

Constitution of the Westchester Personal Computer Users' Group, Inc.

(Ratified on March 7, 2019 to replace by substitution the original constitution adopted on May 5, 1988, and subsequently amended on March 2, 1989)

Article I - Name and Conventions

- A. The name of the organization shall be the Westchester Personal Computer Users' Group, Inc., publicly known as the Westchester PC Users Group, and hereinafter referred to as "WPCUG." In this document, unless the context otherwise requires, words using the singular include the plural and vice versa. Words denoting a male person include a female person, vice versa, and a corporation.

Article II - Objectives

- A. To provide education related to computers, computer technology, and technologies in general, and such other topics of interest as the Executive Board sees fit, through the presentation of demonstrations, tutorials, seminars, and workshops.
- B. To prepare and issue educational and informative materials, newsletters, and instructional information pertaining to computer hardware, software, and matters of general interest to persons interested in computers, computer technology, and technologies in general.
- C. WPCUG does not condone software copyright infringement.

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Article III - Membership

- A. Membership is open to all who share the objectives of WPCUG and who have applied for membership in, and have paid annual dues to, WPCUG. A member should maintain a working email address, which is known to WPCUG. Members understand and accept that the failure to receive electronic delivery of any and all communications due to the absence of (or invalid nature of) such email address shall not be deemed a responsibility of WPCUG.
- B. Dues will be determined by the Executive Board. Each paid membership is entitled to a single vote.
- C. All current dues paying members are in good standing except those who have been removed for cause, or who have any other debt due and owing by them to WPCUG.
- D. Any member may resign membership in WPCUG by delivering notice of resignation in writing to the Board of Directors through its mailing address, via email.
- E. Any member in arrears for more than two months shall be considered to have resigned his membership. Exceptions for reasonable circumstances, determined by the Administrative Committee, can be made.
- F. Any member may be removed from the membership rolls for cause. After providing for an opportunity to be heard, the Administrative Committee shall decide if cause may exist and the Executive Board shall make that determination after due deliberation, and by two thirds of the Executive Board voting in the affirmative.
- G. Any member may be censured or suspended by the Administrative Committee. The Administrative Committee shall make that determination after due deliberation, and by two thirds of the Administrative Committee voting in the affirmative.

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Article IV - Administrative Committee and Executive Board

A. Composition and Obligations

1. All directors, officers, committee chairs and workshop leaders must be members in good standing of WPCUG for the time of their service to WPCUG.
2. The Officers will consist of five persons: President, Vice President, Recording Secretary, Treasurer, and Corresponding Secretary, each serving for a term of one year and each having a single vote.
3. The Directors will consist of six persons, each elected and serving a term of three years, with two being elected in any calendar year and each having a single vote.
4. The Administrative Committee shall consist of the elected Officers and the Directors. It shall direct all activities of WPCUG and shall approve all expenditures subject to the paragraph below. It may appoint additional Committee Chairs as it deems necessary to carry out the goals of the organization.
5. The Executive Board shall consist of the Administrative Committee and the Committee Chairs. It shall direct the overall activities of WPCUG and shall approve all motions by a majority of those voting, except expenditures of WPCUG funds over \$500.00, which will require a two-thirds vote of those voting.
6. If an Administrative Committee member misses more than three consecutive meetings without excuse, that Committee shall consider an appropriate course of action.
7. An officer or director who resigns his office or otherwise ceases to hold office or directorship shall be replaced by appointment of the Executive Board. Any director accepting appointment or election as an officer shall vacate his seat as director or vice versa. The Administrative Committee will nominate a successor to serve the remainder of the term as director or officer, and the Executive Board will approve the nomination.

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8. No director shall be remunerated, 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 WPCUG.

B. Voting

1. The Committee Chairs are an essential part of the Executive Board and possess a voice at these meetings. Should a matter come before the Executive Board and cause a division, and should there be more than six Committee Chairs (with no other voting rights) present, they must caucus to distribute a maximum of six votes. Each person voting (even those with multiple roles) will still have only a single vote.
2. Workshop Leaders are welcome at all Executive Board Meetings. They possess a voice and are urged to express their thoughts and needs, but they have no vote.

C. Duties of Officers

1. The President
 - a. The President shall convene and preside at all meetings of the Administrative Committee, Executive Board, and the general WPCUG membership.
 - b. He shall appoint all Committee Chairs and recommend for appointment by the Executive Board all Workshop Leaders and shall perform such other duties as the office may require.
 - c. In the absence of the Recording Secretary at a meeting, the President shall appoint another person to act in place of the Recording Secretary.
 - d. The President shall, at his discretion, be a member of all committees.
2. The Vice President
 - a. The Vice President shall carry out the duties of the President during his absence.
 - b. He shall perform such other duties as the President may assign.
3. The Recording Secretary

The Recording Secretary shall keep minutes of all administrative actions of the WPCUG membership and its directors and shall perform such other duties as the office may require. He shall provide an approved copy to the Corresponding Secretary and to the Newsletter Editor.

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4. The Treasurer

- a. The Treasurer shall keep WPCUG's financial records and be solely responsible for the care and custody of its monies, and shall render statements of WPCUG's financial situation and assets at each meeting of the Executive Board.
- b. The fiscal year for financial accounting purposes shall be from January 1st to December 31st.
- c. The Treasurer shall comply with all laws of the State of New York and the Federal Government applicable to this organization and make such compliance known to the Board.
- d. A fiscal audit shall be conducted as needed, the auditor to be selected by the Board, but who shall not be a member of the Board or related to any member of the Board in any way.
- e. Should WPCUG not be in compliance, the auditor and/or the Treasurer shall recommend appropriate action to remedy the situation.
- f. In the event of the dissolution of WPCUG, all assets remaining after the payment of proper liabilities shall be distributed to one or more organizations 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.

5. The Corresponding Secretary

- a. The Corresponding Secretary shall have custody of all correspondence, records, and documents of WPCUG.
- b. He shall assure the readability of any of WPCUG's records and such other items as the Executive Board may determine.
- c. He shall periodically report to the Executive Board if there are circumstances requiring a change in formats or technology that require Executive Board action. The intent is to make possible the availability of WPCUG's records and documents in the future.
- d. He shall separately maintain an inventory of WPCUG's property, based on information provided by the Equipment Chair.

D. Election of Officers and Directors

1. The five officer positions, the two director positions whose terms expire, and the unexpired term of any vacant director position shall be elected each year. All officers and directors serve until their successors are elected.

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2. Only members in good standing are eligible to be nominated or re-elected as directors or officers.
3. A director who has served three or more years will not be eligible for that position until the calendar year following the expiration of their current term.
4. All directors who currently hold a seat on the Board or whose terms have expired are eligible for election as officers.
5. Any member appointed to be a director to fill a vacancy shall serve until the next election. At that election, the appointed director is eligible to seek office. The newly elected director shall serve for the remainder of the term. If the remainder of that elected term is two years, then that director is not eligible for re-election at the next election.
6. Any officer vacancy will be filled by the Executive Board until the next election.
7. In January of each year, the Executive Board shall appoint three members in good standing to a Nominating Committee in order to assemble a slate of prospective officers and directors for presentation to the membership. The slate shall be announced at the WPCUG Annual Meeting.
8. Should any member of the Committee wish to seek office, he must recuse himself from any discussion or decision involving that position.
9. The Nominating Committee shall present to the membership at the WPCUG Annual Meeting a slate of at least one nominee for each office.
10. Should a member in good standing wish to put his name into nomination, and he has not been nominated by the Nominating Committee, he must present after the Nominating Committee report a petition containing the signatures of fifteen percent of WPCUG membership to the President. All signatories must be members in good standing when the petition is presented.
11. Elections will take place at the WPCUG Annual Meeting, generally held during the March General Meeting. Separate elections shall be held for each office and directorship when needed.

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12. Election may be by acclamation. However, when there are two or more candidates for the same office or directorship, election shall be by ballot, and the winner determined by a simple majority of the votes cast.
13. A membership in good standing is entitled to one vote for each office or directorship.
14. Voting by proxy is not permitted.

Article V – Meetings

A. General Meetings

1. General Meetings are open to all WPCUG members, their guests, and the public.
2. General Meetings of WPCUG shall be held at the date, time, and place announced by the Executive Board, but at least once a year for an annual meeting.
3. A notice of General Meetings shall be communicated to each member and posted on the WPCUG website. It must specify the date, time, and place of the meeting.
4. The order of proceedings at General Meetings shall be determined by the Administrative Committee.

B. Administrative and Executive Board Meetings

1. The Administrative Committee shall meet as needed.
2. The Executive Board shall meet monthly.
3. Meetings of either group may be conducted electronically should a special need arise.

C. Quora

1. An Administrative Committee quorum shall be five members in good standing.

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2. An Executive Board quorum shall be eight members in good standing.
3. A General Meeting quorum shall be ten percent of the membership in good standing. In the event that there is no quorum, any business to be conducted shall take place at the next General Meeting at which a quorum is present.

Article VI - Amendments to the Constitution

- A. This Constitution can only be amended at a General Meeting of WPCUG. To do so, the following steps are mandatory:
 1. Submission of a proposed amendment in writing to all attendees at a General Meeting.
 2. Notification of the proposed amendment by email, publication in the WPCUG Newsletter, or any other membership-wide communication prior to the subsequent General Meeting.
 3. Vote, following debate, on the proposed amendment at that subsequent General Meeting.
 4. Adoption by a two-thirds majority vote of members present in favor of the amendment. The members voting must be in good standing.
- B. Any amendments to, or replacement of, this Constitution will become effective immediately upon adoption.

Article VII – Parliamentary Authority

- A. The rules of parliamentary procedures contained in the current edition of Robert's Rules of Order shall govern Westchester PC Users Group in all cases where they are applicable and in which they are consistent with this Constitution.

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- **Approved unanimously by the WPCUG Executive Board on January 30, 2019**
 - **Presented to the WPCUG Membership on February 7, 2019**
 - **Comments from membership incorporated and unanimously approved by the WPCUG Executive Board on February 19, 2019**
 - **Ratified unanimously by the WPCUG Membership on March 7, 2019**

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