

THE VELOCITY ROOM

BYLAWS

Effective Date: March 23, 2026

BYLAWS

ARTICLE I – NAME

The name of this organization shall be The Velocity Room here in after referred to as "*The Velocity Room*".

ARTICLE II - PURPOSE AND OBJECTIVES

Section 1. The Velocity Room is an organization of individuals involved in owning, using, or interested in using Cisco solutions.

Section 2. The primary objectives of The Velocity Room is to:

- a. Provide a forum for the exchange of ideas and methodologies among members;
- b. Provide a channel of communication to Cisco for matters of common interest;
- c. Support the effective usage of Cisco products and services;
- d. Sponsor events for the exchange of information, experience and concepts related to the use of Cisco products and services; and
- e. Create and maintain a formal community group structure that will facilitate the purposes of The Velocity Room.

ARTICLE III- MEMBERSHIP

Section 1. Membership Eligibility. Membership may be granted by the Board of Directors to any individual, partnership, corporation or organization that: (i) meets the eligibility requirements below and agrees to support the purposes and activities of The Velocity Room and (ii) agrees to abide by these Bylaws and such other rules and regulations The Velocity Room may adopt. All entities or individuals granted membership in The Velocity Room by the Board of Directors shall be referred to collectively as "Members."

a. Membership Categories

- i. Customer Member: A customer member shall be any person whose company owns and/or operates Cisco solution(s) and whose primary business is not selling Cisco products or solutions, or products and solutions that support Cisco products.
- ii. Prospective Customer Member: A Prospective Customer shall be any person who's company is exploring Cisco solution(s) and whose primary business is not selling Cisco products or solutions, or products and solutions that support Cisco products.
- iii. Partner Member: A Partner member shall be any person employed by a company who sells or supports Cisco products or services.
- iv. Cisco Member: Any employee of Cisco.

b. Classes of Membership

- i. Customer Membership: Shall have voting privileges, shall be eligible to serve on the Board, shall be eligible to serve as a Committee Chair or as a Committee Member.
- ii. Prospective Customer Member: Shall not have voting privileges, shall not be eligible to serve on the Elevate Technology User Group Board of Directors, and shall not be eligible to service on any Board appointed committees or volunteer positions.
- iii. Partner Membership: Shall not have voting privileges and shall not be eligible to serve on the Board or as a Committee Chair. Partner Members shall be eligible to serve as a Committee Member.

- iv. Cisco Member: Unless otherwise noted in these bylaws, Cisco Members shall not have voting privileges, but shall be eligible to serve on the Cisco Board and serve as Committee Chair or Committee Member.

Section 2. Application for Membership. Requests for membership shall be made by submitting an online membership application which shall be subject to approval under criteria and procedures established by the Board of Directors.

Section 3. Voting. On all matters coming before the membership, each Member will be entitled to one vote.

Section 4. Termination of Membership. Membership in The Velocity Room may be permanently terminated for cause including, but not limited to materially violating the Bylaws, rules or regulations. Expulsion will be by two-thirds vote of the Board of Directors, provided, however, that a statement of the charges and an opportunity to respond shall be given to the member at the last recorded address of the member at least fifteen (15) days before final action is to be taken.

Section 5. The Velocity Room may hold membership meetings or events as needed.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Board of Directors Composition and Structure. The affairs of The Velocity Room shall be managed by the Board of Directors. The Board shall be comprised of Officers and Directors. Officers of the Board of Directors will be: President, Vice President, Secretary/Treasurer. The Board will have not less than 3 nor more than 10 Directors. The Board shall include no more than two individuals employed at Cisco, one of which shall be ex-officio. The Executive Director shall also serve as an ex-officio member of the board.

Directors shall be elected to 2 year terms, and may be elected to two (2) additional 2 year terms for a maximum term of six (6) years

Officer and director positions will run concurrently.

A director's term may be extended by a maximum of 1 additional year if they are elected to an officer position in their 5th year of eligibility.

Partial terms do not count toward the six (6) year maximum.

The first members of the Board of Directors will be appointed by the incorporators. To ensure continuity through the start up and planning phase, terms served prior to January 1, 2026 shall not be counted toward term limits.

- Section 2.** The President will:
- a. Chair the Board of Directors;
 - b. Preside at all meetings (when present);
 - c. Designate such other committees as may be deemed necessary, with the approval of the Board of Directors;
 - d. Be responsible for day-to-day activities including enforcement of policies set forth;
 - e. Perform other such duties as may be required.

Section 3. The Vice President will:

- a. Serve to assist the President and will perform the duties of President when he/she is unable or unavailable to perform the duties of such
- b. The Vice President may also hold the role as Secretary/Treasurer.

Section 4. The Secretary/Treasurer will:

- a. Conduct the correspondence of The Velocity Room including: mailing notices of all regular and special meetings, distributing meeting minutes, and other correspondence as necessary;
- b. Keep minutes and record the proceedings of all meetings of The Velocity Room and of the Board of Directors, and preserve all records and letters of continuing value to The Velocity Room in a permanent file;

Section 5. The Directors will:

- a. Be liason between Cisco and The Velocity Room;
- b. Be responsible for managing the affairs of the organization

Section 6. Fiscal Year

- a. The fiscal year of The Velocity Room shall be the calendar year unless otherwise established by the Board of Directors;

ARTICLE V - COMMITTEES

Section 1. Nominations Committee. The Nomintations Committee will consist of three to five Members, appointed by the Board, and none of whom will themselves be eligible for election. The Nominations Committee shall be appointed annually by the President with the approval of the Board of Directors. The Election Committee shall manage board elections as described in Article IX of the bylaws.

Section 2. Finance Committee. The objective of the Finance Committee is to oversee the The Velocity Room financials and submit reports to the Board of Directors. The Finance Committee **must** include the Secretary/Treasurer, which shall serve as the chair. The committee may add other as needed. The Finance Committee will undertake or supervise outside support to deliver the following responsibilities:

- a. Estimate recorded revenue
- b. Prepare a comparative financial report as an attachment to the audit report;
- c. Make recommendations based on procedures performed and follow up on previous unresolved recommendations; and
- d. Ensure correct and complete books and records of account shall be kept

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of The Velocity Room may be designated by a resolution adopted by a majority of the members of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of The Velocity Room shall appoint the Members thereof. Any Member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of The Velocity Room shall be served by such removal.

ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS

- Section 1.** The Board of Directors shall meet at least yearly and upon call by the President.
- Section 2.** A majority of the voting members of the Board constitutes a quorum. Action may be taken by a majority of Board members present and voting.

ARTICLE VII- AMENDMENTS

Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board of Directors, provided 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.

ARTICLE VIII - VACANCIES

- Section 1.** In the event of a vacancy in the offices of President, the Vice President shall advance to the next higher office to complete the remainder of the unexpired term.
- Section 2.** The Board of Directors may fill a vacancy occurring in the offices of Vice President, Secretary/Treasurer or Director by appointment to complete the remainder of the unexpired term. Consent of the appointee shall be obtained by the Board of Directors before the appointment is made.

ARTICLE IX - NOMINATIONS AND ELECTIONS

- Section 1.** Nominations.
- The Nominations Committee shall receive nominations from the membership for open positions on the Board of Directors at least one month prior to the election. The Nominations Committee shall review nominations and present to the Board of Directors a slate of candidates for election. The Board of Directors must approve the slate.
- Section 2.** Election.
- A. Board of Directors.** At least 30 days prior to voting, a ballot (whether paper or electronic) setting forth the slate of nominees presented by the Nominations Committee shall be sent to each voting Member at the record on file with The Velocity Room. Each voting Member shall be entitled to cast one vote approving, rejecting or abstaining from approving/rejecting the slate. 50 votes in support of the slate or 5% of the eligible membership (whichever is less) is required for the slate to pass.
- B. Officers.** The Officers shall be elected by a simple majority vote of the incoming Board of Directors from among the Board of Directors at the first Board of Directors meeting following the annual election.
- Section 3.** Results. The Nominations Committee shall take charge of the details of the election. The Election Committee shall report the results of the election to the The Velocity Room Membership.

ARTICLE X – DISSOLUTION

Upon the dissolution of The Velocity Room and after full payment or liquidation of all debts and obligations, any remaining funds, investments and other assets of The Velocity Room shall be contributed to a charity or non-profit organization that shall be determined and voted on by a majority of the Board.