

# WASHINGTON AREA COMPUTER USER GROUP

## BYLAWS

### ARTICLE I – PURPOSE

1. To enhance the knowledge and interest in personal computers and associated hardware and software.
2. To promote educational and recreational aspects of computers in general.
3. To provide through its club meetings opportunity for the full and free discussion of topics of interest to its members.

### ARTICLE II – LOCATION

The principal office of the corporation shall be located in Northern Virginia. The corporation may have such other offices, either within or without the Commonwealth of Virginia, as the Board of Directors may designate.

### ARTICLE III – MEMBERS

Section 1. General: The membership of the corporation shall be open to any individual who subscribes to its purpose and is not in arrears in his or her dues.

Section 2. Dues: The dues shall be established by the Board of Directors at the beginning of each calendar year. (See Article V, *infra*.)

### ARTICLE IV – CORPORATION MEETINGS

Section 1. Regular Meetings: The Regular Meeting of the corporation shall normally be on the third Saturday of each month or as specified by the President.

Section 2. Annual Meeting: The Annual Meeting of the corporation shall be the January meeting.

Section 3. Procedures: All meetings shall be governed by Roberts Rules of Order (rev. 1978) except where superseded by the Bylaws.

Section 4. A quorum at any meeting shall be constituted by attendance of not less than twenty percent (20%) of the current membership.

### ARTICLE V – BOARD OF DIRECTORS

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors (Board).

Section 2. Composition: The Board shall consist of four members, each individually elected by a majority vote of corporation members counted at the Annual Meeting of the corporation and not more than 10 others as may be elected from time to time by majority vote

of the Board. The four Board members elected by vote of the corporation members shall be the President, Vice President, Treasurer, and Secretary.

Section 3. Meetings: Meetings of the Board may be called by its duly elected Chairman or upon the request of three (3) members of the Board communicated to the Chairman. The Annual Meeting of the Board shall take place in January of each year.

Section 4. Attendance: Two or more unexcused absences during any calendar year from Board meetings by any Board member actually notified thereof constitutes resignation.

Section 5. The Board shall appoint an audit committee to conduct a review of the Corporation's financial activities and report its findings to the Board within 60 days of appointment. The review of the financial records and accounts of the Corporation shall be performed at least every two years, and any time the Treasurer leaves office for any reason. The chair of the audit committee may not be any Corporation officer with signature authority for the financial accounts of the Corporation during the period under audit.

Section 6. Voting: Voting on amendments or for the organization's Board of Directors may be in person by ballot or show of hands, or by ballot submitted to a designated election commissioner via US Mail, courier, or electronic means, such as FAX, e-mail, or web. In the event of an uncontested election, candidates may be elected by acclamation in lieu of ballot.

## **ARTICLE VI – OFFICERS**

Section 1. Enumeration and Election of Officers:

a. Elected Officers — The elected Officers of the corporation shall be President, Vice-President, Secretary, and Treasurer. Candidates for officer positions shall be nominated by a Nominating Committee appointed by the President, and their names shall be published to the Board and the corporation thirty days prior to the Annual Meetings of the Board and the corporation. Candidates for officer shall stand for a specific, enumerated position. Vacancies prior to the Annual Meeting may be filled by majority vote of Board members in attendance at a regular Board meeting.

b. Appointed Officers — Head Librarian, Membership Chairman, Liaison Officers and other positions may be appointed by the President and approved by the Board as necessary.

Section 2. The President: The President shall preside at all meetings of the corporation. The President may, in the absence of the Treasurer, sign or endorse checks, drafts or notes. The President shall have the usual powers of supervision and management as may pertain to the office of the President and such other duties as may be designated by the Board.

Section 3. The Vice-President: The Vice President shall, in the absence of the President, assume all the powers and perform all duties of that office, on a temporary basis; shall serve as the purchasing agent for the Corporation — and in that capacity, receive all bills presented against the Corporation and shall certify them as true debts of the Corporation to be paid by the Treasurer. The Vice-President shall perform such other duties as assigned by the President or the Board.

Section 4. The Secretary: The Secretary shall keep Minutes of all meetings of the organization. The Secretary shall perform such other administrative functions as may be incidental to the office.

Section 5a. The Treasurer: The Treasurer shall maintain the bank account(s) of the Corporation and keep an accurate record of all receipts, disbursements, and other such records as directed by the Board, and using financial software such as Quicken. The Treasurer shall be responsible for filing corporate income tax forms as required.

Section 5b. The Treasurer shall disburse all funds authorized by the Board and shall collect all funds due the Corporation. Funds of the corporation shall be disbursed only through checks drawn on the Corporate account(s); such checks to be signed by the Treasurer or otherwise authorized officer.

Section 5c. At each regular meeting of the Board, the Treasurer shall report the total expenditures, contract obligations, balances, allotments, and other such reports as directed by the Board. The Treasurer shall prepare an annual financial report and present this to the Board by January 15<sup>th</sup> (prior to the first scheduled meeting of the new year).

The annual report shall be certified as correct by the Treasurer and President; and, on acceptance and approval by the Board, shall be presented to the corporation members in an official communication.

Section 6. The Head Librarian: The Head Librarian shall be responsible for maintaining the organization's software library in accordance with rules adopted by the Board.

Section 7. The Liaison Officer: The Liaison Officer shall be responsible for representing the organization at other computer organizations.

Section 8. Membership Chairman: The Membership Chairman shall be responsible for maintaining the membership records and shall be the point of contact for all new members.

## **ARTICLE VII – DISSOLUTION**

Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII – AMENDMENTS**

Section 1. The Board shall have the power to make, amend and repeal the Bylaws of the organization by a two-thirds vote of the Board at a regular or special Board Meeting. Any changes made by the Board to the Bylaws shall be published prior to the next regularly scheduled membership meeting.

Section 2. The members of the organization may propose to the Board amendments to the Bylaws. The Board shall report their actions at the next regularly scheduled membership meeting.

Section 3. Amendments may be proposed by petitions signed by not less than ten percent of the membership and submitted to the President by December 1. Such proposed amendments shall be published prior to the Annual Meeting of the corporation and shall be considered ratified if approved by a majority of the members present at the Annual Meeting.

The above Bylaws were adopted by the Board at its regular meeting on 22 February 1988 and amended on 16 May 1992, 13 May 1993, 16 July 2005, 19 November 2005, and 18 February 2012.