

# LIMUG INC By-Laws

## (DBA LIMac)

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# LIMUG INC By-Laws

## (DBA LIMac)

### Article I: Name and Address

**Section 1:** The name of this organization shall be LIMac Inc. LIMac, Inc. is to be a not-for-profit corporation organized under the laws of the State of New York.

**Section 2:** The principal address of LIMac Inc. will be that of the current Treasurer.

**Section 3:** LIMac Inc. shall hereinafter be referred to as LIMac.

### Article II: Objectives and Purposes

**Section 1:** LIMac is to encourage and foster public interest in computers as follows:

**a:** LIMac shall disseminate information and exchange ideas pertaining to computers and related products, to the community at large.

**b:** LIMac shall provide education and develop educational materials dealing with computers and related products.

**c:** LIMac shall promote and encourage interest in computer education to the community at large, and in the public school systems in the area.

**d:** LIMac shall establish, foster, promote and encourage special interest groups (SIGs) to serve the community and its membership.

**Section 2:** Nothing in these By-Laws shall be construed to be contrary to the laws of the state of New York and/or the Federal Government.

**Section 3:** LIMac shall publish a newsletter on a regular basis. This publication, which will be distributed to members and others qualified to receive it, shall be considered the official publication of LIMac and will provide, among other things, official notification of all matters to be brought to the attention of its members. In addition, several times each year, (as determined by the Board of Directors) the LIMac newsletter, or a LIMac flier, will be distributed to local libraries as a service to the community.

**Section 4:** This corporation has been formed under the laws of the State of New York for educational purposes. It shall be a not-for-profit corporation.

**Section 5:** No part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and LIMac shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted for public vote.

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### Article III: Dedication Of Assets

**Section 1:** The property and assets of LIMac are irrevocably dedicated to not-for-profit and charitable purposes. No part of the net earnings, properties, or assets of this corporation, upon dissolution or otherwise, shall inure to the personal benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable or not-for-profit purposes concerning the betterment of computing devices or related products, provided that organization complies with the exempt purposes specified in Internal Revenue Code 501(c)(3).

### Article IV: Board of Directors

**Section 1:** The LIMac Board of Directors, hereinafter referred to as the Board, shall consist of no fewer than nine members. The LIMac officers: President, Vice President, Secretary and Treasurer shall be Board members. A minimum of five Directors, up to a maximum of eleven, must be elected at the same time the officers are elected.

**a:** The elected members of the Board shall meet, electronically or in any other manner, prior to January 1, to appoint the Editor of the Newsletter, Membership Coordinator, Technical Adviser, and Program Coordinator, who shall then serve as full members of the Board of Directors **if they so desire**. These appointments shall be for a term of 1 year. Nothing in these By-Laws shall be construed to prevent an elected officer or director from serving in the additional capacity of an appointed position, provided that such member is limited to only one vote.

**b:** The current Past President will be eligible to sit on the Board with full voting rights if he/she fulfills the following requirements.

- i. Past President is a full dues paying member of LIMac for the current year.
- ii. Past President expresses the intention of serving on the Board for the year.
- iii. Past President indicates willingness to attend meetings.
- iv. Past President meets the qualifications as described in Section 2 Article IV Board of Directors.

**c:** If the number of Board Members falls below nine members, for any reason, the President must appoint additional directors, who must be ratified by a majority of the existing board.

**d:** The number of Directors to be elected for the following year, shall be determined by the Board, not later than the October meeting of the Board. The total number of Board members, both elected and appointed shall not exceed 19.

**Section 2:** All members of the Board shall be active members in good standing, and shall have been members for at least one year preceding election or appointment to the Board.

**Section 3:** Board meetings are open to all LIMac members as non-voting spectators.

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**Section 4:** A quorum at all regular and special meetings of the Board shall consist of 50% of the members of the Board. An electronic quorum shall be determined by responses from 50% of the members of the Board, including the president, provided that the entire Board is notified in advance, as to the time and purpose of the electronic meeting.

**Section 5:** Regular meetings of the Board of Directors shall be held at the time and place specified by a majority vote of the Board of Directors. Special meetings of the Board may be called by the President or upon request to the President by one-third of the members of the Board.

**Section 6:** It shall be the duty of the Board to determine LIMac policies and to pass upon all issues concerning the welfare of LIMac.

### **Article V: Appeals**

**Section 1:** Decisions of the Board are subject to an appeal to the general membership of LIMac at a regular or special meeting, in the form of a motion to appeal by a member or members. Notice of such meetings shall be in accordance with Article VII. Two thirds of the members present at the meeting and eligible to vote shall be necessary to reverse a decision of the Board.

### **Article VI: Membership**

**Section 1:** Membership shall be open to all who share the objectives of LIMac, regardless of race, creed, color, age, gender, sexual orientation, or type of computer.

**Section 2:** There shall be six categories of membership in this corporation as follows: individual, business, student, family, honorary, and life. Each membership shall be considered one member and shall have one vote, except that an honorary membership does not entitle the member to vote.

**a: Individual Membership:** Any person or individual dedicated to the purposes of LIMac, shall be eligible for individual membership.

**b: Business Membership:** Any individual, partnership or corporation conducting business in the State of New York or in any other state in the USA and dedicated to the purposes of LIMac shall be eligible for business membership.

**c: Student Membership:** Any student age twenty one or younger, dedicated to the purposes of LIMac shall be eligible for student membership.

**d: Family Membership:** Any family unit, dedicated to the purposes of LIMac, shall be eligible for family membership.

**e: Honorary Membership:** The Board may upon its decision confer the special status of honorary member. The honorary member shall be entitled to all privileges normally granted to members except the right to vote. The honorary member shall be exempt from all responsibilities normally required of members, including the payment of any fees or dues. This classification is intended to reward those persons who have rendered extraordinary service to LIMac. It is intended that this classification shall be awarded to an individual who would not normally take an active, role in the affairs of LIMac.

**f: Life Membership:** The Board may upon its decision confer the special status of life member. The life member shall be entitled to all privileges and responsibilities of a member, including the right to vote, with the exception that such member shall be exempt from any dues required of a member. Life members need not have held any other category of membership in LIMac prior to being awarded this status. Although this classification is intended to reward those persons who have rendered extraordinary service to LIMac, life membership may be obtained by the payment of dues as set forth in Article VI.

**Section 3:** Membership shall become effective upon acceptance of an application by the Board or its appointed representative, and upon payment of dues as set forth in Article VII.

**Section 4:** The term of membership in the categories Individual, Business, Student, and Family, shall be for one year. The term of membership for an Honorary member shall be for one year unless another period is specified by the Board when the membership is conferred.

**Section 5:** Membership in any category will terminate upon the occurrence of any of the following events:

**a:** The resignation or death of the member.

**b:** The failure of a member to renew membership for the following year by paying annual dues as per Article VII.

**c:** The determination by the Board, or a committee designated to make such determination, that the member has failed in a material and serious degree to observe the rules of conduct of LIMac or has engaged in conduct detrimental to its interests. Upon such determination,

**i.** The member shall be notified of the charges and proposed termination of membership in a certified letter from the president of LIMac.

**ii.** The member shall have the right to a prompt hearing before the Board.

**iii.** The member shall have the right to appeal any decision of the Board, as provided for in Article V Section 1.

**Section 6:** No member may transfer a membership or any right arising from it. All rights of membership cease upon termination of membership.

**Section 7:** Membership policy shall be determined by a majority vote of the Board.

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## Article VII: Dues

**Section 1:** Dues for the membership categories, Individual, Business, Student, Family, and Life shall be approved by the LIMac membership. Dues shall be equal for all members of any one category. Different membership categories may be assigned different dues.

**Section 2.** The Board may propose a change in the dues structure by a majority vote at a regular Board meeting. Any change in the dues structure must be approved by majority vote of the LIMac membership in attendance, at a general meeting. Notice of a proposed dues change must be printed in the issue of the LIMac newsletter that contains the notice for the meeting at which the vote on dues will be taken.

**Section 3:** The “dues year” shall coincide with the calendar year for all classes of membership.

**Section 4:** The Board, by majority vote, may waive dues for an individual member in the event of hardship.

**Section 5:** Paying the full year’s dues for the current year may reinstate any member, whose membership has lapsed. However, no member who has been expelled shall be eligible for reinstatement in this manner.

**Section 6:** Each member in good standing shall receive a membership card for the current year.

## Article VIII: Meetings

**Section 1:** The regular monthly meetings of LIMac shall be held at the location, date, and time designated by the Board.

**Section 2:** The Annual Meeting of LIMac shall be held in the month of November of each year in conjunction with the regular meeting at which time the election of Officers and Directors shall take place. The results of the election shall be announced at that meeting, and shall be published in the next edition of the LIMac newsletter.

**Section 3:** LIMac members will be notified of the time and place of regular, special, and annual meetings by the secretary or by publication in the LIMac newsletter, prior to the date of the meeting. The record date for determining eligibility to vote at a meeting shall be ten days before the meeting date.

**Section 4:** The president shall have the authority to cancel or postpone a regularly scheduled meeting in case of emergency, holiday, hazardous traveling conditions, or unavailability of meeting place.

**Section 5:** Special meetings of LIMac may be called by the Board to discuss and transact specific and/or imperative business where a decision from the membership is required.

**a:** LIMac members shall be notified by mail of the time, place and reason for any special meeting, within such time as is practical under the circumstances, prior to the meeting.

**Section 6:** Twenty percent of the total membership eligible to vote shall constitute a quorum at all regular, special, and annual meetings of LIMac.

**Section 7:** All voting at LIMac meetings shall be conducted by a show of hands except for contested elections of Officers and Directors, which shall be by closed ballot.

**Section 8:** Unless specifically provided for in these By-Laws, upon establishment of a quorum, a simple majority vote of eligible members present shall be deemed sufficient to transact all LIMac business.

### **Article IX: Board Elections and Vacancies**

**Section 1:** The chair of the Nominations Committee shall present the committee's nominations at the November meeting. Nominations shall be accepted from the floor at this time. Any person nominated from the floor must meet the conditions for a qualified candidate as set forth in Section 2 of this Article.

**Section 2:** A "qualified candidate" must have been a member of LIMac in good standing for at least one year and the candidate must advise the Nominations Committee that he/she is familiar with and will accept the responsibilities of the position.

**a:** All nominees shall be offered an opportunity to speak at the November meeting for a maximum of 3 minutes at the close of nominations.

**b:** LIMac shall not be responsible for the distribution of any material soliciting votes on behalf of any nominee.

**Section 3:** The Chair of the Nominating Committee shall conduct the elections.

**a:** In a contested election for any office, a secret ballot must be used.

**b:** The Nominations Committee shall provide at least three active members to count the votes. None of these shall be a candidate.

**c:** A majority vote of eligible members present and voting shall determine the election of officers.

**d:** If no nominee receives a majority of the votes cast in an election, then the next ballot shall be prepared as follows: The candidates shall be listed in decreasing order according to the votes received, and the next ballot shall contain as many nominees, beginning with the largest count, as are necessary for their combined votes to equal or exceed a majority of the votes cast on the preceding ballot.

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**e:** In the event that any position(s) has a candidate running unopposed, a majority vote by show of hands of the members present at the annual meeting will be sufficient to elect that candidate.

**f:** In the event of a secret ballot, the marked ballots shall be retained by the secretary for a period of three months, after which they may be discarded.

**Section 4:** Directors shall be elected by majority vote. In the event that more people receive a majority vote than the number of available positions, those receiving the highest number of votes shall be declared the winners.

**Section 5:** Newly elected Officers and Directors shall take office as of January first of the ensuing year. The term of office for all Board Members shall be for a period of one year, beginning on January 1 and ending December 31.

**Section 6:** A vacancy on the Board of Directors shall be deemed to exist on the occurrence of the following: death, incapacity to serve, resignation, or removal.

**Section 7:** In the event of a vacancy of the Presidency, the Vice President shall automatically succeed to the office of President.

**Section 8:** The Board after due investigation of the causes and having satisfied itself that some member does not have the capacity to serve, may declare vacant any office or position on the Board. A two thirds vote of the Board members present and voting shall be required to declare such a vacancy.

**Section 9:** If a Directorship becomes vacant, the Board may appoint a Director to serve until the next election of Directors, or it may elect to leave that Directorship vacant until the next election of Directors. In the event that such vacancy reduces Board membership to less than nine, as provided in Article IV Section 1, this vacancy must be filled before any further business is transacted. If the vacancy is among the elected officers, the Board may at its option, choose one of its members to serve in that office and appoint another Director, or simply fill the vacated position directly by appointing a person as both Officer and Director.

**Section 10:** The Board may, at its discretion, choose to fill a Board vacancy by holding a special election of the general membership. Nominations will be made from the floor at the next general meeting. Elections shall be held at the following general meeting.

**Section 11:** Board members and members of committees may not receive compensation for services as such. However, they may receive reimbursement for authorized expenses.

## **Article X: Duties of Officers**

**Section 1:** It shall be the duty of the President to preside at regular and special meetings of LIMac. The President shall be Chairman of the Board. The President shall perform such other duties as ordinarily pertain to this office. The President shall designate a Board member to maintain LIMac's inventory list, showing the location and identification number of items owned by LIMac.

**Section 2:** It shall be the duty of the Vice President to preside at all meetings in the absence of the President, to assist the President in the performance of his duties, to oversee and coordinate the efforts of the Special Interest Groups, and to perform such other duties as ordinarily pertain to this office.

**Section 3:** It shall be the duty of the Treasurer to maintain all financial accounts and records and to present a financial report twice yearly to the Board; to perform such other duties as ordinarily pertain to this office. Upon retirement from office the Treasurer shall transfer to the successor, or to the President, all funds, account books, records and other LIMac property in his/her possession.

**Section 4:** It shall be the duty of the Secretary to keep minutes of LIMac meetings, to promulgate notices of all LIMac meetings and Board meetings, to record the minutes of meetings, to handle correspondence pertaining to LIMac matters, and to perform such other duties as ordinarily pertain to this office. The Secretary shall retain records and act as repository of same for historical use. For this purpose, the Secretary shall receive an extra copy of the LIMac newsletter. Upon retirement from office, the Secretary shall transfer to the successor, or the President, all records and other LIMac property in his/her possession.

## **Article XI: Impeachment of Board Members**

**Section 1:** Any Officer or Director of LIMac may be removed from office for failure to perform the duties of his/her office by a two thirds vote of the membership present and eligible to vote at a special meeting called for this specific purpose. Meetings for this purpose shall be called in accordance with the relevant articles of these By-Laws.

**a:** Impeachment proceedings may be initiated at any regular or special meeting, by consent of twenty percent of the members present and eligible to vote, if a quorum is present.

**Section 2:** The impeachment may not be acted upon less than thirty days nor more than sixty days after due consideration of the charges by a special Impeachment Committee. This committee shall be appointed by the Board, and shall consist of three or more members, none of whom are currently holding elective or appointive office in LIMac.

**a:** The Impeachment Committee shall report directly to the membership the results of its investigation of charges. Their report, majority and minority views, shall be presented to the membership at the meeting called for this purpose at which the Impeachment Committee Chair shall preside and after which a general discussion shall be held. The official involved shall be accorded the right of rebuttal.

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## Article XII: Committees

### Section 1: Nomination Committee:

- a:** Each year in September, the Board shall set up a Nomination Committee, and designate a Chairperson.
- b:** The committee shall consist of three LIMac members, one of whom is a Director, but not an Officer of LIMac.
- c:** The committee shall submit at least one nomination of a qualified candidate for each of the following positions: President, Vice President, Secretary, Treasurer, and at least five candidates for Directors.
- d:** The list of nominees shall be printed in the November issue of the LIMac newsletter.
- e:** The Nomination Committee shall dissolve upon completion of the November elections.

### Section 2: Audit Committee.

- a:** The Chairperson of the Audit Committee shall be appointed by the President, each March, subject to the approval of the Board. The Audit Committee Chairperson will select two members of LIMac, who are not Officers or Directors, to serve on the committee.
- b:** The Audit Committee will report its findings at least once a year to the Board.
- c:** The Audit Committee will dissolve at the completion of the year.

### Section 3: Special Committees.

- a:** The Board may create committees as it deems necessary. The membership, chairperson, and charge to such committee, shall be determined at the time of its creation.
- b:** Each special committee shall be given a specific date on which to report to the Board, and shall dissolve upon presentation of its report.

### **Article XIII: Finances**

**Section 1:** The treasurer shall deposit all LIMac funds into a bank account of LIMac in a timely manner.

**Section 2:** The Treasurer, President, and Vice President, shall be authorized to sign checks in payment of LIMac debts. Two signatures shall be required on all checks issued on behalf of LIMac.

**Section 3:** A Board member will be reimbursed for out of pocket expenses, up to and including one hundred dollars, dollars, incurred on behalf of LIMac.

**Section 4:** Out of pocket expenses for the benefit of the group, over the sum of one hundred dollars, may not be incurred without prior approval of the Board. .

**Section 5:** Any expense in excess of one thousand dollars may not be incurred without prior submission by the Board to the LIMac membership for approval by the majority present and eligible to vote at a regular or special meeting.

**Section 6:** The Board retains the power to incur emergency expenditures as needed, reporting such emergency expenses to LIMac at the next general meeting.

### **Article XIV: Records and Reports**

**Section 1:** LIMac shall keep, as required by state and federal laws:

- a: Adequate and correct books and records of account.
- b: Minutes, in written form, of the proceedings of its Board of Directors meetings.
- c: A record of its members, giving their names and addresses and the category of membership held by each.

**Section 2:** Any member of LIMac may inspect the accounting books, and minutes of the Board, at a reasonable time, for a purpose reasonably related to such person's interest as a member.

**Section 3:** LIMac shall keep at the office of the secretary, a copy of the Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members.

**Section 4:** Not later than 4 months after the close of the corporation's fiscal year, the Board shall make its annual financial report available to all LIMac members.

## **Article XV: Resolutions**

**Section 1:** Any resolution or motion to commit LIMac on any matter pertinent to LIMac business must be considered by the Board before any votes are taken at any general, annual or special meeting. The Board shall report to the membership no later than the next regular meeting, about its action on any motion referred from a general, annual, or special meeting.

## **Article XVI: Order of Business**

**Section 1:** Unless specifically provided for elsewhere in these By-Laws “Robert’s Rules of Order” shall govern the order of business and parliamentary procedures at general, special, annual, and board meetings.

## **Article XVII: Amendments to the By-Laws**

**Section 1:** Any proposed amendment to these By-Laws from the membership must be submitted, in writing, to the Board. The Board must notify the membership in writing, about its disposition of any amendment proposed by the membership within 3 months of receipt of the proposed amendment.

**Section 2:** The Board will notify the membership in writing, of a pending amendment, prior to the meeting at which a vote is to be taken.

**Section 3:** Amendments of these By-Laws shall be enacted by a two-thirds vote of the members present and eligible to vote at a general, annual, or special membership meeting, provided a quorum is present.