Bylaws of Computer Measurement Group, Inc.

November 2014

ARTICLE I - NAME

The name of the Corporation shall be the Computer Measurement Group, Inc., an Illinois not-for-profit corporation ("CMG").

ARTICLE II - PURPOSES

Section 1. Non-Profit.

CMG is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

Section 2. Purposes.

The purposes of CMG are to:

1) Foster research and development, and the exchange and public dissemination of data pertaining to computer measurement, computer management, and computer performance evaluation, and underlying computer science.
2) Initiate, organize and conduct meetings, discussion groups, forums, panels, lectures and other programs concerned with research and development and the exchange of technological data in the computer field;
3) Publish the results of research and development, and make such publications available to the general public;
4) Establish and continually improve standards for communicating computer science, computer measurement, computer management, and computer performance evaluation research results and information to interested members of the general public; and
5) Perform and do any and all such other acts as are necessary, convenient and proper to the attainment of these objectives.

Section 3. Rules.

The following rules shall conclusively bind CMG and all persons acting for or on behalf of it:

a. Upon the dissolution of CMG, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of CMG, dispose of all the assets of CMG exclusively for the purposes of CMG in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or Section 501(c)(3) (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of CMG) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of CMG 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.

b. CMG shall not adopt any practice, policy or procedure which would result in discrimination on the basis of age, race, sex, national origin, religion, or creed.

ARTICLE III - REGISTERED OFFICE AND AGENT

CMG shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE IV - MEMBERS

Section 1. Membership.

Membership may be granted to any individual who agrees to support CMG's purposes and to abide by these bylaws and such other rules and regulations as CMG may adopt. The payment of annual membership dues is required for members to be in good standing.

Section 2. Election.

Any person submitting an application for membership including a statement of qualification shall be approved for membership under criteria and procedures that may be established by the Board of Directors.

Section 3. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Resignation.

Members may resign from CMG at any time by giving written notice to the Secretary. Resignation shall not take effect until the end of the fiscal year. Any member resigning from CMG shall continue to be responsible for all dues and charges until the end of the fiscal year.

Section 5. Termination of Membership.

Membership in CMG may be terminated for cause. Sufficient cause for such termination of membership shall be a violation of the bylaws or any rule or practice of CMG. Expulsion shall be by two-thirds vote of the entire Board of Directors; provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors. In addition, the membership of any member who becomes ineligible for membership or who shall be sixty (60) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances such termination may be delayed by the Board of Directors.

ARTICLE V - DUES AND ASSESSMENTS

The initial and annual dues for each member of CMG, the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors.

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

An Annual Business Meeting of the members shall be held at such day, time, and place as may be determined by the Board of Directors.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, by the Board of Directors, or upon written request to the Secretary (stating the purpose of the proposed meeting) signed by at least one-tenth of the voting members.

Section 3. Notice.

Notice of annual or special meetings of the members shall state the time, date and place of the meeting and shall be given at least twenty (20) days prior to the date of such meeting.

Section 4. Quorum.

The presence in person or by proxy of not less than one-tenth of the members shall constitute a quorum of the members.

Section 5. Action by Majority Vote.

All questions, except as otherwise provided by law or by these bylaws, shall be decided by the vote of a majority of the members entitled to vote and voting thereon.

Section 6. Voting

Voting by mail or online voting system shall be permitted for any item of business. All proposals to be acted upon shall be proposed by a member and seconded by at least three percent of the members, or proposed by resolution of the Board of Directors. Proposals shall be addressed to the Secretary. The Secretary shall publish all proposals and notify the membership. All members may, within sixty (60) days, submit comments with respect to said proposals to the Secretary, who shall group or categorize the comments, and publish a representative commentary. The proposals shall be put to a vote by mail or online ballot which will either be directly enclosed with the commentary or online access instructions will be included. The mail vote will be disseminated in such a manner as to reasonably insure arrival at all members within seven (7) days of mailing. All ballots shall be cast and signed (physically or electronically) by the members eligible to vote on the proposal and submitted to the Secretary within thirty (30) days of the initial mailing, at which time voting will be closed. The action taken shall be effective upon a majority vote of all members voting, provided that at least a quorum of members has returned ballots. Prompt notice of the action taken with less than unanimous written consent shall be given to those members who have not consented in writing.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of CMG shall be managed by the Board of Directors, which shall have supervision, control, and direction of the affairs of CMG; shall determine its policies or changes therein within the limits of these bylaws; and shall actively prosecute its purposes and have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition, Tenure, and Qualification.

The Board of Directors shall be composed of between five (5) and eleven (11) members, as follows:

a. The President, Vice-President, Secretary, Treasurer and Immediate Past President shall automatically be Directors of CMG. Except for Directors appointed to the Board as set forth in these Bylaws, Directors shall be elected by the membership for a term of two years or until their successors are duly elected and qualified.

b. Half of the Directors shall be elected in odd years and half shall be elected in even years for two-year terms by the membership.

c. The Immediate Past President shall remain as a Director for a two-year period without regard to term limits. If the Immediate Past President is unable or unwilling to serve, this Director's position is left vacant.

Minimum qualifications for a candidate for election as an Officer or Director of CMG shall include:

1. Current membership in good standing.
2. Satisfying at least two of the following:
   - Attendance at the annual international conference at least once within the last four years.
   - Having been an officer or director at a U.S. CMG regional group or international chapter at least once in the last seven years.
   - Participation on any CMG Conference Committee at least once in the last seven years.
3. In addition to the qualifications stated above, a candidate for the position of President or Vice-President or Treasurer must have served at least one year as an Officer or member of the CMG Board of Directors or as General Chair.
4. If elected, willingness and ability to attend regularly-scheduled meetings (in-person and conference call) of the Board of Directors as required by CMG policies.

Section 3. Regular Meetings of the Board.

The Board of Directors may provide by resolution the time, date, and place for the holding of regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings of the Board.

a. Special meetings and special conference call meetings of the Board of Directors may be called by or at the request of the President, or any three Directors.

b. Written notice of special meetings of the Board of Directors shall be sent to each director's last known address by mail, fax, e-mail, or telegram at least ten (10) days before the time designated for such meeting. Notice of special conference call meetings of the Board must be sent at least three (3) days before the time designated for such meeting.

Section 5. Attendance

Directors or Officers who fail to attend regularly scheduled meetings (in-person and conference call) of the Board of Directors as required by CMG policies will not be considered qualified to serve as Directors or Officers and will be automatically removed from the Board for failure to meet minimum qualifications.

Section 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present in person or via conference call, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 7. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by these bylaws. Directors may not vote by proxy.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors for any reason may be filled by a vote of the remaining Board of Directors. The appointment must be approved by a majority of the Officers/Directors currently serving in office. The individual selected must meet the minimum qualifications for nomination as a Director, and shall fill the unexpired portion of the term.

Section 9. Resignation or Removal.

Any Director may resign at any time by giving written notice to the President. Any Director elected by the membership may be removed by a two-thirds vote of the membership that vote in a recall election. A recall election will be called upon the recommendation of two-thirds of the members of the Board of Directors or upon petition of 10% of the membership. Any

Director appointed by the Board can be removed upon the recommendation of two-thirds of the remaining members of the Board of Directors. Any Officer may be relieved of duties, responsibilities, and title by a two-thirds vote of the Board of Directors if determined to be in CMG's best interests..

Section 10. Reports to the Membership.

The actions of the Directors at any meeting of the Board of Directors shall be reported to the membership at or before the next regularly scheduled meeting of the membership.

Section 11. Telephone Conferences.

Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these Bylaws pursuant to meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 12. Mail Vote.

Any action requiring a vote of the Board of Directors may be taken by FAX, e-mail, or mail ballot. The action taken shall be effective upon the unanimous approval of the Directors entitled to vote.

ARTICLE VIII. Invited Guests.

Certain persons, by virtue of their responsibilities, may be invited to attend meetings of the Board and contribute to its discussions. They may not vote and may be excluded from Executive Sessions of the Board.

ARTICLE IX - OFFICERS

Section 1. Officers.

The Officers of CMG shall be a President, Vice-President, Secretary, Treasurer and such other Officers as may be determined from time to time by the Board of Directors.

Section 2. Election and Term of Office.

The President and Vice-President shall be elected in odd years and the Secretary and Treasurer shall be elected in even years by the membership for two-year terms. Minimum qualifications for these candidates are as set forth in article VII, Section 2. No member may hold more than one office simultaneously. The Officers shall be elected at the annual meeting of the membership or the mail ballot nearest the expiration of their term of office and shall serve until their successors have been duly elected and qualified.

Section 3. Resignation and Removal.

Any Officer may resign at any time by giving written notice to the President or in the case of the President, to the Board of Directors. Any officer may be removed by a two-thirds vote of the membership that vote in a recall election specifically for removal. A recall election will be called upon recommendation of two-thirds of the members of the Board of Directors or upon petition of 10% of the membership. Any Officer appointed by the Board can be removed from that position upon the recommendation of two-thirds of the remaining members of the Board of Directors.

Section 4. Vacancies.

A vacancy in an office, other than President, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. The appointment must be approved by a majority of the Officers/Directors currently serving in office. The individual selected must meet the minimum qualifications of a nominee for the position being filled, and shall fill the unexpired portion of the term. Should the President become permanently unable or refuse to act in that office, the Vice President shall assume the office of President for the remainder of the term. Should both the President and Vice President become incapable or ineligible of fulfilling the office of President, the Treasurer shall assume the office of President for the remainder of the term.

Section 5. President.

The President is the chief executive officer of CMG and shall supervise and control all of the affairs of CMG. The President shall preside at all meetings of the Board of Directors and shall be the chairman of the Board. The President may sign, with the Secretary or any other proper officer of CMG authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of CMG; and in general shall perform all duties incident to the office of President and other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Vice-President.

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall receive reports from and review the actions of the Regional Groups and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall be in charge and custody of and be responsible for all funds and securities of CMG; and, with the assistance of the Office Manager or other designated HQ representative, shall receive and give receipts for monies due and payable to CMG from any sources whatsoever and deposit all such monies in the name of CMG in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary.

The Secretary, with the assistance of the Office Manager or other designated HQ representative shall keep the minutes of the meetings of the Board of Directors with the other records of the corporation; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; approve all official outgoing communications; and in general perform all

duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE X - TERM LIMITS OF DIRECTORS AND OFFICERS

No individual may be elected to the Board in any director or officer position or combination of positions for more than two (2) consecutive terms or serve on the Board for more than two consecutive elected full terms. In the case of a non-board member appointed to fill a vacancy in any office, that person may run in the election that takes place when the term of their appointment ends, and in the election that takes place two years later.

No current Officer can be in the middle of one term and run for another Board or Officer position unless his/her current position terminates before or at the same time as the new position starts. A Director may be in the middle of one term and can run for a Board or Officer position if (1) they resign from the Board prior to the nominations deadline before submitting their name for consideration for a new position or (2) their current position terminates before or at the same time as the new one starts.

Once an individual has completed their term as President (after one or two consecutive terms) they must wait four (4) years before becoming eligible to be elected or appointed President again.

In the case of someone (typically a sitting Board member) appointed to fill a vacancy in the office of President, that person will also serve a two-year term as Immediate Past President, and may not run in the election that takes place at the conclusion of that two-year term.

ARTICLE XI - COMMITTEES

Section 1. Nomination Committee.

The President of CMG shall appoint a Director to serve as chair of the Nomination Committee, with the approval of the Board of Directors, and who shall be a non-voting member of such committee, except in case of a tie. The President of CMG and the chair of the Nomination Committee may propose to the Board for appointment, the members of the Nomination Committee. Neither the chair of the Nomination Committee, nor any member of the committee may be a candidate for any Officer or Director position. Members of the committee, once appointed, cannot resign from the committee in order to run that year. The Nomination Committee shall be responsible for soliciting candidates for election to the Officer and Director positions of CMG in accordance with policies adopted by the CMG Board of Directors.

a. The chair of the Nomination Committee along with the Secretary will be responsible for conducting and certifying the results of the election.
b. The Nomination Committee will present at least one candidate for each open position. If three (3) percent of the membership presents a petition endorsing a candidate for a position for which they are qualified, that individual will be placed on the ballot for the position sought.
c. Votes will be tabulated by an independent third party.
d. The winner will be determined as set forth in CMG's nomination and election policies.

Section 2. Membership Committee.

The Membership Committee shall be responsible for membership development. The Secretary shall be the chairman of the Membership Committee.

Section 3. Finance Committee.

The Finance Committee shall be responsible for the preparation of CMG's budget for approval by the Board of Directors; review and approval of requests for non-budgeted expenditures; supervision of accounting methods and procedures; and the preparation of and delivery to the members of an annual report of CMG's financial status. The Finance Committee's membership shall consist of the President, Vice-President, Treasurer and at least one other Director appointed by the President. The President shall serve as chairman and the Treasurer shall serve as secretary of the Finance Committee.

Section 4. Conference Committee.

The General Chair shall be responsible for the detailed planning and delivery of the annual International Conference. The President, with the approval of the Board of Directors of CMG, shall appoint the General Chair of the Conference Committee. The General Chair shall appoint the members of the Conference Committee, subject to the approval of the Board of Directors of CMG for the key management positions.

Section 5. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of CMG may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided, members of each committee need not be Directors of CMG and the President of CMG shall appoint the members.

Any committee member may be removed by the person or persons authorized to appoint the member, if in their judgment the best interests of CMG shall be served by such removal. The Chair of any such committee must be a current CMG member.

Section 6. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be terminated sooner, or unless such member ceases to qualify as a member or they resign.

Section 7. Vacancies.

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

Section 8. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules.

Each committee may adopt rules for its own governance consistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE XII - Administration

Section 1. Headquarters Representative

The administrative and day-to-day head of operations of CMG may be a salaried manager or an organization employed or appointed by the Board of Directors. The manager or organization shall be responsible to the Board of Directors.

ARTICLE XIII - CHAPTERS

Section 1. Formation.

Chapters of CMG shall be called Regional Groups. Regional Groups may be established by Charter whenever the Board of Directors may approve, subject to such requirements as to membership, organization, procedures and financial responsibility. Regional Group Officers (for example Chair, Treasurer, Vice Chair and Secretary) must be members of CMG.

Section 2. Organization.

Each Regional Group shall be governed by bylaws adopted in form and manner approved by the Board of Directors.

Section 3. Revocation.

Charters for the operation of Regional Groups may be revoked at any time and in such manner and after such investigation as the Board of Directors may deem necessary. Upon revocation of a Regional Group Charter, all funds in the Regional Group and all Regional Group records shall be returned to CMG.

Section 4. Representation.

No Regional Group or entity shall use the name of CMG in any manner whatsoever unless duly authorized to do so by the Board of Directors.

Section 5. Meetings.

Each Regional Group may hold such meetings as it deems appropriate.

ARTICLE XIV - CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts.

The Board of Directors may authorize any officer or Officers, agent or agents of CMG, in addition to the Officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the CMG and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of CMG shall be signed by such Officers, agent or agents of CMG and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or Vice-President of CMG.

Section 3. Deposits.

All funds of CMG shall be deposited to the credit of CMG in banks, trust companies or other depositories as the Finance Committee may select or may be selected by any one or more Officers or agents of CMG to whom such power may be delegated by the Board of Directors.

Section 4. Bonding.

The Board of Directors shall provide for the bonding of such Officers and employees of CMG as it may determine.

ARTICLE XV - BOOKS AND RECORDS

CMG shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XVI - FISCAL YEAR

The fiscal year of CMG shall be determined by the Board of Directors.

ARTICLE XVII - WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Corporation Law of the State of Illinois or under the provisions of the Articles of Incorporation or bylaws of CMG, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVIII - INDEMNIFICATION

CMG shall provide for the indemnification of all Officers, Directors, Regional Officers and Directors, employees, and agents of CMG, to the full extent permitted by the General Corporation Law of the State of Illinois, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of CMG.

ARTICLE XIX - Use of Electronic Communication

Unless otherwise prohibited by law, any action to be taken or notice delivered under these bylaws may be taken or transmitted via electronic mail or other electronic media.

ARTICLE XX - AMENDMENTS OF BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote at any meeting of the membership or by a majority vote of the members voting,, provided a quorum is present or has returned ballots, and that at least thirty (30) days written notice is given of intention to alter, amend or repeal these bylaws and to adopt new bylaws prior to the specified date of the vote and, that the Board of Directors have approved the changes prior to the vote of the membership.