

VERDE VALLEY COMPUTER CLUB
A NON-PROFIT CORPORATION
STRUCTURE OF CONSTITUTION AND BY-LAWS

Originated May 20, 1987
Amended 12/19/1993
Amended 12/17/1994
Amended 06/21/1997
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ARTICLE I - NAME & OFFICES

Section 1) Name
Section 2) Principal Office

ARTICLE II - PURPOSE AND OBJECTIVES

ARTICLE III - MEMBERSHIP

ARTICLE IV - FISCAL / LEGAL

ARTICLE V - OFFICERS

Section 1) Number of Officers
Section 2) Qualifications, Election & Term of Office
Section 3) Officers Vacancies
Section 4) Duties of President
Section 5) Duties of Vice-President
Section 6) Duties of Secretary
Section 7) Duties of Treasurer
Section 8) Surrender of Records

ARTICLE VI - BOARD OF DIRECTORS

Section 1 Directors

ARTICLE VII COMMITTEES

Section 1) Special Committees

ARTICLE VIII - ELECTIONS

Section 1) Election of Officers
Section 2) Removal of Office

ARTICLE IX – STATUTORY AGENT

Section 1) Appointment of Statutory Agent

ARTICLE X - MEETINGS

Section 1) General Meetings
Section 2) Board Meetings
Section 3) Other Meetings
Section 4) Quorum

ARTICLE XI - DUES

ARTICLE XII – AMMENDMENTS OR REVISIONS

ARTICLE I - NAME AND OFFICES

- Section 1) The name of this Corporation shall be "Verde Valley Computer Club."
- Section 2) The principal office of the Corporation for the transaction of its business is located in Cottonwood, Yavapai County, Arizona, or in such other area within Yavapai County as may be determined by the Board of Directors.

ARTICLE II - PURPOSE AND OBJECTIVES

- Section 1) The purposes and objectives of this Corporation shall be:
- a) To serve as an open educational forum for all persons who have an interest in learning more about the personal computer. All types of personal computers may be included, according to the interests of its members.
 - b) To assist members in keeping abreast of information regarding new computer hardware and software, and upgrades thereto.
 - c) To conduct general and special interest educational meetings and classes.
 - d) To communicate accomplishments of the Corporation to news media and specialty magazines serving the field.
 - e) To serve the community by cooperating with schools, public or private, to facilitate the advancement of knowledge and skills of the general public, relating to computer usage.
 - f) To provide scholarships and/or other aid to worthy persons through generally recognized and accredited educational institutions.
 - g) To provide public domain software and shareware links for use by its members.
 - h) To refurbish donated computers and provide them to disadvantaged households
 - i) To provide computer training.

ARTICLE III - MEMBERSHIP

- Section 1) Any interested person who pays dues may become a member.
- Section 2) Membership shall include spouse or partner and children under age 25 living in the same household. Family memberships have a single vote unless more than one family member holds either an elected or appointed position on the Board of Directors.

ARTICLE IV - FISCAL / LEGAL

- Section 1) The Corporation shall be a non-profit corporation.
- Section 2) The Corporation's Fiscal Year shall run from January 1st through December 31.
- Section 3) The elected Officers shall be signatories for all the Corporation's bank accounts and any other financial instruments. In addition, the Door Prize Director shall be a signatory on the Corporation's Bank Accounts and be designated as the holder of the Corporation's Check or Debit Card. Two signatures are required for any checks written over an amount as determined by the Board of Directors.

ARTICLE V - OFFICERS

- Section 1) **NUMBER OF OFFICERS**
- a) The elected Officers of the Corporation shall be: the President, Vice President, Secretary, and Treasurer.
- Section 2) **QUALIFICATIONS, ELECTION & TERM OF OFFICE**
- a) The term of office shall be the Corporation's Fiscal Year.
 - b) All nominees for an office shall be a member-in-good-standing prior to assuming office.
 - c) No person may hold the same elected office more than two terms in succession.
 - d) No person shall be an elected Officer more than four years in succession.

- e) However, if initially appointed to serve out an unfinished term of office, an elected Officer's consecutive service may exceed these limitations by the length of time corresponding to that unfinished term of office.
- f) If necessary, any of the Corporation's Officers may hold a combination of any two elected offices, excepting the President, who shall not hold two elected offices concurrently.

Section 3) OFFICERS VACANCIES .

- a) In the event an elected office is vacated in mid-term, the Board of Directors shall appoint a replacement to serve for the remainder of the term.

Section 4) DUTIES OF THE PRESIDENT

- a) The President shall be the Chief Executive Officer of the Corporation. He/She shall supervise and control the affairs of the Corporation and the activities of the officers; an ex-officio member of all committees; and the signing official for all the Corporation's business. He/She shall perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws
- b) He/She shall preside at meetings of the Board of Directors and the General Membership.
- c) He/She shall have the responsibility for regular executive contact with the Special Committees.
- d) He/She shall sign Club checks in the absence of the Treasurer when necessary.
- e) He/She may authorize budgeted expenditures from the club funds with the approval of the Board of Directors, providing no negative balance is reasonably foreseen.
- f) He/She shall provide Agenda Items for an upcoming Board of Directors Meeting to the Secretary at least 3 days in advance of such Board of Directors Meeting.

Section 5) DUTIES OF THE VICE-PRESIDENT

- a) In the absence of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President.
- b) The Vice President shall be the Liaison to the School District.
- c) He/She shall be the Chairperson of the Nominating Committee. The Nominating Committee shall consist of the Vice President and two other members. They shall seek qualified candidates for the Corporation's elected Officers during the next Fiscal Year and shall prepare a slate of nominees for submission to the General Membership.
- d) The Vice President shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.

Section 6) DUTIES OF THE SECRETARY

- a) He/She shall take custody of the original, or certified copies of the Articles of Incorporation and these Constitution and By-Laws as amended or revised as available.
- b) The Secretary shall maintain a record of written minutes of all meetings of the Board of Directors and of the General Membership Meetings where a vote is required.
- c) He/She shall see that all notices are duly given in accordance with the provisions of these Constitution and By-Laws or as may be required by law.
- d) He/She shall be custodian of the records, the seal and logo, if any, of the Corporation.
- e) The Secretary shall receive Agenda Items for an upcoming Board of Directors' Meeting from the President and, if none of the Directors has anything to add, the Secretary shall then forward a copy of the Agenda by email to all Board of Directors at least 2 Days in advance of such Board of Director's Meeting. There shall be a call for any Agenda Items to be added at the beginning of each Board of Directors' Meeting.
- f) The Secretary shall maintain a calendar of when all filings are required of the Corporation to School, State, Federal or other Agencies as well as other events which require action of the Board of Directors and/or any of its individual members. The Secretary shall include such Calendar of Events in the Agenda for each Board of Directors Meeting.

- g) The Secretary shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.

Section 7) DUTIES OF TREASURER

- a) The Treasurer shall take charge and custody of, and be responsible for, all monies and securities of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) He/She shall receive, and give receipt for monies paid to the Corporation from any source whatsoever.
- c) He/She shall disburse, or cause to be disbursed, monies of the Corporation as directed by the Board of Directors, taking proper vouchers for such disbursements.
- d) He/She shall, upon request, exhibit at a reasonable time the financial records to any Officer or member of the Board of Directors.
- e) The Treasurer shall prepare and submit monthly to the Board of Directors either by email or in printed form, a Detailed Trial Balance, and a Profit and Loss (Budget vs. Actual) Statement, as well as a summary of the financial condition of the Corporation.
- f) He/She shall perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.
- g) All monies of the Corporation shall be timely deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.
- h) A proposed Budget must be presented at the November Board of Directors Meeting each year.

Section 8) SURRENDER OF RECORDS

- a) Upon completion of the term of office or resignation, each office holder or Director shall turn over to his/her successor or other Officer all records, correspondence, documents and other Corporate property in his/her possession.

ARTICLE VI - BOARD OF DIRECTORS

Section 1) DIRECTORS

- a) The Board of Directors shall be the Club's governing body.
- b) It shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President and the following Appointed Directors: Beginners Class Director, Computer Refurbishing Director, Door Prize Director, Email Director, Editorial Director, Equipment Director, Membership Director, Program Director, Publicity Director, Special Events Director, the Special Interest Group (SIG) Directors and the Web Director. Each named Director is a voting member of the Board of Directors, and may give a proxy to another member of the Board of Directors when unable to attend a meeting. The absent Board of Directors member is responsible for giving notice in advance to the rest of the Board of Directors by email of said Proxy.
- c) Special Meetings of the Board of Directors shall be announced to all members of the Board of Directors at least seven calendar days in advance, except in emergencies.
- d) The Board of Directors may develop long-range proposals, beyond its own term in office, commensurate with the Corporation's purpose and future well-being.
- e) A copy of the Articles of Incorporation and these Constitution and By-Laws shall be available on the Corporation's Website
- f) The Board of Directors shall appoint an audit committee consisting of the outgoing Treasurer, the incoming Treasurer and one other member of the Board of Directors. The audit of the books shall be an annual confirmation of the books and shall take place in January of each year. If the Treasurer is elected for a second term, the audit will still take place, but with the Treasurer, and two other members of the Board of Directors. The Treasurer shall be an advisor when and if any questions shall arise.
- g) The duties and responsibilities of each Director other than elected Officers are as follows:

- 1) IMMEDIATE PAST PRESIDENT
Unless the Immediate Past President has resigned or been requested to resign, he/she is expected to attend all Board of Director meetings until a new Immediate Past President takes his/her place. The Immediate Past President position shall go to the person holding the office of President on December 31st of the preceding year unless he/she is, again, elected to the office of President for the next Fiscal Year. Due to his/her experience, he/she may contribute to the continuity of the Board of Director's issues. The Immediate Past President shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.
- 2) BEGINNERS CLASS DIRECTOR
He/She shall be responsible for planning, facilitating, and supervising the Beginners Class program; make announcements at each Beginners Class meeting regarding the Corporation's activities and rules of the Computer Lab. Keep accurate records for reporting to the Board of Directors, weekly donations as well as Book Sales. There are several multi-week courses during the school year. Each course shall have one instructor and adequate lab assistants. The Beginners Class Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.
- 3) COMPUTER REFURBISHING DIRECTOR
He/She shall take charge of computer equipment donated to the Corporation, refurbish and provide said computer equipment to disadvantaged households. He/She shall be provided with a Budgeted Amount less any monetary donations given to the Corporation for such purposes. He/She shall give receipts in the form designated by the Board of Directors to such donors of computer equipment as they may request, a copy of which shall be provided to the Board of Directors. He/She shall provide monthly reports to the Board of Directors as to computer equipment donated and computer equipment provided to disadvantaged households. He/She shall obey all software and copyright laws. The Computer Refurbishing Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.
- 4) DOOR PRIZE DIRECTOR
He/She shall procure items to be used as door prizes at the General Meetings and Special Events of the Corporation subject to the direction of the Board of Directors and the approved budget of the Corporation. The Door Prize Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.
- 5) EDITORIAL DIRECTOR
To publish the Corporation's monthly newsletter and provide it in electronic form to the Web Director to be published on the Corporation's Website. The Editorial Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.
- 6) EMAIL DIRECTOR
To maintain the Corporation's email accounts, email aliases and email lists based upon information provided by the Membership Director and/or the Board of Directors. The Email Director shall also perform all duties incidental to the office

and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.

7) EQUIPMENT DIRECTOR

To keep an inventory of all the Corporation's equipment, maintain the equipment (update, clean and repair), supervise use (setup and tear down of equipment), and to add or delete computer software as needed or at the direction of the Board of Directors. He/She shall make hardware and software recommendations to the Board of Directors. To aid in the availability at any time for the convenience of maintaining the equipment or opening rooms for meetings, the Equipment Director shall possess appropriate keys to the premises. He/She shall provide the keys to each SIG Director as needed for their SIG meetings. The SIG Director shall return the keys to the Equipment Director as soon as possible following their SIG meeting. The Equipment Director may designate another Board of Director member or other backup to complete his/her duties for a particular meeting or event. The Equipment Director shall designate another Board Member to hold the keys if he/she is unavailable or out of town. All equipment is to be used exclusively for the Corporation's functions. The Equipment Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.

8) MEMBERSHIP DIRECTOR

Receives monies for both renewal and new memberships and passes said monies to the Treasurer in a timely manner. Update membership rolls and provide membership name tags for the upcoming General Meeting. Record meeting attendance and provide member/visitor registration, and visitors documents. Provide email updates to the Email Director. Membership data shall be kept in confidence and shall not be shared except to the Board of Directors. Send Sympathy card to deceased member families. The Membership Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.

9) PROGRAM DIRECTOR

To make arrangement for an informative program for each General Meeting. Plan for topics to be presented at these meetings in accordance with the aforementioned Purpose and Objectives. Utilize presenters provided by the Arizona Association of Computer Clubs (AZacc) when appropriate and available. Send information to the Editorial Director, Publicity Director and Webmaster for promoting each topic. The Program Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.

10) PUBLICITY DIRECTOR

To provide public service announcements to local media, carry out the Corporation's public relations activities and generate community interest by suitable means. Design and distribute flyers and/or newsletters to libraries, businesses and other places in the local and surrounding communities. Maintain the Corporation's Blog, if existing. The Publicity Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.

- 11) SPECIAL EVENTS DIRECTOR
 To plan menus, purchase food for main dishes and setup for two Potluck Parties; one in July and one in December. Setup, decorate, take down and put away tables. He/She shall control all inventory necessary; and at the end of each Special Event, an list of items needed should be submitted to the Board of Directors. A budgeted amount will be provided for the purchase of food and supplies. The Special Events Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.
- 12) SPECIAL INTEREST GROUP (SIG) DIRECTORS
 The Special Interest Groups (SIGs) currently consist of, but are not limited to, the following: Digital Photography, Genealogy, Spreadsheet, Windows etc., and Word Processing SIGs. Each SIG Director shall be responsible for planning, facilitating, and supervising their program(s); make announcements at each SIG Meeting regarding the Corporation's activities. Each SIG Director shall be responsible for making arrangements to obtain the keys and/or equipment necessary for his/her SIG Meeting from the Equipment Director or from his/her backup and to return said keys as soon as possible following their SIG Meeting. Each SIG Director shall help coordinate meeting times, availability of the school facilities and notify the Vice President (who is the School District Liaison) of any changes in dates and times of SIG Meetings to confirm the availability of the same. He/She shall communicate changes to the Webmaster to be posted in a timely manner on the Corporation's website as well as the Editorial Director and Publicity Director for proper promotion, if time permits. He/She shall, also, coordinate with the Equipment Director on repairs and needs. The SIG Directors shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.
- 16) WEB DIRECTOR
 He/She shall maintain the Corporation's website, updating webpages as needed. Either directly answer or forward all email received from the email alias of info@vvcclub.com to the appropriate person(s). Notify the Treasurer when domain name fees and/or hosting fees, if any, are due. The Web Director shall also perform all duties incidental to the office and such other duties as may be prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation, or by these Constitution and By-Laws.

ARTICLE VII - COMMITTEES

- Section 1) SPECIAL COMMITTEES
 Special committees may be appointed to perform specific tasks as deemed necessary by the Board of Directors.

ARTICLE VIII - ELECTIONS

- Section 1) ELECTION OF OFFICERS
- a) A Nominating Committee for the selection of candidates for Corporation Officers shall be appointed by the Vice-President and shall begin functioning no later than the month of August prior to election.
 - b) The slate of nominees shall list at least one person for each office to be filled if possible.
 - c) The slate of nominees shall be presented to the General Membership at the October General Meeting. All candidates must have accepted their nomination.

- d) At the October, November and December General Meetings, nominations may be made from the floor, provided the proposed nominees agree to stand for office, either verbally or by prior acknowledgment
- e) During the month of November the membership will be notified of the list of nominees in the Corporation's monthly newsletter and/or by email.
- f) The Election of Officers will be held at the December General Meeting, after the introduction of the nominees. In the event there are multiple candidates for one position, the election may take place by secret ballot.

Section 2) REMOVAL FROM OFFICE

- a) If the Board of Directors finds an Officer or Director to be seriously delinquent in the performance of his/her duties, He/She may be asked to resign or He/She may be removed from office by a vote of the Board of Directors.
- b) Any Officer, Director, or member using his/her position or membership to intentionally promote any private enterprise shall, on the first offense, be censured by a vote of the Board of Directors. On a subsequent offense, the offender shall be given the option of an immediate resignation, removal from office or membership termination by a vote of the Board of Directors.

ARTICLE IX – STATUTORY AGENT

- Section 1) The Board of Directors shall appoint a Statutory Agent for the Corporation. He/She must provide their street address to the appropriate State Office(s) and accept any legal summons, petitions or complaints; and after signing for said documents, shall pass them on to the Board of Directors in a timely manner.

ARTICLE IX – MEETINGS

Section 1) GENERAL MEETINGS

- a) There shall be a General Membership Meeting on the third Saturday of each month.

Section 2) BOARD MEETINGS

- a) The Board of Directors shall meet on the first Thursday of each month unless that day is a holiday, at which time they will meet on the second Thursday of the month. Reasons for deviation from this schedule shall be recorded in the Minutes.
- b) The January meeting of the Board of Directors shall be a joint session of the retiring and incoming members of Board of Directors to facilitate transfer of responsibilities.
- c) Any decisions requiring a vote of the Board of Directors can be made either at a regular monthly Board of Directors Meeting or Special Board Meeting or by email and/or phone contact with all of the members of the Board of Directors. Such notification shall be made not less than 2 days and not more than seven days prior to a vote.

Section 3) OTHER MEETINGS

- a) Only designated members of a committee may vote at its meetings.

Section 4) ROBERT'S RULES OF ORDER

While meetings are to be held in an informal format, Roberts Rules of Order shall govern the proceedings of all meetings of the Corporation.

Section 5) QUORUM

- a) Any number of members-in-good-standing attending Regular or Special General Membership Meetings shall constitute a quorum.
- b) A quorum at the Board of Directors meetings shall consist of four voting members, including at least two elected Officers.

ARTICLE XI - DUES

Section 1) DUES

- a) At its November Board of Directors meeting, prior to the start of the new Fiscal Year, the Annual Dues shall be set by the Board of Directors.
- b) Annual Dues must be paid in full no later than March 31st of the current Fiscal Year.
- c) Failure to meet the above requirements will result in a loss of membership, unless the Treasurer and the President agree to a special recorded arrangement.
- d) A former member may be reinstated to full membership upon payment in full of dues owing.
- e) New members shall pay dues pro-rated according to the remaining quarters in the Fiscal Year, including the quarter in which the member joins per attached schedule for the first year only. Renewals or reinstatements may not be prorated.

f) PRO-RATED DUES FOR NEW MEMBERS ONLY

| QUARTER | MONTHS | PRO-RATED DUES |
|---------|-------------------------------|----------------|
| 1 | January 1 through March 31 | 100% |
| 2 | April 1 through June 30 | 75% |
| 3 | July 1 through September 30 | 50% |
| 4 | October 1 through December 31 | 25% |

ARTICLE XII – AMENDMENTS OR REVISIONS

- a) Amendments or Revisions to these Constitution and By-Laws shall be prepared, discussed and voted on by the Board of Directors.
- b) Upon approval of the Board of Directors, the Proposed Changes to these Constitution and By-Laws shall be published by email to the members at least five days prior to the voting meeting. It shall be open for discussion and voted upon by the membership at the next General Meeting following said notification.
- c) Each amendment may be voted on independently.
- d) Ratification of Amendments or Revisions shall be by a simple majority of those voting.
- e) Amendments or Revisions shall be effective immediately following ratification by the membership.