

Articles of Incorporation For APCUG

Name and Duration

1 FIRST. Name:

The name of the association is Association of Personal Computer User Groups.

2 SECOND. Duration:

The period of duration is perpetual.

Purposes

3 THIRD. Purposes:

The purpose or purposes for which the Association is organized are:

3.1 Primary Purpose:

The primary purpose is to support member user groups in their charitable, tax exempt activities, including but not limited to efforts to do the following:

- 3.1.1: To share common experiences.
- 3.1.2: To provide assistance for people who are having computer-related problems.
- 3.1.3: To teach people how to use computers and software.
- 3.1.4: To provide impartial information about computer products.
- 3.1.6: To provide access to computer resources.

The Association shall not deal with users directly, but shall support the activities of its member user groups in such charitable tax exempt activities.

Activities The Association May Undertake

3.2 Activities The Association May Undertake At Its Discretion:

The Association may by majority vote of its Board of Directors undertake any or all of the following activities, or activities substantially similar to those listed, or activities necessary or incidental to those listed:

3.2.1 Consult with Member User Groups:

The Association, through its Board of Directors, shall consult regularly with its Board of User Group Advisors (as established pursuant to Section 6.2) and via at least one specific annual event, with the designated representatives of member user groups.

3.2.2 Keep User Groups Informed:

The Association shall regularly inform its member user groups of its activities through such contacts as are reasonably feasible, including as appropriate paper or electronic mailings to designated representatives, announcements on any Association or other web sites or other electronic system, and physical or virtual attendance at meetings of individual user groups and collections of user groups and other means selected by the Association.

3.2.3 Encourage Formal User Group Support Programs:

Encourage establishment of formal user group support programs among hardware manufacturers, software publishers and other industry vendors.

3.2.4 Foster Communication:

Foster communication among and between user groups through such mechanisms as user group summit meetings, special round table discussions with vendors, executive briefings for user group members and officers, regional conferences, peer-to-peer communications, and on-line communications.

3.2.5 Computer Communication System:

Set up a computer communication system, using a technology reasonably likely to be available to a large percentage of the potential users, where user group officers, member user group designated representatives, and Association Directors can provide and receive information and have conferences with their counterparts.

3.2.6 User Group Database:

Provide a database of user groups, including officers, meeting schedules, size, demographics, and structure.

3.2.7 Newsletter Database:

Provide a database of newsletter advertising rates, ad managers, and publication deadlines, for vendor information.

3.2.8 Solicit Contributions:

Seek to obtain contributions from vendors and others interested in supporting the existence and operation of member user groups, so long as no contribution to be received would interfere with the independence of the Association or of the user groups associated with it.

3.2.9 Power to Acquire and Hold Property:

To acquire by grant, gift, purchase, devise or bequest, and to hold and dispose of such property as the purposes of the Association shall require, subject to such limitations as may be prescribed by law, for the benefit of the member user groups and not for pecuniary profit.

3.2.10 Disposal of Assets on Dissolution:

Upon the dissolution of the Association, the Board of Directors, shall, after paying or making provision for payment of all of the liabilities of the Association, dispose of all of its assets exclusively for the purposes of the Association in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the District Court of the District of Columbia, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

Activities The Association May Not Undertake

3.3 Activities The Association May Not Undertake:

3.3.1 No Separate Newsletter:

The Association shall not itself publish a newsletter for user group members, although it may distribute information in written form to designated representatives of member user groups and to the officers of member user groups.

3.3.2 No User Group Meetings:

The Association itself shall not hold meetings of individual computer users, other than in conjunction with one or more member user groups, although members of member user groups will be welcome at meetings of the Association.

3.3 Minimum Interference With Member User Groups:

The Association shall do everything reasonably possible to avoid interference with the activities of member user groups and to avoid superseding member user groups.

3.3.4 Nonprofit Character; Distribution of Earnings:

No part of the net earning of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered other than as directors or officers and to make payments and distributions in furtherance of the purposes set forth. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law or other provision if the Association qualifies as a nonprofit corporation under such other section) or: (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of

1954 (or the corresponding provisions of any future United States Internal Revenue laws).

3.3.5 No Positions on Issues:

The Association shall itself take no position on issues, whether concerning the use of personal computers, policies towards user groups, or any other topic. However, it may, upon direction of its Board of Directors, when authorized to do so by the member user groups involved, pass on the positions of those member user groups that had provided a written statement of position to the Association and asked the Association to distribute such position statements. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Activities Subject to Review

3.4 Activities Subject to Review:

Any activities not expressly allowed or prohibited as set forth in Sections 3.2 and 3.3 above shall be subject to review as follows:

3.4.1 Advisor Group Review:

The Board of User Group Advisors (the "Advisors") shall consider activities proposed by the Association, by itself, by member user groups, and by outsiders. If two-thirds (2/3's) or more of the Advisors agree the activity should be undertaken, the Association, consistent with its ongoing activities and resources, shall attempt to undertake the activity. If two-thirds (2/3's) or more of the Advisors agree the activity should not be undertaken, the Association shall not undertake the activity. If two-thirds (2/3's) of the Advisors cannot agree, the activity shall not be undertaken unless subject to designated representative review as set forth below.

3.4.2 Designated Representative Review:

At least at every annual meeting, and more often, if the Association seeks to undertake an activity about which the Advisors cannot agree, the Association shall ask each member user group, through its designated representative, that user group's opinion concerning activities other than those expressly permitted or prohibited by Section 3.2 and 3.3 above. If at least a quorum responds, and at least two-thirds (2/3's) of those responding agree, the Association shall respond as if two-thirds (2/3's) of the Advisors had agreed as set forth in Section 3.4.1 above. If less than a quorum responds, or less than two-thirds (2/3's) of those responding agree, the Association shall defer the activity for at least sixty (60) days, at which point it may seek a new decision first from the Advisors, and if such a decision is not forthcoming, it may seek a new decision from the designated representatives.

Member User Groups

4 FOURTH. Member User Groups:

Any personal computer user group, defined as set forth below, other than a subgroup of another personal computer user group, may seek to become a member user group. The Board of Directors, through amendment of the Bylaws, may provide for association by other than personal computer user groups and by subgroups of personal computer user groups so long as no such entities have a vote in the affairs of the Association.

4.1 Definition of Personal Computer:

A personal computer is any computer that is primarily designed to be used by one person at a time, with at least one central processing unit per person.

4.2 Definition of User Group:

A personal computer user group is any informal or formal association, which satisfies the following criteria:

4.2.1 Principal Purpose:

the group's principal purpose is to help its members learn about and operate personal computers;

4.2.2 Noncommercial:

the group does not have as a principal purpose any commercial purpose such as the earning of profit for its members or others;

4.2.3 At Least Twenty Five (25) Individuals as Members:

A group with 25 or members will be a full member with voting rights, other groups may be considered an associate member with no voting rights.

4.2.3.1 Signature:

signed a form indicating he or she is a member of the group; or

4.2.3.2 Dues:

paid the dues required for his or her class of membership.

4.2.4 Conducts Activities:

conducts at least two (2) of the following activities:

4.2.4.1 Regularly-Scheduled Meetings:

conducts meetings to which all members are invited according to a regular schedule;

4.2.4.2 Published Newsletter:

publishes from time to time in either hard copy or electronic format a newsletter sent to all members;

4.2.4.3 Web Site:

maintain a public website on the Internet providing meeting time and location and other information about the group

4.2.4.4 Other Activities:

The Association, in its sole discretion, may accept other activities that it deems indicate a comparable level of activity, given the geographical and other aspects of the situation of any user group applying for membership.

4.3 Process of Becoming Member:

Any user group that meets the above definition may become a member of the Association by following the procedures set forth in the Bylaws which process shall include, at a minimum, the registration of requested information about the group with the Association, the designation of a single individual as the group's designated user group representative, and the payment of dues, if any, set by the Association.

Classes of Member User Groups

5 FIFTH. Classes of Member User Groups and Others:

There shall be only one (1) class of member user group. The Association, through its Board of Directors, may provide for as many classes of associate user groups as it deems appropriate, so long as no such associate user groups have any vote in the affairs of the Association. Each member user group shall have the right to vote on all affairs of the Association as provided in the Bylaws

Election of Directors and Advisors

6 SIXTH. Election of Directors and Advisors:

6.1 Directors:

There shall be nine (9) Directors on the Board of Directors. Each Board of Directors shall nominate its successors, who shall be elected by the designated representatives of the member user groups, using such procedures as are set forth in the Bylaws. In seeking to fill vacancies as they occur, the Board shall consult with the Advisors and with the designated representatives of the member user groups, and then the Board may elect such Directors to fill out unexpired terms by majority vote of the remaining Directors. Any Director may be renominated and may serve as many terms as he or she is re-elected.

6.2 Advisors:

The designated representatives of each member user group shall elect a number of individuals to serve as the Board of User Group Advisors, using specific procedures as are set forth in the bylaws. The number of Advisors elected each year, and the total number of Advisors shall be as set forth in the bylaws. Advisors may fill any vacancy occurring between annual elections by majority vote of the remaining Advisors. Any Advisor may be re-nominated and may serve as many terms as he or she is re-elected.

6.3 Term of Directors and Advisors:

Elections for both Directors and Advisors shall take place in the fourth quarter of the year. Each Director elected shall serve from the following January 1 through the December 31 that is three (3) years from the start of the term. Each Advisor elected shall serve from the following January 1 through the December 31 that is two (2) years from the start of the term. Directors and Advisors elected to fill vacancies occurring during a term shall serve from the time elected to the end of the term for which elected.

6.4 Decisions of the Board Of Directors:

All decisions of the Board of Directors shall require an absolute majority of its current Directors.

6.5 Removal of Director or Advisor:

Any Director or Advisor may be removed, for nonparticipation or other cause, by a vote in which at least six (6) Directors vote for removal in the case of removal from the Board of Directors and by a vote in which at least ten (10) Advisors vote for removal in the case of removal from the Board of User Group Advisors.

Internal Affairs

7 SEVENTH. Internal Affairs:

7.1 Indemnity:

The power of indemnification under the laws of the District of Columbia shall not be denied or limited by the Bylaws. No Director of the Association shall be personally liable to the Association or its member user groups for monetary damages for any conduct as a director; provided, however, that this paragraph shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct or a knowing violation of law by a Director, or for any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled; and provided, this limitation shall not eliminate or limit the liability of a Director for any act or omission prior to the date when this provision becomes effective.

7.2 Amendment of Articles:

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on Directors are subject to this reserved power. Any amendment must be voted for by two-thirds (2/3's) of all the member user groups casting a vote, and the voting shall not be deemed complete unless at least thirty percent (30.0%) of the member user groups cast a vote.

7.3 Amendment of Bylaws:

The Bylaws of the Association may be amended so long as any such amendment does not bring the Bylaws into conflict with the Articles as then in force. Any proposed amendment must receive the vote of at least five (5) Directors (or all if less than 5 are in office) and the vote of a majority of the number of Advisors then specified as the total for the Board of Advisors.

7.4 Facilitate Association Activity:

In order to facilitate participation in Association activity, the Board of Directors shall provide, through the Bylaws and board resolutions, for participation in Association activities through various media such as voice telephone, electronic communication systems, telecopy systems, and mail or other delivery of votes or comments

Registered Office, Directors, Incorporators

8 EIGHTH. Registered Office:

The address of the registered office of the Association and the name of the initial registered agent at that address is as follows: Name: Jerry Schneider Street Address:

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1730 M Street, N.W., Suite 700
Washington, D.C. 20036

9 NINTH. Directors:

The names and addresses of the initial Directors, who shall serve until their terms expire and their successors are elected, are as follows:

Three (3) year terms:

Steve Bass
Suite 901
1101 Connecticut Avenue, N.W.
Washington, DC 20036
Roland Cole
Suite 901
1101 Connecticut Avenue, N.W.
Washington, DC 20036
Jerry Schneider
Suite 901
1101 Connecticut Avenue, N.W.
Washington, DC 20036

Two (2) year terms: Don Kaufer
177 West 2100 South
Salt Lake City, UT 84115
Cathy Konas
1040 West Granville, #609
Chicago, IL 60660
Scott Young
2640 Kelly Avenue
Excelsior, MN 55331

One (1) year terms:

Jim Hoisington
2714 South Surrey Drive
Carrollton, TX 75006
Larry Shaw
4451 - 139th Avenue SE
Bellevue, WA 98006
Gene Weisskopf
3111 I Street
Sacramento, CA 95816

10 TENTH. Incorporators:

The names and addresses, including street and number and zip code, of the incorporators are:

Name	Address
Steve Bass	<i>Suite 901</i> <i>1101 Connecticut Avenue, N.W.</i> <i>Washington, DC 20036</i>
Roland Cole	<i>Suite 901</i> <i>1101 Connecticut Avenue, N.W.</i> <i>Washington, DC 20036</i>
Jerry Schneider	<i>Suite 901</i> <i>1101 Connecticut Avenue, N.W.</i> <i>Washington, DC 20036</i>

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Signatures:

Date: November 6, 1989