

April 1<sup>st</sup>, 2012 (this is not an April Fool's joke!)

Accompanying Ballot for voting on amended Bylaws at May 2<sup>nd</sup> Arlington General Meeting

NCTCUG Members:

Attached, for your approval, are revised Bylaws for the organization, in anticipation of the merger of our group with the Washington Area Computer User Group. Two things are immediately evident – the name change to “Potomac Area Technology and Computer Society, Incorporated” (PATACS), and the consolidation of our Constitution and Bylaws into a single document.

We're choosing to pronounce the new group name / acronym PATACS as PAT ACES – think Vegas!

After 27 years, it was time to revise our primary organizational documents into a single entity, the more modern, conventional approach being comprehensive Bylaws. The marked-up Bylaws that follow show text removed in red strike-thru, and new content in blue.

To simplify the presentation of these changes, we didn't attempt to follow that approach with Article numbers, as the content was combined. Instead, we left the Article numbers in bold face if the content was predominantly from the old Constitution, and in normal face if predominantly from the former Bylaws. The consolidation of the two documents eliminated a significant amount of overlap between them.

Your approval of these changes, by a positive response on the accompanying ballot, will be greatly appreciated by the hard-working members of both groups' boards, who have spent several weeks refining the document to the form presented to you.

Paul Howard, Treasurer

**BY-LAWS OF THE**  
~~**NATIONAL CAPITAL TECHNOLOGY AND COMPUTER USER'S GROUP, INC.**~~  
**POTOMAC AREA TECHNOLOGY AND COMPUTER SOCIETY, INC.**

**ARTICLE I --- NAME**

The name of this Commonwealth of Virginia Not-for-Profit corporation shall be the "~~National Capital Technology and Computer User's Group, Incorporated.~~ Potomac Area Technology and Computer Society, Incorporated" hereafter referred to as PATACS.

**ARTICLE II --- PURPOSES**

~~NCTCUG~~ PATACS is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law.)

The purposes of this corporation shall be to: advance the use of personal computers and related electronic technology among the ~~Group~~ Society members; provide a forum where personal computer and technology information can be freely exchanged; provide education and training; and other not-for-profit activities as directed by the Board of Directors of the membership.

**ARTICLE III --- MEMBERSHIP**

Section 1. There shall be one class of membership: Voting. A voting member shall be one who has paid all dues and assessments. Voting membership shall be for a period of ~~one calendar year~~ 12 months from payment of dues and is renewable.

Section 2. Membership is open to any individual who subscribes to the purposes of the ~~Group~~ Society, who completes an application form, and who pays the required dues and assessments.

Section 3. A member may be removed from the rolls of the ~~Group~~ Society by resignation or dismissal. ~~A letter from the member stating a desire to resign shall be accepted by the Board of Directors.~~ Resignation is effective upon the Secretary receiving a signed and dated letter of resignation from the member. A member may be dismissed from the Group only after due process has been invoked as provided in Article ~~IV~~ VIII, Section 3.

**ARTICLE IV --- DUES and ASSESSMENTS**

~~Annual dues shall be established by the Board of Directors~~ Section 1. The Board of Directors, hereafter referred to as the Board, shall establish the annual dues.

Section 2. Across-the-board assessments may be placed upon members only after a resolution to that effect has been approved by two-thirds majority of the membership of the ~~Group~~ Society at a regular or special meeting and only after such proposal had been transmitted in writing to the members at least thirty days in advance of a vote on such assessment.

## ~~NCTCUG~~ PATACS Bylaws - 2

### ARTICLE V --- MEETINGS

Section 1. The annual meeting shall be held in the month of October at a place and time designated by the Board. The Board ~~of Directors~~ shall be elected at the annual meeting, ~~per Article VI~~.

Section 2. Regular meetings ~~of the Board~~ shall be held ~~at least ten times per year~~ at a ~~such~~ time and place designated by the Board.

Section 3. Special meetings may be held at the call of the Board ~~of Directors~~ or upon petition to the Board by seven or more members; the time and place of such meetings shall be made in a written announcement of such meeting.

Section 4. Standing committees, committees, or subgroup meetings shall be held at a date, place and time as designated by the committee chairman or sub-group leader.

### ARTICLE VI --- BOARD OF DIRECTORS

Section 1. The ~~Group Society~~ shall be governed by a Board of Directors comprised of ~~four~~ ~~five~~ officers, ~~specifically~~ President, First Vice President, ~~Second Vice President~~, Treasurer, Secretary; and ~~four to eight~~ ~~six to ten~~ Members-at-Large. Members of the Board shall be elected at the annual meeting. The officers shall be elected for two year terms, in even numbered calendar years. Board Members-at-Large shall be elected for two year terms, in odd numbered calendar years.

Section 2. Vacancies on the Board shall be filled by majority vote of the remaining directors for the balance of the unexpired term of office, except as provided herein. In the event of a vacancy during the period from November 1<sup>st</sup> until the time of the October annual meeting in the first year of office, the position will be filled as provided for above. However, this position will be subject to an election at the annual meeting for the second year of the term.

Section 3. ~~Officers and directors of the predecessor organization whose terms of office began January 1, 1985, or earlier, shall constitute the Board upon the adoption of these by-laws and shall serve until the next annual meeting.~~ ~~Officers and directors of the predecessor organizations (National Capital Technology and Computer User's Group, Inc. and Washington Area Computer User Group, Inc.) shall constitute the initial Board upon the adoption of these by-laws, in accordance with the merger agreement concluded by the predecessor Boards, and shall serve until the next designated elections for officers or Members at Large.~~

Section 4. Duties of the Board shall include the establishment of policy and procedures to be followed by the ~~Group Society~~ ; ~~and the establishment of dues and assessments in accordance with Article IV. annual dues; and the Board may propose special assessments, but any such assessment must be approved by two-thirds of the membership of the Group at a regular or special meeting and only after such proposal had been transmitted in writing to the members at least thirty days in advance of a vote on such assessment.~~

### NCTCUG PATACS Bylaws - 3

Section 5. A member of the Board is subject to recall by the members upon petition signed by seven members in good standing. Such petition shall be delivered by registered mail to the secretary and receipt thereof shall be published in an official communication of the **Group Society**. Recall shall be confirmed or denied by a majority vote of the members voting, provided a quorum is present.

Section 6. All members of the Board shall assume office at the first Board of Directors meeting following their election or appointment.

Section 7. The President is the highest officer of the **Group Society**; shall act as the chief executive officer of the **Group Society**; shall preside at all meetings and cause all meetings to be conducted in an orderly manner; shall exercise general supervision over the affairs of the **Group Society**. The President shall make all appointments designated by these by-laws subject to approval of the Board; shall represent the **Group Society** to the public-at-large and to other computer groups and organizations. The President shall carry out such other responsibilities as are normally required of such office.

Section 8. The First Vice President shall assume the duties of the **presidency President** when that officer is not present; shall serve as the purchasing agent for the **Group Society** and in that capacity, receive all bills presented against the **Group Society** and shall certify them as true debts to the **Group Society** to be paid by the Treasurer; shall serve as chairman of the Financial Oversight Committee; and such other duties as may be assigned to the office by the President or the Board.

Section 9 ~~This section left intentionally blank.~~ The **Second Vice President** shall assume the duties of the President when that officer and the First Vice President are not present; shall be chairman of the Membership Committee; and such other duties as may be assigned to the office by the President or the Board.

Section 10 **The Treasurer shall have duties specified in the following subsections:**

a. ~~The Treasurer shall~~ Maintain the bank account(s) of the **Group Society** and keep books of accounts using generally accepted accounting procedures; funds of the **Group Society** shall be disbursed only through checks drawn on the **Group Society** account(s); such check to be signed by the Treasurer and countersigned by a second officer of the Board.

b. ~~The Treasurer shall~~ Disburse all funds properly authorized by the Board and shall collect all funds due the **Group Society**. ~~He~~; shall keep an accurate record of all receipts, disbursements, and other such records as directed by the Board; ~~he and~~ shall make this record available to the Board not later than October 15 of each year. The Treasurer shall be responsible for filing the corporate income tax forms as required.

c. At each regular meeting of the Board, the Treasurer shall report the total expenditures, contract obligations, balances, allotments, and other such reports as directed by the Board. ~~He~~ **The Treasurer** shall prepare an annual report and present this to the Board in October which, in turn, shall be presented to the members in an official communication.

## **NCTCUG PATACS Bylaws - 4**

d. The Treasurer shall be the chairman of the Finance Committee, and such other committees, except the Financial Oversight Committee, as may be established dealing with the management of the **Group Society** finances.

Section 11. The Secretary shall keep minutes of all proceedings of the **Group Society** and maintain the non-financial records of the **Group Society**; shall maintain the corporate book and seal. ~~He~~, **and** shall not release the name and address of any member to any commercial organization nor to any group, without the permission of the member. The Secretary shall carry on all external and internal correspondence of the **Group Society** except for such correspondence designated by the President or the Board to another member of the Board; shall cause to be collected and archived, all correspondence and publications of the **Group Society**. The Secretary shall provide any member with one copy of the **Group Society's** ~~constitution and~~ by-laws upon reasonable notice.

### **ARTICLE VII --- AMENDMENTS and VOTING**

Section 1: ~~This constitution~~ **These Bylaws may** be amended by a vote of two-thirds of those members voting at a meeting provided a quorum is present and such amendment has been proposed in writing by petition of seven or more members at a regular meeting of the **Group Society**, and provided further that the membership of the **Group Society** has been advised of such proposed amendment in an official written communication of the **Group Society** at least thirty days prior to the date for a vote on the amendment.

Section 2: Voting on amendments or for the **Group Society's** Board of Directors may be in person by ballot or show of hands, or by ballot submitted to ~~a~~ **one or more** designated election commissioner(s), via US Mail, courier, or electronic means, such as fax, email, or web. **All ballots for officers or Board Members-at-Large shall include provisions for write-in candidates for each position. Election commissioners will maintain ballot secrecy, and insure a fair, honest election.**

Section 3: An official written communication of the **Group Society** may be by letter, newsletter, or electronic communications including fax or email, which may reference web publications.

**Section 4: In the event of an uncontested election, candidates may be elected by acclamation, in lieu of ballot.**

### **ARTICLE VIII --- STANDING COMMITTEES, COMMITTEES, SUBGROUPS**

Section 1a. The number of members on any committee established by the By-Laws or the Board shall be at least three who shall serve until the next organizational meeting of the Board of Directors. The President shall be an ex-officio, non-voting member of all committees except the Nominations Committee. Each committee shall meet at the call of its chairman or in accord with procedure established by the committee; each committee shall establish its own rules of procedure.

Section 1b. The Board shall establish the following standing committees; Membership, Adjudication, Financial Oversight, and Publications Oversight. The chairman of a standing committee shall be a member of the Board; no Board member shall serve as the chairman of more

## ~~NCTCUG~~ PATACS Bylaws - 5

than one standing committee.

Section 1c. No member of any committee shall benefit financially as a result of his or her membership on such committee.

Section 1d. Subgroups may be established by members with common interests to further the purposes of the ~~Group Society~~ . Subgroups shall determine who their leaders shall be.

Section 2. The Membership Committee is responsible for the oversight of membership activities.

Section 3. The Adjudication Committee shall establish procedures for resolving such disputes within the ~~Group Society~~ as may from time-to-time arise, including a procedure to hear and resolve any motion that would dismiss a member from the ~~Group Society~~ .

Section 4a. The Financial Oversight Committee shall compose a yearly budget containing estimated receipts based on the membership of the ~~Group Society~~ , the probable numbers of new members, the returns on invested funds, and other funds. The budget shall be presented to the Board not later than the October Board of Director's meeting.

Section 4b. The committee shall be responsible for the appointment of an audit committee; such committee to conduct a review of the ~~Group Society~~ 's financial activities and report its findings to the Board not later than the December meeting. The review of the financial records and accounts of the club shall be performed at least every two years, and any time the treasurer leaves office for any reason. The chair of the audit committee may not be any ~~Group Society~~ officer with signature authority for the financial accounts of the ~~Group Society~~ during the period under audit.

Section 4c. The committee shall advise the president and the Board on matters it deems of future importance to the ~~Group Society~~ and will produce a long-range plan for the ~~Group Society~~ as directed by the Board.

Section 5. The Publications Oversight Committee shall oversee the publications requirements of the ~~Group Society~~ ; shall make recommendations to the Board for special publications, booklets and other printed material.

~~Section 6. (Deleted)~~

Section ~~7~~ 6. The Nominations Committee shall be appointed at least sixty days prior to the annual meeting. The committee shall choose nominees for office and shall report its selections to the members at least thirty days prior to the annual meeting in an official written communication. The chairman of the committee shall conduct that portion of the annual meeting pertaining to the election of the Board and he shall accept nominations "from the floor" for all positions at that time.

Section ~~8~~ 7. The Board may establish other committees as the need arises.

## **NCTCUG PATACS Bylaws - 6**

### **ARTICLE IX --- PUBLICATIONS**

The **Group Society** shall publish one or more periodicals on a regular basis. The frequency of publication, the name or names of such publications and the editorial policies relating to such publication shall be the responsibility of the Publications Oversight Committee.

### **ARTICLE X --- QUORUM, ORDER OF BUSINESS, RULES OF PROCEDURE**

Section 1. A quorum at any meeting of the **body of the Group Society** shall consist of ten percent of the voting members or ~~fifty~~ 15 voting members **in person or by ballot**, whichever is the lesser number. **Members of the Society may attend meetings and be included in the quorum by electronic means, provided they can hear the recognized comments of all participants. A quorum of the Board of Directors of the Society shall consist of a majority of the Directors then in office. Board members may attend Board of Directors meetings by electronic means and be included in the quorum, provided they can hear the recognized comments of all participants.**

Section 2. The order of business of any meeting shall be: call to order; approval of Minutes; Treasurer's report; elections; unfinished business; standing committee, committee, or subgroup reports; new business; adjournment.

Section 3. Robert's Rules of Order, Newly Revised, when not in conflict with the ~~constitution and~~ by-laws of the **Group Society**, shall govern all parliamentary proceedings of the **Group Society**.

### **ARTICLE XI --- REGISTERED AGENT**

The **Group Society** shall provide for a registered agent. Such agent shall be at least eighteen years of age, be a member of the Board of Directors, and shall reside in the Commonwealth of Virginia.

### **ARTICLE XII --- DISSOLUTION**

Upon dissolution of **NCTCUG PATACS**, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.