

BYLAWS  
of  
HILTON HEAD ISLAND COMPUTER CLUB, INC.  
Dated November 16, 2006  
As amended and restated May 5, 2008

**ARTICLE ONE - THE ORGANIZATION**

*Section 1. Name.* The name of this non-profit organization shall be HILTON HEAD ISLAND COMPUTER CLUB, INC., abbreviated HHICC.

*Section 2. Offices.* The principal office of the organization shall be located at 6 Office Park Road, Hilton Head Island, Beaufort County, South Carolina. The board of directors shall have the power and authority to establish and maintain the principal office and/or branch or subordinate offices at any other locations within the same county.

**ARTICLE TWO - PURPOSE OF THE ORGANIZATION**

*Section 1.* To educate the general public in personal computer use, and provide instruction in, and dissemination of educational material in the public interest including, but not limited to, material relating to the fields of personal computer software, personal computer hardware, the Internet and local area networks.

*Section 2.* To collect, reproduce, catalog and distribute public domain software.

*Section 3.* To provide a forum for the exchange of ideas, knowledge, and experience in the field of computer literacy at all relevant levels of technical expertise.

**ARTICLE THREE - DEFINITIONS**

*Section 1.* As used in these bylaws:

- A. "organization" shall mean Hilton Head Island Computer Club, Inc. or HHICC.
- B. "board" or "board of directors" means the Board of Directors of HHICC, as provided for by the articles of incorporation.
- C. "member" or "membership" means members of the organization as described herein.
- D. "member-in-good-standing" means a member who is current in his/her membership dues.
- E. "electronic transmission" means a process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient.

**ARTICLE FOUR - MEMBERSHIP**

*Section 1.* Membership shall be open to all users or prospective users of personal computer systems and there shall be three classes of membership: Individual Member,

Family Member, and Student Member.

- A. *Individual Member:* An individual member is defined as a person who shall have the only right, privilege and authority to elect the officers of the organization as provided herein. In addition, individual members shall have the right and privilege of all other benefits and services of membership including all benefits which may accrue from the programs and activities of the organization.
- B. *Family Member:* A family member is defined as an immediate family member of an individual member, residing in the same household as the individual member. Family members shall have the same rights and privileges as individual members, except the right to vote for officers of the organization.
- C. *Student Member:* A student member is defined as a person currently registered as a student at a secondary school, college or university. Student members shall have the same rights and privileges as individual members, except the right to vote for officers of the organization.

## **ARTICLE FIVE - DUES**

**Section 1.** All members shall pay annual dues based on the membership dues schedule set by the board of directors from time to time. Dues shall be paid annually starting with the month a member joins and expires at the end of that month in the following year. If dues are not paid by the last day of the anniversary month, the member will not be considered a member-in-good-standing and will be removed from the membership rolls. Dues are non-refundable.

## **ARTICLE SIX - OFFICERS**

**Section 1. Number.** The officers of the organization, each of whom shall be elected by the membership, shall be a president, a vice-president, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors. Any two or more offices may be held by the same person, except the offices of president and treasurer.

**Section 2. Election and Term of Office.** The officers of the organization, to be elected by the membership, shall be elected at the annual membership meeting in November of each year to take office in January of the following year. Officers must be members-in-good-standing at the time of election and remain so during their term of office. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided.

**Section 3. Removal.** Any elected officer or any officer appointed by the board may be removed by the board of directors whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to his/her membership rights and other rights, if any, of the person so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section 5. Powers and Duties.** The powers and duties of the several officers shall be as shown below. Such powers and duties may be modified from time to time by resolution or other directive of the board of directors. In the absence of such provisions, the respective officers shall have the powers customarily and usually held by and duties performed by like officers of similar organizations:

*President.* The president shall be the chief executive officer of the organization; shall preside at meetings of the organization, the board of directors and executive committee; and shall be a member ex-officio of all committees, standing and special. The president shall create any special committees deemed necessary by the board, appoint their chairperson, and outline their major goal(s). He/she shall, with the approval of the board, appoint the chairpersons of all standing committees. The President shall report on the activities of the organization at the annual membership meeting. The president shall sign, with the secretary or treasurer, all contracts and official documents authorized by the board. The president, in the absence of the treasurer, shall sign all checks.

*Vice-President.* The vice-president shall assist the president in the general administration of the organization and shall perform any other duties assigned by the president or as directed by the board of directors. In the absence of the president, the vice-president shall assume the role and duties of the president.

*Treasurer.* The treasurer shall be the custodian of the organization, and shall be responsible for the receipts of all monies, collection of all membership dues, and payments made in accordance with the budget or upon approval of the board. The treasurer shall have the authority to appoint other individuals to accept monies on behalf of the organization as approved by the board. The treasurer shall keep accurate accounts, including a current inventory of assets, and shall present financial statements at the regular meetings of the board. The treasurer shall report the financial condition of the organization at the annual membership meeting. The treasurer shall prepare and submit all required budgets, financial reports and tax returns in a timely manner. The treasurer, or the secretary, shall sign with the president all contracts and official documents authorized by the board. The treasurer shall turn over to his/her successor all books and financial records of the organization.

*Secretary.* The secretary shall keep the minutes of the general membership meetings, the board meetings and any executive committee meetings of the organization. The secretary is responsible for maintaining a correct membership list. The secretary shall maintain a file of essential records which shall be transferred to the successor at the close of his/her term of office. The secretary, or the treasurer, shall sign with the president contracts and official documents authorized by the board of directors.

**Section 6. Compensation.** No officer shall receive any salary from HHICC. However, no elected or appointed officer shall be prevented from receiving compensation from a third party outside the organization for performing the duties of his/her office. By resolution of the board, officers may be reimbursed for personal expenses incurred in

conjunction with the performance of official duties.

## **ARTICLE SEVEN - COMMITTEES**

**Section 1. Chairpersons.** The chairpersons of all committees, standing and special, shall be responsible for submitting to the board, as requested but not less than annually, a roster of active committee members and documents and submitting a report on their committee's major accomplishments.

### **Section 2. Standing Committee Duties:**

- A. *Education/Program Committee.* Coordinate educational activities for HHICC as well as the public as reviewed and approved by the board. These duties include, but are not limited to, coordinating programs at membership meetings, special presentations, workshops, and open houses.
- B. *Special Interest Group (SIG) Committee.* Establish, as deemed necessary by the membership and approved by the board, organize and support various SIGs to promote the general knowledge of a topic of special and specific interest to the general membership. The chairperson shall be responsible for maintaining and publishing monthly a complete list of all SIGS, their meeting times and places, the SIG leaders' names, electronic addresses and phone numbers, and a brief description of the main topic of interest for each SIG.
- C. *Technology Committee.* Supervise and maintain the inventory of computer hardware, software and peripheral devices owned by HHICC in the manner approved by the board of directors. Make recommendations to the board for additions, deletions and modifications to said inventories and, upon board approval, *oversee the* procurement and installation of such additions, modifications and deletions. The chairperson shall be responsible for maintaining and publishing a description of the configuration of the hardware, software and peripheral equipment on the local area network at the organization's resource center.
- D. *Resource Center Committee.* Recruit, train and supervise the resource center volunteer corps; maintain the resource center facility in good operating condition, including an adequate inventory of expendables; make recommendations to the board for any additions, modifications or deletions to the resource center and/or policies affecting the operation of the resource center.
- E. *Membership Committee.* Establish and maintain a system to enroll members in the organization, track their membership status, remove members no longer in good-standing from the membership rolls, and organize and act as hosts for all membership recruiting functions. The chairperson shall provide the secretary and the resource center committee chairperson with an updated membership database on a monthly basis.
- F. *Communications Committee.* Draft, edit and review articles; solicit appropriate promotional advertising; layout and publish the organization's electronic

newsletter. Supervise all other printed or electronic publications of the organization. Make advertising fee schedule recommendations to the board of directors.

- G. *Public Relations Committee.* Maintain and coordinate board-approved publicity, communications and correspondence with local, state and national media organizations. Duties include, but are not limited to, production of press releases and notices to local media as to current and future membership programs being conducted by HHICC.
- H. *Product Review Committee.* Solicit evaluation software from vendors that may be of interest to the general membership or *SIGs*; identify individual members to evaluate said software and prepare written reviews within an appropriate timeframe; supervise the submission of evaluation reports to contributing vendors and publishing any such reviews in the organization's electronic newsletter.
- I. *Website Committee.* Design, establish and maintain a World Wide Web site to facilitate organizational communications with the general membership and the public-at-large in the style and manner approved by the board of directors. The chairperson shall ensure that the organization's website has the capabilities and features necessary to support the variety of browsers and platforms utilized by the membership. The chairperson shall provide usage analysis statistics to the board on a regular basis and special reports upon request.
- J. *Nominating Committee.* Recruit, screen and recommend to the board a list of members-in-good-standing who have previously consented to serve as officers of the organization for the next year. The chairperson shall be the immediate past president unless he/she is not otherwise available to serve, in which case the president shall appoint a member-in-good-standing who is not a nominee to serve with the approval of the board. The chairperson shall submit a list of at least one candidate for president, vice-president, secretary and treasurer to the board for nomination on or before October 31st of each year.
- K. *Executive Committee.* The executive committee shall consist of the president, vice-president, secretary and treasurer of the organization and any other directors deemed appropriate by the board. The executive committee's duties shall include, but are not limited to review of an annual budget for submission to the board, outlining the organization's goals and objectives for their term of office, advising and consenting to the president's selections for appointed officers and standing committee chairpersons, and approving expenditures less than those exempt from board approval, if any.
- L. *Community Service Committee.* Acts as a liaison between HHICC and the community including, but not limited to, other nonprofit organizations that may need assistance from HHICC and its members. Duties of the committee include making the community aware of the resources of HHICC, approving assistance requests and identifying club members who can help. These members will assess the needs of the project and determine if HHICC can

help. These club members should have the inclination, experience, expertise, and ability to contribute and follow the progress of projects until they are completed.

*M. Long Range Planning Committee.* Identify the goals and objectives of HHICC beyond the current fiscal year. These may include major activities, services, projects and facilities. Duties of the committee include developing a roadmap of operational and financial plans to reach the stated long term goals and objectives. Various special projects such as investment planning and fund raising development may be assigned to this committee.

*N. Macintosh Committee.* Committee duties will include identifying topics of interest for Mac members, developing relevant materials and scheduling, coordinating and conducting SIG meetings and workshops to present these materials. The committee will work with the Special Interest Group Committee to announce & promote these SIGs & workshops through email blasts, Weekly News, and HHICC newsletters. In addition, records of attendance at such Mac events will be maintained, in order to determine future subjects of interest and number of events to schedule. The committee will take an active role in helping to maintain the Mac hardware & software owned by HHICC.

**Section 3. Special Committee Duties.** Special committees, their duties and their chairpersons may be established by the president with the approval of the board of directors.

## **ARTICLE EIGHT - BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of HHICC shall be managed by its board of directors.

**Section 2. Number, Tenure, and Qualifications.** The board shall consist of all elected officers, the chairperson of each standing committee and directors at large, if any. The term of office of each director shall be until the election and qualification of his/her successor. Directors need not be residents of the State of South Carolina, but shall be members-in-good-standing of the organization.

**Section 3. Regular Meetings.** A regular meeting of the board of directors shall be held without notice other than this bylaw immediately after and at the same place as the annual membership meeting. The board of directors may provide, by resolution, the time and place for holding additional regular meetings of the board without other notice than such resolution. Additional regular meetings shall be held at the principal office of the organization in the absence of any designation in the resolution.

**Section 4. Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the organization or at such other place as the directors may determine.

**Section 5. Notice.** Notice of any special meeting shall be given at least forty-eight (48)

hours before the time fixed for the meeting. Notice may be oral, if reasonable under the circumstances and communicated in a comprehensible manner, or written, if in a comprehensible form. Notice may be communicated in person; by telephone, electronic transmission, or other form of wire or wireless communication; or by U.S. mail or private carrier.

**Section 6. Quorum.** A quorum of the board of directors consists of one-third of the number of directors in office immediately before a meeting begins. In no *event* may the number for a quorum of the board be less than two (2) directors.

**Section 7. Board Decisions.** If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors, except that a vote of not less than one-half of the number of directors in office shall be required for the amendment of or addition to the bylaws.

**Section 8. Vacancies.** Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors *even* though less than a quorum of the board. A director elected by the board to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of officers shall be filled by election at an annual membership meeting or a special membership meeting called for that purpose.

**Section 9. Compensation.** No director shall receive any salary from HHICC. However, no elected or appointed director shall be prevented from receiving compensation from a third party outside the organization for performing the duties of a director of the organization. By resolution of the board, directors may be reimbursed for personal expenses incurred in conjunction with the performance of official duties.

**Section 10. Presumption of Assent.** A director who is present at a meeting of the board or a committee of the board when action is taken is considered to have assented to the action taken unless: the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting; the director votes against the action and the vote is entered in the minutes of the meeting; the director's dissent and abstention from the action taken is entered in the minutes; or the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the organization immediately after adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action.

**Section 11. Resignations.** Any officer or chairperson may resign his/her position by notifying in writing the president or secretary or by announcing his/her resignation at any meeting of the board of directors and such action is entered in the minutes. All resignations shall be effective immediately unless otherwise stated at the time of receipt of the notification or announcement.

**Section 12. Director at Large.** The president may appoint a director(s) at large to the board with the approval of the board of directors. A director at large is expected to regularly attend and participate in board meetings, and share his or her knowledge and expertise to benefit both HHICC and its members. A director at large can participate in various activities throughout HHICC, as his or her interest and available time permits.

## **ARTICLE NINE - CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Section 1. Contracts.** The president and the treasurer or the president and the secretary may, with the approval of the board of directors, enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. The board may, in specific instances, authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization.

**Section 2. Loans.** No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors.

**Section 3. Checks.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed by such officer or officers and in such manner as shall from time to time be determined by resolution of the board of directors.

**Section 4. Deposits.** All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the board of directors may **select**.

## **ARTICLE TEN - MEMBERSHIP MEETINGS**

**Section 1. Notice.** Notice of any membership meeting shall be communicated to the membership at least forty-eight (48) hours before the time fixed for the meeting. Such notice may be communicated in person, by telephone, electronic transmission, or other form of wire or wireless communication, or by U.S. mail or private carrier. A notice delivered as part of a newsletter or other publication regularly sent to members constitutes a written notice if delivered to the member's home address or electronic address shown in the organization's current membership database, or in the case of members who are residents of the same household and who have the same address in the organization's current membership database, if delivered to one of such members.

- A. *Annual Meeting.* The annual membership meeting shall be held in the month of November in each year, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board shall present a recommended list of officer nominees to the membership at least ten (10) days prior to the date of the annual membership meeting. During the election portion of the annual meeting nominations may be made from the floor. Each office will be voted for separately, and the person receiving the most votes from the eligible members voting will assume the office at the appropriate time as set forth in the bylaws. The president shall report to the membership on all major activities of the organization and the treasurer shall report on the financial condition of the organization. The annual membership meeting shall be open to the public.
- B. *Regular Meetings.* The membership of the organization shall meet at a time and place as prescribed by the board of directors. The members shall consider and act upon matters as raised consistent with the provisions of the articles of incorporation or bylaws and, in addition, with the notice requirements herein

stated. All membership meetings shall be open to the public.

**Section 2. Quorum.** Ten percent (10%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. The members may adopt or amend a bylaw that fixes a greater quorum or voting requirement for the members. Any bylaw amendment approved by the membership that fixes a greater quorum or voting requirement for members may not be amended or repealed by the board of directors.

## **ARTICLE ELEVEN - GENERAL PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the organization shall be the calendar year.

**Section 2. Waiver of Notice.** Whenever any notice is required to be given to any member or director under the provisions of these bylaws or under the articles of incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed an effective waiver of such notice.

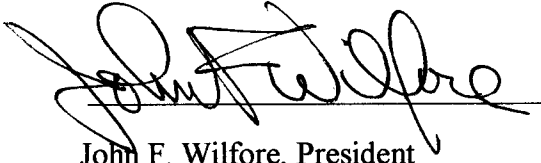
**Section 3. Parliamentary Authority.** Robert's Rules of Order (latest edition available at the meeting) shall be the parliamentary authority for all matters of procedures not specifically covered by the bylaws or by specific rules of procedures adopted by the organization.

**Section 4. Dissolution Policy.** In the event of dissolution of the organization, after the payment of all debts, the remaining assets of the organization, if any, shall be distributed, transferred and paid over to any other charity or charities or organizations that may qualify for tax exemption status under the then-existing Federal Income Tax (IRS) laws as a charitable, educational, or non-profit entity.

**Section 5. Amendments.** These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board of directors at any regular or special meeting of the board, provided however, that the number of officers shall not be increased or decreased nor shall the provisions of Article 10. (MEMBERSHIP MEETINGS) be substantially altered without the prior approval of the members at a regular or special meeting of the membership. Changes in and/or additions to the bylaws by the board of directors shall be reported to the members at the next regular membership meeting and shall be subject to the approval or disapproval of the members at such meeting. If no action is then taken by the membership on a change in or addition to the bylaws, such change or addition shall be deemed to be fully approved and ratified by the membership.

Approved by the Board of Directors on April 5, 2008 and by the general membership on May 5, 2008.

May 5, 2008

A handwritten signature in black ink, appearing to read "John F. Wilfore". The signature is written in a cursive style with a horizontal line underneath it.

John F. Wilfore, President

I certify that these Bylaws were ratified by the Membership on the above-mentioned date.

A handwritten signature in black ink, appearing to read "Harry R. Macdonald". The signature is written in a cursive style with a horizontal line underneath it.

Harry R. Macdonald, Secretary