

# **BYLAWS OF CADDO-BOSSIER WINDOWS USER GROUP**

Revised 11/14/2002

## **MISSION STATEMENT**

The Caddo-Bossier Windows User Group. The mission of the Windows Users Group is to stimulate interest and educate users in the use of the various Windows Operating Systems. Cultivate the free exchange of information and practical use of the various Windows Operating Systems and shall at all times act in the general public's best interest.

## **ARTICLE I – PURPOSE**

The purposes of the Caddo-Bossier Windows User Group are as follows:

- A. To provide an opportunity for all users of the various Windows Operating Systems to exchange ideas, knowledge, and experience for the enrichment of all concerned.
- B. To provide an opportunity for both formal and informal education in the various Windows Operating Systems and related hardware and software technologies.
- C. To provide a medium of communication with user groups in other areas (location and orientation).
- D. To promote effective interchange of ideas between members and other users and vendors of computer hardware and software.

## **ARTICLE II – MEMBERSHIP**

- A. Membership in the Caddo-Bossier Windows User Group shall not be denied to anyone based on race, creed, sex, or religion. Membership in this organization is open to anyone interested in computers and the various Windows operating Systems. Ownership of a computer is not a prerequisite for membership.
- B. Each member (unless otherwise specified) is entitled to cast one vote in any election or Caddo-Bossier Windows User Group activity that requires general membership approval. Full membership for a spouse shall be ½ of the regular annual dues. Student membership (for full time students) shall be ½ of the regular annual dues.
- C. Membership dues for the Caddo-Bossier Windows User Group are payable in full in January of each year. New member dues shall be prorated if joining after January.
- D. Annual dues for regular membership shall be set by the Board of Directors. Any Caddo-Bossier Windows User Group member who has not paid yearly dues within 60 days of the due date shall no longer be considered a member.
- E. The Caddo-Bossier Windows User Group newsletter is posted to the club Web site.

## **ARTICLE III – MEETINGS OF CADDO-BOSSIER WINDOWS USER GROUP MEMBERS**

- A. ANNUAL MEETING

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The annual Caddo-Bossier Windows User Group meeting shall be at 7:00 PM on the second Thursday of December of each year for the election of directors and transacting other business. If the fixed date falls on a legal holiday, such meeting shall be held on the following Monday.

## **B. QUORUM**

At a meeting of the members of the Caddo-Bossier Windows User Group, 33 percent of the members of the Caddo-Bossier Windows User Group who are present and entitled to vote shall constitute a quorum. If less than 33 percent of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting.

## **C. SPECIAL MEETINGS**

Special meetings of the members of the Caddo-Bossier Windows User Group for any purpose may be called by the President/Vice President or upon request of not less than a quorum of the voting membership.

## **D. VOTING**

Each member entitled to vote shall be entitled to vote in person. All elections for directors shall be decided by a majority of a quorum of the Caddo-Bossier Windows User Group that are present and are entitled to vote; all other questions shall be decided by majority vote of those present.

## **ARTICLE IV – OFFICERS AND BOARD OF DIRECTORS**

### **A. GENERAL POWERS**

The business and affairs of this nonprofit club shall be managed by its Board of Directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these bylaws and the laws of this State.

### **B. NUMBER, TENURE AND QUALIFICATIONS**

The number of directors of the club shall be a minimum of five and a maximum of 7 who shall serve as officers and board members at large of the club. The directors shall be the officers, a president, vice president, secretary, and treasurer, and up to three board members at large who may be nominated by the BoD subject to a vote of approval by the membership. These officers and board members at large shall constitute the Board of Directors. Each officer shall hold office until the next annual election of officers when their qualified successor shall have been elected and installed. Each board member at large shall hold their seat until annual elections are held and may be reinstated annually.

### **C. ELECTION AND TERM OF OFFICE**

The officers of the club shall be elected annually at a meeting of the members of the Caddo-Bossier Windows User Group. Candidates for office shall be Caddo-Bossier Windows User Group members in good standing. Each officer shall hold office until the successor has been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereafter provided. Election of officers shall be held in December of each year.

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## D. REMOVAL

Any officer or agent elected, or appointed by the directors, may be removed by the directors whenever in their judgment the best interests of the club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## E. VACANCIES

Vacancies shall be filled by vote of the members of the Caddo-Bossier Windows User Group. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of their predecessor.

## F. MANNER OF ACTING

Board quorum shall consist of two thirds of the seated Board of Directors. The act of the majority of the directors present at a meeting shall be the act of the directors.

## G. REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause by a two-thirds vote of a voting quorum.

## H. RESIGNATION

A director may resign at any time by giving written notice to the board, the president, or the secretary of the club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such office, and the acceptance of the resignation shall not be necessary to make it effective.

## I. COMPENSATION

No compensation shall be paid to directors or members, as such, for their services.

## J. EXECUTIVE AND OTHER COMMITTEES

The board may designate by resolution from among the members of the Caddo-Bossier Windows User Group that a UG committee or committees shall serve at the direction of the board.

## K. PRESIDENT

The president shall be the principle executive office of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the club. The president shall, when present, preside at all meetings of the members of the Caddo-Bossier Windows User Group UG and of the directors. The president may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to the directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and other such duties as may be prescribed by the directors from time to time.

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## **L. VICE PRESIDENT**

In the absence of the president or in the event of the death of the president or the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the authority of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned by the president or by the directors.

## **M. SECRETARY**

The secretary or secretary's designee shall keep the minutes of the general meetings and the directors meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required, be custodian of club records and keep a register of the post office address of each member and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the directors.

## **N. TREASURER**

The treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for money due and payable to the club from any source whatsoever, and deposit all such money in the name of the club in such bank, trust companies, or other depositories as shall be selected in accordance with these bylaws; and generally perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by two or more directors. Any expenditure must be approved by the Board of Directors. The treasurer shall provide financial reports of the Caddo-Bossier Windows User Group to the board of directors at each meeting of the board and issue an annual report to the directors.

## **O. PROGRAM DIRECTOR**

The program director may be a non-voting board member who is appointed by the Board of Directors and shall be responsible for insuring that a program is planned for each monthly general meeting, which is of some benefit to all members and guests in attendance. This should be planned to meet the purpose of the user group stated in Article I.

## **ARTICLE V – CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Only the Board of Directors may authorize any officer or agent or agents to enter into any contracts or loans on behalf of the club. All checks, drafts, or other orders, for the payment of monies shall be signed by such officer or officers or agent or agents of the club as from time to time be determined by resolution of the directors. All funds will be deposited in such depositories as the directors may select.

## **ARTICLE VI – ORGANIZATION**

Should the organization dissolve all assets belonging to same shall be donated to a charity selected by the board of directors remaining.

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## ARTICLE VII – FISCAL YEAR

The fiscal year of the club shall begin the first day of January of each year.

## ARTICLE VIII – AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members of the Caddo-Bossier Windows User Group UG that are present and are entitled to vote, at any Caddo-Bossier Windows User Group meeting when the proposed amendment has been set out in the notice of such meeting.

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The first meeting of the Caddo-Bossier Windows User Group was held on February 13, 1997.

These Caddo Bossier Windows User Group bylaws were adopted by a unanimous vote of members on March 13, 1997.

Revisions to these Caddo Bossier Windows User Group bylaws were adopted by a unanimous vote of members on November 14, 2002.

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President

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Date

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Secretary

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Date

The bylaws of the Caddo-Bossier Windows User group constitute the organizing document.

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President

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Date

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Secretary

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Date