

**By-Laws
of MacTechnics,
Ann Arbor Computer Users Group, Inc.
(As Amended to May 2007)**

ARTICLE I.

Name

This organization named in its Articles of Incorporation “MacTechnics, Ann Arbor Computer Users Group, Inc.” (Hereinafter referred to in these By-Laws as the “Club” or the “Corporation”) is a Michigan non-profit corporation with a perpetual corporate term.

ARTICLE II.

Purposes

The Corporation is organized for such charitable and educational purposes as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law). More specifically, such purposes include, but are not limited to, the advancement of public education and scientific endeavor through, graphics-oriented, intuitive interaction with computers.

ARTICLE III.

Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

The Corporation shall not carry on any other activities prohibited to be carried on:

(a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law) or

(b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law).

No member, director or officer of the Corporation shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Corporation for compensation, unless the fact of such interest be known to the Board of Directors and unless such agreement or transaction shall be authorized by the Directors who have no interest, direct or

indirect, in such agreement or transaction.

ARTICLE IV.

Offices

The address of the registered office of the Corporation shall be P.O. Box 4069, Ann Arbor, Michigan 48106-4069 or such other address as shall be determined by the Board of Directors from time to time. The Corporation may maintain additional offices at other places as the Board of Directors choose to designate. Additionally, MacTechnics maintains their group website at www.mactechnics.org.

ARTICLE V.

Membership

- | §1. **Classes of Membership.** There shall be six classes of membership: individual, family (immediate family member), student (full/part-time) with valid student ID card, organization, charitable organization and educational institution. Members of each class shall have equal privileges and voting powers.
- | §2. **Eligibility.** Membership in the Corporation is open to any person, family, organization or institution interested in computers. New members may be required to pay an initiation fee if prescribed by the Board of Directors.
- | §3. **Fees & Dues.** The annual dues and assessments for each class of membership shall be determined by the Board of Directors.
- | §4. **Application.** Application for membership shall be accompanied by the payment of dues. The corporation's acceptance of such application shall cause the applicant to become a member of the Corporation and to be bound by these By-Laws as they may be constituted at the time of acceptance and as they may be amended from time to time during the term of membership or any renewal thereof.
- | §5. **Renewal.** The right to place reasonable conditions and limitations upon the renewal of any membership shall rest in the Board of Directors. The offer of renewal of membership, including any conditions and limitations with respect thereto, shall be established by proper notice that dues for the ensuing dues period are due and payable to the Corporation. The payment of such dues by the member shall constitute acceptance of such offer.
- | §6. **Privileges.** Any member whose dues are fully paid for the class of membership the member has elected and who is not in arrears in any other fees or charges to the Corporation shall be considered in good standing and, unless otherwise provided by these By- Laws, entitled to all the services the corporation provides for its members of that class of membership.

The Board of Directors may establish reasonable standards for use of Corporation services by its members. Upon proper notice to the members as provided herein, the privileges of membership may be suspended, limited, or cancelled where the use of Corporation services by such members is not in accordance with such standards so established. Such suspension or

limitation may be removed at any time by the Board of Directors.

No Member shall have or acquire any right, title, or interest in the funds or assets of neither the Corporation nor any vested right in the continuation of any Corporation service. All funds and assets of the Corporation shall be used to provide services to the members of the Corporation or for objectives consistent with the purposes of the Corporation as stated in Article II.

§7. **Limitation of Authority.** Except as otherwise specified in these Bylaws, no member shall act in the name of the Corporation or take any action, which would bind the Corporation.

§8. **Resignation.** Any member may resign from membership in the Corporation by submitting a written resignation to the Secretary of the Corporation, but members shall not be entitled to a refund of any portion of the annual dues and assessments paid prior to such resignation.

§9. **Expulsion.** A member may be expelled from membership in the Corporation for (a) failure to pay annual dues or assessments for more than thirty (30) days after the due date thereof, or (b) engaging in activities prohibited by these Bylaws or any rule or practice adopted by the Board of Directors. Before any member may be expelled for engaging in prohibited activities, written charges specifying the alleged cause shall be filed with the Membership Secretary and a copy thereof shall be served on the member charged, who shall be given the opportunity to correct such conduct. If such member continues to engage in prohibited activities, then such member may be expelled at any meeting of the Board of Directors at which there is a quorum by the affirmative vote of two-thirds of those present and voting.

ARTICLE VI.

Membership Meetings

§1. Regular Meetings. Regular Membership Meetings shall be held on the third Saturday of each month, unless otherwise determined by the Board of Directors. Notice of these meetings, stating the date, time and location, shall be published in the Corporation newsletter, via email, on the Corporation website or website blog.

§2. Special Meetings. Special Membership Meetings may be called by the President, the Board of Directors, or a signed petition of thirty (30) members. Notice of a Special Membership Meeting stating the date, time and location, shall be published in the Corporation newsletter or be given by mailed announcement to all members and shall state the purpose of the meeting. No business other than that stated in the notice of Special Meeting shall be transacted.

§3. Quorum. Ten percent of the members, or fifty members in good standing, whichever is less, must be present at a Regular or Special Membership Meeting in order to conduct business.

§4. Proxies. No member may vote by proxy at the Regular or Special Membership Meeting.

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ARTICLE VII.

Board of Directors

§1. Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and perform all lawful acts and things which are not by law, the Article of Incorporation, or these Bylaws directed or required to be exercised or performed by or are conferred upon or reserved to the members.

§2. **Composition.** The Board of Directors shall consist of 11 or more members: the President; Vice-President of Communication; Vice-President of Education Services; Vice-President of Volunteer Services; Recording Secretary; Membership Secretary; Treasurer; Past-President; one Director-at-Large; and those Directors appointed at the discretion of the board.

The Director-at-Large shall be elected annually pursuant to Article IX hereof. The Past-President shall be the individual who last served as the President; provide, however, that if an individual is entitled to serve on the Board of Directors as an Officer or Director-at-Large, he shall not also serve as Past-President. In that case, the Past President shall be the predecessor to the individual who last served as the President.

Appointed members of the Board of Directors may include any or all of the following: Newsletter Editor; Webmaster, Software Wrangler; and Director of Marketing. These or other appointments can be made by the President, with the approval of the board of directors. Appointed board members will serve for a one year term beginning the first Board of Directors meeting following the election. Each appointed Board Member shall be entitled to one vote.

If an individual is entitled to serve on the Board of Directors by virtue of election or appointment to more than one position, then such individual shall be entitled to only one vote and the second Director position shall remain vacant.

§3. **Term.** Director-at-Large shall serve for a one year term beginning on the third Saturday in April.

§4. **Removal.** A Director may be removed at any time, with or without cause, by a majority vote of a quorum of the Board either at a Regular Board Meeting or at a special meeting called for such purpose.

§5. **Vacancies.** Upon the resignation or removal of the Director-at Large, the Board of Directors may, by majority vote, appoint a member to serve for the remainder of the Director's term.

§6. **Regular meetings.** Regular meetings of the Board of Directors shall be held monthly, unless otherwise determined by the Board of Directors. Regular meetings shall be held, at such time and place as determined by the Board of Directors, without further notice.

§7. **Special Meetings.** Special meetings of the Board of Directors may be called by the President, Vice-President of Communications, or two or more Directors on seven (7) days notice to each Director. No business other than that stated in such notice shall be conducted.

§8. **Annual Meetings.** The first regularly scheduled meeting of the Board of Directors immediately following the close of the fiscal year shall be deemed to be the "Annual Meeting" of

the Board of Directors.

| §9. **Conduct of Meetings.** The President, or in his/her absence the Designated Vice- President, shall preside at meetings of the Board of Directors. The Recording Secretary of the Corporation, or such other person as the presiding officer may appoint, shall act as secretary of the meetings. Meetings of the Board of Directors shall be open to all the Corporation's members, except that upon majority vote, the Board of Directors may enter executive session to transact business which the Board determines to be confidential.

| §10. **Action by Consent or by Telecommunications.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board. The Board of Directors may participate in a meeting by means of a conference telephone, email or private chat room by means of which all Directors participating in the meeting can communicate with, and jointly receive communications for any and all Directors at the same time. Participation by such means shall constitute presence at such meeting.

| §11. **Quorum.** A majority of the active Directors currently in office (not counting vacancies) shall constitute a quorum and must be present at a Regular or Special Board of Directors Meeting in order to conduct business.

| §12. **Proxies.** No Board Member may vote by proxy at a Regular, Special, or Annual Board Meeting.

| **ARTICLE VIII.**

Officers

| §1. **Designation.** The officers of the Corporation shall be the President, The Vice-President of Communications, The Vice President of Educational Services, the Vice President of Volunteer Services, Recording Secretary, Membership Secretary, Treasurer, Newsletter Editor, and Web Master. The President, Vice-Presidents, Secretaries, Treasurer and Director-at-Large shall be elected annually by the members pursuant to article IX hereof.

| §2. **President.** The President shall be the chief executive officer of the Corporation, and shall have general charge of the business, affairs, and property of the Corporation with general supervision over its other officers and agents. The President shall preside at all Membership and Board of Directors meetings and shall see that all resolutions of the Board of Directors are carried into effect. The President shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall submit an annual report describing the past year's activities of the Corporation to the membership, either in person or through the Corporation newsletter.

| §3. **Vice-President of Communications.** The Vice-President of Communications shall serve as an administrative assistant to the President and shall oversee and coordinate publicity and

promotion, the main meeting speakers and equipment and meeting information. The Vice-President of Communications shall, in the absence of the President, or in the event of the President's disability, perform the duties and exercise the powers of the President.

4. Vice-President of Educational Services The Vice President of Educational Services shall oversee the SIGs, the educational classes and other educational functions. The Vice President of Education is responsible for the meeting locations and equipment needs of the SIGs. The Vice President of Educational Services shall, in the absence of the President and the Vice-President of Communications or in the event of the President's and the Vice-President of Communications' disability, perform the duties and exercise the powers of the President.

§5. Vice President of Volunteer Services. The Vice President of Volunteer Services shall be responsible for the coordination of the volunteer efforts of the group. He/She will determine the need for volunteers, find persons to fill those positions and assist the other officers in filling volunteer positions. The Vice President of Volunteer Services will coordinate the volunteer efforts of the Corporation with other institutions in the area. These institutions may include, but are not limited to, the University of Michigan, Eastern Michigan University, Washtenaw Community College, Ann Arbor Schools, Ronald McDonald House, and the Hands-On Museum.

§6. Recording Secretary. The Recording Secretary shall be the Resident Agent and the recording officer of the Corporation and shall

- 1) Have the general responsibility for the Corporate seal and the official Corporation records,
- 2) Give or cause to be given, notice of Special Membership Meetings and of Special Board of Directors meetings, as set forth in Article VI,
- 3) Attend and keep the minutes of the meetings of the members and of the board of Directors,
- 4) Send copies of the minutes of all meetings to the Board of Directors,
- 5) See that the books, reports, statements, and all other documents required by law are properly kept and filed.

§7. Membership Secretary. The Membership Secretary shall:

- 1) Keep a record of the names and addresses of all members of the Corporation, but in the interest of confidentiality and privacy of members, shall not give access thereto unless directed to do so by these By-Laws or by the Board of Directors,
- 2) Ensure that the Newsletter Editor and Web Master have current membership rosters and/or mailing lists,
- 3) Register new members,
- 4) Coordinate all group mailings,
- 5) Perform such other duties as may be designated by the President or the Board of Directors.
- 6) Submit a monthly membership report to the Board of Directors which includes:
 - Total members in good standing
 - New member enrollment for the month
 - Membership renewals
 - Total funds received and form of payment (i.e., cash, check, PayPal)

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The Membership Secretary may appoint one or more assistants.

§8. **Treasurer.** The Treasurer shall have custody of the corporate funds and other valuable effects and shall:

- 1) Keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation,
- 2) Deposit in a timely manner all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors,
- 3) Have the authority to disburse checks as provided in Article XIII hereof,
- 4) Maintain, according to generally accepted accounting principals, a system of internal fiscal control,
- 5) Submit a monthly Treasurer's Report regularly to the Board of Directors on the expenses and financial condition of the Corporation. The report must include:
 - Monthly budget
 - Actual expenses
 - Total funds received
 - Deposits
 - Expenditures
 - Form of payments (i.e., cash, check, PayPal)
- 6) Prepare and submit an Annual Budget for discussion and approval by the Board of Directors. The draft budget must be submitted for consideration annually at the June (endo of Fiscal Year meeting).
- 7) Perform such other duties as may be designated by the President or the Board of Directors.

The Treasurer may appoint one or more assistants.

§9. **Newsletter Editor.** With approval of the Board of Directors, the President shall appoint a Newsletter Editor. The Corporation newsletter shall be named as may be determined from time to time by the Board of Directors. The Editor shall be subject to the general policy direction of the Board of Directors, and shall be responsible for its editorial and advertising content and publication on a regular basis. The editor may appoint one or more assistants.

§10. **Web Master.** With approval of the Board of Directors, the President shall appoint a Webmaster who shall maintain the Corporation's presence on the Internet, subject to the general policy direction of the Board of Directors. The Web Master may appoint one or more assistants.

§11. **Vacancies.** If the offices of President, Vice-Presidents, Secretaries, or Treasurer become vacant for any reason, the vacancy shall be filled by the Board of Directors. If the offices of Newsletter Editor or Web Master, become vacant for any reason, the vacancy shall be filled by the President. Any officer elected or appointed to fill a vacancy shall hold office until the election and qualification or appoint of his successor.

§12. **Removal.** An Officer may be removed at any time, with or without cause, by a majority

vote of a quorum of the Board either at a Regular Board Meeting or at a special meeting called for such purpose.

ARTICLE IX.

Corporation Elections

§1. **Nominations.** Nominations for President, Vice-Presidents, Secretaries, Treasurer and Director-at-Large shall be submitted in the month of February. The nominations may be made at the February Regular Membership Meeting or sent by mail to the Secretary through the Corporation's office.

§2. **Eligibility.** Only members in good standing may be candidates for elective office. An individual may be a candidate for more than once office, except that no one person may be a candidate for both President and Recording Secretary. Any dispute regarding the eligibility of a candidate shall be resolved by the Board of Directors.

§3. **Balloting.** An election of officers shall be completed during the month of March. Only members in good standing as of the second day of the month in which the election shall be held may vote in that month's election. A ballot shall be given to each member in good standing who attends the election meeting. Each ballot may cast one vote for each office.

§4. **Results.** In the event that any candidate for Director-at-Large is also elected as an officer, such candidate shall not be eligible for election as a Director-at-Large. The election tellers shall certify the results of the election to the membership prior to 1 April of each year for.

ARTICLE X.

Special Interest Groups

§1. **Formation.** The Board of Directors may establish Interest Groups (IGs) to provide a forum for exploring topics of special concern to a portion of the membership. Among the factors to be considered by the Board of Directors in recognizing a new IG are: whether the group conducts regularly scheduled meetings which it announces in the Corporation .

§2. **Limitation of Authority.** No IG shall act in the name of or take any action which would bind the Corporation.

§3. **Budgets.** IGs shall submit a regular budget to the Board of Directors in April of each year. Such budget, so submitted or amended by the Board of Directors, shall be then submitted for membership approval as part of the Corporation budget.

§4. **Spending.** The Board of Directors shall authorize the payment of bills presented in IGs in an aggregate amount not to exceed the budgeted funds.

§5. **Membership.** Any Club member may join any one or more IG(s).

ARTICLE XII.

Committees

§1. **Audit Committee.** The Audit Committee shall be appointed by the Board of Directors to review the financial records and reports of the Corporation. The President, Treasurer, Membership Secretary or other officer receiving or disbursing funds of the Corporation may not serve as a member of the Audit Committee. This shall be done annually in January.

§2. **Other Committees.** The Board of Directors may appoint other standing or special committees (e.g., Finance Committee, Holiday Party Committee, etc.).

ARTICLE XII.

Fiscal Control

§1. **Disbursements.** Disbursements over \$25.00 shall be made only by check. Any disbursement over \$5.00 shall be supported by voucher or receipt. All checks, drafts, notes, charges and evidence of indebtedness of the Corporation, over \$25 must be approved by the Board of Directors prior to purchase or reimbursement.. Approval may constitute inclusion in an approved Annual Budget, or in support of a Board approved expense or purchase.

§2. **Annual Budget.** Prior to the commencement of each fiscal year, the Board of Directors shall prepare an estimated budget for the following fiscal year for the approval of a majority of those present and voting at a Membership Meeting.

§3. **Fiscal Year.** The Corporation's fiscal year shall be from July 1 to June 30.

§4. **Capital Expenditures.** Capital expenditures in excess of \$500.00 must be approved by a majority of those present and voting at a Membership Meeting. Approval of a line item in the annual budget shall constitute membership approval of a capital expenditure.

ARTICLE XIII.

Notice

§1. **Form of Notice.** Whenever under the provision of law, the Articles of Incorporation of these Bylaws, notice is required to be given to any Director or member, such notice may be given by publication in the Corporation newsletter or in writing by mail, addressed to such Director, officer or member, at his post office address as it appears on the records of the Such notice shall be deemed to be given at the time it is deposited in the United States mail.

§2. **Waiver.** Whenever notice is required under the provisions of law, the Articles of Incorporation, or these Bylaws a written waiver of the notice, signed by the person entitled to the notice, whether before after the fact shall be deemed to be the equivalent of such notice. Any member or Director who attends a meeting, without protesting the commencement of the meeting or the lack of notice shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XIV.

Indemnification

§1. The Corporation shall, to the extent legally permissible, indemnify and hold harmless any person serving or who has served as a director, officer, or duly authorized agent of the Corporation against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any claim, action, suite, or other proceeding whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a director, officer, or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation.

§2. Expenses, including counsel fees, reasonably incurred by and such director, officer, or agent in connection with the defense or disposition of any such claim, action suite, or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay such expenses is not authorized therein. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such director, officer, or agent may be entitled. As used in this Article, the terms “director,” “officer,” and “agent” include their respective heirs, executors, and administrators.

§3. The Corporation may, at the election of the Board of Directors, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in or arising out of his position, whether or not the Corporation would be obligated or empowered to indemnify him against such liability under this Article XV.

§4. A volunteer director of this corporations shall not be held personally liable to the corporation or members for monetary damages for breach of fiduciary duty. However, the provision shall not eliminate or limit the liability of a director or any of the following:

- a. A breach of the director’s duty of loyalty to the corporation or its members.
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- c. A violation of Section 551(1) of Act 162 of the Public Acts of 1982, as amended.
- d. a transaction from which the director derived improper personal benefit.
- e. An act or omission occurring before January 1, 1988.
- f. An act or omission that is grossly negligent.

§5. Whereas, this corporation has been designated as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, the corporation shall assume all liability to any person other than the corporation of its members for all acts or omissions of a volunteer director occurring out of the performance of the directors duties on or after January 1, 1988

ARTICLE XV.

Dissolution

No part of the funds or assets of the Corporation shall inure to or be distributed to the members thereof. Upon dissolution, any funds or assets of the Corporation remaining, after all obligations shall have been discharged, shall be distributed to one or more regularly organized non-profit organizations devoted to one or more of the Purposes of the Corporation, or to one or more educational or charitable organizations selected by the Board of Directors.

ARTICLE XVI.

Amendment

§1. The Board of Directors shall have the power to make, amend or repeal the By-Laws of the Corporation by a vote of two-thirds of the elected Directors at any regular or special meeting, provided that notice of intention to make, amend or repeal the By-Laws, in whole or in part, shall be given to each Director at least ten (10) days prior to the meeting, or without such notice, by vote of all members of the Board.

§2. Notice of all Bylaw amendments shall be published in the Corporation newsletter or in any form prescribed by Article XIII.

§3. The use or acceptance of any Club service after such notice or publication shall constitute ratification by the member of any such change in the By Laws.

§4. The Board of Directors shall have the power to construe the By-Laws, and its decision with respect to their construction shall be final.