

Bylaws

Tallahassee Apple Users Group, Inc.

December 4, 2000

Article I – Name, Location, and Authority

Section 1. Name. The name of the organization shall be the Tallahassee Apple Users Group, Inc. It may also refer to itself as the Tallahassee Apple Users Group, T-Apple, T.Apple, or tapple as it deems convenient and/or appropriate. The lack of the official name on a document of T-Apple shall not in and of itself invalidate said document. For purposes of these Bylaws, the term T-Apple will be used to designate the Tallahassee Apple Users Group, Inc. T-Apple shall be located in Leon County, Florida.

Section 2. Authority. T-Apple shall function according to its *Articles of Incorporation* and the *Florida Not For Profit Corporation Act* except as modified with these Bylaws or amended by vote at a meeting of T-Apple.

Article II – Objectives

The objectives of T-Apple, as stated in its Articles of Incorporation, shall be to provide educational information and materials and a forum for free discussion about Apple computers to its members and the general public.

Article III – Membership

Section 1. Classes of Members. T-Apple shall have only one class of members.

Section 2. Application for Membership. Application for membership in T-Apple shall be made in writing or electronically and shall state the name and pertinent addresses of the applicant.

Section 3. Voting Rights. Each T-Apple member shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 4. Voluntary Termination of Membership. Any T-Apple member may resign at any time by giving written or electronic notice of resignation to the President of T-Apple. Any resignation shall take effect at the time specified therein, or if not specified therein, immediately upon its receipt by the President, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Involuntary Termination of Membership. The membership of any T-Apple member may be terminated by a two-thirds (2/3) vote of the members of the Board of Directors present at a regular or special called Board meeting for any of the following reasons:

- A. Non-payment of dues, fees, assessments or other financial obligations to T-Apple for a period of three (3) months or longer after due notice thereof has been sent to the member in arrears.
- B. For good cause. Such involuntary termination shall be effective at such time as the Board may determine. The notice of any meeting at which such termination is to be proposed shall contain a notice of the proposed termination, and the member whose membership status is being challenged shall be notified thereof, in writing, at least twenty (20) days prior to the date of such meeting and shall be given the opportunity to present oral and written evidence with respect to the proposed termination. Any member whose membership is terminated, either voluntarily or involuntarily, shall remain fully liable for any unpaid dues or assessments theretofore levied against him/her.

Section 6. Transfer of Membership. Membership in T-Apple is not transferable or assignable.

Article IV – Meetings of Members

Section 1. Regular Meetings. There shall be regular meetings of the members of T-Apple at such places and times as the Board may from time to time determine.

Section 2. Annual Meeting. There shall be an annual meeting of the members of T-Apple which shall be in December of each year or at such other time as the Board of Directors may determine for the purpose of electing board members and officers of T-Apple and for the transaction of such other business as may come before the meeting. Upon the failure of T-Apple's Board of Directors to establish a time and place for the annual meeting, any twenty (20) members of T-Apple shall determine the time and place of such meeting and shall have the members notified thereof.

Section 3. Special Meetings. Special meetings of the members of T-Apple may be called at any time by the Board of Directors and must be called upon the written or electronic request to the President of forty percent (40%) or more of the

membership. At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting unless unanimous consent is obtained from the members present thereat to transact other business.

Section 4. Notice of Meetings. Written, printed, or electronic notice stating the place, date and hour of any meeting, regular, annual, or special, to members of T-Apple, shall be delivered, either personally, by mail, or by electronic means to each member entitled to vote at such meeting. In case of a special meeting, or when required by statute or by these Bylaws, the purpose for which meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the mail or electronically to the member at his/her address as it appears on the records of T-Apple.

Section 5. Quorum. Twenty percent (20%) or more of the members of T-Apple holding votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. If a quorum is not present, a meeting can continue with presentations and discussions of T-Apple topics, but votes cannot be taken.

Section 6. Voting. Voting on all questions submitted to a vote of the members shall be in such manner as is determined by the person presiding at the meeting or by a majority vote of the members. In connection with any vote by secret written ballot, the person presiding at the meeting at which the vote is to be taken shall appoint three tellers to distribute, collect, and count the ballots.

Section 7. Proxies. There shall be no voting by proxy at any meeting of the members of T-Apple.

Article V – Board of Directors

Section 1. Board of Directors. The management and control of T-Apple and its affairs shall be vested in a Board of Directors.

Section 2. Number and Qualifications. The number of Directors shall be nine (9). Each Director must be a member of T-Apple. A lesser number of Directors may be allowed temporarily until the next regular election due to various causes, such as resignations or unavailability of candidates.

Section 3. Selection of Directors. At each annual meeting of members a President, Vice-President, Secretary, Treasurer, and Director At-Large shall be elected by the members. This elected Director At-Large shall serve the Board and the membership as an advocate to retain and increase T-Apple membership. These five Directors shall then appoint the other four Directors within twenty (20) days. These four appointed Directors are full Directors having all the same rights, duties, and obligations as the elected members of the Board. One of these appointed Directors shall be called a Director At Large. This Director At Large may be chosen from among past officers and directors of T-Apple to enhance the level of experience on the Board. The other three appointed Directors may be appointed to the Board because of their active role in current T-Apple activities.

Section 4. Election and Term of Office. At each annual meeting of T-Apple, the nominee for President, Vice-President, Secretary, Treasurer, and Director At-Large receiving the majority of eligible votes for that office shall be declared the winner. Directors shall serve for one (1) year and until their successors shall have been elected and qualified.

Section 5. Resignation of Directors. Any Director of T-Apple may resign at any time by giving written or electronic notice of his/her resignation to the President. Resignation shall take effect at the time specified therein or, if not specified, immediately upon its receipt by the President.

Section 6. Removal of Directors. A Director may be removed from the Board of Directors if he/she fails to attend two (2) consecutive meetings of the Board of Directors, or for cause, upon the unanimous vote therefor of all the members of the Board of Directors except the Director whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed termination, and the Directors whose status is being challenged shall be notified thereof in writing or electronically at least twenty (20) days prior to the date of such meeting and shall be given the opportunity to present oral and written evidence with respect to the proposed termination.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the Board by electing an eligible person for that Director's unexpired term and office. However, if the vacancy is that of the President, the Vice President becomes the President, and the newly elected Director becomes the Vice President.

Section 8. Nominations and Elections. Nominations for Directors shall be made by a Nominating Committee of five (5) members appointed by the Board. The members of the Nominating Committee shall choose their own Chairman. The Nominating Committee shall meet at such time as to enable publication of the slate of candidates through written or electronic means at least ten (10) days in advance of the annual meeting at which elections are to be conducted. Further

nominations may be made in advance of the meeting or from the floor of the meeting in accordance with procedures established by the Board of Directors.

Article VI – Meetings of Directors

Section 1. Meetings. The Board of Directors shall meet at least quarterly each year. Special meetings of the Board may be called by the President or by five or more of the Directors of T-Apple. All meetings of the Board shall be held at such time and place as the Board may, from time to time, fix or as may be specified in the notice of the meeting.

Section 2. Notice of Meetings. Each member of the Board shall receive notice of the time and place of each meeting of the Board. Except as otherwise required by statute, T-Apple's charter, or these Bylaws, written, printed, or electronic notice of the purpose of any meeting shall be delivered, either personally, by mail, or by electronic means to each Director not less than 48 hours nor more than thirty (30) days before the date on which the meeting is to be held. Notice of any such meeting need not be given to any member of the Board who shall, either before or after the meeting, submit a signed waiver of notice, or shall attend such meeting without protesting the lack of notice to him/her prior to or at its commencement.

Section 3. Quorum. At all meetings of the Board, five or more of the total number of members of the Board must be present in person in order to constitute a quorum for the transaction of business. In the absence of a quorum at any meeting of the Board, a majority of those members of the Board present thereat may adjourn the meeting from time to time without further notice.

Section 4. Voting. Unless otherwise provided by statute or by these Bylaws, the act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. Organization. At each meeting of the Board, the President, if present, or the Vice President, or, if both are absent, such member of the Board as shall be chosen by a majority of the members present, shall act as chairman of the meeting and preside thereat.

Article VII – Executive and Other Committees

Section 1. Executive Committee. The entire Board shall constitute the Executive Committee.

Section 2. Program Committee. The Program Committee shall consist of the Vice President, two of the appointed Directors, plus two non-Directors chosen by the Board from the members at large.

Section 3. Bylaws Committee. The President shall appoint a Bylaws Committee of three member volunteers who are charged with the responsibility of receiving recommendations for Bylaws amendments and doing a thorough Bylaw's review during every leap year.

Section 4. Other Committees. The Board of Directors may, by resolution, designate such standing committees for such purposes and having such powers as it may determine, and the President shall designate such special committees as he/she may deem appropriate and shall appoint the Chairman and members of all committees.

Article VIII – Officers

Section 1. Titles and Terms. The officers of T-Apple shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall hold office for a period of one (1) year immediately following their election and thereafter until their successors shall be duly qualified and elected. No officer or Director of T-Apple shall receive any compensation for his/her services. They may, however, be reimbursed for expenses approved by the Board.

Section 2. President. The President shall be the principal executive officer of T-Apple and shall, in general, supervise and control all the business and affairs of T-Apple. He/she shall preside at all meetings of the Board of Directors and of the members. He/she may sign, with the Secretary, Treasurer or any other proper officer of T-Apple authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of T-Apple; and, in general may be prescribed by the Board from time to time. The President is limited to two consecutive one-year (1) terms of office. This limitation does not prohibit him/her from seeking the office of President in the future.

Section 3. Vice President. In the absence of the President, or in the event of his/her inability to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice president shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 4. Secretary. The Secretary shall keep a record of all proceedings of T-Apple; shall keep a roll of the members of T-Apple; and shall issue notices of all meetings as required by the President or the Board. The Secretary shall perform all duties usually incidental to his/her office or as may be required from time to time by the President or the Board of Directors.

Section 5. Treasurer. The Treasurer shall collect all funds of T-Apple; shall disburse such funds upon the approval of the Board of Directors; shall report annually and at such other times as may be required by the Board of Directors, the amount of funds received and disbursed by him; shall keep regular accounts which at all times shall be open to the inspection of the Board of Directors as a whole; shall perform all duties usually incidental to his office or as may be required from time to time by the Board of Directors.

Article IX – Dues and Assessments

Section 1. Annual Dues. The Board of Directors of T-Apple shall establish the annual dues for members of T-Apple. All dues are payable at such time as may be determined by the Board of Directors.

Section 2. Special Assessments. The Board of Directors, by a vote of at least six (6) members of the Board, may levy special assessments on members subject to approval by at least 60% of the total membership. Such special assessments must be paid within the time limit set by the Board of Directors.

Article X – Budget

An annual budget for each fiscal year shall be prepared by the Treasurer and presented to T-Apple's Board of Directors for its approval no more than twenty (20) days after the annual meeting. Thereafter, at any meeting of the Board, the Board may approve any supplemental budget that may be necessary. T-Apple shall authorize no expenditures nor shall it authorize T-Apple to become obligated to make any expenditure in excess of such annual and supplemental budgets as are properly approved by the Board.

Article XI – Contracts, Checks, Bank Accounts

Section 1. Execution of Contracts. The Board of Directors may authorize any officer or officers, agent or agents, of T-Apple, in addition to the officer or officers so authorized by the Bylaws, to execute and deliver any contract or other instrument in the name and on behalf of T-Apple, and such authority may be general or confined to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these Bylaws, no officer or agent or employee shall have any power or authority to bind T-Apple by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or to any amount.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of T-Apple shall be signed by such officer or officers, agent or agents of T-Apple and in such manner as shall from time to time be determined by resolution of the Board of Directors. There must be a minimum of two Directors signing any fiscal instrument. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of T-Apple.

Section 3. Deposits. All funds of T-Apple not otherwise employed shall be deposited from time to time to the credit of T-Apple in such financial institutions as the Board of Directors may from time to time designate or as may be designated by any officer or officers of T-Apple to whom such power of designation may from time to time be delegated by the Board.

Article XII – Informal Action by Members and Directors

Any action required by statute or these Bylaws to be taken at a meeting of members or of the Board of Directors of T-Apple, or any other action which may be taken at a meeting of the members or of the Board of Directors, may be taken without a meeting if a consent in writing or electronically, setting forth the action so taken, shall be signed by all the members or all of the members of the Board, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as if such action had been taken at a regularly convened meeting of the membership or of the Board of Directors, as the case may be.

Article XIII – Amendments to the Bylaws

The Bylaws of T-Apple may be amended or repealed, or new Bylaws may be adopted at any regular or special meeting of the members upon the affirmative vote of two-thirds (2/3) of the number of members attending said meeting, provided, however, that notice of such meeting shall state at least the substance of any proposed amendment or other action relating to the Bylaws.

Article XIV – Parliamentary Authority

The *Standard Code of Parliamentary Procedure*, prepared by the American Institute of Parliamentarians and published by McGraw Hill, shall be the parliamentary authority for T-Apple.