

BYLAWS

VISTOSO COMPUTER SOCIETY

Article I

Name

The name of this organization shall be Vistoso Computer Society, a non-profit organization, hereafter referred to "VCS." The Board of Directors, governing body of the VCS, hereafter referred to as the "Board."

Article II

Object

The purpose of the VCS shall be to organize a group of Sun City Oro Valley residents having a mutual interest in sharing ideas and information on personal computers, electronic devices, and associated software. The VCS shall not serve as a trading center for protected software, but shall encourage the exchange of public domain and user-supported software commonly called "Shareware." The VCS may sponsor Special Interest Groups (SIGs) and classes to provide focused coordination, support and encouragement on particular topics or projects.

Article III

Authority and Limitations

The VCS will operate as an instrumentality of Sun City Vistoso Community Association, Inc., hereinafter referred to as "SCVCAI" in compliance with its bylaws, regulations and amendments thereto, but will not conduct business or obligate funds in the name of SCVCAI.

Article IV

Membership

- Section 1. Membership shall be open to any person, resident, or renter having a current SCVCAI membership card.
- Section 2. Active VCS members shall be defined as those whose annual dues are in current status.
- Section 3. Annual dues shall be established by the Board. In addition to the annual dues, additional fees may be charged for special functions approved by the VCS Board.
- Section 4. Membership and dues shall be defined as one household. Any member shall be entitled to vote at any general or special meeting of the VCS, and to participate in all VCS events upon compliance with all adopted regulations. VCS business shall be decided by a majority vote of those present and voting.

Section 5. A member who, in the opinion of the Board, conducts himself or herself in such a way as to compromise the decorum of the VCS shall be notified by a member of the Board that such conduct is unacceptable. Should the same offending member again be guilty of such conduct within twelve (12) months, the Board may direct that the member be removed from membership without refund of dues and be denied admittance to all VCS classes, help sessions, and events.

Article V Board

Section 1. The Board of the VCS shall consist of the following: President, Vice President, Secretary and Treasurer and one or more Member(s) at Large. The number of Member(s) at Large shall be such that there is an uneven number of persons on the Board.

Section 2. Term of Office: All elected officers shall hold office for a term of one (1) year commencing July 1 and may be elected to the same office but not for more than four (4) consecutive terms. No member shall hold more than one (1) office at a time.

Section 3. Any vacancy on the Board shall be filled by the Board.

Article VI Nominations and Elections

Section 1. Prior to the February general meeting, the Board shall appoint a nominating committee. The nominating committee's slate shall be presented at the March general meeting.

Section 2. Nominations may be made from the floor with the consent of the nominee at the March general meeting.

Section 3. When nominations are closed at the March general meeting, if there is more than one candidate for any office, written ballots may be used and voting shall take place. If there is a written ballot, the nominating committee shall count the votes and announce the results.

Article VII
Governing Body

- Section 1. The governing body of the VCS is the Board of Directors which consists of the following elected officers: President, Vice President, Secretary, Treasurer, and Member(s) at Large.
- Section 2. It shall be the duty of the Board to conduct, manage and control the business of the VCS between general meetings
- Section 3. Meetings:
1 The board shall meet monthly, if necessary.
2. There shall be a joint meeting of the outgoing and incoming Boards held after the election meeting and before the next general meeting.
- Section 4. Quorum: A majority of the Board shall constitute a quorum.

Article VIII
Duties of Officers

- Section 1. The President shall:
1. Preside over all meetings.
2. Be an ex-officio member of all committees except the nominating committee.
3. Appoint with Board approval chairmen of committees.
4. Appoint special committees if mandated by the Board or general meeting.
5. Serve as contact person with the SCVCAI.
6. Negotiate and sign VCS contracts.
- The President may designate any member to carry on the duties specified in items 5 and 6.
- Section 2. The Vice President shall assist the President and shall, in his/her absence, perform the duties of that office.
- Section 3. The Secretary shall:
1. Hold and record the minutes of all meetings of the Board and membership.
2. In the absence of the treasurer, shall read that report.
3. Be in charge of all records of the VCS, other than the Treasurer's.
4. Be responsible for correspondence as required by the Board.
5. Make available any reports required by SCVCAI.

- Section 4.** The Treasurer as chief financial officer shall:
1. Be responsible for collecting the annual dues of the members and other monies, if required.
 2. Pay all bills owed by the VCS.
 3. Present a financial report at any meeting of the VCS.
 4. Maintain financial records as required by the IRS.

Article IX
Committees

- Section 1.** The standing committees if any shall be appointed by the President with Board approval.

Article X
Fiscal and Finance

- Section 1.** The fiscal year shall be January 1 through December 31
- Section 2.** An annual audit of the treasurer's books shall be made by a committee of three (3) appointed by the President. The audit shall be made by the end of the fiscal year and shall be reported to the membership at the next general meeting.
- Section 3.** Budget:
1. The Board shall prepare a budget to be approved by the membership no later than the January meeting.
 2. The budget may be revised as needed during the year with the approval of the Board and membership.
 3. No single unbudgeted expenditure in excess of seven hundred fifty dollars (\$750) shall be made without the approval of the membership.
- Section 4.** The Treasurer and at least one other officer shall be authorized to sign checks.
- Section 5.** *No member of the VCS shall receive compensation for services rendered.*

Article XI
Meetings

- Section 1.** General meetings shall be held the second Monday of each month, November through March, unless revised by the Board.
- Section 2.** Special meetings may be called at any time by the President or by any two (2) members of the Board provided notice of such meeting has been given by telephone, at least five (5) days prior to the day of such meeting.

Section 3. All meetings, unless otherwise designated shall be held at SCVCAI facilities.

**Article XII
Amendments**

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting, at a general or special meeting of the VCS provided written notice of each proposed amendment, or proposed new bylaws, shall be published two (2) weeks prior to the meeting.

**Article XIII
Dissolution**

In the event of dissolution of this VCS, all assets will become the property of SCVCAI. If dissolution is contemplated, the membership must be notified at least two weeks in advance of the meeting date and time.

**Article XIV
Parliamentary Authority**

Roberts Rules of Order shall be the authority on all questions of parliamentary procedure unless in conflict with these Bylaws, SCVCAI, or with the laws of the State of Arizona.

Amended by membership February 9, 2015

Signatures of VCS representatives:

Del Salvaterra

Del Salvaterra
VCS President

2/9/15

Date

Suzanne K Lane

Suzanne Lane
VCS Secretary

2/9/15

Date