

CONSTITUTION

ARTICLE I – NAME

The organization shall be a self-governing association known as the Sandwich Computer Users Group, NFP.

ARTICLE II – PURPOSE

The general purpose of the Sandwich Computer Users Group, NFP., is to serve the members who share an interest in microcomputers through regular meetings, newsletters, educational programs and other services and activities in keeping with tax-exempt purposes of a non-profit organization as defined by Sect. 501c(3) or the Federal IRS Code. The organization shall also serve as a clearinghouse for information on software and hardware.

ARTICLE III - MEMBERSHIP

Membership shall be available to all persons interested in any microcomputer, and who are interested in developing their use through an exchange of ideas.

A member in good standing is one whose dues have been paid for the current membership year; (membership year to be recommended by the Board and approved by the membership). The word "member" shall mean a member in good standing as used in these documents of the group. After attendance at three consecutive meetings a guest is expected to join the group and pay the required dues.

One person from each family shall be the representative (delegate) of that family in voting matters. The membership will be in the name of this individual.

ARTICLE IV - OFFICERS, BOARD OF DIRECTORS

Section 1 - Officers

- a) The officers shall be members in good standing, and consist of a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Board Member at large, and Sergeant-at-Arms.

Section 2 - Board of Directors

The voting members of the Board of Directors shall consist of:

- a) Elected Officers
- b) Chairs of Standing Committees (except the Elections Committee Chair).
- c) The immediate Past-President

Section 3 - Quorum

A quorum shall be defined as 2/3 of the voting members of the Board of Directors.

Section 4 - Vacancies

- a) In the event that an elected officer shall be unable to fulfill their responsibilities, the position may be declared vacant by a 2/3 vote of the total Board of Directors at a duly called meeting of the Board. Said vacancy is to be filled at the next regular meeting of the organization as provided in Article IV, Section 4c. The President of the organization, by appointment and with the approval of the Officers, may fill the vacancy until such election can be held.
- b) Except for the office of President (who would be replaced by the First Vice-President), an election for the purpose of filling vacancies shall be conducted by secret ballot at any regular meeting of the association following the one at which the vacancy was officially recorded in the Secretary's minutes.
- c) Officers elected to fill vacancies shall serve the remainder of the term of the respective office.
- d) The chairs of Standing Committees shall be appointed by the President and approved the Board of Directors.

ARTICLE V - ELECTION OF OFFICERS

Section 1 - Election Procedures

The President shall activate this committee during the first 14 days of October in odd-numbered years. The chair of this committee is the immediate Past-President, or, if unavailable, a designate of the President. An election of Officers shall be held in December of odd-numbered years. At least one person shall be slated for each office. Upon approval of the nomination slate and report presented to the Officers and inclusion of nominees from the floor at the November meeting, an official ballot which lists the nominee(s) for each position and allows space for write-in candidates shall be prepared by the Elections Committee. The official ballot shall be given to each

designated member in good standing at the December meeting. After voting, these ballots shall be collected by members of the Election Committee and tabulated in secrecy. The candidate for each office receiving the greatest number of votes shall be elected. In case of a tie vote, the Board of Directors, with the exception of the President, shall vote by ballot to the Elections Committee. In case of a tie in the Board's vote, the President will cast a ballot. Officers shall assume duties on January 1 of even-numbered years.

Section 2 - Duration of Office

Officers shall serve a two-year term starting January 1 of even-numbered years.

ARTICLE VI - AMENDMENTS

The Constitution may be amended by two-thirds of those present and eligible to vote at a regular meeting provided that notification of such proposed changes shall have been made in writing to the Board of Directors which shall provide two notices to the membership about the proposed amendments. The first notice shall be at least 30 days prior to the vote and shall be published in the group's newsletter. The second notice shall be made verbally at the meeting at which the vote will be taken.

ARTICLE VII - DISSOLUTION & ASSET DISPOSITION

Section 1

In the event of the cessation of the monthly meetings for a period of at least six (6) consecutive calendar months, the remaining Officers and Board of Directors may submit a proposal to the members in good standing to dissolve the organization.

Section 2

Upon the approval of a majority of such members voting on this proposal to dissolve, the surviving Officers and Board of Directors shall: Pay all outstanding bills, to the extent that organization assets permit; Surrender the Sandwich Computer User Group corporate charter to the Secretary of State of Illinois; Equally distribute any remaining monetary assets to members in good standing equal to their remaining pro-rated dues with the balance to be donated to a tax exempt facility of the members choice; Transfer equipment assets to a tax exempt facility of the members choice

BY-LAWS

ARTICLE I - OFFICERS, BOARD OF DIRECTORS

Section 1 - Officers

- a) The President
shall be the administrative head of the organization;
shall preside at all meetings;
shall enforce the laws and regulations relating to the administration of the organization;
shall in the absence of the Secretary, appoint an acting Secretary;
shall in the absence of the Treasurer, sign checks as deemed necessary;
shall appoint other committees as deemed necessary;
shall call meetings of the Board as needed.

- b) The First Vice-President
shall serve as an assistant administrative officer serving the needs of all Computer users, subject to the duties assigned by the President;
shall in the absence of the President, have all the powers of the President;
shall in the vacancy in the Presidency, serve as President to fill the remainder of the term.

The Second Vice-President
shall serve as an assistant administrative officer serving the needs of all Computer users, subject to the duties assigned by the President.

- c. The Past-President
shall serve as the chair of the Election Committee;
shall serve in an advisory capacity to the group;
shall be a voting member of the Board.

- d. The Secretary
shall record the minutes of all meetings of the organization and the Board, and distribute them to the Board of Directors;
shall handle such correspondence of the organization as requested by the President;
shall maintain the files of the organization.

- e. The Treasurer
shall receive all monies due the organization;
shall make all disbursements by check;
shall report the condition of the treasury at each meeting of the Board;
shall assist the officers of the organization in the preparation of an annual budget and the Internal Revenue Service Report

- f. Board Member at Large
shall be the liaison between the board and the membership.

- g. Sergeant at Arms
shall be responsible for maintaining order at the general meetings.

Section 2 - Board of Directors

- shall be the policy-making body of the organization;
- shall break ties in the election of officers of the organization;
- shall determine the membership year and the fiscal year for the organization;
- shall examine the prepared annual budget, and present copies of the same to members for approval at an annual meeting;
- shall declare vacancies on the Board as indicated in Article IV, Section 4 of the Constitution;
- shall meet at the call of the President;

shall approve all purchases exceeding one hundred dollars (\$100.00);
May amend the By-Laws of the organization without the approval of the membership. Publication in the organization's newsletter of any amendments to these By-Laws must follow their adoption within sixty (60) days.
shall implement the policies as determined by the Board of the organization.

Section 3 - Officers

shall manage the business and affairs of the organization;
shall implement the policies as determined by the Board of the organization;
shall meet at the call of the President;
shall approve the slate of candidates prepared by the Election Committee.

ARTICLE II – COMMITTEES

Section 1 - Standing Committees

- a. The Publication Committee
shall make available to each member of the organization a copy of this Constitution and By-Laws;
shall be responsible for the publication of any amendments to this Constitution and By-Laws, and the annual budget in accordance with guidelines set elsewhere in this document;
shall supervise the publication of the organization's monthly newsletter, and all publications of the Group.
- b. The Finance Committee
shall be responsible for conducting an annual audit of the accounts of the Treasurer on or before the end of the fiscal year;
shall make a financial report to the organization at an annual meeting;
shall prepare, with the assistance of the Treasurer, an annual budget for submission to the Board of Directors and the Internal Revenue Service report for submission to the Board of Directors and timely filing;
shall audit membership receipts;
shall audit meeting receipts.
- c. The Membership Committee
shall devise ways and means of promoting membership and of obtaining new members in the organization;
shall keep a record of all membership;
shall issue identification signifying current membership;
shall provide the Officers with current membership listings;
shall provide new members with an introductory packet of information.
- d. The Elections Committee
shall be chaired by the immediate Past-President or, if unavailable, a designate of the President;
shall be responsible for obtaining the consent and reviewing the qualifications of all nominees to stand for election;
shall conduct the elections of the organization in accordance with Article V of the Constitution;
shall consist of, in addition to the Past-President (or, if unavailable, a designate of the President) two current members.
- e. The Copy Committee
shall make software available to the membership, in keeping with the copyright laws of the U.S.A..
- f. The Program and Education Committee
shall coordinate the educational program to be presented at each meeting of the organization;
shall be responsible for the formation and maintenance of Special Interest Groups (SIGs).
- g. The Technical Committee
shall provide to the membership assistance with technical problems.
- h. The Group Purchase Committee

shall provide guidance and leadership in locating group purchases and making them available to the membership in keeping with tax-exempt purposes of a non-profit organization.

- i. The Software Library Committee shall collate and publish information regarding the Public Domain software holdings of the organization; shall organize and maintain the software library in accordance with good storage and filing practices.
- j. The World Wide Web Committee shall secure and maintain a Domain Name (SCUG.ORG); shall be responsible for finding a host for the SCUG.ORG Web site; shall maintain the files of the SCUG.ORG Web site in a timely manner; shall keep secure all passwords;

Section 2

All standing Committees shall consist of a Chair and as many additional members as needed. Each Chair or a designee shall make a report to the membership at each meeting of the organization, if necessary.

ARTICLE III – MEETING

The organization shall hold meetings on the third Thursday of each month which is not a holiday. If the third Thursday is a holiday, the Secretary shall secure a meeting site for the next reasonable date in that month.

The organization may hold additional meetings as determined by the Board of Directors.

The Board meets at a time and date to be determined by the Board in power.

ARTICLE IV - DUES

Membership dues and the membership year shall be recommended by the Board of Directors and approved by a majority vote of current members present at the next meeting. Dues shall be requested two months prior to and one month following the month in which the membership expires; however, the membership ceases to exist at the end of the twelfth month of regular membership.

ARTICLE V - POWER TO VOTE

Voting privileges shall be limited to the delegated member of each family holding a current membership. This delegate votes in person or by written proxy. A proxy is valid only if signed by the delegate and dated, and expires after the meeting following the date of the proxy.

ARTICLE VI - AMENDMENTS

These BY-LAWS may be amended by two-thirds of those present and eligible to vote at a regular meeting provided that notification of such proposed changes shall have been made in writing to the Board of Directors which shall provide two notices to the membership about the proposed amendments. The first notice shall be at least 30 days prior to the vote and shall be published in the group's newsletter. The second notice shall be made verbally at the meeting at which the vote will be taken.

NOTICE:

This Constitution and its BY-LAWS will be valid immediately upon acceptance by the majority of the membership of the User Group. Said acceptance shall be given by vote of the membership in a manner and at a time designated by the President and/or the Board of Directors.

Approved by the membership on August 16, 2001