

**BYLAWS OF  
OKC PC USERS GROUP, INC.**

**ARTICLE I  
NAME AND PURPOSE**

Section 1. Name. The name of this organization shall be the OKC PC Users Group, Inc., hereinafter referred to as the Group or the OKCPCUG.

Section 2. Purpose. Its purpose shall be to educate and inform persons interested in personal computer systems. The Group will provide learning opportunities about current hardware and software and encourage computer literacy.

**ARTICLE II  
OFFICES**

Section 1. Offices. The office of the Group shall be located in the Oklahoma City, Oklahoma, metropolitan area. The Group may have such other offices either within or without the Oklahoma City, Oklahoma, metropolitan area as the Board of Directors may determine.

**ARTICLE III  
MEMBERSHIP**

Section 1. Application for Membership. The Board of Directors shall prescribe the form and manner in which application may be made in the Group.

Section 2. Classes of Membership. The Classes of Membership shall be as follows:

Regular - Regular members shall be entitled to vote in Group elections, hold office and shall enjoy all other rights and privileges of membership.

Lifetime - Lifetime members shall be entitled to vote in Group elections, hold elective office and shall enjoy all other rights and privileges of membership. A lifetime membership may be purchased for a one time fee.

Senior - Senior members must be at least 55 years old. Senior members shall be entitled to vote in group elections, hold elective office and shall enjoy all other rights and privileges of membership.

Student - Student members must be students at a public or a private school. Student members, who are 18 years or older, shall be entitled to hold elective offices. Student members shall enjoy all other rights and privileges of membership including the right to vote in Group elections. Student qualifications shall be determined by the Board of Directors.

Family - A family membership is a joint membership entitling a married couple to join the Group at a discounted membership rate. Each member shall be entitled to vote in group elections, hold elective office and shall enjoy all other rights and privileges of membership.

Affiliate - An affiliate member must be "affiliated", as determined by the Board of Directors, with a group or other entity that has been designated by the Board of Directors as qualifying for Affiliate recognition. Affiliate members shall not be entitled to vote in Group elections or hold elective offices but shall enjoy all other rights and privileges of membership.

Meritorious - A person who has demonstrated exemplary support of the OKCPCUG shall be eligible for membership as a meritorious member. The Board of Directors shall determine the type of meritorious membership to be granted which can be for a limited time or for a lifetime. Meritorious members shall have all of the rights and privileges of a regular member except for the obligation to pay dues.

Honorary - The Board of Directors may grant any person an honorary membership who shall have all the rights and privileges of a member except the right to vote in elections, hold office and to serve on the Board of Directors. Honorary members will have no obligation to pay dues.

Section 3. Term of Membership. The initial term of all classes of membership, except Lifetime, is for a period of twelve months from the member's month of joining. A member's anniversary month of joining is the month in which the member's application has been accepted and membership dues have been paid in full. Renewal terms are for periods of twelve months from the member's anniversary month. A membership shall lapse if not renewed prior to or during the member's anniversary month. The term of membership of a Lifetime member shall cease upon the death of the member, the resignation of the member, or the termination of the membership by the Board of Directors.

Section 4. Qualifying for Class of Membership. New members may join under any class of membership for which they qualify. Renewal members may renew their membership under any class of membership for which they qualify.

Section 5. Voting Rights. Each member whose dues are currently paid in full and who is otherwise in good standing shall be entitled to one vote on each matter submitted to a vote of the members unless otherwise provided in the Certificate of Incorporation or these Bylaws.

Section 6. Transfer and Termination. Membership in the Group is not transferable. Membership shall terminate upon the occurrence of any of the following events: by death, by resignation with written notice to the Board of Directors, or by termination for cause. Grounds for termination of membership for cause shall include noncompliance with these Bylaws or for conduct that is contrary to the best interests of the Group. Notice of the grounds for termination shall be served on such member personally or by mail at his/her last known address. The Board of Directors shall give the member due opportunity to be heard prior to any termination. Notice of termination shall be sent to the member by the President. A terminated member may apply for reinstatement of membership after a period of one year from the date of the notice of termination. Reinstatement of membership will be decided on a case by case basis by the Board of Directors.

#### **ARTICLE IV MEMBERSHIP DUES**

Section 1. Dues. The Board of Directors shall determine the amount of the dues payable to the Group by the members.

Section 2. Payment of Dues. Dues shall be payable as provided by the Board of Directors. Dues are to be paid by the end of the member's anniversary month.

Section 3. Waiver of Dues. In meritorious individual cases, the Board of Directors may waive the dues for a period of time as determined by the Board.

Section 4. Refunds. No refund of membership dues shall be made to a member for any unexpired portion of a membership.

#### **ARTICLE V MEETING OF MEMBERS**

Section 1. Annual Meeting. An annual business meeting shall be held during the month of December of each year for the purpose of conducting business of the Group and ratifying actions of the Board. The election of Officers and Directors shall be held at this meeting.

Section 2. Regular Meetings. In addition to the annual meeting, regular meetings shall be held monthly at such times and places as determined by the Board of Directors.

Section 3. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or one-tenth of the membership having voting rights. The call for such meeting shall specify the purpose of the meeting. Any business conducted at such meeting shall be limited to the purpose specified in the call for such meeting.

Section 4. Place of Meetings. The Board of Directors shall designate the place of meetings. If no designation is made, or if a special meeting is called, the place of meeting shall be the regularly scheduled meeting site of the Group. No meetings may be held outside the Oklahoma City metropolitan area without the consent of the Board of Directors.

Section 5. Notice of Meetings. Notice of meetings will be scheduled in the OKCPCUG publication(s). Written notice stating the place, date, and time of any special meeting of members in which the vote of the members is required shall be delivered to each member entitled to vote at such meeting not less than 10 nor more than 30 days before the date of such meeting. In the case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. The notice of the meeting shall be addressed to the member at his/her mailing address as it appears on the records of the Group with postage thereon. The notice of the meeting shall be deemed delivered when postmarked by the United States Postal Service.

Section 6. Quorum. A quorum shall be required to conduct business at any meeting of the general membership. Ten percent of the voting membership shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may continue the meeting at a later date and time. The date and time of the continued meeting shall be announced at the close of the original meeting, which shall fulfill all notice requirements for the continued meeting. At any continued meeting at which a quorum is present, any business transacted at the continued meeting shall be restricted to business which was scheduled for the original meeting.

#### **ARTICLE VI BOARD OF DIRECTORS**

Section 1. General Powers. All business affairs of the Group shall be managed by the Board of Directors.

Section 2. Number and Qualifications. The Board of Directors shall consist of the President, the four Vice Presidents, the Secretary, the Treasurer, the immediate Past President, two "ex-officio" members with voting rights, selected by the SeniorNet User Group, a membership chairperson appointed by the President, with the consent of the Board, for a term of one year, and six members elected at large from the general membership. The President, with the consent of the Board, may appoint two additional directors for a term of one year each, but is not required to do so. Only members eighteen (18) years of age or older, who are qualified to vote and in good standing, shall serve on the Board of Directors. A paid independent contractor or employee may not serve on the Board of Directors.

Section 3. Tenure. Members of the Board of Directors, with the exception of the President and Board members appointed for one year terms, shall hold office for a term of two years or until his/her successor shall have been elected and qualified. The President shall hold office for a term of one year and shall be limited to two consecutive or non-consecutive terms. Board members may succeed themselves in office if re-appointed or elected by the general membership.

Section 4. Compensation. A board member shall not receive any salary or other compensation for his/her service as an officer or director. Expenses incurred on behalf of the OKCPCUG by an officer or director may be reimbursed with the approval of the Board of Directors if supported with proper documentation. Volunteer incentive programs shall not be considered to be salary or compensation. Board members shall not receive commissions based upon advertising revenues of any OKCPCUG publication.

Section 5. Regular Meetings. The Board of Directors shall provide by resolution the place and time for the regular monthly meetings of the Board without notice other than such resolution. Such meetings shall not be held outside of the Oklahoma City metropolitan area without the consent of the Board of Directors.

Section 6. Special Meeting. Special meetings of the Board of Directors may be called by the President or any three members of the Board of Directors. The place of any special meeting shall be the meeting place of regular meetings of the Board or such alternate location as approved by the Board.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least 5 days prior thereto by written notice to each Board member at his/her postal address as shown by the current records of the Group. The written notice shall specify the business for which the meeting is called and the meeting shall be limited to the business as specified in the notice. The person(s) calling the meeting are responsible for providing notice. The notices shall be mailed by first class mail and shall be deemed delivered when deposited with the United States Postal Service. Any notice or time requirement for a special meeting of the Board of Directors may be waived in writing signed by the Board member entitled thereto. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except when a Board member attends a meeting for the express purpose of objecting to the meeting as not lawfully called or convened.

Section 8. Quorum. A quorum shall be required by the Board of Directors to conduct business at any meeting. A minimum of one half of the Board of Directors, including one or more officers, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a Quorum is present at said meeting, a majority of the Board Members present may continue the meeting to another date and time.

Section 9. Manner of Acting. A majority of the Board of Directors present at a meeting at which a quorum is present shall be deemed an act of the Board of Directors, unless a greater number is required by statute, these Bylaws, or the Certificate of Incorporation. A Board member must vote in person. No voting by proxy or by absentee ballots is permitted.

Section 10. Vacancies. Vacancies in an elected office of the Board of Directors shall be filled by a majority vote of the Board of Directors. An Officer or Director elected to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 11. Removal. Any Officer or Director may be removed for cause by a two-thirds vote of the members present and qualified to vote at any duly constituted meeting of the members where a quorum is present. Any Officer or Director may also be removed for cause by a two-thirds vote of the full Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the person removed. Violation of the OKCPCUG Code of Ethics or missing three (3) consecutive board meetings shall constitute cause for removal. The Board of Directors shall establish written procedures to be followed in removing a Board member.

Section 12. Indemnification. Any member of the Board of Directors shall be indemnified by the OKCPCUG against any liability incurred in connection with the performance of his/her duties unless such liability arises from the gross negligence, willful neglect, misfeasance or malfeasance of that member. In addition thereto, the Board of Directors may authorize the purchase of an officers' and directors' liability insurance policy.

Section 13. Executive Committee. The Board of Directors may appoint an Executive Committee to make investigations and recommendations for approval of business coming before the Board of Directors. The Executive Committee will consist of the President, the Vice Presidents, the Treasurer, the Secretary and other members of the Board as approved by the Board of Directors.

Section 14. Orientation Meeting. The Board of Directors will meet on the second Saturday of January during each calendar year for an orientation meeting. All newly elected and previous members shall attend the meeting. The morning session of the meeting shall consist of an orientation session to be conducted by the immediate past President and shall include the topics of duties

and fiduciary responsibilities of the Board of Directors. The afternoon session shall be conducted by the current President and shall include committee assignments, setting of goals, and other organizational activities of the Group.

Section 15. Installation of Board of Directors. The Officers and Directors of the Board shall take office at the Orientation Meeting prescribed herein.

Section 16. Materials. Any materials related to the office or position of outgoing Board members will be turned over to his/her successor in office prior to the Orientation Meeting.

## **ARTICLE VII OFFICERS**

Section 1. Officers. The Officers of the Group shall be a President, four Vice Presidents, a Secretary, and a Treasurer. Officers shall have the authority and duties prescribed in these Bylaws, and shall have the authority to perform the duties prescribed by the Board of Directors. An Officer shall be eighteen (18) years or older and a voting member in good standing.

Section 2. Election and Term of Office. The Officers of the Group shall be elected by the members at the annual business meeting of the members. Each Officer, with the exception of the President, shall serve a term of two (2) years. Officers, with the exception of the President, may serve more than one term in office. Vacancies in the offices shall be filled by the Board of Directors by a majority vote. Each Officer shall hold office until his/her successor shall take office. Persons appointed to fill vacancies shall serve for the remainder of the unexpired term.

Section 3. President. The President shall be the principal executive officer of the Group. Subject to the direction and control of the Board of Directors, he/she shall be in charge of the business affairs of the Group; he/she shall implement the resolutions and directives of the Board of Directors except in those instances in which the responsibility is assigned to some other person by the Board of Directors; and in general, he/she shall discharge all duties incident to the office of President and such other duties as prescribed by the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may execute for the Group any contracts or other documents which the Board of Directors has authorized, and he/she may accomplish such execution either under or without the seal of the Group according to the requirements of the form of the instrument. The office of the President shall be limited to two consecutive or non-consecutive one year terms. The President shall have served at least one year as a member of the Board of Directors.

Section 4. Vice President of Operations. The Vice President of Operations shall assist the President in the discharge of his/her duties as the President may direct and shall perform such duties as may be assigned to him/her by the President. In the absence of the President, the Vice President of Operations shall perform the duties of the President and when so acting shall have all the powers of and be subject to all restrictions upon the President. Unless otherwise directed by the Board of Directors, the Vice President of Operations shall be responsible for the inventory and control of the tangible assets of the Group, including but not limited to, the operations of the Resource Center.

Section 5. Vice President of Programs. The Vice President of Programs shall assist the President in the discharge of his/her duties as the President may direct and shall perform such duties as may be assigned to him/her by the President or by the Board of Directors. In the absence of the President and the Vice President of Operations, the Vice President of Programs shall perform the duties of the President and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice President of Programs shall be in charge of arrangements for the programs presented at the regular monthly meetings.

Section 6. Vice President of Special Interest Groups. The Vice President of Special Interest Groups shall assist the President in the discharge of his/her duties as the President may direct and shall perform such duties as may be assigned to him/her by the President or the Board of Directors. The Vice President of Special Interest Groups shall be in charge of scheduling and coordinating all Special Interest Groups.

Section 7. Vice President of Special Events. The Vice President of Special Events shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors. The Vice President of Special Events shall be in charge of scheduling volunteers and coordinating such other events as the Board may approve.

Section 8. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Group. He/she shall have charge of and be responsible for the maintenance of adequate books of account for the Group; have charge and custody of all funds and securities of the Group; and be responsible therefor and for the receipt and disbursement therefor as approved by the Board of Directors; perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the President or by the Board of Directors; shall fill all required government documents, including, but not limited to, income tax returns if not prepared by an accountant approved by the Board of Directors; and shall comply with any auditing standards as adopted by the Board of Directors.

Section 9. Secretary. The Secretary shall record the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the records and seal of the Group; keep or cause to be kept a register of the post office address

of each member as furnished by such member; and perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President or the Board of Directors.

Section 10. Surety Bond. If required by the Board of Directors, any Officer or Director shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of directors shall determine. The Group will obtain and pay for the bond.

## **ARTICLE VIII ELECTIONS**

Section 1. Time of Elections. The members of the Board of Directors shall be elected at the annual business meeting of members as described in ARTICLE V hereof.

Section 2. Candidates. A candidate for elected office must be eighteen years or older and a voting member in good standing. A candidate cannot be nominated for or hold more than one position as an Officer or Director. A member of the Board of Directors may not be a candidate for another office if the term of the other office should overlap the current office of the member. However, a person may be a candidate for the office of President prior to completing his/her term on the Board of Directors.

Section 3. Nominating Committee. The Nominating Committee shall consist of five (5) persons: the most recent available past president, who shall serve as Chairman of the Nominating Committee, and who shall appoint two persons from the general membership who are not currently on the Board of Directors, and two members from the Board of Directors who shall be appointed by the current President. The Nominating Committee shall prepare a slate of Officers and Directors and make a report thereof to the President and Secretary at least ten days prior to the November regular meeting of the Group and post such report at the office of the OKGPCUG.

Section 4. Notice to Membership. The membership shall be furnished the names of the nominees proposed by the Nominating Committee not later than the November regular meeting, and the names of the nominees shall be published in the December newsletter.

Section 5. Nominations from the Floor or by Petition. Additional nominations may be made at the November meeting. A nomination from the floor may be made by a member in good standing and must be seconded by at least one other member. Such nominations require the consent of the nominated person, either in person or in writing. In addition, nominations may be made by petition signed by at least three voting members and shall include the written consent of the nominated person. Nominations shall be closed at the end of the November regular meeting.

Section 6. Staggered Offices. At the first Board meeting in January after the effective date of these Bylaws, the Officers and Directors, with the exception of the President, will draw lots to determine if they will have a one or two year term of office. Three Officers and three Directors elected at large will hold office for one year. The remaining three Officers and three Directors elected at large will hold office for two years.

Section 7. Election Procedures. Each member, who is qualified to vote, shall be entitled to cast one vote for each office to be filled at the election. Officers will be elected by receiving a plurality of the votes cast for that position. Director positions will be ranked by the number of votes received. The three nominees receiving the greatest number of votes shall be elected as a director. The Board shall establish written procedures of conduct for the election. A written ballot is required for any contested office. Any nominee for an office which is not contested shall be deemed elected without a written ballot. Members of record as of December 1 shall be entitled to vote.

Section 8. Disputes. Any dispute with respect to election procedure, conduct, tabulation, certification or any other matter shall be decided by the Board of Directors.

Section 9. Absentee Ballots. The Board of Directors shall establish procedures for absentee ballots for all elections. In no case shall any member voting by means of an absentee ballot be allowed to vote in person at the annual business meeting.

Section 10. Election Committee. After the November regular meeting, the Board of Directors shall appoint an Election Committee to be responsible for the election to be held at the December annual meeting.

## **ARTICLE IX COMMITTEES**

Section 1. Committees. Committees may be designated by the President, with the consent of the Board of Directors, as may be deemed necessary by the President. Members of each committee shall be members of the Group. If permitted by these Bylaws, any member thereof may be removed by the person(s) authorized to appoint such member whenever the best interest of the committee shall be served by such removal. Each committee will operate under its corresponding standing rule(s) as approved by the Board of Directors.

Section 2. Standing Committees. The Standing Committees of the Group are: Programs, Operations, Special Interest Groups, Special Events, Budget and Financial Review, Membership, Media, Legal, Publicity, and Grants. The Vice Presidents for Programs, Operations, Special Interest Groups and Special Events shall be the Chairpersons of his/her respective committees. The President will assign all other Board members to a standing committee or to a special committee. The assigned Board Members will serve as Chairperson or Co-chairperson of his/her assigned committees.

Section 3. Term of Office on Committee. Each member of a committee shall continue in such capacity until his/her successor is appointed or unless such member shall cease to qualify as a member thereof.

#### **ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors shall authorize any officer or officers, agent or agents of the Group, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Group and such authority may be general or confined to a specific instance. A written contract, approved by the Board of Directors, is required for any employee or any independent contractor performing ongoing work for the OKCPCUG.

Section 2. Checks and Drafts. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Group shall be signed by such officer or officers, agent or agents of the Group and in such a manner as shall be determined by resolution of the Board of Directors. The President, the Treasurer, and two additional officers as designated by the Board shall be authorized to sign checks. Two signatures are required for all checks. The payee on any check shall not sign that check. The Treasurer will obtain a new signature card after the December general elections and replace the old signature card on or about January 1 of the following year.

Section 3. Deposits. All funds of the Groups shall be deposited to the credit of the Group in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Group any contribution, gift, bequest or devise for any specific or non-specific purpose of the Group.

#### **ARTICLE XI FISCAL YEAR**

Section 1. Period. The fiscal year for the Group shall be the calendar year.

Section 2. Financial Statements. The accounts and financial records of the Group shall be reviewed at the end of the year by the Budget and Financial Review committee. A certified audit will be made if recommended by the Committee and approved by the Board.

Section 3. Reports. The report of the Budget and Financial Review Committee or any certified audit shall be submitted to the Board of Directors and to the general membership within sixty (60) days of completion.

#### **ARTICLE XII PARLIAMENTARY AUTHORITY**

Section 1. Standing Rules. The standing rules set forth by the Board of directors shall govern the Group in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. If the Board's standing rules do not address a situation, than the most recent revision of *Parliamentary Law and Practice for Nonprofit Organizations* by Oleck and Green shall govern. The latest approved standing rule(s) on a given topic will have authority.

#### **ARTICLE XIII WAIVER OF NOTICE**

Section 1. Waiver. Whenever any notice is required to be given under the provisions of the Act pursuant to which this Group is incorporated, or the Bylaws of the Group, or the Certificate of Incorporation, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

#### **ARTICLE XIV AMENDMENTS TO BYLAWS**

Section 1. Amendments. All proposals initiated and adopted by the Members, the Officers, or the Board of Directors to amend these Bylaws shall be given to all members at least thirty (30) days prior to the meeting at which the changes will be voted upon. A two-thirds vote of the ballots cast is required to amend these Bylaws. Voting shall be by written ballot and voting by absentee ballots shall be permitted.

**ARTICLE XV  
SPECIAL INTEREST GROUPS**

Section 1. Definition. A Special Interest Group is an informal group within the OKCPCUG whose members share a common interest. Special Interest Groups may be established by the Board under rules to be set by the Board. Any Special Interest Group already established at the time these Bylaws become effective shall not have to be reestablished.

**ARTICLE XVI  
DISSOLUTION**

Section 1. Dissolution. In the event of termination of the Group, the remaining money and other assets of the Group shall be distributed to any organization or governmental entity qualified under the provision of Section 501(c)(3) of the Internal Revenue Code, as amended. The Board of Directors shall determine the plan of dissolution.

**ARTICLE XVII  
SENIOR NET**

Section 1. Name. The name of the organization is the OKC SeniorNet User Group (OKC SNUG). The OKC SNUG is associated with the OKCPCUG and is recognized as the site of a SeniorNet Learning Center.

Section 2. Mission. The mission of SNUG is to build a community of computer-using senior citizens, age 55 and older, to provide access to computer technology, and to empower members to share their knowledge and wisdom.

Section 3. Purposes. SNUG has the following purposes: to educate seniors about computer technologies in a warm and friendly environment; to take part in the National SeniorNet community of computer-using seniors; and, to participate in and contribute to the overall advancement of the OKCPCUG.

Section 4. SNUG Coordinator and Coordinating Committee. A SNUG Coordinator will be elected by the SeniorNet User's Group who shall be a member of the Coordinating Committee. The Coordinator will be the liaison person between the Coordinating Committee of the Learning Center and other entities such as the Learning Center Sponsors and SeniorNet. The Coordinator will appoint five (5) additional members from the SNUG membership and one (1) member from the general membership of the OKCPCUG for a total of seven (7) Coordinating Committee members. The Coordinating Committee will coordinate the activities of the Learning Center. Activities will include, but not be limited to, the purchase and maintenance of equipment, facility scheduling, and personnel support.

Section 5. OKCPCUG Board of Directors. The Coordinating Committee shall select two members from the SNUG membership to serve as "ex officio" members with voting rights on the Board of Directors of the OKCPCUG.

Section 6. Membership. SNUG members shall be 55 years of age or older. SNUG members must be members of both SeniorNet and the OKCPCUG as Senior Members or under a Family Membership of the OKCPCUG.

Section 7. Funds. Funds may be raised by any legal means. All funds received will be reported to and become a part of the OKCPCUG general fund. Expenditure of these funds will be in accordance with the annual budget of the OKCPCUG. All property and equipment purchased with funds raised by SNUG projects and installed for use at the Learning Center will be shared assets of SNUG and the OKCPCUG.

**ARTICLE XVIII  
OKCPCUG CODE OF ETHICS**

Section 1. Scope. All business conducted on behalf of the OKCPCUG must be conducted in a manner which maintains the independence, reputation and integrity of the OKCPCUG. An "OKCPCUG official" as used in this code includes any member of the Board of Directors and any committee member or representative appointed to conduct business on behalf of the OKCPCUG.

Section 2. Conflict of Interest. An OKCPCUG official shall avoid any situation which creates a conflict, or appearance of conflict, between the interests of the OKCPCUG and any personal or business interest of an OKCPCUG official.

Section 3. Disclosure. An OKCPCUG official shall disclose to the Board of Directors any conflict of interest. A conflict of interest is present whenever an OKCPCUG official has a material personal interest, either direct or indirect, in a proposed contract or transaction in which the OKCPCUG may be a party. Such reporting shall be made promptly after such an OKCPCUG official becomes aware of a potential or actual conflict of interest. This information shall be disclosed to the Board of Directors to determine any conflict of interest. Any candidate for elected office in the OKCPCUG shall provide similar reporting upon the announcement of his/her candidacy.

Section 4. Abstention from Voting. An OKCPCUG official shall not make or second a motion regarding the contract or transaction in which the conflict of interest is present and shall abstain from voting on the issue. The secretary shall duly record that such abstention occurred.

Section 5. OKCPCUG Fund Raising. All fund raising efforts shall be approved, in advance, by the Board of Directors. The Board of Directors shall approve any opportunities for OKCPCUG sponsorship or participation in outside activities.

Section 6. Reimbursement of Expenses. All reimbursement of expenses to OKCPCUG officials for OKCPCUG business shall be made by the OKCPCUG Treasurer. All reimbursements shall have appropriate documentation and be subject to the policies as established by the Board of Directors.

Section 7. Compliance. All officials of the OKCPCUG shall comply with the Bylaws and Standing Rules of the OKCPCUG.

Section 8. Candidates for Office. Any candidate for elected office shall be provided a copy of the OKCPCUG Code of Ethics and shall be required to acknowledge receipt of a copy by his/her signature. Previously elected Board members shall be provided a copy of the OKCPCUG Code of Ethics and shall be required to acknowledge receipt of a copy by his/her signature.

#### **ARTICLE XIX MEDIA PROVISIONS**

Section 1. Media Rights. The OKCPCUG shall hold the publisher rights and intellectual property rights to any publication of the OKCPCUG. A publication shall include, but is not limited to, any newsletter, magazine, or OKCPCUG web site. All publications shall be governed by rules established by the Board of Directors.

Section 2. Editors of Publications. The editor of any publication, either printed or electronic, shall serve on the Media Standing Committee and shall report to the Board of Directors at the monthly Board meetings.

Section 3. Advertising Policies. All advertising submitted for publication shall be controlled by the Media Standing Committee as directed by the Board of Directors. The Media Standing Committee shall establish the rates for advertising and commissions paid for advertising subject to the approval of the Board of Directors.

#### **ARTICLE XX PROHIBITED ACTIVITIES**

Section 1. Prohibited Activities. Notwithstanding any other provision of these bylaws the OKCPCUG 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 Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE XXI MISCELLANEOUS**

Section 1. Registered Agent. The Board of Directors shall designate a registered agent for the purpose of service of process and any other act required by law.

Section 2. Affiliation with Other Organizations. The Board of Directors may decide by majority vote to affiliate with or become a member of a national or local organization.

Section 3. Effective Date of Bylaws. These Bylaws shall take effect on January 1, 1998.