

# Constitution

(As adopted September 1982)  
(As Amended August 1989)  
(As Amended July 1993)

As proposed by the Executive Committee  
July 19, 2008

Approved by Membership  
September 13, 2008)

## McHenry County Computer Club

ARTICLE 1 - The name of the organization is the McHenry County Computer Club (Hereinafter called MCCC).

ARTICLE 2 - The objective of MCCC will be to provide a forum for presenting and discussing, in an informal environment, ideas, applications, and technology required, etc. to effectively use personal computers for home and business use.

ARTICLE 3 - MCCC shall not be conducted or operated for profit and no part of any profits of remainder or residue from dues or donations to MCCC shall inure to the benefit of any member or individual.

ARTICLE 4 - The basic procedures of organization are contained in the By-Laws.

## By-Laws

(As adopted September 1982)  
(As Amended February 13, 1988)  
(As Amended August 10, 1991)  
(As Amended May 10, 1997)  
(As proposed by the Executive Committee  
July 17, 2008

For membership approval, September 13, 2008)

## McHenry County Computer Club

### Article 1 - Membership and Dues

Section 1. MEMBER - A member of MCCC can be any person interested in joining who pays the annual club dues. MCCC membership includes the immediate family of the paid member for all privileges except voting.

Section 2. MEMBERSHIP - Each applicant for membership shall apply on a form approved by the Executive Committee and which shall provide that the applicant agrees to abide by this Constitution and By-Laws. The application shall state the name and address of the applicant. The application may be used to solicit other pertinent information pertaining to the applicant. Failure of the applicant to provide such information shall in no way disqualify the applicant from membership in the club. Accompanying the application, the prospective member shall submit dues payment for the year, beginning on the first day of the current month. All applications are to be filed with the Treasurer. Any objection to the applicant's membership shall be filed in writing with any member of the Executive Committee and said objections shall be reviewed by the Executive Committee. At the next MCCC meeting, if no objections have been sustained, the applicant shall be considered a member in good standing. Applicants for membership who have been rejected by MCCC may not re-apply within six months after such rejection. Members in good standing will be those with dues that are current. The Executive Committee, after a hearing, has the authority to terminate those members who are not in good standing, or who violate MCCC policy established in the Constitution and By-Laws.

Section 3. DUES - The amount for dues shall be determined annually by the Executive Committee.

Annual dues will cover 12 calendar months from the anniversary date of first payment of dues.

Section 4. TRANSFER OF MEMBERSHIP - Membership in this organization is not transferable or assignable.

Section 5. - MEMBERSHIP CERTIFICATES - No membership certificates of the organization shall be required.

## Article 2 - Meetings and Voting

Section 1. REGULAR & SPECIAL CLUB MEETINGS - Meetings of MCCC shall be held at such time and place as may be designated by the Executive Committee. MCCC shall give notice to all members of the time and place of MCCC meetings at least 7 days prior to the date of the meeting. No business of MCCC shall be conducted unless a quorum is present of at least 11 members. These must include a combination of 4 from the Executive Committee, at least 2 to be officers, plus 7 other members in good standing. Special meetings may be called by the President or the Executive Committee with the same notification requirements as a regular meeting.

Section 2a. REGULAR EXECUTIVE COMMITTEE MEETINGS - Meetings of the Executive Committee shall be held at such hour and place as may be designated by the Executive Committee. Notice of each such meeting shall be given by the Secretary at least 5 days prior to the date of the meeting. The quorum for such meetings shall be at least 3 officers and 2 other Executive Committee members.

Section 2b. EMERGENCY EXECUTIVE COMMITTEE MEETINGS - Emergency meetings of the Executive Committee can be called by the President, Vice President or any 2 Executive Committee members. There shall be a stated purpose for such meeting requests. An attempt will be made by one or more Committee members to contact as many Executive Committee

members as possible. Notice of such meetings shall be attempted at least 1 day before such meeting. The quorum for such meetings shall be at least 3 officers and 2 other Executive Committee members. An Emergency meeting can be conducted in person, via a conference phone call or via an electronic chat. The only issue that may be discussed at the emergency meeting shall be the one for which it was called. No other issues may be discussed. The officer in charge attending such meeting shall ensure minutes will be taken for reporting the actions taken during the emergency Executive Committee meeting. Such minutes will be reviewed at the next regular Executive Committee meeting.

Section 3. VOTING - Each member in good standing shall be entitled to one vote at any regular or special club meeting of MCCC at which he is present, other than for the election of officers. Proxy voting will not be permitted at any MCCC meeting or election.

Section 4. CLUB YEAR - The fiscal year of MCCC shall begin on the 1st day of January and end on the 31st day of December.

Section 5. ANNUAL MEETING - The annual meeting shall be the regular club meeting held in the month of December, at which the Executive Committee for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Article 4. If there is only one candidate for each officer/director position, balloting shall not be required. Ballots will be sent to all members in good standing 2 weeks prior to the Annual Meeting and must be returned prior to the start of the Annual Meeting. They will be tabulated at the Annual Meeting. No ballots will be issued at the Annual Meeting. Officers shall take office immediately upon the conclusion of the election. Prior to the next regular MCCC meeting, the Executive Committee shall meet in a special session with both the retiring and newly elected members in attendance. The outgoing members shall inform their successors of their duties and of any unfinished business.

### Article 3 - Officers and Directors

Section 1. EXECUTIVE COMMITTEE - The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, DataBase Manager, WebMaster, Newsletter Editor and at least three (3) and no more than five (5) Directors. One of the Directors shall be the immediate Past President. All members of the Executive Committee shall be members of MCCC in good standing who have attended the majority of regular MCCC meetings since the last official year commenced, by the time of the meeting of the Nominating Committee. Except for the immediate Past President, the members of the Executive Committee shall be elected for one-year terms at the Annual Meeting of MCCC as provided in Article 2, and shall serve until their successors are elected. General management of the affairs of MCCC shall be entrusted to the Executive Committee who shall take such action as it deems prudent and beneficial to the success of MCCC and would seem consistent with the spirit of MCCC as defined in the Constitution and By-Laws.

Section 2. OFFICERS - The officers of MCCC consisting of the President, Vice-President, Secretary, Treasurer, DataBase Manager, WebMaster, and Newsletter Editor, shall serve in their respective capacities both with regard to MCCC and its meetings and the Executive Committee and its meetings.

A. The President shall normally preside over all regular and special meetings of MCCC as well as regular and special Executive Committee meetings. However, he may designate someone to preside in his place. The President shall be an ex-officio member of all other committees, shall represent MCCC in all official capacities, and shall have such usual power of supervision and management as may pertain to the Office of President or

shall be assigned to him by the Executive Committee. The President shall have the responsibility of appointing Committee Chairman, both originally and to fill vacancies, during his term of office as necessary to promote the objectives and interests of MCCC. The President shall not vote unless MCCC, the Executive Committee, or other Committees be so divided that he may cast the deciding vote. The President shall have the power to appoint members to fill vacancies in the Executive Committee.

B. The Vice-President, or in his absence, the Past President, shall exercise the powers and perform the duties of the President when he is absent and has not designated a replacement. The Vice-President shall perform such duties as the Executive Committee may assign.

C. The Secretary shall keep a record of all meetings of MCCC and of the Executive Committee and of all matters of which a record shall be ordered by MCCC. The Secretary shall have charge of the correspondence, records, and history of MCCC, keep a roll of the members of MCCC with their addresses, and perform such other duties incidental to that office as the Executive Committee may assign. The Secretary will make available to member(s) the minutes of any meeting upon request.

D. The Treasurer shall collect and receive all monies due or belonging to MCCC. He shall deposit the same in a bank satisfactory to the Executive Committee in the name of MCCC. His books shall, at all times, be open to the inspection of the Executive Committee. He shall report to them at every meeting the condition of the finances of MCCC and every item of receipt or payment not before reported; and at the annual meeting he shall have available an account of all monies received and expended during the previous year. The Treasurer is responsible for preparing any financial reports as legal entities (*i.e.*, Internal Revenue Service) may require. The Treasurer

will also be the responsible party to investigate and execute the proper registration(s) that may be required by government agencies for the club's normal operations.

E. The DataBase Manager will maintain relevant information on all club members and supply a current list of active members to the Executive Committee, and other reports as requested by the Executive Committee. The DataBase Manager will also give the Newsletter Editor current information so the newsletter can be made available to all current active members on a monthly basis.

F: The WebMaster shall be responsible for maintaining the content of the club website, its design and timeliness.

G. The Newsletter Editor is responsible for assembling, in a timely fashion, the newsletter from articles supplied by Officers of the Executive Committee, the membership at large, or other legal sources the Editor deems appropriate. The method of distribution of the newsletter shall be determined by the Executive Committee

Section 3 - DIRECTORS. The Directors of MCCC, consisting of at least three with a maximum of four elected members and the immediate Past President shall advise the officers in promoting the health, welfare, continuity and growth of MCCC.

Section 4 - VACANCIES. A member of the Executive Committee may resign by submitting his/her resignation in writing to the Secretary. In addition, if any member of the Committee is absent from three consecutive Committee meetings, and is considered not contributing by the Committee, that position may be declared vacant. Any vacancy shall be reported to the membership of MCCC at the next regular club meeting. The President will accept nominations from the membership to fill the vacancy. But in

any case, he shall be responsible for providing at least one nomination to the Executive Committee for action at their next regular meeting following the MCCC notification.

Section 5 - INDEMNIFICATION. All present or former Directors, Officers, or individuals who served at the request of MCCC shall be indemnified. This shall only be against expenses incurred by any proceeding against them as a result of their action on behalf of the club. However, if they shall be adjudged to have been liable for willful misconduct in that action, no indemnification shall be made.

#### **Article 4 - Nominations and Elections**

Section 1. NOMINATIONS - No person may be a candidate in an MCCC election who has not been nominated. During the month of September, the Executive Committee shall select a Nomination Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Executive Committee. The Secretary shall immediately notify the Committee members and alternates of their selection. The Executive Committee shall name a Chairman for the Committee and it shall be his/her duty to call a Committee meeting which shall be held on or before October 15.

1. The Committee shall nominate at least one candidate for each elective position, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
2. Upon receipt of the Nominating Committee's report the Secretary shall, on or before the November meeting, so notify each member in writing[*email?* or *postal?*] of the candidates so nominated.

3. Additional nominations may be made at the November meeting by any member in attendance provided that the person so

nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his sponsor shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position.

4. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

Section 2. ELECTIONS. The nominated candidate receiving the greatest number of votes for each position shall be declared elected. In the event of a tie, the President shall vote to break the tie as described in Article 3 Section 2A.

## **Article 5 - Committees**

Section 1. STANDING COMMITTEES - The President may each year appoint Standing Committees to advise the work of MCCC in such matters and areas as may be well-served by such Committees. These Committees shall always be subject to the final authority of the Executive Committee. Standing Committee Chairmen shall have the responsibility of selecting their Committee members and shall keep complete records to present to MCCC of their specific activities.

Section 2. SPECIAL COMMITTEES. The President may appoint Special Committees to aid MCCC on particular projects at any time of the year. They shall serve as long as necessary to complete the work assigned. Special Committee Chairmen shall have the responsibility of selecting their Committee members and shall keep complete records of their specific activities to present to MCCC.

Section 3. Any Committee appointee may be terminated by the President, with the advice of the Executive Committee, upon written notice to the appointee.

## **Article 6 - Amendments or Revisions**

Section 1. Amendments to, or revisions of, the Constitution and the By-Laws may be proposed by the Executive Committee or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments or revisions proposed by such petition shall be promptly considered by the Executive Committee and must be submitted to the members with recommendations of the Executive Committee by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The Constitution and/or the By-Laws may be amended or revised by two-thirds vote of the members present and voting at any Regular or Special MCCC meeting called for that purpose. The proposed amendments or revisions shall have been included in the notice of the meeting that shall be mailed to each member at least 14 days prior to the date of the meeting. A quorum of the membership in good standing will be required for any vote to be taken.

## **Article 7 - Dissolution**

Section 1. MCCC may be dissolved at any time by the written consent of not less than three-fourths of the members in good standing. In the event of the dissolution of MCCC, whether voluntary or by operation of law, none of the property, assets or proceeds shall be distributed to any member of MCCC. But after payment of the debts of MCCC, its property and assets shall be given to a charitable organization or school for the benefit of children's education.

## **Article 8 - Software Reproduction**

Section 1. Software that is maintained in the MCCC library is intended to further enhance the

use of the member's personal computer. Illegal copies of copyrighted software shall not be maintained in the MCCC library, nor transferred from one member to another at any MCCC meeting. Any member in violation of this Article of the By-Laws shall forfeit membership, membership dues and face charges or expulsion at the next Executive Committee meeting. If the member is expelled, he/she will not be allowed to re-apply for membership in MCCC for a period of at least 12 months after such expulsion.

## **Article 9 - Offices, Books and Records**

Section 1. MCCC shall be registered with the appropriate legal entities as necessary.

Section 2. MCCC shall keep correct and complete books and records of accounts. Minutes shall also be kept for all Regular and Special Club meetings as well as all Committee meetings. . All books and records of the club may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## **Article 10 - Order of Business**

Section 1. At meetings of MCCC the order of business, so far as the character and nature of the meeting may permit, shall consist of the following items:

- Meeting Attendance & Introduction of Guests
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Newsletter Editor
- Report of the Committees
- Election of Officers & Directors (at the Annual Meeting)
- Unfinished business
- New business
- Adjournment
- Program/Activity

Section 2. At meetings of the Executive Committee, the order of business, unless

otherwise directed by a majority of those present, shall consist of the following items:

- Meeting Attendance
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Unfinished business
- New business
- Adjournment

Section 3. In situations not covered by these By-Laws, MCCC shall be governed by "ROBERT'S RULES OF ORDER, NEWLY REVISED."