

BYLAWS
MACINTOSH APPRECIATION GROUP OF ISLAND COUNTY

ARTICLE I
NAME AND PURPOSE

- 1.01 The name of the organization shall be “Macintosh Appreciation Group of Island County (MAGIC)”. Its principal office for the transaction of business is located in Island County, WA. The county of this office may be changed only by amendment of these Bylaws. The Board of Directors may, however, change the location of this office within Island County by noting the changed address and effective date below, without amending these Bylaws.
- 1.02 The objects and purposes of the organization and the powers it shall have and may exercise are as follows:
- a) The corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or any successor section as amended from time to time, or the corresponding section of any future federal tax code as amended from time to time (the "Code"), which further promote the growth in knowledge of personal computers (in particular, the Apple Macintosh computer), and their myriad of uses for the betterment of society.
 - (I) To serve people who use Macintosh computers, software and peripherals through regularly scheduled meetings and educational and workshop offerings.
 - (II) To discuss computer problems and share ideas with other Mac users, feature speakers on specific topics, and update Mac users on Apple news.
 - (III) To share and disseminate information and provide answers to questions and solutions to problems through a member mentoring program.
 - (IV) To make Macintosh users more productive with the use of technology through classes, workshops and other educational offerings.
 - (V) To receive and to administer gifts and grants of money and property of every kind for carrying out the purposes of the corporation.
 - b) Any and all items of equipment purchased with organization funds, or donated to the organization, will be used exclusively for organization activities to the benefit of all members. Upon dissolution of this

organization, its remaining assets shall be distributed to a nonprofit organization which is organized and operated exclusively for educational purposes and meets the requirements of appropriate codes for such nonprofit status by both State and Federal government agencies.

- c) The organization specifically opposes the unethical or illegal usage of computer equipment or software. No assets of the organization, neither time nor funds, will be devoted in any way to furthering such activities.

ARTICLE II MEMBERSHIP AND DUES

- 2.01 Any person who is interested in computers and their uses and who wishes to further the purposes of this organization may become a member of this organization by attending monthly meetings and paying yearly dues (if required).
- 2.02 Dues for membership may be set by the Board of Directors and may be changed by them, but any such change shall not apply to dues already paid.
- 2.03 A regular individual member pays full dues (if required) and has all rights and privileges including voting, eligible for election to the Board of Directors, and a subscription to the MAGIC's newsletter.
- 2.04 A membership automatically expires after one (1) year unless it is timely renewed by payment of dues (if required) for another year.
- 2.05 Members shall not be personally liable for the debts, liabilities, or other obligations of the organization.

ARTICLE III MEMBERSHIP MEETINGS

- 3.01 A business meeting of the members of this organization shall be called by the Board of Directors annually.
- 3.02 Special business meetings of the members of this organization may be called by the Board of Directors, by an officer, by action of the members at a regularly scheduled meeting, or by a petition signed by five (5) percent of the members and filed with an officer at least thirty (30) days before the meeting.
- 3.03 Written notice of the time and place of each annual or special business meeting of members will be published on the front page of the MAGIC monthly newsletter and mailed/e-mailed to each member entitled to vote at such meeting at least ten (10) days before the meeting. The notice of a

special meeting must also state the general nature of the business to be transacted.

- 3.04 Only members of record as of the date of the annual or special business meeting of members shall be entitled to vote at that meeting.
- 3.05 A quorum at an annual or special business meeting of members is the lesser of five (5) percent of the members entitled to vote, or fifteen (15) members. Any action shall be by at least a majority of the votes cast.
- 3.06 Regular educational meetings (generally monthly) may be established by the Board of Directors with the scheduled time and place published in the MAGIC newsletter and website. Additional or alternative meetings may also be scheduled and as much advance notice will be given to all members as is practical for such meetings.

ARTICLE IV BOARD OF DIRECTORS

- 4.01 The business and affairs of the organization shall be conducted under the direction of the Board of Directors. Every director shall have the right to inspect the records and property of the organization. The number of directors shall be no more than twelve (12).
- 4.02 The Board of Directors shall consist of the following officers: President, Vice President, Vice President of Programs, Vice President of Education, Vice President of Membership, Secretary, Treasurer, Newsletter Editor, and three (3) Directors at Large.
- 4.03 Officers shall be elected for a two (2) year term by the members at the annual meeting of members. They shall take office at the end of the meeting, beginning of the year, and shall serve until their successors are elected. Such elections shall be conducted according to the procedures described in the current edition of "Robert's Rules of Order."
- 4.04 Directors at Large shall be elected by the members and will serve three year terms.
- 4.05 All members of the Board of Directors must be members of the organization during their entire term.
- 4.06 If a vacancy occurs on the Board of Directors, the remaining members of the board may fill the vacancy, but if they have not done so within sixty (60) days, at the next regularly scheduled membership meeting, a special election will be held at which the members may fill the vacancy by a majority of votes cast.

- 4.07 One third (1/3) of the authorized number of directors, shall constitute a quorum of the Board of Directors. Any action taken shall be by at least a majority of votes cast.
- 4.08 The Board of Directors will hold meetings at such times and places as may be determined from time to time by resolution of the board. Call and notice of such meetings is hereby dispensed with. Meetings may be conducted by electronic means including by e-mail in order to minimize the need for travel of Members of the Board.
- 4.09 Special meetings of the Board of Directors may be called by an officer or by any two (2) directors. Notice of the time and place of each meeting shall be delivered to each director personally (use of e-mail will constitute “personally”) at least forty eight (48) hours before the meeting, or written notice will be mailed first class mail to their last known address at least three (3) business days before the meeting.
- 4.10 The transactions of any meeting of the Board of Directors, no matter how it is called and noticed, and wherever it is held, are as valid as though transacted at meeting held after due notice and call, if a quorum is present and each director not present shall, either before or after the meeting, sign a waiver of notice and sign a consent to the holding of the meeting and any actions taken. Such waivers, consents and approvals shall be filed with the minutes of the proceedings of the Board of Directors and made a part of the minutes of the meeting.
- 4.11A vacancy may occur on the Board of Directors in the following manner:
- a) The Board of Directors may notify in writing any director who has not attended two (2) Board of Directors meetings in succession that they are to appear at the next board meeting to show just cause why their position should not be declared vacant. This notification shall include the time and place of the meeting. At this meeting the board may declare the position vacant by a majority of votes cast.
 - b) The Board of Directors may declare any position vacant for which it holds a written resignation.

ARTICLE V OFFICERS AND BOARD MEMBERS-AT-LARGE

- 5.01 There shall be a President, Vice President, Vice President of Programs, Vice President of Education, Vice President of Membership, Secretary, Treasurer, Newsletter Editor, and Webmaster. The officer shall be elected in the manner set forth in Section 4.03. Officers will perform one or more of the duties listed below.

- 5.02 The President shall be the principal executive officer of the organization and, subject to the Board's control, shall supervise and control all of the business and affairs of the organization. When present, he or she shall preside over membership meetings and over all Board meetings. With the Secretary or other officer of the organization, sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the organization or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- 5.03 In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board.
- 5.04 The Vice President of Presentations shall arrange for presentations to be made at the regular monthly meetings,
- 5.05 The Vice President of Education shall organize occasional training classes on Macintosh related subjects to be made available to the general public and members of MAGIC.
- 5.06 The Vice President of Membership shall keep full record of the members of MAGIC to include at least names and e-mail addresses, provide the list to the Newsletter Editor or any other officer as required by the president, and to collect any membership dues from the members.
- 5.07 The Secretary shall: (a) keep the minutes of membership and Board meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with these Bylaws or as required by law; (c) be the custodian of the organization records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.
- 5.08 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for moneys due and payable to the organization from any source whatsoever, and deposit all such moneys in the name of the organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws, file all required reports with the State of Washington and the Internal Revenue Service, and in general perform all of

the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. The treasurer will submit a financial report at the annual meeting. This report will be audited by one or more appointee(s) of the Directors of the Organization prior to submission.

- 5.09 The Newsletter Editor shall publish a monthly newsletter for distribution to members. Distribution may be by regular mail, e-mail, or by link to a copy on the MAGIC website.
- 5.10 The Webmaster shall publish a website for access by members and anyone interested in MAGIC or in Macintoshes. The website may contain current and archived Newsletters.
- 5.11 In addition to the officers and directors, there may be the need from time to time for other officers to assume responsibility for specific functions, events, activities or duties. Such specific officers shall be designated as chairpersons and shall be appointed by the President. Such appointments made by the President are for his or her convenience and may be dissolved by him or her at any time.
- 5.12 The officers and directors shall be insulated from liability to the fullest extent allowed by RCW 4.24.264. At the discretion of the Board of Directors of the Corporation, the Corporation may indemnify any individual made a party to a proceeding because that individual is or was a director of the corporation and may advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, in the manner and to the extent provided in RCW 23B.08.500 through 23B.08.600, as existing now or hereafter amended.

ARTICLE VI FINANCES

- 6.01 All receipts shall be deposited in the financial institution(s) chosen by the Board of Directors.
- 6.02 Money may be drawn from the organization's financial account(s) only by the signature or signatures of officers authorized to do so by the Board. Planned expenditures for items that cost over five hundred (\$500) dollars shall require approval of the Board of Directors prior to the expenditure by a majority of the votes cast.
- 6.03 Officers and Directors at Large shall not receive any salary or other compensation for their services as directors or officers although actual expenses incurred in doing the organization's business as approved by the Board of Directors may be reimbursed.

- 6.04 The fiscal year shall be the calendar year ending December 31.
- 6.05 The financial records of the organization shall be audited at least once each year and upon any change in treasurers. The audit shall be performed by one member of the board of directors and one member of the organization. The members of this temporary committee shall be appointed by the President each year during the month of December. The audit report shall be prepared and presented to the membership no later than the annual business meeting.

ARTICLE VII AMENDMENTS

- 7.01 These Bylaws may be amended either by the Board of Directors or by the majority vote of the votes cast at an annual or special business meeting of members.
- 7.02 Members reserve to themselves any bylaw amendment which would materially affect the voting rights of members, or change either the number or compensation of directors. Such amendments to the Bylaws shall be by majority of votes cast at an annual or special business meeting of members.

ARTICLE VIII POLICIES

- 8.01 Special Interest Group (SIG). In the interest of promoting computer education, SIGs may be formed by a majority vote of directors whenever a petition in writing signed by at least five (5) current members in good standing in MAGIC requesting the formation of a SIG and notify the board that the members will agree:
- (a) to abide by all MAGIC Bylaws, policies and Board of Director rulings concerning SIG activities;
 - (b) that all SIG activities will be open to the general membership;
 - (c) that no funds will be collected without board approval over and above reasonable costs for holding the meeting (e.g. chair fees or cleanup fees);
 - (d) to account for any and all funds expended by the Board of Directors on the SIG's behalf;
 - (e) that each SIG shall have its own leader, appointed by the Board, who will be responsible for reporting all activities to the Board of Directors. It is Board policy to encourage the growth of SIGs.

8.02 Limitations on Activities. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code.

(a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code. The Corporation shall not participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. The property of the corporation shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property.

(c) The organization specifically opposes the unethical or illegal usage of computer equipment or software. No assets of the organization, neither time nor funds, will be devoted in any way to furthering such activities. Notwithstanding any other provision of these Articles, 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 Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

(d) The corporation shall not discriminate against any person on the basis of age, race, sex, national origin, religion, ethnic background or disability.

(e) Any and all items of equipment purchased with organization funds, or donated to the organization, will be used exclusively for organization activities to the benefit of all members.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the organization named in the title thereto and that such Bylaws were duly adopted by the members of said organization on the dates set forth below.

Dated: November 21, 2001;
Daryl Thomas, Brian Sandilands, Nancy Ruff: Officers
Macintosh Appreciation Group of Island County

Amended January 16, 2002;
Amended February 16, 2005
Amended January 15, 2008
Amended November 18, 2009
Amended January 30, 2010