

Bylaws of the Mid-Hudson Computer User Group

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Article I: Name

The name of the organization is: Mid-Hudson Computer User Group. Within these bylaws, this organization is referred to as the "MHCUG."

Article II: Purpose

The Mid-Hudson Computer User Group is a nonprofit educational organization which promotes activities encouraging the use of computers by its members. Such activities include education, entertainment, experimentation, and services for MHCUG members and the Mid-Hudson commu-

nity. The MHCUG encourages professionalism and technical competence.

Membership services may include a bulletin board system (BBS), discount and group purchases, hardware construction, information exchanges, newsletters, software libraries, special interest groups (SIG's), and swap meets.

Article III: Organization

The MHCUG is organized on four levels:

- A. Members
- B. Officers
- C. Board of Directors
- D. Contractors and Employees

Section III-A: Members

Classes: There are two classes of membership - member and student member.

Member: Any individual who is interested in computers and who supports the purpose of the MHCUG can become a member upon payment of the corresponding dues. Other family members whose personal residence is at the same address as a paid-up full member can also enroll as members without payment of additional dues.

Student Member: Any individual under the age of 25 who is a full-time student can become a student member upon payment of the corresponding reduced dues.

Voting: During a meeting when a membership vote is called, any member or student member may vote.

Section III-B: Officers

The MHCUG has five elected officers: President, Vice President - Programs, Vice President - Activities, Secretary and Treasurer. The officers are voting members of the Board of Directors.

Any member, other than a student member, may be an officer.

Duties of Officers:

President: The President is the chief executive officer, chairs the Board of Directors, and is ex officio a member of all committees. Since the MHCUG has two Vice Presidents, the President will appoint one of them to act as President during his or her absence.

Vice President - Programs: This Vice President is responsible for the programs presented at MHCUG meetings and for meeting facilities.

Vice President - Activities: This Vice President is responsible for initiating events and overseeing the beginning of new activities.

Secretary: The Secretary publishes the minutes of member meetings and handles the MHCUG's correspondence. In addition, the Secretary does the annual inventory of all capital equipment and property owned, leased, and borrowed by the MHCUG. The capital equipment report is given at the Annual Meeting and published for the MHCUG members.

Treasurer: The Treasurer shall have custody of all financial books and papers; collect all dues, fees, and revenue from events; and have charge of all funds via bank, saving and investment accounts approved by the Board of Directors. Such money shall only be withdrawn by a check signed by the Treasurer or President for the payment of bills approved by the Board of Directors. The Treasurer shall prepare financial reports for the MHCUG Annual Meeting, as well as any tax or other reports required by law. The Treasurer has membership oversight, which includes receiving dues, maintaining the mailing list, and providing mailing labels. The Treasurer also provides the records needed by the Audit Committee for their semiannual audit.

Term: Officers are elected for a term of one year beginning January 1 and ending December 31. Officers shall hold only one office at a time. Officers may hold the same office for no more than three consecutive terms.

Delegation: Although the elected officers are ultimately responsible, the officers may delegate their responsibilities to other MHCUG members, contractors, and employees.

Resignations: An officer other than the President may resign by presenting a letter of resignation to the President. The President may resign by presenting a letter of resignation to a Vice President.

Vacancies: Officer and member-at-large vacancies may be filled for the remainder of the current year by the Board of Directors.

Section III-C: Board of Directors

Purpose: The Board of Directors manages the MHCUG and oversees all activities.

Chair: The President chairs the Board of Directors.

Members: The 14 voting members of the Board of Directors are:

- Elected officers.
- Most recent Past President.
- Eight elected directors.

Directors: The eight elected directors represent the membership in the business dealings of the organization. They may have other responsibilities assigned by the Board of Directors. Directors serve for a term of 2 years with four directors elected each year. There is no limit on the number of terms to which a member-at-large may be elected.

Quorum: A quorum requires at least three members of the Board of Directors, one of whom must be an elected officer.

Meetings: The Board of Directors shall meet at least every three months beginning in January.

Reporting: The President may report the time, place, and actions taken at subsequent MHCUG meetings.

Scheduling: The President should call Board of Directors meetings; however, the meetings can be called by any officer.

Notice: For normal business, at least one week before the meeting, the calling officer publishes the date, time, place, and agenda to the members of the Board of Directors. Meeting notices are not sent to MHCUG members.

Attendance: Any MHCUG member may attend meetings of the Board of Directors. Any member of the Board of Directors may invite anyone to attend who may add something to the discussions.

Money: The Board of Directors oversees the expenditure of money by the committee chairs; however, committee chairs can spend money only when the expense either is contained in the adopted budget or has been approved by vote of the Board of Directors.

Executive Sessions: Any officer may call the MHCUG officers into a closed executive session to discuss organizational and personnel matters.

Section III-D: Contractors and Employees

In managing an active, diverse, and large club, the Board of Directors may contract for services and hire full or part-time employees to handle MHCUG business, such as an Executive Director, BBS Manager, or newsletter staff. The contract and job description is negotiated by the Board of Directors with the contractor or person being hired. Contractors and employees may or may not be MHCUG members, but they cannot be current members of the Board of Directors.

Article IV: Dues

Term: Annual dues run from the quarter in which they are initially paid until the end of the same quarter of the following year. Members may pay dues for up to three years in advance.

The dues for full and student members are proposed by

the Board of Directors, published, and then voted on by the membership at the next meeting following publication.

Effective Date: Any dues change approved by a vote of the membership must specify the quarter of the year during which it will become effective.

Nonpayment of Dues: After the Treasurer has made a reasonable effort to notify a member and the member has not paid dues by the end of the quarter in which the money is due, the member's name is removed from the member-

ship roster.

Delinquent Officer or Chair: Any officer, member-at-large, or committee chair who has not paid his or her dues on time has in effect resigned the position.

Article V: Nomination of Officers and Directors

Nominating Committee: The President shall appoint between three and seven MHCUG members to form a Nominating Committee. Current members of the Board of Directors may not serve on this committee.

Purpose: The Nominating Committee recruits candidates for election as officers and directors of the Board of Directors. The committee shall secure the agreement of each candidate to serve if elected.

Positions to Be Filled: The Nominating Committee shall recruit candidates for all positions which become vacant at the end of the current year. Normally this includes all the

officers and four directors to be elected for a 2-year term. If there are additional vacancies for directors, the Nominating Committee shall designate which candidates will serve 1 year or 2 years.

Announcement of Candidates: The Nominating Committee announces the candidates at the meeting before the Annual Meeting at which the election is to take place. The list of candidates is then published for MHCUG members before the election.

Nominations from the Floor: At the Annual Meeting, MHCUG members may nominate other MHCUG members.

Article VI: Business Meetings

Frequency: The MHCUG holds at least one meeting every three months. The date, time and place are set by the Board of Directors.

Notices: The date, time, place, and program for all meetings will be published for MHCUG members.

Quorum: A quorum requires the lesser of ten MHCUG members or ten percent of the current MHCUG membership plus one elected officer.

Rules: Procedures approved by the MHCUG members take precedence over Robert's Rules of Order. (For example, the membership may limit the length of the business portion of a meeting.)

Motions: Motions are submitted in writing. (In the interest of keeping the business portion of the meeting short, motions may be deferred to the Board of Directors for further study and returned to the next meeting as Old Business with a position statement from the Board of Directors.)

Article VII: Annual Meeting

Frequency: A business meeting is held in December for the election of officers and directors and for the presentation of annual reports. The date, time, and place are set by the Board of Directors.

Meeting: As a minimum, the program includes:

1. Regular business as needed.
2. President's and Vice Presidents' Activity Reports.

3. Treasurer's Report.
4. Capital Equipment Inventory Report.
5. Report of all committee chairs
6. Election of officers and directors.
7. Introduction of the new officers and directors.

The reports will be published for the MHCUG members.

Article VIII: Special Meetings

Petitions: MHCUG voting members may petition for a special meeting. The petition must contain the signatures of the lesser of ten MHCUG voting members or ten percent of the current MHCUG voting membership. The petition may

be presented to any officer.

Purpose: The petition must state the purpose of the meeting.

Rules: Rules of a regular business meeting are used.

Article IX: Committees

Appointments: The President appoints and discharges all committee chairs. A committee chair is responsible to the President and through the President to the Board of Directors. Subcommittees may be formed by any officer or committee chair.

Chair Term: The term of a committee chair does not exceed the current term of the President who appointed the chair. Subcommittee chairs likewise leave office at the end

of the term.

Chair Resignation: A committee chair resigns by presenting a letter of resignation to the MHCUG President. A subcommittee chair may resign by discussing it with the committee chair.

Responsibilities: A committee chair calls and presides over committee meetings. The committee chair is accountable to the Secretary for all property entrusted to the committee.

Article X: Financial

Budget: The Treasurer with the help of the Board of Directors prepares an annual budget for adoption by the Board of Directors. This budget is published for the information of the MHCUG members. The budget is adopted by vote of the Board of Directors.

Reserve Fund: The Board of Directors should strive to maintain 1 to 1.5 times the annual budget in a reserve fund to cover unforeseen expenses.

Oversight: Because equipment may be costly, the MHCUG often has considerable funds on hand for future purchases. The Treasurer oversees all funds and is prohibited from spending money until the expenditure is approved

by the Board of Directors.

Accountability: The Treasurer will make a Financial Report at the Annual Meeting.

Audits: Financial audits are performed every six months by an auditing committee consisting of voting MHCUG members who are not current members of the Board of Directors or committee chairs. The auditing committee is appointed by the Board of Directors. The committee shall report within 45 days of the end of each six-month period. The auditing committee also verifies that all tax and other reports required by law have been duly prepared and submitted by the Treasurer.

Article XI: Amendment of Bylaws

Amending these bylaws is accomplished by completing the following process:

1. Any MHCUG voting members may propose an amendment. The amendment must be given to the Secretary in writing before the meeting in which the amendment is proposed.
2. The amendment is tabled for review by the Board of Directors.

3. The amendment shall be published before the meeting when the MHCUG members vote on it.

4. The amendment is presented again as old business at a following MHCUG meeting. The Board of Directors reports and gives its recommendation and alternatives.

5. The MHCUG membership then discusses the amendment before voting. The amendment must pass by a two-thirds vote of MHCUG voting members present.

Article XII: Catch-All

The Board of Directors shall handle anything not covered in these bylaws.

History

10-08-92: Approved by the Micro Computer Club membership unanimously.

11-05-94: Revised to provide for associates.

09-21-95: Revised draft considered by the Advisory Committee in connection with the Club's transition to a community-based user group.

10-12-95: Motion to present this revision to the November meeting for adoption.

11-09-95: By-laws voted on at general meeting and adopted.

Motion for Meeting of November 9, 1995

The following motion was made at the November 9, 1995 meeting by Werner Buchholz, who drafted the original by-laws. The motion carried and the changes are contained in

this copy of the by-laws.

“Whereas the draft bylaws published in the November 1995 newsletter and on the BBS have been reviewed and approved by our attorney, I move their adoption with the following changes and clarifications:

1. Insert the name “Mid-Hudson Computer User Group, Inc.” or the abbreviation MHCUG.
2. Replace the term “Governing Board” with “Board of Directors.”
3. Replace the term “members-at-large” with “directors.”
4. In Section III-B: Officers, insert the sentence: “The officers are voting members of the Board of Directors.”
5. In Section III-C: Board of Directors, change the third sentence to begin: “MEMBERS: The 14 voting members of the Board of Directors are...””

Substantive Changes

Substantive changes to the original bylaws are:

- * The group is a nonprofit educational organization.
- * References to the IBM Corp. and the IBM Club are deleted.
- * References to “personal computer” are replaced by “computer.”
- * “Advisory Committee” is changed to “Governing Board.”
- * The Governing Board consists of 5 officers and 8 directors.
- * Directors serve for 2 years with staggered terms.
- * The Governing Board is fully responsible for financial

matters.

- * The separate Executive Committee is dropped.
- * The Governing Board may hold executive sessions.
- * Two classes of membership: full and student (under 25).
- * Family members pay no extra dues.
- * Any (full, family, or student) member can vote, no age limit.
- * Dues are voted on by members but are not made part of bylaws.
- * The Associates category is dropped. Associates become full members.
- * An Auditing Committee is added.