



BY-LAWS OF THE LAKE GASTON COMPUTER CLUB, INC.

Article 1.

THE ORGANIZATION

Section 1.01 Name

- (A) The name of this computer user group shall be the Lake Gaston Computer Club, Inc., hereinafter referred to as the Club.
- (B) The motto of the Club shall be “Friends Helping Friends” and the acronym for the Club shall be “LGCC.”

Section 1.02 Purposes

The purposes of this Club are:

- (A) To provide a forum for members to interact and to exchange information, techniques, and knowledge relating to the use of computers.
- (B) To provide programs, information, and activities designed to improve the computer-related skills and knowledge of the members.
- (C) To provide direct technical assistance to members to aid them in solving problems they experience with the operation of their computers.
- (D) To initiate and conduct computer related projects and activities of an educational and charitable nature in support of the community interest in the Lake Gaston area.

Article 2.

MEMBERSHIP Section 2.01 Eligibility

Membership is open to individuals who wish to participate in the activities that stem from the purposes of this Club as set forth in Article 1.

Section 2.02 Dues

- (A) The membership period shall be for a one year period beginning with the 1st of the month that the member joins the Computer Club. The initial payment month represents the



Anniversary Date for future dues payments. Membership and Club privileges will lapse at the end of the one year period.

- (B) The dues shall be set annually by the Board of Directors and reviewed with the membership. The proposed dues rate will be supported by a Board-approved annual Operating and Capital Budget.
- (C) If a member allows the membership to lapse beyond the Anniversary Date and subsequently rejoins the Computer Club the membership will be for a one year period beginning with the new Anniversary Date.
- (D) A couple (or family) living in the same household shall, upon payment of all required dues, be considered as one member, hereinafter called Club member, member or membership. A member shall be considered as a member in good standing when all required dues have been paid.

Section 2.03 Termination of Membership

- (A) The membership of any member shall terminate upon the occurrence of any of the following events:
 - (1) The resignation of the member;
 - (2) The determination by a two-thirds vote of the Board that the member has acted in a manner detrimental to the Club;
In either of the above two cases, the member shall be entitled to a refund of dues for any full quarter remaining in the membership year; and
 - (3) The failure to pay dues within thirty days after the due date.
- (B) Upon termination the member shall lose all rights and privileges available to Club members and shall be removed from the Club roster.

Article 3.

MEETINGS OF MEMBERS Section 3.01 Regular Meetings

Regular meetings of the Club members shall be held on the second Tuesday of each month at 1 PM at a place specified by the Board of Directors.

- (A) Advance notice of at least five days shall be required if the time and/or place of the meeting is changed from the previous month.
- (B) Advance notice on the issues to be voted upon is required by other provisions of these By-Laws.



Section 3.02 Special meetings

A special meeting of the members may be called by the President, Secretary, or any two directors, or by any ten members of the Club, provided:

- (A) Advance notice of at least five calendar days is given to the members;
- (B) A brief statement of the purpose of the meeting is stated in such notice; and
- (C) The time and place of the meeting is specified.

Section 3.03 Voting (A)

Eligibility

- (1) Each member in good standing shall be entitled to cast one vote on all matters brought before the membership for Club action. It is the specific intent of this provision that a couple (or family) membership as defined in Section 2.02(B) above shall have only one vote.
- (2) Except when voting by ballot is required under the provisions of Section a) following, only those members present at the meeting at which the vote is to be counted may cast their vote.
 - a) Voting by ballot shall be required on the following:
 - i) Proposals to amend these By-Laws. (Section 6.03)
 - ii) Proposals to elect directors to the Board whenever the number of persons nominated at the September meeting exceed the number of vacancies to be filled. (Section 4.02)
 - iii) Proposals to remove directors from the Board. (Section 4.09).
 - iv) Such other proposals as the members decide should be conducted by ballot.
 - b) Voting by ballot shall be conducted in accordance with instructions issued by the Board no later than 15 days prior to the meeting at which the vote is to be counted.

(B) Quorum and Voting Requirements

- (1) A quorum of 10% of the total membership eligible to vote shall be required for transacting business of the Club. When voting on an issue requiring a vote by ballot, properly submitted ballots shall count toward the quorum for that issue.
- (2) A majority of the votes cast at a meeting at which a quorum is present shall be necessary for Club action unless other provisions of these By-Laws establish more stringent requirements.



Article 4.

BOARD OF DIRECTORS

Section 4.01 Number and Qualification

(A) The administration of the Club shall be vested in a Board of Directors, hereinafter called the Board, which shall consist of twelve persons, each of whom is a member in good standing of the Club and is at least twenty-one years of age.

(B) The immediate Past President shall serve as an honorary, non-voting member of the Board.

Section 4.02 Election and Term of Office

(A) Each year candidates for vacancies on the Board shall be nominated by the members at the regular September meeting and voted upon at the following October meeting. Six directors shall be elected each year for a term of two years.

(1) Nominations at the September meeting may exceed the number of positions available.

(2) Voting shall be in accordance with the provisions of Section 3.03.

(B) The term of such directors shall begin immediately following the close of the December meeting. There shall be no restrictions on the number of terms, consecutive or otherwise, that a member may serve on the Board.

Section 4.03 Powers of the Board

(A) In addition to specific powers granted to the Board elsewhere in these By-Laws, the Board shall have the following authority and powers:

(1) To exercise general management and control over all business and other affairs of the Club;

(2) To select all officers of the Board and to hire such employees as may be necessary to carry out the purposes of the Club;

(3) To establish such rules and regulations as are necessary to assure that Club properties and other assets are safeguarded and used solely for the mutual benefit of the Club members and that its operations are conducted in a fair and impartial manner; and

(4) To exercise such other powers in the general management and control of Club business and affairs as are permitted by law and not expressly reserved to the members.

(B) Notwithstanding the powers enumerated above, the Board may not authorize the expenditure of Club funds or incur Club debt over \$1000 unless included in the annual budget that was approved by the Board and reviewed with the membership. Unbudgeted expenditures in excess of \$1000 must be approved by the membership.



(C) Action may be taken by a majority of the Board without a meeting and is considered Board action when taken by electronic form and delivered by electronic means.

Section 4.04 Selection of Club Officers

Prior to the November Directors' meeting, the Board elect shall meet for the purpose of selecting the officers of the Club. The directors shall select a President, Vice-President, Secretary, Treasurer, and any other officers it deems necessary.

- (1) None of the said offices may be held concurrently by the same person;
- (2) There shall be no restrictions on the number of terms, consecutive or otherwise, that a director may serve in the same office on the Board; and
- (3) All selected officers shall serve at the pleasure of the Board.

Section 4.05 Duties of Club Officers (A)

The President shall:

- (1) Preside at all meetings of the directors and the members and shall have general charge and control over the affairs of the Club;
- (2) Appoint all committees except those required to be elected by the members pursuant to these By-Laws;
- (3) Serve as an ex-officio member of all appointed committees except the Nominating Committee; and
- (4) Ensure that an annual "Operating and Capital Budget" is prepared and presented to the Board and reviewed with the Club membership.

(B) The Vice-President shall:

Assume all powers and perform all duties of the President in the case of disability or temporary absence of the President.

(C) The Secretary shall:

- (1) Keep the minutes of all meetings of the members and the directors, and shall send copies of the minutes of the Board meetings to all directors within 10 days of such meetings;
- (2) Keep copies of all official documents and papers pertaining to Club activities except those kept by the Treasurer or other person authorized to have charge thereof by the Board; and
- (3) Handle general correspondence relating to the Club, unless another director has been assigned such duties.

(D) The Treasurer shall:

- (1) Collect, account for, and make timely deposits of all funds received by the Club and make disbursements as needed, or when authorized by the Board;



- (2) Maintain permanent, accurate, and detailed records of all Club financial transactions and make such records available for inspection at reasonable times by the Audit Committee and by members of the Club;
- (3) File all required financial forms and documents required by the Government and other institutions; and
- (4) The Treasurer shall give surety bond in such amounts and for such purposes as may from time to time be designated by the Board. The cost of such bond shall be solely at the expense of the Club.

Section 4.06 General Duties of All Directors All directors shall:

- (1) Make every effort to attend all Board meetings;
- (2) Provide input to planning and programming efforts undertaken by the Board;
- (3) Serve on one or more Committees; and
- (4) Assist Board officers and other Committees when requested.

Section 4.07 Meetings of the Board

- (A) Except for the meeting required by Section 4.04 for the purpose of electing the Club officers, the Board shall hold regular business meetings at such times as the President shall determine. Special meetings may also be called by the Secretary or any two directors.
- (B) A minimum of 48 hours notice shall be given for all special meetings unless the directors waive such notice.
 - (1) Such notice need not state the purpose of the meeting; and
 - (2) Announcements made at a Board meeting which include a date, time, and place of the next Board meeting shall constitute notice under this section.
- (C) Club members may attend any regular Board meeting.

Section 4.08 Quorum for Board Action

A quorum of the Board at any meeting shall be a majority of the directors in office at the time of the meeting, and a majority vote of the directors present shall be necessary for formal action.

Section 4.09 Removal of Directors

- (A) A director may be removed from the Board, with or without cause, by a majority vote of the members of the Club. Such vote shall be conducted by ballot in accordance with the provisions of Sections 3.03 of these By-Laws.
- (B) A director may be removed from the Board by a two-thirds majority vote of the entire Board when in its judgment the member has:
 - (1) Failed to serve on Committees or performed other duties assigned by the President;



- (2) Failed to attend three consecutive Board meetings without providing compelling reasons; and
- (3) Acted in a manner that the Board considers harmful or detrimental to the Club.

Section 4.10 Vacancies

- (A) Any vacancy in the number of directors that occurs after election shall be filled by appointment made by the remaining directors of the Board. The term of such appointment shall be for the duration of the term of the director being replaced.
- (B) If the director being replaced was also an officer of the Club other than the President, the Board shall select a replacement for that officer in accordance with Section 4.04 above.

If the director being replaced was the President, the Vice President shall succeed to the office of the President for the duration of the President's term and the Board shall select a new Vice President.

Article 5.

COMMITTEES Section 5.01 Elected Committees (A) Audit Committee

- (1) An Audit Committee of not less than two members in good standing who are not directors of the Board shall be nominated and elected by the members at the December business meeting. Such members may not be related to each other or to any member of the Board;
- (2) The Audit Committee shall audit the books and records of the Club for the year ending December 31 of the year in which they are elected. The scope of the audit shall be determined by the Audit Committee; and
- (3) A written report on the results of the audit shall be presented to the Board and to the members no later than the regular March meeting of the members.

(B) Tellers' Committee

- (1) At any regular or special meeting where it is announced to the membership that a vote is to be taken by ballot at the next meeting, a Tellers' Committee of three members in good standing who are not directors shall be elected by the members for the following purposes:
 - a) To receive and count all ballots cast by the members up to and including the date of the meeting at which such vote is to be counted;
 - b) To verify the eligibility of the members voting;
 - c) To verify that votes are cast in compliance with these By-Laws and other rules established by the Board for such vote; and



- d) To report the results of the vote to the membership prior to the close of the meeting.
- (2) Within five days following the close of the meeting at which the vote was taken, the Tellers' Committee shall place all ballots cast at the meeting along with any tally sheets or other records used to count such ballots, in a sealed envelope, signed by the Tellers. Such envelope shall be turned over to the Secretary, along with a written report setting forth the results of the voting. The Secretary may dispose of such envelope after the next regular meeting unless the results have been contested.
- (3) The Committee shall keep all information relating to the manner in which individual members did or did not vote confidential and shall not disclose any of such information to other members or to the Board.

Section 5.02 Appointed Committees

- (A) All committees appointed by the President shall either be chaired by a director of the Board, or have a director named as liaison to the Committee.
- (B) Unless otherwise specified when the committee is established, the Chairperson may select such other members to serve on the committee as he or she deems necessary.
- (C) All appointed Committees serve at the pleasure of the President but in no event shall they serve past the close of the regular December meeting.

Section 5.03 Standing Committees

At the first regular meeting of the Board elect, the President elect shall establish, or renew as appropriate, the membership of the following committees. These shall be known as Standing Committees.

(A) Membership Committee

- (1) The Committee shall consist of at least one director. It shall be responsible for all recruitment, publicity, and public relations activities of the Club, including maintaining the Club homepage on a current basis; and
- (2) Ensure that an accurate roster of Club members is maintained and a copy of such roster is provided to the members of the Club from time to time.

(B) Program Committee

The Committee shall consist of at least one director. It shall assist the President in planning the agenda for the regular monthly meetings of the membership.

(C) Technical Support Committee



The Committee shall consist of a Chairperson and such other members as the Chairperson shall designate. It shall provide direct technical assistance to members to aid them in solving problems they experience with the operation of their computers.

(D) Communications Committee

This committee is responsible for the maintenance and upkeep of the web site, the e-mail system and other communication activities as directed by the Board. The web master will be a member of this committee.

(E) Education and Training Committee

- (1) Assists members with the formation and operation of Special Interest Groups.
- (2) Serves as liaison with educational institutions for the purpose of arranging special courses for Club members.

(F) Equipment and Facilities Committee

Manages and controls all Club facilities and equipment.

Section 5.04 Ad Hoc Committees

(A) Ad hoc committees may be appointed by the President at any time during his or her term of office. Such committees shall terminate upon completion of the purpose for which they were appointed.

(B) The following ad hoc committee is required each year:

(1) Nominating Committee

- a) Not less than thirty days prior to the regular September meeting of Club members, the President shall appoint a director of the Board as Chairperson plus one additional director to serve as a Nominating Committee.
- b) The Chairperson shall appoint at least three additional members of the Club who are not directors, to serve on the Committee. Neither the Chairman nor any member of the Committee may be a candidate.
- c) At the regular September meeting of the Club members, the Nominating Committee shall present a slate of candidates for the positions on the Board which are to be elected at the October meeting.

(2) Rules Committee

- a) A Rules Committee must be appointed by the President whenever there is a need to issue voting procedures and instructions necessary to carry out the provisions of Section 3.03 of these By-Laws.
- b) Such procedures and instructions shall be submitted to the Board for approval prior to being implemented.



Article 6.

GENERAL PROVISIONS

Section 6.01 FISCAL YEAR

The fiscal year for all activities of the Club shall be from January 1 to December 31 each year.

Section 6.02 USE OF COMPUTERS

(A) As evidenced by Section 1.02 of these By-Laws, this Club has been formed to further the computer skills of its members. It is the specific intent of this Club to use the computer in carrying out its objectives.

(B) All communication from the Club to its members shall be by electronic mail and use of the Internet. Members shall not have the right to receive notifications, Newsletters, or other official documents specified in these By-Laws by other communication means.

Section 6.03 AMENDMENT OF BY-LAWS

These By-Laws may be amended at any regular meeting of Club members by a two-thirds vote of the members voting in accordance with the provisions set forth in Section 3.03 of these ByLaws.

Section 6.04 RULES OF ORDER

Unless otherwise provided by these By-Laws, Roberts Rules of Order shall prevail in all parliamentary procedures.

Section 6.05 NON-PROFIT STATUS OF THE CLUB

All funds paid into the Club, regardless of their source, shall be used exclusively for the purposes and objectives set forth in Article 1 above. In no event shall any funds be paid to any member, director, or officer for services performed in connection with the Club related activities assigned to such person. This provision shall not be construed to prevent a member from accepting just and proper compensation for employment not related to Club duties. Further, no member shall, by virtue of his membership, be precluded from selling supplies, materials, or services to the Club at fair market value.

Section 6.06 DISPOSITION OF ASSETS UPON DISSOLUTION

(A) In the event of dissolution of the Club, all funds and equipment owned by the Club at that time, including funds owed to the Club by others, shall be used first to satisfy any outstanding debts or obligations. Any remaining funds and assets owned by the Club shall be donated to nonprofit organizations recommended by the Board and approved by the members.



(B) All assets on loan to the Club shall be returned to the person or organization that loaned the assets to the Club.

Section 6.07 INVALIDITY OF BY-LAWS

The invalidity of any one or more of these By-Laws or of any portion or portion of these ByLaws shall not affect the remaining By-Laws which shall remain in full force and effect.


Section 6.08 DISCLAIMER

The Club assumes no responsibility for injury or loss of personal property incurred at any meeting or other activity.

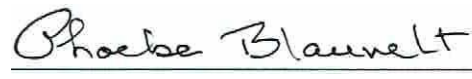
These By-Laws were accepted by the membership, as certified by the undersigned Officers of the Club, on October 12, 1999. Revised May 20, 2004; further Revised October 12, 2010; and further revised April 9, 2013; and further revised February 14, 2017.

By:
Lake Gaston Computer Club, Inc.

Attest:

 President

Paul Bernard

 Secretary

Phoebe Blauvelt