

BYLAWS OF THE TUCSON COMPUTER SOCIETY

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ARTICLE I NAME

The name of this organization shall be the Tucson Computer Society (TCS).

ARTICLE II GOALS AND OBJECTIVES

TCS shall be a nonprofit, computer-related educational organization; shall provide a forum for members and the general public for mutual benefit and increased understanding of computer-related subjects; and may acquire funds and own property, both real and personal, necessary to promote the purposes of the organization.

ARTICLE III MEMBERSHIP

Section 1. Membership shall be open to all individuals who support the goals and objectives of TCS. Membership in TCS shall not be denied to anyone based upon race, creed, sex, religion, national origin, age, sexual orientation or disability.

Section 2. A Member is an individual who has paid prescribed dues. A Member is considered to be in good standing when prescribed dues are paid on or before the expiration date of membership.

Section 3. A Member in good standing is entitled to vote; is urged to actively participate in the administration of TCS; and shall be granted proof of membership that authorizes participation in activities, events and benefits reserved for members of TCS.

Section 4. Annual dues for membership shall be set by the Board of Directors.

ARTICLE IV ADMINISTRATION OF TCS

Section 1. The Board of Directors, shall consist of seven Executive Directors and a number of appointed Managing Directors up to the limit imposed by the Articles of Incorporation. The Board of Directors shall have general supervision and administrative authority over the affairs of TCS and shall perform such duties specified in these bylaws. None of its acts shall conflict with The Articles of Incorporation.

Section 2. Term of office for members of the Board of Directors shall be one year or until their successors are elected. The term shall begin on July 1 and continue through June 30 of each year. If the President is unable to fulfill his/her term, the Vice President shall assume the office of President. Should other positions of the Executive Directors become vacant, the President, with the approval of 2/3s of the Board of Directors shall appoint an individual to fill the vacancy for the remainder of the term. No member shall hold more than one Executive Director position at a time.

Section 3. The Executive Directors shall be the President, Vice President, Secretary, Treasurer and three Members-at-Large.

A. The President shall preside at the meetings of the TCS; call special meetings; establish committees and appoint chairpersons as required; and perform the duties prescribed by these bylaws.

B. The Vice President shall assist the President; perform the duties of the President when s/he is absent; succeed to the office of President in the event it becomes vacant; and perform the duties prescribed by these bylaws.

C. The Secretary shall keep the minutes at the meetings of the TCS; answer correspondence sent to the TCS; be custodian of all records not expressly assigned to others; and perform the duties prescribed by these bylaws.

D. The Treasurer shall be the custodian of all TCS funds; pay all bills authorized by the budget and the Board of Directors; prepare required financial documents, reports and statements; and perform the duties prescribed by these bylaws.

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E. Members-at-Large shall seek out and represent the will of the general membership; serve in such other capacities as the Board of Directors deems necessary; and perform the duties prescribed by these bylaws.

Section 4. The Managing Directors shall be appointed by the President subject to the approval of the Executive Directors. The Managing Directors shall carry on the work of TCS in specific areas which may include but are not limited to education, electronic communications, fund raising, membership, product review, programs, property management, publications, and public relations.

Section 5. Management of the TCS assets and liabilities shall be the responsibility of the Executive Board.

A. The Fiscal Year shall be from January 1 through December 31. All fiscal activity, financial records, and Treasurer's Reports shall be based on the Fiscal Year.

B. The Board of Directors shall prepare an Annual Operating Budget for the Fiscal Year. It shall be prepared no later than the December Board of Directors Meeting and shall be made available to TCS members no later than March 1st.

C. Property Management and Inventory Control shall be delegated to a specific member of the Board of Directors by the President. Facilities and equipment shall be maintained and accounted for in accordance with standard business practices. A physical inventory shall be performed annually.

D. A compilation and review (not accounting terms) of TCS's financial records shall be made annually by individuals designated by the Board of Directors. The individuals performing the compilation and review shall not be a member of the TCS Board of Directors.

Section 6. An Executive Director can be deposed by the other Executive Directors for repeated failure to perform the duties of the office.

A. Written notification must be provided to the offending officer by another Executive Director and copies must be sent to the other Board of Directors members.

B. A motion to remove the officer is made at the board meeting and asking for a written vote of all Executive Directors within five days. Two-thirds of the Executive Directors must approve the removal of the offending officer.

C. Removal is immediate and all work products must be turned over to the President within seven days.

Section 7. A Managing Director can be removed from office upon appointment of a replacement by the President with the approval of the Executive Directors or by determination that the position is no longer required to be a Board of Directors position.

ARTICLE V MEETINGS

Section 1. General Membership Meetings shall be held monthly or as directed by the Board of Directors. TCS members shall be notified of the time and place of the meetings at least five working days prior to the meetings unless the meetings are scheduled for the same time and place each month. Persons eligible to attend the General Membership Meetings shall be determined by the Board of Directors. The members in good standing that are present at the meeting shall constitute a quorum.

Section 2. The Annual Business Meeting shall be held in June for the purpose of electing and installing the Executive Directors for the coming year. The members in good standing that are present at the meeting shall constitute a quorum.

Section 3. Board of Directors Meetings shall be held monthly. Special Board of Directors meetings may be called by the President or by three Executive Directors with a minimum of three days notice to all Board Members. A quorum of the Board of Directors shall consist of fifty-one (51 %) of the members of the Board of Directors.

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ARTICLE VI NOMINATIONS AND ELECTIONS

Section 1. The Board of Directors shall be responsible for preparing a slate of nominees for the Executive Director positions. Nominations shall also be accepted from the floor at the General Membership Meeting prior to the Annual Business Meeting. The slate of nominees will be presented to the general membership at the Annual Business Meeting.

Section 2. Election of the Executive Directors shall be held at the Annual Business Meeting. Preprinted ballots shall be distributed to the members and collected at the meeting. The President shall present the slate of nominees to the membership, shall announce the closing time of elections, shall direct the counting of the ballots and shall announce the results of the election.

ARTICLE VII SPECIAL INTEREST GROUPS

Section 1. Special Interest Groups (SIGs) are formed to support and promote the goals and objectives of TCS in a specific area of interest. Participation and eligibility in SIG meetings and activities shall be determined by the Board of Directors.

Section 2. Establishment and management of the SIGs shall be governed by policy established by the Board of Directors. Only TCS members in good standing shall be SIG leaders. A member of the Board of Directors shall be appointed by the President to be Coordinator for SIGs.

Section 3. SIGs shall have no independent financial status. All expenditures and revenue shall have written approval by the TCS Board of Directors in advance. In the event of any approved financial activity, the SIG Leader(s) shall be responsible for coordinating all receipts and all disbursements with the TCS Treasurer. TCS shall be held harmless and indemnified for any contractual or financial obligations incurred by any SIG without the Board's written approval.

Section 4. A SIG shall be dissolved by action of the TCS Board of Directors or by vote of participants of the specific SIG.

ARTICLE VIII TCS OFFICIAL PUBLICATION

The official publication of TCS shall be *The Journal of the Tucson Computer Society*. *The Journal* shall publish the official business and reports as prescribed by these bylaws.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern TCS in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or the Articles of Incorporation.

ARTICLE X AMENDMENTS

These Articles may be amended by a two-thirds (2/3) vote of the Board of Directors at any meeting in which a quorum is present, or by act without a meeting by two-thirds (2/3) vote of all the Board of Directors.

BYLAWS AS AMENDED BY THE TCS BOARD OF DIRECTORS ON JUNE 14, 2004