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BOARD APPROVED

By-laws of the Association of Personal Computer Users (APCU)

Revised: October 24, 2003

By-laws of the Association of Personal Computer Users, formed under the General Not for Profit Corporation Act of the State of Illinois

Article 1 — Offices

The Association of Personal Computer Users (hereinafter referred to as “APCU,” “the Association,” or “the corporation”) shall continuously maintain in the State of Illinois a registered office and a registered agent. APCU may have other offices within the State.

Article 2 — Name

The name of the corporation shall be Association of Personal Computer Users.

Article 3 — Purposes

3.1: Purposes Intended

The purpose of this corporation is to promote the technical education of its members and others on the efficient use of personal computers and related technology. In pursuing this end, the corporation will sponsor meetings, seminars, classes, and other educational activities.

3.2: Purposes Prohibited

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1 hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaigning on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these By-laws, the corporation shall not engage in any other activities not permitted to:

- a. a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
- b. a corporation eligible to receive contributions that are deductible under applicable sections of the Internal Revenue Code, or under any future federal tax code.

Article 4 — Dues and Privileges of Membership

4.1: Dues and Assessments

Each member shall be required to pay annual dues and such other special assessments as determined by the Board of Directors.

4.2: Classes of Dues

There shall be two (2) classes of annual dues: Regular Dues and Collegial Dues.

4.3: Collegial Dues

Collegial Dues are annual dues in the amount of one dollar (\$1.00). The Board of Directors may, at its discretion, assess Collegial Dues instead of Regular Dues in any individual case.

Members who pay Collegial Dues shall in all other respects have the same rights and responsibilities as members who pay Regular Dues.

46 **4.4: Privileges of Membership**

47 Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Members are
48 entitled to serve on the Board of Directors, hold office, and serve on all Committees, provided they meet the
49 qualifications for such positions as determined by the Board of Directors and these By-laws. See Section 7.3,
50 "Qualifications." Voting privileges and such other privileges of membership as may be determined by the Board of
51 Directors shall be denied to anyone who fails to pay dues and/or assessments as required.

52 **Article 5 — Meetings of Members**

53 **5.1: Annual Meeting**

54 An annual meeting shall be held at such date, time, and place as shall be determined by the Board of Directors. The
55 purposes of the annual meeting shall be as follows:

- 56 a. to elect officers for the following calendar year,
- 57 b. to hold the regular annual meeting of the Board of Directors, as described in section 6.5, "Regular Meetings",
58 and
- 59 c. optionally, and within limits set by these By-laws and applicable State law, to change the number of Directors
60 that shall constitute the following year's Board of Directors.

61 **5.2: Special Meetings**

62 Special meetings of the members may be called either by the Board of Directors, by the President, or by written
63 request of not less than one-third of the members.

64 **5.3: Place of Meeting**

65 The Board of Directors may designate any place accessible to all its members as the place of meeting for its annual
66 meeting or for any special meeting.

67 **5.4: Notice of Meetings**

68 The date, hour, and place of each meeting shall be published by the Secretary to all members. The Secretary shall
69 publish this information by one or more of the following means:

- 70 a. by a notice posted on the organization's Web site;
- 71 b. by written notice of the meeting delivered to each member;
- 72 c. by a notice sent via e-mail.

73
74 In the case of an annual meeting, such notice shall be furnished at least 50 days before, and no more than 80 days
75 before, the date of the meeting.

76 **5.5: Meeting Quorum**

77 The quorum for any members' meeting shall be twenty percent (20%) of the members. If a quorum is not present at
78 any meeting of the members, a majority of the members present may adjourn the meeting to a future date without
79 notice. Once a quorum is present, withdrawal of any of the members shall not cause failure of a duly constituted
80 quorum at the meeting.

81 **Article 6 — Board of Directors**

82 **6.1: General Powers**

83 Its Board of Directors shall manage the affairs of the APCU.

84 **6.2: Number**

85 Each year, the Nominating Committee shall recommend the size of the Board of Directors. The number of Directors
86 shall be no less than seven (7) or more than fifteen (15).

Board Approved

87 **6.3: Tenure**

88 Each Director shall hold office until the next annual meeting and until his or her successor has been elected or
89 appointed.

90 **6.4: Qualifications for and Composition of the Board**

91 The President, Vice President, Secretary, and Treasurer shall serve on the Board of Directors. The immediate Past
92 President shall also serve on the Board of Directors.

93
94 There shall be at least two (2) other Directors chosen from the retiring Board of Directors. If less than two
95 individuals are available from the retiring Board, these two positions shall be filled by APCU members who have
96 served on an earlier APCU Board of Directors, or from those members who have actively participated in APCU
97 through committee activities.

98
99 The remaining Directors shall be chosen from among those members who have shown a continuing and active
100 interest in APCU. The attributes listed in Section 7.3, "Qualifications" apply.

101 **6.5: Regular Meetings**

102 An annual meeting of the Board of Directors shall be held without other notice than these By-laws, and on the same
103 day and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the
104 time and place for the holding of additional regular meetings of the Board of Directors without other notice than
105 such resolution.

106 **6.6: Special Meetings**

107 Special meetings of the Board of Directors may be called by the President or upon written request by one-third of
108 the current Directors. The President or the requesting Directors shall fix a reasonable time and place for such
109 meeting.

110 **6.7: Quorum**

111 A quorum at a Board of Directors Meeting shall consist of a majority of the Directors, provided that said majority
112 includes the President and/or the Vice-President. If a quorum is not present at said meeting, a majority of the
113 Directors present may adjourn the meeting.

114 **6.8: Manner of Acting**

115 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board
116 of Directors, unless the act of a greater number is required by statute, by these By-laws, or by the Articles of
117 Incorporation. Once a quorum is present, withdrawal of any of the Directors shall not cause failure of a duly
118 constituted quorum at that meeting.

119 **6.9: Compensation**

120 Directors shall receive no salary for their services, but by resolution of the Board of Directors, expenses of
121 attendance, if any, may be allowed for each regular or special meeting of the Board. However, nothing herein
122 contained shall be construed to preclude any Director from serving the APCU in any other capacity and receiving
123 compensation therefor.

124 **6.10: Removal of Directors**

125 A Director may be removed at any time by a vote of two-thirds of the Directors present at a special meeting of the
126 Board of Directors called for that purpose.

127 **6.11: Resignations**

128 A Director may resign at any time by giving notice in writing to any one of the other Directors, who shall then
129 convey a copy of the notice in a timely fashion to the other Directors. A meeting of the Board of Directors is not
130 required to accept a resignation. Unless otherwise specified in such written notice, such resignations shall take effect
131 upon receipt thereof. A resignation results in a vacancy and shall be treated under Section 9.3, Vacancies.

132 **Article 7 — Officers**

133 **7.1: Number**

134 The officers of the APCU shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers
135 as may be appointed in accordance with the provisions of Section 7.2 following.

136 **7.2: Other Officers**

137 The Board of Directors may appoint such other officers as it may deem advisable, each of whom shall have such
138 title, hold office for such period, have such authority, and perform such duties as the Board of Directors may
139 designate.

140 **7.3: Qualifications**

141 Any active member may serve as an officer. To serve as an officer of the APCU, a member must have been actively
142 involved in the APCU, through volunteer activities, active participation in functions of the organization, or at
143 minimum, regular attendance at six APCU meetings a year.

144 **7.4: Resignations**

145 Any officer may resign at any time by giving notice in writing to any one of the Directors, who shall then convey a
146 copy of the notice in a timely fashion to the other Directors. A meeting of the Board of Directors is not required to
147 accept a resignation. Unless otherwise specified in such written notice, such resignation shall take effect upon
148 receipt thereof. A resignation results in a vacancy, and shall be treated under Section 9.3, Vacancies.

149 **7.5: President**

150 The President of the APCU shall have been a member of the immediate past Board of Directors (the retiring Board).
151 If no member from the retiring Board qualifies for or desires to serve as President, then the President shall be chosen
152 from those individuals who have been actively involved in APCU through regular, continuing volunteer work on
153 behalf of APCU.

154
155 The President shall be the principal executive officer of the APCU. Subject to the direction and control of the Board
156 of Directors, the President shall be in charge of the business and affairs of the APCU. In general, he or she shall
157 discharge all duties as may be prescribed by the Board of Directors.

- 158 a. He or she shall see that the resolutions and directives of the Board of Directors are carried into effect, except in
159 those instances in which the Board of Directors assigns that responsibility to some other person.
- 160 b. He or she is entitled to preside at all meetings of the members and of the Board of Directors.
- 161 c. The President may execute for the APCU any contracts, deeds, mortgages, bonds, or other instruments which
162 the Board of Directors has authorized to be executed, except in those instances in which the authority to execute
163 is expressly delegated to another officer or agent of the APCU or a different mode of execution is expressly
164 prescribed by the Board of Directors or these By-laws. He or she may accomplish such execution either under
165 or without the seal of the APCU and either individually or with the Secretary, or any other officer thereunto
166 authorized by the Board of Directors, according to the requirements of the form of the instrument.
- 167 d. The President may vote all securities which the APCU is entitled to vote except as and to the extent such
168 authority shall be vested in a different officer or agent of the APCU by the Board of Directors.
- 169 e. The President shall have one (1) vote on all committees of the APCU.

170 **7.6: Vice President**

171 The Vice President shall:

- 172 a. assist the President in the discharge of his or her duties as the President may direct;
- 173 b. perform such other duties as from time to time may be assigned by the President or by the Board of Directors;
- 174 c. execute for the APCU any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors
175 has authorized to be executed, and may accomplish such execution either under or without the seal of the
176 Association of Personal Computer Users and either individually or with the Secretary, or any other officer
177 thereunto authorized by the Board of Directors according to the requirements of the form of the instrument,
178 except in those instances in which the authority to execute is expressly delegated to another officer or agent of
179 the APCU or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws.
- 180

181 In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall
182 perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the
183 restrictions upon the President.

184 7.7: Secretary

185 The Secretary shall:

- 186 a. record the minutes of the meetings of the members and of the Board of Directors in one or more books provided
187 for the purpose;
- 188 b. see that all notices are duly given in accordance with the provisions of these By-laws or as required by law;
- 189 c. be custodian of the APCU records;
- 190 d. be custodian of the seal of the Association, if any;
- 191 e. keep a register of the post office address of each member; and
- 192 f. perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned
193 by the President or by the Board of Directors.

194
195 In the absence of both the President and the Vice President, the Secretary shall assume the duties of President, and
196 when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

197 7.8: Treasurer

198 The Treasurer shall be the principal accounting and financial officer of the APCU. He or she shall:

- 199 a. have charge of and be responsible for the maintenance of adequate books of account for the APCU;
- 200 b. have charge and custody of all funds and securities of the APCU, and be responsible thereof, and for the receipt
201 and disbursement thereof;
- 202 c. send out all notices of dues and assessments;
- 203 d. deposit all such receipts in a bank or other depository selected by the Board of Directors;
- 204 e. pay all bills approved by the President or the Board of Directors;
- 205 f. notify the Board of Directors of anyone delinquent in dues and/or assessments; and
- 206 g. oversee the filing of any required tax and fiscal state requirements.

207
208 The Treasurer shall duly record all disbursements made in the name of the APCU. The Treasurer shall report the
209 individual disbursements in quarterly reports to the Board of Directors.

210
211 In the absence of the President, Vice President, and Secretary, the Treasurer shall assume the duties of the President,
212 and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

213 **Article 8 — Committees**

214 8.1: Nominating Committee

215 The Nominating Committee shall be composed of the President and such other members as determined by the Board
216 of Directors. The Nominating Committee shall formulate and present to the membership a slate of candidates for
217 President, Vice President, Secretary, and Treasurer. The Nominating Committee shall recommend the number of
218 Director positions, not less than seven (7), nor greater than fifteen (15), that will constitute the Board of Directors in
219 the following year. The Nominating Committee shall recommend candidates for those positions to the subsequently
220 elected President. A copy of the slate of candidates shall be posted on the APCU Web site at least forty-five (45)
221 days prior to the annual meeting.

222
223 Subsequent to the announcement of the slate of candidates, members may nominate candidates for any office. A
224 nominating petition for each candidate must be submitted to the Nominating Committee at least thirty (30) days
225 prior to the annual elections, stipulating the position for which the individual is being nominated. The petition must
226 include the signatures of ten percent (10%) of the membership as of the date of submission.

227 8.2: Other Committees

228 The Board of Directors may appoint such other committees as it believes to be in the best interests of the APCU.
229 The term of the members of such committees shall expire at the time of the next annual meeting, or upon dissolution
230 of the committee by the Board.

231 **8.3: Committee Quorum**

232 A majority of any committee of the APCU shall constitute a quorum for the transaction of business.

233 **Article 9 — Election of Officers and Directors**

234 **9.1: Election of Officers**

235 Each member present at the annual meeting shall have one (1) vote for each of the offices of President, Vice
236 President, Secretary, and Treasurer. The candidate for each office receiving the most votes shall be elected to that
237 office. If only one individual has been slated for an office, the members present at the annual meeting shall vote to
238 approve or not approve that member for the office for which he or she has been slated. A majority approval shall
239 constitute election of that individual to the office.

240 **9.2: Appointment of Directors**

241 The President may approve the appointment of any Directors recommended by the Nominating Committee of the
242 retiring Board of Directors, or select and appoint alternative candidates.

243 **9.3: Vacancies, Succession, and Interim Appointments**

244 In the event of the death, resignation, incapacitation, or removal of the President, the Vice-President shall become
245 President. In the event of the death, resignation, incapacitation, or removal of any other officer, or of a Director, the
246 President shall appoint a member to temporarily fill the vacancy. Such appointment shall remain in effect only
247 until the next Board meeting. Such meeting shall be convened at the earliest convenience of the Directors. At that
248 meeting, the Directors shall elect an officer to replace the temporary officer and to hold office until the next annual
249 meeting.

250 **Article 10 — Budget**

251 The Board of Directors shall be responsible for preparing an annual budget for the APCU.

252 **Article 11 — Contracts, Financial Transactions, and Gifts**

253 **11.1: Contracts**

254 The Board of Directors may authorize any officer or officers, agent or agents of the APCU, in addition to the
255 officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name
256 of and on behalf of the APCU. Such authority may be general or confined to specific instances.

257 **11.2: Checks, Drafts, etc.**

258 All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name
259 of the APCU shall be signed by such officer or officers, agent or agents of the APCU and in such manner as shall be
260 determined by resolution of the Board of Directors. Such instruments shall be signed by the Treasurer or the
261 President.

262 **11.3: Deposits**

263 All funds of the APCU shall be deposited to the credit of the APCU in such banks, trust companies, or other
264 depositories as the Board of Directors may select.

265 **11.4: Disbursement Limitation**

266 No disbursements of more than one hundred dollars (\$100) shall be made for one item of expense, except on
267 approval of the Board of Directors by majority vote thereof.

268 **11.5: Gifts**

269 The Board of Directors may accept on behalf of the APCU any contribution, gift, bequest or real property
270 transmitted or given by a will for the general purposes of the APCU or for a special purpose if so designated.

271 **Article 12 — Certificates of Membership**

272 The Board of Directors may provide for the issuance of certificates evidencing membership in the APCU, which
273 shall be in such form as may be determined by the Board of Directors. The name and address of each member and
274 the date of issuance of the certificate shall be entered on the records of the APCU.

275 **Article 13 — Books and Records**

276 **13.1: Keeping and retention of records**

277 The APCU shall keep correct and complete books and records of account and shall also keep minutes of the
278 proceedings of its members, Board of Directors and committees having any of the authority of the Board of
279 Directors. It shall keep at the registered or designated office a record giving the names and addresses of the members
280 entitled to vote. Each individual element of its books and records shall be preserved by APCU for no less than seven
281 years.

282 **13.2: Inspection of records**

283 Any member or his or her agent or attorney may inspect all books and records of the APCU, for any reasonable
284 purpose; for example, to verify that the aims of APCU are being well served. The requester shall be granted an
285 inspection and copying session of no less than one hour in length. The session shall take place at the
286 location of the most recent monthly meeting, at noon on the seventh day following the request, or at a
287 time and place agreed to by the Secretary and the requester. Within two weeks of receipt, the letter of request
288 shall be entered into the APCU record, along with a note describing either the date, time, and duration of the actual
289 inspection, or else the reason the requested inspection did not take place.

290 **Article 14 — Fiscal Year**

291 The fiscal year of the APCU shall begin on the first day of January and end on the last day of December in each
292 year.

293 **Article 15 — Amendments to By-laws**

294 Any member may propose a by-law change by submitting the proposed change in writing to the President or Vice
295 President. Within 60 days after receipt of the proposed change, the Board will review the proposed change and then
296 present it to the membership, with any recommendations, for a vote. A quorum as described in section 5.5 is
297 required to hold a vote on the proposed change. A simple majority of those members present is required for passage
298 of the proposed change to amend, repeal, or adopt new By-laws.

299 **Article 16 — Dissolution of the Organization**

300 A recommendation to dissolve APCU may only be made by a majority vote of the Board of Directors. The
301 membership must be informed at least thirty (30) days prior to the meeting when action will be taken on the
302 dissolution of APCU. A majority vote of all members is required to dissolve the organization.

303
304 Upon recommendation of dissolution, the distribution of APCU assets will be the responsibility of the Board of
305 Directors. The Board's recommendations for the APCU's asset distribution shall accompany any distribution
306 motion.

307
308 Upon the dissolution of the corporation, its assets shall be applied and distributed as follows:

- 309
310 a. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provisions
311 shall be made therefor;
- 312 b. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs
313 by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- 314 c. The remaining assets shall be distributed for one or more exempt purposes within the meaning of section
315 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code:
316 (1) to one or more domestic or foreign corporations, societies or organizations substantially similar to those of
317 the corporation or
318 (2) shall be distributed to the federal government, or to a state or local government, for a public purpose.
319

320 Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal
321 office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as
322 said Court shall determine, which are organized and operated exclusively for such purposes. The distribution of such
323 assets must be in accordance with the laws of the United States of America and the State of Illinois.
324

325 **Conclusion of By-laws**
326

Board approved