

Bylaws of the International Mentor Graphics Users Group (MUG)
29 March 2003

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Article I - Name

The name of this organization shall be the "International Mentor Graphics Users Group" hereinafter called MUG.

Article II - Purpose

The purpose of MUG is to provide users of Mentor Graphics products and/or services with:

- a. A forum for the exchange of technical, administrative, and management information pertaining to the use of these products and/or services;
- b. Peer association with fellow users, networking, and camaraderie; and
- c. Communication and liaison with Mentor Graphics on equipment, programming, maintenance, future enhancements, product direction, and other requirements for the users' application and planning.

It is to be understood that MUG is a voluntary collective of users, with neither revenue nor expenses.

Article III - Membership

To be eligible for MUG membership an individual must be using Mentor Graphics software and either:

- a. Employed by a company, consulting firm or service bureau that has the right to use Mentor Graphics software or;
- b. A student, faculty member or staff of a university that has the right to use Mentor Graphics software.
- c. Employees of Mentor Graphics Corporation are not eligible for membership. Employees of companies who are members of Partner Programs (i.e. OpenDoor Program, Silicon Vendor Program) are equivalent to Mentor Graphics employees and are therefore not eligible for membership. However, this shall not exclude employees of Partner Program member companies who meet the requirements of section (a) and who use Mentor Graphics as part of their primary job function.
- d. Other individuals, including Mentor Graphics identified prospective customers, may be eligible for membership with the prior approval of the Steering Committee.

Membership can be revoked by the MUG Steering Committee if a member or member's company exhibits behavior detrimental to the fundamental purpose of the Users Group.

Article IV - Officers

1. The officers of MUG shall be:

- a. President;
- b. Vice President;
- c. Secretary/Budget Officer; and

d. Mentor Graphics Liaison

2. Except as explicitly provided for in these bylaws, no employee of Mentor Graphics may hold office or be a member of the Steering Committee.

3. The President and Vice President shall be elected at the Annual MUG Conference for a term of one year and shall begin immediately upon election. The term of office shall extend until an election is held at the following Annual MUG Conference.

4. The Secretary/Budget Officer and Mentor Graphics Liaison shall be employees of Mentor Graphics, appointed by Mentor Graphics to fill these positions. These positions are non-voting positions. Mentor Graphics may, at its' discretion, designate a single person to fill both positions.

5. The President shall:

- a. Prepare the agenda for all Steering Committee meetings;
- b. Call and preside over all Steering Committee meetings;
- c. Preside over the Annual MUG Conference;
- d. Report, at the Annual MUG Business Meeting, on all current plans, firm and tentative; on old and new business, and request items from the floor;
- e. Appoint, with the approval of the Steering Committee, Chairpersons for all standing committees;
- f. Appoint, with the approval of the Steering Committee, Chairpersons for all ad-hoc committees;
- g. Assure that the work of the Steering Committee is carried out;
- h. Assume responsibility for all day-to-day duties and decisions; and
- i. Remove or replace any appointed Steering Committee member, with the unanimous agreement of the MUG officers.

6. The Vice President shall:

- a. Assume the duties of the President in the absence of the President; and
- b. Perform duties assigned by the President.

7. The Secretary/Budget Officer shall:

- a. Administer the Budget;
- b. Prepare the minutes of all Steering Committee meetings and all business meetings;
- c. Assist in the preparation of the newsletter;
- d. Assist in the preparation of the Annual MUG Conference;
- e. Tabulate the results of all mailed ballots of the MUG Steering Committee;
- f. Work with the MUG officers to establish an annual operating budget; and
- g. Oversee the usage, loaning, and distribution of equipment owned by the MUG.

8. The Mentor Graphics Liaison shall:

- a. Act as the primary point of contact between MUG and the management of Mentor Graphics Corporation;
- b. Be responsible for the coordination of the Annual MUG Conference registration;
- c. Assist with the coordination of Mentor Graphics presenters and attendees at the Annual MUG Conference; and
- d. Assist the Membership Chairperson with membership recruitment.

9. The Steering Committee shall ensure that at least one candidate for each office is selected. The Steering Committee may, at its discretion, nominate a candidate or candidates for MUG office. Nominations will also be accepted from the floor at the Annual MUG Conference.

10. No member may hold the office of President, Vice President at the same time. No member may hold either the office of President or the office of Vice President for more than two consecutive terms.

11. Vacancies

- a. In the event a vacancy develops, through resignation or otherwise, in the position of President, the Vice President shall immediately assume that office.

- b. In the event a vacancy develops, through resignation or otherwise, in the position of Vice President, then the Steering Committee will elect a new Vice President.
- c. In the event a vacancy develops, through resignation or otherwise, in the position of Secretary/Budget Officer, then the MGC Liaison will assume the Secretary/Budget Officer's duties until Mentor Graphics appoints a new Secretary/Budget Officer.
- d. In the event a vacancy develops, through resignation or otherwise, in the position of MGC Liaison, then the Secretary/Budget Officer will assume the MGC Liaison's duties until Mentor Graphics appoints a new MGC Liaison.
- e. In the event a vacancy develops, through resignation or otherwise, in the positions of Secretary/Budget Officer and MGC Liaison, Mentor Graphics will appoint a person or persons to serve with in 30 days of the vacancy.

Article V - Meetings

1. A meeting shall be defined to include any means of communication through which the participants may simultaneously communicate with each other. This includes but is not limited to physical gatherings, conference telephone calls, and multi-way interactive electronic conferencing. Participation in teleconferences shall constitute presence in person at the meeting.

This definition shall apply to all meetings required by these bylaws.

2. With the support of Mentor Graphics, MUG shall meet at least once each eighteen months for an Annual MUG Conference, unless a longer interval is approved at a meeting of the general membership, assuming a quorum is present, or unless support from Mentor Graphics is not available. The length of time between meetings shall not exceed thirteen months unless approved by a vote of the Steering Committee. A portion of the conference shall be designated for the purpose of conducting the business of MUG, including the election of officers.

3. The time and venue of the Annual MUG Conference recommended by the Steering Committee, will be selected with the objective of providing the maximum value to its members.

4. Meetings of MUG may be called at any time, as necessary, by the Steering Committee.

5. Attendance at a meeting of MUG, or any of its Special Interest Groups (SIGs) or Local Users Groups (LUGs), is limited to Members and any others explicitly invited by the presiding member of the group holding the meeting (MUG, SIG, or LUG).

6. Thirty Members, three of who are Steering Committee members, and one of who is an elected officer, shall constitute a quorum of MUG. At least three different Mentor Graphics sales regions must be represented.

Article VI - Steering Committee

Unless specified otherwise, the "approval" of the Steering Committee shall be defined as the number of affirmative votes exceeding the number of negative votes, under the condition that a quorum is participating in the vote.

1. The Steering Committee shall be composed of:

- a. The MUG Officers;
- b. The Previous MUG President;
- c. The Chairpersons of all MUG Standing Committees; and
- d. Members-at-large.

2. The MUG President shall call and preside over all Steering Committee meetings.

3. The Steering Committee shall meet annually immediately following the close of the Annual MUG Conference and at other times deemed necessary by the President, to conduct the business of MUG.

4. The Steering Committee is the basic policy-making body for MUG and shall:

- a. Recommend to Mentor Graphics the times, locations, budgets, and themes of all Mentor Graphics' sponsored general meetings of MUG;
 - b. Provide general supervision of and direction for MUG;
 - c. Nominate Officer candidates;
 - d. Consider suggestions for change from the general membership;
 - e. Make recommendations to the MUG membership;
 - f. Coordinate Special Interest Groups (SIGs) and confer official status on SIGs deemed appropriate;
 - g. Ensure that suggestions for product enhancements are solicited from the MUG membership and that a response from Mentor Graphics is obtained;
 - h. Recommend to Mentor Graphics attendance fees for Mentor Graphics' sponsored meetings;
 - i. Oversee the activities of all committee, SIG and LUG Chairpersons; and
 - j. Approve the Presidents nominations for committee Chairperson.
5. All meetings of the Steering Committee shall be open to observation by any MUG Members. So that business can be conducted expediently, these Members will be observers only except as explicitly allowed by the President.
6. Members-at-large are nominated by the President and are elected by a two-thirds vote of the Steering Committee at its next meeting or through a mailed ballot. The term of office shall begin immediately upon election and shall extend until the Steering Committee meeting held at the end of the following Annual MUG Conference. When the Steering Committee has fewer than three Members-at-large and an appointment is desired prior to the next Steering Committee meeting, then a candidate for Member-at-large will be elected if the President can secure approval from two-thirds of the Steering Committee members. A Member-at-large may serve no more than two consecutive terms in that capacity.
7. The Steering Committee may, from time to time, appoint committees of Members and/or Steering Committee members as are deemed necessary to carry on the work of MUG. The President and Mentor Graphics Liaison shall be at least ex-officio members of all committees.
8. The Secretary/Budget Officer and Mentor Graphics Liaison shall be non-voting members of the Steering Committee. They shall participate in all discussions and give advice to the Steering Committee but shall abstain from voting.
9. The lesser of two-thirds of the voting members of the Steering Committee membership or six voting Steering Committee members, one of which must be an elected official, shall constitute a quorum.
10. The Steering Committee may vote by remote ballot, which includes but is not limited to a mailed or emailed ballot. In this case, the participation of 3/4 of the Steering Committee Members is necessary for the vote to be considered valid. In the case of an emailed ballot, all Steering Committee members must be given a minimum of 3 working days to respond. In the case of a mailed ballot, all Steering Committee members shall be given a minimum of two weeks to respond to the ballot. All ballots should be returned to the MUG Secretary/Budget Officer for tabulation.

Article VII - Standing Committees

1. The following committees shall be standing committees of MUG:
- a. Program Committee;
 - b. Mugazine Committee;
 - c. LUG Committee;
 - d. SIG Committee;
 - e. Membership Committee; and
 - f. Electronics Services Committee
2. The Chairperson of each Standing Committee shall be nominated by the President for approval by the Steering Committee.
3. The Program Committee shall:
- a. Propose the time, place, duration, budget, and theme of its Mentor Graphics' sponsored conference;
 - b. Set the agenda for the Annual MUG Conference;
 - c. Appoint session Chairpersons for all sessions at the Annual MUG Conference;

- d. Recruit and select speakers for the Annual MUG Conference;
 - e. Work with Mentor Graphics on the overall logistics of the Annual MUG Conference;
 - f. Assign rooms for each conference session;
 - g. Assign a meeting place for each officially sanctioned SIG (Special Interest Group) that desires to meet at the Annual MUG Conference;
 - h. Report to the Steering Committee on the attendance, expenses, revenues, and any special issues raised by the Annual MUG Conference; and
 - i. Perform any other duties that may be assigned by the Steering Committee.
4. The Mugazine Committee shall:
- a. Recruit and select articles for each issue of the Mugazine;
 - b. Assemble all submitted articles into a cohesive magazine format;
 - c. Ensure the timely distribution of the MUGazine; and
 - d. Perform any other duties that may be assigned by the Steering Committee.
5. The LUG Committee shall:
- a. Include the Chairperson of each LUG, or a representative appointed by each LUG
 - b. Coordinate the activities of the Local Mentor Graphics Users Groups;
 - c. Work with Mentor Graphics to assist with the formation of new Local Users Groups;
 - d. Act as the liaison between the Local Users Groups and the MUG Steering Committee;
 - e. Perform any other duties that may be assigned by the Steering Committee; and
 - f. Notify the Program Committee of any LUG meeting space requirements for the Annual MUG Conference.
6. The SIG Committee shall:
- a. Include the Chairperson of each SIG, or a representative appointed by each SIG;
 - b. Coordinate the activities of the Special Interest Groups;
 - c. Work with Mentor Graphics to assist with the formation of any new Special Interest Groups;
 - d. Act as the liaison between the Special Interest Groups and the MUG Steering Committee;
 - e. Perform any other duties that may be assigned by the Steering Committee; and
 - f. Notify the Program Committee of any SIG meeting space requirements for the Annual MUG Conference.
7. The Membership Committee shall:
- a. Establish and maintain a membership database;
 - b. Recruit committee members;
 - c. Establish the membership enrollment guidelines;
 - d. Perform any other duties that may be assigned by the Steering Committee; and
 - e. Notify the Program Committee of any meeting space requirements for the Annual MUG Conference.
8. The Electronic Services Committee shall:
- a. Oversee the webmaster of the MUG website;
 - b. Cause to be maintained the hardware for the MUG website;
 - c. Provide a method for users to post tools, ideas, code, and examples;
 - d. Undertake to preserve and protect the rights and integrity of the intellectual property posted on the website;
 - e. Administer the email exploders;
 - f. Provide technical assistance for the MUGMEM database functions and reporting capability;
 - g. Provide a method for posting the MUGazine on the web; and
 - h. Provide a method for any committee chairs, including LUG and SIG chairs, to post information on the web in a timely fashion.
9. The Chairperson of each standing committee shall provide a written report of that committee's progress at each meeting of the Steering Committee.

Article VIII - Ad-Hoc Committees

1. The Steering Committee may, from time to time, appoint committees of Members and/or Steering Committee members as are deemed necessary to carry on the work of MUG. Examples of ad-hoc committees include:

- a. A brochure committee to create a MUG brochure;
- b. A bylaws committee to recommend modifications to these bylaws; and
- c. Any other committee deemed necessary by the Steering Committee.

The President and Mentor Graphics Liaison shall be at least ex-officio members of all committees.

2. The Chairperson of each committee shall be nominated by the President for approval by the Steering Committee.
3. Ad-hoc committees are considered functioning committees of MUG until either:
 - a. The function for which the committee was formed has been completed; or
 - b. The committee is disbanded by the Steering Committee.
4. The Chairperson of each ad-hoc committee shall provide a written report of that committee's progress at each meeting of the Steering Committee.

Article IX - Special Interest Groups

1. Special Interest Groups, herein called SIGs, composed of Members of MUG, may be formed, as necessary, by the interested Members to represent the special areas of concern of these subsets of MUG.
2. The Steering Committee will consider giving official status to any proposed SIG, which at least 20 Members have indicated, in writing, an interest in organizing.
3. Membership in each officially sanctioned SIG must be open to all MUG Members.
4. SIG Officers:
 - a. Each SIG shall elect a Chairperson and a Vice Chairperson at its annual meeting.
 - b. The Chairperson of each officially sanctioned SIG shall become a member of the SIG Committee.
 - c. Unless elected to fill a vacancy, the SIG Chairperson and Vice Chairperson will take office at the close of the meeting at which they were elected.
 - d. The Vice Chairperson shall actively assist the Chairperson in the conduct of his/her duties.
 - e. The SIG Chairperson may appoint an executive committee, composed of MUG members, to assist in running the affairs of the SIG.
5. Each Chairperson of an officially sanctioned SIG shall:
 - a. Address resolution of the specific problems and questions of SIG members through technical meetings, the MUG Newsletter, and/or direct communication with one or more SIG members;
 - b. Encourage and ensure participation of SIG members in the submission of ideas to Mentor Graphics for product correction and for product enhancement, utilizing communication channels provided by Mentor Graphics;
 - c. Report on the activities of the SIG at the Annual MUG Conference to the SIG Committee Chairperson;
 - d. Submit articles for the MUG newsletter on the activities of the group;
 - e. Assist the Program Committee with the recruitment of speakers for the Annual MUG Conference on matters related to the SIG;
 - f. Assist the next SIG Chairperson in his/her initial period of transition in assuming the responsibilities for the SIG; and
 - g. Unless another officer or executive committee member is assigned, the SIG Chairperson is responsible for taking and publishing minutes for all meetings.
6. Each officially sanctioned SIG shall hold a general technical meeting at least once per calendar year.

Article X - Local Users Groups

1. Local Users Groups, herein called LUGs, composed of Members of MUG, may be formed, as necessary, by the interested Members to represent MUG Members of a particular geographic region.

2. The Steering Committee will consider giving official status to any proposed LUG, which at least 20 Members have indicated, in writing, an interest in organizing.
3. Membership in each LUG is open to all MUG Members.
4. LUG Officers:
 - a. Each LUG shall elect a Chairperson and Vice Chairperson at its annual meeting.
 - b. Unless elected to fill a vacancy, the LUG Chairperson and Vice Chairperson will take office at the close of the meeting at which they are elected.
 - c. The Vice Chairperson shall actively assist the Chairperson in the conduct of his/her duties.
 - d. The LUG Chairperson may appoint an executive committee, composed of MUG members, to assist in running the affairs of the LUG.
 - e. The LUG Chairperson shall be a member of the LUG Committee.
5. Each LUG Chairperson shall:
 - a. Address resolution of the specific problems and questions of LUG members through technical meetings, the MUG newsletter, and/or direct communication with one or more LUG members;
 - b. Encourage and ensure participation of LUG members in the submission of ideas to Mentor Graphics for product correction and for product enhancement, utilizing communications channels provided by Mentor Graphics;
 - c. Submit articles for the MUG newsletter on the activities of the LUG;
 - d. Assist the Program Committee with the recruitment of speakers from the LUG for the Annual MUG Conference;
 - e. Notify the LUG committee Chairperson of any LUG meeting space dates; and
 - f. Assist the next LUG Chairperson in his/her initial period of transition in assuming the responsibilities for the LUG;
 - g. Report on the activities of the LUG at the Annual MUG Conference to the LUG Committee Chairperson;
 - h. Sign contracts or other legal instruments on behalf of the LUG unless otherwise designated in the bylaws of that LUG; and
 - i. Unless another officer or executive committee member is assigned that duty, the LUG Chairperson is responsible for taking and publishing minutes for all meetings;
6. Each officially sanctioned LUG shall hold a general technical meeting at least once per year. The LUG officers shall decide the time, location, agenda, and fees to be charged for this meeting.
7. For the purposes of these Bylaws, national and regional Mentor Graphics Users Groups shall be considered LUGs.

Article XI - Budget

1. MUG is a voluntary collective of users, and as such, neither collects income nor incurs expenses. All revenues and expenditures associated with MUG shall be accrued or incurred by Mentor Graphics. MUG shall make recommendations to Mentor Graphics with respect to such fiscal matters, including but not limited to the Annual MUG Conference.
2. Dues shall not be charged for membership in MUG.
3. Reasonable fees may be charged by Mentor Graphics for admission to Mentor Graphics' sponsored activities of MUG, as deemed necessary by Mentor Graphics to cover all expected expenses, including those incurred by the Secretary/Budget Officer.
4. The Budget is maintained by the Secretary/Budget Officer. Excess funds from meeting expenses will belong to Mentor Graphics. When meeting costs exceed income, Mentor Graphics will cover the excess.
5. Travel and unusual expenses incurred by the Secretary/Budget Officer in conjunction with MUG business will be the responsibility of Mentor Graphics.
6. Reasonable fees may be charged for services provided by Mentor Graphics to vendors of products of interest to MUG members. These fees shall be set by Mentor Graphics. Fees may be charged for:
 - a. The cost of distributing product literature to MUG members;

- b. Space provided at the Annual MUG Conference for the vendors' use in displaying its product or for distributing product literature; and
- c. Any other service provided by Mentor Graphics for product vendors as deemed appropriate Mentor Graphics.

7. Reasonable fees may be charged by Mentor Graphics for MUG related items including:

- a. MUG tee shirts;
- b. MUG coffee cups; and
- c. Any other MUG related items approved by the Steering Committee for sale by Mentor Graphics.

All MUG related items offered for sale by Mentor Graphics must be approved by the Steering Committee. Fees charged by Mentor Graphics for any such products sold may be used to defray MUG expenses.

8. Mentor Graphics may accept on behalf and for MUG, any contribution, gift, bequest or device for the general purposes of, or for any special purpose of, MUG.

Article XII - Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order" shall govern MUG in all cases to which they are applicable and in which they are not inconsistent with these Bylaws nor with any special rules of order that MUG may adopt.

Article XIII - Amendment of Charter

This charter can be amended at the Annual MUG Conference by a two-thirds vote of those Members present, assuming a quorum is present, provided that the proposed amendment has been distributed in writing to the Membership no later than four weeks prior to the meeting.