

# Draft By-Laws

## **SECTION 1 - NAME**

1.01 The name of the organization is Port Townsend Seriously Laidback User Group , hereinafter referred to as the PTSLUG.

## **SECTION 2 - OFFICES**

2.01 The principal office of the PTSLUG will be in Port Townsend, Washington.

## **SECTION 3 - PURPOSE**

3.01 The purpose of the PTSLUG is to enrich the lives of our members and community through continuing education, training and the sharing of knowledge, as it relates to our world of evolving digital technology. Said corporation is organized exclusively for educational, training and scientific purposes.

## **SECTION 4 - DEDICATION OF ASSETS**

4.01 The properties and assets of this organization are irrevocably dedicated to scientific, training, and educational purposes. No part of the net earnings, properties, or assets of the PTSLUG, on a dissolution or otherwise, will inure to the benefit of any private person or individual, or any member or trustee of this organization, except as reasonable compensation for the services rendered.

4.02 From time to time certain assets may be distributed to educational institutions to further the knowledge, training and education of our members and the public.

## **SECTION 5 - MEMBERS**

5.01 Any resident of Jefferson County, Washington and vicinity will be eligible for membership in the PTSLUG upon payment of such dues as are decided by the Board of Directors.

5.02 Members are considered in good standing as long as they maintain their annual dues.

5.03 No member in good standing may transfer for value, a membership, or any right arising from it. All rights cease at the member's resignation.

5.04 Members of the same household will be considered a single member for purposes of dues and voting.

## **SECTION 6 - MEETINGS OF MEMBERSHIP**

6.01 Regular and special meetings will be held as provided for in these bylaws.

6.02 The annual meeting of the membership will be held in December at the place regularly designated for meetings, unless the Board fixes another date and place for such meeting and so notifies the membership not less than thirty (30) days before said meeting.

6.03 Any of the following may call a special meeting of the members:

A. The PTSLUG President and/or a majority of the Board of Directors

B. Two-thirds (2/3) or more of the membership present at any meeting provided there is a quorum present. A quorum for this purpose will be the lesser of 20% of paid members or 20 members.

# Draft By-Laws

6.04. The Board of Directors or the President may call an emergency meeting by giving twenty four hours notice to the membership. Emergency meetings may only be called to discuss time sensitive issues and only those issues may be discussed at the meeting.

6.05 At all meetings of the membership, 10 percent of the membership shall constitute a quorum for the transaction of business. Each duly paid-up member household shall have one vote on every issue submitted to a vote of the membership. The acts of a majority of the members present at the meeting shall be the act of the membership, unless otherwise provided for in these Bylaws.

6.07 No proxy or absentee votes will be allowed.

6.08 Conducting business via technology:

Should the board deem it appropriate, business to come before the entire club membership may be done using available technology, including, but not limited to, email voting as long as there are enough votes to meet bylaws requirements and appropriate notification requirements are met.

## **SECTION 7 - OFFICERS**

7.01 The officers of the PTSLUG shall include the President, Vice-president, a Secretary and a Treasurer.

7.02 The officers of the PTSLUG will be elected by majority vote of the members voting at the annual meeting of the membership in December. All officers will automatically be members of the Board of Directors. Officers shall take office on January first following the election.

7.03 No one person will hold more than one office at the same time.

7.04 Duties of the officers not specifically set forth herein will be enumerated in a separate set of Policies and Procedures, as may be drafted and modified from time to time by the Board of Directors. The duties of the officers as established herein will always prevail in the event of conflict between said Policies and Procedures, as adopted, and these bylaws.

7.05 The President will:

- A. Chair meetings of the membership and the Board of Directors.
- B. Supervise the business of the PTSLUG, subject to an override vote by a majority of the Board of Directors, and will have such powers and duties as will be prescribed by the Board of Directors within the limits of these bylaws.
- C. Appoint Special Interest Group (SIG) leaders and Chairpersons to committees of the PTSLUG, subject to an override vote by a super majority (60% or more of the total number) of the full Board.
- D. Be an ex-officio member of all committees.

7.06 The Vice-president will:

- A - Assist the President and assume the duties of the President in the President's absence.

7.07 The Secretary will:

- A. Attend and maintain a record of the decision-making proceedings of each meeting of the PTSLUG and each meeting of the Board of Directors.
- B. Receive the correspondence directed to the PTSLUG and distribute it to the proper officers and committees, in the absence of another officer or Director having been assigned such duties.

# Draft By-Laws

- C. Handle general correspondence relating to the PTSLUG, in the absence of another officer or Director having been assigned such duties.
- D. Retain copies of membership records from board, regular, and special meetings.
- E. Provide a copy of the minutes of the previous decision-making meeting at the next Board meeting.

## 7.08 The Treasurer will:

- A. Present a financial report at all meetings of the Board of Directors.
- B. Be responsible for the safekeeping of PTSLUG funds in a financial institution known and approved by the Board of Directors.
- C. Issue receipts when requested or when deemed necessary.
- D. Collect, account for, and make timely deposits of all funds due the PTSLUG and make disbursements as necessary, or authorized by the Board of Directors.
- E. Maintain accurate financial records, which will be available for audit when requested by the Board of Directors or an audit committee, appointed thereby. Provide a copy of the financial report at the monthly Board of Directors meeting.
- F. See to the timely filing of all required state and federal forms and tax returns, as required by law.
- G. The Treasurer, President, and the Vice-president shall have their names on the bank signature card.
- H. Shall make the proposed budget and the previous year's financial statements available to the membership no less than 30 days before the annual meeting.
- I. Maintain all documents pertinent to the PTSLUG, including but not limited to, incorporation, tax status, filings with federal and state governments, scholarships provided, etc.

## SECTION 8 - BOARD OF DIRECTORS

8.01 The business and affairs of the PTSLUG will be conducted, and will be exercised by The Board of Directors.

8.02 The Board of Directors will consist of no fewer than six (6) nor more than fifteen (15) PTSLUG members elected by the membership as a whole, with a President, Vice-President and Secretary to be elected by majority vote of members at the time of the annual membership meeting.

8.03 The Directors of the PTSLUG will be elected by the general membership of the organization without limit to the number of consecutive terms a Board member may serve.

8.04 A vacancy in the Board of Directors will be deemed to exist on the occurrence of the following:

- A. The death, resignation, or removal of any officer or Director (s),
- B. The declaration by resolution of the Board of Directors of a vacancy of the office of an officer or Director, whom an order of the court has declared of unsound mind or has been convicted of a felony.

8.05 The vote of two-thirds (2/3) of the entire Board of Directors shall be required to remove an officer or Director.

# Draft By-Laws

- 8.06 Any Board member may resign at any time by giving notice to the Secretary.
- 8.07 A vacancy in any office because of death, resignation, removal, disqualification, or any other cause will be filled only in the manner prescribed in these bylaws for regular appointment to that office.
- 8.08 No one person will hold more than one office at the same time.
- 8.09 Duties of Directors not specifically set forth herein will be enumerated in a separate set of Policies and Procedures, as may be drafted and modified from time to time by the Board of Directors. The duties of the Directors as established herein will always prevail in the event of conflict between said Policies and Procedures, as adopted, and these by-laws.
- 8.10 The Board of Directors will meet at such time and place as announced by the President .
- 8.11 No proxy or absentee votes will be allowed.

## SECTION 9 - ELECTIONS

- 9.01 Elections will be held in December of each year at the PTSLUG annual meeting. Nominations for office may be made any time prior to the call for a vote at the Annual Meeting of anyone who will state willingness to serve in the capacity for which they are nominated, or who has, prior to the Annual Meeting filed with the Secretary, a signed, written or electronic document so stating.
- 9.02 Terms of office will be one year, from January 1 through December 31. However, Directors may serve for multiple terms.
- 9.03 In the event a Director is unable to complete his/her term of office a replacement may be appointed from the membership by the Board of Directors.
- 9.04 If an elected officer is unable to complete his/her term of office, the Board of Directors will elect a replacement. Said appointment will continue until the next regular elections.

## SECTION 10 - FISCAL YEAR

- 10.01 The fiscal year will be from January 1<sup>st</sup> of every year to December 31<sup>st</sup> of the following year.

## SECTION 11 - AMENDMENTS

- 11.01 These bylaws may be amended, repealed, or modified by a majority vote of the member households present at any annual, or special meeting. The revised bylaws shall be posted on the PTSLUG's web site.

## SECTION 12 - LIABILITY

- 12.01 The PTSLUG, its board of directors, officers, nor members takes any express or implied responsibility for information that is supplied through the club, nor liability for damages through the use of club owned equipment. All opinions and information should be carefully considered and neither the club, its speakers, the board, officers, nor members shall be liable for any incidental or consequential damages that may arise from the furnishing or use of any information or opinions in the course of club activities to fulfill our objective to provide an informal atmosphere for the exchange of computer information.

# Draft By-Laws

## **SECTION 13 - EXPENDITURES OF FUNDS**

13.1 The president may authorize the expenditure of up to \$50 per month. Expenditures of \$50.01 up to \$500 will require the authorization of a majority of the board of directors. Such authorization may be at a meeting of the board of directors or electronically (email). Expenditures of \$500.01 or more will require authorization of two-thirds (2/3) or more of the membership present at any meeting provided there is a quorum present. A quorum for this purpose will be the lesser of 20% of paid members or 20 members.

## **SECTION 14 - DISSOLUTION**

14.01 A special meeting to consider dissolution shall require thirty (30) days advance notice.

14.02 Upon the dissolution of the PTSLUG, the Board of Directors will, after paying or arranging for the payments of all of the liabilities of the PTSLUG, dispose of all of the assets of the PTSLUG. In the event of the dissolution of this organization, any remaining funds or physical assets shall revert to the any organization or government agency designated as a 501.(c).(3). Tax-exempt entity by the Internal Revenue Service.

14.03 Upon dissolution, no person previously a member, or Board member may use the name Port Ludlow Computer Club in formation of a group or association

## **APPROVAL**

By motions duly made, these bylaws having been approved by the Board of Directors and duly approved by the membership on \_\_\_\_\_