

# MOUNTAIN COMPUTER USERS GROUP

## Constitution & By-Laws

### Table of Contents

CONSTITUTION.....	3
ARTICLE 1: NAME.....	3
ARTICLE 2: PURPOSE .....	3
ARTICLE 3: MEMBERSHIP.....	4
ARTICLE 4: RIGHTS OF MEMBERSHIP .....	4
ARTICLE 5: DUES.....	4
ARTICLE 6: OFFICERS.....	4
ARTICLE 7: BOARD OF DIRECTORS .....	5
ARTICLE 8: GENERAL MEETINGS.....	5
ARTICLE 9: BOARD OF DIRECTORS MEETINGS.....	5
ARTICLE 10: ELECTIONS.....	5
ARTICLE 11: FISCAL CONSIDERATIONS .....	6
ARTICLE 12: STANDING RULES .....	6
ARTICLE 13: CONFLICT OF INTEREST .....	6
ARTICLE 14: AMENDMENTS .....	7
ARTICLE 15: VALIDITY .....	7
BY-LAWS.....	8
ARTICLE 1: NAME.....	8
ARTICLE 2: MEMBERSHIP.....	8
ARTICLE 3: DUES .....	8
ARTICLE 4: OFFICERS .....	8
ARTICLE 5: BOARD OF DIRECTORS .....	10
ARTICLE 6: SPECIAL INTEREST GROUPS (SIGS).....	11
ARTICLE 7: CHAIRMEN .....	12

<b>ARTICLE 8: EXECUTIVE COMMITTEE.....</b>	<b>12</b>
<b>ARTICLE 9: QUORUM .....</b>	<b>13</b>
<b>ARTICLE 10: PARLIAMENTARY CONDUCT .....</b>	<b>13</b>
<b>ARTICLE 11: ELECTIONS .....</b>	<b>13</b>
<b>ARTICLE 12: FINANCIAL MANAGEMENT.....</b>	<b>13</b>
<b>ARTICLE 13: AMENDMENTS .....</b>	<b>14</b>

# **MOUNTAIN COMPUTER USER GROUP, Inc.**

## **CONSTITUTION**

### **ARTICLE 1: NAME**

**Section 1.** The name of this organization shall be the MOUNTAIN COMPUTER USER GROUP, Inc. hereafter referred to as MCUG.

### **ARTICLE 2: PURPOSE**

**Section 1.** The purposes of the MCUG are as follows:

- A. To provide a forum for members of the personal computer users community for their mutual benefit, increased understanding and better utilization of personal computers.
- B. To encourage experimentation and research in the current and potential uses of the personal computers.
- C. To provide an opportunity for all users of the personal computer to exchange ideas, knowledge and experience for the enrichment of all concerned.
- D. To provide an opportunity for both formal and informal education in computer application, hardware and software technologies.
- E. To provide a medium of communication with user groups in other areas.
- F. To provide an opportunity for the formation of special interest groups (SIGs).
- G. To provide a medium for the exchange of public domain software. The illegal copying, use, or distribution of software will not be condoned.
- H. To assist members in acquiring computer hardware and software.
- I. To promote the effective interchange of ideas between members and vendors of personal computer hardware and software.

### **ARTICLE 3: MEMBERSHIP**

**Section 1.** Membership in the MCUG shall not be denied to anyone based upon race, creed, color, sex, or religion.

**Section 2.** Membership In this organization is open to anyone interested in the personal computer. Ownership of a personal computer is not a prerequisite for membership.

### **ARTICLE 4: RIGHTS OF MEMBERSHIP**

**Section 1.** Each member household is entitled to one copy of the MCUG publication as issued.

**Section 2.** Each member is entitled to cast one vote in any election or MCIJG activity that requires general membership approval.

### **ARTICLE 5: DUES**

**Section 1.** Dues shall be collected annually from members as specified in the by-laws.

### **ARTICLE 6: OFFICERS**

**Section 1.** Officers of the MCUG shall consist of the following:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

At the discretion of the Board of Directors, the offices of Secretary and Treasurer can be combined.

**Section 2.** The term of office for all officers is one year, commencing January 1.

**Section 3.** With the concurrence of the Board of Directors, the officers shall execute the business of the MCUG as provided in the by-laws.

## **ARTICLE 7: BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of the following individuals:

- A. All Officers of the MCUG.
- B. Immediate Past President.
- C. Publications Editor.
- D. Four other members, at large, as elected by the membership, who will serve for two years on an alternating basis. Terms of office for positions 1 and 3 will expire on odd years and positions 2 and 4 will expire on even years.

**Section 2.** In all Board of Directors' decisions, each individual member shall cast one vote.

## **ARTICLE 8: GENERAL MEETINGS**

**Section 1.** General meetings shall be held monthly or as directed by the Board of Directors.

**Section 2.** The number of general meetings shall be determined by the Board of Directors.

## **ARTICLE 9: BOARD OF DIRECTORS MEETINGS**

**Section 1.** Board of Directors' meetings shall be held annually or as directed by the Board of Directors.

## **ARTICLE 10: ELECTIONS**

**Section 1.** General elections for MCUG officers shall be held annually.

**Section 2.** Elections shall be conducted according to the MCUG By-laws.

**Section 3.** Candidates for office shall be MCUG members in good standing.

## **ARTICLE 11: FISCAL CONSIDERATIONS**

- Section 1.** The MCUG shall be a not-for-profit organization in accordance with provisions of the Federal Internal Revenue Code, Section 501 C 3, Educational.
- Section 2.** An independent audit of the MCUG's financial records shall be made annually by individuals designated by the President with the approval of the executive committee.
- Section 3.** In the event of dissolution of the MCUG, all assets shall be transferred in accordance with the applicable US Code and Georgia state law.

## **ARTICLE 12: STANDING RULES**

- Section 1.** Any rules for general government of the MCUG not specifically covered in the foregoing articles shall be set forth in the by-laws.
- Section 2.** No By-laws or other rules of the MCUG shall take precedence over the Constitution.

## **ARTICLE 13: CONFLICT OF INTEREST**

- Section 1.** No member of the Board of Directors shall accept any pay for serving as a member of the Board of Directors
- Section 2.** The terms of any financial agreement between the MCUG and a current member of the Board of Directors, or a person who has served on the Board of Directors within a year prior to the agreement, or a candidate for election or appointment to the Board of Directors must be fully disclosed to the general membership.
- Section 3.** Any member of the Board of Directors who has material interest in an issue being decided by the Board of Directors may not vote on questions related to that issue.

## **ARTICLE 14: AMENDMENTS**

**Section 1.** A general or special meeting shall be called by the Board of Directors for the purpose of amending this Constitution or, MCUG By-laws.

**Section 2.** Each general member may cast one vote on the proposed amendments.

**Section 3.** This constitution shall be amended only by a two-thirds vote of those present and voting at the meeting specified in Section 1 of this article.

**Section 4.** Notice of proposed amendments must be published to all general members prior to the meeting specified in Section 1 of this article

## **ARTICLE 15: VALIDITY**

**Section 1.** The invalidity of any part of this Constitution shall not impair or otherwise affect in any manner the validity, enforceability, or intent of the balance of this Constitution.

**MOUNTAIN COMPUTER USER GROUP, Inc.**

**BY-LAWS**

**ARTICLE 1: NAME**

**Section 1.** The official abbreviation for the Mountain Computer User Group shall be MCUG.

**ARTICLE 2: MEMBERSHIP**

**Section 1.** Membership is restricted to individuals only. Companies, corporations etc., cannot be enrolled as members of the MCUG.

**Section 2.** Membership privileges extend to two members of a household, each with a voting privilege.

**ARTICLE 3: DUES**

**Section 1.** Annual dues for regular membership shall be set by the Board of Directors.

**Section 2.** Any member of the MCUG who has not paid his or her yearly dues by the end of the month of the due date shall be removed from the membership roster,

**ARTICLE 4: OFFICERS**

**Section 1.** All officers shall be elected from the general membership according to the procedures set forth in Article 11 of the by-laws.

**Section 2.** General responsibilities of MCUG officers are to:

- A. Conduct day-to-day business.
- B. Preserve the assets of the MCUG.
- C. Section 3. Specific duties of MCUG officers are as follows:
  - A. The President shall:
    - I. Serve as the Chief Executive Officer of the MCUG.

2. Be responsible for the general conduct of the MCUG.
3. Conduct all Board of Directors meetings and other special meetings as called by the Board of Directors.
4. Recommend appointment and/or removal of officers or directors, as required.
5. Designate and appoint committee chairmen as required.
6. Call Executive Committee meetings.
7. Appoint nominating committee, in September to present a slate of officers at the November general meeting.
8. Ensure that an independent audit of the MCUG finances is conducted annually.

B. The Vice President shall:

1. Serve in the place of the President in his absence.
2. Serve as the President for the remainder of the President's term if the office of the President is vacated.
3. Manage the activities of the Special Interest Groups to include monitoring their status within the MCUG. (See Article 6)

C. The Secretary shall:

1. Maintain records of MCUG business.
2. Document decisions made by the Board of Directors.
3. Notify appropriate members of scheduled meetings.

D. The Treasurer shall:

1. Maintain accurate financial records of the MCUG. Records shall include all receipts and disbursements for the MCUG.
2. Reimburse members for general MCUG expenses and capital expenditures.
3. Publish an annual financial report for the MCUG.

4. Provide financial reports of the MCUG to the Board of Directors at least quarterly.

5 Conduct an annual inventory of capital assets.

**Section 4.** Removal of an officer or director from his or her elected position can be accomplished by a two-thirds majority vote of the Board of Directors. The officer or director, in question, has the right to present a case for consideration and final resolution by the general membership. Notice of these proceedings shall be given at least 30 days in advance.

## **ARTICLE 5: BOARD OF DIRECTORS**

**Section 1.** General duties and responsibilities of the Board of Directors shall include:

- A. Establish policy for the MCUG.
- B. Approve the MCUG budget.
- C. Make public any oral or written communication on behalf of the MCUG.
- D. Sponsor meetings in the name of the MCUG.

**Section 2.** Specific duties of the Board of Directors shall include:

- A. Establish the amount of membership dues.
- B. Recognize, approve, and facilitate the formation of new Special Interest Groups.
- C. Confirm the President's appointments of committee chairmen.
- D. Appoint officers to fill unexpired terms of office whenever an office, other than that of the President, becomes vacant.
- E. Remove an officer from his or her elected position by a two-thirds majority vote of those present and voting.

**Section 3.** The following guidelines shall apply to Board of Directors meetings:

- A. Regular meetings will be held annually or as otherwise directed by the Board.
- B. All members of the Board of Directors will be notified of the time and place of board meetings at least five (5) working days prior to the meeting unless meetings are scheduled for the same time and place each month.

- C. Special meetings may be held at the request of any four (4) members of the Board. Notification requirements are as specified in Section 3B.
- D. Officers or Directors having three (3) unexcused absences from board meetings can be recommended for removal by the President.

**Section 4.** If the MCUG general membership has not adopted an official position on a MCUG matter, any public statement or position held by the Board of Directors shall be clearly labeled as that of the Board alone.

## **ARTICLE 6: SPECIAL INTEREST GROUPS (SIGs)**

**Section 1.** Special Interest Groups are formed to support the purpose of the MCUG in a specific area which has not already been addressed or which needs greater emphasis.

**Section 2.** Membership in SIGs is open to all members of the MCUG.

**Section 3.** A SIG chairman shall be chosen from members of the SIG. Specific duties and responsibilities of a SIG chairman include:

A. Presenting appropriate documentation to the Board of Directors for approval and official recognition of the SIG.

B. Attending, or sending a representative to attend, Board of Directors meetings, as directed. A report of current SIG activities must be presented at the meetings.

C. Maintaining an up-to-date roster of active SIG members.

**Section 4.** A SIG becomes a recognized unit within the MCUG when the following takes place:

A. A meeting is held to discuss the formation of a SIG. All interested parties are invited.

B. The following documents are prepared and presented to the Board of Directors:

1. A proposed SIG Charter which includes:

a. An outline of the purposes, interests and activities of the SIG.

b. Identification of the SIG Chairman.

2. An estimate and analysis of any expense or anticipated revenue

associated with the activities of the SIG.

3. A description of the SIG for the MCUG newsletter.

C. The Board of Directors votes and formally recognizes the SIG.

**Section 5.** In order for a SIG to maintain recognition by the Board of Directors, the following is required:

A. The SIG Chairman must submit SIG membership rosters at least annually

B. The SIG Chairman or designated representative must attend at least one Board of Directors meeting, each quarter.

C. The SIG must perform one of the following functions during the course of each year:

1. Give a presentation at a general monthly meeting,

2. Provide an article for the MCUG newsletter.

3. Conduct a training seminar.

#### **ARTICLE 7: CHAIRMEN**

**Section 1.** Subject to confirmation by the Board of Directors, the President shall appoint the following:

A. Program Chairman.

B. Publications Editor.

C. Vendor Liaison for coordination of receipt, analysis and review of software programs/manuals.

**Section 2.** The President may appoint additional chairmen for specific tasks subject to approval by the Board of Directors.

**Section 3.** Chairmen serve at the pleasure of the Board of Directors.

**Section 4.** Duties and responsibilities of each chairman shall be defined by the chairman with the approval of the Board of Directors.

#### **ARTICLE 8: EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee is composed of all MCUG officers.

**Section 2.** The President may call meetings of the Executive Committee to handle day-to-day MCUG business and discuss issues prior to presentation at a Board of

Directors meeting.

## **ARTICLE 9: QUORUM**

**Section 1.** A quorum of the Board of Directors shall consist of five (5) board members present at a board meeting.

**Section 2.** At any general meeting, the members present shall constitute a quorum.

## **ARTICLE 10: PARLIAMENTARY CONDUCT**

**Section 1.** Unless otherwise specified, Robert's Rules of Order, Twenty. First Century Edition, edited by the Princeton Institute and published in 1995, shall govern the procedures of MCUG meetings.

## **ARTICLE 11: ELECTIONS**

**Section 1.** Elections shall be held for MCUG officer and director positions during the month of November.

**Section 2.** Elections to office shall be by popular vote.

**Section 3.** Elections shall be by ballot distributed to all general members present.

**Section 4.** Each member present and in good standing may cast one vote.

**Section 5.** All newly elected officers and directors shall take office on January 1.

## **ARTICLE 12: FINANCIAL MANAGEMENT**

**Section 1.** The fiscal year of the MCUG shall commence January 1 and end on December 31.

**Section 2.** All MCUG activities that conduct regular financial transactions shall operate within a budget approved by the Board of Directors.

**Section 3.** All MCUG activities that independently manage finances shall provide the Treasurer the following:

A. A monthly financial statement

B. A proposed budget of anticipated income and expenditures on a quarterly basis.

**Section 4.** All expenditures in excess of \$60 must be approved, in writing, by the Executive Committee.

**Section 5.** All disbursements made by check shall require the signatures of two (2) of the following officers: Treasurer President or Vice President.

**Section 6.** General MCUG expenses shall be reimbursed by the Treasurer. Receipts for expenses must be provided.

**Section 7.** Revenues accruing to the MCUG shall be used in the public interest

**Section 8.** A financial audit disclosing the fiscal condition of the MCUG as of December 31 shall be published in the MCUG newsletter not later than the March issue.

### **ARTICLE 13: AMENDMENTS**

**Section 1.** A general or special meeting shall be called by the Board of Directors for the purpose of amending these by-laws.

**Section 2.** All general members present may cast one vote on the proposed amendments.

**Section 3.** These by-laws shall be amended only by a two thirds vote of all those present and voting at the meeting specified in Section 1 of this article.

**Section 4.** Notice of proposed amendments must be published to all general members prior to the meeting specified in Section 1 of this article.