

SDCS Bylaws

6th May 2005

ARTICLE I. NAME

The name of this organization shall be San Diego Computer Society, hereafter referred to as SDCS.

ARTICLE II. OBJECTIVES/PURPOSE

ARTICLE II, Section A

1. The purpose of the SDCS is to promote the general understanding of computers and to further progress in their general development and application in our lives.

2. The SDCS serves its members individually, in groups, and as a portion of the general public, by holding

educational and social meetings, by maintaining a web site, by operation of a web-based user forum, by maintenance of a tax-exempt status, and by such other endeavors as the Society may choose.

3. The San Diego Computer Society is a nonprofit corporation formed under Section 501(c)(3) of the

California Revenue and Taxation Code. (IRS nonprofit Number 95-3007125).

ARTICLE III. MEMBERS

ARTICLE III, Section A. Applications

1. Any person may become a member of SDCS by paying dues as required by these Bylaws or the Standing Rules.
2. Membership applications must be approved by the Board, or by a person authorized by the Board, and, except for honorary or other Board-authorized special memberships, must be accompanied by a prepayment of dues for one.

ARTICLE III, Section B. Classifications of Members

Membership is available in the following categories:

1. A Regular Member pays full dues and has all rights and privileges including the right to vote, the right to serve as an officer of a SIG and to be elected to the SDCS Board. Each Regular Member shall receive member access to the SDCS¹ web site and any general member forums, including any member-only sections of the web site.
2. A Family Member resides in a Regular Member's household and has the same rights and privileges as a Regular Member.
3. A Youth Student Member is under 18 years of age and has all Regular Membership rights and privileges, excluding rights to vote and serve as an officer of SDCS or a SIG.
4. An Honorary Membership may be granted by a two-thirds vote of either of the Board or the membership at any regular business meeting. An Honorary Member has all rights and privileges of a Regular Member. An Honorary Membership shall continue (unless revoked by the recipient, or death of the recipient) until the member is either inactive within SDCS or an affiliated SIG for a period of five consecutive years, revoked by a two-thirds vote of the Board, or revoked by a two-thirds vote of the membership at a regular meeting. An affiliated SIG meeting, if a quorum of the SDCS membership is achieved, shall be considered a regular meeting.

5. A Corporate Member may name three individuals as its representatives. Each individual shall have all rights and privileges of Regular Members. The term and fee of a Corporate Membership shall be determined by a two-thirds vote of the SDCS Board.
6. An Affiliated SIG Member pays all Regular Member dues, plus any affiliate fee as stated in the SIG Guidelines, and enjoys all the benefits of a Regular Member.

ARTICLE III, Section C: Dues

1. The annual dues shall be payable upon joining SDCS and shall be as stated in the SIG Guidelines agreement. Any other Member fees shall be calculated as a percentage of the Regular Member / affiliated SIG member fee. They are: Regular (100%), Family (50%), Youth (25%), Honorary (0%); Corporate Memberships shall be set per SDCS Board actions. Any adjustments in such percentages shall be made by a majority vote of the SDCS Board.
2. There shall be no annual dues for honorary life members.
3. Dues will be payable in advance, at rates as stated in the Standing Rules.
4. Unless otherwise set by the SDCS Board, all Memberships expire after one year unless renewed.

ARTICLE IV. FINANCES

ARTICLE IV, Section A. Finances

1. The fiscal year shall be January 1 to December 31.
2. The annual budget for the upcoming fiscal year shall be presented by the Budget & Finance Committee to the Board at the November Board meeting and shall be approved no later than the December Board meeting.
3. All receipts shall be deposited in the financial institutions chosen by the Board.

4. All expenditures not included in the budget must be authorized by a majority vote of the Board.
5. Checks, which when totaled exceed \$1,000 in any calendar month, written on SDCS's financial accounts shall require the signatures of two officers so authorized by the Board.
6. Officers and directors shall not receive any salary or other compensation for their services as directors or officers.
7. The Treasurer's books shall be audited annually by the Audit Committee, or an outside accounting firm or qualified individual selected by the Committee. The Treasurer shall not be a member of this committee.

ARTICLE V OFFICERS

ARTICLE V, Section A.

The number of officers and directors shall total thirteen, and consist of President, a Vice President, a Secretary, a Treasurer, eight Directors at Large.

ARTICLE V, Section B. Requirements

1. Officers shall be at least 18 years of age.
2. Officers must be voting members of SDCS for at least 6 months at the time of their election and maintain voting membership status throughout their term.
3. No member shall hold more than one elected office at a time.
4. No elected officer shall serve more than four consecutive terms in the same office.
5. No elected officer shall serve more than ten consecutive years on the Board.

ARTICLE V, Section C. Election of Officers.

1. The President, Vice President, Secretary, Treasurer and four Directors at Large shall be elected at each annual meeting of members. They shall take office at the end of the meeting, and shall serve until their successors take office, or until removed by resignation, death or two-thirds action of the Board.
2. The President, Vice President, Secretary, and Treasurer shall hold office and serve for one year.
3. Directors at Large shall serve for two years. Four Directors at Large shall be elected in even-numbered years, and the other four Directors at Large shall be elected in odd-numbered years.
4. Elections shall be held at the regular monthly meeting of the largest affiliated SIG, with notice of the election time and place sent by email to the current SDCS membership. Voting shall be by ballot with a majority vote to elect. The election moderator shall be a current Director who is not included in the balloting. If there is only one nominee for each office, the vote may be taken by voice vote.
5. All ballots shall be destroyed at the close of the annual meeting.
6. During the election of officers, should one or more positions on the Board of Directors become vacant due to Directors at Large being elected to one of the other positions, the vacant Director at Large position(s) will be filled by vote of the membership. Those nominees for Directors at Large who did not win on the first ballot will be considered renominated; others may be nominated from the floor.

ARTICLE V, Section D. Nominating Committee

1. At the regular Board meeting in January's Nominating Committee of three SDCS members shall be elected by the Board. The President should not appoint this committee or be a member of it, ex officio or otherwise.
2. It shall be the duty of this Committee to nominate candidates for the offices to be filled at the annual meeting in May. The Nominating Committee shall report at the regular membership meeting in April.

3. Additional nominations from the Floor shall be permitted prior to the election of officers at the annual meeting in May.

ARTICLE V, Section E. Vacancies

1. Upon election, an officer must file written acceptance of the position (seat) with the Secretary within sixty days. Any elected officer who fails to do so is considered to have declined / vacated that position.
2. The Board may notify in writing any officer, at their physical mailing address of record, who has not attended two consecutive regular monthly Board meetings that he or she is to appear at the next monthly Board meeting to show just cause why his or her seat should not be declared vacant. This notification shall include the time and place of said meeting. At this meeting, the Board may declare the seat vacant by a two-thirds vote.
3. The Board may declare any seat vacant for which it holds a written resignation.
4. In the case of a vacancy in the office of President, the Vice-President shall become President. Other vacancies may be filled by the Board, but if they have not done so within sixty days, a special meeting of the members may be called by any member to fill the vacancy. Notice of such a meeting shall conform with the standard for notifying the general SDCS membership for regularly scheduled elections.

ARTICLE V, Section F. Duties of Elected Officers

1. President. The President shall:

- Have general supervision of the business and affairs of SDCS, subject to the control of the Board.
- Preside at all meetings of the organization and the SDCS Board.
- Be an ex officio member of all committees (except the Nominating Committee).
- Appoint all special committee chairmen.

- Sign checks as required.

2. Vice President. The Vice President shall:

- a. In the absence or disability of the President, perform the duties of the President.

3. Secretary. The Secretary shall:

- Keep minutes of the Board meetings and membership meetings.
- Give notice where required by these bylaws.
- Have custody of the seal and affix it as may be required.
- Maintain the SDCS tax-exempt documentation required by the State of California, and advise the Board of any actions which may be required of the SDCS by the governing agencies to retain said tax-exempt status.

4. Treasurer. The Treasurer shall:

- Keep accurate records of all receipts and disbursements.
- Report on the financial condition at each regular Board meeting and at the annual membership meeting.
- File all required tax reports.
- Sign checks and make financial disbursements as authorized by the SDCS Board.
- Pay legitimate reimbursements. Requests for any reimbursement must be accompanied by original receipts and written justification for payment of said expense.

ARTICLE VI. MEETINGS

ARTICLE VI, Section A. Annual Meeting

The annual meeting of the members of the SDCS shall be held at the regularly scheduled meeting of the largest affiliated SIG. This is typically during the May

regular business meeting of each year. Notice of said meeting shall conform to the standard defined for SDCS Board elections, with notice of the meeting¹'s time and place sent by email to the current SDCS membership.

ARTICLE VI, Section B. Regular Meetings

1. Regular business meetings of SDCS shall be held at such time and place as publicized on the SDCS website at <http://www.sdcs.org>.
2. Notice of Regular Meetings shall be made in at least one of the following ways:
 - Publication of time and place of each meeting in the SDCS website fifteen days prior to such meeting shall constitute fair and reasonable notice of the meeting.
 - Written notice stating the time and place for each meeting, mailed to the member's last known address at least ten days before the meeting.
 - E-mail sent to the individual member¹'s e-mail address of record at least ten days before the meeting.

ARTICLE VI, Section C. Special Meetings

1. Special meetings of the members of SDCS may be called by the Board, by the President, by action of the a quorum of the members at a regular SIG meeting with at least thirty members, or by a petition signed by five percent of the members and filed with the Secretary at least thirty days prior to the meeting.
2. The notice of a special meeting must be sent to all members at their last known postal or e-mail address at least fifteen days prior to the meeting.
3. The notice must state the specific business to be acted upon, and only that business may be acted upon.

ARTICLE VI, Section D. Voting Body

1. Members entitled to vote shall be Regular Members, Family Members, Corporate Members and Affiliated SIG Members whose dues are fully paid. Special Members shall also be entitled to vote.
2. No proxy voting shall be allowed.

ARTICLE VI, Section E. Quorum

A quorum at a meeting of members is the lesser of twenty percent of the members entitled to vote or 100 members.

ARTICLE VII. BOARD OF DIRECTORS

ARTICLE VII, Section A. Composition

1. The number of directors shall be 13,
2. The Board of Directors, referred to throughout these Bylaws as the Board, shall consist of the President, the Immediate Past President, the Vice President, the Secretary, the Treasurer, and eight Directors at Large.

ARTICLE VII, Section B. Duties/Authority

1. The Board shall conduct the affairs of the organization in accordance with the Bylaws, Standing Rules, and directives adopted by the members or Board of SDCS.
2. The Board shall appoint all standing committee chairmen. The dismissal and/or replacement of the standing committee chairmen shall be approved by the Board.
3. The Board shall have the authority to create any special committees it deems necessary.
4. The Board shall have the authority to appoint a Parliamentarian who shall advise the President, Officers, Board and Committees on matters of parliamentary procedure.

ARTICLE VII, Section C. Meetings

1. Immediately after the annual meeting of members, the newly elected Board shall hold a meeting. As this meeting is required by the SDCS Bylaws, this requirement satisfies the need for advance notice of such meeting.
2. The Board may hold regular monthly meetings at such time and place as determined by the Board. Call and notice of such meetings is hereby dispensed with.
3. a) Special meetings of the Board may be called by the President, the Vice President, the Secretary, or by any two directors. Notice of the time and place of such special meetings shall be delivered to each officer by either first class mail to his or her last known address, by telephone conversation (not via an answering machine), by e-mail (such e-mail must be confirmed by return e-mail or direct verbal acknowledgement), or personally, at least five days before the meeting. b) The notice must state the specific business to be transacted, and only that business may be acted upon at the special meeting.
4. No proxy voting shall be allowed.

ARTICLE VII, Section D. Quorum

A majority of the acting Board shall constitute a quorum.

ARTICLE VIII. Committees

ARTICLE VIII, Section A. Classification of Committees.

The standing committees of SDCS are: Audit, Budget and Finance, Membership, Internet, and SIG Liaison.

ARTICLE VIII, Section B. Duties

1. The Audit Committee shall perform an annual audit of the SDCS financial records at the close of each fiscal year, or hire an outside accounting firm or qualified professional to perform such an audit, and such other duties as may be assigned or described in the Standing Rules.

2. The Budget and Finance Committee shall prepare a proposed annual budget to present to the Board at the November Board meeting each year, and such other duties as may be assigned or described in the Standing Rules.
3. The Membership Committee shall update and maintain the current membership database, and such other duties as may be assigned or described in the Standing Rules.
4. The Internet Committee shall maintain a current website, and other such duties as may be assigned or described in the Standing Rules.
5. The SIG Liaison Committee shall serve as liaison between the affiliated SIGs and the board, and such other duties as may be assigned or described in the Standing Rules or SIG Guidelines.

ARTICLE IX. AFFILIATIONS

ARTICLE IX, Section A. Special Interest Groups (SIGs)

1. Members of the SDCS gather together naturally in groups of similar interests, and such groups, known generally as Special Interest Groups (SIGs) or User Groups (UGs), are encouraged by the Society. Such groups shall be recognized as affiliated with SDCS in accordance with the SDCS SIG Guidelines.
2. Each SIG shall be entitled to select its own officers and representatives, each of whom shall be a voting member of SDCS.
3. SIGs may become affiliated with SDCS by agreeing to abide by the Bylaws and SIG Guidelines. The SDCS Board must approve SIG applications for affiliation.
4. Affiliated SIGs will identify themselves as affiliated member groups of SDCS on all official communications.

ARTICLE X. PARLIAMENTARY AUTHOR

ARTICLE X, Section A.

1. ROBERT'S RULES OF ORDER NEWLY REVISED, current edition, shall apply on all questions of procedure and parliamentary law not specified in these bylaws.
2. In the event of any conflict with the Corporations Code of California, the Corporations Code shall take precedence pending corrective action.

ARTICLE XI. AMENDMENTS

ARTICLE XI, Section A. Amendments to Bylaws

1. Amendments may be proposed by any voting member or by the Board. Proposed amendments shall be submitted in writing to the Board prior to being announced at a general membership meeting at least thirty days prior to such amendment(s) being considered.
2. These bylaws may be amended at any regular business meeting (see Article VI, Section B) of SDCS by a two-thirds vote of a quorum of the members provided that previous notice of the proposed changes has been given at least thirty days prior to said meeting.
3. The proposed amendments shall be published on the SDCS website at least fifteen days prior to said meeting.

ARTICLE XI, Section B. Amendments To Standing Rules

The Standing Rules may be amended by a two-thirds vote of the Board or by a majority vote of a quorum of the members provided that previous notice of the proposed changes has been given in accordance with Article XI, Section A.