

THE CONSTITUTION OF THE PC USER GROUP

Ratified by the General Membership on May 5, 1988

Article I - Name

The name of the organization shall be the Westchester Personal Computer Users' Group, Inc, publicly known as the Westchester PC Users Group, and hereafter referred to as "WPCUG."

Article II - Objectives

- A. To provide educational programs through the presentation of demonstrations, tutorials, seminars, workshops and other programs related to computers and computer technology.
- B. To prepare and issue educational materials, newsletters and instructional information pertaining to computer hardware, software, and matters of general interest to persons interested in computers and computer technology.
- C. To maintain a library of public domain and user supported computer software thereby fostering the sharing and distribution of such programming among our members.

Article III - Membership

- A. Membership is open to all who share the objectives of the WPCUG and who have applied for membership in and have paid annual dues to, the WPCUG.

Article IV - Board of Directors

A. Board of Directors

- 1. The Board of Directors will consist of five elected officers: President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer, each serving for a term of one year, and six elected directors, each serving for a term of three years, and the chairpersons or heads of all standing committees appointed by the Board.
- 2. The Board shall direct the overall activities of the WPCUG under the terms of this Constitution and By-Laws and shall approve all expenditure of WPCUG funds.
- 3. All directors and officers must be members in good standing of the WPCUG from the time of their nomination for office, through their term of office or directorship.

B. Election of Officers and Directors

- 1. The Board of Directors of WPCUG shall appoint, in January of each year, a Nominating Committee to select a slate of prospective officers and directors for presentation to the membership.
- 2. Elections will take place at an annual meeting of the WPCUG membership, to take place concurrently with the March general meeting of the WPCUG. Separate elections shall be held for each office and directorship. Election may be by acclamation, however when an office or directorship is by contest, election shall be by ballot.
- 3. Any member who is in good standing is entitled to one vote for each office or directorship by either acclamation or ballot. Voting by proxy is not permitted.

C. Duties of Officers

- 1. The President shall convene and preside at all meetings of the WPCUG membership and its directors, and shall perform such other duties as the office may require. The President shall hold one vote to be cast along

B. Election of Officers and Directors

1. The Nominating Committee shall be composed of three members in good standing who may not currently hold any office eligible for re-election, nor may they place any of their number into nomination for office or directorship.
2. For each office or directorship to be elected, the Nominating Committee will present to the membership, a slate of at least one nominee. Any member not nominated who wishes to place his name into nomination must present to the Chair of the Nominating Committee, on a date prior to the election, a petition containing the signatures of fifteen percent of the WPCUG membership. All members signing the petition must have been members in good standing at the time of publication of nominees by the Nominating Committee
3. Eligible for election each year will be the five officers, the two directorships whose terms expire, and the seat of any director who resigns or is removed from his office during the calendar year of, but prior to, the election. Any director elected to fill a vacancy shall serve only the remainder of the scheduled term.
4. Elected directors shall serve terms of two years, the terms of two directors expiring in each year. All directors who currently hold a seat on the Board or whose terms have expired are eligible for election as officers, however if they have served two or more years as director they will not again be eligible for election as director until the calendar year following the expiration of their term as director.
5. All officers who have remained members in good standing shall be eligible for re-election.
6. Any director who has been elected to serve as a WPCUG officer during the term of his directorship shall relinquish his directorship and the Board will appoint a successor to serve the remainder of his term as director.
7. Should any election of any office or directorship be by contest, one ballot shall be distributed to each member at least ten days prior to the annual meeting of the WPCUG. To be valid, ballots must either be cast at the annual meeting, or they must be presented to the Board before the annual meeting is held.
8. Upon adoption of these By-Laws by the current Board of Directors, a Nominating Committee shall be chosen to select a slate consisting of five officers and six directors, two of whom shall serve a term of one year and two of whom shall serve a term of two years. The Nominating Committee will make specific nominations for each of the one, two, and three year chairs. Elections will be held at the first general meeting which follows the adoption of these By-Laws and which allows adequate notice to be presented to the membership.

Article IV - Meetings

- A. General meetings are open to all WPCUG members, their guests, and the public.
- B. Proceedings at general meetings shall be determined by the Board of Directors
- C. A notice of annual meetings shall be mailed to each member, and must specify the place, day, and hour of the meeting.
- D. At a general meeting, a quorum for the purpose of conducting club business will consist of 10% of all members in good standing.

Article V - General Provisions

- A. This Constitution and By-Laws will become effective after they have been published in the WPCUG newsletter and voted upon at the general meeting which immediately follows publication. A majority vote of the members present is required for acceptance.
- B. The WPCUG does not condone the exchanging or sale of commercially distributed programs other than those distributed as "shareware." Members are entreated to neither offer nor accept copies of software or manuals except where such transfer meets the explicitly authorized conditions as set by the author or publisher of such materials.
- C. A fiscal audit will be conducted annually, the auditor to be selected by the Board, but who shall not be a member of the Board.
- D. The fiscal year for financial accounting purposes will be from January 1st to December 31st.
- E. In the event of the dissolution of the WPCUG, all assets remaining after the payment of proper liabilities shall be distributed to another organization exempt from Federal tax under Section 501(c)(3) of the Internal Revenue Code or other appropriate provision in accordance with pertinent Federal and state laws.

with those of the other officers and directors of the WPCUG.

2. The Vice President shall carry out the duties of the President in his/her absence.

3. The Corresponding Secretary shall conduct all correspondence of the WPCUG and have custody of all records and documents of the WPCUG

4. The Recording Secretary shall keep minutes of all meetings of the WPCUG membership and its directors and shall perform such other duties as the office may require. In the absence of the Recording Secretary from a meeting, the President shall appoint another person to act in place of the Recording Secretary. 5. The Treasurer shall keep the WPCUG financial records and be solely responsible for the care and custody of its monies. The Treasurer shall maintain an inventory of the WPCUG's property and shall render statements of the WPCUG's financial situation and assets at each meeting of the Board of Directors. The Treasurer will comply with all laws of the State of New York and the Federal Government and make such compliance known to the Board.

Article V - Meetings

- A. General meetings of the WPCUG shall be held at the time and place as announced by the Board of Directors, but at least once a year for an annual meeting.
- B. The Board of Directors shall meet monthly. A quorum, which shall consist of sixty percent of the Board of Directors, must be present for voting to take place.

Article VI - Amendments

- A. These Constitution and By-Laws can be amended at any regular meeting of the WPCUG, by a two-thirds vote, provided the amendment was submitted in writing at the previous regular meeting. No amendment to this Constitution or By-Laws shall be permitted, without at least equal notice and a two-thirds vote.

By-Laws of the Westchester PC Users Group

Article I - Procedures

- A. In these By-Laws, unless the context otherwise requires, words using the singular include the plural and vice versa. Words using a male person include a female person and a corporation
- B. The rules of parliamentary procedures contained in **Robert's Rules of Order** shall govern the Westchester PC Users Group in all cases where they are applicable, and in which they are consistent with the By-Laws of the WPCUG .

Article II - Membership

- A. Any member may resign his membership in the WPCUG by delivering his resignation in writing to the Board of Directors through its mailing address or in person.
- B. All members are in good except those who have failed to pay current dues or any other subscription or debt due and owing by him to the WPCUG.
- C. Dues will be determined by the Board of Directors and shall be effective for a calendar year.

Article III - Board of Directors and Officers

A. Board of Directors

- 1. The Board may appoint additional directors as it deems necessary to carry out the goals of the organization. Temporary appointees shall serve at the Board's discretion, but no such appointment shall survive the annual election of officers and directors.
- 2. An officer or director who resigns his office or otherwise ceases to hold office or directorship shall be replaced by the appointment of the Board. Any director accepting appointment or election to office shall vacate his seat as director. Any officer accepting appointment to director shall vacate his office.
- 3. No director shall be remunerated for being or acting as a director or officer, but a director or appointee of the Board shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the WPCUG.

**AMENDMENT TO ARTICLE V,B OF THE CONSTITUTION AND BYLAWS OF THE WESTCHESTER
PERSONAL COMPUTER USERS' GROUP, IN. AS SUBMITTED BY THE BOARD OF DIRECTORS:**

"A quorum, which shall consist of forty percent of the Board of Directors, must be present for voting to take place. Two thirds of those present must approve expenditures of \$500 or more. A simple majority is sufficient to approve all other motions."

Ratified by the General Membership on March 2, 1989.