

1960 PC USERS GROUP BY-LAWS

(as amended May 1, 2008)

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ARTICLE I. MISSION

Section 1.

The 1960 PC USERS GROUP (Group) is designed to assist residents of Greater Northwest Houston to become better acquainted with their computers and with the work they can accomplish; to provide a forum for discussions of computer activity and for the solving of computer related problems; and to provide education and support for the youth of the area in the use of computers.

Section 2.

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Section 3.

The 1960 PC USERS GROUP is a computer educational organization and does not practice or advocate any particular religions or political agenda, or champion any cause not associated with personal computers. Although the 1960 PC USERS GROUP may feature commercial computer products in ~~our~~ meetings and allow advertising of various types in its monthly newsletter, the Group does not endorse any commercial product or service provider.

ARTICLE II. MEMBERSHIP

Section 1.

Membership is restricted to individuals. Companies, corporations, etc., cannot be members.

Section 2.

Membership in the organization is open to anyone interested in the IBM PC or compatible computers and shall not be denied to anyone based upon race, creed, sex or religion.

Section 3.

Each member is entitled to a membership card that authorizes his/her participation in activities reserved for Members of the 1960 PC USERS GROUP as defined by the Board of Directors.

Section 4.

Each member is entitled to cast one vote in any election or 1960 PC USERS GROUP activity that requires general membership approval.

Section 5.

With the exception of the voting privilege, membership privileges of the individual enrolled as a member of the 1960 PC USERS GROUP extend to the members of his/her immediate family residing at the same address as the individual enrolled as a member. More than one family member may also become a voting member if they pay an additional membership fee.

Section 6.

A youth, under the age of eighteen, whose parent is not a member, may become a Junior Member and his/her dues shall be approximately one-third that of full members. Junior Members are not entitled to a vote.

ARTICLE III. BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of the following members of the 1960 PC USERS GROUP:

- A. All officers of the 1960 PC USERS GROUP.

- B. The immediate past President provided the individual either completed a full term as the elected President or assumed and fulfilled the remaining term of President that became vacant during the year.
- C. A minimum of two and a maximum of four members elected from the membership at large, to serve as Directors at Large.

Section 2.

Specific duties of the Board of Directors include the following:

- A. Conduct the business of the 1960 PC Users Group and make all decisions according to these bylaws and any amendments attached hereto.
- B. Establish annual membership dues.
- C. Recognize and approve the formation of Special Interest Groups (SIGS).
- D. Confirm the President's appointment recommendations for Directors to fill a vacancy.
- E. Appoint officers to fill un-expired terms of office when the office becomes vacant.
- F. Nominate, by a 2/3rds majority Board of Directors vote, additional Directors at Large during the year as required, to the maximum number as stipulated in Article III, Section 1-C. These nominations must be announced in the Newsletter and confirmed by a vote of the general membership present at the next General Meeting.
- G. Recommend Officers and Directors for removal from their elected position and remove as needed in accordance with Article III Section 9 of these By-laws.
- H. Recommend SIG Leaders and Committee Chairman for removal from their position and remove when necessary in accordance with Article III Section 9 of these By-laws.

Section 3.

The following guidelines shall apply to Board of Directors meetings:

- A. Meetings shall be scheduled for the same time and place each month. The scheduled time and place shall be determined by the Board of Directors.
- B. All members of the Board of Directors will be notified a minimum of five (5) working days prior to any change in the normal time and place of a Board Meeting due to Holiday or special situation.
- C. Special meetings may be held at the request of any four-(4) members of the Board. Notification requirements of Article III Section 3.A. remain in effect.
- D. Upon majority consent of the Board members, an emergency meeting can be called without advance notice.

Section 4.

In all Board of Directors decisions, each member shall cast one (1) vote.

Section 5.

All Board of Directors meetings are open to any member of the 1960 PC USERS GROUP. Visiting members have no official vote on Board decisions

Section 6.

A quorum of the Board of Directors shall consist of one-half of the Board. A quorum is the minimum number of Board members required to be present in order to hold a Board meeting.

Section 7.

Unless otherwise specified, the Board of Directors shall operate by majority vote of the Board Members present.

Section 8.

Impeachment.

- A. Removal of an Officer or Director from his/her elected position can be accomplished by a two-thirds majority vote of the Board of Directors.
 - B. Written notice of impeachment proceedings shall be given at least thirty (30) days in advance to the Officer or Director in question.
 - C. The Officer or Director in question has the right to present a case for consideration and final resolution by the general membership if requested by two members of the Board of Directors other than the Officer or Director in question.
 - D. A Committee Chairman or SIG Leader may be removed from their position under the provision of Article III Section 8.A. The provisions of Article III Section 8.B & C do not apply.
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ARTICLE IV. OFFICERS

Section 1.

Officers of the 1960 PC USERS GROUP shall consist of the following:

- A. President
- B. 1st Vice President - SIG's
- C. Vice President - Programs
- D. Vice President - Communications
- E. Secretary
- F. Membership Chairman
- G. Treasurer

Section 2.

The term of office for all officers is one (1) year and shall run from January 1 through December 31.

Section 3.

All officers shall be elected from the general membership according to the procedures set forth in Article IX of these BY-LAWS.

Section 4.

The general responsibilities of the officers are as follows:

- A. Conduct the day-to-day business of the 1960 PC USERS GROUP.
- B. Preserve and govern the assets of the 1960 PC USERS GROUP

Section 5.

The specific duties of the officers are as follows:

A. The PRESIDENT shall:

1. Serve as the Chief Executive Officer.
2. Be responsible for the management of the GROUP.
3. Conduct all general meetings of the GROUP.
4. Conduct all Board of Directors meetings and other special meetings as called by him or the Board of Directors.
5. Designate committees and recommend appointment of committee chairmen as required.

B. The 1st VICE PRESIDENT - SIG's shall:

1. In the absence of the President, or the President is unable or refuses to act, or at the discretion of the President, perform the duties of the President.
2. Serve as President for the remainder of the President's term of the office, if the Presidency becomes vacant.
3. Manage the activities of the Special Interest Groups.
4. Affirm, and recommend for Board confirmation, SIG Chairman following the vote of individual SIG Groups. Rejection or removal of SIG Chairman must be by majority vote of the Board of Directors as outlined in Article III Section 8.D.
5. Maintain or supervise the maintenance or upgrade of audio-visual and computer equipment.

C. The VICE PRESIDENT - PROGRAMS shall:

1. Be responsible for arranging the programs for the general meetings.
2. Introduce the program and act as MC during the presentation of the program.

D. The VICE PRESIDENT - COMMUNICATIONS shall:

1. Be responsible for all appropriate communications, public relations, marketing and promotional activities.
2. Be responsible for publication of all house organs, including, but not limited to, the monthly Newsletter and the Group Web Site.
3. Be responsible for all internal advertising, including: revenues, appropriateness of material and other promotional functions within the 1960 PC USERS GROUP.
4. Be responsible for the publicity of group activities to increase public awareness of the 1960 PC Users Group.

E. The SECRETARY'S responsibilities are:

1. Take minutes of all business meetings and Board of Directors meetings
2. Prepare a draft of the minutes and distribute copies to all officers or post minutes on the Group Web Site as determined by the Board of Directors. Ensure that draft minutes are approved or approved as amended by majority vote at the next meeting of the Board of Directors.

3. As directed by the Board of Directors, schedule the meeting place for all general meetings.
4. Prepare and type all official (non-promotional) correspondence
5. Maintain files, including minutes, incoming and outgoing correspondence, etc
6. Keep and maintain the ARTICLES OF INCORPORATION and the Corporate Seal, the BY-LAWS, and all important documents
7. Prepare notices and ballots for the annual election of officers.
8. Notify the President and/or the appropriate officer of forthcoming events that may require action.

F. The MEMBERSHIP CHAIRMAN shall:

1. Be responsible for maintaining the membership records as determined by the Board of Directors of the 1960 PC USERS GROUP.
2. Receive membership dues and is responsible for the transfer and reporting of all such monies to the Treasurer.
3. Maintain an up-to-date list of all members and junior members. Transmit that list to the Web Master for posting on the Group Web Site if so directed by the Board of Directors.
4. Be responsible to determine that only paid-up members are nominated for office and that only paid-up members cast ballots in all elections.
5. Record the attendance of members at all functions; encourage members to pay their dues on a timely basis.

G. The TREASURER shall:

1. Deposit and maintain custody of all moneys received by the 1960 PC USERS GROUP and have general responsibility for overseeing all financial affairs.
2. Open and maintain a checking account in the name of the 1960 PC USERS GROUP in a convenient bank and, when desirable, open an interest bearing account.
3. Attempt to maintain a sufficient balance in the checking account to pay current bills and keep the remaining balance in an interest bearing account.
4. Ensure that the bank has on file authorization for checks to be signed by the Treasurer or the President or 1st Vice President-SIG's. Each check requires only one signature and must be in accordance with provision 5 of this section of the by-laws.
5. Checks over \$100.00 may be processed without Board approval if they are for Board approved projects. Checks under \$100.00 may be processed at the Treasurer's discretion if the invoice or bill is properly authenticated. Checks over \$100.00 and not for approved projects require the Board's approval.
6. Maintain complete records and present a financial statement at each Board of Directors Meeting, and at the business meeting when requested.
7. Submit in February an annual budget and make at least semiannual comparisons of actual expenditures with budgeted amounts.
8. In February, submit to the Board of Directors a complete, final cumulated summary of the financial results for the previous year.
9. Be prepared to assist in an annual audit, as appropriate.
10. Prepare and file all required Federal, State and Local tax returns

ARTICLE V. COMMITTEES

Section 1.

The President shall appoint standing Committees, subject to confirmation by the Board of Directors. He also appoints the Chairmen of such committees. These include, but are not limited to, the following:

- A. Librarian
- B. Newsletter Editor
- C. Webmaster

Section 2.

The President may appoint ad hoc committees, as necessary, to accomplish short-term projects.

ARTICLE VI. FINANCIAL TRANSACTIONS

Section 1.

All 1960 PC USERS GROUP activities that conduct regular financial transactions shall operate within a budget approved by the Board of Directors.

Section 2.

The Treasurer shall reimburse all authorized expenses. Receipts for individual expenses exceeding \$25.00 must be provided.

Section 3.

No part of the net earnings of the 1960 PC USERS GROUP shall inure to the benefit of any individual member and all profits shall be used in the public interest.

Section 4.

A financial status of the 1960 PC USERS GROUP shall be published annually during the first quarter of the calendar year.

Section 5.

An independent internal audit of the 1960 PC USERS GROUP's financial records shall be made annually by individuals designated by the Board of Directors.

Section 6.

In the event of the dissolution of the 1960 PC USERS GROUP, all assets shall be transferred in accordance with applicable law in a manner deemed equitable by the Board of Directors.

ARTICLE VII. SPECIAL INTEREST GROUPS (SIGS)

Section 1.

Special Interest Groups (SIGS) are formed to support the purposes of the 1960 PC USERS GROUP on a specific area of interest.

Section 2.

Membership in the 1960 PC USERS GROUP SIGS is open only to the members of the 1960 PC USERS GROUP.

Section 3.

The participants of the SIG shall choose a SIG Chairman. The specific duties and responsibilities of the SIG Chairman include:

- A. Present the documentation stated in Section 4.B to the Board of Directors for formal approval.
- B. Attending the Board meetings or sending a representative to report on the activities of the SIG.
- C. Maintain an up-to-date roster of the active members of the SIG and present it to the Vice President monthly.
- D. Report SIG topics monthly to the 1stVP-SIGs for publication in Newsletter and website.

Section 4.

A SIG becomes a recognized unit within the 1960 PC USERS GROUP as follows:

- A. A meeting of all interested 1960 PC USERS GROUP members is held to discuss and recommend its formation.
- B. The following documentation is presented to the Board of Directors:
 1. An outline of the purposes, interests and activities of the proposed SIG.
 2. A recommendation for a Chairman.
 3. An estimate and analysis of any expenses or anticipated revenue associated with the activities of the SIG.
 4. A description of the SIG for the Newsletter.
- C. The Board of Directors, by vote, formally recognizes the new SIG.

ARTICLE VIII. GENERAL MEETINGS

Section 1.

General meetings shall be held monthly on an established day of the month or as called by the Board of Directors.

Section 2.

1960 PC USERS GROUP members shall be notified at least five (5) working days prior to the meeting if the meeting is not to take place at the regular time or place.

Section 3.

At any General Meeting, a quorum shall be ten (10) percent of the total membership but no less than twenty (20) members.

ARTICLE IX. ELECTIONS

Section 1.

Elections shall be held annually for the 1960 PC USERS GROUP officer and Director-At-Large positions during the General Meeting in November. The ballot shall be included in the November newsletter which should be timed to arrive (5) days prior to the November General Meeting.

Section 2.

Candidates for office shall be dues-paid 1960 PC USERS GROUP members. Nominations for candidates for office must be made at the October General Meeting after which the nominations will be closed. All nominations made, seconded, and accepted by the nominee, during the October General Meeting must be included in the November ballot.

Section 3.

Election to office shall be by simple plurality vote.

Section 4.

Elections shall be by ballot distributed to all paid-up 1960 PC USERS GROUP members.

Section 5.

Each dues paid member may cast one (1) vote in person or by mail and not by proxy. Elections are closed as of the November Board of Directors meeting where votes from the General Meeting are added to mailed votes and results become official.

Section 6.

- A. If the family only has one paid membership;
No more than one (1) member of a household may hold office and have Board voting status.
 - B. If the family has more than one paid membership.
Under Article II Section 5 - An additional family member may also become a voting Board Member and hold office at the same time.
 - C. Junior members must upgrade to full paid membership status to hold office.
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ARTICLE X. CONFLICT OF INTEREST

Section 1.

No member of the Board of Directors may accept any payment or remuneration for serving as a member of the Board of Directors.

Section 2.

Each member of the Board of Directors must submit in writing to the secretary a list of potential commercial conflicts of interest if any potential conflict exists. Each Board member throughout the year must update this list as changes occur. It is expected that each member will excuse himself from voting on matters, which could be of commercial conflict of interest. Also, by a two-thirds vote of the Board, any member can be excluded from voting on a particular Board proposal if a commercial conflict of interest is determined to exist.

ARTICLE XI. PARLIAMENTARY CONDUCT

Section 1.

Unless otherwise specified herein, Roberts Rules of Order shall govern the procedures of the 1960 PC USERS GROUP for all the 1960 PC USERS GROUP meetings

RTICLE XII. AMENDMENTS

Section 1.

Amendments, changes or deletions to the 1960 PC USERS GROUP BY-LAWS may be made at any General Meeting; if this action is announced at least fifteen (15) days prior to the meeting The notice must clearly announce the date of the General Meeting at which the amendment vote will take place.

Section 2.

If action to amend, change or delete any part of these 1960 PC USERS GROUP BY-LAWS is contemplated at such a meeting, all members must be notified of that fact and all must receive a written copy of the proposed change or changes. This notice should normally be included in the monthly newsletter but in special situations may be accomplished by a special mailing. Email can be used only if it can be assured that the email reaches all of the members.

Section 3.

Each paid-up member may cast one (1) vote for proposed amendment(s)in person or by mail (by the announced date) and not by proxy.

Section 4.

A two-thirds vote of those present and voting at the designated meeting, or voting by mail, is required to adopt the amendment.(For required quorum, see Article VIII, Section 3.)

Section 5.

Any proposed amendment must first be presented to the Board of Directors by a Board Member or by an appointed committee or committee member appointed by the President. The proposed amendment must then pass vote of the Board of Directors before the notice as described above can be sent to the general membership.

END BY-LAWS