

# **Mac-In-Awe MUG Constitution and By-Laws (2005)**

Grace A. Dow Memorial Library  
1710 West St. Andrews  
Midland, Michigan 48640

## **CONSTITUTION**

The Mac-In-Awe MUG also known as MIAMUG is the name of the computer club that focuses on the Macintosh platform. The club is open to all individuals interested in computer technology. It provides problem-solving capability, warnings of potential problems, reviews of applications, project descriptions as well as providing social enjoyment to its members.

## **BY-LAWS**

### **I. Name**

The name of the organization shall be Mac-In-Awe MUG or MIAMUG.

### **II. Offices**

The principal offices of Mac-In-Awe MUG shall be at the Grace A. Dow Memorial Library at 1710 West St. Andrews, Midland, Michigan 48640. Board Meetings will normally be held at the Grace A. Dow Memorial Library. However, the Board may change the time and meeting place at its discretion.

### **III. Membership**

Membership in Mac-In-Awe MUG is open to anyone showing sufficient interest in its activities to pay the annual dues as determined from time to time by the Board of Directors. Active members are defined as those whose dues are fully paid for the current fiscal year (April 1 through March 31). Active members are eligible to use Mac-In-Awe MUG material, training aids, or other special benefits that may arise from time to time.

#### **Types of Memberships:**

1. **Adult Family** This pertains to adults. The membership fee is set by the Board and is prorated based on the date time of joining. A family consists of spouse(s) and legal dependents.
2. **Student Member** This membership is available to full time registered students. The student fee is set by the Board and is prorated based on the date of joining.

### **IV. Dues**

Dues for members shall be determined from time to time as determined by the Board of Directors

### **V. Board Of Directors**

A Board of Directors shall be responsible for the operation, conduct of business, and policies of Mac-In-Awe MUG. The Board of Directors shall consist of not more than twelve members elected by the membership for a term of one year at its March

membership meeting. The Board of Directors shall have the power to replace vacated positions. Election of the Board of Directors shall take place at the March membership meeting. Nominations for positions on the Board shall be solicited at the January and February membership meetings.

## **VI. Officers**

The Board of Directors shall elect a President, President-Elect, Treasurer, and Secretary from among its members. The Officers shall be elected at the first meeting of the Board of Directors following the March membership meeting. The Board may hold elections at any other time as deemed necessary. Board members unable to attend meeting in which elections are held, may vote by submitting their recommendation in a notarized letter.

**1. Term Limits.** No term limits are to be imposed, however the Board of Directors are encouraged to seek new people to serve as Officers when possible.

**2. The Executive Committee** shall consist of the President, the President-Elect, the Past President, the Treasurer and the Secretary.

**3. The Duties** of the Officers shall be as follows:

The **President** of the Board shall preside at all meetings of the membership and of the Board. He/she shall have the power to delegate duties at his/her discretion to other members of the Board. The President shall be deemed an *ex-officio* member of all designated committees except the Nominating Committee. The President shall be required to have served at least one year on the Board of Directors to be eligible to be elected to this office.

The **President-Elect** shall, in the absence of the President, assume the duties of the President. In the absence of the President and President-Elect, the Past President shall conduct meetings of the Board and regular MIAMUG. The President-Elect shall, under normal circumstances, succeed the President.

**The Past President (also known as President Emeritus)** shall provide wisdom and guidance to the Officers, and in the absence of the President and President-Elect, conduct Board and MIAMUG Meetings.

The **Secretary** shall notify members of all meetings of the Board; shall keep records of all meetings of the Board; shall attest such records and other documents by his/her signature; and shall safely keep all documents and papers that shall come into his/her possession by virtue of his/her office. He/she shall also perform such other duties as may be assigned by the President.

The **Treasurer** shall keep or cause to be kept an account of all monies received and expended by the organization and shall make disbursements authorized by the Board, approved by such officers as the Board may prescribe. He/she shall deposit, or cause to be deposited, monies of the organization to the credit of the organization in such bank or banks approved by the Board. He/she shall provide the Board with a monthly treasurer's report. His/her accounts shall be open to audit at the request of the Board. Officers shall not be compensated, but they may be reimbursed for expenses in connection with affairs of the organization by resolution of the Board of directors.

The Treasurer will also serve as the Membership Chair. This involves maintaining timely

records of all members in good standing as well as recent delinquent members.

The officers, from time to time as designated by the Board of directors, shall, except as otherwise provided in these by-laws, be vested with all the powers required to perform such duties as may be assigned to them by the Board of directors or the executive committee.

**4. The Apple Ambassador** is a position filled by Board appointment. It can be an Officer or any member of the Board. In accepting this position the Ambassador is granted certain privileges, to be to be passed on, when possible, to members of MIAMUG.

## **VII. Nominations and Elections**

The President shall appoint a Nominating Committee to solicit and register interest in serving on the Board. Current Directors shall be automatically considered unless otherwise indicated. The report of the Nominating Committee shall be made at the March membership meeting and will include accepting nominations from the floor. All eligible nominees must indicate a willingness to serve if elected.

## **VIII. Committees**

The President shall be empowered to establish committees as may be required from time to time in the conduct of Mac-In-Awe MUG business. Committee Chairs shall report to the Board of Directors and are encouraged to attend the monthly meetings of the Board.

## **IX. Special Interest Groups (SIGS)**

Special Interest Groups (SIGs) are approved by the Board and are formed when a topic shows sufficient interest to members of MIAMUG. Meetings of SIGs are held at times different than MIAMUG meetings. A SIG group chooses its leader from among its members. SIG leaders shall keep the Board updated with feedback and information about the SIG, and are encouraged to attend board meetings. Meeting notices for SIGs appear in the monthly newsletter.

## **X. Meetings**

Membership meetings shall take place monthly, or as determined by the Board of Directors. A quorum shall consist of those present at any membership meeting.

The Board of Directors shall meet monthly, between membership meetings, to conduct the business of the organization. A quorum shall require at least four members of the Board, two of whom must be officers. Any action taken at a meeting in which a quorum was confirmed, and with less than a majority of the members present, involving the expenditure of funds greater than \$100.00, or other issues prescribed in the by-laws, will require that absent members be notified, in writing, and given five working days to register dissent. However, regular business such as planning future activities or meetings may be conducted in the absence of a quorum.

In any question of procedure at a Mac-In-Awe MUG meeting, *Robert's Rules of Order* shall prevail.

## **XI. Amendments**

These by-laws may be amended by an affirmative vote of two-thirds of members present at a MIAMUG meeting. Proposed amendments are to be presented to the members two meetings before voting for the amendment. So if we would like to vote on a amendment change in March, the change must be presented at the general meeting in January and again in February.

Prior to a meeting in which by-law changes are to be voted on, a notice of proposed by-law changes are to be sent to members by means similar to the method of delivery of the monthly newsletter. The board will decide on the method of voting.

## **XII. Dissolution**

Upon the dissolution of the organization or the winding up of its affairs, the assets of the organization shall be sold to pay any outstanding debts. Any residual assets shall be distributed exclusively to the Grace A. Dow Memorial Library or to another educational organization, as determined by the Board, which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations, as they now exist or as they may hereafter be amended.

## **XIII. Indemnification**

Mac-In-Awe MUG shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that he/she is or was a director, officer, employee or agent of another organization, partnership, joint venture, trust, corporation, or other enterprise against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Organization and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by Judgment, Order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Organization and, with respect to any criminal action or proceedings, had reasonable cause to believe that his/her conduct was unlawful. The Board of Directors may, to the full extent permitted by law, as amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the organization's expense insurance (a) to indemnify the Organization for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article and (b) to indemnify directors, officers and employees in instances in which they may not otherwise be indemnified by the Organization under the provisions of this Article.

#### **XIV. Copying Policy**

MIAMUG does not condone illegal copying of copyrighted programs other than for personal archival backup of programs which he or she personally owns, deliberate transmission of any "Trojan Horse", "Worm", "Virus", "Spy Ware", or similar material, or maliciously interference in any other way with Internet operations.