

**BYLAWS
OF
THE ROCKY MOUNTAIN AVAYA USER'S GROUP**

Article I: Board of Directors

Section 1.1 - General Powers

The business affairs, concerns and direction of The Rocky Mountain Avaya User's Group (RMAUG) shall be managed under the direction of its board of directors. The board of directors shall have sole voting power regarding all corporate matters requiring a vote.

Section 1.2 - Number, Tenure and Vacancies

The board of directors of RMAUG shall consist of not less than five (5) nor more than fifteen (15) directors, as determined by the board of directors from time to time, but the size of the board may be changed in the manner set forth for amendment of these Bylaws. The term of each director shall be one (1) year, beginning in November 1 and running through October 31. Upon the expiration of the term of a director, or upon the death, resignation or removal of a director, the board of directors, at its next meeting, shall elect a successor director or a director to fill the vacancy and such newly elected director's term shall be for the remainder of the calendar year. Newly created directorships resulting from any increase in the authorized number of directors shall be filled by the affirmative vote of a majority of the directors then in office.

Section 1.3 - Time and Place of Meetings

Regular monthly meetings shall be held on the second Wednesday of each month, except on the month the quarterly meeting is being held, at such places as may be determined from time to time by the board of directors. These meetings may be where the board congregates or via conference call.

Section 1.4 - Notice of Meetings

Notice of meetings of the board of directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by email to each director at his address as shown by the records of the RMAUG. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 1.5 - Special Meetings

Special meetings of the board of directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place of holding any special meeting of the board called by them.

Section 1.6 - Action With Out a Meeting

Any action required or permitted to be taken by the members at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the members of the board of directors.

Section 1.7 - Quorum

The presence of one-third (1/3) 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 at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 1.8 - Committees

The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution or in the Bylaws of the RMAUG, shall have and exercise the authority of the board of directors in the management of the RMAUG. Other committees not having and exercising the authority of the board of directors in the management of RMAUG may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Article II: Officers

Section 2.1 - Officers

The officers of RMAUG shall be a President, one or more Vice-presidents (the number thereof to be determined by the board of directors), a Secretary, a Treasurer and such other officers as may be elected or appointed by the board of directors. Such other officers shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2.2 - Election and Term of Office

The officers of RMAUG shall be elected annually by the board of directors at the October meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 2.3 - President

The President shall be the principal executive officer of RMAUG and shall in general supervise and manage all of the affairs of the RMAUG. He/She shall preside at all meetings of the board of directors. He/She may sign, with the secretary or any other proper officer of RMAUG authorized by resolution of the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws or by statute to some other officer or agent of the RMAUG; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

Section 2.4 - Vice-President

The Vice-President shall be the principal executive officer in the event the President is not able to perform his duties (see section 2.3). In the absence of the President at regular board meetings or user group meetings, the Vice-President will have responsibility to execute the duties as President until which time the President returns.

Section 2.5 - Secretary

The Secretary shall keep the minutes of all meetings of the board of directors, shall perform all duties usually incident to the office of the secretary, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the corporate records, and such other duties as may from time to time be assigned by the Board of Directors.

Section 2.6 - Treasurer

The Treasurer shall receive and give receipts for moneys due and payable to RMAUG from any source whatsoever, and deposit all such moneys in the name of RMAUG in such banks, trust companies or other depositories as shall be selected by the board of directors; 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 to him/her by the President or by the board of directors. The Treasurer shall submit a financial statement at each regular meeting of the board of directors, shall ensure the payment of applicable tax requirements, and shall submit an annual report to the board of directors at the October meeting. The Treasurer will be the RMAUG agent for the sale or purchase of bonds, securities, or other investments when authorized by the board of directors.

Section 2.7 – Avaya Representative

At least one (1), but no more than three (3), Avaya representative/s and/or Sales Manager(s) shall serve on the board. The representative will act as a liaison between RMAUG and Avaya, however will not reserve voting rights.

Section 2.8 - Removal

Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of RMAUG would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 2.9 - Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Article III: Contracts, Checks, Deposits and Funds

Section 3.1 - Contracts

The board of directors may authorize any officer or officers, agent or agents of the RMAUG, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the RMAUG, and such authority may be general or confined to specified instances.

Section 3.2 - Checks, Drafts, etc.

All checks, drafts, other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the RMAUG, shall be signed by any two officers of RMAUG or by such staff personnel as shall from time to time be determined by resolution of the board of directors.

Section 3.3 - Deposits

All funds of RMAUG shall be deposited from time to time to the credit of RMAUG in such banks, trust companies or other depositaries as the board of directors may select.

Section 3.4 – Annual Dues

The Board of Directors may determine from time to time the amount of annual or meeting dues, if any payable to RMAUG by the members

Section 3.5 – Income from Meeting Sponsorship

The Board of Directors are to determine the amount due from Vendor/Sponsors of the Quarterly meeting.

Article IV: Indemnification

RMAUG shall indemnify each of its directors and officers, whether or not then in office (and his/her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which he/she may have been made a party because he/she is or was a director or officer of the RMAUG. He/She shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to RMAUG for negligence or misconduct in the performance of his/her duties. The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

Article V: General Provisions

Section 5.1 - Fiscal Year

The fiscal year of RMAUG shall commence on January 1st and end on December 31st of each year.

Section 5.2 - Amendments to Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a quorum of the directors present at any regular meeting or at any special meetings, if at least ten (10) days' written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Article VI: Avaya Partners

Section 6.1 - Eligibility

Eligibility for Avaya Partner membership is limited to Avaya Authorized Value Added Resellers (VARs), Avaya Original Equipment Manufacturers (OEMs), Avaya Independent Software Vendors (ISVs), and Service Providers (XSPs).

Section 6.2 - Privileges

The Avaya partners of record may attend RMAUG user's meetings and/or receive sponsorship opportunities. Avaya partners are not eligible to vote on matters of the RMAUG.

Section 6.3 - Responsibilities

Each Avaya partner shall be responsible for ensuring their company representatives understand and adhere to any "rules of engagement" set forth by the RMAUG.

Section 6.4 - Termination of Avaya Partner Status

The board of directors, by affirmative votes of two-thirds of all the Directors of the Board, may suspend or expel an Avaya partner or Avaya partner company for cause after an appropriate hearing.

Article VII: Dissolution

Upon dissolution or cessation of activities of the RMAUG, the board of directors shall determine, by a majority vote, the manner in which the property and assets of RMAUG are to be distributed, in accordance with Article SEVEN of the articles of in RMAUG.

Update 10/11/06