

Bylaws

Tallahassee Apple User Group, Inc.

R E V I S I O N

Nov 9, 2016

ARTICLE I – NAME, LOCATION, AND AUTHORITY

SECTION 1. NAME. The name of the organization shall be the Tallahassee Apple User Group, Inc. It may also refer to itself as the Tallahassee Apple User Group, T-Apple, T.Apple, or TApple as it deems convenient and/or appropriate. For the purposes of these Bylaws, the term “Corporation” and “TApple” refers to the Tallahassee Apple User Group, Inc. The lack of the official name on a document of TApple shall not in and of itself invalidate said document. TApple shall be located in Leon County, Florida.

SECTION 2. AUTHORITY. TApple shall function according to its Articles of Incorporation and the Florida Not For Profit Corporation Act except as modified with these Bylaws or amended by vote at a meeting of a quorum of the TApple Board.

ARTICLE II – PURPOSES

TApple is organized for such educational purposes as may qualify it for exemption 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). More specifically, such purposes include, but are not limited to, education involving ideas, concepts and applications pertaining to Apple and other computers and electronic devices and their uses.

ARTICLE III – PROHIBITED ACTIVITIES

SECTION 1. STANDARDS OF CONDUCT. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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, as amended or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954, as amended

SECTION 2. FINANCIAL ACCOUNTABILITY. No member, director, or officer of the Corporation shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Corporation, nor in any transaction for furnishing services, facilities, or supplies to the Corporation for compensation, unless the fact of such interest be known to and specifically approved by the Board of Directors.

ARTICLE IV – OFFICES & COMMUNICATION

SECTION 1. CORPORATE OFFICES. The Corporation will maintain a mailing address in Leon County at a place the Board of Directors chooses to designate. This will be the designated principal office of the Corporation. Any change of address must be published in the official corporation web site.

SECTION 2. COMMUNICATION. The Corporation shall maintain an official corporate web site whose purpose is to communicate with the membership.

ARTICLE V – MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS. TApple shall have only one class of members consisting of individual members in accordance with the founding Articles of Incorporation.

SECTION 2. APPLICATION FOR MEMBERSHIP. Application for membership in TApple shall be made in writing or electronically and shall state the name and pertinent addresses of the applicant.

SECTION 3. BENEFITS OF MEMBERSHIP.

Members are:

- (1) Eligible for elected office and elected Board Membership
- (2) Entitled to one vote on each matter submitted to a vote of the membership
- (3) Entitled to various discounts offered by businesses supporting TApple.
- (4) Entitled to participate in SIG Groups.
- (5) Entitled to other membership benefits that arise.

SECTION 4. VOLUNTARY TERMINATION OF MEMBERSHIP. Any TApple member may resign at any time by giving written or electronic notice of resignation to the President of TApple. Any resignation shall take effect at the time specified therein, or if not specified therein, immediately upon its receipt by the President, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. INVOLUNTARY TERMINATION OF MEMBERSHIP. The membership of any TApple member may be terminated by a two-thirds (2/3) vote of the members of the Board of Directors present at a regular or special called Board meeting for any of the following reasons:

- A. For Non-payment. For Non-payment of dues, fees, assessments or other financial obligations to TApple for a period of three (3) months or longer after due notice thereof has been sent to the member in arrears.
- B. For Good Cause. Such involuntary termination shall be effective at such time as the Board may determine including financial impropriety, inappropriate posting on internet, or other improper behavior as determined by the Board. The notice of any meeting at which such termination is to be proposed shall contain a notice of the proposed termination, and the member whose membership status is being challenged shall be notified thereof, in writing, at least twenty (20) days prior to the date of such meeting and shall be given the opportunity to present oral and written evidence with respect to the proposed termination. Any member whose membership is terminated, either voluntarily or involuntarily, shall remain fully liable for any unpaid dues or assessments theretofore levied against him/her.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in TApple is not transferable or assignable except for special circumstances as determined by the Board.

ARTICLE VI – MEETINGS OF MEMBERS

SECTION 1. REGULAR MEETINGS. There shall be regular meetings of the members of TApple at such places and times as the Board may from time to time determine.

SECTION 2. ANNUAL MEETING. There shall be an annual business meeting of the members of TApple in December of each year or at such other time as the Board of Directors may direct. The purpose of the annual business meeting will be for the transaction of business as may come before the meeting. Additionally, the business of electing Officers of TApple will be held biennially in the month of December. For the purposes of this revision of the TApple Bylaws, the biennial election of officers will begin in 2017.

SECTION 3. SPECIAL MEETINGS. Special meetings of the members of TApple may be called at any time by the Board of Directors and must be called upon the written or electronic request to the President of forty percent (40%) or more of the membership. At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting unless unanimous consent is obtained from the members present thereat to transact other business.

SECTION 4. NOTICE OF MEETINGS. Written, printed, or electronic notice stating the place, date and hour of any meeting, regular, annual, or special, to members of TApple, shall be delivered, either personally, by mail, or by electronic means to each member entitled to vote at such meeting. In case of a special meeting, or when required by statute or by these Bylaws, the purpose for which meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the mail or electronically to the member at his/her address as it appears on the records of TApple.

SECTION 5. CLUB QUORUM FOR VOTING OF OFFICERS. The quorum consists of Twenty percent (20%) or more of the members of TApple holding votes which may be cast at the annual meeting for the voting of Officers.

SECTION 6. VOTING. Voting on all questions submitted to a vote of the members shall be in such manner as is determined by the Board including but not limited to those present at the meeting voting, or other means determined by the Board.

SECTION 7. PROXIES. There shall be no voting by proxy at any meeting of the members of TApple.

ARTICLE VII – OFFICERS

SECTION 1. TITLES AND TERMS. The officers of TApple shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Membership Chairman who shall hold office for a period of two (2) years immediately following their election and thereafter until their successors shall be duly qualified and elected.

SECTION 2. REIMBURSEMENTS. No officer or Director of TApple shall receive any compensation for his/her services. He/she may, however, be reimbursed for expenses approved by the Board.

SECTION 3. PRESIDENT. The President shall be the principal executive officer of TApple and shall, in general, supervise and control all the business and affairs of TApple. He/she shall preside at all meetings of the Board of Directors and of the members. He/she may sign, with the Secretary, Treasurer or any other proper officer of TApple authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of TApple; and, in general may be prescribed by the Board from time to time. The President is limited to non-consecutive two year terms of office. This limitation does not prohibit him/her from seeking the office of President in the future.

SECTION 4. VICE PRESIDENT. In the absence of the President, or in the event of his/her inability to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice president shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 5. SECRETARY. The Secretary shall keep a record of all proceedings of TApple; shall keep a roll of the members of TApple; and shall issue notices of all meetings as required by the President or the Board. The Secretary shall maintain original copies and/or access to official TApple documents and agreements including but not limited to the Articles of Incorporation and Bylaws. The Secretary shall perform all duties usually incidental to his/her office or as may be required from time to time by the President or the Board of Directors.

SECTION 6. TREASURER. The Treasurer shall collect all funds of TApple; shall disburse such funds upon the approval of the Board of Directors; shall report annually and at such other times as may be required by the Board of Directors, the amount of funds received and disbursed by him; shall keep regular accounts which at all times shall be open to the inspection of the Board of Directors as a whole; shall assure that all Federal, State, and local taxes are prepared and presented to the Board for review and approval and filed in a timely manner; shall perform all duties usually incidental to his office or as may be required from time to time by the Board of Directors.

SECTION 7. MEMBERSHIP CHAIRMAN. The Membership Chairman shall serve as an advocate to retain and increase TApple membership.

ARTICLE VIII – BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The management and control of TApple and its affairs shall be vested in a Board of Directors (The Board) consisting of its five (5) Officers and a minimum of two (2) Appointed Directors and additional Directors as appointed by the Board. For the purposes of these Bylaws, the term Director applies to each individual member of the Board of Directors.

SECTION 2. QUALIFICATIONS. Each Director must be a member of TApple.

SECTION 3. NOMINATIONS AND ELECTIONS. Nominations for Officers on the Board of Directors shall be made by a Nominating Committee of five (5) members appointed by the Board of Directors. The members of the Nominating Committee shall choose their own Chairman. The Nominating Committee shall meet at such time as to enable publication of the slate of candidates through written or electronic means at least ten (10) days in advance of the annual meeting at which elections are to be conducted. Further nominations may be made in advance of the meeting to the Nominating Committee or from the floor of the meeting

SECTION 4. SELECTION OF THE BOARD OF DIRECTORS. Five Officers including a President, Vice-President, Secretary, Treasurer, and Membership Chairperson will be elected by the Membership biennially (every two years) beginning in 2017 in the month of December at the Annual Business Meeting. A minimum of two Appointed Directors will be selected and appointed at a regularly scheduled Board meeting after the annual member business meeting. They shall serve the Board and the membership as directed by the Board for a term of one year. The Board may recommend additional Directors as needed for terms as needed by the Board of Directors. Additionally the Board will recommend the establishment of Significant Interest Groups (SIGS) as appropriate and in accordance with the existing Articles of Incorporation.

SECTION 5. ELECTION AND TERM OF OFFICE. At each annual meeting of TApple, the nominee for President, Vice-President, Secretary, Treasurer and Membership Chairperson receiving the majority of eligible votes for that office shall be declared the winner. Officers shall serve for two (2) years and until their successors shall have been elected and qualified.

SECTION 6. RESIGNATION OF DIRECTORS. Any Director of TApple may resign at any time by giving written or electronic notice of his/her resignation to the President. Resignation shall take effect at the time specified therein or, if not specified, immediately upon its receipt by the President.

SECTION 7. REMOVAL OF DIRECTORS. A Director may be removed from the Board of Directors for cause upon the unanimous vote therefor of all the members of the Board of Directors except the Director whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed termination, and the Directors whose status is being challenged shall be notified thereof in writing or electronically at least twenty (20) days prior to the date of such meeting and shall be given the opportunity to present oral and written evidence with respect to the proposed termination.

SECTION 8. VACANCIES. Any Officer vacancy occurring on the Board of Directors shall be filled by the Board by electing an eligible person for that Officer's unexpired term and office. However, if the vacancy is that of the President, the Vice President becomes the President, and the newly elected Director becomes the Vice President. Likewise Appointed Director vacancies will be filled by the Board of Directors as needed, and in any case such that the total number of Directors on the Board of Directors is maintained at a minimum of five (5) Officers and two (2) Appointed Directors.

ARTICLE IX – COMMITTEES

The Board of Directors or the President may, by resolution, recommend such committees for such purposes and having such powers as it may determine, and the President shall approve and designate the Chairman and members of all committees submitted by the Board. The purpose of Committees will be to manage the routine functioning of TApple activities such as Program Planning, Refreshments, Significant Interest Groups etc. The Committee Chairman shall provide updates on the status of Committee activities to the Board of Directors at regularly scheduled Board of Director meetings.

ARTICLE X – MEETINGS OF DIRECTORS

SECTION 1. MEETINGS. The Board of Directors will meet normally on a monthly basis but not less than quarterly each year to conduct business in accordance with formal established parliamentary procedures. This business includes budgeting, expenditures, appointment of Directors, the appointment of Committees, conduct formal business operations of TApple and receive status updates from Committee Chairpersons. Other special meetings of the Board may be called by the President or by five or more of the Board of Directors of TApple. All meetings of the Board shall be held at such time and place as the Board may, from time to time, fix or as may be specified in the notice of the meeting.

SECTION 2. NOTICE OF BOARD MEETINGS. Each member of the Board shall receive notice of the time and place of each meeting of the Board by written, printed, or electronic notice containing the purpose of any meeting. This notice shall be delivered, either personally, by mail, or by electronic means to each member of the Board of Directors not less than 48 hours nor more than thirty (30) days before the date on which the meeting is to be held.

SECTION 3. QUORUM. At all meetings of the Board of Directors, five or more of the total number of members of the Board must be present in person in order to constitute a quorum for the transaction of business. In the absence of a quorum at any formal meeting of the Board, a majority of those members of the Board present thereat may adjourn the meeting from time to time without further notice.

SECTION 4. VOTING. Unless otherwise provided by statute or by these Bylaws, the act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 5. ORGANIZATION. At each meeting of the Board, the President, if present, or the Vice President, or, if both are absent, such member of the Board as shall be chosen by a majority of the members present, shall act as chairman of the meeting and preside thereat.

ARTICLE XI – DUES AND ASSESSMENTS

SECTION 1. ANNUAL DUES. The annual member dues cycle is July 1 - June 30 while the TApple Annual fiscal year is January 1 - December 31. The Board may change these cycles as appropriate.

SECTION 2. SPECIAL ASSESSMENTS. The Board of Directors, by a vote of a majority of the members of the Board in attendance at a Board of Directors business meeting, may levy special assessments on members. Such special assessments must be paid within the time limit set by the Board of Directors.

ARTICLE XII – BUDGET

An annual budget for each fiscal year shall be prepared by the Treasurer and presented to TApple's Board of Directors for its approval no more than twenty (20) days after the annual meeting.

Thereafter, at any meeting of the Board, the Board may approve any supplemental budget that may be necessary. TApple shall authorize no expenditures nor shall it authorize

TApple to become obligated to make any expenditure in excess of such annual and supplemental budgets as are properly approved by the Board.

ARTICLE XIII – CONTRACTS, CHECKS, BANK ACCOUNTS & INTERNET

SECTION 1. EXECUTION OF CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, of TApple, in addition to the officer or officers so authorized by the Bylaws, to execute and deliver any contract or other instrument in the name and on behalf of TApple, and such authority may be general or confined to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these Bylaws, no officer or agent or employee shall have any power or authority to bind TApple by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or to any amount.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of TApple shall be signed by such officer or officers, agent or agents of TApple and in such manner as shall from time to time be determined by resolution of the Board of Directors. There must be a minimum of two Directors who are not related, signing any fiscal instrument.

SECTION 3. DEPOSITS. All funds of TApple shall be deposited to the credit of TApple in such financial institutions as the Board of Directors designate.

SECTION 4. INTERNET. TApple is the owner of all TApple related Domain Names, TApple Web Pages and TApple Social Media including but not limited to FACEBOOK, Twitter and other such accounts as may be setup from time to time to support TApple organizational needs. Hosting services will be utilized as needed to support TApple Internet usage, but ownership of the TApple brand will always belong to the TApple User Group. Only a current elected officer of the TApple User Group may be listed as a representative for management of TApple Domain Names or other associated Internet services as needed. Designation of the TApple representative for management of Internet Domain Names and associated Services will be updated from time to time as needed by the TApple Board.

SECTION 5. SPONSORS. TApple will offer 501 c3 Non Profit Sponsorship opportunities for businesses in return for Sponsorship Recognition on the TApple website. Sponsorship funding amounts, requirements and Recognition Levels will be set by the TApple Board.

SECTION 6. DONORS. TApple will accept cash and in-kind donations in accordance with 501 c3 Non Profit rules.

SECTION 7. ADVERTISERS. TApple will offer opportunities for Non Tax Deductible purchase of Advertisement space on the TApple Website, where vendors may post product sales. All advertisement revenue received by TApple is taxable to TApple by IRS. Advertisement Charges will be set by the TApple Board.

ARTICLE XIV – ELECTRONIC ACTION BY BOARD OF DIRECTORS

Actions which may be taken at a meeting of the Board of Directors, may be taken electronically (such as by phone, email or other electronic means) without an in-person Board meeting if two-thirds of the members of the Board agree to convene an Electronic meeting of the Board. Such consent shall have the same force and effect as if such action had been taken at a regularly convened meeting of the Board of Directors.

ARTICLE XV – INDEMNIFICATION

SECTION 1. The Corporation shall, to the extent legally permissible, indemnify and hold harmless any person serving or who has served as a director, officer, or duly authorized agent of the Corporation against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred in connection with the defense or disposition of a claim, action, suit or other proceeding whether civil or criminal, in which the person may be threatened, while serving or thereafter, by reason of being or having been such a director, officer or agent, except with respect to any matter as to which the person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interests of the Corporation.

SECTION 2. Expenses, including counsel fees, reasonably incurred by any such director, officer, or agent in connection with the defense or disposition of any such claim, action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the Corporation the amounts so paid if it ultimately is determined that indemnification of such expenses is not authorized herein. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such director, officer, or agent may be entitled. As used in this Article, the terms “director”, “officer”, and “agent” include their respective heirs, executors, and administrators.

SECTION 3. The Corporation may, at the election of the Board of Directors, purchase and maintain insurance in behalf of the Corporation or any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him/her in or arising out of his position, whether or not the Corporation would be obligated or empowered to indemnify him/her against such liability under this Article XV.

ARTICLE XVI – DISSOLUTION

SECTION 1. PROCEDURE. The Corporation can be dissolved only by a two-thirds (2/3) vote of the Board of Directors as specified in the Articles of Incorporation.

SECTION 2. DETERMINATION OF PROPERTY. Should the Corporation be dissolved, all property and funds remaining after payment of debts of the corporation shall be disbursed in accordance with the recommendations of the Board of Directors to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1054 (or the corresponding provisions of any future United States Internal Revenue Code). Any such assets not so disposed of shall be disposed by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII – AMENDMENTS AND REVISIONS TO THE BYLAWS

The Bylaws of TApple may be amended or repealed, or new Bylaws (known as a Revision) may be adopted at any regular or special meeting of the Board of Directors upon the affirmative vote of two-thirds (2/3) of the Board of Directors attending said meeting.

ARTICLE XVIII – PARLIAMENTARY AUTHORITY

The currently effective *Roberts Rules of Order* shall be the parliamentary authority for TApple.

History:

Articles of Incorporation January 6, 1988

Bylaws – Prior to CY2000 Assumed contained in Articles of Incorporation

Bylaws Amended December 4, 2000

Bylaws Amended December 11, 2014

Bylaws Revised December XX, 2016