

TG USER GROUP
BYLAWS

TG USER GROUP
BYLAWS OVERVIEW

Article I - Name	2
Article II - Purpose	2
Section 1. Mission	
Section 2. Vision	
Section 3. Goals	
Article III - Membership	2
Section 1. Basis	
Section 2. Expenses	
Section 3. Withdrawal	
Article IV - Meetings	3
Section 1. Schedule of General Business	
Section 2. Quorum	
Section 3. Voting	
Section 4. Special Meetings	
Article V - Finances	3
Article VI - Board of Directors	3
Section 1. Nomination and Election	
Section 2. Representation	
Section 3. Duties	
Section 4. Board Meetings	
Section 5. Notice of Board Meetings	
Section 6. Place of Board Meetings	
Section 7. Quorum for Board Directors	
Section 8. Voting	
Section 9. Vacancies	
Section 10. Removal of Directors	
Article VII - Officers	5
Section 1. Positions	
Section 2. Election	
Section 3. Duties of Officers	
Section 4. Vacancies	
Section 5. Removal of Officers	
Article VIII - Texas Guaranteed Student Loan Corporation Liaisons	6
Section 1. TG Liaisons	
Section 2. Duties	
Section 3. Replacement of Liaisons	
Article IX - Group Logo	6
Article X - Amendments	6
Article XI - Dissolution of the Group	6

TG USER GROUP

BYLAWS

Article I - Name

The TG User Group shall be referred to as the Group.

Article II - Purpose

Section 1. Mission

The mission of the Group is to provide a forum for discussion among both experienced and novice users of the Texas Guaranteed Student Loan Corporation's (TG's) electronic products and services.

Section 2. Vision

Our vision is to collaborate with TG, Lenders, Servicers and Schools by providing training on current and new technology, while at the same time motivating and inspiring future leaders.

Section 3 Goals

The goals are:

- A. to provide for and maintain an open line of communication between the users of the electronic program products and services of TG and the personnel of TG;
- B. to encourage the use of the program products and services of TG;
- C. to provide input to enhance and expand the design and upgrading of TG products and services,
- D. to hold regular meetings and workshops and other meetings to facilitate exchanges of ideas, information, and training for and about the program products and services of TG.

Article III - Membership

Section 1. Basis

The membership shall be comprised of individuals employed by a corporation, school or other organization which is an authorized licensee of the electronic program products and services of TG who registers and attends the Fall or Spring meeting.

Members may vote at any meeting and there are no fees or dues to become a member.

Section 2. Expenses

No member shall be reimbursed by the Group for expenses incurred while attending or assisting with any meeting of the Group or Board of Directors.

Section 4. Withdrawal

Membership ceases when a member is no longer employed by a corporation, school or other organization that is an authorized licensee of the electronic products and services of TG.

Article IV - Meetings

Section 1. Schedule of General Business

A meeting shall be held in the Fall and Spring at the time and place to be determined by the Board of Directors. The fall meeting shall be held for the purpose of electing the directors and conducting such business as is brought before the meeting. One spring meeting shall be held in conjunction with the TG Annual Training Conference or can be waived in lieu of product training sessions held regionally or via webinars. Notification shall be distributed to the membership at least 45 days before a meeting and a written agenda for the meetings shall be distributed to the members no less than 30 days before the meeting. A nomination form for new board members will be included with the agenda for the fall meeting.

Section 2. Quorum

Those members present at each meeting shall constitute a quorum.

Section 3. Voting

Members may be allowed to vote via email or can be present to vote. Except as otherwise provided herein all actions are determined by majority vote.

Section 4. Special Meetings

The Board of Directors reserves the right to authorize 'special meetings' or 'special events' at any time of the year as long as such meetings are appropriately scheduled and notifications are distributed to the membership at least 30 days in advance.

Article V - Finances

No financial statements are required.

Article VI - Board of Directors

Section 1. Nomination and Election

Each fall the Co-chairs may solicit nominations via email and/or open the floor for nominations of Directors from members of the Group at the fall meeting, to fill any positions of those directors whose terms are expiring at such meeting. An election to fill those positions shall be conducted by secret ballot. In regard to election of Board members, each institution represented either by email and/or present at the meeting is entitled to one vote. The incoming directors shall be elected by a majority vote of those present and/or responding if the vote is cast via email

Section 2. Representation

There shall be a minimum of eight and a maximum of ten directors. At least six directors shall be individuals employed by the schools, ideally with representation from various Texas regions and at least one national school. At least three directors shall be individuals employed by the lenders/servicers, ideally representing both an originating lender and a servicer and both a Texas and a nationally focused institution. Directors must be at least 18 years of age. The term of office of each director shall be two years.

Board representation is primarily based on individuals being employed either by schools or lenders/servicers who use TG products and services. Any individual changing employment from a school to a lender/servicer or visa versa ceases to be a director and a vacancy shall exist.

Section 3. Duties

The Board of Directors controls and manages the affairs and business of the Group. An act of the board, in a duly convened meeting with quorum present, shall be binding on the Group.

Section 4. Board Meetings

The Board of Directors shall meet for the election of officers and for the transaction of any other business as soon as practical after fall meeting of the members. Regular meetings of the board should be held at least once each quarter at such times as the Board may determine. Special meetings of the Board may be called by the Co-Chairs at any time. Upon the written request of any two directors, the Co-Chairs shall call a special meeting to be held not more than 30 days after the receipt of such request. Telephone meetings of the board may be held provided notice, as provided below, is provided and each person participating on the call can hear each of the other participants.

Section 5. Notice of Board Meetings

Notice of any regular meeting of the Board of Directors or any special meeting of the Board of Directors shall be given each director in person or by mail addressed to the last known post office or e-mail address, at least 14 days (3 days for telephone Board meetings) prior to the date of such meeting, specifying the time and place of the meeting and the business to be transacted. At any meeting at which all of the directors are present, although held without notice, any business may be transacted and is an act of the Board as if the meeting had been duly called.

Section 6. Place of Board Meetings

The Board of Directors may hold its meetings at such place as may be designated in the notice of any such meeting.

Section 7. Quorum for Board Directors

At any meeting of the Board of Directors, the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, the directors may discuss the business at hand but table the decision to a future date.

Section 8. Voting

Each director has one vote and must be present to vote when meetings are held. Any Board of Director action may be taken without a meeting by a unanimous written consent.

Section 9. Vacancies

Any vacancy occurring on the Board of Directors for any reason shall be filled promptly from among the nominees at the previous fall election by a majority vote of the remaining directors at a regular meeting or at a special meeting which shall be called for that purpose within 30 days after the occurrence of the vacancy. If no qualified nominees exist, the Board shall nominate and elect from the membership. The replacement director elected must be employed by the same class of member as the predecessor and shall hold office for the unexpired term of the predecessor.

Section 10. Removal of Directors

Any director may be removed upon two consecutive absences from any Board of Directors regular meetings. Any director may be removed with cause at any time by a majority vote of the Board of Directors.

Article VII - Officers

Section 1. Positions

The Officers of the Group shall be one Co-Chair representing the School membership, one Co-Chair representing the Lender/Service membership, and such other officers as the Board of Directors may determine.

Section 2. Election

All Co-chairs of the Group shall be elected from the Board of Directors by the Board of Directors for a term of one year.

Section 3. Duties of Co-chairs

The Co-Chairs shall preside, together or separately, at all meetings of the members or directors and perform all such other duties as are incident to the office and that are properly required by the Board. The Board, by resolution, may establish other duties of the Co-Chairs. The Co-Chairs may establish such committees, the terms, and appoint the members thereof as are necessary to conduct the activities of the Group.

Section 4. Vacancies

Vacancies in any office shall be filled promptly by the Board of Directors, either at a regular meeting or at a meeting specially called for the purpose of appointing a replacement.

Section 5. Removal of Officers

Any officer may be removed with or without cause by the vote of a majority of the entire Board of Directors, and a successor shall be elected, as specified above, for the unexpired term.

Article VIII - Texas Guaranteed Student Loan Corporation Liaisons

Section 1. TG Liaisons

TG, shall designate two liaisons to the Board of Directors. These two persons shall be entitled to notice of meetings and to enter into discussions but shall not be entitled to voting rights.

Section 2. Duties

The duties of the TG liaisons will include but not be limited to maintaining the records of the Group, ensuring all notices are duly given in accordance with the Bylaws or as regulated by law, creating and maintaining a database of all current and past members and addresses, creating mailing lists, producing the mailings and handouts pertaining to the Group and its Board of Directors, and assisting with the scheduling of all regular or special meetings.

Section 3. Replacement of Liaisons

Either TG or the Board of Directors may request the replacement of either liaison.

Article IX - Group Logo

The Board of Directors may adopt, use, and alter, a Group logo. Such logo shall be kept with the other records of the Group. Failure to affix the logo to Group instruments, however, does not affect the validity of any such instrument.

Article X - Amendments

By a majority vote, of the members in good standing at the Fall meeting of the Group or via the TUG listserv email, these Bylaws may be amended or repealed. Written notice of the substance of the proposed amendment is to be sent to all members not less than 30 days prior to the time at which it is submitted for a vote. Changes in the Bylaws go into effect as indicated in the written notice or following their adoption at the Fall meeting.

These Bylaws may also be amended by a written resolution signed by not less than a majority of the members in good standing. Such amendment should be effective immediately upon delivery to the Co-Chairs and TG Liaison.

Article XI - Dissolution of the Group

Any proposal for the dissolution of the Group must be sent to each member not less than 90 days prior to the vote. A decision in favor of dissolution requires a majority of the members in good standing.