

# Port Ludlow Computer Club By-Laws

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## **SECTION 1 - NAME**

1.01 The name of the organization is Port Ludlow Computer Club LLC (Washington), hereinafter referred to as the PLCC.

## **SECTION 2 - OFFICES**

2.01 The principal office of the PLCC will be in Port Ludlow, Washington.

## **SECTION 3 - PURPOSE**

3.01 The purpose of the PLCC is to enrich the lives of our members and community through continuing education and the sharing of knowledge, as it relates to our world of evolving digital technology. Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **SECTION 4 - DEDICATION OF ASSETS**

4.01 The properties and assets of this organization are irrevocably dedicated to charitable, scientific, and educational purposes. No part of the net earnings, properties, or assets of the PLCC, on a dissolution or otherwise, will 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.

## **SECTION 5 - MEMBERS**

5.01 Any resident of Port Ludlow, Washington and vicinity will be eligible for membership in the PLCC upon payment of such dues as are decided the Board of Directors.

5.02 Members are considered in good standing as long as they maintain their annual dues.

5.03 No member in good standing may transfer for value, a membership, or any right arising from it. All rights cease at the member's resignation.

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### **SECTION 6 - MEETINGS OF MEMBERSHIP**

6.01 Regular and special meetings will be held as provided for in these bylaws.

6.02 The annual meeting of the membership will be held in June at the place regularly designated for meetings, unless the Board fixes another date and place for such meeting and so notifies the membership not less than thirty (30) days before said meeting.

6.03 Any of the following may call a special meeting of the members:

- A. The Club President and/or a majority of the Board of Directors
- B. Two-thirds (2/3) or more of the membership present at any meeting provided there is a quorum present.

6.04. The Board of Directors or the President may call an emergency meeting by giving twenty four hours notice to the membership. Emergency meetings may only be called to discuss time sensitive issues and only those issues may be discussed at the meeting.

6.05 At all meetings of the membership, 10 percent of the membership shall constitute a quorum for the transaction of business. Each duly paid-up member household shall have one vote on every issue submitted to a vote of the membership. The acts of a majority of the members present at the meeting shall be the act of the membership, unless otherwise provided for in these Bylaws.

6.07 No proxy or absentee votes will be allowed.

6.08 Conducting business via technology

Should the board deem it appropriate, business to come before the entire club membership may be done using available technology, including, but not limited to, email voting as long as there are enough votes to meet bylaws requirements and appropriate notification requirements are met.

### **SECTION 7 - OFFICERS**

7.01 The officers of the PLCC shall include the President, Vice-president, a Secretary and a Treasurer.

7.02 The officers of the PLCC will be elected by majority vote of the Board of Directors at the first meeting of the Board immediately after each annual general election, provided only that a super majority (60% or more of the total number) of the full Board is present.

7.03 No one person will hold more than one office at the same time.

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7.04 Duties of the officers not specifically set forth herein will be enumerated in a separate set of Policies and Procedures, as may be drafted and modified from time to time by the Board of Directors. The duties of the officers as established herein will always prevail in the event of conflict between said Policies and Procedures, as adopted, and these bylaws.

7.05 The President will:

- A. Chair meetings of the membership and the Board of Directors.
- B. Supervise the business of the PLCC, subject to an override vote by a majority of the Board of Directors, and will have such powers and duties as will be prescribed by the Board of Directors within the limits of these bylaws.
- C. Appoint Chairpersons to committees of the PLCC, subject to an override vote by a super majority (60% or more of the total number) of the full Board.
- D. Be an ex-officio member of all committees.

7.06 The Vice-president will:

- A - Assist the President and assume the duties of the President in the President's absence.

7.07 The Secretary will:

- A. Attend and maintain a record of the decision-making proceedings of each meeting of the PLCC and each meeting of the Board of Directors.
- B. Receive the correspondence directed to the PLCC and distribute it to the proper officers and committees, in the absence of another officer or Director having been assigned such duties.
- C. Handle general correspondence relating to the PLCC, in the absence of another officer or Director having been assigned such duties.
- D. Retain copies of membership records from board, regular, and special meetings.
- E. Provide a copy of the minutes of the previous decision-making meeting at the next monthly Board meeting.
- F. Maintain all documents pertinent to the PLCC, including but not limited to, incorporation, tax status, filings with federal and state governments, scholarships provided, etc.

7.08 The Treasurer will:

- A. Present a financial report at all meetings of the Board of Directors.
- B. Be responsible for the safekeeping of PLCC funds in a financial institution known and approved by the Board of Directors.
- C. Issue receipts when requested or when deemed necessary.

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- D. Collect, account for, and make timely deposits of all funds due the PLCC and make disbursements as necessary, or authorized by the Board of Directors.
- E. Maintain accurate financial records, which will be available for audit when requested by the Board of Directors or an audit committee, appointed thereby. Provide a copy of the financial report at the monthly Board of Directors meeting.
- F. See to the timely filing of all required state and federal forms and tax returns, as required by law.
- G. The Treasurer, President, and the Vice-president shall have their names on the bank signature card.
- H. The Treasurer shall make the proposed budget and the previous year's financial statements available to the membership no less than 30 days before the annual meeting

### **SECTION 8 - BOARD OF DIRECTORS**

8.01 The business and affairs of the PLCC will be conducted, and will be exercised by The Board of Directors.

8.02 The Board of Directors will consist of no fewer than six (6) PLCC members elected by the membership as a whole, with a President, Vice-President and Secretary to be elected by majority vote of the full Board at the time immediately following each annual election. The Board may appoint any qualified PLCC member to hold a non-voting position as Treasurer, or may elect one of its own members to fill that position with full voting privileges

8.03 The Directors of the PLCC will be elected by the general membership of the organization without limit to the number of consecutive terms a Board member may serve.

8.04 A vacancy in the Board of Directors will be deemed to exist on the occurrence of the following:

- A. The death, resignation, or removal of any officer or Director (s),
- B. The declaration by resolution of the Board of Directors of a vacancy of the office of an officer or Director, whom an order of the court has declared of unsound mind or has been convicted of a felony.

8.05 The vote of two-thirds (2/3) of the entire Board of Directors shall be required to remove an officer or Director.

8.06 Any Board member may resign at any time by giving notice to the Secretary.

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8.07 A vacancy in any office because of death, resignation, removal, disqualification, or any other cause will be filled only in the manner prescribed in these bylaws for regular appointment to that office.

8.08 No one person will hold more than one office at the same time.

8.09 Duties of Directors not specifically set forth herein will be enumerated in a separate set of, Policies and Procedures, as may be drafted and modified from time to time by the Board of Directors. The duties of the Directors as established herein will always prevail in the event of conflict between said Policies and Procedures, as adopted, and these by-laws.

8.10 The Board of Directors will meet at such time and place as announced by the Board of Directors.

8.11 No proxy or absentee votes will be allowed.

### **SECTION 9 - ELECTIONS**

9.01 Elections will be held in June of each year at the PLCC annual meeting. Nominations for office may be made any time prior to the call for a vote at the Annual Meeting of anyone who will state willingness to serve in the capacity for which they are nominated, or who has, prior to the Annual Meeting filed with the Secretary, a signed, written or electronic document so stating.

9.02 Terms of office will be two (2) years. However, Directors may serve for multiple terms.

9.03 In the event a Director is unable to complete his/her term of office, the first runner-up will be appointed to serve out the remainder of the time until the next regular election. If the first runner-up is unable to serve, a replacement may be appointed from the membership by the Board of Directors.

9.04 If an elected officer is unable to complete his/her term of office the Board of Directors will elect a replacement pursuant to section 7.02. Said appointment will continue until the next regular elections

### **SECTION 10 - FISCAL YEAR**

10.01 The fiscal year will be from June 1<sup>st</sup> of every year to May 31<sup>st</sup> of the following year.

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### **SECTION 11 - AMENDMENTS**

11.01 These bylaws may be amended, repealed, or modified by a majority vote of the member households present at any annual, or special meeting. The revised bylaws shall be posted on the PLCC's web site.

### **SECTION 12 - LIABILITY**

The Port Ludlow Computer Club, its board of directors, officers, nor members takes any express or implied responsibility for information that is supplied through the club, nor liability for damages through the use of club owned equipment. All opinions and information should be carefully considered and neither the club, its speakers, the board, officers, nor members shall be liable for any incidental or consequential damages that may arise from the furnishing or use of any information or opinions in the course of club activities to fulfill our objective to provide an informal atmosphere for the exchange of computer information.

### **SECTION 13 - DISSOLUTION**

13.01 A special meeting to consider dissolution shall require thirty (30) days advance notice.

13.02 Upon the dissolution of the PLCC, the Board of Directors will, after paying or arranging for the payments of all of the liabilities of the PLCC, dispose of all of the assets of the PLCC. In the event of the dissolution of this organization, any remaining funds or physical assets shall revert to the any organization or government agency designated as a 501.(c).(3). Tax-exempt entity by the Internal Revenue Service.

13.03 Upon dissolution, no person previously a member, or Board member may use the name Port Ludlow Computer Club in formation of a group or association

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## **APPROVAL**

By motions duly made, these bylaws having been approved by the Board of Directors and duly approved by the membership May 12, 2008

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David Pike  
President, Port Ludlow Computer Club

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Mary Ronen  
Secretary, Port Ludlow Computer Club