

North Orange County Computer Club Bylaws
As amended by the General Membership on January 4, 2009.

PURPOSE OF THE CLUB

Founded in April 1976 and incorporated in 1984 under the laws of the State of California, NOCCC is a non-profit organization whose purpose is to bring together people interested in computers and to promote and encourage cooperation and exchange of information about computers through group activities. **Our motto is "Friends Helping Friends."**

North Orange County Computer Club

BYLAWS

ARTICLE I

NAME AND LOCATION OF PRINCIPAL OFFICE

Section 1. Name

The name of this organization is the North Orange County Computer Club, Inc., hereinafter referred to as the "NOCCC."

Section 2. Location of Principal Office

The County in the state of California which is the principal office for the transaction of the business of the NOCCC is Orange County.

Section 3. Successor Organization

NOCCC is a successor organization to the North Orange County Computer Club, an unincorporated association.

ARTICLE II

AFFILIATION

Section 1. Affiliation

The NOCCC is a wholly independent organization and is not affiliated with nor subject to any other club, society, group, or other organization.

ARTICLE III

PURPOSES, POWERS AND NON-PROFIT STATUS OF THE NOCCC

Section 1. Primary Purposes

The specific purpose of NOCCC is to educate the public about computers, ~~and~~ hobby computing, **and software** and to promote and encourage cooperation and exchange of information among the public through the activities of NOCCC.

Section 2. Specific Purposes

The specific purposes and powers of NOCCC are:

- a. To hold periodic public meetings encouraging education and information exchange about computers and hobby computing.
- b. To provide technical assistance to the general public and members about computers and hobby computing.
- c. To publish newsletters, journals, or other periodicals or books for the education of members and the general public about computers and hobby computing.

- d. To conduct and sponsor public seminars, lectures, and courses and to form special interest groups relating to computers and hobby computing.
- e. To establish and maintain a library accessible by the public consisting of technical information and computer software relating to computers and hobby computing.
- f. To provide financial and technical assistance concerning computers and hobby computing to other non-profit 501c(3) organizations organized for educational purposes.

Section 3. Non-profit status

The NOCCC is not organized for, or shall it be operated for pecuniary gain or profit. The property of NOCCC is irrevocably dedicated to educational purposes, and no part of the net income or assets of NOCCC shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

The forgoing does not exclude the use of donated products or services in raffles or product evaluations for which any club member, officer or not, may be entitled to receive and keep according to the policies set by the board of directors.

ARTICLE IV

MEMBERS

Section 1. Membership Classes

There are **three** classes of members of the NOCCC: regular members, charter members, and honorary members. Membership is not transferable or assignable.

Section 2. Regular Members

a. Regular members of the NOCCC shall consist of those natural persons who support the provisions of Article III, Section 1., and who pay such dues as are established pursuant to Article VIII.

b. There shall be no limit to the number of regular members. No person shall be denied regular membership to the NOCCC because of age, nationality, race, color, sex, or sexual preference; nor because of religious, political, or ideological persuasion.

Section 3. Charter Members

a. Charter members are those regular members who paid dues to the North Orange County Computer Club as an unincorporated association by June 6, 1976, the date of the original adoption of the unincorporated association's bylaws. A list containing the name of charter members is attached to and is part of these bylaws. Charter members shall enjoy no special rights or privileges beyond those of regular members.

Section 4. Honorary Members

Honorary members shall consist of those natural persons, firms, corporations, or other organizations who, in the opinion of the Executive Board and by its majority vote, have made significant contributions to the NOCCC in the form of moneys, real or personal property, or technical assistance. **These members shall not be entitled to vote on any matter affecting the NOCCC, its officeholders, or regular members unless they are regular members as well.**

ARTICLE V

OFFICEHOLDERS

Section 1. Definition

An officeholder of the NOCCC shall be defined as a person who holds office as Officer or Director.

Section 2. Limitation and Compensation

- a. No person shall be an officeholder of more than one office of the NOCCC at a time.
- b. No officeholder shall receive any form of compensation, **including payments in cash or property**, for service to the NOCCC in that capacity. Nothing contained herein shall preclude any officeholder from receiving reimbursement in reasonable amounts for expenses actually incurred in the line of duty.

Section 3. Qualifications and Term of Office

- a. Each officeholder shall be a regular member of the NOCCC. Each officeholder shall exhibit a sincere desire to support the purposes defined in Article III, Section 1., and to fulfill the duties of the office held.
- b. The term of office for all officeholders shall be for one year.

Section 4. Vacancy

- a. A vacancy in the office of president shall be filled by the vice-president for the balance of the office term.
- b. A vacancy in any other **elected** office shall be filled by appointment of any regular member to that office for the balance of the office term by the president.

Section 5. Removal from Office

- a. Any ten regular members, by petition duly drawn and signed and presented to a member of the Executive Board, may initiate a recall of any officeholder of the NOCCC. The Executive Board member receiving the petition shall immediately notify the Board of such petition, and the Executive Board shall submit the recall for vote at the next regular meeting, allowing at least fifteen days notice to the membership of the recall vote. Recall voting shall be by secret ballot and shall require a majority of members who exercise their vote to remove the officeholder from office.
- b. Notwithstanding the provisions of Article V, Section 4., a vacancy resulting from the removal shall be filled by election as described in Article XI.

ARTICLE VI

OFFICERS

Section 1. Number and Definition

The NOCCC officers shall be four in number, and shall be president, vice-president, secretary, and treasurer.

Section 2. Duties of the President

The president shall:

- a. Conduct all NOCCC business, and affairs of that office, in an unbiased manner.
- b. Establish the agenda for, and preside at, all regular and special general meetings of the NOCCC.
- c. Appoint regular members to chair all standing and special committees.
- d. Represent the NOCCC to the community as the chief executive officer.
- e. Serve as ex officio **and voting** member of all committees.
- f. Form or cause to be formed such special groups within the NOCCC as desired by the membership.
- g. Establish the agenda for, and preside at, all meetings of the NOCCC Executive Board.
- i. Receive, on behalf of NOCCC, all contributions in the form of money, real or personal property, equipment, or other items.
- j. May from time to time assign any of his or her responsibilities to another board member.**

Section 3. Duties of the Vice President

The Vice-President shall:

- a. Assume the duties of the president in the president's absence;
- b. Assume such special duties as may be directed by the president so long as any duties are not in conflict with the purposes established in Article III.

Section 4. Duties of the Secretary

The secretary shall:

- a. Establish and maintain **records** of the proceedings of all regular and special general meetings, and of the Executive Board meetings.
- b. Establish and maintain a record of all NOCCC correspondence, and attend to correspondence as directed by the president or the Executive Board.
- c. Establish and maintain a record of all real or personal property acquired by the NOCCC and cause said property to be permanently identified as property of the NOCCC.

Section 5. Duties of the Treasurer

The Treasurer Shall :

- a. Receive and deposit into the NOCCC accounts all money received.
- b. Establish and maintain an accurate journal of all receipts and disbursements of NOCCC money.
- c. Report at the regular general meetings a summary of the financial status of the NOCCC.
- d. Be responsible for filing all state and federal tax forms as required by law including any payments due.**
- e. Suggest, if appropriate, to the Executive Board that an audit be made and reported to the general membership.**

ARTICLE VII

EXECUTIVE BOARD

Section 1. Definition and Membership

The NOCCC Executive Board, sometimes referred to herein as the "Board," shall be made up of officers, elected directors, and ex-officio members. **There shall be a maximum of eight elected directors and a minimum of four. If an ex-officio member also is an officer or director, only one vote is allowed.**

The editor of the club newsletter and the web master of the club web site shall be ex-officio members of the Executive Board. The immediate past president, if the term of office is completed normally and if not re-elected as officeholder, shall be an ex-officio member of the Executive Board.

Section 2. Duties and Powers

- a. The Executive Board, subject to the limitations of those bylaws, shall debate, establish, amend, and update the policies for all the affairs and business of the NOCCC.
- b. The Board shall concern itself with the disbursement of all NOCCC moneys. The Board shall consider the budget and such additional expenditure requests as are submitted by the president, and shall authorize such expenditures as it considers wise and appropriate.

Large or unusual disbursements, and any item of indebtedness, shall be submitted to the membership for vote at a regular or special general meeting

c. The Board, **at its discretion**, may arrange for an audit of journals of the treasurer at any time.

Section 3. Annual Report

The executive Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds.
- c. The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes.
- d. The expenses or disbursements of the corporation for both general and restricted purposes.
- e. Any information required by Section 6322 of the California Nonprofit Corporation Law concerning certain transactions and "interested persons."

ARTICLE VIII

DUES AND DISBURSEMENTS

Section 1. Dues

- a. Membership dues shall be established by the Executive Board and agreed to by vote of the regular members at a general meeting.
- b. Dues payment period and schedule for collection shall be established by the Executive Board.

Section 2. Disbursements

Disbursements authorized by the Executive Board and consistent with the provisions of Article VII, Section 2, shall be made by the treasurer.

ARTICLE IX

COMMITTEES

Section 1. Permanent Standing Committees

The permanent standing NOCCC committees shall include:

- a. The Membership Committee
- b. The Publications Committee

Section 2. Special Standing Committees

Special standing committees shall be formed and disbanded by direction of the president, and shall include:

- a. The Nomination Committee
- b. The Rules Committee

Section 3. Other Committees

Other committees may be formed from time to time at the direction of the president or Executive Board and shall fulfill such duties as directed.

Section 4. Duties of the Standing Committees

- a. The Membership Committee shall solicit new members, maintain a membership directory, and assist the treasurer in collection of dues.
- b. The Publications Committee shall publish an NOCCC newsletter containing upcoming meeting dates and locations, group activities, and other items of interest as directed by the Executive Board.
- c. The Nomination Committee shall establish a list of nominees for election to office and determine each individual's qualification and willingness to serve in that office. **This list, plus month and day of the election, shall be published in the NOCCC newsletter and emailed to all members with email addresses on file with NOCCC thirty days before the election.**
- d. The Rules Committee shall review the bylaws and present recommended changes as required pursuant to Article XIII.

ARTICLE X

MEETINGS

Section 1. Regular General Meetings

Regular general meetings shall be held at least monthly at a time and place established by the Executive Board. A portion of each regular general meeting shall be designated for business to be brought before the regular members. Notice of time, date, and place, and of the matters which the Executive Board intends to present for action by the members shall be sent by mail, FAX or email to the membership not less than 10 days nor more than 90 days prior to the meeting, but if such notice is sent other than by first class, registered, certified mail, FAX or confirmed email that notice shall be given not less than 20 days before the meeting. The notice shall also include such proposals as 5% or more of the membership requests by timely petition.

Section 2. Special General Meetings

Special general meetings of the members may be called by the president, Executive Board, or by 5% or more of the membership. Notice of the time, place, date, and general nature of the business to be transacted at such meetings shall be sent by mail, FAX or email to the membership not less than 10 days nor more than 90 prior to the meeting, but if such notice is sent by other than first class, registered, certified mail, FAX or confirmed email, that notice shall be given not less than 20 days before the meeting.

Section 3. Executive Board Meetings

- a. Executive Board meetings shall be held monthly at a time and place established by the Board. The time and place of the meeting shall be made available to regular members desiring to attend.
- b. The president may call special meetings of the Executive Board for unusual business. At least four day's notice by first-class mail or 48 hours notice delivered personally or by telephone, FAX or email shall be given to each member of the Executive Board prior to such meeting.
- c. All Executive Board meetings shall be open to attendance by regular members.

ARTICLE XI

VOTING AND ELECTIONS

Section 1. Voting

Unless otherwise stated in these bylaws, business submitted for vote at regular or special general meetings shall be determined by majority vote of the members exercising their vote **in person** at the meeting.

Section 2. Elections

- a. Regular yearly elections of officers and directors, except the editor of the club newsletter **and the web master who are** appointed, shall be held at the regular general meeting of the NOCCC in the month of June of each year. Newly elected officeholders shall take office immediately upon verification of the vote by the Executive Board.

- b. Election to fill a vacancy resulting from removal from office, as described in Article V, Section 5., shall be held at the regular general meeting following the removal.
- c. The Nomination Committee shall submit names of the candidates for each office to the regular membership.
- d. If the corporation has 500 or more, but fewer than 5000 regular members, 2% of the regular members may nominate additional candidates by petition delivered to an officer of the corporation. On timely receipt of such a petition, the Secretary shall cause the names of the candidates named on it to be placed on the ballot with the names of those candidates nominated by the Nomination Committee. Any regular members present at the meeting at which the election is held may nominate additional candidates from the floor. The candidates so nominated must give their consent **in person or by written letter** to serve in the designated office.
- e. Appointment of the editor of the club newsletter and web master of the club web site shall be made by the club President with approval of the majority of the Executive Board. Appointment or reappointment shall be made with 30 days of a general election. Any vacancy shall be filled as described in Article V, Section 4.
- f. Elections shall be held in two parts. The first part shall be the election of Officers. The second part shall be for the election of the Board members. Any qualified member may run for one office and/or board position. If elected to an office, the electee will be ineligible for the second part of the election. If not elected as an officer, the nominee is still electable to a Board member position.
- g. Election shall be by secret ballot and a majority of votes cast shall be required for election. If only one nominee is submitted for an office that nominee shall be automatically elected with a ballot. **If the nominated officers and board members on the ballot as a group are not opposed, then they are all elected without the need for casting votes on the ballot.**

ARTICLE XII

QUORUM

Section 1. Regular and Special Meetings

The attending membership and no fewer than four members of the Executive Board shall constitute a quorum at a regular or special meeting; provided, however, that if any regular meeting is actually attended by less than one-third of the regular membership, the only matters that may be voted on are those set forth in the notice given under Article X, Section 1.

Section 2. Executive Board Meetings

Four Executive Board members including at least one officer and at least one director shall constitute a quorum at a board meeting.

ARTICLE XIII

AMENDMENT

Section 1. Provision for Amendment

Any amendment of these bylaws shall require a two-thirds vote of those regular members who exercise their vote in **person** at a duly conducted **and properly** announced regular or special general meeting of the members.

ARTICLE XIV

AUTHORITY

Governing Authority

This set of bylaws shall constitute the governing law for the NOCCC until revised, revoking all previous constitutions, bylaws, or other rules.

ARTICLE XV

DISSOLUTION

Disbursement of Assets

Upon dissolution or winding up of the corporation, its assets remaining after payment, or for provision for payment, of all debts and liabilities of the corporation shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Inasmuch as is possible, said distribution shall be to an organization supporting the purposes of Article III.

North Orange County Computer Club ORIGINAL CHARTER MEMBERS

Lorin Mohler	Richard Olshousen
Larry McDavid	Tracy Lenocker
Ted Lincoln	Robert Brown
Don Wightman	Larry Dingle
Steven Curren	Larry Tannenbaum
Gary Covington, III	Lee Sorensen
Patrick Powers	Bruce Brown
Burt Hashizume	John French
Greg Fischer	Mike Wsol
Judy Fischer	Roy Genger
Dan Kean	Richard Swaney
A. H. Broaddhus	Mimi Alberu
Greg Horne	Raymond Honey
Paul Hanmann	William Toeppe
Augustine Ponce	John Smith
George Jeffery	Jim Freeman
Charles McAbee	Garth Dufield
Robert Barcelona	Ronald Norton
Barbara Sanders	Richard Kenyon
Jim Sanders	John Chappell
Richard McLaughlin	Joyce Little
Vincent Vigus	John Mock