



# Constitution and Bylaws

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## **Article I Identification**

The name of the CLUB shall be "CPUser Group".

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## **Article II Purpose**

The general purposes of the CPUser Group are as follows:

To promote the knowledge, understanding, interest and appreciation of computers and related software and other equipment in the Pittsburgh, Pennsylvania area and to educate, instruct, and train those persons interested therein in any aspect of computers, software and related items, and equipment, including but not limited to conducting and sponsoring educational lectures, exhibitions, publications, displays and other related activities that may be useful or beneficial to individuals or to the community.

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## **Article III Powers**

Additionally, and not in limitation thereof, the CPUser Group shall have the following intentions:

To exchange and disseminate information among the CPUser Group's members concerning computer arts and sciences.

To provide technical assistance to members of the CPUser Group in those computer projects which are not undertaken for monetary gain or profit including, but not limited to hardware, software, and computer programming.

To publish books, newsletters, magazines, or other periodicals for the benefit and education of the members and the general public.

To conduct and sponsor seminars, lectures, and courses relating to the computer arts and sciences.

To maintain a library consisting of books, films, catalogues, tapes, programs, journals, and other materials relating to the computer arts and sciences.

Notwithstanding any of the above statements of purposes and powers the CPUser Group shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Article II. Nothing contained in the foregoing statement of purposes shall be construed to authorize the CPUser Group to carry on any activity for profit of its members, or to distribute any property, gains, or profits to any of its members.

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## **Article IV Membership**

Membership is open to any person who wishes to further the purposes of the CPUser Group as stated in Article II of these By-Laws.

Membership shall be divided into the following classes:

Individual - A person who has paid the annual dues and who shall have all rights and privileges. Individual members who are under 18 years of age may not hold elective office.

Other classes - The Executive Council may provide for other nonvoting classes of membership by resolution.

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## **Article V Guests**

Guests may be invited by a member to the meetings and to other events of the CPUser Group. A nominal fee may be charged for such attendance, at the discretion of the Executive Council.

Guests may attend a total of two membership meetings before they are expected to join the CPUser Group. Guests attending meetings at the request of the Executive Board, for the purpose of demonstration, or presentation, shall not have such meetings counted as mentioned above.

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## **Article VI Membership Election Procedure**

Application for individual membership shall be made by completing the current membership form and submitting it to the Treasurer (or other official designated by the Executive Council) with the current annual dues. Upon receipt of the completed application and dues the Treasurer (or other official as designated by the Executive Council) shall enter the Individual Member into the membership roll.

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## **Article VII Termination of Membership in the CPUser Group**

A. A member may resign at any time by notifying the Treasurer (or other official designated by the Executive Council) in writing.

B. Any member who neglects or refuses to pay his annual dues within one(1) month of the expiration of its current term shall receive a notice declaring him suspended. One(1) month after such notification has been sent, members still suspended shall be automatically dropped from membership. The Executive Council may grant an extension of payment time or excuse an Individual Member from payment of annual dues if, in their judgment, there is sufficient reason.

C. The Executive Council may, by a two- thirds vote of the members of the Executive Council suspend or expel any Individual Member for violation of these By-Laws, actions which discredit the CPUser Group, or violation of local, state, or federal laws which involves the CPUser Group.

1. This shall not be done until after the member has been given written notice at least two (2) weeks in advance that a motion to terminate his membership in the CPUser Group has been proposed, the reasons for the proposed action, and been given the opportunity to explain the offending action at the next regular meeting of the Executive Council. The member in question shall have the right to a private meeting with the full Executive Council to explain the offending actions, should he desire to do so.

2. A suspended member shall have inactive status until reinstated by the Executive Council

3. The name of an expelled member shall be struck from the membership roll and that individual shall not be considered eligible for re-election to membership without the affirmative recommendation of the Executive Council by a two-thirds vote and ratification of the Executive Council's recommendation by a majority of the members present at the Annual Business Meeting.

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## **Article VIII**

### **Dues**

A. The annual dues of members of the CPUser Group shall be set from time to time by the Executive Council of Directors. Written notification of a planned change shall be sent to all members at least sixty (60) days in advance of adoption of the planned change by the Executive Council. The annual dues may be different for various classes of members.

B. Dues shall be due and payable originally with the application for membership, and thereafter on the last day of January of the following year for those that join from January 01 to May 31. Those that join from June 01 to December 31 will have their membership run for the balance of that year and for one year starting January 01 of the following year.

C. Notification of payment of dues shall be made at the December and January regular meetings.

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## **Article IX**

### **Fiscal Year**

The fiscal year of the CPUser Group shall be January 1 to December 31.

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## **Article X Meetings**

### **A General Membership Meeting**

The general membership meetings shall be the main vehicle for personal interaction and personal information exchange for CPUser Group members. These meetings will be held monthly. The determination of the date, time, location, format, topic, and activities to take place at each general meeting shall be the responsibility of the Executive Council. The President shall conduct the business section of the general meeting in the following order:

1. Minutes of previous general meetings;
2. Reports of officers:  
President - General report;
3. Committee reports;
4. Unfinished business; and New business, including Notices of Motions and motions from the floor

### **B Annual Business Meetings**

There shall be one Annual Meeting for the election of Officers and such other business as may be brought before the meeting by any member. Notice of the time and place for the Annual Meeting shall be published in the Newsletter or will be mailed to all members at their given address, via e-mail or US Mail, at least one month in advance. The Annual Business meeting shall take place at the time and place of a General Membership meeting between January and June of each year as determined by a two-thirds vote of the Executive Council.

### **C Special Meeting**

When business must be conducted which should not wait until the Annual Meeting, notice of a Special Meeting shall be mailed to each individual member at least one week in advance. The meeting may be held in conjunction with a General Meeting, but if the business requires a vote, precautions must be taken to assure that only votes of members are counted.

A Special Meeting may be called by the Executive Council of Directors, or if requested by written petition of ten percent of the individual members, must be called by the Executive Council.

The quorum for all membership meetings shall consist of ten percent of the Individual Members of the CPUser Group.

### **D Executive Council Meeting**

An executive council meeting shall be conducted at the discretion of the Executive Council. The primary purpose of these meetings is to discuss, and plan content for an upcoming General Meeting.

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## **Article XI Government**

A. The control and management of the affairs, property and funds of the CPUser Group shall be vested in the Executive Council as defined in Article XI.

B. Execution of the duties of management shall rest in the elected officers listed here, and the order of succession shall be as follows:

1. President
2. Vice President
3. Secretary
4. Treasurer

C. All questions coming before the CPUser Group, or its units, governing bodies, committees, or membership meetings, shall be decided by a simple majority of the qualified votes cast by that unit, unless otherwise specifically determined by these By-Laws.

D. Financial control: Upon the creation of this organization,

1. The Executive Council shall authorize the Treasurer to select a financial institution in which to deposit CPUser Group monies. The Treasurer will secure a checking account carrying the given name of the CPUser Group, and which requires signatures of both of the officers as described in Article XI section B.

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## **Article XII**

### **Financial**

A. The Executive Council shall establish and approve budgets for each of the functions of the CPUser Group and the Treasurer shall be authorized to pay bills and vouchers submitted to him when approved in writing by the Officer responsible certifying that the expenditure is within budget. Accounts of all such expenditures shall be kept and reported by the Treasurer against the individual budgets. The Treasurer shall not pay for any additional expenditure against a budget which is exhausted or suspended by the Executive Council.

B. All disbursements over the amount \$20.00 shall be paid by CPUser Group bank check, and shall be signed by the Treasurer and President. Approval for reimbursement of

monies paid by cash, shall be by vote of Executive Council when presented at the next monthly meeting following the disbursement, provided that receipts for the disbursement accompany the request for reimbursement.

C. Upon approval by two-thirds vote of a meeting of the Executive Council, an individual member of the CPUser Group under the direct supervision of an appointed officer may plan, organize, and conduct a special function requiring the expenditure of considerable or unusual funds. He shall be responsible for obtaining approval of his budget from the Executive Council before committing any expenditures.

E. No Special Interest Group shall be financially assessed by the CPUser Group, nor interfered with in the financial handling of its group interests.

F. A petty cash fund of no more than \$20.00 will be maintained by the Treasurer to be used for all approved disbursements under the amount of \$20.00

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### **Article XIII Officers**

A. The officers of the CPUser Group shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer

B. The term of each office shall commence at the close of the Annual Meeting of the membership, and continue until the close of the next Annual Meeting of the membership and until his successor shall have been elected and qualified.

C. The President may not run for or be elected to the office of President more than twice in three years, in addition to appointment to fill an unexpired term due to vacancy.

D. The Executive Council may, by a two-thirds vote of the members of the full Executive Council remove an officer or director for failure to perform the duties thereof or for other cause.

D. If an officer fails to attend the regular meetings for three (3) consecutive months his office may be declared vacant by the Executive Council.

1. This shall not be done until after the officer has been given written notice at least two (2) weeks in advance that a motion to remove him from office has been proposed, the reasons for the proposed action, and been given the opportunity to explain the offending action at the next regular meeting of the Executive Council of Directions.

2. Removal from office shall not abrogate an individual's rights as a member.

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## **Article XIV Election of Officers**

A. The CPUG will hold annual elections at the June meeting. Notification of nominations and elections shall be posted on the CPUG website, and published in the CPUG monthly newsletter for two months prior to the annual elections.

B. For two consecutive months prior to the expiration of the terms of the Officers, at a regular monthly meetings, nominations for officer's positions will be accepted, and recorded by the secretary.

C. At a regular monthly meeting, in the month that the terms of the Officers expire, voting for Officers will take place. Voting will be by paper ballot that is preprinted with all of the names of the candidates, and the positions they wish to hold. Ballots will be prepared by the secretary.

### D. Absentee Voting

- a. Absentee voting will take place according to the following:
- b. An absentee ballot shall be e-mailed to every voting eligible member one week prior to the election meeting date. E-mail addresses on file with the Secretary shall be used for this mailing. Members who cannot attend the meeting that the voting takes place at are encouraged to complete the absentee ballot and return it to the official CPUG e-mail address.
- c. Absentee ballots must be postmarked prior to the start of the meeting at which voting takes place.
- d. Absentee mail ballots shall be opened and counted at the same time as the paper ballots are tabulated.
- e. In the event that the official CPUG e-mail service is not accessible when the paper ballots are counted and the total number of possible absentee ballots projected to be cast is less than the total number of votes needed to alter the election, the election process shall proceed without the receipt of the absentee ballots. If the projected number of possible absentee ballots is greater than the total number of votes needed to alter the election, the counting of votes shall be continued until the absentee ballots can be received. The final vote count and Officer installation shall take place no later than the next monthly meeting of the CPUG
- f. If a member submits both an absentee ballot, and a paper ballot, the paper ballot shall be considered to be the bona fide ballot cast.

E. Ballots submitted after voting has been closed, shall be null and void.



F. Votes will be counted by the Executive Board, and if contested, shall be verified by members in attendance.

G. Tie results shall be broken by a coin toss. The coin toss shall be executed by two members in good standing present at the election meeting. The members executing the coin toss must not be in the running for any elected office. The coin toss shall be a single toss, and be performed with the membership as witness.

H. Candidates for office shall be regular voting members of the organization in good standing, at least eighteen years of age.

I. Elections for all offices shall be decided by simple majority of those votes cast.

J. Installation of newly elected Officers shall take place immediately following the ballot tabulation, or at some point during the election meeting. This decision will be at the newly elected President's discretion.

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## **Article XV Duties of Officers**

### **President**

The President shall be the executive head. He (see note below) shall preside at all Annual and Special meetings of the membership and meetings of the membership and general monthly membership meetings. He shall present his goals and policies to the Executive Council, and upon their approval shall be responsible for execution of said policies and actions to attain the goals during his term of office. He shall see that appointments of necessary individuals or committees are made in a timely manner. He shall review the actions of the officers for consistency with the policies established by the Constitution of the CPUUser Group, and these By-Laws.

### **Vice President**

The Vice President shall perform all the duties of the President during the President's absence or inability to perform them. He shall be responsible for the preservation and maintenance of the permanent records of the CPUUser Group.

### **Secretary**

The Secretary shall be responsible for keeping minutes of all meetings, recording them as a permanent record,. He shall attend all meetings and record all facts and minutes of all proceedings in the books kept for that purpose He shall give all notices required to be given to members and to officers. The secretary shall be responsible for communications with the general public He shall be responsible for the maintenance of a listing of past and present members of the organization. These records shall act as a mailing list, and in addition, shall record the dues status.

## **Treasurer**

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the CPUser Group in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the CPUser Group in such bank(s) or other financial institution(s) as may from time to time be designated by the Executive Council.

He shall disburse the funds of the CPUser Group under the direction of the Executive Council, taking proper vouchers therefor and shall render to the Executive Council of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the CPUser Group. He shall have available, at all general meetings and executive meetings, a statement of the CPUser Group's financial position. He shall maintain an inventory of all CPUser Group property. He shall also perform such other duties as may from time to time be determined by the Executive Council of Directors.

The treasurer is responsible for maintaining financial records and for the timely submission of tax returns as required by the IRS.

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## **Article XVI Official Publications**

### **A Newsletter**

An official newsletter, so identified in its masthead, shall be published monthly by the CPUser Group. It shall be considered an acceptable and official means of conveying written notification to members as required in these By-Laws.

The official newsletter shall be sent (via hardcopy or electronically) to all individual members of the CPUser Group. The Executive Council may authorize distribution of the newsletter to such other persons and organizations as they feel may benefit the purposes of the CPUser Group.

### **B Website**

An official web site authorized by the Executive Council, and identified as such shall be operated and maintained by an approved agent of the CPUser Group. This web site shall serve the following purposes:

1. To be the official Electronic medium of the CPUser Group
2. To advertise to the general public
  - a. the existence of the CPUser Group , and
  - b. to promote interest and new membership
3. To advise CPUser Group members of past, current, and future activities of the CPUser Group

4. To promote activities consistent with the CPUser Group s policies, the Official CPUser Group Website shall not voice political, racial, sexual , or otherwise illegal content.

Content deemed inappropriate by the Executive Council shall be removed from the web site immediately.

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## **Article XVII**

### **Special Interest Groups**

A special interest Group (herein SIG) is a group of individual members with an interest in a particular area of personal computing (e.g. specific manufacturer's hardware, type of operating system, or topic (education, stock market, etc.)). Such a group may include members and non-members of the CPUser Group.

Any aggregation of three or more individual members with an announced interest in a specific Computer-related discipline or Hardware definition may ask the Executive Council of Directors for recognition by the CPUser Group as a SIG. Such groups will be promoted and assisted toward the achievement of their announced purposes, and will not be restricted nor circumscribed in any ethical pursuit.

Affiliation of SIGs with the CPUser Group:

1. The Executive Council will establish requirements for recognition of Special Interest Groups. SIGs shall adopt rules in harmony with these By- Laws, and upon recognition by the Executive Council may publicly identify themselves with the CPUser Group.
2. SIGs may not obligate the CPUser Group without the prior written approval of the Executive Council
3. The Executive Council may by a three quarter vote revoke the recognition of any SIG which violates these By- Laws or the published requirements for recognition of affiliated SIGs.

a. This shall not be done until after the SIG representative has been given written notice at least two (2) weeks in advance that a motion to revoke the SIG's recognition has been proposed, the reasons for the proposed action, and been given the opportunity to explain the offending action at the next regular Executive Council meeting.

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## **Article XIII**

### **Prohibition against sharing in CPUser Group earnings**

No member, committee member, officer, employee or other person, whether or not connected with the CPUser Group, shall receive at any time any of the net earnings from its operations. This shall not, however, prevent the payment of reasonable compensation for services rendered to or for the CPUser Group in effecting any of its purposes. Reasonable Compensation shall be determined by the Executive Council

No private person shall share in the distribution of any of the CPUser Group assets upon dissolution of the CPUser Group.

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## **Article XIX**

### **Dissolution**

A. A vote of dissolution may be conducted when it is apparent that the CPUser Group has outlived it's purpose and scope. All the CPUser Group's assets then remaining in the hands of the Executive Council shall be paid over to exclusively scientific, educational or charitable institutions.

B. The Executive Council may determine the amounts and proportions of such assets to be distributed, and what institutions shall receive them, and may impose terms and conditions with respect to the use of such assets.

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## **Article XX**

### **Procedure**

Whenever applicable, Robert's Rules of Order, revised, shall determine the conduct of business in all meetings of the CPUser Group and of its governing bodies, and committees, except where these rules would be inconsistent with the Constitution of the CPUser Group and these By-Laws.

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## **Article XXI**

### **Code of Ethics**

As interested parties in promotion of the art of personal computing, and being in the public eye, members of the CPUser Group realize that we must individually and collectively strive to maintain the highest attainable level of ethical standards. The code of ethics shall be subject to monitoring and interpretation by the Executive Council of Directors. Each member shall be responsible for upholding the By-Laws of the CPUser Group, and should endeavor to aid the CPUser Group Officers and Directors in the efficient execution of their duties.

Each member of the CPUser Group shall conduct himself in such a manner as to retain the respect and commendation of fellow CPUser Group members and the general public. He shall respect the dignity of the computer novice with the same regard as his peers.

No member shall knowingly violate existing State and/or Federal laws governing the CPUser Group with respect to copyright and software licensing. Violation of these statutes in any connection with the CPUser Group is specifically prohibited.

Each member shall propagate the beneficial characteristics of the hardware and software with which he is familiar as well as their less desirable traits. This is consistent with the

continuing effort to supply CPUser Group members with enough information to make decisions in regard to their own applications. Members should carefully guard against conflict of professional interest with involvement in the CPUser Group.

Only through the integrity of each member can the highest purpose of the CPUser Group be served. Each member shall adhere to the By-Laws of the CPUser Group and support the objectives and purposes contained therein.

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## **Article XXII Liability**

### **Directors**

To the extent permitted by law each director and the heirs, executors, and administrators of such directors shall be indemnified by the CPUser Group against expenses, including attorneys' fees reasonably incurred by such director in connection with any claims, action, or suit, or proceeding to which such director may be made a party by reason of being or having been a director, including any judgment rendered against him and any amount paid by him in reasonable settlement of such claims, action, suit, or proceeding.

### **Meeting Place**

By applying for membership in The CPUser Group, individuals, and The CPUser Group organization proper, agree not to hold the ownership of the Meeting Place liable for any injuries or loss occurring on the premises in which the CPUser Group conducts its activities.

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## **Article XXIII Security**

Reasonable and appropriate measures shall be taken to insure the security of the Meeting Place.

1. The most senior officer present shall be responsible for seeing that the building is secure, during, and following any CPUser Group activity.
  - a. Computers shall be shut down
  - b. Lights will be turned off, or on according to the wishes of the building manager
  - c. Alarm systems shall be armed, and checked by the senior officer present upon conclusion of CPUser Group activities

The officer responsible for these duties shall be observed by a trustworthy member to insure that all duties are performed satisfactorily.

Emergency telephone numbers shall be accessible to the senior CPUser Group officer in the event of matters beyond the control of the senior CPUser Group officer.

In no event will the building be left without insuring the above procedures are completed.

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## **Article XXIV Amendments to By-Laws**

These By-Laws may be repealed, replaced or amended and new By-Laws may be incorporated as follows:

### **AMENDMENTS TO THE BY-LAW**

Amendments to this by-law may be made by a unanimous resolution of those attending a meeting of the Executive Council of Directors, or by a motion of the general membership.

1. Any Individual Member may make a written proposal for a By-Law amendment at a regular monthly meeting. Any amendments so proposed shall be referred to the Executive Council of Directors, which shall recommend acceptance or rejection.

a. Where adoption of the proposed amendment is recommended by the Executive Council of Directors it shall be submitted by e-mail to all members for review. The Proposed Amendment shall be read at two consecutive monthly meetings. A vote of acceptance or rejection shall be taken at the second meeting. All members in good standing present at the second meeting are eligible to vote on the proposed amendment. Acceptance of the proposed amendment shall require a majority vote of the members in good standing present at the second meeting. Upon acceptance of the proposed amendment, the President shall announce the adoption of the proposed amendment and the proposed amendment shall thereafter have full force and effect.

b. Where rejection of a proposed amendment is recommended a notice of the proposed amendment and the fact of the Executive Council's recommendation for rejection shall be published in the newsletter within thirty days.

2. No elected officer may delegate his authority to any person. No appointed officer may delegate his authority to any person.

### **VACANCIES, Executive Council**

If an elected office becomes vacant within four months prior to the annual general meeting, that office may be filled temporarily by way of appointment by a resolution of the executive council.

If an elected office is vacated prior to four months prior to the annual general meeting, notice of such vacancy shall be given at the first meeting following the time that such vacancy is known to exist, and an election of a substitute officer shall take place at the next meeting following, from among nominations that are made prior to the election being held.

In the event of the resignation of fifty percent or more of the executive council between general meetings, notice of such vacancies shall be given before the next meeting or at

the first meeting following the time the resignations are tendered, and elections to fill the vacant positions may be held that same meeting, or as directed by the membership.

### **BORROWING**

The Executive Council shall not:

- a. Borrow money on the credit of the CPUser Group.
- b. Issue, reissue, sell or pledge debt obligations of the CPUser Group.
- c. Give a guarantee on behalf of the CPUser Group to secure performance of an obligation of any person.
- d. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the CPUser Group, owned or subsequently acquired, to secure any obligation of the CPUser Group.

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This concludes the constitution and bylaws of The CPUser Group in  
their entirety