



**NORTHWEST LOUISIANA PERSONAL  
COMPUTER USER GROUP, INC.  
BYLAWS  
AUGUST 2000  
AS AMENDED, OCTOBER 2002 and OCTOBER 2006**

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I. NAME AND IDENTITY

- A. The name of this corporation is Northwest Louisiana Personal Computer User Group, Inc.
- B. It is a non-profit, non-stock, membership corporation organized to afford its members the privileges and protections of the Nonprofit Corporation Law of Louisiana and the benefits of the federal Internal Revenue Code, particularly Sec. 501(c)(3).
- C. Its purpose is to provide a forum to facilitate the enjoyment and educational benefits of a diverse representation of computer skills and abilities among its members and also to share this experience with the general public in this community.
- D. Its policy is to adhere to the highest standards of conduct in its affairs and its activities; specifically, also, to honor the copyrights, patents, trademarks and other property rights of others and to comply with the reasonable requirements established for their use.
- E. Its activities are intended to be in harmony and compliance with governmental provisions so as to afford maximum protection for the members, individually and collectively.
- F. It does not practice or advocate any religious or political agenda or endorse the products or services of any manufacturer or champion any cause not associated with personal computers.

II. ADDRESSES

- A. The Board of Directors shall maintain a post office box or other mailbox location as the ongoing principal mailing address of the corporation.
- B. The Board of Directors shall establish an address for the registered office in Shreveport, Caddo Parish, Louisiana as necessary to comply with the requirements of governing authorities.
- C. The Board of Directors shall select locations at which member meetings and Board of Directors' meetings are scheduled to be conducted and announce these locations in the manner as provided at Notices.



III. CORPORATE RECORDS

- A. The corporation shall maintain a Corporate Records Book in which there shall be kept the originals, or exact photocopies, of all organizational records, including:
1. Articles of Incorporation, and amendments;
  2. Bylaws and amendments, and all proposed amendments showing the date submitted to the membership and action taken on each proposal;
  3. Record of membership;
  4. Minutes of all member meetings: annual, monthly, and special;
  5. Policies, Practices, Procedures and any other statements of any kind pertaining to operations or other matters;
  6. Resolutions of the Board of Directors;
  7. Written executive directives having an enduring effect;
  8. Treasurer's monthly reports and all tax returns;
  9. Reports to and from governmental bodies;
  10. Any other documents reflecting the structure, operation and financial condition of the corporation.
- B. Corporate records shall be kept at an address where they may be made available for examination and copying by any member, at his expense, at any reasonable time. Current records regarding the past ninety days shall be made available to the members at each board meeting and at each member meeting.
- C. Each director, at his request, shall be provided a copy of the Directors Notebook, shall maintain it in a current condition, and shall surrender it to the President when he shall have concluded his service as director. The Directors Notebook should contain those items as may be prescribed from time to time by the Board.
- D. It is the responsibility of both the President and the Secretary to each maintain a Corporate Records Book and to make it available for examination by members at reasonable times and places.
- E. All corporate records are to be maintained or duplicated in writing, and may also be kept and transmitted by electronic or other means which are capable of being converted into written form without delay.
- F. There is no right for anyone other than a member of this corporation to have any access to any records of this corporation, except by specific written authorization of the Board of Directors
- G. All membership records pertaining to a membership shall be deleted from the corporate records on the second annual anniversary of the expiration of a membership, retaining only the name, membership number, date membership began and date membership ended, of each former membership.



#### IV. MEMBERSHIP

- A. Membership is offered on an open, non-restrictive basis to all persons having an interest in computing whose written applications have been approved by the Board of Directors and upon payment of the first annual dues and any application fee.
- B. There is only one class of membership, with each membership having equal rights.
- C. Each membership is entitled to one vote. This right rests exclusively with the person in whose name the membership is carried on the corporate records of membership. Voting by proxy is not permitted. The Board of Directors shall provide for the manner of voting in the situation of a membership which provides privileges to more than one individual.
- D. No membership may exercise voting rights or hold any elective office when its dues are delinquent.
- E. There are categories of membership for the purpose of setting the amount of annual dues to be paid and the types of privileges which may be enjoyed by each category, as follows:
  - 1. Regular – For an individual, together with the resident members of his family;
  - 2. Spousal – For the spouse of a regular member;
  - 3. Student – For an individual enrolled as a full-time student at an accredited school;
  - 4. Sponsor – For a computer-oriented commercial, educational, or professional organization.

The Board of Directors, by resolution, shall define the qualifications and privileges pertaining to each category of membership.

- F. The ultimate authority of this corporation is vested in the membership, which retains the right, but not the duty, of control over the actions of the Board of Directors and officers, and their appointees in every matter.
- G. The authority granted by the membership to the Board of Directors and officers, and their appointees, carries with it the responsibility of acting in the best interests of the membership.
- H. At any member meeting the membership may reverse, nullify, modify or extend any act of the Board of Directors or any action of any officer, or their appointees, in every matter as a right if proceedings to do so are initiated within ninety days of the conduct sought to be modified.
- I. It is the duty of each member to inform the Treasurer of his current address to which notices concerning meetings and corporate activities may be sent. It is his further duty to become informed of all rules and regulations which affect his relationship to the corporation.
- J. The Board of Directors may grant a complimentary, or honorary, membership for a limited duration not to exceed twelve months in recognition of exceptional service on behalf of the corporation. Such membership shall have no right to vote or hold office.
- K. Membership does not create any property rights or interests, nor does it require any financial responsibility other than the payment of annual dues or any application fee as stated in these Bylaws. No membership shall be fractional, transferable or heritable.



**V. DUES AND FEES**

- A. The Board of Directors, by resolution, shall establish the amount of the annual dues which are to be paid as a condition of membership, and the amount of any application fee (which shall not exceed the rate of annual dues) to be paid by a new applicant. No change in amounts shall be retroactive.
- B. The Board of Directors, by resolution, may establish different rates of annual dues (and any application fees) to reflect different categories of membership established by these Bylaws.
- C. The Board of Directors, by resolution, shall determine an applicable due date by which time respective members' dues shall be paid. If annual dues are not paid in advance on the date due they will be delinquent. When a member's dues are delinquent the Board of Directors may declare that membership terminated, without prejudice to reinstatement upon payment of all dues retroactive to the due date. If dues are delinquent thirty days membership is automatically terminated. An application for membership by a person whose membership has been automatically terminated may be treated by the board as a new application or as a reinstatement.
- D. Membership shall exist during the period for which dues have been paid in advance. In the case of resignation or removal membership terminates on the effective dates of those acts.
- E. No member has the right for a return of annual dues or any membership fee paid.
- F. In exceptional circumstances, upon application by a member, the Board of Directors may renew a membership for a period of fewer than twelve months, and prorate the advance dues accordingly.
- G. Upon application of a member whose circumstances will temporarily prevent his being able to enjoy the privileges of his membership, the Board of Directors may temporarily suspend the membership for a specific period of time, or for an indefinite time, not to exceed twelve months.
- H. The Board of Directors, by resolution, may suspend the dues of any member undertaking significant responsibility, or in recognition of exceptional service rendered by a member, for the period of such responsibility or service.



**VI. BOARD OF DIRECTORS**

- A. The affairs of the corporation shall be managed by, or under the direction of, a board of directors elected by the members from the membership.
- B. The term of office is three years, beginning upon election and terminating upon the election of his successor.
- C. A majority of the Board of Directors serving shall be necessary to constitute a quorum for the transaction of business, and the acts of the majority of the directors present at such a meeting shall be the acts of the Board of Directors.
- D. The Board of Directors may take action specified in writing by a consent signed by all of the directors, and filed in the corporate records.
- E. The Board of Directors may hold a meeting by any means where all directors can communicate with each other concurrently, even though all members are not in the presence of each other.
- F. Voting by proxy is not permitted..
- G. The Board of Directors may nullify, reverse, modify or extend the act of any officer in every matter, or take any action which falls within the scope of the officer's responsibility where that officer fails or refuses to act, as a right, if proceedings to do so are initiated within ninety days of the conduct sought to be modified.
- H. Directors shall serve without compensation for service as director.



**VII. OFFICERS**

- A. The activities of the Corporation shall be conducted by officers elected from the membership by the Board of Directors.
- B. The four officers are President, Vice President, Secretary, and Treasurer.
- C. The term of office is one year, beginning upon election and terminating upon election of the successor in office.
- D. The officers are responsible for performance of the duties as established by the Board of Directors.
- E. The basic areas of responsibility of the officers are:
  - 1. President: To direct operations and preside over board meetings and member meetings except where the board or membership, respectively, has selected another presiding officer for any portion of a meeting.
  - 2. Vice President: To supplement the President and to temporarily fill vacancies in other offices.
  - 3. Secretary: To keep minutes of Board and member meetings and maintain corporate records, except those which are the responsibility of the Treasurer.
  - 4. Treasurer: To receive, maintain, disburse, and account for all funds, and maintain all financial and membership records, and be responsible for all budget matters as may be established by the Board of Directors.
  - 5. The President and the Secretary are each charged, in Article III.D., with maintaining a Corporate Records Book as described in Article III.A.
- F. All officers shall make available at meetings, and at other reasonable times and places, records reflecting the current condition of all matters which fall within the responsibility of that officer, and shall report on any of such matters to the board, and to the membership, upon request.
- G. Officers shall serve without compensation for service as officer.



**VIII. COMMITTEES**

- A. The Board of Directors may establish committees comprised of any members to carry out the activities of the corporation. The President, subject to the approval by the Board, shall appoint the chairman of a committee, who serves at the discretion of the President. The chairman may appoint members of the committee, to serve at his discretion. The President, or his designee, may attend any committee meetings and shall be apprised of committee activities by the chairman..
- B. All committees exist and shall function to discharge the objectives established by the Board of Directors, which shall have the overall supervision of committee activities. No director, unless so appointed by the chairman, shall have any direct supervision of, or responsibility regarding,, and committee activity. The Board may designate that a Director shall have oversight as to a particular committee's activities.
- C. The chairman, or his designee, may be called upon at any board meeting to report on its activities.
- D. The committees which are named are:
  - 1. Elections
  - 2. Membership
  - 3. Program
  - 4. Publicity
  - 5. Special Interest Groups
  - 6. Website.
- E. The Board of Directors, by resolution, may establish additional committees. The functions of any committees may be merged or divided from time to time to more effectively accomplish the objectives for which the committees were established.
- F. No committee or any of its members shall have any authority other than that specifically granted by the Board of Directors.



**IX. NOTICES**

**A. MEMBERS**

1. All notices to members are to be given not fewer than seven calendar days prior to the meeting, event or circumstance as to which the notice is being given. Notices shall be given by such means as will provide actual, timely receipt of such notice by the membership.
2. Such means include announcements at meetings, posting on the Website, email distribution, newsletter or other publications, and any other means as may be determined by the Board of Directors.
3. Notice of a Special Member Meeting shall be given by all such means as has been provided above, as well as by posting a conspicuous notice on the Website not fewer than seven calendar days prior to the date fixed for the meeting.

In the event it should appear that such notice cannot be accomplished, this notice must be given to each member by U.S. Mail, to the address which he has provided to the Treasurer, deposited not later than the seventh calendar prior to the date fixed for the meeting.
4. No specific notice is required for Annual Meetings or regular monthly member meetings, unless there has been a change of either the time, date or location since the last Annual or monthly member meeting, respectively.

If there has been such a change regarding an Annual Meeting, notice is to be given as is required for Notice of Special Member Meeting
5. The Notice of Special Member Meeting shall state the date, time, location and purpose of the meeting.
6. Specific provisions regarding Notice in the case of Elections and Amendment are contained in Bylaws addressing those specific matters.

**B. BOARD OF DIRECTORS**

1. No specific notice is required for regular monthly Board of Directors meetings unless there has been a change of either the time, date, or location since the last monthly board meeting. If there has been such a change the notice shall be given as is required for Notice of Special Board of Directors Meeting.
2. Notice of Special Board of Directors Meetings and of the annual Board of Directors meeting shall be given by the Secretary to each board member personally, by the most reasonable and efficient means possible, such as by telephone, or by electronic communication or U.S. mail or other similar means, to be received not fewer than two calendar days prior to the date fixed for the meeting. The method employed for each absent director shall be reported by the Secretary at the time the meeting is called to order; attendance at the meeting by a director will cure any deficiency of notice.
3. The Notice of Special Board of Directors Meetings shall state the date, time, location and purpose of the meeting. No business other than that stated in the Notice may be added to the agenda except by unanimous vote of directors present.



**X. MEETINGS**

**A. MEMBERS**

1. Annual Meetings: The membership shall have its annual meeting at 7:00 PM on the third Thursday of October each year.
2. Monthly Meetings: The membership shall have monthly meetings at 7:00 PM on the third Thursday of each month. The President may temporarily postpone the conduct of any business to accommodate the presentation of programs, demonstrations or announcements of general interest.
3. Special Meetings: The membership shall meet on any other occasion upon call by the President and one director, or by five members, to conduct any business specifically stated as the purpose for the meeting in the Notice of Special Member Meeting. No business other than that stated in the Notice may be added to the agenda except by a two-thirds (2/3) majority vote of members present.
4. A quorum for all meetings of members shall be the attendance, in person, of not less than twenty percent (20%) of the voting membership as certified by the Treasurer at such time as any such business is presented for consideration by the membership.
5. A majority vote of all members present shall be the action of the membership. A plurality vote for candidates for the Board of Directors shall be sufficient to elect. Voting by proxy is not permitted.
6. The Board of Directors, by resolution, shall adopt a standing agenda for the conduct of business at all annual meetings and all monthly meetings. They shall include all matters required by these Bylaws to be submitted to the membership, as well as provision for the expression of matters of interest or concern by any member.
7. The Board of Directors shall, by resolution, establish Rules of Order for the conduct of meetings, and may appoint a Parliamentarian to assist the President on matters of procedure. Any situation not provided for by these Rules of Order may be referred to Robert's Rules of Order, Newly Revised.
8. The Board of Directors may prescribe circumstances under which only members may be in attendance. Only members have the right to attend any meeting or function.

**B. BOARD OF DIRECTORS**

1. Annual Meetings: The Board of Directors shall have its annual meeting after the annual membership meeting but before the next monthly membership meeting to elect officers and conduct any other business which may be had at a monthly board meeting.
2. Monthly Meetings: The Board of Directors shall have its monthly board meetings on the Wednesday of the week preceding the monthly membership meeting.
3. Special Meetings: The Board of Directors shall meet on any other occasion on call of the President, or two directors, to conduct any business specifically stated as the purpose for the meeting in the Notice of Special Board of Directors Meeting.
4. A quorum for the transaction of business at all Board of Directors meetings shall be a majority of the directors serving.
5. A majority vote of all directors present shall be the action of the Board. A plurality vote for candidates for each office shall be sufficient to elect.
6. The Board of Directors shall adopt a standing agenda for the conduct of all business, which shall include all matters required by these Bylaws.
7. The Board of Directors may establish Rules of Order for the conduct of its meetings, and may adopt all or any part of Robert's Rules of Order, Newly Revised, by reference at any time. If the President is not a director he shall preside but shall have no vote.
8. All Board of Directors meetings are open to any member. The board shall establish procedures to allow access for members to attend meetings, which are convenient to both the members and the board.



## **XI. ELECTIONS**

### **A. BOARD OF DIRECTORS**

1. Any member may be nominated for election to the Board of Directors.
2. At each annual meeting there shall be an election to fill vacancies on the Board of Directors, including three regular vacancies created by the expiration of the regular three-year terms, and also the remaining terms of any additional vacancies, to constitute a board consisting of nine members.

Should the membership fail to fill any such vacancy, that position shall not then be considered as vacant until the next Annual Meeting or any Special Meeting call for the purpose of filling a vacancy.
3. The Elections Committee shall report its slate of nominees for each vacancy at the monthly member meeting prior to the annual meeting, and submit it for inclusion on the Website for seven calendar days prior to the Annual Meeting.
4. Election to fill any vacancy on the Board of Directors may be had at any special member meeting called for that purpose. The Notice for the special meeting shall contain a report of the Elections Committee.
5. Additional nominations may be made from the floor by any member at any meeting for election to any position as to which a vote may be taken.
6. Voting shall be by written, secret ballot according to procedures established by the Board of Directors.
7. Each member is entitled to one vote per vacancy. No cumulative voting is permitted. A ballot containing a greater number of votes than there are vacancies to be filled is voided. Voting by proxy is not permitted.
8. Directors are elected by a plurality vote of members present. The three vacancies to be filled annually shall be those candidates receiving the highest number of votes from among all candidates for those vacancies. In case of a tie there will be a runoff election immediately.
9. Immediately following announcement of the results of the election of directors the membership may, by popular vote, select a nominee for election to any Office position. The Board of Directors shall establish a procedure for effecting this selection process.

### **B. OFFICERS**

1. At its annual meeting following the annual membership meeting the Board of Directors shall elect a President, a Vice President, a Secretary and a Treasurer.
2. Any member may be nominated by any director for election to any office. Additionally, any nominations may be submitted by the membership at the annual membership meeting according to procedures established by the board.
3. Each director is entitled to one vote per office. Voting by proxy is not permitted.
4. Voting shall be by written, secret ballot according to procedures established by the Board of Directors.
5. Officers are elected by a plurality vote of directors present.



**XII. REMOVAL**

- A. Any member, director or officer may be removed from any such position should he fail to comply with these Bylaws or the reasonable rules and regulations made for the governing of corporate affairs, or fail to act in the best interests of the membership, or engage in conduct which, in the judgment of the board or membership, substantially interferes with the activities of the organization.
- B. Any member who seeks the removal of anyone from any position shall present to the Board of Directors, through the President, a written statement specifying the removal action desired, together with all written reasons upon which he intends to rely in support of the request. A copy of this statement shall be immediately provided to the member whose removal is sought. This removal request shall be on the agenda of the next-occurring board meeting, with notice of such meeting being given to the member seeking removal and the member sought to be removed, with each having the right to attend all meetings at which the removal request is a matter for consideration. Only those matters contained in the written statement may be presented in support of the removal request.
- C. The request for removal will be considered by the Board of Directors without the necessity of a motion or second, and determined by a majority of directors present. If the removal of a director is sought, that director shall have no vote on that matter. The determination of the Board may be presented to the membership at its next-occurring meeting for its determination upon motion and second, as any other matter, and determined by a majority of members present.

**XIII. VACANCIES**

- A. In the event of a vacancy, for any reason, at the position of either President, Secretary or Treasurer, the duties of those offices shall be performed by the Vice President or, in his absence, the director having the greatest seniority of membership, until the vacancy is filled by the Board of Directors.
- B. In the event of any vacancy on the Board of Directors, for any reason, the board may fill the vacancy until the members elect directors to fill the vacancy.
- C. In the event there exist vacancies in all officer positions and all director positions the position of director shall be vested in the immediate past President, or past Vice President, or past Secretary or past Treasurer, in succession.
- D. Vacancies occurring at any other positions may be filled by the President until the next meeting of the Board of Directors.



**XIV. MISCELLANEOUS**

- A. There may be published a newsletter, in which case one copy of which shall be distributed at no cost to each member to the address furnished by the member. The newsletter shall provide those notices required by these Bylaws, a summary of Minutes of meetings, and include other reports of activities of the Corporation. The Board of Directors may establish criteria regarding additional content of the newsletter.
- B. The Board of Directors may adopt emblems, logos, insignia, slogans, mottos and other means of identification, which shall be the property of the corporation, the use of which is subject to exclusive control of the board.
- C. The Board of Directors may establish and fund a scholarship fund to honor achievement in the field of computer science by students at accredited institutions of higher learning.
- D. The Board of Directors may affiliate with an association of organizations dedicated to fostering communications between personal computer user groups and assisting them with their educational missions and activities, such as The Association of Personal Computer User Groups, and may designate a member to be a representative to such an organization.
- E. The incumbent President shall be appointed as the agent for the service of process and, if necessary, also the immediate past President.
- F. In the event of service of any legal proceedings on the agent for the service of process the President shall immediately call a special meeting of the Board of Directors and take any prudent action necessary for protection of the corporation prior to such meeting. Only the Board of Directors may institute legal proceedings on behalf of the corporation. The status of any legal proceedings either on behalf of or against the corporation must be reported to the membership monthly in the newsletter and in the monthly member meetings.
- G. The provisions of these Bylaws are to be construed to facilitate the standards expressed in Article I, and to afford the membership the greatest protection possible, both individually and collectively, and to provide the greatest degree of control and participation by the membership.

**XV. AMENDMENT**

- A. Any member may submit a proposed amendment to these Bylaws in writing by filing it with the Secretary at any time or by presenting it at either a Board of Directors meeting or a member meeting.
- B. The proposed amendment shall then be entered in the Corporate Records Book by the President.
- C. A proposed amendment, to be considered for a vote by the membership, shall first have been announced in at least one previous member meeting and posted on the Website in the same manner as is required for Notice of Special Member Meetings. The announcement shall state the intended effect of the proposed amendment and may include its full text.
- D. An amendment requires an affirmative vote of a two-thirds (2/3) majority of members present.
- E. An amendment shall become effective immediately upon an affirmative vote unless otherwise provided by the membership at the time of its adoption.