

BYLAWS OF THE NORTH COAST MACINTOSH USERS GROUP

ARTICLE I: NAME AND PURPOSE

1.01 The name of the Corporation shall be "North Coast Macintosh Users Group." (NCMUG). Its principal office for the transaction of business is located in Sonoma County, CA. The county of this office may be changed only by amendment of these Bylaws. The Board of Directors may however change the location of this office within Sonoma County by noting the changed address and effective date below, without amending these Bylaws: Dated: ?

1.02 The objects and purposes of the Corporation and the powers it shall have and may exercise are as follows:

a) The Corporation is organized for the express purpose of creating a charitable, literary, scientific and educational society dedicated to fostering the awareness of the public and its members of the broad range of function, utility, and flexibility personal computers can provide persons who have learned to master their use. The Corporation will be devoted exclusively to charitable, literary, scientific, and educational purposes which further promote the growth in knowledge of personal computers (in particular, the Apple Macintosh computer), and their myriad of uses for the betterment of the human condition.

b) Any and all items of equipment purchased with Corporation funds, or donated to the Corporation, will be used exclusively for Corporation activities to the benefit of all members. Upon dissolution of this Corporation, its remaining assets shall be distributed to a nonprofit group which is organized and operated exclusively for educational purposes and meets the requirements of appropriate codes for such nonprofit status by both State and Federal government agencies.

c) The Corporation specifically opposes the unethical or illegal usage of computer equipment or software. No assets of the Corporation, neither time nor funds, will be devoted in any way to furthering such activities.

ARTICLE II: MEMBERS

2.01 Any person who is interested in computers and their uses and who wishes to further the purposes of this Corporation may become a member of this Corporation by submitting a membership application and paying the yearly dues as required by these Bylaws.

2.02 A membership automatically expires after one (1) year unless it is timely renewed by payment of dues for another year.

2.03 Dues may be set by the Board of Directors and may be changed by them, but any such change shall not apply to dues already paid.

2.04 Membership is available in the following categories:

Individual

Business



- 2.05 An Individual or business member whose dues are current has all rights and privileges including admission to meetings, no fees for Special Interest Group (SIG) meetings, voting, eligibility for election to the Board of Directors, and a subscription to the NCMUG's newsletter.
- 2.06 Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE III: MEMBERSHIP MEETINGS

- 3.01 The annual business meeting of the members of this Corporation shall be called by the Board of Directors during February of each year.
- 3.02 Special business meetings of the members of this Corporation may be called by the Board of Directors, by the president, by action of the members at a regularly scheduled meeting, or by a petition signed by five (5) percent of the members and filed with the secretary at least thirty (30) days before the meeting.
- 3.03 Written notice of the time and place of each annual or special business meeting of members will be published on the front page of NCMUG's monthly newsletter and be distributed by mail or by electronic mail to each member entitled to vote at such meeting at least ten (10) days before the meeting. The notice of a special meeting must also state the general nature of the business to be transacted. As determined by its originator.
- 3.04 Only members of record as of the date of the annual or special business meeting of members shall be entitled to vote at that meeting.
- 3.05 A quorum at an annual or special business meeting of members is the lesser of five (5) percent of the members entitled to vote, or twenty (20) members. Any action shall be by at least a clear majority of the members present.
- 3.06 Regular educational meetings (generally monthly) may be established by the Board of Directors with the scheduled time and place published in the NCMUG's newsletter. Additional or alternative meetings may also be scheduled and as much advance notice will be given to all members as is practical for such meetings.

ARTICLE IV: BOARD OF DIRECTORS

- 4.01 The business and affairs of the Corporation shall be conducted under the direction of the Board of Directors. Every Director shall have the right to inspect the records and property of the Corporation.
- 4.02 The Board of Directors shall consist of the following officers; President, Vice President, Secretary, Treasurer, and Newsletter Editor. Officers shall be elected for a two (2) year term in each even numbered year by the members at the annual meeting of members (held in February each year). They shall take office at the end of the meeting, and shall serve until their successors are elected and qualified. Such elections shall be conducted according to the procedures described in the current edition of "Robert's Rules of Order."

- 4.03** Up to ten (10) Directors at Large, may be appointed by the Board of Directors to serve as Directors. The number of Directors shall be no more than fifteen(15). Directors at Large shall be appointed by a two thirds (2/3) vote of the elected Board of Directors and will serve until the next regular election of officers at the annual business meeting held in February.
- 4.04** Tasks assigned to appointed Directors at Large may include but not be limited to: recording secretary, public relations representative, webmaster, memberlist facilitator and/or vendor relations. Tasks assigned to Directors at Large may be changed or amended by the Board of Directors without notice.
- 4.05** If a vacancy occurs among the elected members of the Board of Directors, the remaining members of the board may nominate a candidate to fill the vacancy. The nomination will be ratified at the next regularly scheduled general meeting.
- 4.06** If a vacancy occurs among the appointed Directors at Large, the Board of Directors may appoint a member in good standing to fill the vacancy.
- 4.07** All elected and appointed members of the Board of Directors must be members of the Corporation during their entire term of office.
- 4.08** One third (1/3) of the authorized number of directors, but not less than five (5) shall constitute a quorum of the Board of Directors. Any action taken shall be by at least a clear majority of the Directors present.
- 4.09** Immediately after the annual meeting of members, the newly elected Board of Directors shall hold a meeting. Call and notice of such meeting is hereby dispensed with.
- 4.10** The Board of Directors will hold regular monthly meetings at such times and places as may be determined from time to time by resolution of the board. Call and notice of such meetings is hereby dispensed with. All members of NCMUG are encouraged to attend meetings.
- 4.11** Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary or by any two (2) Directors. Notice of the time and place of each meeting shall be delivered to each Director personally at least forty eight (48) hours before the meeting, or written notice will be mailed first class mail to their last known address at least three (3) business days before the meeting.
- 4.12** The transactions of any meeting of the Board of Directors, no matter how it is called and noticed, and wherever it is held, are as valid as though transacted at meeting held after due notice and call, if a quorum is present and each Director not present shall, either before or after the meeting, sign a waiver of notice and sign a consent to the holding of the meeting and any actions taken. Such waivers, consents and approvals shall be filed with the minutes of the proceedings of the Board of Directors and made a part of the minutes of the meeting.

ARTICLE V: DUTIES OF OFFICERS

- 5.01** The officers of this Corporation shall be President, Vice President, Secretary, Treasurer, and Newsletter Editor. The five (5) officers named in this section shall be elected in the manner set forth in Section 4.02.
- 5.02** Subject to the control of the Board of Directors, the President shall have general supervision, control and direction of the business and affairs of this Corporation.
- 5.03** In the absence or disability of the President, the Vice President shall perform the duties of the President.
- 5.04** The Secretary shall keep the membership book, give notice where required by these Bylaws, have custody of the seal and affix it as may be required, and also has whatever other duties and powers the Board of Directors decides. A Member-at-Large shall be appointed to keep minutes of the Board of Directors meetings.
- 5.05** The Treasurer shall keep accurate records of all receipts and disbursements, report on the financial condition at each regular Board of Directors meeting and at the annual membership meeting, file all required reports with the State of California and the Internal Revenue Service, and also has whatever other powers and duties the Board of Directors may decide.
- 5.06** The Newsletter Editor shall produce a monthly newsletter containing articles of interest to members. The newsletter will be available to members in a paper version distributed by U. S. mail or electronically to those members who elect that choice.

ARTICLE VI: FINANCES

- 6.01** All monies shall be deposited in the financial institutions chosen by the Board of Directors.
- 6.02.** Money may be drawn from the Corporation's financial account(s) only by the signature or signatures of officers authorized to do so by the Board. All expenditures shall require two (2) signatures. Expenditures for items and / or services costing over five hundred (\$500) dollars shall be placed on the agenda of a meeting of the board and approval given by a majority of the directors present prior to the expenditure.
- 6.03** Officers and Directors at Large shall not receive any salary or other compensation for their services as directors or officers, although actual expenses incurred in doing the Corporation's business as approved by the Board of Directors may be reimbursed, provided the expenses were pre-approved by the Board of Directors and receipts for said reimbursements are submitted for payment in a timely fashion.
- 6.04** The accounting fiscal year shall be the calendar year ending December 31.

ARTICLE VII: AMENDMENTS

- 7.01** These Bylaws shall be amended by the Board of Directors and passed by a majority vote of the members present at an annual or special business meeting of members, called by the Board of Directors.
- 7.02** Members reserve, specifically, the right to amend any bylaw which affects their voting rights, or changes either the number of presiding directors or compensation of said directors, and all amendments to the Articles of Incorporation.

ARTICLE VIII: ESTABLISHMENT OF A GRIEVANCE COMMITTEE

- 8.01** The Board of Directors will appoint a five (5) member Grievance Committee. The committee shall contain at least one member of the Board of Directors to act as a committee chairperson. The remaining four (4) members must be NCMUG members of good standing and members of the organization for a minimum of one (1) continuous year.
- 8.02** Any regular member in good standing having a grievance shall submit the grievance in writing to the President, setting for the grievance procedure. The President shall submit the same to the Grievance Committee for investigation and action if required. If the grievance is about or concerns the President, the grievance must be directed to the Secretary who will in turn submit it to the Grievance Committee Chairperson.
- 8.03** All findings of the Grievance Committee shall be submitted to the Board of Directors for resolution and recorded in the minutes of the meeting. Any matter not resolved by the Board of Directors shall be presented, with recommendations, to the general membership present at a regular meeting within three (3) months of the first filing of the grievance.
- 8.04** If a grievance is presented to the general membership, a two-thirds vote from the regular members attending the meeting must be obtained before any actions is taken.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of North Coast Macintosh Users Group, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of five pages, as the Bylaws of this corporation.

Dated: April 20, 1993

CERTIFICATE This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: April 20, 1993



Updated and approved April 12, 2000
Lorene S Romero, President, North Coast Mac Users Group

Updated and approved July 14, 2001
Lorene S. Romero, President, North Coast Mac Users Group.

Updated and approved March 11, 2003
Ronnie Roche, President, North Coast Mac Users Group

Updated and approved November __, 2004
Lorene S. Romero, President, North Coast Mac Users Group