

BY-LAWS OF THE VERDE VALLEY COMPUTER CLUB, a 501(c)(3) Corporation

Originated May 20, 1987

Amended 12/19/1993, Amended 12/17/1994, Amended 06/21/1997, Revised 05/18/2002,
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ARTICLE I - NAME AND OFFICES

- Section 1 NAME
- Section 2 TERMINOLOGY
- Section 3 PRINCIPAL OFFICE

ARTICLE II - PURPOSE

- Section 1 NON-PROFIT PURPOSE
- Section 2 SPECIFIC PURPOSES

ARTICLE III - MEMBERSHIP

ARTICLE IV - FISCAL / LEGAL

- Section 1 FISCAL YEAR
- Section 2 SIGNATORIES

ARTICLE V - OFFICERS

- Section 1 NUMBER OF OFFICES
- Section 2 TERM OF OFFICE, QUALIFICATIONS, ELECTION, VACANCIES, DUTIES
- Section 3 DUTIES OF THE PRESIDENT
- Section 4 DUTIES OF THE VICE-PRESIDENT
- Section 5 DUTIES OF THE SECRETARY
- Section 6 DUTIES OF TREASURER
- Section 7 PRESERVATION AND SURRENDER OF RECORDS AND DATA

ARTICLE VI - BOARD OF DIRECTORS:

- Section 1 PURPOSE OF THE BOARD
- Section 2 COMPOSITION OF THE BOARD
- Section 3 BOARD'S MANDATE
- Section 4 BOARD MEETINGS

ARTICLE VII - COMMITTEES

- Section 1 MEMBERSHIP
- Section 2 SPECIAL COMMITTEES

ARTICLE VIII – CLUB LEADERSHIP

- Section 1 ELECTION OF OFFICERS
- Section 2 REMOVAL FROM OFFICE

ARTICLE IX - IRS SECTION 501(c)(3) REQUIREMENTS

ARTICLE X - TERMINATION OR DISSOLUTION

ARTICLE XI - STATUTORY AGENT

ARTICLE XII – GENERAL MEETINGS

ARTICLE XIII - ROBERT'S RULES OF ORDER

ARTICLE XIV - DUES

- Section 1 DUES
- Section 2 PAYMENT SCHEDULE

ARTICLE XV – AMENDMENTS OR REVISIONS

ARTICLE I NAME AND OFFICES

- Section 1 The name of this Club shall be “Verde Valley Computer Club.”
- Section 2 Hereafter in these By-Laws, the term "Club" is shall refer to this Corporation; “Board” shall refer to the Board of Directors; and “Members” or “Membership” shall refer to General Membership unless otherwise specified.
- Section 3 The principal office of the Club for the transaction of its business is located in Cottonwood, Yavapai County, Arizona, or in such other area within Yavapai County as may be determined by the Board.

ARTICLE II PURPOSE

- Section 1 **NON-PROFIT PURPOSE**
The Club is organized for non-profit purposes, as a public charity, and operates within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Laws.
- Section 2 **SPECIFIC PURPOSES**
 - a. Serve the educational needs of the Verde Valley in how to use personal digital devices such as computers, laptops, tablets, smartphones and similar yet-to-be developed equipment.
 - b. Make available computer training and provide used/refurbished equipment to disadvantaged households.

ARTICLE III MEMBERSHIP

Any interested person who pays dues may become a Member. Membership shall include spouse or partner (significant other) and children under age 25 living in the same household. Members residing in the same household shall have only one vote for the household. Only Members shall receive the Club’s Monthly Newsletter and special informative emails,

ARTICLE IV FISCAL / LEGAL

- Section 1 The Club's fiscal year shall run from January 1 through December 31.
- Section 2 The Treasurer shall be primary signatory for all the Club’s bank accounts and any other financial instruments. The President shall sign checks in the absence of the Treasurer. The Vice-President and Secretary may be secondary signatories.

ARTICLE V OFFICERS

- Section 1 **NUMBER OF OFFICES**
The elected Officers of the Club shall be: President, Vice President, Secretary, and Treasurer.
- Section 2 **TERM OF OFFICE, QUALIFICATIONS, ELECTION, VACANCIES, DUTIES**
 - a. The term of office shall be the Club’s fiscal year.
 - b. All nominees for an office shall be a member-in-good-standing prior to assuming office.
 - c. Spouses or other family members may not hold any elected offices concurrently.
 - d. Election is by majority vote of Members attending the December General Meeting.
 - e. Except for the President, any Officer may hold a second office. However, the Board may appoint another Member to hold the second office.
 - f. In the event an office is vacated in mid-term, the Board may appoint a Member to fill that position.
 - g. All Officers shall perform all duties incidental to the office and as defined by these By-Laws, the Articles of Incorporation and as required by Law plus other duties as defined by the Board.

- h. The Club and its Officers shall operate in behalf of the Membership and in the best interests of the membership, its visitors and the Verde Valley.

Section 3 DUTIES OF THE PRESIDENT

The President shall be the Club's Chief Executive Officer, supervise the affairs of the Club and the activities of the Officers, preside at meetings of the Board and the Membership, provide agenda Items for upcoming Board Meetings, serve as a non-voting member of all Committees and be the signing official for all the Club's business.

Section 4 DUTIES OF THE VICE-PRESIDENT

- a. In the absence of the President, the Vice-President shall perform all the duties of the President and operate with the same powers and under the same restrictions as the President.
- b. The Vice-President shall have responsibility for other duties as assigned by the Board.

Section 5 DUTIES OF THE SECRETARY

The Secretary shall write minutes of Board Meetings and any General Meetings where a vote was taken, email minutes to Board members in a timely fashion for changes or approval, keep files of minutes and other Club records in the Club's data file system, and coordinate with the President and other Officers in preparing the agenda.

Section 6 DUTIES OF TREASURER

- a. The Treasurer shall take charge of the Club's money and accounts using financial institutions and services; make all deposits and payments in a timely fashion with proper receipts and invoices; maintain accurate financial records and monthly reconciliations with bank or other statements; email monthly financial reports to the Board; provide details of transactions; and, if requested, make financial records available to any Board Member for inspection.
- b. Provide sufficient financial information to make an annual budget.
- c. There shall be an audit of books and accounts each January with persons designated by the Board.
- d. Expenditures of over \$100, except for regular, periodic payments, must be approved by the Board.

Section 7 PRESERVATION AND SURRENDER OF RECORDS AND DATA

- a. All Club reports, critical data and documents shall be uploaded to the Club's Online Cloud storage; and appropriate back-up procedures shall be followed. Preservation of all critical data and documents is the responsibility of all of the Officers.
- b. Information and usernames/passwords needed to access all Club accounts, data, and equip shall be known in a secure fashion by the President and other Officers as directed by the Board.
- c. The Club's equipment and property shall be used exclusively for the Club's functions.
- d. Contact and email lists are for the use of the Club, to be kept private and not to be used for any other purpose. Reasonable caution shall be taken to ensure the security of all contact lists.
- e. Articles of Incorporation, By-Laws, current Officers and their contact information shall be displayed on the Club's website.
- f. Whenever an office or position is vacated, all Club records, documents, data files, software, equipment and/or other property shall be returned to the Club's officers and made immediately accessible.

ARTICLE VI BOARD OF DIRECTORS:

Section 1 The Board is the Club's governing body and shall operate in the best interests of the Club and its Membership, in line with the Club's purpose and the needs of the Verde Valley.

Section 2 COMPOSITION OF THE BOARD

- a. The Board shall consist of the Officers.
- b. All Board Members' terms end on December 31.
- c. Each Board Member has one vote.

Section 3 BOARD'S MANDATE

- a. The Board shall carry on the day to day business to ensure that operations necessary to the functioning of the Club, in support of its purpose, are performed as appropriate, provide the minutes of Board meetings to any member upon request, give an annual financial report as soon as possible following December 31st, document procedures so that Club operations are run to a standard and can transition smoothly across changes of personnel, and ensure that requirements and deadlines for all Club filings with government or other agencies and other periodic events or activities are fulfilled.
- b. The Board shall keep Members informed of major issues which shall be, then, voted upon by the Membership. The Board may develop long-range plans and programs, beyond its own term in office, aligned with the Club's purpose and future well-being.

Section 4 BOARD MEETINGS

- a. Board Meetings are to be held as required giving 7-Day notice, except in cases of emergency, of the date, time and location to the Membership. Board Meetings are open to Members and the public, however, only Board Members can vote.
- b. All Board Members are to regularly attend all Board meetings and are to notify the other Board Members of an expected absence. If absent, a Board Member may give a proxy to another Board Member or to a Club Member to represent and vote for him at the meeting and inform the other Board Members of such proxy, or be available by phone or other "virtual" means to discuss issues and cast a vote.
- c. Any decisions requiring a vote of the Board may be made either at a Board Meeting, by email or by phone canvas of all Board members.
- d. The January Board Meeting shall be a joint session of the retiring and incoming Members of Board to facilitate transfer of responsibilities.
- e. A quorum at Board Meetings shall consist of 1 more than half of the persons on the Board.

ARTICLE VII COMMITTEES

Section 1 MEMBERSHIP

- a. Members' dues payments shall be recorded and conveyed promptly to the Treasurer.
- b. Contact information shall be maintained for Members and visitors with email addresses used for Club communications.

Section 2 SPECIAL COMMITTEES

Other Special Committees may be appointed to perform specific tasks as deemed necessary by the Board or at the request of the Membership.

Section 3 All Committees shall report to the Board, but shall have no vote at Board Meetings.

ARTICLE VIII CLUB LEADERSHIP

Section 1 ELECTION OF OFFICERS

- a. A Nominating Committee to develop a slate of candidates for elected positions shall be made up of volunteers from the General Membership. The Board shall initiate this process and recruit volunteers for the Nominating Committee in August.

- b. The Nominating Committee may consult with the Board, but deliberates independently and may communicate directly with the membership to develop a slate of candidates.
- c. The slate of candidates shall attempt to list at least one person for each office, if possible. Persons on the slate must have accepted their nomination.
- d. The slate of candidates shall be presented at the October General Meeting as well as in the monthly newsletter and/or Club Emails to Members.
- e. At the October, November and December General Meetings, nominations may be made from the floor, provided the proposed nominees agree to stand for office.
- f. The current, updated slate shall be communicated to the Membership by newsletter, email, and at all meetings.
- g. The election shall take place at the December General Meeting, after the introduction of all nominees. In the event there are multiple candidates for one position, voting shall be by paper ballot.

Section 2 REMOVAL FROM OFFICE

- a. If the Board determines by majority vote that an Officer is seriously delinquent in the performance of their duties, the Board may ask for a resignation or effect a removal from the office or position.
- b. Any Officer or Member using his/her position or membership to intentionally promote any private enterprise shall, on the first offense, be censured by a vote of the Board of Directors. On a subsequent offense, the offender shall be given the option of an immediate resignation, removal from office or Membership termination by a vote of the Board of Directors.

ARTICLE IX IRS SECTION 501(c)(3) REQUIREMENTS

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, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X TERMINATION OR DISSOLUTION

Termination or dissolution of this Corporation must be made by vote of the Membership. Upon the termination or dissolution of this Corporation, as voted upon by the Membership at the time, assets shall be distributed for one or more entities qualified under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI STATUTORY AGENT

The Board shall appoint a Statutory Agent for the Club, who must provide their street address to the appropriate State Office(s) in order to accept any legal summons, petitions or complaints; and after signing for said documents, shall pass them onto the Board of Directors in a timely fashion.

ARTICLE XII GENERAL MEETINGS

There shall be a General Membership Meeting on the third Saturday of each month. The Board may propose and vote to change this schedule, only after adequate communications with and approval of the Members.

Any number of Members-in-good-standing attending General Membership meetings that were appropriately communicated to the membership in advance shall constitute a quorum.

ARTICLE XIII ROBERT’S RULES OF ORDER

While meetings are to be held in an informal format, Robert’s Rules of Order shall be a guideline for the proceedings of Board and General Membership Meetings of the Club.

ARTICLE XIV DUES

Section 1 DUES

Any change in the amount of Annual Dues shall be proposed by the Board, communicated to Members at least 7-Days in advance and voted upon by the General Membership at the December General Meeting.

Section 2 PAYMENT SCHEDULE

- a. Annual Dues must be paid in full no later than March 31st of the current fiscal year.
- b. Failure to meet the deadline shall result in a loss of Membership and voting privileges.
- c. A former member may be reinstated to full membership upon payment in full of dues owing.
- d. New members joining after March 31st shall pay dues prorated by quarter as follows:

QUARTER	MONTHS	PRO-RATED DUES
1	January 1 through March 31	100%
2	April 1 through June 30	75%
3	July 1 through September 30	50%
4	October 1 through December 31	25%

ARTICLE XV AMENDMENTS OR REVISIONS

- a. Proposed amendments or revisions to these By-Laws can be made by the Board or any Member by communicating to the Membership by Club email at least seven days before the vote.
- b. The Members can vote on the proposed amendments or revisions either in person at a General Meeting or electronically.
- c. Ratification of amendments or revisions shall be by a simple majority of those voting.
- d. Amendments or Revisions shall be effective immediately following ratification by the Membership.