

COMPUTERBUGS

BYLAWS

ARTICLE I. OFFICIAL NAME

The name of this corporation is COMPUTERBUGS.

ARTICLE II. PURPOSE

- A. The purpose of the organization, known as COMPUTERBUGS, is to enhance computer enjoyment by providing information on computer upgrade options, and teaching the basic operations of a computer among those in the Rogue Valley. COMPUTERBUGS is a volunteer, non-profit corporation in the State of Oregon.
- B. This corporation is organized exclusively for the charitable and educational purposes, including, for such purposes, the making of distributions to such organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding other provisions of these Articles, the organization shall not carry on any other activities not permitted to be carried on
1. by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), or
 2. by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue law.

ARTICLE III. MEMBERSHIP

There shall be three categories of membership in COMPUTERBUGS: Regular, Honorary, and Community Members. Membership shall be for one year.

- A. **REGULAR MEMBERSHIP**
1. Is open to all adults regardless of age.
 2. Pay the annual dues. The annual dues will be recommended by the Board and presented to the membership for approval.
 3. In the event Lifetime Membership is awarded for extraordinary service, upon the recommendation of a regular member of COMPUTERBUGS, the Board may approve the recommendation, and final approval shall be by vote of the membership.
 4. Abide by these Bylaws.
 5. Are interested in becoming computer literate or enhancing their existing knowledge of computers.
 6. Prospective members may attend one general meeting before joining.

B. HONORARY MEMBERS:

Shall be individuals who participate in voluntary supportive activities of COMPUTERBUGS such as teaching, advising and consulting. Honorary membership shall be offered to individuals recommended by the Board and reviewed by the membership.

C. COMMUNITY MEMBERS:

Shall be individuals and educational, corporate, business and professional organizations that support the purposes of COMPUTERBUGS. The Board shall designate community membership to the prospective members, after review by the membership.

NOTE: Honorary and Community Members are encouraged to attend and participate at COMPUTERBUGS meetings, but do not have voting privileges; and, are not required to pay dues.

**ARTICLE IV
BOARD OF DIRECTORS**

A. The Board of Directors (hereinafter known as “the Board”) shall govern COMPUTERBUGS. The Board shall consist of seven members and will be elected by the general membership at the annual business meeting. The Board may be increased by a vote of the membership under extenuating circumstances. The Board is authorized to conduct the business of COMPUTERBUGS, and is responsible for communicating to the General Membership the actions of the Board. The offices of the Board shall be:

1. PRESIDENT:

- a. Shall preside at all Board and general membership meetings.
- b. Shall be an ex-officio member of all standing and special committees.
- c. Shall vote only in the case of a tie vote.
- d. Shall have power to defer any Board action until their next scheduled Board meeting.
- e. Shall oversee each of the other members of the Board and assist these members in their tasks.
- f. Shall be responsible to oversee that all activities of COMPUTERBUGS are in accordance with the Bylaws.

2. VICE-PRESIDENT:

- a. In the absence of the President, shall preside.
- b. Shall fulfill other administrative duties as requested by the President.

3. SECRETARY:

- a. Shall maintain all pertinent records.
- b. Shall act as corresponding secretary.
- c. Shall appoint assistants when needed.

4. TREASURER:

- a. Shall keep a true and faithful record of all transactions of monies for COMPUTERBUGS and report it to the Board and to the membership as appropriate.
- b. Shall keep an inventory of all club assets.
- c. The Treasurer will insure that the accounts are maintained according to the established policies of the Board and the appropriate laws governing non-profit organizations.

5. **DIRECTOR OF EDUCATION:**
- a. Shall coordinate the education activities.
 - b. Shall recommend costs to the Board and general membership for approval.
6. **MEMBERS-AT-LARGE:** The balance of the Board shall consist of two additional members and shall be elected by the general membership.
- B. Each member who is an elected officer of COMPUTERBUGS shall be elected for a term of no less than one year but may be reelected annually without limitation.
 - C. Committees as required shall be designated by the Board.
 - D. Board meetings shall be held on an as needed basis, but shall be held at least quarterly.
 - E. A quorum of the Board shall be five elected members of the Board.
 - F. A majority vote of the Board members present is required to approve any action taken.
 - G. Board meetings are open to all members who wish to attend. In the event that a member wishes to address the Board on any issue, they shall have the right to voice their statement and shall be recognized by the President, for a time limit of three (3) minutes.
 - H. A member of the Board may be recalled by a simple majority vote of the members present at a general membership meeting.
 - I. All Board members are volunteer positions and serve without compensation.

**ARTICLE V.
STANDING COMMITTEES**

Standing committees shall include: Membership, Facility, Webmaster, Newsletter, Refreshment, Education, and others determined by the Board.

**ARTICLE VI.
NOMINATING COMMITTEE**

- A. Annually, a nominating committee shall meet no later than the first meeting in March, so that a slate of officers is ready for election at the annual business meeting. The nominating committee shall be appointed by the Board and shall consist of three members of the club who are in good standing. The slate of officers will be elected by the general membership at the annual business meeting and will take office afterward.
- B. The nominating committee is required to previously contact all persons under consideration to inform them of their possible nomination and election to the Board. A candidate's acceptance is mandatory before they can be nominated.
- C. Board members, who are unable to complete their term of office for any reason, will be replaced by Board appointment with general membership approval. The replacement members for that position shall serve only to the end of the original term of office, but they may be nominated for a Board position at the end of their appointment.

ARTICLE VII. MEETINGS

- A. **ANNUAL BUSINESS MEETING:** The annual general membership meeting shall be held on the first meeting of July. At that time, in addition to any other business that may be transacted, there shall be a report of the Board, an up-to-date audited financial statement from the Treasurer, and the introduction of the new Board
- B. **GENERAL MEMBERSHIP MEETINGS** shall be held at least once a month.
- C. **THE BOARD** may hold special meetings at a time to be called by the President. The time and place of such meetings shall be announced sufficiently in advance, to allow attendance by all members. Special meetings shall be convened at the request of two or more members of the Board.
- D. Notice of special meetings or other notice required by these articles should be deemed received by members when announced by email or telephone at least three days prior to the meeting, with the exception of an emergency meeting.
- E. Those members present at an annual, general, or special meeting constitute a quorum.
- F. The rules contained in *Robert's Rules of Order* shall govern the organization 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 organization may adopt.

ARTICLE VIII. FINANCES

- A. Annual dues for membership and lifetime membership will be recommended by the Board and presented to the general membership for their approval.
- B. Classes and computer lab usage may require additional fees.
- C. Expenditures up to \$100 shall be approved by the Treasurer. Expenditures in excess of \$100 require the approval of the Board. Expenditures in excess of \$300 require the approval of the general membership.
- D. An Auditing Committee of three members shall be appointed by the President at the April general membership meeting. The committee's duty shall be to review the Treasurer's financial records at the close of the fiscal year, in June and report the status at the annual meeting.
- E. Our fiscal year is July 1 to June 30
- F. In the event that **COMPUTERBUGS** should be dissolved, the following is required by IRS under Section 501(c)(3): "Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, (or corresponding section of any future tax code), or shall be distributed to the Federal Government, or to a State or Local Government for a public purpose. Any such assets not so disposed, shall be disposed of by the Court of Common Plea, of the County in which the principal office of the organization (or organizations) is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized exclusively for such purpose."

**ARTICLE IX.
AMENDING BYLAWS**

- A. The Bylaws may be amended by an affirmative vote of the majority of general membership in attendance at a general membership meeting.
- B. General membership must be notified thirty days prior to voting and adoption of any proposed amendments to the Bylaws.

**ARTICLE X.
ADOPTION OF BYLAWS**

It is hereby documented that these Bylaws have been approved and are hereby adopted by the general membership to be the Bylaws for COMPUTERBUGS.

Norma Pedrick, President

Bill Francis, Vice President

Ruth Edin, Secretary

Marvin Wilson, Treasurer

Adopted July 10, 2002
Amended October 8, 2003
Amended March 8, 2006