

# East Tennessee Computer Society Bylaws

## East Tennessee Computer Society, Incorporated

A Tennessee Non-Profit Corporation

### ARTICLE I

#### Introduction

##### Section 1. Definition of Bylaws

These Bylaws constitute the code of rules adopted by the East Tennessee Computer Society, Incorporated, a personal computer user group, for regulation and management of its affairs.

##### Section 2. Purposes and Power

This Corporation will have the purposes and powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law.

### ARTICLE II

#### Membership

##### Section 1. Membership

Any person who professes an interest in personal computers may apply for membership. For the purposes of this paragraph, a base membership may include up to two individuals, both living at the same address. Individuals may participate in the East Tennessee Computer Society in one of the following categories:

1. **Base Membership.** A base membership includes one subscription to the East Tennessee Computer Society newsletter and include up to two individuals living at the same address, each vested with all privileges in the East Tennessee Computer Society, Incorporated.
2. **Extended Membership.** An extended membership is available for each person living at the same address as a base membership and is entitled to the same privileges, except a subscription to the East Tennessee Computer Society newsletter.
3. **Sponsoring Membership.** Any organization may designate one representative who shall have all the same privileges as a base membership.

The dues for each type of membership designated above shall be set by the Board of Directors.

Membership is effective upon submission of a membership application and payment of dues.

##### Section 2. Voting Rights

During the business meetings of the corporation, each member shall have the right to cast one vote.

### **Section 3. Annual Dues**

The annual dues shall be payable annually during the anniversary month of the start of membership. Dues not paid within sixty (60) days of the end of said anniversary month shall be delinquent and membership shall be suspended. Any membership suspended because of delinquent dues may be reinstated upon payment of current dues. If a membership resigns, no refund of dues shall be made.

### **Section 4. Revocation of Membership**

The Board of Directors may revoke any membership for due cause upon the return of membership dues.

## **ARTICLE III**

### **Meetings**

#### **Section 1. Regular Meetings**

The regular meetings of the membership of the Corporation will normally be held each month on a date to be set by the Board of Directors. The regular meetings of the East Tennessee Computer Society, Incorporated, must be held within Knox County, Tennessee, or an adjacent county.

**Visitors.** Visitors have the opportunity to attend the regular meetings and the Special Interest Groups (SIGs), but may not receive a subscription to the East Tennessee Computer Society newsletter, vote, receive door prizes, or receive products for review.

#### **Section 2. Annual Meeting**

The annual meeting of the membership will be held as a part of the regular membership meeting in December of each year. In addition to regular business to be transacted, Officers will make annual reports to the membership, and the nomination and election of Officers for the forthcoming year will be completed.

#### **Section 3. Special Membership Meetings**

Special membership meetings may be called by a majority of the Board of Directors or by the President of the Corporation or upon the signed request of at least twenty (20) members. Only business specified in the call may be transacted at any special meeting. Notice of such meeting must be by written notice to the base membership and it must contain the call and specific business, mailed at least ten (10) days prior to such meeting. Notice shall be effective when mailed to the address contained in the Corporate Roster.

#### **Section 4. Quorum of Members**

A Quorum for any membership meeting shall be twenty percent (20%) of the membership.

## **ARTICLE IV**

### **Directors**

## **Section 1. Number and Qualifications of Directors**

The number of Directors of this Corporation will be seven (7). These Directors shall be the Officers of the Corporation. Any vacancies occurring on the Board of Directors between annual elections will be filled by a vote of the members at the next regular meeting, with such Director serving until the next annual election of the Directors. The immediate past president shall sit on the board in an advisory, non-voting capacity.

## **Section 2. Meeting of the Board of Directors**

The Board of Directors will meet at least quarterly and report to the membership as to the results of these meetings. The Board will meet at the call of the President or upon the call of at least two (2) members of the Board. The meetings of the Board of Directors must be held within Knox County, Tennessee, or an adjacent county.

## **Section 3. Action of the Board of Directors**

An action of the Board of Directors requires at least four affirmative votes. All contracts the East Tennessee Computer Society enters into must first be approved by the Board of Directors.

## **Section 4. Powers and Duties of Directors**

The powers and duties of the Board of Directors are as follows:

1. To have complete supervision and control over the policies, operation and affairs of the Corporation, including appointing or removing any agent or appointee of the Corporation.
2. To remove from office any director, when in the judgement of the Board of Directors the best interest of the corporation would be served thereby.
3. To make recommendations to the membership regarding Corporate matters.
4. To authorize and file tax returns as prepared by the Treasurer of the Corporation.
5. To prepare an annual budget and to submit it to the membership at the annual meeting.
6. To perform such other duties as are specified in the Articles of Incorporation or as required in order to direct the activities of the Corporation.

# **ARTICLE V**

## **Officers**

### **Section 1.**

A Nominating Committee, consisting of at least three Board of Directors members and three members not on the Board of Directors, shall nominate candidates for the offices to be filled at the annual meeting in December. The Nominating Committee shall report to the membership at the regular meeting in November, and place a notice in the December issue of the Newsletter, the names of the nominated individuals. Prior to the election at the annual meeting, additional nominations from the floor shall be permitted.

## **Section 2. Selection of Officers**

Officers must be members of the Corporation. These officers shall be elected by majority vote at the Annual meeting (or at the first regular meeting thereafter containing a quorum) and shall serve for a term of one year or until a successor has been duly elected and installed. In the event a vacancy occurs in an office during its term, the general membership shall elect a person as a successor at a special election held at the next regular meeting.

## **Section 3. President**

The President shall be the Chief Executive Officer of the Corporation and shall exercise supervision over the activities and operations of the Corporation. He/she shall preside at all meetings at which he/she is present, including meetings of the Board of Directors. He/she shall appoint all committees, subject to the approval of the board of directors, and shall serve as a member ex officio of same.

## **Section 4. Vice President**

The Vice President shall assume the duties of the President during his/her absence and shall perform such other duties as directed by the Board of Directors or the President. The Vice President shall automatically be one of the candidates nominated for the position of President at the next annual election, unless he/she chooses not to run.

## **Section 5. Vice President, Vendor Relations**

The Vice President, Vendor Relations, shall maintain contact throughout the computer community to ensure that the East Tennessee Computer Society has access to current computer technology and to provide a resource pool for Society members. The Vice President, Vendor Relations shall act as Program Chairperson for the regular membership meetings. The Vice President, Vendor Relations shall perform such other duties as directed by the Board of Directors.

## **Section 6. Vice President, Member Services**

The Vice President, Member Services will act as a liaison between the Society's various forums and activities and the Board of Directors. He/she shall keep the official Corporate Roster and database and shall perform such other duties as directed by the Board of Directors.

## **Section 7. Secretary**

The Secretary shall keep the minutes of all regular or special meetings of the Corporation and the Board of Directors. These minutes shall be retained in the files of the Corporation and shall be an official, accurate and permanent record of all business transacted at these meetings. As directed, the Secretary shall prepare official correspondence on behalf of the Corporation. He/she shall be the official keeper of all Corporate Records and files and shall deliver them to his/her successor.

## **Section 8. Treasurer**

The Treasurer shall receive all funds, deposit and keep them in a financial institution selected and approved by the Board of Directors. He/she shall be responsible for the filing of all tax return for federal, state and local taxes. He/she shall keep an accurate record of all monies received and expended, and shall regularly report to the membership on the financial status of the Corporation. All checks written for any amount greater than \$1,000.00 will require the signatures of both the President and the Treasurer. He/she shall serve without bond. At least quarterly, he/she shall submit an itemized statement

of receipts and expenditures to the Board of Directors, together with written statements of funds on deposit. At the expiration of his/her term, he/she shall deliver all records and monies belonging to the Corporation to his/her successor.

#### **Section 9. Vice President, Communications**

The Vice President, Communications shall be responsible for the conduct of communication between the Society and its members, the public, and other relevant parties, excluding vendor communications. These activities shall include public relations, publicity, promotion, the official web site, the official newsletter, and such other duties as directed by the Board of Directors. The Vice President, Communications shall be responsible for selecting and overseeing the newsletter staff, whose duties include obtaining articles for the newsletter, editing them as required, and publishing the newsletter in time for it to be mailed to the membership to be received by the date of the regular monthly meeting.

#### **Section 10. Delegation of responsibilities**

Each officer may, with the approval of the Board of Directors, appoint one or more assistants, and delegate specific responsibilities to the assistant(s). Such assistants may be given suitable titles. The assistants shall serve on the Board of Directors, only when given a proxy by their principal officer on the occasion of his/her absence.

### **ARTICLE VI**

#### **Committees and Special Interest Groups (SIGs)**

##### **Section 1. Appointment**

Except for the nominating committee, all Committees shall be appointed by the President, subject to the approval of the Board of Directors. Committees, standing or special, shall be appointed from time to time as deemed necessary to carry out the work of the Corporation.

##### **Section 2. Special Interest Groups (SIGs)**

Special Interest Groups may be formed to provide for the special interests of the membership. These Special Interest Groups will be headed by a person approved by the Board of Directors. Such person will have no official capacity except as it relates to the SIG.

### **ARTICLE VII**

#### **Operations**

##### **Section 1. Fiscal Year**

The fiscal year of the Corporation will begin on the first day of January and end on the last day of December.

##### **Section 2. Inspection of Books and Records**

All books and records of this Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time upon five (5) days written demand under oath stating such purpose. This demand shall be delivered to the Secretary and the Treasurer of the Corporation.

### **Section 3. Non-Profit Operations and Compensation**

This Corporation will not have or issue any shares of stock. No dividends will be paid, and no part of the income of this Corporation will be distributed to its members or Directors. However, the Corporation may pay compensation in a reasonable amount to members or Directors for expenses incurred.

### **Section 4. Loans**

This Corporation shall not borrow money to finance its operations or the acquisition of capital equipment unless such loans are first approved by 60% of the members present at the meeting at which the vote is taken.

### **Section 5. General**

The Corporation shall at all times be governed by the following limitations:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Trustees, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for reasonable expenses incurred and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) in a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.
2. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization(s) which are organized and operate exclusively for charitable, educationally, or scientific purposes as shall at the time qualify as an exempt organization under the Internal Revenue Code of 1954 (as amended and/or superseded), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purpose.

## **ARTICLE VIII**

### **Parliamentary Authority**

The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised” shall govern the conducting of business meetings of the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

## **ARTICLE IX**

### **Principal Office of the Corporation**

**Designation of the Principal Office of the Corporation.** The Board of Directors shall designate the

principal office of the Corporation in the State of Tennessee from time to time as they see fit.

## **ARTICLE X**

### **Amendments**

The Board of Directors may amend these Bylaws at any regular Board meeting and shall publish such amendments to the membership. The Board of Directors shall ensure the correctness of the amendment format and shall ensure that the amendment is published in the newsletter.

These Bylaws can also be amended at any regular membership meeting of the Corporation by a two-thirds (2/3) vote of the members present, provided that the amendment has been submitted in writing at the previous meeting. The Board of Directors shall insure the correctness of the amendment format and shall ensure that the wording of the proposed amendment is published in the newsletter before its consideration at a regular meeting.

These Bylaws were adopted on the 16<sup>th</sup> day of August 1997.

These Bylaws were amended on the 8<sup>th</sup> day of November 1999.

This ends these bylaws.