

2001 BYLAWS OF
 TRI COUNTY COMPUTER USER GROUP, INC.
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BYLAWS
OF
TRI COUNTY COMPUTER USER GROUP, INC.
(A Florida Not for Profit Corporation)

As amended through (date)
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ARTICLE I
NAME

The name of the Corporation shall be:

TRI COUNTY COMPUTER USER GROUP, INC.

ARTICLE II
PURPOSE

The purposes for which this Corporation is formed are as follows:

A. for the advancement of education and any other related or corresponding charitable purposes by the offering of its services and distribution of its funds for such purposes, to its members and the general public.

B. for the development, enhancement and improvement of its members' and the public's capabilities with computers through instructional forums, publishing and distribution of periodicals and other publications, and dissemination of public domain computer software.

C. to operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal tax laws governing the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code.

ARTICLE III
EARNINGS & ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private or corporate persons, except that the corporation shall be authorized and empowered (a) to pay reasonable compensation for services rendered, (b) to reimburse approved expenses, and (c) to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign (including the publishing and distribution of any statement) on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Bylaws, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, or are detrimental thereto, in the opinion of the Board of Directors.

ARTICLE IV
MEMBERSHIP

SECTION 4.01. CLASSIFICATION OF MEMBERS

The corporation shall have one class of members who may be individual or household members. The rights and privileges of all members shall be equal; provided however, that members of one household may hold one membership collectively, and shall designate one member as the voting member. The one member of the household shall be entitled to one vote, may hold office, and sponsor new members.

As an alternative, members of one household may elect to pay dues individually, in which case each such household member is entitled to one membership and one vote and may hold office individually.

SECTION 4.02. ELIGIBILITY

Any person paying the dues provided for by the Bylaws and agreeing to be bound by the Articles of Incorporation, the Bylaws of the corporation, and by such rules and regulations as the directors may from time to time adopt is eligible for membership.

No person shall be denied membership because of race, creed, sex, color, physical handicap, or national or ethnic origin.

SECTION 4.03. APPLICATION FOR MEMBERSHIP

Any person can apply for membership by:

1. filling out and signing an Application for Membership Form, which shall provide that the applicant agrees to abide by the Articles of Incorporation, Bylaws and Rules and Regulations of the corporation and to pay all dues and fees promptly.
2. paying the first years dues.
3. being recommended by the Membership Committee to the Board of Directors.
4. being accepted by the Board of Directors, after which the membership is immediately effective.

Dues will be paid annually on the anniversary date of the effective date of the membership.

SECTION 4.04. RIGHTS AND DUTIES OF MEMBERS

Each paid member shall be entitled to one vote.

The right of a member to vote and all of his or her other rights and interest in the corporation shall cease upon the termination of his or her membership. All corporate property in the possession of a member whose membership has terminated must be surrendered within 10 days of such termination.

Any property solicited, requested or obtained by use of affiliation with the corporation or by use of the corporation's name shall become the sole property of the corporation upon the instance of such solicitation or request and all such property shall be immediately surrendered to the corporation through its President upon its receipt. Violation of the foregoing shall constitute cause for immediate termination of membership in the corporation without refund of dues paid or any part thereof.

No member shall be entitled to a share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure, except for reimbursements of properly approved expenses chargeable to the organization.

A member shall not use the corporation's name, logo, art works, publications, property, facilities, or activities to further any personal endeavor or program that is not

in keeping with the purposes of this corporation as set forth in Articles II & III of the Bylaws of the corporation. A member shall not use or distribute commercial computer software in a manner that will violate Copyright or other applicable laws, and will not fail to respect and abide by the registration conditions imposed on the use or distribution of "Shareware" computer software. Such action on the part of a member shall constitute cause for immediate termination of membership without refund of dues paid or any part thereof.

SECTION 4.05. RESIGNATION

Any member may resign from the organization by delivering a written resignation to the President, Secretary, or the Membership Chairman. No resignation or termination shall constitute waiver of any moneys due or property owed the organization.

SECTION 4.06. DEFAULT AND TERMINATION

The Membership Chairman shall notify members if they are 30 days in arrears. If any member shall default in the payment of dues for a period of 45 days from the anniversary date upon which such dues are payable, his or her membership shall be terminated effective immediately, without further notice.

SECTION 4.07. REINSTATEMENT

A member who has resigned in good standing may apply to the Membership Chairman for reinstatement. Upon the approval by the Membership Committee and the payment by such member of the current dues, he shall thereupon be reinstated, effective immediately.

ARTICLE V MEMBERSHIP MEETINGS

SECTION 5.01. GENERAL MEETINGS

The membership shall meet monthly at a time, date and place set by the Executive Committee for the purposes stated in Article II above. Notice of such meeting, stating the details thereof shall be regularly announced by U.S. mail, e-mail, newsletter, Web site, or any individual or combination of the above.

SECTION 5.02. ANNUAL MEMBERSHIP MEETING

A. The general meeting in November of each year shall be known as the Annual Membership Meeting, and shall be held at the principal office of the Corpora-

tion, or at such other place or places, and the date, time and place shall be set by the Board of Directors.

B. The purpose of the Annual Membership Meeting shall be the election of officers and directors and any other business as shall properly come before the meeting.

C. Written notice of such meeting (which shall include an agenda and a slate of officers and directors), stating the date, time, place, and purposes thereof, shall be served upon each member of the organization not less than twenty (20) days before such meetings, either by U.S. mail, e-mail, newsletter, the organization's Web site, or any combination of the above.

D. The order of business at the Annual Membership Meeting shall be as follows:

1. Call to order and determination if there is a quorum present.
2. Proof of notice of meeting or waiver of notice submitted.
3. Reading of minutes of previous meeting.
4. Reports of officers (optional).
5. Report of committees (optional).
6. Election of Board of Directors and Officers.
7. Unfinished business.
8. New business.

Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chairman of the meeting.

E. **INSPECTORS OF ELECTION.** In case of dispute, the members or the President shall at the Annual Membership Meeting elect or appoint two persons to act as inspectors of election for the purpose of tabulating and counting the ballots in the election of directors and officers or the votes rendered on any other issue before the meeting. Their decision as to whether a person is entitled to vote on any issue will be final.

SECTION 5.03. SPECIAL MEETINGS

Special meetings of the members may be called at any time by the President or Vice President, or by any two (2) members of the Board of Directors, or upon submittal of a written request by twenty-five (25) members to the President. Notice of such meeting, stating the date, time, place, and purposes thereof shall be served upon each member of the organization not less than twenty (20) days before such meeting, either by U.S. mail, e-mail, newsletter, the organization's Web site, or any combination of the above.

SECTION 5.04. QUORUM

At any meeting of members, one sixth of the membership or thirty (30) members, whichever is less, including at least two (2) Principal Officers shall constitute a quorum. Any act of a majority of those members present at which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute or by the charter or Bylaws of the organization.

SECTION 5.05. VOTING RIGHTS

At every meeting of members, each member shall be entitled to one vote in person. If the vote for directors and officers is contested by two or more candidates, or upon the demand of any member on any other question before the meeting, or upon the discretion of the President, such votes shall be by ballot. All elections and all questions to be decided at such meeting shall be by majority vote of the members present and entitled to vote. There will no voting by proxy or absentee ballot.

ARTICLE VI BOARD OF DIRECTORS

SECTION 6.01. AUTHORITIES

The general management of the affairs of the organization shall be vested in the Board of Directors.

SECTION 6.02. NUMBER OF DIRECTORS

The number of directors shall be not less than four (4) nor more than twenty-one (21), including the Executive Committee, who are also Directors.

No later than at the July Board of Directors meeting, the Board shall instruct the Nominating Committee, in writing, how many Directors and Officers will be voted on at the Annual Meeting.

If during the course of the year the Board of Directors judges there is need for additional Directors (not to exceed 21), the Board shall elect such additional Directors to serve the balance of the year.

SECTION 6.03. NOMINATION OF OFFICERS AND DIRECTORS.

The Nominating Committee shall:

1. secure the number of directors as specified by the Board,

2. select a member in good standing to be nominated for each Officer and Director,
3. present the list of selected members to the August Board of Directors' meeting,
4. publish the names of the nominees in the October and November Newsletters, and/or on the organization's Web site at least 30 days prior to the Annual Membership meeting.
5. submit the names for vote at the Annual Membership Meeting.

SECTION 6.04. ELECTION OF OFFICERS AND DIRECTORS.

A. The election of Officers and Directors shall take place at the Annual Membership Meeting. There will be no nominations considered from the floor, except:

1. to the Nominating Committee,
2. if a nominee fails to qualify or refuses to stand for election so late there is no other alternative, a replacement nomination may be made from the floor, and
3. in the event 15 or more members in good standing desire, they may by written petition to the Secretary, delivered to him no later than 20 days before the Annual Meeting, place in nomination other members in good standing for consideration as Officers or Directors in opposition to the slate proposed by the Nominating Committee. The Secretary shall post notice and names of such additional nominees on the Web site at least ten (10) days before the General Meeting.

B. A majority vote of the members present at the annual meeting shall elect the Officers and Board of Directors.

C. The elected Officers and Board of Directors shall be inducted at the Annual Membership Meeting, and their term shall start the next January 1 and continue for that fiscal year, and/or until their successors are elected.

D. The vote shall be by ballot; however, if only one candidate is proposed for an office, the vote may be by voice.

E. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to any office.

F. No person shall be on the ballot for more than one office, nor shall serve in two elective offices at the same time, except any director may be elected to a Committee as well as an elective office. (Example: A Director may be elected to the Nominating Committee.)

SECTION 6.05. DUTIES AND POWERS OF DIRECTORS

A. Attend meetings at times and places as may be deemed proper and necessary.

B. Admit, suspend or expel members by a two-thirds vote of the directors.

C. Approve committees appointed by the President.

D. Approve disbursements of the organization.

E. Print, circulate documents and publish articles pursuant to the organization's purpose.

F. Carry on correspondence and communicate with other associations with the same interests.

G. Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the organization and protect the interest and welfare of the members,

H. Remove any Director or Officer for and with due cause, after due notice and a fair hearing on the charges.

I. Elect Officers and Directors to fill vacancies in the event any Director or Officer resigns or is removed from office prior to their termination date.

J. Enter into and terminate the contract of any firm, individual or other entity employed by the organization to perform any and all services to the organization; however, may not contract to encumber the corporation by an instrument of indebtedness (i.e. contract, promissory note, mortgage, etc.), except for normal operating expenses, without approval of the membership pursuant to voting requirements of these By-laws.

K. Approve, authorize and expend corporate funds in the normal operation of the corporation, but shall make no expenditure, or commitment to expend, any moneys which will exceed the Approved Budget, as provided in Art. IX, Sec. A, unless such over-budget expense is both:

1. approved by two-thirds (2/3) affirmative vote by a quorum of Directors, and
2. does not expend funds which are not currently available after providing for all outstanding payables and debts due within 90 days. It is the objective that this corporation shall not incur debt, but shall maintain from year to year a minimum reserve equal to six (6) month's budgeted operating expenses as a protection against unseen adversity. Such reserve funds shall be invested by the Treasurer, with Board approval, in the highest grade, highly liquid securities, with yield of less importance.

SECTION 6.06. RESIGNATIONS

Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

SECTION 7.01. ANNUAL MEETINGS

The annual meeting of the Board of Directors shall include outgoing and incoming Board members and shall be held in the month of November each year at the principal office of the Corporation or at such other place or places as may be determined by the President.

At such Annual Meeting of the Board the agenda will include:

1. Confirmation of nomination and election of Officers and Directors.
2. Approval of other officers the Board may desire to nominate and appoint.
3. Approval of Committee heads and, as feasible, the membership of such committees.
4. Formulation of programs for the ensuing year.
5. Such other business as may come before the Board.

SECTION 7.02. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, by any two members of the Board of Directors, or by a majority of the members of the Executive Committee for any specific purpose. Written notice shall be given at least five (5) days prior to the meeting date, stating the purpose of the meeting, which shall be delivered to each member of the Board of Directors, or mailed to the last known address of such director, or sent by e-mail.

SECTION 7.03. REGULAR MEETINGS

The Board of Directors shall hold regular meetings on a monthly basis. The President shall set the date, time and place. Reasonable notice of such meetings shall be communicated to each member of the board stating the date, time, place and purposes thereof by U.S. mail, e-mail, newsletter, Web site or any individual or combination of the above. Any member in good standing shall be entitled to attend such meetings, and may speak with the permission of the Presiding Officer, but may not vote.

SECTION 7.04. QUORUM, VOTING

A majority of members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the quorum present shall be considered the act of the Board of Directors at any annual, special or regular meeting, unless these By-laws shall specifically designate otherwise.

SECTION 7.05. UNREASONABLE ABSENCE

Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Board without notifying the President or Secretary of his or her reason for doing so, or if his or her excuse is not accepted by the members of the board, then his or her seat on the Board may be declared vacant and the Board may vote to select a replacement director from the membership of the organization to serve for the remainder of the term.

SECTION 7.06. VOTING OF DIRECTORS

Each member of the Board of Directors shall be entitled to one vote only at any meeting on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he is physically present at such meeting; however, in event that action needs to be taken and there are less than a quorum of Directors present, the absent Directors can approve that action in writing filed with the Secretary within 20 days thereafter, and such action will be recorded as official Board action.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of Directors.

SECTION 7.07. ORDER OF BUSINESS

The order of business at Board of Directors meetings shall be as follows:

1. Roll call of members, and determination of a quorum being present.
2. Proof of notice of meeting or waiver of notice submitted.
3. Reading of minutes of previous meeting.
4. Reports of officers.

5. Reports of committees.
6. Presentation by President for recognition of committee chairmen and all committees to stand for the ensuing year (at annual meeting only).
7. Unfinished business.
8. New business.

SECTION 7.08. COMPENSATION OF DIRECTORS

Directors shall receive no compensation for their services.

SECTION 7.09. DIRECTORS' LIABILITY

The directors of the corporation shall not be personally liable for its debts, liabilities, or other obligations of the corporation. Further, Directors shall not be liable for their actions as Directors except for gross negligence or willful misconduct.

ARTICLE VIII OFFICERS

SECTION 8.01. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the following principal officers: President, Vice-president, Secretary, and Treasurer. It shall be the duty of the Executive Committee to discharge the business of the Corporation in accordance with the policy decisions of the Board of Directors. Members of the Committee shall serve in an advisory capacity to the President.

SECTION 8.02. DUTIES OF OFFICERS

All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned to them by the President from time to time.

A. PRESIDENT

1. preside at all meetings of the members, Board of Directors, and the Executive Committee.
2. appoint the Chairmen of all Committees (except the Ways & Means Committee, the Nominating Committee and the Budget & Finance Committee) subject to the approval of the Board of Directors.
3. call all regular and special meetings when deemed necessary and when called for.
4. sign all contracts and any other obligations on behalf of the corporation.
5. be ex-officio member of all committees, except the Nominating Committee.
6. select all inspectors of election.

7. be authorized to sign checks on the corporation's bank account.

8. appoint a disinterested individual to make the annual review of the Treasurer's books and records.

In addition, the President shall have and perform such other duties as may be delegated to him by the Board of Directors.

B. VICE PRESIDENT

1. act for the President in his absence or inability.
2. be empowered to sign checks on the Corporation's account.
3. serve as Ways and Means Committee Chairman.

C. SECRETARY

1. be responsible for the minutes of all meetings of the membership, Board of Directors and Executive Committee.
2. furnish a copy of the minutes to the President promptly after each meeting and be custodian of all records and papers of the organization except those that pertain to a special committee.
3. receive and file all written reports.
4. handle promptly all necessary correspondence of the corporation as directed by the President and shall submit copies of official communications for the President's file.
5. order and maintain the organization's supplies, stationary, etc., as may be required from time to time.
6. notify the membership of Board of Directors' and members' general and other meetings.
7. maintain a complete record of all physical property of the corporation and its whereabouts.

D. TREASURER

1. receive and deposit all funds in the name of the corporation in a bank or other financial institution approved by the Board of Directors.
2. sign checks for the disbursement of funds pursuant to the annual Budget and make such other disbursements as directed by the Board of Directors. No disbursement shall be made except upon:
 - a. approval by the Board of Directors as a variance to the budget, and in either event,
 - b. upon voucher, invoice or upon an authorization signed by an Officer or Committee Chairman.
3. keep current financial records at all times,
4. submit reports on the financial status of the corporation at all meetings of the Board of Directors

and membership, with copies to be provided for the President's file,

5. serve as the Chairman of the Budget and Finance Committee.

When it becomes necessary to select a new treasurer before the end of his term, the board of directors will approve the appointment of the new treasurer. At that time, the outgoing and incoming treasurers will complete a joint review, a report of which will be presented to the board of directors for approval. Once the report is approved, the outgoing treasurer will deliver the financial books of the corporation to his or her successor. Additionally, the new treasurer must be elected at the next annual meeting.

Annually, as of the end of the fiscal year, the Treasurer will cause the financial records of the corporation to be reviewed by a disinterested individual appointed by the President. This individual may be a member of the corporation but may not be a member of the board of directors. The reviewer will submit a written report of the annual review directly to the board of directors for approval. A formal audit, conducted when warranted, should be recommended by either the Board of Directors or the Executive Committee.

SECTION 8.03. TERM, INSTALLATION, COMMENCEMENT OF DUTIES.

Newly-elected officers shall be installed at the Annual Membership meeting at which they are elected, and shall take office effective January 1, to serve for a period of one year, or until their successors are elected and qualify.

SECTION 8.04. MEETINGS.

The Executive Committee shall meet as often as shall be necessary to discharge its duties. The President or the Vice President shall have the power to call such meetings. Reasonable notice of these meetings shall be sent to the last known address of each officer, or may be by telephone or e-mail notification. An agenda of the actions to be taken at such meeting shall be provided with such notice.

SECTION 8.05. QUORUM, VOTING.

A majority of the Executive Committee shall constitute a quorum, which shall be sufficient to discharge its duties.

SECTION 8.06. REPORTS OF COMMITTEE.

The Executive Committee shall be required to report its activities to the Board of Directors at their next meeting; a copy of their report shall be given to the Secretary to become part of the permanent record.

SECTION 8.07. FINAL REPORTS OF OFFICERS

At the conclusion of their term, officers shall deliver to their successors all official material and reports not later than December 31 following the election and installation of their successors, or immediately upon termination of their position.

SECTION 8.08. VACANCIES IN OFFICE

Should the Office of the President become vacant by reason of termination or resignation during the term of office, or should, in the opinion of the Board of Directors, the President be incapacitated or absent and unable to perform his official duties, the Vice President shall succeed to the office for the unexpired term or for that period of the President's incapacity. The Board of Directors shall appoint replacements to fill unexpired terms of all other elected offices when vacancies occur.

ARTICLE IX COMMITTEES

The Corporation shall have such committees as shall be necessary to conduct the organization's business and to carry out its objects and purposes. All committees shall serve for one fiscal year. The committees shall include (but not be limited to) the following:

A. BUDGET AND FINANCE COMMITTEE

1. FUNCTION. The function of this committee shall be:

a. to draft and submit the annual budget of the Corporation for approval by the Board and for publicizing it to the Membership;

b. to review and evaluate all financial plans of the various committees presented by the respective chairmen;

c. to review and evaluate the financial structure and operations of the corporation; and

d. to advise the board of directors when it appears that the cash reserve is in danger of falling below an amount equal to six (6) months of the current fiscal years' budgeted operating expenses.

2. COMPOSITION. The Budget and Finance Committee shall be composed of no less than three nor more than seven members.

3. APPOINTMENT. The President shall appoint and remove the members of this committee, except the Treasurer who shall be a member and Chairman.

4. MEETINGS AND REPORTS. The committee shall meet as often as shall be necessary in order to perform its functions and shall report to the Board on the request of the President. The annual budget of the Corporation shall be submitted to the Board for approval by no later than October 10, for Board approval at its October meeting, and shall be publicized to the membership in detail no later than in the January Newsletter.

5. On or before September 15, each current Committee Chairman shall advise the Budget Committee of that committee's anticipated expenditures for the ensuing fiscal year, which after review, adjustment and approval by the Budget Committee shall be included in the next fiscal year Budget. Such Budget shall include estimates of revenue, dues and fees structure, and expenditures.

B. BYLAWS AND CHARTER REVISION COMMITTEE

1. FUNCTION. The committee shall be responsible for making recommendations on proposed or requested changes and amendments of the Articles of Incorporation and Bylaws of the Corporation and for carrying out such changes after approval by the Board of Directors and Members.

2. COMPOSITION. This committee shall be comprised of not less than one nor more than five persons.

3. APPOINTMENT. The President shall appoint and remove the Chairman of this committee. The Chairman shall appoint and remove the members of this Committee.

4. MEETINGS, REPORTS. The committee shall meet as often as necessary to perform its functions and shall report to the Executive Committee and Board of Directors when requested.

C. EDUCATION COMMITTEE

The Education Committee shall arrange for various educational lectures, seminars and other communica-

tions, for the membership as well as the general public. Sub-committees may be appointed by the President, with consent of the Board, whenever it is deemed desirable.

D. MEMBERSHIP COMMITTEE

1. FUNCTION. The function of the Membership Committee shall be the processing of applications for membership and presenting them to the Board of Directors for approval, sending notices of dues and membership cards and keeping records of membership status, resignation and reinstatements. It shall additionally seek new ways to attract new members and hold various functions for initiating applications for membership, all with the approval of the President and Executive Committee and the Board.

2. COMPOSITION. The Committee shall be composed of not less than one member.

3. APPOINTMENT. The President shall appoint and remove the Chairman. The Chairman shall appoint and remove the members of this Committee.

4. MEETINGS AND REPORTS. The Membership Committee shall meet as often as shall be necessary to perform its functions and shall report to the Executive Committee or the Board of Directors on request of the President.

E. NEWSLETTER COMMITTEE

The Newsletter Committee shall compile and distribute the Newsletter to all members. The Newsletter shall be the official publication of this organization, and should include notices of the time, place, and dates of the board and general meetings, announcements, news, and any activities of interest pertaining to the organization.

F. NOMINATING COMMITTEE.

1. DUTY. It is the duty of the Nominating Committee to select only members in good standing to be nominated for each Officer and Director.

2. COMPOSITION. The Nominating Committee shall consist of three (3) active members who are selected in a staggered election cycle for three-year terms by a majority vote of members present at the Annual Membership meeting.

a. The President shall call for nominations from the floor, and one (1) person will be elected from those

nominees for a three-year term to replace the outgoing person who has already served in a three-year term.

b. The member whose term next expires shall be Chairman in his third year.

c. If a vacancy occurs before the end of a person's three-year term, the remainder of that term shall be filled by appointment of the President with consent of the Board.

G. PARLIAMENTARY ADVISOR

The Parliamentary Advisor shall be a committee of one and shall be appointed by the President. He shall have full knowledge of the Charter and Bylaws of the Corporation and shall render advice on procedures to be followed at the meetings or conferences when requested by the President, Executive Committee or the Board of Directors to so do.

H. PRODUCT REVIEW COORDINATOR

1. FUNCTION. The function of the Product Review Coordinator shall be to contact vendors of computer programs, equipment, and books, requesting that TCCUG be sent their product for review; arrange for the products to be reviewed by members, sending the vendors copies of the newsletter in which the product review appeared; offer the product for raffle at the general meeting; and follow up with vendors to ensure a continuing supply of products available for review and raffles. Additionally, a mass-volume mailing shall be done once a year to all vendors asking for the opportunity to review their products.

2. COMPOSITION. The committee shall be composed of a minimum of one member.

3. APPOINTMENT. The President shall appoint and remove the Product Review Coordinator.

4. MEETINGS AND REPORTS. The Product Review Coordinator shall report to the Board of Directors on request of the President.

I. PROGRAM COMMITTEE

1. FUNCTION. The function of the Program Committee shall be to select and obtain suitable speakers or entertainment for programs presented from time to time.

2. COMPOSITION. The Committee shall be composed of not less than one nor more than five members.

3. APPOINTMENT. The President shall appoint and remove the Chairman of the Program Committee. The Chairman shall appoint and remove the members of this Committee.

4. MEETINGS AND REPORTS. The Program Committee shall meet as often as shall be necessary to perform its functions and shall report to the Executive Committee or the Board on request of the President.

J. PUBLICITY COMMITTEE

The Publicity Committee shall arrange publicity using media such as newspaper, radio, television, and other sections of the media for the general benefit of the organization. Publicity shall be arranged for special fund raising activities if and when requested by the chairman of such special activity. The chairman shall keep an accurate and up-to-date record of such publicity.

K. WAYS AND MEANS COMMITTEE

1. FUNCTION. The function of the Ways and Means Committee shall be to seek and recommend methods of acquiring and raising funds for the Corporation from natural or corporate persons or other entities, and from members, through activities permitted under the Charter and By-laws.

2. COMPOSITION. This committee shall be comprised of not less than one nor more than five members.

3. APPOINTMENT. The Vice-president shall be a member and Chairman. The Chairman shall appoint (with the consent of the Board) and remove all members of this committee.

4. MEETINGS AND REPORTS. The Committee shall meet as often as necessary and shall provide reports to the Executive Committee or the Board of Directors on request of the President.

L. OTHER COMMITTEES

In addition to the foregoing committees there shall be such other committees as may, in the opinion of the Board or the President, be necessary to conduct business and to carry out the objects and purposes of the organization. The President shall appoint the Chairman of such committees with the approval of the Board of Directors. Each Chairman shall appoint and remove other committee members. Each Chairman shall report when requested to the Board of Directors and submit

written reports to the President of their activities, as requested. Chairmen and members of such committees may, but need not, be members of the Board.

ARTICLE X BYLAW OR CHARTER AMENDMENT

The Bylaws or the Articles of Incorporation of this Corporation may be amended, revised, repealed or altered in whole or in part at any time by the following process:

1. The proposed change, revision, or amendment to the Bylaws or the Articles of Incorporation shall be first ratified and approved by the Board of Directors by a majority vote of the directors present at a Board of Directors meeting. Only those directors present may cast their vote on the action.

2. The revised version showing changes of the Bylaw or Charter Amendment, in its entirety, shall be served upon each member of the organization by U.S. mail, email, newsletter, Web site, or any individual or combination of the above at least 30 days prior to the meeting which is to consider and vote on such change or amendment.

3. Members shall approve and ratify the final revision by a majority vote of those present at any duly organized general membership meeting.

4. Upon approval and ratification of such amendment or revision to the Bylaws or Articles of Incorporation by the members as above set forth, the Bylaws Committee shall thereupon prepare such amendment and see to the required filing of any document with the proper governmental authority. Copies of such revised and amended Bylaws or Articles of Incorporation shall be made available to any member upon request. Amendments to these Bylaws may be made effective immediately upon the vote of the members if no further action is necessary to legalize them, or may be made effective pending such action.

These Bylaws, and all Rules and Regulations of the Organization, shall not be gender sensitive; reference to one gender shall include and apply equally to the other and to both. Reference to singular or plural persons shall be interchangeable, to include either, as the context implies.

ARTICLE XI PARLIAMENTARY AUTHORITY

The Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board of Directors, Officers, Chairmen of various Committees, and the Members in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Corporation, or with any laws of the State of Florida.

ARTICLE XII FISCAL YEAR

The fiscal year of the Corporation shall commence on the 1st day of January and terminate on the 31st day of December.

ARTICLE XIII SEAL

The Corporation may have a seal of such design as may be approved by the Board of Directors.

ARTICLE XIV DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organization or organizations, organized and operated exclusively for educational purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine. Upon dissolution, no part of the net income or earnings of the corporation shall inure to the benefit of any individual member or officer.

ARTICLE XV CONTRACTS, CHECKS, DEPOSITS

SECTION 15.01. CONTRACTS

The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to

execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific. Such contracts shall be countersigned by the Secretary, who shall retain in his files an original executed copy thereof.

SECTION 15.02. DEPOSITS

All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the Board of Directors.

SECTION 15.03. CHECKS

All checks, drafts, or any authorization for the payment of any sums of money or other evidence of debt issued in the name of the Corporation shall be signed by such person or persons as may be authorized under these Bylaws. Unless otherwise authorized, such instruments shall be signed by any one signer.

ARTICLE XVI
RECORDS

The Corporation shall maintain correct and proper books and records and shall keep any minutes taken of the meetings of the members or the Board of Directors at the principal office of the Corporation. All such records may be inspected by any Director, member, or the agent or attorney of either, or any proper person, at any reasonable time.

ADOPTED: (date)

TRI COUNTY COMPUTER USER GROUP, INC.

By _____
President

ATTEST:

Secretary

By-Laws Committee:
Veronica Pasquale
Spence Spencer
Lillian Blumer
Peggy Silletto
Loretta B. Bushner
Virginia O'Neill

REVISION OF BYLAWS

Edit date: July 17, 2001

Vote date: November 6, 2001