

The Houston Area League of PC Users, Inc. Bylaws

The HOUSTON AREA LEAGUE OF PC USERS, INC. ("HAL-PC") is a corporation organized and existing under all applicable laws of the State of Texas, as amended, hereinafter referred to as the "law".

ARTICLE I. MEMBERSHIP

- A. Membership is restricted to individuals only. Companies, corporations, etc. cannot be enrolled as members of HAL-PC. An individual will become a member of HAL-PC upon payment of annual dues and will remain a member so long as he or she continues to pay annual dues, when due, and abides by HAL-PC Bylaws as determined by the Board of Directors.
- B. Membership in HAL-PC shall not be denied to anyone based upon race, creed, sex, or religion.
- C. Membership in this organization is open to anyone interested in learning from or instructing others in the uses of personal computers for the advancement of education and the resultant benefits to the community.
- D. Each member is entitled to a membership card which authorizes his or her participation in activities reserved to members of HAL-PC as defined by the Board of Directors (the "Board").
- E. Each member is entitled to one copy of each HAL-PC publication intended for general distribution to the membership.
- F. Each member is entitled to cast one (1) vote at any Annual or Special meeting of members.
- G. With the exception of the voting privilege, membership privileges of the individual enrolled as a member of HAL-PC extend to the members of his or her immediate family.

ARTICLE II. DUES

Changes to the amount of annual dues for membership shall be recommended by the Board and approved by the members.

ARTICLE III. OFFICERS

A. Officers of HAL-PC shall consist of the following positions:

1. President
2. First Vice President
3. Vice President-Programs
4. Vice President-Communications
5. Recording Secretary
6. Membership Secretary
7. Treasurer

B. Officers shall be elected annually by the Board at the first meeting of the Board held after the Annual Meeting of Members. Each Officer shall hold office for a term of one year or until his or her successor shall have been duly elected, or until his or her death, resignation or removal. In the event of death, resignation or removal of an Officer, his or her successor shall be elected by the Board to serve until the next annual election of Officers. There shall be no limit to the number of terms that a member may serve as an Officer.

C. All Officers shall be elected from members of this Board by a majority vote of the number of Directors fixed by these Bylaws.

D. The general responsibilities of the officers are as follows:

1. Conduct day-to-day HAL-PC business.
2. Preserve the assets of HAL-PC.

E. The specific duties of HAL-PC officers are as follows:

1. The President shall:
 - a. Serve as the chief executive officer of HAL-PC.
 - b. Preside over General, Annual and Special meetings.
 - c. Serve as Chairperson of the Board.
 - d. Preside over all Executive Committee meetings.
 - e. Conduct relations with other user groups.
2. The First Vice President shall:
 - a. Serve in place of the President in his or her absence.
 - b. Manage the activities of the Special Interest Groups including the monitoring of their status within HAL-PC. (See Article VII.)
3. The Vice President-Programs shall be responsible for arranging for the programs for general meetings and special events.
4. The Vice President-Communications shall be responsible for:
 - a. Publication of the monthly user journal.
 - b. Advertising in the user journal.
 - c. Public relations.
 - d. Operation of HALNet and Software library.
5. The Recording Secretary shall:

- a. Be responsible for maintaining records of HAL-PC business, other than membership and financial.
- b. Keep the minutes of the Board meetings, Executive Committee meetings and of Annual and Special meetings of members and maintain them in HAL-PC's principal office.
- c. Notify appropriate members of scheduled meetings.
- d. Make available to members, their agents or their attorneys the books and records of HAL-PC, pursuant to the law, for any proper purpose at any reasonable time.

6. The Membership Secretary shall:

- a. Be responsible for maintaining the membership records of HAL-PC including maintaining at HAL-PC's registered or principal office a record of the names and addresses of members entitled to vote as required by the law and compiling such record of names and addresses of members as of June 1 of each year.
- b. Be responsible for processing and distributing all correspondence to and from HAL-PC.

7. The Treasurer shall:

- a. Be responsible for maintaining accurate financial records of HAL-PC. Records shall include all receipts and disbursements for HAL-PC.
- b. Ensure that an independent certified audit of HAL-PC is conducted annually.
- c. Reimburse members for approved HAL-PC expenses and capital expenditures.
- d. Furnish a monthly financial report of HAL-PC to the Board.
- e. Conduct an annual inventory of capital assets and be responsible for acquiring and maintaining insurance coverage on said assets.
- f. Be responsible for preparing a budget for each fiscal year.
- g. Maintain and make available to the public the financial records and annual reports pursuant to the law, during normal business hours.

F. In compliance with the law, an Officer shall serve until the election of his or her successor by a majority vote of the number of Directors fixed by these Bylaws. The removal of an Officer may be initiated by either

1. The Board, or
2. A petition by five per cent (5%) of the membership as of the preceding June 1.

ARTICLE IV. BOARD OF DIRECTORS

A. The Board shall consist of fifteen (15) Directors elected by and from the membership.

B. The general duties and responsibilities of the Board include the following:

1. Establish policies and procedures for the conduct of HAL-PC's affairs.

2. Approve the HAL-PC budget.
3. Approve any oral or written communication on behalf of HAL-PC.
4. Sponsor meetings in the name of HAL-PC.
5. Set general policies for all HAL-PC publications.

C. Specific duties of the Board include the following:

1. Recommend the amount of annual dues.
2. Recognize, certify and decertify Special Interest Groups ("SIGs").
3. Confirm the President's appointments of committee chairs.
4. Recommend to the membership the removal of any Director.
5. Appoint, when necessary or as appropriate, the User Journal Editor, Member Services Director, Vendor Liaison Officer, Membership Exchange (Swap Meet) Director, HALNet System Operators, Volunteer Coordinator, Welcome Committee Chairman, Exposition and Special Events Coordinator, Software Librarian and other such functionaries as the Board deems necessary and appropriate.
6. Elect the Officers of HAL-PC.

D. Except as provided below the term of office of Directors shall be two (2) years and shall run from the date of their election to the commencement of the second following Annual Meeting at which their successors are elected. To implement these amendments to the Bylaws, the twelve (12) Director candidates receiving the highest number of votes at the June, 1994 Annual Meeting shall serve a two (2) year term, and the remaining vacancies shall be filled by the Director candidates receiving the next highest number of votes to serve a one (1) year term.

E. The following provisions shall apply to Board meetings:

1. The Recording Secretary shall notify each Director of the time, place and agenda of Board meetings at least five (5) working days prior to the meeting. Notice shall be deemed to have been made by delivering the required notice (a) by regular mail to each Director at his or her last known mailing address at least one (1) day prior to the day the notice is due, or (b) by electronic mail, or within a specified message area on HAL-PC's bulletin board, if such electronic delivery has been authorized in a writing delivered to the Recording Secretary.
2. Special meetings shall be held at the request of any four (4) members of the Board.
3. All motions and supporting information to be considered by the Board shall be delivered, in writing, or by electronic mail or within a specified message area on HAL-PC's Bulletin Board (if such electronic delivery has been authorized in a writing by the Recording Secretary), to the Recording Secretary at least seven (7) working days prior to the meeting. The Recording Secretary must actually receive such items seven (7) working days prior to a meeting so that he or she may include them with the notification described in Sub Section E.1. of this Article IV.

F. At all Board meetings each Director shall be entitled to cast one (1) vote, except as provided in Article V.

G. Board meetings shall be held monthly or as directed by the Board.

H. Attendance at Board meetings is restricted to members of HAL-PC and non-members invited by any Director of HAL-PC.

I. A quorum for the transaction of business by the Board shall consist of a majority of the Directors.

J. Unless otherwise specified by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present in person at a meeting, a quorum being present and voting, shall be the act of the Board.

K. An Executive Committee, composed of the President, First Vice President, the Vice Presidents, the Recording Secretary, the Treasurer, the Membership Secretary, and two (2) Directors elected by the Board at its July meeting, or at such subsequent meeting as the Board deems appropriate, shall act for the Board between meetings. The Executive Committee shall maintain minutes of its meetings, which minutes shall be filed with the minutes of the Board. The Executive Committee shall report its activities to the Board at each regularly scheduled meeting.

L. A Director may only be removed from office by the membership in the following manner:

1. The membership, by a two-thirds (2/3) majority of those actually voting may remove a Director from the Board, with or without cause.
2. A vote to remove a Director may be initiated by either (1) the recommendation of two-thirds (2/3) of the Board or (2) by petition to the Board by five percent (5%) of the membership as of the preceding June 1.
3. The membership shall be given at least thirty (30) days written notice of the vote, which shall be held at an Annual or Special meeting of the members.
4. The Election Committee shall conduct the vote. Prior to the actual vote, however, each side shall be given fifteen (15) minutes to present its case to the membership.

M. A vacancy on the Board shall be filled by a majority vote of the number of Directors fixed by these Bylaws. Such replacement Director shall serve until the next following Annual meeting. The remainder of the term of the replaced Director, if any, shall be filled at the next general election of Directors.

N. All Directors shall be elected by the procedures set forth in Article X of these Bylaws.

ARTICLE V. CONFLICT OF INTEREST

A. No Director may accept any compensation or remuneration for serving as a Director.

B. Each Director shall submit to the Secretary, in writing, a list of potential commercial conflicts of interest. Until this list is submitted, the Director shall not be entitled to vote. This list shall be updated by each Director throughout the year as changes occur. No Director shall vote on matters in which he or she either has or has the appearance of having a commercial conflict of interest.

C. Two-thirds (2/3) of the Directors present and voting may deem any Director to have a commercial conflict of interest.

ARTICLE VI. MEETINGS

A. General meetings shall be held monthly or as directed by the Board. HAL-PC members shall be notified of the time and place of general meetings at least five (5) working days prior to the meetings unless the meetings are scheduled for the same time and place each month. Written notice of the place, day and hour of each Annual and Special meeting of the members and, in the case of a Special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) and not more than fifty (50) days before the date of such meeting. The agenda of the January meeting shall include a business session during which the Treasurer shall present and discuss the budget. Each officer shall answer questions from the floor; however, no motions from the floor shall be in order during this meeting.

B. Non-members eligible to attend the general meetings shall be determined by the Board.

C. At any Annual or Special meeting, the members present shall constitute a quorum. Each member shall be entitled to one (1) vote on each matter submitted to a vote at an Annual or Special meeting of members. Except as otherwise provided by the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the members present at the Annual or Special meeting shall be the act of the members, a quorum being present.

D. An Annual meeting of members for the filling of any vacancies among the Directors, and the transaction of other business shall be held in June of each year at such time and place as decided by the Board, provided that the time and place of such Annual meeting shall coincide with the time and place of the June General meeting, if one is held.

E. A Special meeting of the members may be called by the Board or by written petition of not less than five percent (5%) of the members. Upon notice to the members as provided in Section A above, a Special meeting of the members shall be held at such time and place, which may coincide with a General meeting, as determined by the Board.

F. Except as otherwise provided in Section G of Article X, a member may vote in person or, if authorized by the Board for a specific meeting or meetings, a member may vote by mail or by proxy executed in writing by the member.

ARTICLE VII. SPECIAL INTEREST GROUPS (SIGs)

A. Special Interest Groups (SIGs) are formed to support the purposes of HAL-PC in specific areas of interest.

B. Membership in SIGs is open only to members of HAL-PC.

C. A SIG chairperson is elected annually by the SIG members from members of the SIG. The SIG committee shall establish procedures for the election of SIG Chairpersons.

D. Specific duties and responsibilities of the SIG chairpersons shall be promulgated by the SIG committee.

E. A SIG becomes a recognized unit within HAL-PC when the Board, upon the recommendation of the SIG Committee, formally recognizes the SIG.

F. In order for a SIG to maintain its status as a recognized SIG it must meet criteria recommended by the SIG committee and approved by the Board.

ARTICLE VIII. COMMITTEES

A. The President may designate committees for ad hoc projects.

1. Subject to confirmation by the Board, the President shall appoint ad hoc committee chairpersons. The other members of ad hoc committees shall be designated by the Board.
2. Duties and responsibilities of ad hoc committees shall be defined by the President.
3. While ad hoc committees exist, the committee chairpersons who are not elected Directors shall be entitled to attend Board meetings and to address the Board on matters within the purview of their committees.

B. The President shall appoint standing committees, each with a minimum of three (3) members, with the approval of the Board:

1. The chairperson of each standing committee shall be a Director, unless otherwise provided by the Board or by these Bylaws.
2. Committee chairpersons who are not Directors shall be entitled to attend Board meetings and to address the Board on matters within the purview of their committees.
3. The members of standing committees appointed by the President shall be subject to approval by the Board.
4. Except when otherwise provided by the Board or by these Bylaws, the chairpersons and members of standing committees shall be appointed, or reappointed, within sixty-five (65) days after the Annual meeting of members and shall serve until their successors are appointed.
5. The chairpersons and members of standing committees shall be subject to removal by the Board.
6. The successors of replaced committee members shall be promptly appointed by the President with the approval of the Board. Such successors shall complete the term of office of their predecessors.

C. The standing committees shall include, when and if deemed necessary and appropriate by the Board:

1. **Finance.** The Finance Committee shall be chaired by the Treasurer, unless otherwise provided by the Board. Among other duties, the committee shall make recommendations to the Board on the selection of independent auditors, advise the Board and the Executive Committee on budget items, and assist the Treasurer in carrying out his or her responsibilities.
2. **Publications.** The Publications Committee shall be chaired by the Vice-President--Communications, unless otherwise provided by the Board. Among other duties, the committee shall make recommendations to the Board and the Executive Committee concerning any publications of HAL-PC and assist the Vice President--Communications in carrying out his or her responsibilities.
3. **Property.** Among other duties, the Property Committee shall advise the Board and the Executive Committee on the need for the acquisition or maintenance of HAL-PC property and assist the Treasurer in procuring appropriate insurance coverage and maintaining inventories of property.
4. **Legal.** Among other duties, the Legal Committee shall advise the Board and the Executive Committee on legal issues. The committee shall be chaired by an attorney licensed in the State of Texas.
5. **Rules.** Among other duties, the Rules Committee shall advise the Board on procedural rules for the conduct of Board meetings, and interpretation of these By-Laws.

6. **Library.** The Library Committee shall be chaired by the HAL-PC Software Librarian, unless otherwise provided by the Board. Among other duties, the committee shall advise the Board and the Executive Committee concerning the maintenance of the software library and assist the Librarian in carrying out his or her responsibilities.
7. **HALNet.** The HALNet Committee shall advise the Board and the Executive Committee regarding the operation of HAL-PC computer systems. Committee membership shall include the SYSOPS and assistant SYSOPS of any of HAL-PC's computer systems.
8. **Member Services.** The Member Services Committee shall be chaired by the Member Services Director, unless otherwise provided by the Board. The committee shall advise the Board and the Executive Committee regarding Member Services policies and assist the Member Services Director in carrying out his or her responsibilities.
9. **Elections.** The Elections Committee shall be chaired by the Membership Secretary, unless otherwise provided by the Board. The committee shall be responsible for conducting all elections. The committee shall also advise the Board on the procedures for conducting all elections and votes and be responsible for soliciting candidates to run for Officer and Director positions.
10. **Special Interest Groups ("SIG").** The Special Interest Groups Committee shall be chaired by the First Vice President, unless otherwise provided by the Board. The committee shall advise the Board regarding rules and procedures relating to SIG certification, decertification, and allocation of HAL-PC resources to the SIGs.
11. **Other Standing Committees** which the Board determines, by a majority vote of the number of Board members set by these Bylaws, as necessary or appropriate in carrying out the policies and purposes of HAL-PC.

D. Each Director shall serve on at least one standing committee.

ARTICLE IX. PARLIAMENTARY CONDUCT

Unless otherwise specified, Robert's Rules of Order, Newly Revised, shall govern the procedures of HAL-PC for all HAL-PC meetings. A Parliamentarian shall be designated by the President with the approval of the Board to advise the Board or the Chairperson of the Board on questions of order and procedure.

ARTICLE X. ELECTIONS

- A. Successors to any Directors whose terms expire shall be elected at the Annual meeting.
- B. Candidates for Director positions shall be dues-paid HAL-PC members.
- C. Directors shall be elected from the membership at large by plurality vote. The candidates with the greatest number of votes shall be elected to fill the vacant seats. If a partial term is being filled, it shall be filled by the winning candidate with the smallest plurality.
- D. Voting shall be by official printed ballot or by electronic means or a combination thereof under such terms and conditions as established by the Elections Committee with the approval of the Board. The Board may provide for mail or absentee voting for the election of Directors. Neither proxy voting nor cumulative voting shall be allowed for the election of Directors.

E. Each dues-paid Individual Member shall be entitled to cast one (1) vote for each Director to be elected. Cumulative voting shall not be allowed for the election of Directors.

F. In the event of a tie for any position, the winner shall be decided by lot.

ARTICLE XI. FINANCIAL MANAGEMENT

A. All HAL-PC activities that conduct regular financial transactions shall operate within a budget approved by the Board.

B. Non-budgeted and non-appropriated expenditures of up to \$100 per transaction, up to a maximum of \$500 per month, may be authorized by two (2) officers. This authorization must be in writing. The Treasurer shall make the details of these transactions available to the Board.

Non-budgeted and non-appropriated expenditures of up to \$2,000 per month may be approved by the Executive Committee. All other expenditures must be authorized by the Board expressly or be within a budget approved by the Board .

C. Authorized HAL-PC expenses shall be reimbursed by the Treasurer. Receipts for individual expenses exceeding \$25 must be provided.

D. No part of the net earnings of HAL-PC shall inure to the benefit of any member and all profits shall be used in furtherance of HAL-PC's tax-exempt purposes under Section 501 of the Code.

E. The financial status of HAL-PC shall be reported to the members annually during the first quarter of the calendar year.

F. An audit of HAL-PC's financial records shall be made annually by a firm of independent certified public accountants designated by the Board.

G. No loans shall be made by HAL-PC to its Directors or Officers.

ARTICLE XII. INDEMNIFICATION

HAL-PC shall indemnify and advance expenses to a Director or Officer who was, is, or is threatened to be made a named defendant or respondent in a proceeding or who incurs expenses in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding (provided his appearance or other participation is related to or arises out of his duties or activities on behalf of HAL-PC), to the fullest extent permitted by the law; it being the intent of this Article XII to make mandatory the indemnification of directors and officers and the payment and reimbursement of their expenses permitted by the provisions of the law. To the extent that indemnification and reimbursement is not required by the preceding sentence, HAL-PC may indemnify and advance expenses to directors, officers, and any person who is or was an employee or agent of HAL-PC and who was, is, or is threatened to be made a named defendant or respondent in a proceeding or who incurs expenses in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding, if the determination to do so is made in accordance with the provisions of the law.

ARTICLE XIII. AMENDMENTS

A. These Bylaws may be amended at any Annual meeting or at a Special meeting of the members called for such purpose. Such meeting shall be subject to the notice requirements of Section A of Article VI.

B. These Bylaws shall be amended only by a two thirds (2/3) majority of all votes cast. Voting shall be by official printed ballot or by electronic means or a combination thereof under such terms and conditions as established by the Elections Committee with the approval of the Board. The Board may provide for mail or absentee voting for approval of amendments to the Bylaws. Neither proxy voting nor cumulative voting shall be allowed for the approval of amendments to the Bylaws.

C. Written notice of proposed amendments must be published to all members at least 30 days prior to the meeting called in accordance with Section A of this Article.

D. It shall be understood and agreed that the Article, Section, Subsection, Paragraph and Sub-paragraph designations (Roman numerals, letters and numbers) and any inconsistencies of matter of form of these Bylaws, shall be adjusted as necessary by the Board in order to assure their consistency and continuity after any or all of the foregoing Proposed Amendments to the Bylaws are enacted.

E. These Bylaws are amended and restated effective as of March 31, 2001, and subsequently amended and restated effective as of January 26, 2013, and adopted by the HAL-PC Board of Directors the 19th day of February, 2013:

Signed this the 26th day of February, 2013:

President
s/ Annette Story

Recording Secretary
s/ Greg Brewer
