

Houston Area Apple Users Group by-Laws

(As amended by the Board of Directors December 1, 2011 and to be approved by the Membership December 17, 2011)

ARTICLE 1 - NAME

The name of the organization is the HOUSTON AREA APPLE USERS GROUP, INC., hereinafter referred to as HAAUG. Its official publication is the Apple Barrel.

ARTICLE 2 - PURPOSES

The objectives of HAAUG are:

- A.** To provide a forum for the dissemination of information concerning Apple® Inc.'s hardware and software specifically, other computer systems in general, and related products and networks.
- B.** To share the knowledge of members-at-large concerning their talents and information pertaining to Apple® Inc. specifically, other computer systems in general, and related products.

ARTICLE 3 - BASIC POLICIES

Section 1. Basic Policies

The name of the organization or the names of any elected officers or directors of the organization in their official capacities shall not be used in connection with any commercial activity or with any partisan interest or for any purpose not appropriately related to the purposes of the organization.

The unauthorized copying of any copyrighted material at any HAAUG function is strictly prohibited.

No part of the net income of the organization shall inure to the benefit of or shall be distributable to its members, directors, officers, or any private interest except that the organization shall be empowered to pay any reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE 2.

No member of the organization shall be financially interested, directly or indirectly, in any agreement related to the operations conducted by the organization for compensation, unless the fact of such interest be known to the Board of Directors. "Houston Area Apple Users Group" and "HAAUG" are property of this organization and cannot be used without approval by the Board. The membership database, minutes, web site, and forum are all the sole property of HAAUG.

Similarly, all equipment and software purchased by HAAUG for the use of HAAUG is the sole property of HAAUG and shall be surrendered in a timely manner as designated by the Board upon removal of a

member from a position that controls the equipment and/or software.

These by-laws are the full and complete by-laws of this organization and supersede all previous versions. No other provisions or articles shall be deemed valid except as required by the State of Texas.

Section 2. Privacy Policies

HAAUG values and jealously protects its membership information. No member of HAAUG shall allow or cause to allow HAAUG member information to be improperly distributed. HAAUG member information shall be used only to support HAAUG and promote the ideals of HAAUG. No member shall use HAAUG member information for personal gain or personal use. Any such misuse as determined by the Board shall be cause for removal from office and censorship up to and including expulsion from the group.

ARTICLE 4 - MEMBERSHIP

Section 1. Classes of Membership

The classes of membership shall be established by the Board of Directors.

Section 2. Eligibility

Any individual or other organization who subscribes to the purposes and basic policies of this organization may become a member.

Any person expelled from membership for engaging in activities prohibited by the by-laws or any rule or practice adopted by the Board of Directors as referenced in Article 4 Section 5, may rejoin with approval by a vote of two-thirds (2/3) of the Board of Directors present at a regular Board meeting or a special Board meeting.

Section 3. Dues

The annual dues for membership shall be established by the Board of Directors.

Section 4. Limitation of Authority

No member shall act in the name of the organization or take any action that would bind the organization except as otherwise specified in these by-laws.

Section 5. Expulsion

A member may be expelled from the membership in the organization for (a) failure to pay the annual dues for more than 30 days after the due date, or (b) engaging in activities prohibited by the by-laws or any rule or practice adopted by the Board of Directors, or (c) for any activity deemed detrimental by the Board of Directors. Before any member may be expelled for engaging in prohibited activities, charges specifying the alleged cause shall be served by the President on the member charged, and the member shall be given the opportunity to correct such conduct. If such member continues to engage in prohibited activities, the member may be expelled at any meeting of the Board of Directors by a majority

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of two-thirds (2/3) of the Directors attending such meeting.

ARTICLE 5 - CAPITAL STOCK

No capital stock will be issued.

ARTICLE 6 - MEMBERSHIP MEETINGS

Section 1. Regular Meetings

Regular Membership Meetings shall be held monthly as determined by the Board of Directors. Notice of these meetings, stating the date, time, and place shall be published on the website and in the Apple Barrel. Voting shall be allowed only by members in good standing present at a regular meeting where voting is necessary. Proxy votes will not be permitted at any regular membership meetings.

Section 2. Special Meetings

Special Membership Meetings may be called by the President, the Board of Directors, or any signed petition of twenty percent (20%) or more members in good standing as of January 1. Notice of the Special Meeting shall be published on the website, in the Apple Barrel, and/or by a mailing to all members and shall state the purpose of the meeting. No business other than that stated in the notice shall be transacted at a Special Meeting. Notice shall be given at least thirty days in advance of any Special Meeting. Voting shall be allowed only by members in good standing present at a special meeting. Proxy votes will not be permitted at special membership meetings.

Section 3. Quorum

Five percent of the members in good standing as of January 1 must be present at a Membership Meeting in order to conduct business. Members in good standing shall be those members who abide by the by-laws and whose dues are current as defined in ARTICLE 4, Section 5.

ARTICLE 7 - BOARD OF DIRECTORS

Section 1. Powers

The business and affairs of HAAUG shall be managed by its Board of Directors, which may exercise all powers of the organization and perform all lawful acts that are not in violation of these by-laws. Directors may officially hold one office and will have one vote only.

Section 2. Composition

The Board of Directors shall consist of a maximum of nine (9) members:

A. Elected Positions

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Membership Chairman

6. Media and Communications Administrator
7. Two Directors-at-Large

B. Immediate Past President or Advisor as appointed by the Board in the event the Immediate Past President is unable to act in this position.

Section 3. Term

Directors and Officers shall serve for a one-year term beginning with the first regular meeting in January or until their successors have been duly elected.

Section 4. Removal

A Director or Officer may be removed at any time, without cause by a two-thirds (2/3) vote of the members present and voting, either at a regular Membership Meeting or at a Special Membership Meeting. No proxy votes shall be allowed. Additionally, a director or officer may be removed for just cause and after due deliberation by a two-thirds (2/3) vote of the Board of Directors present and voting at a Board of Directors regular or special Meeting.

Section 5. Vacancies

Should any voting position be vacant, the Board of Directors shall, by a majority vote of the Board members present, appoint a member to serve for the remainder of the term.

Section 6. Regular Board of Directors Meetings

Regular meetings of the Board of Directors shall be held monthly unless otherwise determined by the Board of Directors. Regular meetings shall be held at such time and place as may be determined by the Board of Directors without further notice. A Board of Director member unable to attend a Regular meeting may vote by providing a written consent, signed, dated and designating a specific vote on a specific agenda item(s), when presented at the Regular meeting by another Board of Directors member in good standing and certified by the Secretary. The written consent is void if the consent's author is present at the meeting. Board members may attend by electronic means, provided the Secretary is notified of such presence. Board members present must approve the electronic attendance. The member must be able to hear all the motions clearly and will be allowed to vote on issues brought before the Board.

Section 7. Special Board of Directors Meetings

A. Called Special Meetings

Special Meetings of the Board of Directors may be called by the President, a Vice-President, or three of the Directors. Seven days notice shall be given to each member of the Board stating the purpose of the Special Meeting, and no business may be conducted other than that stated in such notice. Failure of a Board member to receive or acknowledge such notice

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shall not disqualify the meeting. A Board of Directors member unable to attend a Special meeting may vote by providing a written consent, signed, dated and designating a specific vote on a specific agenda item(s), when presented at the Special meeting by another Board of Director member in good standing and certified by the Secretary. The written consent is void if the consent's author is present for the meeting.

Board members may attend by electronic means, provided the Secretary is notified of such presence. Board members present must approve the electronic attendance. The member must be able to hear all the motions clearly and will be allowed to vote on issues brought before the Board.

B. Special Emergency Electronic Meeting

Where time doesn't permit a Special Meeting (as set forth in ARTICLE 7 SECTION 7) concerning a critical issue for the organization can be held. Special Electronic Meeting may be held by email, or by telephone, or by similar electronic communication. An opening statement of the purpose of the Special Electronic Meeting and a proposal begins the meeting. Replies to this proposal will contain a vote of "yea" or "nay" and the measure shall be passed or failed when a quorum of Board of Directors votes either affirmatively or negatively to the proposal. The Secretary will be responsible for recording the names of each Board member who voted and tabulating the results. Failure of a Board member to receive or acknowledge notice of such a meeting shall not disqualify the meeting.

C. Special Emergency Electronic Meeting

Real time meetings will be resolved at the time of the Special Electronic Communications using email, or by telephone, or by similar electronic communication. An electronic meeting will be void 48 hours after the posting of the original proposal unless a decisive vote is confirmed by the Secretary.

D. Special Meetings Minutes

The Secretary or other designated Board member will be required to take minutes of any Special Board Meeting and present a summary of the discussion and vote results to be incorporated into the minutes of the next Board of Directors meeting.

Section 8. Conduct of Meetings

The President shall preside at the meetings of the Board of Directors and shall set the agenda and control order at Board meetings. A majority of the members of the Board of Directors currently in office shall constitute a Quorum. Meetings of the Board of Directors shall be open to all members, except that upon a majority vote, the Board of Directors may enter executive session to transact business that the Board of Directors determines to be confidential.

ARTICLE 8 - ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nominations

Nominations for President, Vice-President, Secretary, Treasurer, Membership Chairman, Media and Communications Administrator, and Directors-at-Large must be received at the organization's address prior to the November membership meeting or made from the floor during the November meeting. A Nominating Committee shall be appointed by the Board of Directors during or before the October Board of Directors meeting for the purpose of nominating candidates to the general membership. All candidates will be announced at the November meeting.

Section 2. Eligibility

Only members in good standing may be candidates for elective office. Any dispute regarding the eligibility of a candidate shall be resolved by the Board of Directors.

Section 3. Balloting

An election shall be completed during the month of December. Only members in good standing may vote in the election. A ballot shall be mailed or hand delivered to each member in good standing. Each member may cast one vote for each office, except that up to two non-cumulative votes may be cast for Directors-at-Large. Prior to each annual election, the Board Of Directors shall establish a deadline for the receipt of ballots. If, after nominations from the floor are closed, there is no contested race, then the election can be held by voice vote at the December general meeting instead of using ballots.

Section 4. Results

The two eligible candidates for Director-at-Large with the greatest number of votes shall be elected. The election tellers, as appointed by the Board Of Directors shall certify the results of the election to the general membership at the first Regular meeting in January, on HAAUG web site, and in the Apple Barrel. In the event of a tie, the winner shall be determined by lot.

ARTICLE 9 - OFFICERS

Section 1. Elective Officers

The elective officers of the organization shall be the President, Vice-President, Secretary, Treasurer, Membership Chairman, Media and Communications Administrator and two (2) Directors at Large. They shall hold office for one year starting with the January general meeting or until their successors have been elected, pursuant to ARTICLE 8.

A. President

The President shall be the Executive Officer of the organization, and shall have general responsibility for

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the business affairs and property of the organization and shall have general supervision over the other officers. The President shall preside at all Membership and Board of Directors meetings and shall see that all resolutions of the Board of Directors are carried into effect. The President shall set the agenda and control order at Board meetings. The President shall have the general powers and duties of supervision and management usually vested in the office of president of an organization. The President shall submit an annual report to the membership describing the past years activities upon completion of a term of office.

B. Vice-President

The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President. The Vice-President shall also be responsible for Programs and presentations at regular meetings and perform such other duties as may be designated by the President or the Board of Directors. A schedule of topics and speakers shall be made available to the Media and Communications Administrator each month for posting in a timely manner before the general meeting.

C. Secretary

The Secretary shall give, or cause to be given, notice of Special Membership meetings, of Special and Special Electronic Board of Directors meetings. The Secretary shall keep the minutes of all meetings and make them available to the general membership, inform the Board of Directors of actions required by these by-laws, and shall perform such other duties as may be designated by the President or the Board of Directors. Electronic copies of all documents presented at Board meetings shall be supplied to the secretary in a timely manner for inclusion in the Secretary's documents. Electronic copies of the minutes shall be provided to all Board members on a timely basis.

D. Treasurer

The Treasurer shall have custody of the organization's funds, maintain an inventory control procedure and shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization and shall deposit all moneys and other valuable effects in the name of and to the credit of the organization in such depositories as may be designated by the Board of Directors. The Treasurer shall have the authority to disburse checks as provided in ARTICLE 10. The Treasurer shall maintain a system of internal fiscal controls and shall report regularly to the Board of Directors on the expenses and financial condition of organization. The Treasurer shall also perform such other duties as may be designated by the President or the Board of Directors. Copies of the Treasurer's data files shall be

distributed to the other elected officers on a regular basis.

E. Membership Chairman

The Membership Chairman shall accurately maintain the membership rolls of the club, provide opportunity for new members to enroll at meetings, to advise of membership renewal time with timely notices, and report membership data to the Board of Directors on a regular and timely basis. The membership database access will be made available to the first four officers.

F. Media and Communications Administrator

The Media and Communications Administrator shall oversee collection of stories and articles, the assembly, publishing, and distribution of the Apple Barrel both electronic and printed, including advertising space sales. The Editor shall supply a PDF version to the Webmaster for posting on the web site and distributing to HAAUG members in a timely manner before the general meeting.

G. Director – Two (2) Positions

The Directors are active and concerned members who are committed to steering the organizational goals for the good of the organization. They serve on committees or work individually to study and resolve problems at the request of the Board of Directors.

These "at large" officers shall perform duties not specifically assigned to the other officers as requested by the President or the Board of Directors.

SECTION 2. PAST PRESIDENT

Immediate Past President or other Advisor appointed by the Board.

ARTICLE 10 - FISCAL CONTROL

Section 1. Disbursements

Treasury disbursements shall be made by check. Any disbursement over \$10.00 must be supported by voucher or receipt. All checks, drafts, notes, and evidence of indebtedness of the organization shall be signed by the Treasurer, President, or Vice-President. Checks of \$500 or more will require the signatures of two elected officers. No person with authority to sign checks may sign a check payable to himself or herself without a co-signature.

Section 2. Annual Budget

A Budget Committee shall be appointed by the Board of Directors during or before the September Board of Directors meeting for the purpose of preparing a proposed budget for the following fiscal year. This budget shall be presented at a Regular Membership meeting for the approval by a majority of the members present and voting.

Section 3. Fiscal Year

The fiscal year shall be from January 1st to December 31st.

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Section 4. Capital Expenditures

Capital Expenditures in excess of \$1,000.00 must be approved by a majority of the members present and voting at a Regular Membership meeting. Approval of a line item in the annual budget shall constitute membership approval of a capital expenditure.

Section 5. Audit Committee

An audit committee comprised of three members in good standing shall be appointed by the Board of Directors in November to audit the accounts of the organization. An Audit Report shall be submitted at or before the March Board of Directors meeting.

ARTICLE 11 - AMENDMENTS

These by-laws may be amended by a two-thirds (2/3) majority of the Board of Directors of the organization currently holding office and by a two-thirds (2/3) majority of the members present at a Regular Membership meeting or at a Special Membership meeting called for this purpose.

ARTICLE 12 - DISSOLUTION

Section 1. Dissolution

This organization may be dissolved by a three-fourths (3/4) majority of the Directors holding office and by a three-fourths (3/4) majority of the members present at a Regular Membership meeting or at a Special Membership meeting called for this purpose, provided that thirty days notice shall precede such membership meeting by a mailing to all members or by publication in the Apple Barrel. Upon affirmative vote to dissolve, proper actions shall be taken by the Board of Directors to wind up the affairs of the organization including surrendering the organization's Corporate Charter to the Secretary of State of the State of Texas or other appropriate authority.

Section 2. Assets

Upon dissolution, all of the organization's net assets shall be distributed to bona fide educational or other non-profit or not for profit institutions as directed by the Board of Directors.