

**Heartland User's Group**

# **Bylaws**

**Revised and Approved January, 2005**

# Heartland User's Group Bylaws

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# Heartland User's Group, Inc.

## Bylaws

Revised March 4, 2003

### I. OFFICES

The principal office of the HEARTLAND USER'S GROUP (hereafter referred to as the Corporation) shall be located in the State of Kansas. The registered office of the Corporation required by the Kansas Non-Profit Corporation Act to be maintained in Kansas may be, but need not be, identical with the principal office in Kansas, and the address of the registered office may be changed from time to time by the Board of Directors.

### 2. PURPOSES

#### 2.1. GENERAL

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended.

#### 2.2. SPECIFIC PURPOSES

Specifically, the Corporation is organized (a) to provide a forum for communicating ideas resolving problems and increasing the effectiveness of users of computer software, and (b) to educate the public concerning the advantages and disadvantages of computer software.

#### 2.3. OTHER PURPOSES

The Corporation shall not, except to an insubstantial degree, engage in any activities that are not in furtherance of the purposes stated in this section.

#### 2.4. LOBBYING

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except during a year for which the Corporation has filed an election pursuant to § 501 (h) of the Code, as amended, in which case the Corporation may engage in such activities to the extent allowed by such provision, except that in no case may the Corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

### 3. DEDICATION OF ASSETS

#### 3.1. DEDICATION

The properties and assets of this non-profit Corporation are irrevocably dedicated to charitable, scientific, **networking**, and educational purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member or Director of the Corporation, except as reasonable compensation for services rendered.

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### 3.2. DISSOLUTION

Upon the dissolution 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 of the assets of the Corporation to one or more organizations organized exclusively for charitable, scientific, or educational purposes as shall at the time qualify as exempt organizations under Internal Revenue Code § 501 (c)(3) (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## 4. MEMBERS

### 4.1. CLASSES OF MEMBERS

The Corporation shall have two (2) classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

a. Class Definitions and Qualifications:

**Individual Member:** A dues paying member.

**Honorary Member:** A non-dues paying Member who has been awarded by the Board of Directors an honorary membership for their contributions to the Corporation, the computer industry, or software science, whether financial or otherwise.

b. Voting Rights of Each Class: All members of each class of members are entitled to voting rights as set forth in Section 4.3.

### 4.2. APPLICATIONS

All applicants for membership shall file with the Treasurer a written application in such form as the Board of Directors shall from time to time determine. Such applications shall be screened by the Treasurer, and Board Member in charge of the HUG database and processed, if acceptable.

### 4.3. VOTING RIGHTS

All Members with voting rights shall be entitled to one vote on each matter submitted to a vote of the Members except for the election of the Board of Directors in which cumulative voting shall be allowed as set forth hereafter.

### 4.4. TERMINATION OF MEMBERSHIP

By an affirmative vote of two-thirds of all of the members of the Board, the Board of Directors may suspend or expel a Member for cause after an appropriate hearing. Any Member who is in default in the payment of dues for more than sixty (60) days shall automatically be terminated and shall not be entitled to further notices or benefits unless and until reinstated (See Section 11.3).

### 4.5 RESIGNATION

Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

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### **4.6. REINSTATEMENT**

A former member shall be reinstated upon written request filed with the Treasurer together with the payment of dues if the reinstatement is within three (3) months of any lapse. Thereafter initiation fees, if any, and all other costs of initial membership shall be due.

### **4.7. TRANSFER OF MEMBERSHIP**

No membership in the Corporation may be transferred or assigned to any other person unless formally approved by the Board of Directors.

### **4.8. NO MEMBERSHIP CERTIFICATES**

No membership shares or Certificates of the Corporation shall be required. The Board of Directors, upon payment of fees and dues, may issue membership cards for purposes of controlling use of the library, obtaining discounts available to Members on the purchases of goods, and for such other purposes as approved by the Board of Directors. The form of such membership card shall be as adopted by the Board of Directors.

## **5. MEETINGS**

### **5.2. SPECIAL MEETINGS**

Special meetings of the Members, for any purpose, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-tenth of all the members entitled to vote at the Annual Meeting.

### **5.4. PLACE OF MEETING**

The Board of Directors, or the President, may designate any location as the place for any Meeting. If no designation is made, or if a special meeting shall be called otherwise, the place of meeting shall be the registered office of the Corporation in the State of Kansas.

### **5.5. NOTICE OF MEETING**

Written or printed notice stating the place, day and hour of a special meeting, the purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by e-mail, by or at the direction of the President, or the Secretary, or the Officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If e-mailed, such notice shall be deemed to be delivered when e-mailed to the member at the member's e-mail address as it appears on the then current records of the Corporation. If requested by the person or persons lawfully calling such meeting, the Treasurer shall furnish such person or persons a copy of the members' names and e-mail addresses at the cost of reproduction thereof.

### **5.6. CLOSING MEMBERSHIP RECORDS OR FIXING OF RECORD DATE**

For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors may provide that the membership records shall be closed for any stated period not exceeding fifty (50) days. If the membership records shall be closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the membership records, the

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Board of Directors may fix in advance a date as the record date for any such determination of Members, such date in any case shall not be more than fifty (50) days, nor less than ten (10) days prior to the date on which the particular action, requiring such determination of Members, is to be taken. If the membership records are not closed and no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of the membership records and the stated period of the closing has expired.

### 5.7. VOTING LISTS

The Treasurer shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of each. For a period of ten (10) days prior to such meeting, this list shall be kept on file at the principal office of the Corporation within the State of Kansas, and shall be subject to inspection by any Member. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting. Such list shall be prima facie evidence as to who are the Members entitled to examine such list or to vote at any meeting of Members.

### 5.9. PROXIES

At all meetings of Members, a Member may vote by proxy executed in writing by the Member or the Member's duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution.

### 5.10. VOTING

All Members with voting rights shall be entitled to one vote on each matter submitted to a vote at a meeting of Members, except to the extent that the voting rights of any Member or Members are limited or denied by the Articles of Incorporation of these Bylaws.

The Board of Directors will be elected as follows:

- a. Each SIG will have one Director on the Board of Directors: *(See Section 8 for SIG definition.)*

Every Paid up HUG Member who attends the April meeting of a SIG is entitled to vote for the Director representing that SIG. If a Member attends multiple SIGs in the month of April, they are entitled to vote for the Director of each SIG attended.

The President of HUG or, at the direction or in the President's absence, a Director, shall preside over the election of Director for each SIG. The President/Director will take roll of members who attend the meetings that elect Directors. Any Member who does not attend any of the meetings that elect the Directors, will be sent a ballot by *e-mail*, to vote for one Director. They will have 14 days from the date of *e-mailing* to get the ballot back to the Board.

- b. Once the Directors are elected per the above process (5.10.a), they, as a group, will appoint the President, Vice President, Secretary, Treasurer, and Newsletter Publisher.

The above positions can be a Director elected by the SIGs or any other Member of HUG. If the above positions are filled by Members not elected as Directors, they will become Directors when appointed, with the full rights of Directors. See section 6.2 for further limitations.

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### **5.10.1. DIRECTORS ELECTED BY THE SIGs**

Each Director elected by a SIG will represent that SIG along with the other duties of a Director. The following is required by the SIGs *and the Director is expected to see that they happen on a timely basis.*

- a. Take roll at their SIG and return a copy to the Board within 3 days of a SIG meeting.  
(Know who attended who was a member and who attended who was not a member.)
- b. Forward to the Board within 3 days of a SIG meeting: receipt(s), content of future meetings, and any winner(s) of door prizes.
- c. Deliver any reimbursements from the Board to the SIG for expenses incurred on their behalf.
- d. All SIG Leaders must be paid up Members of HUG.
- e. The purpose of having SIG representation on the Board is to facilitate communication.

### **5.11. VOTING BY BALLOT**

All elections of directors shall be by written ballot. In all other matters, voting may be oral or by ballot as directed by the presiding officers, provided however, that any member may demand and require a vote by ballot.

### **5.12. SUPERVISION OF MEETINGS**

The President or, at the direction or in the President's absence, a Vice President, shall preside at all meetings of the members. The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the members.

## **6. BOARD OF DIRECTORS**

### **6.1. GENERAL POWERS**

The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Kansas Nonprofit Corporation Act or the Articles of Incorporation.

### **6.2. NUMBER, TENURE AND QUALIFICATIONS**

The number of voting Directors of the Corporation shall be not less than three (3) nor more than *ten (10)*. *The Board of Directors shall be elected per section 5.10 of this document.* Each Director shall hold office until the next election of Members and thereafter until the Director's successor shall have been elected and qualified. Directors shall be Members of HUG (the Corporation). Directors shall be removable in the manner provided by the statutes of the State of Kansas.

#### **6.2.1 TERMINATION OF DIRECTORS AND SIG LEADERS**

Any Director or SIG Leader who is in default in the payment of dues for more than sixty (60) days

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shall automatically be terminated from the Directorship and/or SIG Leadership. See section 6.3 for dealing with Director vacancies, and section 8.4.1 for SIG leader vacancies.

### **6.3. VACANCIES**

Any director may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office. Any Directorship to be filled by the affirmative vote of a majority of the Directors then in office or by an election at a special meeting of Members called for that purpose, and a Director so chosen shall hold office for the term specified in Section 6.2. above.

### **6.4. REGULAR MEETING OF THE BOARD OF DIRECTOR**

The Board of Directors may provide by resolution the time and place for the holding of regular meetings without other notice than such resolution.

### **6.5. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

### **6.6. NOTICE**

Notice of any special meeting shall be given at least seven (7) days previously there to by written notice delivered personally or *e-mailed to each Director. Such notice shall be deemed to be delivered when e-mailed to the Director at the Director's e-mail address as it appears on the then current records of the Corporation.* Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

### **6.7. QUORUM**

A majority of the number of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **6.8. MANNER OF ACTING**

The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The President shall not vote except in the event of a deadlock when the President shall cast the tie breaking vote.

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### **6.9. COMPENSATION**

By resolution of the Board of Directors, any Director or any other Member may be paid any compensation for services rendered to the Corporation, including out-of-pocket expenses that is approved by the board of directors. It is highly recommended that any money spent by a Director/Member is approved by the board prior to the Director/Member making the purchase to insure reimbursement. All expenditures that are not supported by our Purpose Statement (see Section 2 of this document) will not be reimbursed.

### **6.10. BOARD MINUTES APPROVAL**

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to agree with the Minutes of the board meeting unless he/she sends a dissent to the President and the person acting as the Secretary of the meeting by certified mail within five (5) days of the minutes being approved by the board of directors. This dissent will be distributed to the board of directors and either the board will change the minutes or make the dissent part of the minutes of the meeting.

### **6.12. INFORMAL ACTION BY DIRECTORS**

Transaction of business

The Board of Directors may use e-mail to transact any business required or permitted to be taken at a meeting of the Board of Directors without a meeting. If the action receives a majority vote, it will be considered passed in the same manner as voting at a scheduled meeting. The following manner is the way a proposal will get passed by the Board without a scheduled meeting:

- a. A proposal will be sent out by e-mail to all Board Members. There will be one week from the date of the original e-mail for discussion. (The Board Member initiating the discussion will send all discussion to all Board Members.)
- b. A Board Member can ask for a 1 week extension on the above discussion.
- c. After the above discussion period, any Board Member with the exception of the one that initiated the proposal can second the proposal. (The Board Member seconding proposal will send the second to all Board Members.)
- d. Once a proposal is seconded by e-mail, it will be sent out to all Board Members for a vote. If an e-mail is not returned with a vote, it will be presumed that the Director is abstaining from voting on this item.
- e. When a proposal or request for vote is e-mailed to the Board of Directors, such notice shall be deemed to be delivered when e-mailed to the Member at the Member's e-mail address as it appears on the then current records of the Corporation.
- f. The President will preside over the discussion and the vote.

Such consent and votes by e-mail shall have the same force and effect as a vote of the Directors, and may be stated as such in any articles or documents filed with the Secretary of State of Kansas under the Kansas Corporation Act. A quorum as described in section 6.7 is required to pass a proposal.

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### **6.13. DIRECTOR'S PROXIES**

At all meetings of the Board of Directors, or e-mail votes of the Board of Directors, a Director may vote by proxy executed in writing or by e-mail by the Director or the Director's duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. The proxy shall be valid for the period of time stated in the proxy or if no time is stated, until the Director withdraws the proxy in writing, and at the longest the end of the Director's term.

## **7. OFFICERS AND AGENTS**

### **7.1. GENERAL**

The officers of the Corporation shall be the President, the Vice President, the Secretary, the Treasurer. The Board of Directors may appoint such other officers, assistant officers, committees and agents, including Assistant Secretaries, and Assistant Treasurers, Assistant Librarians and Assistant Editors, as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors. One person may hold any two offices, except that no person may simultaneously hold the offices of President and Secretary. In all cases where the duties of any officers, agent or employee are not prescribed by the Bylaws or by the Board of Directors, such officer, agent or employee shall follow the orders and instructions of the President.

### **7.2. ELECTION AND TERM OF OFFICE**

The Officers of the Corporation shall be elected by the Board of Directors annually at the first meeting of the Board after each annual election of the Directors. If the election of Officers shall not be held in the month of April, such election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until the first of the following to occur: Until a successor shall have been duly elected and shall have qualified; until death; until resignation; or until removal in the manner hereinafter provided.

### **7.3. REMOVAL**

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

### **7.4. VACANCIES**

A vacancy in any office, however occurring, will be filled as follows:

- a. If the Director was elected by a SIG, the SIG will elect a new Director to represent the SIG at the next available meeting of the SIG. The election must be advertised in the regular notice for the SIG.
- b. If the Director was appointed by the Board of Directors, the Board of Directors may appoint a Member for the unexpired portion of the term.

### **7.5. PRESIDENT**

The President shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the Corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The President shall have custody of the Treasurer's bond, if any.

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### 7.6. VICE PRESIDENT

The Vice President or Vice Presidents shall assist the President and shall perform such duties as may be assigned to it or them by the President or by the Board of Directors. In the absence of the President, the Vice President or Vice Presidents shall have the powers and perform the duties of the President.

### 7.7. SECRETARY

The Secretary shall:

- (a) Keep the minutes of the proceedings of the Members, the Executive Committee, and the Board of Directors
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law
- (c) Except as otherwise provided, be custodian of the corporate records.
- (d) Keep at its registered office or principal place of business within the State of Kansas, a record containing the names and addresses of all members, unless such a record shall be kept at the office of the Treasurer
- (e) In general, perform all duties incident to the office as Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

### 7.8. TREASURER

The Treasurer shall

- (a) Be the principal financial officer of the Corporation and shall have indebtedness and other personal property of the Corporation and shall deposit the same in accordance with the instructions of the Board of Directors
- (b) Receive and give receipts for moneys paid in on account of the Corporation, and shall payout of the funds on hand all bills, payrolls, and other just debts of the Corporation of whatever nature upon maturity;
- (c) Perform all other duties incident to the office of the Treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time;
- (d) If required by the Board of Directors, give the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in the possession or control of the Treasurer and belonging to the Corporation. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the President. The Treasurer shall also be the principal accounting officer of the Corporation and shall prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all required local,

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state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations.

### 7.9. SALARIES

The salaries, if any, of the Officers shall be fixed from time to time by the Board of Directors. No Officer shall be prevented from receiving such salary by reason of the fact that such Officer is also a member of the Board of Directors of the Corporation.

### 7.10. CONTRACTS

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

## 8. SPECIAL INTEREST GROUPS

### 8.1. PURPOSE AND SCOPE OF OPERATION

In order to promote the diversity of the organization and to meet the unique needs of certain groups of computer users within the organization, the Board of Directors is authorized to create Special Interest Groups ("SIGs") which serve to promote specific types of software, programming skills, or, other computer related activities. The SIGs created shall operate and be governed by the provisions of this Article and at all times shall be subject to the supervision, oversight, and control of the HUG Board.

### 8.2. CREATION

The HUG Board may establish a SIG on its own initiative or by the filing of a written request for the formation of a SIG by a HUG Member. The HUG Board will then vote either to approve and organize the new SIG, modify the request as the Board sees fit, or to reject the request. Once a SIG is established by the authorization of the Board:

- a. The Board will set aside \$100 or whatever the Board sees as appropriate for use by this SIG for websites, door prizes, bringing people into town, etc. Any amount spent must be for educational purposes as determined by our non-profit charter.
- b. HUG will appoint a new SIG Leader for the group who will stay the SIG Leader until the next April election for his/her SIG, or until the time he/she is replaced, resigns, or is terminated by HUG.
- c. The database person will provide the new SIG Leader the HUG membership list for the purpose of soliciting members for the new SIG.
- d. HUG shall announce the organizational meeting date, time and location to the members of HUG by giving notice of the organizational meeting in the general newsletter of the HUG.

#### 8.2.1 SIG Termination

If a SIG is not living up to its responsibilities to HUG, *as defined here after*, at any time the Board can terminate the SIG from HUG.

Also if at any time the SIG decides to depart from HUG, with a vote of the SIG, they can withdraw from the HUG umbrella. If SIG is terminated by the HUG Board decision or their own decision, no

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further money will be distributed to the SIG from HUG.

### 8.3. SIG MEMBERS AND MEETINGS

The members of a SIG shall consist of any member of HUG who indicates their desire to join a SIG by signing the ***circulated roll sheet at a meeting***, by giving written notice to any Leader of the SIG which the HUG Member wishes to join, or by giving written notice to the HUG Board. A SIG may have periodic meetings as it may establish from time to time by a vote of its members. Each SIG can have 2 classes of members as decided by the SIG Leaders. The (b) class below is at the discretion of each SIG Leader.

- a. Qualified Members of HUG who can vote on HUG Directors, and HUG business.
- b. Guests who may vote on matters pertaining to the SIG as long as the rest of the rules of HUG apply.

### 8.4. SIG OFFICERS

A SIG shall have at least one member serving as the SIG Leader who shall be the Chief Officer of the SIG. The SIG Leader shall be the person responsible for the operation of the SIG. *The SIG Leader shall always be a Paid in Full Member of HUG. See section 5.10.1 for additional SIG Leader responsibilities.*

A SIG may elect other Officers to serve in any function the members of the SIG authorize. The HUG Board shall have the right to remove any SIG Leader or other SIG Officers any reason. The term of SIG Officers shall be for one year starting after the April election or until their replacement is duly elected and qualified. A SIG Officer may resign at any time by giving written notice to another Officer of the SIG from which the Officer is resigning or to any Director of the HUG Board.

#### 8.4.1 SIG Leader Replacement

The replacement of a SIG Leader is done by election. The HUG Board President or another Board Member appointed by the President will supervise the election of a new SIG Leader at the first possible meeting of the SIG. Until that time the President of HUG will appoint a member of the SIG to be interim leader.

If the SIG Leader is terminated by HUG, the SIG can vote to withdraw from HUG. However, if they decide to withdraw, no money will be distributed to the SIG from HUG.

### 8.5. VOTING

The annual election of SIG Officers shall occur at the first regularly scheduled *SIG meeting in April*. *Notice shall be given in the HUG general newsletter immediately prior to the March and April SIG meeting. In March SIG Officers will be nominated. All those nominated to run for SIG Leader, must be*

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*paid members of HUG. At the April meeting, the new SIG Leader shall be elected by SIG members. The results of the election shall be reported to the HUG Board no later than the next general meeting of the HUG. The installation of SIG Leaders shall be subject to the approval of the HUG Board.*

### **8.6. QUORUM**

A quorum to conduct business at any SIG shall consist of *three or more SIG members*.

### **8.7. SIG FINANCES OR SPECIAL DUES**

HUG Membership dues collected by HUG will be divided as follows.

- a. Money that was in the HUG treasury on June 1, 2004 will be divided in the following manner (Approximately \$6,000):
  - > All expenses for HUG *will be paid in full*, not including SIG expenses, up until the approval of this version of the Bylaws *by the members*.
  - > After the above *is paid*, 20% of the remainder will be placed in the HUG account for future expenses.
  - > The remainder will be divided evenly between the following SIGs minus *any* money they have spent since June 1, 2004: SQL Server, Windows-Freeware, Java, Web, *and* Access.
  - > All the above funds shall be deposited to Corporation's general account subject to the control and review of the Corporate Treasurer. The Treasurer will distribute the money to the appropriate SIG upon receipts or bills from appropriate sources *that meet the stated HUG purposes*.
  - > The Treasurer in conjunction with the database person will track the funds available to the above SIGs and *make a financial report* at each Board meeting.
- b. Money that comes into *the* HUG treasury from membership after June 1, 2004 will be divided in the following manner:
  - > 20% will go to the HUG *account* for future *HUG* expenses.
  - > The remaining 80% will be divided as follows:
    - > *For any person a SIG signs up for HUG membership and pays for the membership at one of their meetings, or any member who brings a HUG renewal to the SIG meeting with a check, the SIG will get up to 80% of that money they collect for membership put into the HUG treasury earmarked for the SIG to use for SIG purposes.*
    - > *For any application or renewal that comes to HUG through the mail or by other means, up to 80% will be put into the HUG treasury to earmarked for the SIGs of interest marked on the application.*
  - > All the above funds (membership dues) shall be deposited in the Corporation's general account subject to the control and review of the Corporate Treasurer. The Treasurer will distribute the money to the appropriate SIG upon receipts or bills from appropriate sources. *See c below for additional information on reimbursement.*
  - > The Treasurer in conjunction with the database person will track the funds available to the

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above SIGs and make a financial report at each Board meeting.

- c. The *membership dues funds, for SIG use*, in a and b above can be spent on websites, door prizes, bringing people into town, etc. Any amount spent must be for educational purposes as *provided* by our non-profit charter. It is recommended that your SIG approves the *expenditures* or at least your SIG Board (3 or more people) approve the spending of the above money in *advance*. Any door prizes etc. could be given to whomever the SIG decides is eligible for the prize. *It is up to each individual SIG To decide if winners need be a HUG member. See section 6.9 for Reimbursement rules.*
- d. No money *will* be distributed to a SIG *unless* the responsibilities of the SIG Leader in section 5.10.1 *are* fulfilled.
- e. *Any membership dues funds available for a SIG on December 31 of any year, must be spent by the SIG by December 31 of the next year. Any money that is not spent by December 31 of the next year, will remain in the HUG general account for HUG general use.*

### **8.7.1 SPECIAL DUES**

A SIG may adopt a separate assessment or dues for membership in the SIG with the approval of the HUG Board only. Any funds raised or used for the benefit of the SIG shall be reported to the Treasurer of HUG so that the Treasurer may keep the appropriate tax and accounting records. Unless the HUG Board directs otherwise, all funds shall be deposited to and distributed from the Corporation's general account subject to the control and review of the Corporate Treasurer.

### **8.8. HUG DATABASE**

Directors, SIG Leaders, and other volunteers might need possession of the HUG database. It is the policy of HUG that we do not sell or give away our membership information to other organizations. Anyone who is given access to a copy of the database must sign an agreement that they will not use the database for personal use, business use, or sell or give away the information. It will only be used for the benefit of HUG Members.

## **9. FINANCIAL RECORDS AND TRANSACTIONS**

### **9.1. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or that Member's agent or attorney for any proper purpose at any reasonable time.

### **9.2. LOANS.**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors in specific instances.

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### **9.3. 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 the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **9.4. DEPOSITS**

All monies of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

### **9.5. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **10. INDEMNIFICATION AND CONFLICTS OF INTEREST**

### **10.1. INDEMNIFICATION**

Each Director and Officer of the Corporation, or not then in office, and their personal representatives, shall be indemnified by the Corporation against all costs and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they may be involved, or to which they may be made a party by reason of being or having been such Director or Officer, except in relation to matters as to which they shall be finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purposes of containing the costs of litigation, but only if the Board of Directors decides the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which the Director or Officer may be entitled as a matter of law or by agreement.

### **10.2. CONFLICTS OF INTEREST**

No Officer or Director shall be entitled to vote on, nor take any action which would be personally beneficial, either financially or otherwise, without the written consent of the Board of Directors. Such conflict of interest shall not prevent said Officer or Director from recommending and encouraging the Corporation, its Officers, Directors, and Members, from voting for or taking the action which would result in a personal benefit providing that Officer or Director makes a full disclosure of such conflict of interest. Such conflicts of interest include, but are not limited to, sales of products, services, and materials, and advertising and promotion thereof, either in person or through the Corporation's newsletter.

## **11. DUES**

### **11.1. ANNUAL DUES**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by all classes of Members.

### **11.2. PAYMENT OF DUES**

Dues shall be payable in advance each year.

## **12. MISCELLANEOUS**

### **12.1. WAIVERS OF NOTICE**

Whenever notice is required by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the Director, Officer, Member, or other person entitled to said notice, whether before or after the time stated therein, or that person's appearance at such meeting in person or (in the case of a members meeting) by proxy, shall be equivalent to such notice.

### **12.2. SEAL**

The corporation has elected not to have a seal.

### **12.3. FISCAL YEAR**

The fiscal year of the Corporation shall be a calendar year, except that the first year shall begin on the date of incorporation and shall end of the last day of December of that year.

### **12.4. AMENDMENTS**

The Members shall have the power to make, amend and repeal the Bylaws of the Corporation by a simple majority vote.

# **Heartland User's Group, Inc.**

**A Kansas Corporation**

## **Certificate of Secretary**

I am duly elected, qualified, and acting secretary of Heartland User's Group, Inc. I certify that the foregoing Bylaws consisting of 18 pages were adopted as the Bylaws of this Corporation by a vote of the members of this corporation and tabulated on January 31, 2005 and certified by the Board and recorded in the meetings of that meeting on March 1, 2005.

Date: \_\_\_\_\_

\_\_\_\_\_  
Secretary