

Gateway Area Macintosh Users Group By-Laws

Article I: Membership

Section 1. Eligibility

Membership is open to everyone who is interested in Apple products and software, related products and third party software. There shall be two types of membership.

- a. Student members. These are members, sponsored by their parents or other responsible adult members. They must be a student in some school
- b. Adult members. These are members older than 18 years old.

Section 2. Election to Membership

Persons interested in joining the Association will fill out a form that has been approved by the Board of Directors, and submit it plus annual dues to the Association Treasurer. Upon review of the form and clearance of the payment the Board of Directors will notify the application of their membership approval.

Section 3. Termination of Membership

Memberships may be terminated.

- a. By resignation. Any member in good standing may resign from the Association upon written notice to the President but no member may resign when in debt to the club.
- b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day dues are required to be paid.
- c. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

Section 4. Dues

- a. The annual dues of Association members shall be:
 1. Twenty dollars (\$20.00) for Student Members
 2. Thirty dollars (\$30.00) for Adult members.
 3. Forty dollars (\$40.00) for Family memberships.
 4. Sixty Seven dollars (\$67.00) for Corporate memberships

- b. The Board of Directors may from time to time assess and change the amount of annual dues for each class of membership cited in Section 4a.
- c. Members who are in arrears in the payment of dues shall be ineligible to vote on any matters presented to the Association until all such arrears have been fully paid.

Article II: Meetings

Section 1. Annual Meeting

The annual meeting of the membership shall be held during the month of May at the principal office of the association, unless otherwise indicated by the President of the association in calling the meeting. The annual meeting shall be for the purpose of electing directors and officers as needed and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings

Special meetings of the membership, for any purpose having a bearing on the objectives of the Association may be called by the President or by the majority vote of the members of the Board of Directors present at a meeting. Special meetings may be called by the Secretary upon a receipt signed by 25 percent (25%) of the members of the Association who are in good standing. Such meeting shall be held at a place, date and hour as may be designated by the Board of Directors. Written notice shall be mailed by the Secretary not less than 14 days or more than 30 days prior to the meeting. The notice shall state the purpose of the meeting and no other Association business may be transacted. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

Section 3. Regular Monthly Meetings (General Meetings)

Regular monthly meetings of the membership may be held at such places and times as shall be determined by the Board of Directors. The purpose of these meetings is to provide educational programs on products and software mentioned in the Constitution Objectives. These meetings are educational in nature and Association business is not conducted. A minimum Quorum is not required for regular monthly meetings.

Section 4. Board Meetings

- a. Actions from the annual meeting shall be addressed at the next scheduled Board meeting.
- b. Special meetings of the Board of Directors may be called by or at the request of the President or any two other directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the State of Missouri as the place for holding a special meeting of the Board of Directors.

- c. Notice of any special meeting shall be given at least two working days prior by written notice delivered personally, by mail, to the physical address of Board members, by email, or by voice message. Attendance of a Director at such meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- d. Regular meetings of the Board of Directors may be held monthly at a time and place as agreed by a majority vote of the Board members.
- e. Meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) “physically” in the same room or conducting a meeting by video conference or teleconference.
- f. Quorum. A majority of the members of the full Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting when a quorum is present shall be the act of the Board of Directors unless the act requires a different number by statute or these By-Laws.
- g. Each Board member shall have one vote.

Article III: Directors, Officers and Positions held within the Association

Section 1. Board of Directors

The business affairs of the association shall be managed by a Board of Directors. The Board shall be comprised of the President, two Vice Presidents, Secretary, Treasurer and two other Board members.

Section 2. Officers

- a. President. Presides over all meetings of the Association.
- b. First Vice President. Performs duties as required by the President
- c. Second Vice President. Performs duties as required by the President.
- d. Secretary. Records the proceedings of Board meetings, the Annual Membership Meeting and Special Meetings. Maintains a record of all meetings.
- e. Treasurer. All monies flowing into and out of the Association go through the Treasurer. The Treasurer maintains the Association financial records and files tax forms as required.

Section 3. Resignations

Any Officer or member of the Board of Directors may resign at any time by giving written and signed notice to the Secretary of the Association. Officers or Board of Directors members who resign are expected to provide Thirty (30) days notice.

Section 4. Vacancies

Any vacancy occurring on the Board or among the officers during the year shall be filled for the balance of that position's term by a majority vote of all the then members of the Board, except that a vacancy in the office of President shall be filled automatically by the Vice President, the resulting vacancy in the office of Vice President shall be filled by the Board. No one person may hold two Board positions simultaneously.

Section 5. Removal

Any Board member missing two (2) consecutive Board meetings, without excuse or contacting the Secretary prior to the meeting to report an absence may be removed by a two-thirds vote of a quorum (as defined in Article II Section 4f) of the Board.

Section 6. Term

All Officers and members of the Board of Directors shall have a term of one year beginning on the date of election at the annual meeting.

Article IV: The Association Year, Voting, Nominations and Elections

Section 1. Association Year

The Club's fiscal year shall begin the 1st day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the election at the Annual Meeting, and shall continue through the election at the next Annual Meeting. The elected officers and directors shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to the office within THIRTY (30) days after the election.

Section 2. Voting

Every member at a meeting (and not otherwise ineligible to vote) shall be entitled to one (1) vote on each matter properly before the membership; provided however that family memberships are entitled to no more than two (2) votes and corporate members no more than three votes. Twenty percent (20%) of the members entitled to vote the day prior to the meeting shall constitute a quorum. This shall be an act of the membership unless the act of a different number is required by Statute or these By-Laws.

Section 3. Annual Election

Election of Officers, and members of the Board of Directors shall take place at the Annual Meeting. The person receiving the largest number of votes for each position shall be declared elected. In case of a tie vote, the balloting will continue until one person is declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy shall be filled by the new Board of Directors in the manner provided by

Article III, Section 4.

Section 4. Nominations

Officers and Board members are encouraged to recruit people as replacements for their positions on the Board. Association members who wish to be a candidate for a position as Officer or member of the Board of Directors will contact the Secretary of the Association not later than one week prior to the annual meeting. Current Officers and members of the Board of Directors are automatically placed on the ballot unless they inform the Secretary that they no longer wish to stand for election. Association members present at the annual meeting may nominate themselves for any position by contacting the President prior to commencement of the election.

Article V: Committees (from the positions identified in the current by-laws)

Section 1. Appointment

The Board may each year appoint committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects. Specifications of Special Committees shall be approved by the Board and kept on file with the Secretary.

Section 2. Termination

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

Article VI: Discipline

Section 1. GAMUGList Violations

Members who repeatedly violate the rules of the GAMUG members email list or the rules of Yahoo groups for its lists are subject to removal from the list. Posting objectionable content, conducting business not associated with the list purpose and posting abusive messages are examples of behavior that can result in removal from the list. Warnings from the list moderator will precede removal from the list.

Section 2. Expulsion

Members may be expelled from the Association for conduct considered prejudicial to the best interests of the Club. Members may be removed from the Association by a two-thirds vote of the entire Board of Directors or a majority vote of members present at the annual meeting. Prior to voting for removal, an Officer or member of the Board of Directors will contact the member in an effort to resolve the issue or issues.

Article VII: Amendments and Adoption

Section 1. Amendments

These By-Laws may be altered, amended, or repealed by a two-thirds majority of the membership present and entitled to vote at any annual, or special meeting of the members. The Board of Directors may propose and present new By-Laws to the general membership for adoption. Written or printed copies of the proposed revisions, alterations, amendments, or additions shall be distributed before the meeting at which they are to be considered.

Section 2. Adoption

These By-laws shall become effective immediately upon their adoption by an act of the general membership as defined in section 2 of Article IV.

Article VIII: Governance Precedence

The Association shall be governed by a cascading set of laws, and policies. Each level defers to the level above it unless the subject is not covered at the higher level.

1. Federal Laws, Directives and Policies
2. State Laws, Directives and Policies
3. Community Laws, Directives and Policies
4. These By-Laws
5. Roberts Rules of Order.

Article IX: Dissolution

The Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of dissolution of the Association except for the purpose of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Association nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club its property and assets shall be given to a charitable organization selected by the Board of Directors.