

# **Bylaws of Stanford-Palo Alto Users Group For PC (SPAUG)**

(Revised 7/28/99)

## **ARTICLE I. NAME**

The name of the corporation is Stanford-Palo Alto Users Group for PC (SPAUG), hereinafter referred to as SPAUG, the Group, or the corporation.

## **ARTICLE II. STATEMENT OF PURPOSE**

The specific and primary purposes for which this Group is organized includes, but is not limited to the following:

- A. Providing education to advance the effective utilization of the personal computer by:
  - a. providing a forum for personal computer users to discuss and cooperate on their common interests and needs;
  - b. providing an interface between computer users and the computer industry for keeping abreast of developments and to exchange information and experience;
  - c. providing impartial information about computer products;
  - d. providing access to computer resources.
  
- B. Advancing the art and science of computing and information processing through education and the interchange of ideas.

## **ARTICLE III. MEMBERSHIP, ENTITLEMENTS AND DUES**

- A. **Individual Member:** An Individual Member can vote in elections, is eligible for all club privileges, and if 18 years of age or older can hold elective office.
- B. **Membership Term and Dues Schedule**
  - a. **Membership Term:** The payment of dues entitles a member to one year's membership. Renewal of membership is due by the renewal date shown on the mailing label of the Member's newsletter. A grace period of three months may be given, but a Member not renewing before the end of this period ceases to be a Member.
  - b. **Dues Schedule:** The rates and amounts of dues, within the guidelines set out above and with a Board recommendation, are to be voted on by the general membership at a General Meeting. The Board may recommend a change of dues no more than once a year.

## ARTICLE IV. MEETINGS

- A. **Open Meetings:** All General Meetings of the Group are open to the members and the general public. Meetings of the Board, Planning Committee and Special Interest Groups (SIGs) are open to all Members.
- B. **Location and Time of Meetings:** Location and time of all regular meetings, including General Meetings, SIG meetings, and meetings of the governing bodies are to be published in the Group Newsletter. Any changes from the location and time published in the newsletter are to be posted on the Group Internet Home Page.
- C. **General Meeting:** The General Meeting is held on the last Wednesday of the month. The Board has the authority to change the meeting time and location on an emergency basis. The general membership has the authority to change the regular time or location of the General Meeting by majority vote at a General Meeting.

## ARTICLE V. GOVERNANCE

The Board of Directors oversees the management of the Group and the legal matters of the corporation. The Planning Committee oversees the day-to-day operations of the Group. The governing bodies provide leadership and act as a steering mechanism for the Group.

- A. **Board of Directors:** The Board of Directors, composed of the five elected officers, may exercise all such powers of the corporation and may do all such lawful acts that do not violate these Bylaws and do not endanger the nonprofit status of the corporation. All such lawful acts by the Board of Directors are binding on the corporation. The Board has the sole authority to approve expenditures, appoint committees and chairpersons, and call for special elections. The Board has the authority to overrule any action or measure of the Planning Committee if such action or measure endangers the Group's nonprofit status or does not otherwise adhere to the Bylaws.

A quorum is three and is required for any vote. A majority is over 50% of the Directors voting. A majority vote is required for adoption of any measure.

- B. **Planning Committee:** The Planning Committee is constituted of all members of the Board of Directors and all chairpersons appointed by the Board. The Planning Committee may have a minimum of four and a maximum of twelve members in addition to the Board members. These may include, but are not limited to, Newsletter Editor, Webmaster(s), Program Chair, Government Relations Chair, and Software Librarian.

The Planning Committee shall have the authority to adopt all policies and vote on all measures not reserved to the Board of Directors or to the general membership by these Bylaws.

A **quorum** is 25% of the Planning Committee and must include one elected officer. A simple majority vote is required for adoption of any measure.

- C. Measures to be Voted:** Introduction of issues and the beginning of discussions shall take place at a regular meeting. Continued discussion and a vote on measures based on an issue previously introduced shall take place at a following regular meeting.
- D. Minutes:** All governing bodies shall publish minutes or summaries of meetings in the Group Newsletter. These minutes or summaries shall include treasury reports, committee appointments, and the passage or failure of any voted measures.
- E. Compensation:** No Officer or Director, or Member of the Planning Committee shall receive any salary or other compensation for his or her services in performing that duty.
- F. Emergency Meetings:** Emergency meetings may be called by the presiding officer of a governing body, and emergency measures voted upon without prior introduction of an issue. Discussion and vote may take place by telephone.

A quorum for an emergency meeting is two-thirds. A two-thirds majority is required for adoption of any measure. The results and tally of any emergency meeting vote shall be published in the Group Newsletter.

## **ARTICLE VI. ELECTED OFFICERS**

- A. President:** The President shall be the chief executive officer of the corporation; shall preside at all meetings of the Board of Directors and all general membership meetings; shall execute bonds, mortgages, deeds, leases, and other contracts requiring a seal, under the seal of the corporation; and shall have general and active management of the business of the corporation.
- B. Vice President:** The Vice President shall, in the absence or disability of the President, perform all duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

- C. Treasurer:** The Treasurer shall have custody of the corporate funds and keep full and accurate accounts of all receipts and disbursements. The Treasurer shall disburse the budgeted funds of the Group according to the approved budget, using proper voucher methods for such disbursements. Checks under \$200 shall require one signature; checks \$200 and above shall require the signature of the Treasurer and the President. Disbursement of non-budgeted funds may be approved for expenditure by the Board of Directors. A report shall be prepared monthly, showing receipts and expenditures and the financial condition of the Group. An inventory list of all assets showing who has physical possession shall be maintained. The **fiscal year** begins the first day of January.
- D. Recording Secretary:** The Recording Secretary shall be responsible for keeping full minutes of the meetings of the governing bodies; keeps and has charge of all nonfinancial records of the corporation, together with the seal and charter; and has the sole authority to affix the seal of this corporation.
- E. Membership Secretary:** The Membership Secretary shall be responsible for maintaining the membership records of the Group and provides labels for the newsletter and other mailings.

## **ARTICLE VII: COMMITTEES, CHAIRPERSONS AND MANAGERS**

A Member appointed Chairperson or Manager of a standing committee shall become a member of the Planning Committee. Committee composition shall be reviewed annually by the Board for the possible rotation of assignments to encourage wider participation. Additional standing committees or ad hoc committees may be appointed by the governing bodies.

- A. Newsletter Editor:** The Newsletter Editor shall be responsible for writing, editing, producing and mailing a monthly newsletter that announces all Group business and serves as the official publication for SPAUG.
- B. Webmaster(s):** The Webmaster(s) shall be responsible for designing and maintaining the SP AUG Internet web site.
- C. Budget Committee:** The Budget Committee shall prepare an annual budget, audits financial records, and carries out an annual inventory of assets.

## ARTICLE VIII. ELECTIONS, VACANCIES, AND RECALL

- A. **Annual Elections:** An annual election of officers shall take place in October. Elected officers take office on the first of January.
- a. An elections officer is appointed in August. All members shall be notified in August of the opportunity to submit nominations.
  - b. At the September general meeting, the elections officer shall announce nominations received, and accept additional nominations from the floor. The nominations shall then be declared closed. Candidates shall be given an opportunity to speak from the floor at the September general meeting, and may submit statements to be published in the next regular newsletter.
  - c. In the newsletter preceding the October meeting, the slate of nominees shall be communicated to all Members. If there is more than one nominee for any elected office, the elections officer shall provide an absentee ballot in the newsletter. The ballot shall provide a space for signature by the Member and the return address of the elections officer. A member may cast an absentee vote by marking the ballot, signing, and returning the ballot to the elections officer whose address is provided. The ballot must be received by the designated officer not later than the date of the October general membership meeting.
  - d. The election of officers shall take place at the October general meeting. All members present are eligible to cast their vote provided they have not returned an absentee ballot. The elections officer is charged with the responsibility of ensuring that each member casts one vote, that absentee ballots are properly tabulated, and that only eligible members vote. The vote tally shall be made by the elections officer, assisted by at least one member, and results announced at the meeting.
- B. **Special Elections:** If there is a normal vacancy **in** an elected office, a special election shall be held at the next general membership meeting, with a member of the Board acting as election officer. Nominations may be made at this meeting. No absentee ballots may be cast.
- C. **Recall of Elected Officers:** Members may call for the removal of any elected officers by the submission of a petition signed by at least three members. A recall petition and vote shall be handled in the same manner as specified in Article IX for the amendment to the Bylaws.

## **ARTICLE IX. AMENDMENTS TO THE BYLAWS**

Members may propose amendments to the Bylaws by submitting a petition, signed by at least three members and containing the proposed changes, to a member of the Board of Directors. Such a petition shall be sent by mail to all members of the group in the next regular newsletter, and a vote taken at the next general membership meeting. A majority vote of all members present shall be required for adoption of proposed changes.

## **ARTICLE X. DISSOLUTION**

Upon dissolution of this organization all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, and none of the assets shall be distributed to any member, officer, or director of this organization.