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BYLAWS
Of
Fredericksburg PC Users Group
(FPCUG)

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Article I

GENERAL

1.1. Principal Office. The principal office of the Fredericksburg PC Users Group (FPCUG or Users Group) in the State of Virginia shall be located in the vicinity of Fredericksburg. The Users Group may have such other offices either within or without the State of Virginia, as the Executive Board may designate or as the business of the Users Group may require from time to time.

1.2. Registered Office. The registered office of the Users Group maintained in the State of Virginia, may be, but need not be, identical with the principal business office in the State of Virginia, and the address of the registered office may be changed from time to time by the Executive Board.

1.3. Dues. Annual dues of each member shall become payable upon the commencement of FPCUG's fiscal year, on April 1st. The member shall be allowed a 15 day grace period before losing membership privileges. Dues for any member who joins FPCUG after April 1st, and before January 1st of the following year shall be prorated to reflect the tenure of his membership from time of joining to the succeeding April 1st. Members who join between January 1st and April 1st will pay full dues and will be paid up through the following fiscal year. Previous members who fail to renew their membership by April 15th must pay full dues when they do renew their membership. The membership shall, by majority vote, approve the amount of dues charged. Membership dues may be waived for individuals who serve as Officers, Trustees, Workshop Leaders, Committee Members, or in other positions as designated by the Board of Directors. Those members whose dues have been waived by the Board of Directors shall have full membership and voting privileges, regardless of whether they are a primary registered member or a family member.

1.4 A primary registered member of the FPCUG is in good standing and has all the privileges of membership if annual dues are paid up to date and the member is not suspended for abusing membership privileges. Other members of the primary registered member's household are entitled to all the privileges of membership with the exception that only the primary registered member shall have the authority to cast a ballot in Users Group activities requiring a vote.

1.5. Trustees. For reasons of clarity, the Corporate Board of Directors, as per Article VI of the Articles of Incorporation, shall be called the Trustees in these Bylaws.

Article II

MEETINGS

2.1 Annual Meeting. The Regular Meeting in March shall be designated as the Annual Meeting. The purpose of the Annual Meeting shall be for the election of Officers.

2.2. Regular Meetings. Regular meetings shall be held on the second Thursday of each month. Any change of this schedule will be announced in the newsletter, the website, via email, and/or other electronic method prior to voting for or against such change by a majority of the members attending the specified meeting.

2.3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise proscribed by statute, may be called by the President with the consent of the majority of the Executive Board

2.4. Place of Meeting. The Executive Board may designate any place, within the general vicinity of Fredericksburg, State of Virginia, as the place of meeting.

2.5. Notice of Special Meeting. Notice of Special Meetings stating the place, day and hour and topic or topics, shall, unless otherwise proscribed by statute, be delivered not less than five nor more than fifty day before the date of the meeting, either personally or by mail, or at the direction of the President, or the Secretary, or an Officer or other persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the member of record at his address as it appears on the official roll of the Users Group postage thereon prepaid. *Notices* will also be posted on the FPCUG website, the newsletter and by email or other electronic notification method.

2.6. Voting Rights and Record. Each primary registered member is entitled to vote at any open meeting on any subject where voting is appropriate. Other household members, members not in good standing and visitors are not entitled to vote. The officer or agent having charge of the paid membership list shall retain a complete record of the members entitled to vote at each meeting where a vote is appropriate. Record shall be kept open and subject to inspection by any member during the whole time of the meeting for the purposes thereof.

2.7. Quorum. A total of 15% of all primary registered members in good standing, must be present in person at a meeting of the Users Group to constitute a quorum.

Article III

EXECUTIVE BOARD

3.1. General Powers. The business and affairs of the Users Group shall be managed by its Executive Board. The Executive Board shall establish short and long-range plans for FPCUG, determine and communicate policy, coordinate activities, oversee the disbursement of FPCUG funds and ensure the continuity of the Group's operation. The Executive Board shall be made up of the Elected Officers of the Users Group as set forth in Article IV.

3.2. Meetings. Meetings of the Executive Board shall be scheduled on a monthly basis. The time and place of said meeting shall be determined by resolution of the majority of the Executive Board and may include virtual (i.e. teleconference/web conference) locations. Special Meetings of the Executive Board may be called by the President, Vice President or by majority of the Executive Board.

3.3. Notice. Notice of any special meeting shall be given at least two days (five days if mailed) prior to said meeting. Notice may be written or delivered personally. If notice is mailed, notice is deemed delivered when deposited in the United States mail. Notices may also be posted on the FPCUG website, the newsletter and by email, or other electronic method. If, at the option of the President, the necessary business may be conducted by email, this shall constitute an official meeting.

3.4. Quorum. A majority of the Executive Board shall constitute a Quorum for the transaction of business at any meeting of the Executive Board. If less than a majority is present, no official business may be conducted.

3.5. Manner of Acting. Decisions made by the majority of the Executive Board present at an Executive Board meeting at which a Quorum is present shall be the official position of the Executive Board.

3.6. Action without a Meeting. Any action normally required or permitted to be taken at an Executive Board meeting, may be taken without a meeting if a written consent (regardless of media), setting forth the proposed action is agreed to by a majority of board members. Notices of proposed actions may also be posted on the FPCUG website, the newsletter, by email, and/or other electronic method with an appropriate return (i.e. vote) to the sending party. Returned votes are considered binding and lawful.

3.7. Compensation. By resolution of the Executive Board, each board member may be reimbursed for out-of-pocket expenses incurred while conducting any Users Group business as limited by Article 5.4. No other

compensation shall be granted.

Article IV

OFFICERS

4.1. Elected Officers. The Elected Officers of FPCUG shall be classified into three categories; Executive Officers, and Board of Directors, and Trustees.

4.1.1 Executive Board. It shall be the responsibility of the Executive Board to direct the day to day activities of FPCUG, and act in conjunction with the Trustees to oversee the expenditure of budgetary funds. The Elected Officers, who shall serve as members of the Executive Board, shall be as follows: President, Vice President, Secretary, Treasurer, and the three members of the Board of Directors. No more than a total of one representative per vendor (retailer of computers and/or commercial software) may serve as Officers on the Executive Board. The Executive Board shall meet as set forth in Article III.

4.1.2 Trustees. It shall be the responsibility of the Trustees to direct the business of the FPCUG Corporation, and act in conjunction with the Executive Officers to oversee the expenditure of budgetary funds. The Trustees shall be as follows: the Registered Agent, and two other Trustees. No member of the Executive Board shall be a Trustee.

4.2. Election and Term of Office. In January, the President shall appoint a nominating committee to propose candidates for all elected positions. A notification will also be sent out to the members to invite all interested parties to submit nominations via the February newsletter, email, and/or other electronic method. The names of the proposed candidates shall be announced at the February general meeting, immediately posted on the FPCUG web site, and published in the March newsletter. At the March meeting, the floor will be open for additional nominations prior to the election. The Officers of FPCUG shall be elected at the March meeting and shall take office at the first Executive Board meeting after the election. If the election of Officers is not held at the March meeting, then the Executive Board shall cause the election to be held at the next regular meeting.

4.2.1 Executive Officers. Each Executive Officer shall be elected for a term of one year, and shall assume office at the first meeting of the Executive Board after the election.

4.2.2 The Board of Directors. The members of the Board of Directors shall serve terms so as to allow an overlap of experience as Directors leave and assume office. This shall be accomplished as follows: At the Annual meeting of FPCUG for 1992, one member shall be elected for a term of three years, one other Director shall be elected for a term of two years; and the third Director shall be elected for a term on one year. Each year thereafter one Director shall be elected for a term of three years.

4.2.3 Trustees. The Trustees shall serve terms so as to allow an overlap of experience as Trustees leave and assume office. This shall be accomplished as follows: At the Annual meeting of FPCUG for 1992, the Registered Agent shall be elected for a term of three years; one other Trustee shall be elected for a term of two years; and the third Trustee shall be elected for a term of one year. Each year thereafter, one Trustee shall be elected for a term of three years.

4.3. Removal. Any Officer or agent of the FPCUG may be removed from office if it is judged to be in the best interest of the Users Group by a 2/3 majority of Executive Board members (the position under question excluded), and approved by a quorum at the next general meeting. Any officer may also be removed by a petition signed by 1/3 of the membership. Members will be notified of proposed action by email or by U.S. Mail.

4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board.

4.5. President. The President shall be the Principal Executive Officer of the Users Group and, subject to the control of the Executive Board, shall in general supervise and conduct all of the business and affairs of the Users Group. He shall, when present, preside at all meetings of the members and of the Executive Board. The president may appoint standing committees with duties to be specified.

4.6. Vice President In the absence of the President or in the event of his death, inability or refusal to act, the Vice

President shall perform duties of the President, and when so acting shall have all the powers and be subject to all the restrictions upon the President.

4.7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Executive Board in one or more books for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the Corporate seal and if said seal is selected for use by the Executive Board, shall see that the Corporate seal is affixed to all documents the execution of which on behalf of the Users Group under its seal is duly authorized; (d) keep a register of the Post Office address of each member which shall be furnished to the Secretary by such member; (e) shall upon request make available minutes of the Executive Board meetings at each regular meeting.

4.8. Treasurer. The Treasurer shall have charge of the financial records of the Users Group and shall have the responsibility for maintaining said records and shall make same available for inspection by the Executive Board when required to do so. The Treasurer shall be responsible for the transfer of received funds to the authorized account of the Users Group and upon authorization from the Executive Board shall be empowered to disburse funds for the payment of Users Group debts. The Treasurer shall in general perform such duties as shall be assigned to him by the Executive Board from time to time. The Treasurer's report shall be provided at each regular meeting. The Treasurer shall be responsible for maintaining inventory of Users Group property and filing any required financial reports. The Treasury is subject to an audit any time during the year at the discretion of the Executive Board. A yearly audit, to be completed by March 31 by a member committee selected by the President, is mandatory.

4.9. Board of Directors. The Board of Directors shall attend Executive Board Meetings, participate in the board meetings, and have full voting privileges.

Article V

BUDGET, CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1. Budget. The Treasurer shall present a draft annual budget for the next fiscal year at the February Executive Board meeting. If the draft budget is approved by the Board, it will become the proposed budget. If not approved by the Board, further joint meetings shall be held by the Executive Board and the Budget Committee to complete a proposed budget before the annual March meeting. Upon endorsement by the Executive Board, the proposed budget shall be presented to the general membership at the annual Group meeting in March. The budget, upon approval by the general membership, shall be implemented effective April first of the budgetary year.

5.2. Contracts. The Executive Board may authorize any Officer or Officers, agent or agents, to enter into any contract subject to the limitation of Articles 5.3, 5.5, 5.6 and 5.4 and approved by a majority of the membership at a regular meeting, or execute and deliver any instrument in the name of and on behalf of the Users Group, and such authority may be general or confined to specific instances.

5.3. Loans. No loans shall be contracted on behalf of the Users Group and no evidences of indebtedness shall be issued in its name unless authorized by a resolution or the Executive Board and approved by a majority of the membership at a regular meeting. Such authority may be general or confined to specific instances.

5.4. Checks, Drafts, etc. All checks, drafts and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Users Group shall be signed by the Treasurer for deposit in the Group's own account. In the absence of Treasurer, another member of the Executive Board or Trustees may be designated by the Executive Board to act in place of the Treasurer. The Users Group will have financial accounts only as authorized by a majority of the Executive Board.

5.5. Expenditures. Budgeted expenditures may be expended in accordance with the approved budget. Emergency expenditures may be made on the recommendation of the President and approval of a majority of Executive Board. Notification to membership of such expenditures is required at next regular business meeting. All other expenditures shall be in accordance with the budget as approved by the membership. The President shall be authorized to approve discretionary expenditures not to exceed \$1200.00 per year in support of the FPCUG. The User's Group will have financial accounts only as authorized by a majority of the Executive Board.

5.6 Contract Employees-In the event it is necessary to employ one or more individuals to conduct the business of FPCUG it shall be allowable with a 2/3 vote of the Executive Committee.

Article VI

FISCAL YEAR

6.1. The fiscal year of the Users Group shall begin on the first day of April and end on the last day of March of each year.

Article VII

DISPOSITION OF USERS GROUP ASSETS

7.1 Disposition of Users Group Assets. In the case of the group disbanding, FPCUG assets shall be given to qualified non-profit charities as determined by the Board of Directors and Trustees with approval of a quorum at a meeting of the FPCUG membership. Members will be notified of the proposed Dissolution Meeting at least two weeks in advance by email or U.S. Mail.

Article VIII

AMENDMENTS

8.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the membership as determined by Article 1.4, at any regular meeting upon a majority vote when a quorum is present. Such alterations, amendments, or repeal and adoption of new bylaws shall be voted on during the next regular meeting after notification of the membership. Notices must also be posted on the FPCUG website, the newsletter, by email, and/or other electronic method.