

# Bylaws of the International Cadence Usergroup

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### Article I - Name

The name of this organization shall be the "International Cadence Usergroup" hereinafter called ICU.

### Article II - Purpose

The purpose of the ICU is to provide users of Cadence Design Systems, Inc. hereinafter called CADENCE, products and/or services with:

- a. A means for the exchange of technical, administrative, and management information pertaining to the use of these products and/or services;
- b. Peer access with fellow users, networking, and camaraderie; and

- c. Communication and liaison with Cadence on equipment, programming, maintenance, future enhancements, product direction, and other requirements for the users' application and planning.

### **Article III - Membership**

To be eligible for ICU membership an individual must be using Cadence software and/or services either:

- a. Employed by a company, consulting firm or service bureau that has the right to use Cadence software or;
- b. A student, faculty member or staff of a university that has the right to use Cadence software.
- c. Employees of Cadence are not eligible for membership. Employees of companies who are members of the Cadence Partner Program are equivalent to Cadence 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 Cadence software as part of their primary job function.
- d. Other individuals, including Cadence identified prospective customers, may be eligible for membership with the prior approval of the Steering Committee.

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

### **Article IV –Officers**

1. The Executive Officers of ICU shall be:
  - a. Chair
  - b. Co-Chair
  - c. Communications Officer
2. Except as explicitly provided for in these bylaws, no Cadence employee may be a member of the Executive Officers group.
3. Additional Officers of ICU shall be:
  - a. Independent Meeting Planner Liaison

b. Cadence Liaison

4. The Chair, Co-Chair and Communications Officer shall be elected at the Annual ICU Conference for a term of one year and shall begin at the close of the conference. The term of office shall extend until the following Annual ICU Conference. In the event that an Executive Board member cannot fulfill his or her duties, then they may be removed or replaced with the unanimous agreement of the remaining ICU Executive Officers and Steering Committee.

5. Election committee for the Chair, Co-Chair and Communications Officer positions shall consist of the current Steering Committee with the exception of one vote per SIG by the Cadence Champions.

6. No more than 2 officers of the Executive Office shall be changed during one election.

7. Nominees for any Executive officer position must be a current member of the Steering committee.

8. The Chair shall have overall accountability to the ICU Board and the Cadence Liaison to ensure the success of the ICU by the following:

- a. Prepare the agenda for all Steering Committee meetings;
- b. Call and preside over all Steering Committee meetings;
- c. Preside over the Annual ICU Conference;
- d. Report, at the Annual ICU Face-to-Face (F2F) Meeting, on all current plans, firm and tentative; further, report the financial state of the user's group, old and new business, and request items from the floor;
- e. Assure that the work of the Steering Committee is carried out;
- f. Assume responsibility for all day-to-day duties and decisions; and
- g. Remove or replace any appointed Steering Committee member, with the unanimous agreement of the ICU Executive Officers and Steering Committee.

9. The Co-Chair shall have the overall accountability to the ICU Chair for SIG committee's duties and responsibilities by the following:

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

10. The Communications Officer shall have overall accountability to the Chair for the communication both internal and external to the ICU by the following:

- a. Prepare the minutes of all Steering Committee meetings and all business meetings;
- b. Assist in the preparation of the ICU communications, including the ICU website;
- c. Assist in the preparation of the Annual ICU Conference;
- d. Tabulate the results of all conference surveys and report the results at the Annual ICU Conference.
- e. Oversee the usage, loaning, and distribution of equipment owned by the ICU.
- f. Provide a method for users to post tools, ideas, code, and examples;
- g. Undertake to preserve and protect the rights and integrity of the intellectual property posted on the website;
- h. Administer the email exploders;
- i. Provide a method for any committee chairs to post information on the web in a timely fashion.

11. The Independent Meeting Planner shall have overall accountability to both the Chair and Cadence Liaison for the planning and coordination of the event by the following:

- a. Administer the Treasury for the ICU;
- b. Work with the ICU officers to establish an annual operating budget;
- c. Report, at the Annual ICU F2F Meeting, on the present and previous year's treasury balance;
- d. Assist in the preparation of ICU activities which include but are not limited to:
  1. Plan and manage the ICU Board meetings, including the Face-to-Face (F2F) meeting;

2. Research, visit, and contract the hotel venue for the Annual ICU Conference including sleeping rooms, meeting rooms, catering, A/V, etc.;
  3. Negotiate and contract all other ICU Conference vendors;
  4. Facilitate pre-conference registration, coordination, and management;
  5. Manage speaker and CD-ROM communications, including CD Vendor contract;
  6. Coordinate all Vendor Fair activities, including contracting exposition services;
  7. Manage all hotel coordination for all ICU customer related venues;
  8. Determine ICU Conference signage requirements
  9. Provide on-site ICU Conference management
12. The Cadence Liaison shall have overall accountability to both the Chair and Cadence for ensuring the success of the ICU by the following:
- a. Act as the primary point of contact between ICU and Cadence management;
  - b. Assist with the coordination of Cadence presenters and attendees at the Annual ICU Conference;
  - c. Coordinate all Service Booth, Demo Night, and Customer Appreciation activities;
13. The SIG Committee's shall have overall accountability to the users to ensure their needs are met by the following:
- a. Include the elected Chairperson of each SIG,
  - b. Coordinate the activities of the Special Interest Groups for the Annual ICU Conference;
  - c. Work with the ICU officers and Cadence to assist with the formation of any new Special Interest Groups;

- d. Act as the liaison between the Special Interest Groups and the ICU Steering Committee;
- e. Perform any other duties that may be assigned by the Steering Committee; and
- f. Notify the Independent Meeting Planner of any SIG meeting space requirements for the Annual ICU Conference;
- g. Attend the monthly conference calls and other special conference calls related to ICU business;
- h. Attend the F2F meeting, and any other meeting as advised by the ICU Executive Staff;
- i. Participate in the set-up, facilitation, and wrap-up activities of the Annual ICU Conference.

14. The Steering Committee shall ensure that at least one candidate for each executive office position is selected. The Steering Committee may, at its discretion, nominate a candidate or candidates for an ICU office.

15. No member may hold the office of Chair or Co-Chair at the same time. No member may hold either the office of Chair or the office of Co-Chair for more than three consecutive terms.

#### 16. Vacancies

- a. In the event a vacancy develops, through resignation or otherwise, in the position of Chair, the Co-Chair shall immediately assume that office.
- b. In the event a vacancy develops, through resignation or otherwise, in the position of Co-Chair, then the Steering Committee will elect a new Co-Chair.
- c. In the event a vacancy develops, through resignation or otherwise, in the position of Communications Officer, then the Steering Committee will elect a new Communications Officer.
- d. In the event a vacancy develops, through resignation or otherwise, in the position of Cadence Liaison, Cadence will appoint a new Cadence Liaison within one calendar month.

### **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. ICU shall meet at least once each twelve months for an Annual ICU Conference, unless a longer interval is approved at a meeting of the general membership, assuming a quorum is present. 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 ICU, including the election of officers.

3. The time and venue of the Annual ICU Conference will be selected with the objective of providing the maximum value to its members and Cadence. The meeting location will be jointly approved by the ICU Board, Independent Meeting Planner and Cadence Liaison. To confirm this decision, the Independent Meeting Planner and Cadence Liaison will sign-off on the selection at the time of hotel confirmation and contractual negotiations.

4. ICU-related meetings may be called at any time, as necessary, by the Steering Committee.

5. Attendance at a meeting of ICU, or any of its or Local User Groups, is limited to Members and any others explicitly invited by the presiding member of the group holding the meeting.

6. Thirty Members, three of whom are Steering Committee members, and one of whom is an elected officer, shall constitute a quorum of ICU. At least three different Cadence 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 ICU Officers;
  - b. The Chairpersons of all ICU SIG's; and Cadence Champions
  - c. Cadence Liaison

- d. Independent Meeting Planner
  - e. Other invited guests
2. The ICU Chair shall call and preside over all Steering Committee meetings.
3. The Steering Committee shall meet annually and at other times deemed necessary by the Chair, to conduct the business of ICU.
4. The Steering Committee is the basic policy-making body for ICU and shall:
  - a. Approve the times, locations, budgets, and themes of all general meetings of ICU;
  - b. Provide general supervision of and direction for ICU;
  - d. Consider suggestions for change from the general membership;
  - e. Draft recommendations to the ICU 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 ICU membership and that a response from Cadence is obtained;
  - h. Set attendance fees for meetings;
  - i. Oversee Treasury operations as administered by the Independent Meeting Planner;
  - j. Oversee the activities of all committees and SIG's;
5. 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 ICU. The Chair and Cadence Liaison shall be at least ex-officio members of all committees.
6. The Independent Meeting Planner shall be a non-voting member of the Steering Committee. The Cadence Liaison shall be a voting member of the Steering Committee. They shall participate in all discussions and give advice to the Steering Committee.
7. 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.

8. 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 ICU Communications Officer for

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 VI - Special Interest Groups**

1. Special Interest Groups, herein called SIGs, composed of Members of ICU, may be formed, as necessary, by the interested Members to represent the special areas of concern of these subsets of ICU.

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 ICU Members.

4. SIG Officers:

a. Each SIG shall elect a 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 will take office at the close of the meeting at which they were elected.

d. The SIG Chairperson may appoint an executive committee, composed of ICU 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, and/or direct communication with one or more SIG members;

b. Encourage and ensure participation of SIG members in the submission of ideas to Cadence for product correction and for product enhancement, utilizing communication channels provided by Cadence;

- c. Report on the activities of the SIG at the Annual ICU Conference;
- d. Assist with the recruitment of speakers for the Annual ICU Conference on matters related to the SIG;
- e. Assist the next SIG Chairperson in his/her initial period of transition in assuming the responsibilities for the SIG; and
- f. Unless another officer or executive committee member is assigned, the SIG Chairperson is responsible for taking and publishing minutes for all meetings.

### **Article VII - Local User Groups**

1. Local User Groups, herein called LUGs, composed of Members of ICU, may be formed, as necessary, by the interested Members to represent ICU 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 ICU Members.
4. Each officially sanctioned LUG shall hold a general technical meeting at least once per year. The LUG steering committee shall decide the time, location, agenda, and fees to be charged for this meeting.
5. For the purposes of these Bylaws, regional Cadence User Groups shall be considered LUGs.

### **Article IX - Treasury**

1. ICU is self-supporting with the following exceptions:
  - a. Cadence will provide a Liaison; and
  - b. Cadence has specific conference costs they cover to assist ICU in the overall execution of the annual meeting which may include by are not limited to AV, signage, conference promotion, Cadence employee attendee fees, all Cadence sponsored events including Service Booths, Demo Night, and Customer Appreciation activities.

2. Reasonable fees will be charged for attendance at ICU, as deemed necessary by the Steering Committee to cover all expected expenses.
3. The Treasury is maintained by the Independent Meeting Planner. Excess funds from meeting expenses will be kept in the Treasury. When meeting costs exceed income, the Treasury will be used to cover the excess. Risk taken in establishing meeting fees will be commensurate with the Treasury balance.
4. Records concerning the Treasury shall be open to all Steering Committee members.
5. Reasonable fees may be charged for services provided by ICU to vendors of products of interest to ICU members. These fees shall be set by the ICU Steering Committees. Fees may be charged for:
  - a. The cost of distributing product literature to ICU members;
  - b. Space provided at the Annual ICU Conference for the vendors' use in displaying its product or for distributing product literature; and
  - c. Any other service provided by ICU for product vendors as deemed appropriate by the Steering Committee.

Fees charged by ICU for services shall be deposited in the ICU Treasury to defray ICU expenses.

#### **Article X - Parliamentary Authority**

The rules contained in the current edition of "Robert's Rules of Order" shall govern ICU in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules of order that ICU may adopt.

#### **Article XI - Amendment of Charter**

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