

Gleneagles Computer Club

BYLAWS

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Amendment #1 2/21/2011

ARTICLE ONE

Organization

Section 1. Name. The name of the Club is Gleneagles Computer Club, hereinafter called the "Club" – Serving the residents of Gleneagles Country Club located in Delray Beach, Florida, hereinafter referred to as Gleneagles.

Section 2. No member of the Board of Directors shall receive any pecuniary profit from the Club for fulfilling his or her duties as a director.

Section 3. The Club is an independent organization, organized with the approval of Gleneagles. Nothing in these Bylaws shall be in conflict with the policies of Gleneagles.

ARTICLE TWO

Purposes

Section 1. Purposes. The Club exists to advance the general knowledge and enjoyment of using personal computers, and to provide a forum for exchange of information. In particular, programs and meetings shall be designed for the following purposes:

- Educating our members
- Informing our members
- Sharing information and techniques
- Learning to enjoy using computers

ARTICLE THREE

Membership

Section 1. Eligibility. Any resident in good standing of Gleneagles who agrees to be governed by these Bylaws and to pay the dues established by the Board of Directors shall be eligible for membership in the Club. Membership shall include one or more individuals from the same household, such as a spouse or resident companion, and shall have only one vote. A spouse or resident companion may have his or her own membership and vote by paying his or her own dues individually, in which case each person will be entitled to all rights and privileges of membership. Member's current in their payment of dues and fees shall enjoy all the rights and privileges of membership, and shall be entitled to vote and hold office. ALL PROGRAMS AND MEETINGS ARE OPEN TO ALL RESIDENTS OF GLENEAGLES

Section 2. Membership Application. Application for membership shall be made as prescribed by the Board of Directors. Acceptance of any new member shall be contingent upon the payment of one year's dues in advance.

Section 3. Voting. For those matters on which voting by members is required, each member in good-standing shall be entitled to cast one (1) vote on each matter of business brought before the membership for vote. A member whose dues or other indebtedness to the Club is more than thirty (30) days in arrears shall not be entitled to vote or exercise the other privileges of membership.

Section 4. Membership Dues. The annual dues of members shall be paid in accordance with the rate and schedule determined by the Board of Directors from time to time in its sole discretion.

Section 5. Meetings.

- (a) **Annual Meeting.** An annual meeting of the members shall be held in March of each year. The President shall report to the membership on the activities of the Club at the annual meeting, and transact such other business as may be required.
- (b) **Special Meetings.** Special meetings may be called by the President, by a majority of the Board or by ten (10) members in good-standing. The notice of such meeting shall state the purpose of the meeting and be given by E-mail to each member at least five (5) days prior to the meeting date.
- (c) **Quorum.** All members in good-standing attending a meeting, or represented by proxy, shall constitute a quorum.
- (d) **Voting.** Each member in good-standing, or his or her duly authorized representative, shall be entitled to vote at any meeting of the members. Each member or representative so qualified shall be entitled to one (1) vote.

- (e) **Voting Standard.** Unless otherwise stipulated in these Bylaws, decisions on each matter of business at a meeting of the members of the Club shall be by majority vote of those eligible to and voting.

ARTICLE FOUR (amended 2/21/2011)

Board of Directors

Section 1. Number and Powers. The Club shall be governed by a Board of Directors. The Board shall pursue and carry out the objectives of the Club, direct its affairs and manage its activities and finances, all in accordance with these Bylaws. The government and policy-making responsibilities of the Club, as well as control of the assets and property of the Club, shall be vested in the Board of Directors. The Board shall annually review the Bylaws of the Club, and may make such rules and regulations as it may, in its discretion, deem necessary. The Board of Directors shall be responsible to and shall report to the membership of the Club.

Section 2. Selection and Election of Directors.

- (a) **Nominating Committee Nominations.** No later than January 1 of each year, the President shall appoint an annual Nominating Committee consisting of three members in good-standing, of whom one shall also sit on the Board of Directors and two (2) shall be selected from the members-at-large. The nominating committee is charged with seeking members to fill seats on the Board. At the February meeting, following its appointment, the Nominating Committee shall submit to the membership a proposed slate of members in good-standing as nominees.
- (b) **Nominations by Membership.** Nominations to the Board of Directors may also be made by any member in good-standing, by submitting his or her name to the Nominating Committee prior to the February meeting. The Nominating Committee report shall be E-mailed, by the Secretary, to all members promptly after submission of the slate at the February meeting.
- (c) **Election.** At the March annual meeting the members shall be requested to ratify and accept the Nominating Committee report and elect the new Directors.

Section 3. Terms. The term of office of each member of the Board of Directors shall be one year, except as otherwise provided herein. A Director's term shall commence immediately following his or her election to the Board of Directors.

Section 4. Meetings.

- (a) **Annual Meetings.** The annual meeting of the Board of Directors shall be held in the month of April each year, following their election, at a time and place to be designated in the notice thereof. The Secretary shall cause to be E-mailed to each Director a notice telling the date, time, and place of such annual meeting.
- (b) **Regular Meetings.** Regular meetings of the Board of Directors of this Club shall be held at least quarterly, and at such time and place as the Board of Directors shall determine.
- (c) **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by any four members of the Board when they deem it to be in the best interest of the Club. No business other than that specified in the notice may be transacted at such special meeting.
- (d) **Notices.** Written notice of any regular or special meeting, setting forth the time, place and date of the meeting, shall be E-mailed by the President, or in the case of a special meeting, by the requesting Directors, at least five (5) calendar days prior to the date of the meeting. In all cases where notice is required, E-mail to the last known address, shall constitute proper notice.
- (e) **Quorum.** A quorum shall consist of a simple majority of the Board of Directors eligible to vote. No business shall be conducted if a quorum is lacking.
- (f) **Voting Standard.** Unless otherwise stipulated in these Bylaws, decisions on each matter of business at a meeting of the Board of Directors shall be by majority vote of those voting.

Section 5. Removal. Any Director may be removed from his position as a Director at any time for conduct unbecoming a director or any other reason by a two-thirds vote of the Board. In addition, the Board of Directors shall terminate the term of any Director who has been absent from three (3) consecutive Board meetings or who has been absent from four (4) Board meetings in any consecutive twelve (12) month period, unless said absences are excused by the Board for good cause or are during any month where a member meeting is not held. Advance notice of any such removal proceedings shall be given to all Directors at least ten (10) days prior to said proceedings, and the Director subject to removal shall be given a chance to appear before the Board in his or her own defense prior to the vote. No Director may be removed from office by virtue of a reduction in the number of directorships in the Club. If any amendment in these Bylaws results in a change in the term of Directors, those Directors in office at the time of said change shall remain in office for the balance of the term for which they were originally elected.

Section 6. Vacancies. Vacancies on the Board shall be filled by a vote of the remaining Directors for the balance of the unexpired term

Section 7. Voting. Each Director shall have one vote on each matter acted on by the Board, and a majority vote of those Directors present at a meeting at which a quorum is present shall be required to decide any question.

Section 8. Place of Meetings. All meetings of the Board of Directors shall be held at such place, within Gleneagles, as shall be designated in the notice of meeting and agreed upon by a majority of the Directors entitled to vote.

Section 9. Directors' Consents. Any action of the Club which can be authorized at a regularly constituted meeting of the Board of Directors, or a committee thereof, may be authorized without such a meeting, provided that all of the Directors consent in writing to such action before or after the time such action is taken. The Secretary of the Club shall file such consents with the minutes of the meetings of the Board of Directors

Section 10. Compensation. No Director shall by reason of his or her office be entitled to receive any salary or compensation

ARTICLE FIVE

Officers

Section 1. Election. The officers shall be elected by the Board of Directors at the annual meeting and shall serve for the following terms:

President	-	one year
Vice-Presidents	-	one year
Treasurer	-	one year
Secretary	-	one year

Section 2. President. The President shall preside at all meetings of the Board of Directors and shall be empowered to sign and execute in the name of the Club, all bonds, contracts, or other obligations authorized by the Board of Directors, or by these Bylaws.

Section 3. Vice Presidents. The Board of Directors shall elect such Vice Presidents as it may determine are necessary in its sole discretion. Vice Presidents designated by the Board of Directors, shall have such other powers and shall discharge such duties as may be assigned to him or her, from time to time by the Board and shall assume the duties and powers of the President in his or her absence.

Section 4. Secretary. The Secretary shall attest and sign all documents of the Club as may be legally required, record and preserve minutes of Board, and membership meetings; maintain records of Club membership; notify appropriate members in accordance with these Bylaws of membership and Board meetings and other Club events.

Section 5. Treasurer. The Treasurer shall have the care and custody of, and be responsible for all funds and securities of the Club, and deposit all such funds in the name of the Club in such bank, trust company or trust companies, or safe deposit vault as the Board of Directors may designate, and shall be authorized to sign on behalf of the Club checks and other necessary documents. Each month, the Treasurer shall prepare a balance sheet showing the financial condition of the Club and a statement of receipts and disbursements for the preceding month and shall keep said balance sheet and statement available to the members. The Treasurer shall maintain a list of members and shall notify each member of dues payable. In the discretion of the Board of Directors, a bond may be required of the Treasurer, provided, the cost of such bond shall be paid by the Club.

Section 6. Removal. Any officer may be removed from office at any time for any reason by a majority vote of the Board at a special meeting called for that purpose.

Section 7. Vacancies. The Board shall fill a vacancy in any office by a majority vote of the Directors present at a meeting at which a quorum is present. The person filling the vacancy shall serve out the term of office until its expiration or until a successor has been elected and qualified.

ARTICLE SIX

Rules

Section 1. Rules. All meetings shall be conducted in accordance with Robert's Rules of Order,

Revised and these Bylaws.

Section 2. Fiscal Year, Budget. The fiscal year of the Club shall run from September 1st through August 31st. The Board of Directors shall adopt an annual budget for the financial operation of the Club.

Section 3. Records. All records of the Club shall be available for examination by the members, provided that twenty-four (24) hour prior notice is given to the President.

ARTICLE SEVEN

Committees

Section 1. Standing Committees. The President, subject to the approval of the Board of Directors, shall appoint the members of the following standing committees, and such other standing committees as may be deemed appropriate from time to time.

- (a) **Education**
- (b) **Programs**
- (c) **Web Site**
- (d) **Communications**
- (e) **Finances**
- (f) **Membership**

ARTICLE EIGHT

Amendments

Section 1. These Bylaws may be amended by the Members by the two-thirds affirmative vote of those voting at a regular or special meeting of the Club. No amendment to these Bylaws may be considered at any regular or special meeting unless the proposed amendment shall have been served by E-mail on all members at least five (5) days before the meeting.

ADOPTED DATE: December 18, 2006

ATTEST

President: Jerome Bartzoff

Secretary: Bobbie Duker

AMENDMENT # 1 (follows)

Amendment # 1

Pursuant to Article Four, Section 1 of the Bylaws and in accordance with Article 8, the following amendments to the Bylaws of the Gleneagles Computer Club were adopted by a vote of the Membership at the February 21, 2011 meeting

(Language added is underlined. Language deleted is marked with a ~~striketrough~~)

ARTICLE FOUR

Board of Directors

Section 1. Number and Powers. The Club shall be governed by a Board of Directors. ~~consisting of seven members~~. The Board shall pursue and carry out the objectives of the Club, direct its affairs and manage its activities and finances, all in accordance with these Bylaws. The government and policy-making responsibilities of the Club, as well as control of the assets and property of the Club, shall be vested in the Board of Directors. The

Board shall annually review the Bylaws of the Club, and may make such rules and regulations as it may, in its discretion, deem necessary. The Board of Directors shall be responsible to and shall report to the membership of the Club.

Section 2. Selection and Election of Directors.

(a) Nominating Committee Nominations. No later than ~~February~~ January 1 of each year, the President shall appoint an annual Nominating Committee consisting of three members in good-standing, of whom one shall also sit on the Board of Directors and two (2) shall be selected from the members-at-large. The nominating committee is charged with seeking people members to fill ~~any vacant~~ seats on the Board. At the February meeting, following its appointment, the Nominating Committee shall submit to the membership a proposed slate of members in good-standing as nominees. ~~to replace those Directors whose terms are expiring, or are stepping down from the Board of Directors for other reasons~~

(b) Nominations by Membership. Nominations to the Board of Directors may also be made by any member in good-standing, by submitting his or her name ~~a signed list of nominees~~ to the Nominating Committee Club Secretary ~~or from the floor at~~ prior to the February meeting. The Nominating Committee report ~~names of the proposed nominees~~, shall be E-mailed, by the Secretary, to all members promptly after submission of the slate at the February meeting.

(c) Election. ~~At the March annual meeting~~ If no nominations have been made other than those submitted to the Board of Directors by the Nominating Committee then the members shall be requested to ratify and accept the Nominating Committee report ~~nominations~~ and elect the new Directors ~~at the March annual meeting.~~

Section 3. Terms. The term of office of each member of the Board of Directors shall be one year, except as otherwise provided herein. A Director's term shall commence ~~at the April meeting~~ immediately following his or her election to the Board of Directors. ~~No Director may serve more than four consecutive terms. After a Director has served out four consecutive terms, a period of at least one (1) year must elapse before that member is again eligible for election to the Board of Directors.~~

THE PRECEDING AMENDMENTS WERE APPROVED BY MEMBERS ON FEBRUARY 21, 2011

Attest: Barbara Grossman, Secretary Jerome Bartzoff, President