

Computer Users of Erie

CONSTITUTION

(Adopted January 18, 2007)

Revised November 19, 2015

ARTICLE I. Name and Purpose

The name of this organization is "Computer Users of Erie", hereafter referred to as CUE. CUE is a non-profit organization, whose purpose is to promote the understanding, appreciation, and use of computers and related technologies through educational activities and programs, and to represent the members of CUE to the computer industry. CUE will be guided by the principles adopted by the Association of Personal Computer User Groups (APCUG).

CUE is non-profit and no part of its earnings will benefit any private member or individual. In the event of the dissolution of CUE, no member will be entitled to any part of its remaining assets. After the payment of all of CUE's debts and obligations, the balance of all of CUE's assets will be distributed to one or more non-profit organizations whose purpose(s) is (are) the same as CUE's. The recipient(s) of this distribution will be subject to the laws of the Commonwealth of Pennsylvania at that time, and must qualify as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code, as amended. The Board of Directors will determine what potential recipient organizations qualify in accordance with ARTICLE IX of this Constitution.

ARTICLE II. Membership

- A. Adult membership is open to all computer enthusiasts without regard to race, religion, ethnicity or sexual orientation, and who are at least 18 years of age.

ARTICLE III. Meetings

- A. General Membership meetings may be held monthly, but in no case will there be less than four (4) meetings a year.
- B. The Annual Meeting will be held for the purpose of electing the officers and the Board of Directors of CUE.
- C. The Board of Directors will meet at least four (4) times a year.
- D. Robert's Rules of Order, latest edition, will be the parliamentary authority for meeting procedures which are not specifically addressed by the Constitution, By-Laws or Rules of CUE.

ARTICLE IV. Officers

- A. The officers of CUE will be: President, Vice-President, Treasurer, and Secretary, who will be elected at the Annual Meeting.

ARTICLE V. Board of Directors

- A. The Board of Directors will consist of:
 - 1. Elected officers
 - 2. Five (5) members elected at large
 - 3. Editor and Webmaster, who are not elected, but appointed by the President and approved by the Board
 - 4. Three (3) persons serving as Alternate-At-Large board members
- B. All matters of business pertaining to CUE, except those reserved to the membership at large or to its officers, will be vested in the Board of Directors, hereafter referred to as the "Board."
- C. Each member of the Board is limited to one vote.
- D. A duly elected "Alternate-At-Large Board Member" attending a Board meeting as a substitute for an absent Board member, will be permitted to participate and vote at that Board meeting, as long as the President announces his or her participation at the start of the meeting. The participation of the alternate will end at the conclusion of that Board meeting, unless otherwise directed by the Board.

ARTICLE VI. Communications

- A. CUE may publish a monthly newsletter distributed to its membership and may exchange copies with other computer user groups.
- B. CUE may maintain communication systems for its members.

ARTICLE VII. By-Laws and Amendments

- A. Approval of an amendment to this Constitution requires a vote by three-fourths (3/4) of the members at a general membership meeting. Proposed amendments must be published in the Newsletter, or distributed in writing, at least ten (10) days prior to the meeting at which those proposals will be voted upon.
- B. By-Laws not inconsistent with this Constitution may be adopted. The By-Laws, and any amendments to them, must be adopted by a majority vote at a general membership meeting.
- C. Amendments to this Constitution and its By-Laws must be approved by the Board before submission to the membership for adoption.
- D. The text of any adopted amendments must appear in the next issue of the Newsletter or be communicated to the membership in some way.
- E. This Constitution and By-Laws must be reviewed every five (5) years at the direction of the Board.

ARTICLE VIII. Waiver of Liability

- A. No officer or member will:
 - 1. Be personally liable for any bills or obligations of CUE, past or present.
 - 2. Disburse any of CUE's funds or inventory without authorization from the Board.
 - 3. Represent CUE or use the name or mailing list of CUE for any purpose without the express consent of the Board. Only the Board and Special Interest Group (SIG)

coordinators will have access to CUE's master membership list that includes phone numbers, mailing and e-mail addresses, or any information designated as private by the member.

4. Use CUE property, or copy any template, script, or software design used by a CUE member in any CUE operation without prior authorization of two CUE officers.
 5. Engage in direct selling efforts during regularly scheduled meetings unless specifically and officially invited to do so by the Board.
- B. The Board will provide insurance that protects CUE from liability related to the operation of CUE.

ARTICLE IX. Dissolution

- A. CUE may be dissolved voluntarily by a two-thirds (2/3) vote of dues paying members. Proposals for dissolution must be presented to the members a minimum of one (1) business meeting before the vote is held and must include a proposal for disposal of CUE's assets. A quorum must exist at the business meeting of the dissolution vote.
- B. If CUE is dissolved, the assets of CUE will be disposed of in accordance with paragraph 2 of this document, approved by the membership and voted upon at the same meeting at which the voting for dissolution is held.

Computer Users of Erie

By-Laws

(Adopted January 18, 2007)

Revised November, 2015

ARTICLE I. Membership

- A. A “member in good standing” is one who has paid his or her dues. Hereafter “member” refers to a “member in good standing”.
- B. Associate Members. Immediate family members living in the household of a dues paying CUE member may become an Associate member by submitting a Membership Application. Associate members pay no dues and are entitled to the benefits of CUE membership except that they may not vote or become an officer of CUE. Associate members may serve as At-Large Board Members and vote in board meetings.
- C. Members must pay all dues, assessments and/or other fees determined by the Board and approved by the general membership.
- D. The Board may waive dues of a class of membership representing an organization providing facilities and services at no cost to CUE. To be considered for this class of membership, an individual must submit a completed Membership Application. This class of membership may not vote or hold elected office.
- E. Members whose dues are more than two months late will be dropped from membership at the end of the second month in arrears. They will be notified by email or USPS mail at least twice during the two month period following the dues collection month before being dropped from membership.
- F. A Membership Directory will be prepared and updated annually to be distributed for the use only by the membership.
- G. Upon approval of his or her Membership Application, each new member will be given a copy of the current Constitution and By-Laws, and a copy of the current Membership Directory.
- H. Anyone is welcome to visit a total of two (2) General and/or Special Interest Group meetings before joining CUE as a member, associate member, or class of member described in Article I Section D of these By-Laws.

ARTICLE II. Meetings

- A. The General Membership and Board Meetings will be held at a time and place determined by the Board. A meeting may be postponed or rescheduled at the discretion of the President, or canceled due to unforeseen circumstances.
- B. The Annual Meeting will be the General Membership Meeting held in April of each year unless postponed by the President due to unforeseen circumstances.
- C. A quorum is required to conduct business at any General Membership or Annual Meeting and will be at least twenty percent (20%) of the members. A quorum of at least fifty percent (50%) is required to conduct business at any Board meeting.

D. Members of CUE who are not Board members may participate, but not vote, at Board meetings.

ARTICLE III. Elections

- A. The Officers and At-Large Board Members will be elected by a majority vote at the Annual Meeting and will take office on the first day of the following month.
- B. A nominating committee will be appointed by the President at least two (2) months prior to the Annual Meeting. They will actively solicit nominees by writing (email) to the membership and calling for nominees in at least one (1) general meeting before developing a slate of candidates. They will publish the slate in CUE's April newsletter and/or other forms of written or electronic communication to the membership at least five (5) days prior to the Annual Meeting. Immediately prior to the election at the Annual meeting, nominations from the floor will be accepted. The proposed nominees must be members in good standing or qualify under Article I Section B above in the case of At-Large Board candidates. All candidates must indicate a willingness to serve if elected. In cases of election by ballot, the President will appoint three (3) tellers, who are not nominees for any office. Any member may witness the counting of the ballots.
- C. Absentee voting will be allowed if absentee ballots are received in writing (email or USPS mail) prior to the election meeting.
- D. A candidate's name can only appear once on the ballot for all elective Board positions.

ARTICLE IV. Officers

- A. The duties of the President are to: Officiate at the Annual, General Membership, and Board meetings and coordinate all business of CUE.
- B. The duties of the Vice-President are to: Officiate in the absence of the President and coordinate the programs and the Special Interest Groups of CUE.
- C. The duties of the Treasurer are to manage CUE's assets including:
 - 1. Handle the collection and disbursement of funds.
 - 2. Maintain records of funds.
 - 3. Report monthly on the current status of the treasury.
 - 4. Maintain an inventory of CUE's non-cash assets such as equipment, software, property, etc. and their locations.
 - 5. Maintain the CUE membership database for the Board.
 - 6. Submit a year-end financial report on a timely basis both to the Board and to the membership.
- D. The duties of the Secretary are to maintain records and distribute minutes. These duties include:
 - 1. Record the minutes of the Annual, General Membership, and Board Meetings. Submit the minutes of the Annual and General Membership Meetings for publication in the Newsletter and the minutes of the Board Meetings to the members of the Board in a timely manner.
 - 2. Conduct the correspondence of CUE.
 - 3. Prepare a membership directory in accordance with these By-Laws.

4. Act as a repository of all official CUE documents including this Constitution and By-Laws.
5. At the direction of the Board, provide membership with current copies of the Constitution and By-Laws and the membership directory.

ARTICLE V. Executive Committee

The Executive Committee, consisting of the Officers, may meet in an advisory capacity at the discretion of the President to plan and otherwise consider the direction and/or execution of any ongoing business of CUE.

ARTICLE VI. Board of Directors

- A. The term of office for all members of the Board is one (1) year, not to exceed three (3) consecutive terms in the same position. They may serve until their successors are elected or appointed.
- B. Any Board member may be removed from office by action of the Board of Directors in the following manner:
 1. Any Officer may request the Board to remove an Officer or At-Large Board Member. If the request is seconded, the Board will vote on the matter of removal at the next regular Board Meeting or at a special meeting called for that purpose no less than two (2) weeks after the request is seconded. The subject Board Member, if not present, must be notified in writing and must have a chance to present his or her case to the Board before the Board votes to remove him or her. A vote of at least two-thirds (2/3) of the total Board is required to remove an officer or director.
 2. Upon the removal or resignation of a Board member and/or completion of a term of office, all records, correspondence, documents, and other CUE property in his or her possession must be delivered to the Board, or to the respective successor, within 30 days.
- C. Duties of the Board.
 1. Appoint replacements for any position, including officers, which fall vacant during the term.
 2. Approve expenditures of up to \$250. After approval of the Board, expenditures exceeding \$250 must be approved by vote of the membership at a general meeting.
- D. It is expected that each board member will recuse himself or herself from voting on matters which could be a conflict of interest. Also, by a two-thirds (2/3) vote of the Board, any member can be excluded from voting on a particular Board proposal if a conflict of interest is determined to exist.

ARTICLE VII. Committees

The President, with Board approval, may appoint standing and/or special committees to carry out specific temporary or long term functions within CUE such as programs, demonstrations, public relations, membership, audit, etc.

ARTICLE VIII. Newsletter

- A. The official monthly publication of CUE will be called "Horizons" and will be fully funded by CUE in accordance with policies established by the Board.

- B. Its front page header may include identifying references to the computer types, brands, or affiliations. Space on the pages of the publication will not be arbitrarily denied to any interest within the designated purposes of CUE.
- C. The Editor may gather articles from the membership or other sources, prepare the newsletter, and distribute it to the membership.
- D. The newsletter may be made available to other computer user groups as approved by the Board.
- E. Paid advertising from outside vendors or sources may be solicited. Fees collected from such advertising will be used for the production of the Newsletter.
 - 1. When an advertiser is secured, copies of the Newsletter in which its ad appears may be provided to them at no cost.
 - 2. Advertisements must conform to the standards of CUE and must be in the best interests of CUE members. No ads will be accepted that relate to illegal or other objectionable activities. Questionable ads may either be rejected immediately by the Editor or be acted upon at the next Board meeting following receipt of the ad.
- F. The Editor may change the name and/or design of the Newsletter with the approval of the Board.

ARTICLE IX. Electronic Communications

- A. CUE's Website will be accessible by the major computer types and brands.
- B. CUE's Website will be maintained by the Webmaster. Upon approval of the Board, the Webmaster's reasonable operating and capital expenses will be reimbursed.
- C. Paid advertising by outside entities on the CUE website will be accepted to offset the costs associated with operating the website, as long as the advertising is in the best interests of CUE membership, does not promote illegal or otherwise objectionable material or activities, and is subject to Board approval.
 - 1. This advertising may be in the form of text, graphic banner, or other graphic ads, audio ads, or any other form deliverable via the website.
 - 2. These ads may be for products or services that may be of interest to CUE membership, and may also include affiliate program ads offered by the various hardware and software vendors that solicit CUE membership to participate in these programs.
- D. Links to vendor websites that provide hardware, software or other services to CUE or its members, will be provided at no cost to the vendor, in appreciation for their support of CUE.

ARTICLE X. Member Conduct

- A. CUE does not condone any violation of copyright laws, nor does it tolerate violations by its members.
- B. Commercial, public domain, and shareware software obtained by CUE will be made available ONLY to its members. Any commercial software or hardware obtained by CUE from a vendor, in exchange for a published review of the item, will become the property of the reviewer, with the exception of hardware that is to be returned to the supplying vendor as part of the arrangement. However, if no review is provided for publication as stipulated by the vendor and CUE receives an invoice for the item, the responsibility for payment of the invoice falls to the member responsible for the review.

- C. At all CUE meetings or sanctioned events, members and associate members must conduct themselves in a manner that promotes the interchange of ideas and information on computers and compatible technologies in accordance with the purpose of CUE.
- D. A member may be expelled from CUE for engaging in activities prohibited by these By-Laws or any written rule or practice adopted by the Board of which notice has been given. It is most desirable for a member in violation to be counseled before any formal action is taken. Damaging property, theft, unauthorized use of CUE property, or repeated disruption of any CUE function will be grounds for expulsion. Before expulsion, the grounds must be specified in writing to the Secretary who will send a copy to the offending member. An invitation to the Board meeting at which the member's expulsion is to be considered will be issued. The member charged will be allowed a hearing after which the board may give the member an opportunity to correct his or her behavior or may expel the member. A two thirds (2/3) vote of the board members present is required for expulsion. There will be no refund of any dues collected before an expulsion.

ARTICLE XI. Fiscal Responsibilities

The fiscal year of CUE shall be May 1st to April 30th.

Note: Voted and approved on November 19, 2015