

BYLAWS of the SAN GABRIEL VALLEY MACINTOSH USERS GROUP

ARTICLE I – Name, Status and Place of Business

- A. Name and Territory** — The name of this organization shall be San Gabriel Valley Macintosh Users Group, hereinafter referred to as the SGVMUG. It shall serve members in the communities of the San Gabriel Valley in Southern California.
- B. Not-for-Profit Status** The SGVMUG shall be an independent organization, not an affiliate or chapter of any other organization and shall not exist to create a monetary profit for any individual or organization; no funds earned or raised by the SGVMUG shall inure to the benefit of anyone other than its collective membership in furtherance of the purposes outlined below. ⁱ
- C. Place of Business** — The principal place of business of the SGVMUG shall be located at the office or home of the duly elected President or at such other location as its Board of Directors may determine within the territory as stated in Article I, Section A of these Bylaws. ⁱⁱ

ARTICLE II – Purposes

- A. Purposes** — The SGVMUG shall be an association of individuals dedicated to assisting its members in deriving maximum benefit and enjoyment from the use of their Macintosh and Macintosh-compatible computers by: 1) providing a forum for sharing information and experiences; 2) developing and disseminating pertinent information on computer technology and applications; 3) providing opportunities for continuing education; and 4) other activities or services as deemed appropriate by the Board of Directors.

ARTICLE III – Membership

- A.** Membership shall be open to all individuals who regularly use or wish to learn about computers in general, and Macintosh-compatible computers in particular. Membership shall be contingent upon the affirmative vote of the Board of Directors and regular payment of dues. All members shall enjoy full voting privileges.

ⁱ This section may need to be rewritten as required to comply with official status as a Not-for-Profit Corporation 501(c) (3).

ⁱⁱ This section may need to be revised; based on the requirements for incorporation we may need to establish an official, permanent address.

- B.** Any person by whose actions or conduct is deemed by the Board of Directors to be disruptive to the operations or activities of the SGVMUG shall, by a two-thirds (2/3) vote of the Board be denied the privileges of membership.

ARTICLE IV – Board of Directors

- A. Board Membership** — The business and property of the SGVMUG shall be managed by a Board comprised of no fewer than seven nor more than twelve Directors, all of whom shall be Members of the SGVMUG.
- B. Elections and Terms of Office** —
1. Directors shall be elected by a majority of the voting members of the SGVMUG present at its Annual Meeting (refer to Article VII, Section A).
 2. The term of office for Directors shall be two years.
- C. Vacancies** — Vacancies which occur may be filled by appointment by the President, upon confirmation by a majority vote of the Board of Directors; appointees shall serve for the balance of the Fiscal Year. To continue on the Board, persons so appointed must stand for election at the next Annual Meeting.
- D. Meetings of the Board of Directors** — The Board of Directors shall meet at least six times per year.
- E. Quorum** — A majority of the elected Directors shall constitute a quorum for the conduct of business.
- F. Missed Meetings** — A Director who misses three consecutive Board meetings without advance notice or excuse given to the President, shall be considered to have resigned.
- G. Limitation of Terms** —
A Director shall not serve more than three consecutive terms. A one-year interval shall be required before a Director who has served three consecutive terms is entitled to re-election as a Director.

ARTICLE V - Officers

The Board of Directors shall elect from among the duly elected Directors a President, one or more Vice Presidents (one of whom shall be designated as the First Vice President), a Secretary and a Treasurer. Election of officers shall be conducted annually at the first meeting of the Board of Directors following the Annual Meeting of the membership.

- A. President** — The President shall preside at all meetings of the Board of Directors and the General Membership; shall give leadership to the affairs and activities of the organization; and shall serve as an ex-officio member of all committees except the Nominating Committee. The President shall appoint the chairs of all committees, subject to approval by the Board of Directors and shall vote on issues only when his/her vote is necessary to break a tie.
- B. First Vice President** — The First Vice President shall assume the duties and responsibilities of the Presidency in the absence of the President. The First Vice President shall succeed to the presidency if the President is unable to finish his or her term of office. The First Vice President shall serve as Chairman of the Membership Committee, and may serve, upon appointment by the President and approval by the Board of Directors, as Chair of any committee.
- C. Vice Presidents** — The Vice Presidents shall provide leadership for such committees or activities as may be designated by the President or the Board of Directors.
- D. Secretary** — The Secretary shall be the official recorder and custodian of the records of the SGVMUG. The Secretary shall keep minutes of all business meetings of the membership and the Board of Directors, which shall be an accurate and official record of all business transacted. The Secretary shall execute all official correspondence of the SGVMUG upon authorization of the Board of Directors.
- E. Treasurer** — The Treasurer shall be the custodian of the funds of the SGVMUG. The Treasurer shall supervise the receipt of all funds, deposit them in a bank or other repository approved by the Board of Directors and pay out funds in accordance with an adopted budget and/or policies approved by the Board, obtaining Board approval of expenditures in excess of established guidelines. The Treasurer shall be responsible for the financial administration of the SGVMUG, shall submit periodic reports on the financial status of the SGVMUG to the Board of Directors and shall submit a financial statement to the membership at the Annual Meeting.

ARTICLE VI - Committees

- A. Executive Committee** — The Board of Directors may designate its officers to serve as an Executive Committee. The Executive Committee, under the guidance of the President, shall have such duties as delegated to it by the Board of Directors, and shall be empowered to act on behalf of the Board of Directors in the interim between meetings of the Board in accordance with instructions of the Board, but shall not relieve the Board of Directors of the primary responsibility to manage the business and property of the organization.

- B. Membership Committee** — The Membership Committee shall consist of not less than three members and be Chaired by the First Vice-president. The Committee shall review all applications for membership prior to submission to the Board of Directors for approval.
- C. Other Committees** — The President, with the approval of the Board of Directors, shall appoint the Chairs of all other committees as are deemed by the Board of Directors to be appropriate to conduct the business of the SGVMUG. Actions of all committees shall be subject to review and approval by the Board of Directors.
- D. Committee Structure and Membership** — Whenever possible, committees shall be chaired by Directors. Committee Chairs may recruit members (who are not Directors) to serve on their committees. Such members may serve on committees with no limit of terms, but a normal rotation of committee membership is desirable.
- E. Nominating Committee** — The Chair of the Nominating Committee shall be appointed by the President, subject to approval by the Board of Directors. The Nominating Committee shall consist of not less than three members in good standing. All nominations must be expressly approved in writing (or via e-mail) by the nominee.
- 1. Call for Nominations** — A Notice of the upcoming Election and a Call for candidates for nomination as Directors shall be published on the SGVMUG Website and sent via e-mail to the general membership prior to the October General Meeting.
 - 2. Publication of Slate** — Prior to the November General Meeting, the Nominating Committee shall publish on the SGVMUG Website and send via e-mail to the general membership a proposed slate of nominees for Directorships.
 - 3. Nominations from the Membership** — Additional nominations must be submitted in writing or via e-mail to the Nominations Committee, and must be confirmed in writing (or via e-mail) by the nominee. Such nominations must be received by the close of the November General Meeting.
 - 4. Election at the Annual Meeting** — The final slate of all nominees shall be published on the SGVMUG Website and sent via e-mail to the membership in advance of the Annual Meeting. All nominations made by these procedures shall be presented for election at the Annual Meeting. The election shall be conducted by secret ballot. A majority of votes cast by the voting membership present at the Annual Meeting shall determine the winner(s) of the election.

ARTICLE VII - Meetings of the Membership

- A. Annual Meeting** — The Annual Meeting of the SGVMUG shall be held at the regularly scheduled General Meeting in December of each year.
- B. Regular Meetings** — Regular meetings of the membership shall be held at least ten times per year, on dates to be determined by the Board of Directors. These meetings shall be open to all who wish to attend, irrespective of membership status.
- C. Special Meetings** — Special meetings may be called by the Executive Committee at any time, and shall be called by the Executive Committee upon the petition of not less than fifteen of the voting members of the SGVMUG.
- D. Quorum** — Ten voting members of the SGVMUG, of which at least two shall be members of the Board of Directors, shall constitute a quorum for the purpose of conducting official business at a membership meeting.

ARTICLE VIII - Dues

- A. Annual Dues** — Annual membership dues shall be established by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE IX - Miscellaneous

- A. Contracts** — Subject to the provisions of these Bylaws and applicable laws, the Board of Directors may authorize any officer, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the SGVMUG. Such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no person shall have any power or authority to bind the SGVMUG by a contract or to pledge its credit or to render it liable for any purpose in any amount.
- B. Checks, Drafts, Etc.** — All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable by the SGVMUG, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.
- C. Fiscal Year** — The fiscal year of the SGVMUG shall be January 1 through December 31.

ARTICLE X: Indemnification of Directors or Officers

Directors and Officers of the SGVMUG shall, as incident to their office, be entitled to indemnification to the fullest extent provided in the Not-For-Profit Corporation Law. ⁱⁱⁱ

ARTICLE XI - Parliamentary Authority

The Parliamentary Authority for all meetings of the SGVMUG shall be Robert's Rules of Order (revised 1990 edition).

ARTICLE XII - Amendments and Review

A. Amendments — These Bylaws shall be reviewed by the Board of Directors at least once every 5 years. Proposed revisions and/or amendments shall be published in November on the SGVMUG Website and distributed via e-mail to the voting membership prior to the Annual Meeting — or at least thirty (30) days prior to a Special Meeting called by the Board of Directors for this purpose. These proposed revisions and/or amendments shall then be voted upon at the Annual Meeting or Special Meeting. A two-thirds (2/3) majority vote of the ballots cast by voting members present at that meeting shall be required for approval. Such revisions or amendments shall become effective thirty (30) days following approval by the Membership.

ⁱⁱⁱ This Article will become effective upon incorporation as a not-for-profit 501(c)(3) organization.