

**BY-LAWS**  
**Plateau PC Users Group, Inc.**

**ARTICLE I. NAME AND STRUCTURE**

The name of this corporation is Plateau PC Users Group, Inc. hereinafter referred to as PPCUG or the Club. PPCUG is a nonprofit corporation organized under the laws of the State of Tennessee.

**ARTICLE II. MISSION**

Section 1. PPCUG is designed to assist residents of Cumberland County to become better acquainted with their computers and the Internet and with the work they can accomplish; to provide a forum for discussions of computer activity and for the solving of computer/Internet related problems; and to provide education and support for the County and surrounding areas in the use of computers/Internet.

Section 2. PPCUG 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. PPCUG is a computer/Internet educational organization and does not practice or advocate any particular religious or political agenda, or champion any cause not associated with computers or the Internet. Although PPCUG may feature commercial computer products in meetings and allow advertising of various types in the monthly PPCUG Gazette, the PPCUG does not endorse any commercial product or service provider.

Section 4. PPCUG will maintain a technical library of software and educational materials and equipment that is for the use of the PPCUG membership.

Section 5. PPCUG will publish a newsletter, herein called the PPCUG Gazette or Gazette, for each month that there is a General Meeting of the PPCUG.

**ARTICLE III. MEMBERSHIP**

Section 1. Membership is open to individuals, families, students and businesses.

Section 2. Membership in the PPCUG is open to anyone interested in personal computers, the Internet and/or handheld electronic computing devices and shall not be denied to anyone based upon race, creed, sex and religion.

Section 3. The PPCUG has four memberships: individual, family, student and business or corporate. Except as stated in Section 4. of this article, each member of the family has the same rights and privileges of an individual member. The student member has the same rights and privileges of an individual member. The business membership shall designate one person who will have the rights and privileges of an individual member.

Section 4. Each membership is entitled to cast one vote in any PPCUG election or activity that requires general membership approval.

Section 5. Anyone under the age of sixteen may become a Student Member and his/her dues shall be approximately one-third that of full members. Student members are entitled to vote in the same manner as any other member.

Section 6. Dues: The dues amount will be determined by the Board of Directors as part of the annual budget process. Only those members whose dues are fully paid up may vote or hold office.

Section 7. The Board of Directors can expel any member for good cause, but such expulsion is not final until ratified by a two-thirds vote of the membership of those in attendance at a general meeting of the membership.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the following members of the PPCUG.

- A. All Officers of the PPCUG.
- B. The immediate past President of the PPCUG, provided that the president does not succeed himself.
- C. A minimum of two and a maximum of ten members elected at large from the membership to serve as Directors at Large.

Section 2. Specific duties of the Board of Directors include the following:

- A. Conduct the business of the PPCUG and make all decisions according to these bylaws and any amendments thereto.
- B. Establish annual membership dues.
- C. Recognize and approve the formation of Special Interest Groups (SIGs) and approve SIG Leaders.
- D. Confirm the President's recommendation for Directors to fill a vacancy. The President can declare a Director's vacancy if the Board Member misses three out of four consecutive meetings or if the Board Member resigns.
- 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 deemed necessary up to the maximum number as stipulated in Article IV, Section 1-C. These nominations must be announced in the Gazette and confirmed by a majority vote of the general membership present at the next General Meeting.
- G. For good cause, recommend Officers, Directors and Members for removal from elected positions or from membership or both when necessary in accordance with these bylaws.
- H. Recommend SIG Leaders and Committee Chairman for removal from their position and remove same when necessary for the good of the PPCUG in accordance with these bylaws.

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

- A. Meetings shall be scheduled for the same time and place as appropriate.
- B. All members of the Board of Directors shall be notified by personal contact, telephonically, e-mail or regular mail a minimum of five (5) working days prior to any change in the normal time and place of a regular Board Meeting.
- C. Special meetings will be held at the request of the President, or in the alternative, at the request of any five (5) members of the Board. Notification requirements of Article IV Section 3.B apply.
- 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. A majority of the duly elected Board of Directors or a minimum of five (5), whichever is less, is required to establish a quorum at any Board meeting.

## **ARTICLE V. OFFICERS**

Section 1. The Officers of the PPCUG shall consist of the following:

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

Section 2. The term of office for all officers is one(1) year and shall run from July 1 through June 30.

Section 3. All officers shall be elected from the general membership according to the procedures set forth in ARTICLE X of the these bylaws.

Section 4. The general responsibilities of the officers are as follows:

- A. Conduct the day-to-day business of the PPCUG.
- B. Preserve and govern the assets of the PPCUG.

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 PPCUG
  - 3. Conduct general meetings of the PPCUG.
  - 4. Conduct 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.
  - 6. Recommend replacement of officer and/or director vacancies to the full Board of Directors.
  - 7. Be an ex-officio member of all committees except the Nominating Committee.
- B. The Vice President shall:
  - 1. In the absence of the President preside and perform the duties of the President.
  - 2. Coordinate the public relations of the PPCUG.
  - 3. Perform such other duties as may be assigned by the President.
  - 4. Carry out the Software Compliance policy of the PPCUG.
  - 5. Oversee accurate accumulation and maintenance of computer software, hardware, literature and licenses as they relate to software owned by PPCUG.
- C. The Secretary's responsibilities are:
  - 1. Take minutes of all General and Board of Directors Meetings.
  - 2. Prepare a draft of the minutes. Board of Directors minutes will be e-mailed prior to the next meeting of the Board. General Meeting minutes will be routed to the President for comments and then published in the next edition of the Gazette. The President will ask that the minutes of each meeting be approved on motion without the need for reading during the meeting.
  - 3. Prepare all official correspondence of the PPCUG.
  - 4. Maintain non-financial records of the PPCUG
  - 5. Keep and maintain the Articles of Incorporation, the Corporate Seal and the bylaws of the PPCUG.
  - 6. Prepare notices and ballots for the annual election of officers.

7. Call meetings to order, in absence of president or vice-president, and preside until election of a pro-tem chairman.
- D. The Treasurer shall:
1. Deposit and maintain custody of all moneys received by the PPCUG and have general responsibility for overseeing all financial affairs.
  2. Open and maintain a checking account in the name of the PPCUG 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. When authorized by the Board of Directors, an interest bearing account will be opened and used to keep the remaining balance.
  4. Ensure that the bank has on file authorization for checks to be signed by the Treasurer or the President or Vice President. Each check requires only one signature and must be in accordance with provision 5 of this section of the bylaws.
  5. Checks over \$100.00 may be processed without Board approval if they are within budget and for Board approved projects. Checks over \$100.00 and not for approved projects require Board approval. Checks under \$100 may be processed at the Treasurer's discretion if the invoice or bill is properly authenticated and within budget. Checks for expenses over budget require Board approval.
  6. Maintain complete records and prepare a financial statement for each Board of Directors Meeting, and at the business meeting when requested.
  7. Submit in August or soon thereafter a 12 month July 1<sup>st</sup> to June 30<sup>th</sup>. Budget.
  8. Be prepared to assist in annual audit, as appropriate.
  9. Prepare and file all required Federal, State and Local tax returns, if any, following recognized accounting practices.
  10. Obtain and maintain insurance as directed by the Board of Directors.

## **ARTICLE VI. COMMITTEES**

Section 1. With the exception of the Nominating Committee the President shall appoint standing committees, as needed subject to confirmation by the Board of Directors. He will also appoint the Chairman of said committees.

Section 2. The President may appoint ad hoc committees, as necessary, to accomplish short-term projects.

## **ARTICLE VII. FINANCIAL TRANSACTIONS**

Section 1. All PPCUG activities that conduct regular financial transactions shall operate within a budget approved by the Board of Directors.

Section 2. The Treasurer will reimburse all authorized expenses. Receipts must be provided.

Section 3. No part of the net earnings of the PPCUG shall inure to the benefit of any individual member and all profits shall be used in the interest of the PPCUG.

Section 4. A financial status of the PPCUG will be published annually during the first quarter of the calendar year in the Gazette.

Section 5. Individuals appointed by the Board of Directors shall conduct an independent audit of the PPCUG's financial records annually.

Section 6. In the event of dissolution of the PPCUG, all assets shall be transferred in accordance with the PPCUG Charter and applicable State law.

## **ARTICLE VIII. SPECIAL INTEREST GROUPS (SIGs)**

Section 1. Special Interest Groups (SIGs) are formed to support the purposes of the PPCUG.

Section 2. Membership in a PPCUG SIG is open only to members of PPCUG.

Section 3. The participants of the SIG shall choose, in consultation with the Board President, a SIG Chairman. The specific duties and responsibilities of the SIG Chairman include:

- A. Present the documentation stated in Section 3.C and D. of this article to the Board of Directors.
- B. Attend or send reports to Board of Directors meetings about SIG activities.
- C. Maintain an up-to-date roster of members of the SIG.
- D. Report topics monthly to the Gazette Editor.

Section 4 A SIG becomes a recognized unit within PPCUG when formally recognized by the Board of Directors.

## **ARTICLE IX. GENERAL MEETINGS.**

Section 1. General Meetings shall be held monthly, with the exception of December, on an established day of the month or as called by the Board of Directors.

Section 2. PPCUG 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. This is to be accomplished by posting on the website and by e-mail to those members who have signed up for e-mail.

Section 3. At any General Meeting, a quorum shall be ten (10) percent of the total membership.

## **ARTICLE X. ELECTIONS.**

Section 1. Elections shall be held annually for PPCUG officer and Directors-At-Large positions during the General Meeting in June. The Ballot shall be included in the May Gazette.

Section 2. Candidates for office shall be dues-paid PPCUG members. Nominations for candidates for office must be made by the April General Meeting after which nominations will be closed. All nominations made, seconded, and accepted by the nominee, during the April General Meeting must be included on the June ballot.

Section 3. Election to office shall be by simple plurality vote. Each paid-up membership is entitled to one vote.

Section 4. The President may establish a Nominating Committee consisting of at least three (3) and no more than five (5) members at the February General Meeting. It is the duty of the Nominating Committee to identify qualified and willing persons for all offices and Directors-At-Large. To the extent practical no member of the Nominating Committee will be a candidate for elective office. All members are invited and welcomed to serve. If the Nominating Committee obtains only one member for each position by the April Meeting and there are no other candidates nominated from the floor by the April Meeting, the Nominating Committee may slate the nominations. If no offices or board positions are contested, the election in June shall be by voice vote. Otherwise a ballot will be prepared and one ballot will be given to each membership at the June meeting. The ballots will be collected, tabulated and results announced at the June Meeting.

## **ARTICLE XI. 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 if any potential conflict exists. Negative reports are not required.

**ARTICLE XII. PARLIAMENTARY CONDUCT.**

Section 1. Unless otherwise specified herein, Roberts Rules of Order Revised, shall govern the procedures of the PPCUG.

**ARTICLE XIII. PRIVACY AND CONFIDENTIALITY OF MEMBER**

Section 1. The Membership Chairman and/or his designated assistant will be responsible for insuring the confidentiality of member information including, but not limited to, home addresses, telephone numbers and e-mail addresses so as to insure the privacy of each member. Such personal information shall not be disseminated to anyone other than an Officer of the PPCUG; however, the President may share selected information to duly appointed committee chairs as the President may deem necessary for the efficient conduct of PPCUG business.

Section 2. Notwithstanding Section 1 any member may elect to share personal information with any Officer, Board Member or Committee Chairman.

**ARTICLE XIV. LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS**

Section 1. To the fullest extent permitted by the laws of the State of Tennessee no Officer or Director shall be liable to the PPCUG or its members for monetary damages for any acts or omissions of such Office or Director of the PPCUG.

Section 2. To the fullest extent permitted by Tennessee Law, the PPCUG will indemnify including attorney fees any person who is a party in any civil, criminal or administrative investigative action, suit or proceeding by reason that the person was an Officer or Director of the PPCUG.

**ARTICLE XV. AMENDMENTS**

Section 1. Amendments, changes or deletions to PPCUG Bylaws 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 and the proposed amendment shall be published in the previous month's Gazette.

Section 2. A Board Member must first present any proposed amendment to the Board of Directors. The proposed amendment must then pass a vote of the Board of Directors before notice as described in Article XIV Section 1 can be published in the Gazette.

Section 3. Each member is entitled to one (1) vote for a proposed amendment at the General Meeting and a two-thirds majority of those in attendance where a quorum exists must vote for the amendment for it to become effective.

Dated this \_\_\_\_\_XXXXXXXXXXXXX\_\_\_\_\_

\_\_\_\_\_  
, Steve Rosenstein President

Attest: \_\_\_Dick Del Frate\_\_\_\_\_, Secretary