

**By-Laws of the QUAD-CITIES
COMPUTER SOCIETY (as amended)
12/1/2014**

**SECTION 1
NAME**

1.01 Name: The name of the organization is the Quad-Cities Computer Society and the official acronym for the organization shall be QCS.

**SECTION 2
OFFICES**

2.01 Office: The principal office of the organization shall be in Bettendorf, Iowa.

**SECTION 3
PURPOSES**

3.01 Purpose: This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

3.02 Mission: Specifically, this organization is organized to:

- (a) provide a forum for communicating ideas, resolving problems, and increasing the effectiveness of users of microcomputers and their related software and peripherals;
- (b) educate the public concerning the advantages and disadvantages of microcomputers.
- (c) publish a monthly newsletter for distribution to members, area libraries and educational institutions.
- (d) provide a public internet website as an additional communication medium to attract new members and inform existing membership about meetings and services offered.

3.03 Activities Restricted: This organization shall not, except to an insubstantial degree, engage in any activities that are not in the furtherance of the purposes stated in this section.

3.04 Other Activities Restricted: No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except during a year for which the organization has filed an election pursuant to Section 501(h) of the Internal Revenue Code of 1954, as amended, in which case the organization may engage in such activities to the extent allowed by such provision, except that in no case may the organization participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 4 DEDICATION OF ASSETS

4.01 Dedication of Assets: The properties and assets of this nonprofit organization are irrevocably dedicated to charitable, scientific and educational purposes. No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or trustee of this organization, except as reasonable compensation for the services rendered.

4.02 Distribution of Assets: Upon the dissolution of the organization, the board of directors shall, after paying or making provision for the payments of all of the liabilities of the organization, dispose of all of the assets of the organization to one or more organizations organized exclusively for charitable, scientific, or educational purposes as shall at the time qualify as exempt organizations under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SECTION 5 MEMBERS

5.01 Membership Classes: There shall be five classes of membership in this organization; student, individual, family honorary and life. Any person shall be eligible for membership in the appropriate selected membership class upon payment of such dues as may from time to time be fixed by the board.

(a) Student: An individual under the age of 23 who is enrolled as a full time student in a school for general or higher education.

(b) Individual: Any individual member joining exclusively for his own benefit.

(c) Family: Two or more individuals residing in the same household. Each member will have a vote in business requiring a majority vote of the membership, but will receive only one newsletter per household.

(d) Life: Someone who has established a relationship with the QCS and has provided continued support through works and deeds. This membership shall last for the lifetime of the Society.

5.02 Membership Termination: The membership of any member shall terminate upon the occurrence of any of the following events:

(a) The resignation of the member.

(b) The failure to pay dues within the time set forth by the board of directors.

(c) The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct governing membership in this organization.

5.03 Membership Transfer / Member Death: No member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death.

SECTION 6 MEETINGS OF MEMBERS

6.01 Meetings Time and Place: Meetings of the general membership shall be held once a month at any place and time designated by the board of directors.

6.02 Annual Meeting: The annual meeting of members shall be held concurrently with the regular January meeting at the place regularly designated for general meetings, unless the board fixes another date and place for such meeting and so notifies the members not less than ten days before said meeting.

6.03 Quorum: A majority of the membership in attendance shall constitute a quorum for the transaction of business at a meeting of the members. The members present at any duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 7 DIRECTORS

7.01 Board of Directors: The business and affairs of this organization shall be conducted, and all the powers shall be exercised, by or under the direction of a board of directors.

7.02 Powers Granted: Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- (a) Select and remove all officers, agents and employees of the organization; prescribe any powers and duties for them that are consistent with the law, and with these bylaws; and fix their compensation.
- (b) Change the principal office from one location to another, and designate any place for the holding of any meeting.
- (c) Designate the officers who may act as signatories of the organizations accounts, records, filings and the like.

7.03 Vacancy Defined: A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following:

- (a) The death, resignation, or removal of any director(s);
- (b) The declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of the court; convicted of a felony; or
- (c) The vote of a majority of the members present Board of Directors to remove a director.

SECTION 8 OFFICERS

8.01 Offices Created: The full board of directors shall include the Executive Committee, Directors-at-Large, SIG Leaders, and appointed officers.

The Executive Committee of the Board of Directors shall consist of the following:

- President
- Vice-president
- Secretary
- Treasurer

Past president as a Director-at-large (automatic, not subject to election).

The organization may also have, at the discretion of the board of directors, such other officers as may be appointed by the president in accordance with Section 8.03 of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as President.

Duties of officers not specifically set forth herein shall be enumerated in a separate set of Standing Rules as may be drafted and modified from time to time by the board of directors. The duties of the officers as established herein shall always prevail in the event of conflict between said Standing Rules, as adopted, and these bylaws.

The Executive Committee and Directors-at-Large shall be elected by the general membership of the organization as set forth in Section 6.02 of these bylaws.

8.02 Meetings of the Board: The Board of Directors shall meet monthly at such time and place as shall from time to time be announced by the Board of Directors. Business of the QCS can be conducted with a majority vote of Board Members in attendance.

8.03 Appointments Authorized: The board of directors may appoint, and may authorize the president to appoint, any other officers that the business of the organization may require.

8.04 Removal of Officers: Any officer may be removed for cause, by a vote of majority of the Board of Directors present, at any regular or special meeting of the board.

8.05 Resignation Notice: Any officer may resign at any time by giving written notice to the secretary.

8.06 Vacancies Filled: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office EXCEPT THAT it shall be mandatory that the Board of Directors fill the remaining term of any vacancy in the office of President, Vice-President, Secretary or Treasurer within thirty (30) days of the creation of that vacancy by appointment from a pool of current or prior Board of Directors members. Any Board Member who misses four or more consecutive board meetings, will be subject for consideration of removal.

8.07 President's Duties: The president shall be the chief executive officer of the organization, and as such shall:

- (a) chair all meetings of the board of directors, and in the event of a vote deadlock shall cast the tie breaking vote.

(b) subject to the control of the board of directors, generally supervise, direct and control the business and officers of the organization, and shall have such other powers and duties as shall be prescribed by the board of directors or the bylaws.

(c) appoint chairpersons of those standing and special committees which are not chaired by a specified officer.

(d) be an ex-officio member of all committees except the nominating committee.

(e) Appoint a Nominating Committee: at or before the regular September meeting each year, appoint a member of the board of directors as chairperson and two members from the board of directors to serve as a nominating committee.

8.08 Vice-President's Duties: The vice-president shall:

(a) assist the president, and assume the duties of the president in the president's absence.

(b) be responsible for general meeting programs, unless a Program Chairperson is appointed.

8.09 Secretary's Duties: The secretary shall:

(a) maintain a record of the proceedings of each meeting of the Board of Directors and the annual meeting.

(b) maintain a file of all official documents concerning the Corporation and see to the timely filing of state reports required to maintain corporate status.

(c) receive the correspondence directed to the Society and distribute it to the proper officers and committees, in the absence of another director having been assigned such duties.

8.10 Corresponding Secretary Duties:

(a) handle general correspondence relating to the Society.

8.11 Treasurer's Duties: The treasurer shall:

- (a) be responsible for the safekeeping of Society funds in a financial institution known and approved by the board of directors.
- (b) issue receipts when requested or when deemed necessary.
- (c) collect, account for, and make timely deposits of all funds due the Society and make disbursements as needed, or authorized by the board of directors.
- (d) maintain accurate financial records which shall be available for audit when requested by the board of directors, or an audit committee appointed thereby.
- (e) present a spreadsheet at each Board meeting showing expenditures compared to the budget.
- (f) Present an approved budget at the annual meeting.
- (g) see to the timely filing of all required state and federal forms and tax returns.
- (h) if required by the board of directors, give the organization a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for the restoration of all it's books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement or removal from office, such bond to be provided solely at the expense of the organization.

8.12 Director's Duties: The directors at large shall:

- (a) assist the president in any area the president may see fit.
- (b) act as a stabilizing influence on the Society, and as ombudspersons for members in matters regarding the general membership or other matters in which such third party intervention might be helpful in settling a dispute between members or between a member, or members, and the general public.
- (c) function in a long range planning capacity for the Society.

**SECTION 9
ELECTIONS**

9.01 The nominating committee shall report back to the board of directors not later than the

regularly scheduled board of directors meeting for November their selection of (at least) one candidate for each of the elective board offices. Further nominations for office may be made anytime prior to the call for a vote on election night of anyone who will state their willingness to serve in the capacity for which they are nominated, or who has, prior to election night, filed with the secretary of the board, a signed, written document so stating.

9.02 Elections: Elections shall be held at the regular monthly meeting in January of each year and will be decided by a majority vote of members present.

9.03 Term of Office: Term of office shall be one year, and all officers shall assume their responsibilities the first day of the month following their election. (ie if election is in January, new officers assume their duties the First day of February).

SECTION 10 FISCAL YEAR

10.01 Fiscal Year: The fiscal year shall from January 1st through December 31st.

SECTION 11 RULES DETERMINING

11.01 Rules Determining: Roberts Rules of Order, Newly Revised shall govern the meetings of the Society and shall be the final authority in all matters not covered in these bylaws.

11.02 Any member in good standing with the society may propose changes to the By-laws by written request to the Board of Directors. Such requests will be acted upon within sixty days.

11.03 A majority vote of all Board of Directors shall be required to recommend the By-laws change to the entire membership for approval and will require a majority vote of the entire membership present to be fully accepted.

11.04 Changes in these By-laws shall be published in Qbits one month prior to presentation to the membership at a general meeting for approval.

SECTION 12 RECORDS

12.01 Records: The accounting books, records, articles and bylaws as amended to date, and minutes of proceedings of the board of directors and any committee(s) of the board of trustees shall be kept at such place or places designated by the board of directors. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in

written or typed form, or in any other form capable of being converted into written, typed or printed form.

12.02 Records Accessible: Every member of the Executive Committee shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind, and the physical properties of the organization. This inspection by an Executive Committee member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 13 EFFECTIVE DATE

13.01 Revised Bylaws Effective Date: These bylaws shall take effect as of December 1, 2014.

Quad-Cities Computer Society,

by: s/Patty Lowry, its Past President by: s/Joseph Durham, its Director by: s/Emily Smith, its Director