

# Apple CIDER, Inc. Bylaws

Proposed revisions, January 1, 2012

new language

changed language

## Article I. Name

1. The name of this organization shall be "Apple CIDER, Inc." hereafter referred to as "CIDER" or "the organization".
2. The offices of the organization shall be at 2604 Elmwood Avenue, #163, Rochester, NY 14618-2295.
3. The official domain name maintained by the organization shall be "applecider.org", hereafter referred to as "the CIDER web site".

## Article II. Purposes

1. The purposes of this organization are:
  - a. To collect and disseminate information of value and interest to members who share an interest in the use of computers and electronic information sharing.
  - b. To further the study of computers and computer-related knowledge.
  - c. To provide computer-related informational presentations to members, institutions and other individuals.

## Article III. Membership

1. Membership in CIDER shall be open to all persons who support the aims of the organization as outlined in Article II, without regard to sex, race, religion or nationality.
2. Voting membership in the organization shall be divided into two classes:
  - a. "Individual Membership", which shall be any one (1) person.
  - b. "Joint Membership", which shall be any two (2) persons residing in the same household.
3. A "voting member" shall be permitted to cast only one (1) vote at any election or other organizational proceeding. A voting member of the organization shall be:
  - a. An individual who has purchased an individual membership
  - b. An individual included in a purchased joint membership.

Each voting member shall be issued one (1) membership card, and shall be entitled to all privileges of membership in the organization.

4. The Board shall enact a dues schedule. The Board may at its discretion issue free memberships.

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### Article III. Membership (cont.)

5. No voting member shall be permitted at any time to cast any vote by proxy.
6. No voting member shall exercise privileges of membership until his or her associated membership dues have been fully paid.

### Article IV. Meetings

1. There shall be an Annual Business Meeting of the organization, which shall be held within one hundred and fifty (150) days of the end of the fiscal year at a time and place to be determined by the Board. The Annual Business Meeting shall be for the purpose of electing Officers and Directors of the organization and for such other business as may come before the meeting.
2. There shall be such additional business meetings as shall be called by either
  - a. A quorum of the members of the Board or
  - b. By petition of at least ten (10) percent of the voting membership. Such a petition must be presented to the Board at a board meeting or to all Board members individually. Within fifteen (15) days of presentation of such a petition, the Board shall notify the membership of said meeting. The said meeting shall be held within sixty (60) days of presentation of such a petition.
3. Notice of the Annual Business Meeting or of any special business meeting shall be **provided** to the membership at least fifteen (15) days and no more than sixty (60) days prior to the meeting, and **such notice shall be prominently posted on the CIDER web site for a continuous period of at least fifteen (15) days preceding the date of the meeting.**
4. The agenda for the Annual Business Meeting or any special business meeting shall be determined by the Board. Notice of the agenda of a business meeting shall be published to the membership at least fifteen (15) days, but not more than sixty (60) days prior to such meeting. ~~Additional agenda items, as requested by petition of at least ten (10) percent of the voting membership presented to the board at least fifteen (15) days prior to the date of a business meeting, shall be appended to the agenda of such meeting.~~ **Opportunity to introduce additional agenda items in the form of new business shall be extended to members in attendance at the meeting.**
5. The presence in person of at least ten (10) percent of the voting membership of the organization shall constitute a quorum for the transaction of business.

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## Article IV. Meetings (cont.)

6. Formal conduct of business at any Annual or special business meeting shall be governed by Robert's Rules of Order (newly revised).
7. There may be additional meetings of the membership, designated as Regular Meetings, for such purpose as sharing information among the membership or other activities designed to accomplish the purposes of the organization. Regular meetings of the members shall be held at such time, date and place as may be designated by the Board.
8. Meetings of special interest groups shall be held at the discretion of participants and with the approval of the Board.

## Article V. Officers

1. The Officers of Apple CIDER shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer.
2. The President shall be the executive officer of the organization. The President shall, subject to the approval of the Board, appoint all standing and special committees except the Nominating Committee and shall be a voting member ex officio of all appointed committees except the Nominating Committee. The President shall preside at all business meetings of the members and at meetings of the Board. The President shall sign all contracts or other instruments that the Board has authorized to be executed. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board.
3. The First Vice President shall act in the absence of the President, and the Second Vice President shall act in the absence of both. The two Vice Presidents shall oversee and coordinate the efforts of all standing and special committees and special interest groups, and shall perform such additional duties as shall be determined by the Board.

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### Article V. Officers (cont.)

4. The Secretary shall keep records and minutes of the Board meetings and all annual and special business meetings, shall maintain and house an up-to-date roster of members, shall maintain the organization's correspondence, and shall perform any and all further duties appropriate to said office. The Secretary may delegate maintenance of the roster to another officer or director for the purpose of convenience. Such arrangement shall receive prior approval of the Board and be noted in the minutes.
5. The Treasurer shall receive and disburse all funds of the organization subject to these bylaws. The Treasurer shall keep proper books and perform other duties appropriate to said office. The Treasurer shall be responsible for the prompt preparation and submission of all forms required by governmental agencies. The Treasurer shall present a report at the Annual Meeting and at such other times as requested by either
  - a. The President
  - b. A quorum of the Board
  - c. Petition of at least ten (10) percent of the voting membership.
6. No member shall be eligible to hold **more than one office within the organization** at a time.
7. **With the exception of the office of Treasurer,** no individual shall serve in the same office for more than three (3) full consecutive terms. The offices of First Vice President and Second Vice President shall be considered the same capacity in making this determination. **[text moved from following section]**

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## Article VI. The Board of Directors

1. The business of Apple CIDER shall be managed by the Board of Directors, hereafter referred to as “the Board”.
2. The Board shall consist of voting members of the organization, as follows:
  - a. ~~The Officers of the organization, consisting of~~ the President, the two Vice Presidents, the Secretary and the Treasurer of the organization.
  - b. **An individual different from these who has previously served as President of Apple CIDER who is willing to continue service on the Board. This individual shall be known as the "Past President." The Past President shall be the qualifying individual most recently having served as President of the organization.**
  - c. Directors elected from the voting membership of the club. Such Directors shall not at any time exceed nine (9) in number.
3. The term of office for each Officer of the organization and each Director ~~and for the Past President~~ shall be one (1) year. All terms of office shall **commence at the first meeting of the Board following the Annual Meeting and shall expire at the first meeting of the Board following the subsequent Annual Meeting.**
4. ~~There shall be no limit to the number of consecutive terms that may be served in the capacity of Director.~~
5. A member of the Board may resign his or her position by presentation of a written statement of resignation to the President
6. The Board shall have the power to declare vacant, and not to be filled, the office of any Director whose term of office will expire **following** the next Annual Meeting. **The Board shall also have the power to declare any vacant office of Director open and to be filled by election** at the next Annual Meeting.
7. A member of the Board may be removed from office by a two-thirds (2/3) vote of all other members of the Board.
8. **The Board shall have the power to appoint an individual to fill a vacancy arising in any position on the currently-constituted Board.**

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## Article VI. The Board of Directors (cont.)

9. The Board shall have general supervision and control of the affairs of the organization and shall make all rules and regulations not inconsistent with or prohibited by law or by these bylaws for the management of the business of the organization. It shall have installed an accounting system adequate to the requirements of the business, and it shall be its duty to require proper records to be kept of all business transactions.
10. The Board shall meet within thirty (30) days of its election and shall meet periodically thereafter as deemed necessary by **the members of the Board**.
11. The time, date and place of all Board meetings shall be published **to the membership**, and such meetings shall be open to all members. Special closed board meetings may be held at the discretion of the board, but the board shall thereafter be responsible to provide to the membership of the organization a general accounting of the nature and purport of any business conducted at such meeting.
12. For voting purposes, a quorum of the Board shall consist of a majority of the Board members currently holding office. Votes shall be carried by a simple majority of those present and voting.
13. The Board shall provide an organizational insignia to be used when desirable or necessary for the organization.
14. The Board shall have the power to determine the fiscal year of the organization, and to change such fiscal year when it determines such change to be in the best interest of the organization.
15. The Board may designate individual voting members of the organization to hold special responsibilities within the organization and carry out accordant tasks.

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## Article VII. Committees

1. A Nominating Committee consisting of **between two (2) and four (4) voting members of the organization** shall be appointed by majority vote of the Board. **At least one member of the Nominating committee shall be an individual not currently serving as an Officer or Director of the organization.** The Nominating Committee shall be responsible for assembling a slate of prospective board members **to serve during the subsequent year**, following the procedures outlined in Article **VIII**.
2. An audit of the organization's assets and financial transactions shall be conducted following the written request of any two (2) voting members. The audit shall be conducted by an Audit Committee consisting of the Second Vice President and two (2) voting members, neither of whom shall be members of the Board. The two non-board members of the Audit Committee shall be appointed by the majority vote of the Board. The Audit Committee shall present a report to the membership within ninety (90) days following the receipt of the request.
3. Additional special committees of the organization may be established and/or abolished by the President with the consent of the Board. The existence and composition of all committees shall be made known to the membership.

## Article VIII. Elections

1. Election to ~~open~~ positions on the Board (Officers and Directors) shall be held at the Annual Business Meeting designated in Article V, Section 1. The new Board shall assume duties at an organizational Board meeting to be held within thirty (30) days of the election.

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### Article VIII. Elections (cont.)

2. Procedures for election shall be as follows:
  - a. The Nominating committee shall compose a slate consisting of the names of at least one individual qualified and willing to run for each open office. To accomplish this, the Nominating Committee shall:
    - i. solicit from the general membership suggestions for persons to be considered for membership on the Board.
    - ii. receive recommendations for the slate from the Board.
    - iii. interview all suggested nominees to determine interest and qualifications.
  - b. Membership on the Nominating Committee shall not preclude appearance on the slate constructed by the Committee.
  - c. The Nominating Committee shall **communicate** to the general membership, prior to the Annual Business Meeting, the slate constructed by the Nominating Committee along with relevant biographical information.
  - d. ~~The candidates selected by the Nominating Committee shall constitute the official slate of candidates for office. **The name of a member of the organization may also be placed in nomination by** presentation of a petition signed by five (5) percent of the voting membership. Such a **petition** may be presented **from the floor at the Annual Business Meeting** or to the Nominating Committee previous to this meeting. In case of timely presentation of such petition, the Nominating Committee shall make every effort to include fair notice of the petition in all communications to the membership.~~
  - e. Elections shall be conducted by secret ballot at the Annual Business Meeting. ~~Prior to conduct of voting, candidates shall be officially presented to the membership in attendance at the meeting.~~ The ballot shall allow for write-in voting for each office. The Board may make provision for absentee voting in elections.
  - f. A simple majority of the votes cast for an office shall be required for election to that office.

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## Article IX. Amendments

1. The bylaws of this organization may be amended, repealed or otherwise altered by a vote of two-thirds (2/3) of the membership present and voting at an Annual Business Meeting or at any special meeting called for that purpose. Notice of the proposed vote shall be communicated to the membership at least fifteen (15) but not more than ninety (90) days preceding the meeting. Such notice, and the text of the proposed changes, shall appear on the organization's web site for at least fifteen (15) days preceding the meeting.

## Article X. Policy

1. Policies and standard practices governing operation of the organization shall be established by the Board. Formal record shall be kept of all such established policies and practices and shall be made available to members at request. Any modification to existing policy decided upon by the Board shall be published to the membership through the CIDER web site.

## Article XI. General Provisions

1. The organization shall have the power to:
  - a. Receive funds and property, both real and personal, by gifts, contributions, legacies, devices or otherwise from individuals, firms, associations, corporations, institutions and foundations.
  - b. Hold, invest, reinvest, disburse and distribute such funds and any increases, income and dividends therefrom for any one or more of the purposes of the corporation.
2. The organization shall have any and all other powers granted by the Not-For-Profit Law of the State of New York or any successor statute, so long as such powers are not expressly and clearly inconsistent with or prohibited by these by-laws.
3. The organization shall maintain a public website proclaiming the purpose of the organization and providing current information with regard to future organizational activities of interest to the membership.

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## Article XI. General Provisions (cont.)

4. Electronic communication by the organization to the recorded email address of each member shall be considered adequate notice in all instances where communication to the membership is mandated by these bylaws. Provision of electronic access to published materials through the CIDER web site shall be considered adequate delivery of such materials to the membership.
5. All checks and drafts in excess of \$500.00 must be signed by both the President and Treasurer of this organization.
6. Expenditure by the organization for any single purpose in excess of \$2,000.00 in valuation shall receive prior approval of the club membership.
7. In the event of disbanding of the organization, club property and funds shall be disbursed for charitable purposes in a manner agreeable to a quorum of the remaining members.

## Article XII. Prohibited Activities

1. No part of the net earning of the organization shall accrue to the benefit of or be distributable to its members, directors, officers or other private persons, except that the organization shall be empowered to pay reasonable compensation for services rendered and for expenses validly incurred by members in pursuit of the purposes of the organization. This stipulation shall not preclude distribution to the membership of the organization of items of modest value in the form of door prizes or other participation incentives, as long as such distribution is carried out in a manner that is equitable to the entire membership and does not conflict with any provision of the not-for-profit law and the Internal Revenue Code.
2. No member, director, or officer of the organization shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the organization, nor in any transaction for furnishing services, facilities or supplies to the organization for compensation, unless the fact of such interest be known to the Board and unless such agreement or transaction shall be authorized by those members of the Board having no interest, direct or indirect, in such agreement or transaction.

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## Article XII. Prohibited Activities (cont.)

3. No substantial part of the activities of the organization shall be an attempt to influence legislation, and the organization shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
4. The organization shall not carry on any other activities not permitted to be carried on by:
  - a. A corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law) or
  - b. A corporation, contributions to which are deductible under section 170 of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law).
5. **Apple CIDER disavows all forms of copyright infringement.** Any **materials or information** maintained and distributed by CIDER for the benefit of its members shall be legally licensed and/or distributable as specified by the **creator** or publisher of the **materials**.

## Article XIII. Exception

1. If any provision of these bylaws is deemed invalid due to conflict with the laws of the State of New York or other applicable statutes, the remaining provisions of this set of bylaws shall not be invalidated thereby.
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