

# Northwest Florida Association of Computer User Groups

## By-Laws

### 1. Name:

The name of the organization shall be “Northwest Florida Association of Computer User Groups, hereinafter referred to as the “Association.”

### 2. Purpose:

The Association is organized and will be operated exclusively for educational and charitable purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code. No part of the net earnings of the Association shall inure to the benefit of any private individual. No substantial part of its activities will be carrying out propaganda or otherwise attempting to influence legislation. The Association will not participate in, or intervene in (including the publishing or distributing statements) a political campaign on behalf of any candidate for public office.

The Association is brought together to promote the use of computers for education, entertainment, and to assist computer users helping computer users.

### 3. Membership:

Membership is open to all computer user groups in the sixteen counties of Northwest Florida regardless of hardware platform.

### 4. Office:

The office of the Association shall be located in Northwest Florida at such place as may be fixed from time to time by the Board of Directors.

### 5. Meetings:

5.1 The Association will meet at a location annually or more frequently as determined by the Board of directors. Notice of meetings will be accomplished by email to member user groups and the Board of Directors.

### 6. Board of Directors:

6.1 Number and Powers: The management of all affairs of the Association shall be conducted by the Board of Directors. The Board of Directors will consist of one elected officer and one other member of each member group as they so designate.

6.2 Meetings: The Board of Directors will meet quarterly at a time and place of their discretion.

6.2 Quorum: A majority of the Board of Directors will constitute a quorum.

6.3 To expedite business decisions when a meeting is not feasible polling may be conducted by email and the consensus duly recorded for the record.

### 7. Officers:

7.1 Designation and Number; the officers of the Association shall be a President, Vice-President, Secretary, and a Treasurer, each of whom shall be elected by the Board from it's members. Such other

officers and assistants may be appointed by the President or the Board. No person shall hold more than one elected office.

7.2 Election and Term of Office: The officers of the Association shall be elected annually at a meeting of the Board in January. The term of office will be one year.

7.3 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Association would be served, but such removal shall be without prejudice to any rights of the person so removed.

7.4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

7.5 President: The President shall be the principal executive officer of the Association, subject to Board's control, shall supervise and control all of the business affairs of the Association, preside over all meetings when present, be an ex-officio of all committees, and sign all legal documents, and other instruments with the Secretary as may be necessary or ordered by the Board. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the board from time to time.

7.6 Vice-President: Shall perform the duties of President when the President is not available.

7.7 Secretary: Shall keep minutes of all meetings, provide all notices as required by these by-laws, be the custodian of all Association records, maintain all appropriate mailings lists, and have general charge of the membership list. In general perform all duties incident to the office of Secretary and such other duties as may be designated by the President or the Board.

7.8 Treasurer: Shall have charge and custody of and be responsible for all funds of the Association. Receive and give receipts for funds when necessary, make appropriate deposits in bank account, pay bills, and in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board. Checks issued by the Treasurer will have the concurrence of the President.

## **8. Contracts, Loans, Checks and Deposits:**

Contracts: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

## **9. Dues:**

9.1 Annual Dues: The Board of Directors may determine from time to time the amount of annual dues for member user groups payable to the Association in January of each year.

9.2 The Board of Directors may implement special assessments as may be required to conduct business.

9.3 A member user group who is in default more than three months in the fiscal year may be removed from membership.

## **10. Fiscal Year:**

The fiscal year of the Association will be set by the Board of Directors.

**11. Dissolution:**

Upon dissolution, all assets of the Association will be distributed to organizations exempt under Internal Revenue Code 501 (c) 3.

These by-laws may be altered, amended, or repealed by adoption of the Board of Directors at any regular or special meeting. Nothing herein shall deny the concurrent power of the member groups to adopt, alter, amend, or repeal by-laws.

**13. Rules of Order:**

Roberts Rules of Order contained in the most recent edition shall govern all meetings and the member groups and Board of Directors.

Adopted this 1st day of December, 2006

by:

/S/

\_\_\_\_\_  
Chautauqua Cyber Club, Inc.

/S/

\_\_\_\_\_  
Emerald Coast Computer Society

/S/

\_\_\_\_\_  
Prime Time Computer Club

/S/

\_\_\_\_\_  
South Walton Computer Club

\_\_\_\_\_  
Westwood Computer Club