documented by the Secretary.
- ❖ For any cause, a Board Member may be removed from office by a majority vote of the Board. Causes that may precipitate such action include but are not limited to:

1. Violation of ethical standards;
2. Non-performance of the duties of their office;
3. Violation of federal, state or local laws;
4. Other reasonable causes (as determined by a majority vote of the remaining Officers); or
5. The President at any time for any cause can remove an appointed officer.

DGPO[®] Advisors

- ❖ The Board of Directors will appoint advisors.
- ❖ The term is one year beginning the first of March
- ❖ Qualifications for Advisors
 - Known leaders and authorities in the area of data governance who will provide expertise and advice regarding what the DGPO should address, or
 - Professionals outside of data governance that can provide advice and direction to assist the continued growth and establishment of the DGPO as the organization of choice for Data Governance Professionals
- ❖ Advisors in a pro-bono capacity are encouraged to contribute their expertise to the DGPO to help the organization address issues in data governance.
- ❖ Act as ambassadors and promote the DGPO.
- ❖ Advisors are exempt from payment of DGPO dues.

III. MEMBERSHIP

Membership in DGPO shall be open to any individual or organization that supports the mission and goals of this organization and who subscribes to the Canons of Conduct. Active members are those individuals and organizations that are current with their dues

- ❖ Active members will receive a renewal notification email for membership fees prior to their anniversary

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- ❖ A member will become inactive if dues are not paid

IV. FEES

Fees will be used to support the operations of the organization (including but not limited to facilities, cost of refreshments, guest speaker expenses, website development), and administrative functions. The Board will determine fees

A. Membership Categories

- ❖ Individual Membership: applies to those individuals who elect to participate in the DGPO without regard to any other affiliation, corporate or academic. Individual memberships may be converted to corporate memberships
- ❖ Corporate Group Membership allows a specific number of employees of the corporation to participate as members in the DGPO

B. Sponsors

The Board will determine fees and levels of sponsors.

C. Membership Rates

The fees charged for each of the Membership Categories defined above will be established by the Board by majority vote and communicated via Email and the DGPO Website. Any change in fee structure will apply to the next anniversary and will be communicated in advance.

D. Other Fees

Special Event Fees

- ❖ For certain meetings or special events, the Board may establish a meeting fee

VII. MEETINGS

A. Schedule

1. Frequency of membership meetings will be established by the board and communicated to the membership
2. Notification of meetings will be by newsletter, email and/or website and will

include meeting date, time, and location, as well as any other pertinent information

3. Board meetings will be held monthly or more frequently as needed

B. Presentations

1. Absolutely no selling of products or services is permitted during the presentation
2. The presentation must be educational in nature for the membership

C. Format

1. Membership Business meetings requiring formal voting or debate will be governed by Roberts Rules of Order
2. All Board meetings will be governed by Roberts Rules of Order

IX. RULES OF CONDUCT

In order that the DGPO may better achieve its stated purpose, the following rules of conduct are adopted and shall govern the conduct of DGPO members and the DGPO Board:

1. Conduct themselves and their activities in a professional and ethical manner
2. Do not engage in any activity, which would violate the proprietary rights of their employers, DGPO, or any other person or organization
3. Abide by the Bylaws and policies of DGPO
4. NOT use the DGPO name other than in the conduct of DGPO business and as authorized by the Board of Directors
5. NOT use the DGPO membership and database list or any part thereof except in the conduct of DGPO and internal business and as authorized by the Board
6. Respect the privacy of all individuals by adequately protecting the privileged information provided to and kept by the DGPO

X. INUREMENT/POLITICAL ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

XI. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any member, trustee, officer or other private individual.

XII. INDEMNIFICATION

The Corporation shall, to the full extent permitted by the Act, the Articles of Incorporation and these Bylaws, indemnify current and former officers, trustees, employees and agents of the Corporation against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed upon him or her in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been such officer, trustee, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which such officer; trustee, employee or agent may be entitled under any statute, bylaw, and agreement or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

XIII. BYLAW AMENDMENT PROCEDURE

1. All charter or bylaw amendment requests must be submitted in writing to the President or appointed substitute
2. The Board will review each request and assign a level of urgency
3. Any By-Law changes will be presented at the next Board meeting for approval
4. Voting by Board members will be required for all changes to the organization's bylaws and charter.

XIV. BYLAW REVISIONS

The following table contains the version control information for this publication.

Version	Date	Authors/Contributors	Description
1.0	2013.10.19	Paige	Initial Document created
2.0	2018.02.21	Bob Schork	Modification of By-Laws for Board members