

## **Article 1. Purpose and Offices:**

### ***1.0 Purpose:***

The Association provides support and resources to educate its member groups about technology. APCUG is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of the Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. Specifically, APCUG shall work to strengthen User Groups through consulting, education, networking and resources.

### **1.1 Registered Office and Registered Agent:**

The registered office of the Association shall be located in the District of Columbia at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. The registered office of the Association as of the time these Bylaws are adopted is InCorp Corporation in Washington, DC.

### **1.2 Other Offices:**

The Association may have such other offices, either within or without the District of Columbia as the Board of Directors may designate or as the business of the Association may require.

## **Article 2. Meetings:**

### **2.1 Annual Meeting Place:**

The annual meeting of the Association shall be held during the calendar year at such a place as determined by the Board of Directors after consulting with the Board of Advisors. The place at which any such meeting shall be held shall be stated in the notice of the meeting. Such annual meeting shall be held regardless of whether or not a majority of member user groups' Designated Representatives attend and shall constitute the minimum required consultation between the Board of Directors, the Board of User Group Advisors, and the user groups' Designated Representatives.

### **2.2 Annual Meeting Time**

The annual meeting of the Association for the transaction of such business as may properly come before the meeting shall be held during the calendar year at such a place, date and time as determined by the Board of Directors after consulting with the Board of Advisors.

### **2.3 Annual Meeting - Order of Business:**

At the annual meeting of Association, the order of business shall be as follows:

- (a) Calling of the meeting to order.
- (b) Proof of notice of meeting (or filing waiver).
- (c) Reading of minutes of last annual meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Report of Board of User Group Advisors.

### **2.4 Special Meetings:**

Special meetings of the Association for any purpose may be called at any time by the President, the Board of Directors, or at least ten (10) member groups' Designated Representatives.

### **2.5 Elections and Voting:**

Members of the Board of Directors and Board of User Group Advisors shall be elected by ballot during the fourth quarter of each year, using procedures set forth in the Call for Elections to be issued by the Board of Directors in the third quarter of each year. The same system shall be used for any major action calling for the vote of all Designated Representatives. Such ballots may be mailed or sent electronically per Section 3.12 or otherwise as set by the Board of Directors, so long as each Designated Representative has a reasonable opportunity to receive and transmit a ballot and the method provides reasonable verification that the Designated Representative is the one casting the ballot.

### **2.6 Notice of Meeting:**

The President or Board when calling an annual or special meeting of the Association shall cause to be delivered to each Designated Representative entitled to vote at the meeting, by electronic notification or by mail, not less than ten (10) nor more than seventy (70) days before the meeting, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

### **2.7 Voting Lists:**

The Secretary of the Association shall make a complete list of the member groups entitled to vote at each meeting of Association or any adjournment thereof or any election conducted by ballot, arranged in alphabetical order, with the address of each, the name of the Designated Representative of each, and the number of users belonging to each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member group's Designated Representative during the whole time of the meeting for the purposes thereof.

**2.8 Action by Member Groups' Designated Representatives without a Meeting:**

Any action required or permitted to be taken at a meeting of member groups' Designated Representatives may be taken without a meeting if a written consent setting forth the action taken is signed by all member groups' Designated Representatives entitled to vote with respect to the subject matter of such action. Any such consent shall be inserted in the minute book as if it were the minutes of a member groups' meeting. Such consent may also be by electronic means as set forth in Section 3.12.

**2.9 Quorum:**

A majority of the Designated Representatives entitled to vote, represented in person or by proxy, shall constitute a quorum at a member groups' meeting or for the conduct of a vote or election by ballot. The votes of the majority of those present at any properly called meeting or adjourned meeting of member groups at which a quorum as in this Section defined is present or participating, in the case of a vote or election by ballot, shall be sufficient to transact business. If less than a quorum of the member groups' Designated Representatives are represented at a meeting, a majority of the groups so represented may adjourn the meeting from time to time without further notice. At any adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The member groups present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough member groups to leave less than a quorum.

**2.10 Proxies:**

Voting by proxy shall not be allowed

**2.11 Closing of Transfer Books:**

For the purpose of determining member groups entitled to notice of or to vote at any meeting of member groups, or any adjournment thereof, or entitled to receive services from the Association, or in order to make a determination of member groups for any other proper purpose, the Board of Directors may provide that the membership list shall be closed for a stated period of not to exceed seventy (70) days nor be less than ten (10) days preceding such meeting. In lieu of closing the membership list, the Board of Directors may fix in advance a record date for any such determination of member groups, such date to be not more than seventy (70) days and, in case of a meeting of member groups, not less than ten (10) days prior to the date on which the particular action requiring such determination of member groups is to be taken. If the membership list is not closed and no record date is fixed for the determination of the member groups entitled to notice of, or to vote at a meeting of member groups, or member groups entitled to receive services, date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such service is adopted, as the case may be, shall be the record date for such determination of member groups.

**2.12 Voting:**

Each member group entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of member groups or submitted to a ballot procedure.

**2.13 Cumulative Voting:**

The right to cumulate votes in the election of Directors or Advisors shall not exist with respect to members of this Association.

**2.14 Voting by Designated Representative:**

The vote of each member group shall be voted by such officer or agent as the bylaws of such member group may prescribe, or, in the absence of such provision, as the board of directors of such member group may determine provided the Association's Board of Directors receives written confirmation of the appointment of such Designated Representative no later than 5 days before the vote is cast. Each member group must provide in writing the name of its Designated Representative to the Secretary of the Association at the time the member group becomes a member of the Association and must inform the Secretary in writing each time the name of such Designated Representative is changed.

**Article 3 Board of Directors:**

**3.1 Number and Powers:**

The management of all the affairs, property and interest of the Association shall be vested in a Board of Directors, consisting of one (1) class of nine (9) persons, each of whom shall be elected for a term of three years, (except in the case of the initial Board, which shall be subject to initial terms as set forth in the Articles of Incorporation) and shall hold office until their successors are elected and qualify, or they resign or are removed. Directors need not be residents of the District of Columbia. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the member groups.

**3.2 Regular Meetings:**

A regular Board meeting shall be held during the calendar year at such a place and time as determined by the Board of Directors. Such meeting shall be announced in the same manner as the annual meeting of member user groups' Designated Representatives, and shall be open for attendance by all Advisors, Association member groups' officers and directors. By resolution, the Board may provide the time and place either within or without the District of Columbia for holding additional regular meetings without other notice than such resolution.

### **3.3 Special Meetings:**

Special Board meetings may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Board meeting called by them.

### **3.4 Notice:**

Written notice of each special Board meeting shall be delivered electronically to each director at least five (5) days before the meeting, pursuant to Section 3.12

### **3.5 Quorum:**

A majority of Directors (five (5) Directors) shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority be present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Members of the Board or any committee appointed by the Board may participate in a Board meeting or committee meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can receive communication from each other at the same time, and participation by such means shall constitute presence in person at a meeting.

### **Section 3.6 Manner of Acting:**

A motion approved by the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

### **Section 3.7 Vacancies:**

Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and must meet the same requirements of the position, as if the nominee were running for election.

### **3.8 Removal:**

At a meeting of member groups called expressly for that purpose, or a ballot procedure established expressly for that purpose, one or more members of the Board (including the entire Board) may be removed, with or without cause, by a vote of the Designated Representatives of an absolute majority of the member groups then entitled to vote on election of Directors.

**3.9 Compensation:**

By Board of Directors' resolution, Directors or officers may be paid their expenses, if any, of attendance at each Board meeting but not a fixed sum for attendance at each Board meeting, nor a stated salary as Director or officer or any combination of the foregoing. No such payment shall preclude any Director or officer from serving the Association in any other capacity and receiving compensation therefore at no more than normal market rates.

**3.10 Presumption of Assent:**

A Director of the Association present at a Board meeting at which action on any Association matter is taken shall be presumed to have assented to the action taken, unless his or her dissent is entered in the minutes of the meeting, he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he or she forwards such dissent by mail or electronically as set forth in section 3.12 to the Secretary of the Association immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

**3.11 Action Taken by Directors without a Meeting:**

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Directors or the Board of Directors, electronically pursuant to Section 3.12. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

**3.12 Action of Directors by Communications Equipment:**

Any action required or which may be taken at a meeting of Directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can receive communications from each other at the same time.

### **3.13 Executive and Other Committees:**

Standing or temporary committees may be appointed by the Board of Directors from time to time and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Directors. It shall have and exercise all of the authority of the Board of Directors, except in reference to recommending amendment of the Articles of Incorporation, adopting a plan of merger or consolidation, recommending the sale, lease or exchange or other disposition of all or substantially all the property and assets of the Association otherwise than the usual and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending the Bylaws. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Board shall establish, by duly enacted resolution(s), and procedures for notice, addressing, and security required for Board action electronically pursuant to Section 3.12.

### **3.14 Nomination Procedure:**

Candidates for the Board of Directors shall be nominated as follows:

#### **3.14.1 By the Board:**

The Board of Directors, by majority vote, may nominate one or more individuals, so long as no nominees have their principal membership in the same member user group as a Director who will continue to serve in the next year.

#### **3.14.2 By Member Groups:**

Each member user group may, but is not obligated to, nominate one or more individuals, so long as no nominees of that member group have their primary membership in the same member user group as a Director who will continue to serve in the next year. The Board must receive notice of each such nomination pursuant to the procedures for notice set forth in these Bylaws and in accordance with such procedures as may be set and published by the Board of Directors.

### **3.15 Election Procedure:**

Elections for the Board shall take place in the fourth quarter of the year as announced in the Call for Election Each member group, through its Designated Representative, may then vote for the number of Directors to be elected, by votes cast by its Designated Representative. The candidates receiving the most votes cast shall be elected, except if more than one of them are active members of the same member user group, in which case only the candidate receiving the highest vote total of candidates from that member group shall be elected, and other candidates who are members of the same member group shall not be considered. For this purpose, a candidate is not an "active member" if he or she belongs to a group other than his or her primary group for the purpose of receiving the newsletter and other announcements, but does not otherwise regularly participate in such other group. A member group may vote for up to the number of candidates to be elected, but cannot give any one candidate more than one (1) vote. The Board of Directors may set forth such other election procedures as it deems proper, consistent with these Bylaws and the Articles, in the Call for Election to be issued during the third quarter of each year, and, with respect to items needing only to be communicated to announced candidates, by any means calculated to reach all announced candidates.

### **3.16 Annual Meeting with Advisors:**

As part of the duty of Directors and Advisors to consult with each other, the Board of Directors shall arrange for one or more meetings throughout the year, such as the Annual Meeting, when all Directors and all Advisors are invited to meet together to discuss plans and activities for the Association. Such meetings may be open or closed to non-Directors and non- Advisors. If open, the Board of Directors and the Board of User Group Advisors must each vote in favor of each category of outsider to be invited. "Category" in this case refers to classes of people such as, but not limited to, Designated Representatives, sponsor representatives, vendor representatives, Association committee members, officers and directors of Association member groups, or media representatives.

## **Article 4. Board of User Group Advisors:**

### **4.1 Number and Powers:**

The Board of Directors shall be advised as set forth in the Articles of Incorporation by a Board of User Group Advisors, consisting of one (1) class of thirteen (13) persons, each of whom shall be elected for a term of two (2) years, and shall hold office until their successors are elected and qualify, or they resign or are removed- Advisors need not be residents of the District of Columbia. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Board of User Group Advisors may exercise all such powers assigned to it by the Board of Directors as if it were a committee of the Board of Directors.



#### **4.2 Regular Meetings:**

A regular Board of User Group Advisors meeting shall be held at the Annual Meeting and shall be open for attendance by all Association member groups' officers and directors. By resolution, the Advisor Board may provide the time and place either within or without the District of Columbia for holding additional regular meetings without other notice than such resolution.

#### **4.3 Special Meetings:**

Special Advisor meetings may be called at the request of the President, or the Chair of the Board of User Group Advisors or by any two Advisors. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Advisor Board meeting called by them and must ask the board for any expenditures on non-budgeted funds.

#### **4.4 Notice:**

Written notice of each special Advisor Board meeting shall be delivered by electronic means pursuant to Section 3.12

#### **4.5 Quorum:**

A majority of Advisors (eight (8) advisors) shall constitute a quorum for the transaction of business at any Advisor Board meeting but, if less than such majority be present at a meeting, a majority of the Advisors present may adjourn the meeting from time to time without further notice. Members of the Advisor Board may participate in an Advisor Board meeting or committee meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can receive communication from each other at the same time, and participation by such means shall constitute presence in person at a meeting.

#### **4.6 Manner of Acting:**

A motion approved by the majority of the Advisors present at a meeting at which a quorum is present shall be the act of the Advisor Board.

#### **4.7 Vacancies:**

Any vacancy occurring on the Advisor Board may be filled by the affirmative vote of a majority of the remaining Advisors though less than a quorum of the Advisor Board. An Advisor elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and must meet the requirements of the position as if the nominee were running for election.

#### **4.8 Removal:**

At a meeting of member groups called expressly for that purpose, or a ballot procedure established expressly for that purpose, one or more members of the Advisor Board (including the entire Advisor Board) may be removed, with or without cause, by a vote of the Designated Representatives of an absolute majority of the member groups then entitled to vote on election of Advisors.

#### **4.9 Compensation:**

By Board of Directors' resolution, Advisors may be paid their expenses, if any, of attendance at each Advisor Board meeting but not a fixed sum for attendance at each Advisor Board meeting nor a stated salary as advisor or officer or any combination of the foregoing. No such payment shall preclude any Advisor from serving the Association in any other capacity and receiving compensation therefore at no more than normal market rates. Advisors must ask the board of directors for any expenditure on non-budgeted funds.

#### **4.10 Presumption of Assent:**

An Advisor of the Association present at an Advisor Board meeting at which action on any Association matter is taken shall be presumed to have assented to the action taken, unless his or her dissent is entered in the minutes of the meeting, he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he or she forwards such dissent electronically pursuant to Section 3.12 and directed to the Secretary of the Association immediately after the adjournment of the meeting. An Advisor who voted in favor of such action may not dissent.

#### **4.11 Action Taken by Advisors without a Meeting:**

Any action required or permitted to be taken at a meeting of the Advisor Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Advisors or the Advisor Board electronically as set forth in Section 3.12. Any such written consent shall be inserted in the minute book as if it were the minutes of an Advisor Board meeting.

#### **4.12 Action of Advisors by Communications Equipment:**

Any action required or which may be taken at a meeting of Advisors, may be taken by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can receive communication from each other at the same time. In particular, votes or comments may be received electronically as set forth in Section 3.12.

#### **4.13 Nomination Procedure:**

Candidates for the Board of User Group Advisors shall be nominated as follows:

##### **4.13.1 By the Board of Directors:**

The Board of Directors, by majority vote, may nominate one or more individuals, so long as no Advisor Board nominees have their primary membership in the same member user group as an Advisor who will continue to serve in the next year.

##### **4.13.2 By the Advisor Board:**

The Advisor Board, by majority vote, may nominate one or more individuals, so long as no Advisor Board nominees have their primary membership in the same member user group as an Advisor who will continue to serve in the next year.

##### **4.13.3 By Member Groups:**

Each member user group may, but is not obligated to, nominate one or more individuals, so long as no nominees of that member group have their primary membership in the same member user group as an Advisor who will continue to serve in the next year. The Board of Directors must receive notice of each such nomination pursuant to the procedures for notice set forth in these Bylaws at the time set by the Board and announced in either the Call for Election or the Notice of Annual Meeting.

#### **4.14 Election Procedure:**

Elections for the Advisor Board shall take place at the same time as Board of directors. Each member group, through its Designated Representative, may then vote for the number of Advisors to be elected, by ballot procedure. The candidates receiving the most votes cast shall be elected, except if more than one of them are active members of the same member user group, in which case only the candidate receiving the highest vote total of candidates from that member group shall be elected, and other candidates who are members of the same member group shall not be considered. For this purpose, a candidate is not an "active member" if he or she belongs to a group other than his or her primary group for the purpose of receiving the newsletter and other announcements, but does not otherwise regularly participate in such other group. A member group may vote for up to the number of candidates to be elected, but cannot give any one candidate more than one (1) vote. The Board of Directors may set forth such other election procedures as it deems proper, consistent with these Bylaws and the Articles, in the Call for Election to be issued during the third quarter of each year, and, with respect to items needing only to be communicated to announced candidates, by any means calculated to reach all announced candidates.

#### **4.15 Officers of the Board of User Group Advisors:**

The Board of User Group Advisors shall elect from among themselves the offices of Chair, Vice Chair, and Advisor Board Secretary.

##### **4.15.1 Nomination:**

Any Advisor may place his or her own name into nomination for the position of Chair, Vice Chair or Advisor Board Secretary, or have their name placed into nomination by any other Advisor.

##### **4.15.2 Election and Term of Office:**

The officers of the Advisor Board shall be elected annually by the Board of User Group Advisors at the first Advisor Board meeting held after the start of the new calendar year. If the election of Advisor Board officers is not held at such meeting, such election shall be held as soon thereafter as an Advisor Board meeting may conveniently be held. Each officer shall hold office until the next annual Advisor Board meeting and until his or her successor shall have been elected and qualified, unless he or she resigns or is removed.

##### **4.15.3 The Chair:**

The Chair, when present, shall preside over all Advisor Board meetings and functions and will be the primary contact with the Board of Directors in presenting actions of the Advisors to the Board of Directors. The Chair shall also perform such other duties as may be prescribed by the Advisor Board from time to time.

##### **4.15.4 The Vice Chair:**

The Vice Chair shall serve as Chair when the Chair is not available and shall otherwise have those duties assigned to him or her by the Board of User Group Advisors or the Chair.

##### **4.15.5 The Advisor Board Secretary shall:**

###### **4.15.5.1 Minutes:**

Keep the minutes of the Advisor Board meetings in one or more books provided for that purpose;

###### **4.15.5.2 Notices:**

See that all notices of Advisor Board meetings are duly given in accordance with the provisions of these Bylaws or as required by law or prescribed by the Board of User Group Advisors;

**4.15.5.3 Custodian:**

Be custodian of the Advisor Board documents and records.

**4.15.5.4 Other Duties:**

In general perform all duties incident to the office of Advisor Board Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of User Group Advisors.

**4.15.6 Removal:**

Any Advisor Board officer may be removed by the Advisor Board whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**4.15.7 Vacancies:**

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

**Article 5. Officers:**

**5.1 Designation and Number:**

The officers of the Association shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board, including a Vice President. Any two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

**5.2 Election and Term of Office:**

The officers of the Association shall be elected annually by the Board of Directors at the first Board meeting held after the start of the new calendar year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting may conveniently be held. Each officer shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified, unless he or she resigns or is removed.

**5.3 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 thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**5.4 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.

**5.5 President:**

The President shall be the principal executive officer of the Association and, subject to the Board's control, shall supervise and control all of the business and affairs of the Association. When present, he or she shall preside over all member groups' meetings and over all Board meetings. With the Secretary or other officer of the Association authorized by the Board, he or she may sign certificates for shares of the Association, deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he or she 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.

**5.6 Vice President:**

The Vice President, if any, shall serve as President when the President is not available and shall otherwise have those duties assigned to him or her by the Board of Directors or the President.

**5.7 Secretary:**

The Secretary shall:

**5.7.1 Minutes:**

Keep the minutes of the member groups' and Board meetings in one or more books provided for that purpose;

**5.7.2 Notices:**

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

**5.7.3 Custodian:**

Be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized;

**5.7.4 Register:**

Keep a register of the post office address of each member group and its designated representative to the Association as furnished to the Secretary by each member group;

**5.7.5 Certificates:**

Sign certificates for membership in the Association, the issuance of which has been authorized by resolution of the Board;

**5.7.6 Transfer Books:**

Have general charge of the membership list of the Association; and

**5.7.7 Other Duties:**

In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

**5.8 Treasurer:**

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board.

**5.9 Salaries:**

No salaries shall be paid to any officer of the Association who is also a director, although any officer may receive reimbursement for duly authorized expenses.

**5.10 Delegation:**

In the case of absence or inability to act of any officer of the Association and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

**5.11 Bonds:**

The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Association, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

**5.12 Other Officers:**

The Board may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**Article 6. Contracts, Loans, Checks and Deposits.**

**6.1 Contracts:**

The Board of Directors 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.

**Article 7. Dues:**

**7.1 Annual Dues:**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by voting member groups and others of various classes, subject to the approval of the Board of User Group Advisors as set forth in Section 3.4.1 of the Articles of Incorporation. Until further action by the Board of Directors and the Advisor Board, dues shall be Fifty Dollars and No Cents (\$50.00) per year for all voting member groups and all other classes of groups.

**7.2 Payment of Dues:**

Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Association.

**7.3 Default and Termination of Membership:**

Any member user group or other group affiliated with the Association shall be in default in the payment of dues, if the dues are not paid by December 31. On January 1 non-payment of dues will result in expiration of the user group's membership in the Association. There will be a two (2) month grace period from January 1 through the last day of February, where the Association will continue to provide services to a user group that is in default on paying their membership dues. If dues remain unpaid on March 1, then the user group's membership will be terminated. Any terminated user group may rejoin the Association as a NEW member group.



## **Article 8 Execution of Instruments:**

### **8.1 Contracts, Conveyances, Etc.:**

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or any vice-president, and the secretary or assistant secretary, may execute the same in the name and behalf of this Association and may affix the Association seal thereto. The Board of Directors shall have the power to designate the officers and agents who shall have the authority to execute any instrument in behalf of this Association.

### **8.2 Loans:**

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by action by the Board, which may be general in nature, except that all loans from other than member groups, directors, or related associations must first be specifically authorized by resolution of the Board.

### **8.3 Loans to Officers and Directors:**

No loans shall be made by the Association to its officers or directors.

### **8.4 Check, Drafts, Etc.:**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner as is from time to time determined by resolution of the Board.

### **8.5 Deposits:**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

## **Article 9 Certificate for Membership:**

### **9.1 Certificates for Membership:**

Certificates representing membership in the Association shall be signed by the President and by the Secretary and shall include on their face written notice of any restrictions which the Board may impose. All certificates shall be consecutively numbered or otherwise identified. The name and address of the member group to whom the certificate is issued, with the number of members of that group, the name of its Designated Representative, and date of issue, shall be entered on the membership list of the Association. All certificates surrendered to the Association shall be canceled. In case of a lost, destroyed, or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the Association as the Board may prescribe. Association of Personal Computer User Groups Articles of Incorporation & Bylaws

## **9.2 Transfer of Membership Certificates:**

Membership certificates are not transferrable. However, a member group changing its name may apply for and receive a new membership certificate reflecting such changes.  
Designated Representative

## **9.3 Designated Representative:**

The Designated Representative of each member group shall be treated by the Association as the representative in fact of the member group standing in his or her respective name and the Association shall not be bound to recognize any equitable or other claim to or interest in any member group on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided in this Section or by the laws of the District of Columbia. The Board of Directors may adopt by resolution a procedure whereby a member group of the Association may certify in writing to the Association that its representative has changed. The resolution shall set forth:

- (a) who may certify;
- (b) the purpose or purposes for which the certification may be made;
- (c) the form of certification and information to be contained therein;
- (d) if the certification is with respect to a record date or closing of the membership list, the date within which the certification must be received by the Association; and Upon receipt by the Association of a certification complying with the procedure, the person specified in the certification shall be deemed, for the purpose or purposes set forth in the certification, to be the registered representative of the member group making the certification.

## **9.4 Board of Directors:**

The Board of Directors shall have the power and authority to make all such rules and regulations as it may deem expedient concerning the issue and registration of certificates for membership in the Association not inconsistent with the laws of the District of Columbia and the Articles of Incorporation of the Association, and these Bylaws.

## **Article 10 Dividends and Finance:**

### **10.1 Dividends:**

No dividends may be declared by the Board of Directors and none paid by the Association from any source.

### **10.2 Reserves:**

Before making any expenditures, there may be set aside out of the funds of the Association such sum or sums as the directors from time to time in their absolute discretion deem expedient as a reserve fund to meet contingencies, or for maintaining any property of the Association, or for any other purpose, and any funds of any year not spent shall be deemed to have been thus set apart until otherwise disposed of by the Board of Directors.

**Article 11 Fiscal Year:**

The fiscal year of the Association shall be as set by the Board of Directors.  
Association of Personal Computer User Groups Articles of Incorporation & Bylaws

**Article 12 Seal:**

The Board of Directors may adopt a seal in any form that complies with the laws of the District of Columbia.

**Article 13 Waiver of Notice:**

Whenever any notice is required to be given to any member group or director of the Association under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the laws of the District of Columbia, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Article 14 Indemnification:**

**14.1 Actions Against the Association:**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, trustee, officer, or agent of the Association or of a predecessor association, or is or was serving at the request of the Association or of a predecessor association as a director, trustee, officer, or agent of another association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

#### **14.2 Actions By or In the Right of the Association:**

The Association shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Director, trustee, officer, or agent of the Association, or is or was serving at the request of the Association or of a predecessor association as a Director, trustee, officer, or agent of another association, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

#### **14.3 Expenses Paid:**

To the extent that a Director, trustee, officer, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 14.1 and 14.2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Association of Personal Computer User Groups Articles of Incorporation & Bylaws

#### **14.4 Authorization:**

Any indemnification under Section 14.1 and 14.2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, trustee, officer, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 14.1 and 14.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, in independent legal counsel in a written opinion.

#### **14.5 Advance Payment:**

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 14.4 upon receipt of an undertaking by or on behalf of the Director, trustee, officer, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this section.

**14.6 Non-exclusive Right:**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of member groups disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, trustee, officer or agent of the Association.

**Article 15 Amendments:**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board, subject to the approval of the Advisor Board as set forth in Section 3.4.1 of the Articles of Incorporation. Nothing herein shall deny the concurrent power of the member groups to adopt, alter, amend or repeal Bylaws.

**Article 16 Rules of Order:**

The rules contained in the most recent edition of Robert's Rules of Order, newly revised, and shall govern all meetings of member groups and directors except as to those matters where such rules are inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the Association.

**Article 17. Non-Discrimination Policy**

The Association shall not discriminate in matters of membership on the basis of age, color, creed, disability, ethnicity, hearing status, national origin, race, religion, sex, or sexual orientation.

**Article 18. Conflict of Interest Policy**

Any member of the board of directors, or board of advisors who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Association will offer to voluntarily excuse him/herself and refrain from discussion and voting on that issue, unless he or she can provide adequate evidence that no conflict exists.