

**BYLAWS OF
THE SARASOTA TECHNOLOGY USERS GROUP, INC.**

Amended October 15, 2002 - Amended September 9, 2004

Amended April 08, 2013 - Amended June 9, 2014

Amended October 12, 2015 - Amended December 7, 2015

Amended April 11, 2016 – Amended June 13, 2016 – Amended December 12, 2016-- Revised September, 2018

Amended and Restated February 8, 2021

**ARTICLE I
PRINCIPAL OFFICE**

The principal office of the Corporation is located at 2201 Ringling Boulevard, Suite 104, Sarasota, Florida. The principal office of the Corporation may be changed at any time by the Board of Directors upon the filing of a notice of such change with the Secretary of State, State of Florida.

**ARTICLE II
PURPOSE**

The Corporation is organized exclusively for educational and technological purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to promote the use of and encourage the exchange of information among individuals who have interest in computers and computer-related technology devices, and the education of its members as to the uses and application of these devices through public discussion groups, forums, lectures, seminars, meetings, and other similar programs.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership. Membership is open to all persons who agree with and support the purposes of this organization. This Corporation will have two classes of Members which are designated as Family and Student. Membership cards evidencing membership in either of these classes will be issued by the organization.

Section 2. Dues. The Board of Directors shall, by resolution, fix the amount of any or special dues. The amount of dues so fixed shall become, on and after notice, an indebtedness to the Corporation collectible by due course of law. The failure to pay any dues assessed shall render the member liable to expulsion. There shall be no refund of dues paid upon resignation, death, or expulsion of a member.

Section 3. Vested Interest. No member shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs or franchises of the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if the individual's membership ceases.

Section 4. Revocation of Membership. Members may be removed from the membership rolls if they fail to pay dues as required; or for violation of the Articles of

Incorporation, the Bylaws, or for other conduct by any member which is deemed by the Board to be detrimental to the best interests or welfare of the Corporation.

**ARTICLE IV
FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

**ARTICLE V
MEMBERSHIP MEETINGS**

Section 1. Meetings. All meetings may be held using teleconferencing systems or services provided that all participants are able to see, hear, and speak to all other participants as they choose. Elections may also be conducted using electronic means for distribution of material and voting.

Section 2. Regular Meetings. Regular meetings shall be held monthly at a time and place designated by the Board of Directors.

Section 3. Annual Meeting. There shall be an annual meeting held during the month of December in each calendar year for the purpose of electing Directors. The annual meeting shall be held at a time and place designated by the Board of Directors.

Section 4. Special Meetings. A special meeting of the general membership may be called by the President, three members of the Board of Directors, or 10 percent of the membership by signed petition.

Section 5. Notice of Meetings. Written notice of each meeting shall be issued and shall state the purpose for which the meeting is called, the date, time, and location of the meeting, and shall be delivered by electronic means to each member in advance of the meeting.

Section 6. Quorum. The number of Members present shall constitute a quorum.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1. Board of Directors.

The Board of Directors shall comprise ten (10) elected directors and one (1) appointed STAR director (for as long as STUG has a relationship with County Youth Development). At the Organizational Meeting of the Board of Directors after the Annual Meeting, five (5) members of the board shall be voted upon to take the following Officers positions: President, 1st Vice President, 2nd Vice President, Treasurer, Secretary. The remaining five (5) members shall be assigned as Directors 1-5. The STAR director will remain as Director 6.

The number of Directors may be increased or decreased from time to time by amendment to these bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 2. Election and Term. Directors shall hold office for two (2) years on a staggered basis with five (5) Directors being elected in each annual meeting. They will serve until their successors have been elected and qualified in accordance with Article IX of these bylaws, or until their earlier resignation, removal from office, or death.

Section 3. Duties and Powers. The Board of Directors shall be responsible for the control and management of the affairs, property, and interests of this Corporation subject to the law, the Articles of Incorporation, and the Bylaws. Each officer or director shall contribute some personal time carrying out activities of the Corporation, other than attending Board of Directors meetings. Failure to do so will be grounds for removal by the Board of Directors.

Section 4. Meetings. The Board of Directors shall meet at least quarterly, at such time and place as determined by the President. The President may call a special meeting of the Board of Directors at any time upon written notice stating the purpose, place, day, and hour of such meeting not less than five (5) days before the date of the meeting. A special meeting of the Board of Directors may also be called upon similar written notice at the request of any three (3) members of the Board. Attendance of a Board member at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Meetings may be held using electronic means provided all attendees are able to simultaneously see, hear, and speak to other participants.

Section 5. Quorum and Voting. The presence of a majority of the members of the Board of Directors at any board meeting shall constitute a quorum. In the case of an even number of board members present, a majority is defined as half of that number plus one. The act of a majority of the board members present at any board meeting at which there was a quorum present shall be the act of the Board of Directors. Each member of the Board of Directors shall have one vote except the President who shall only vote to break a tie. Board members must be present at a meeting, in-person or by electronic means, to cast a vote on an issue. Voting by proxy is not permitted at any meeting.

Section 6. Vacancies. In case of the illness, resignation, or death of the President, the 1st Vice President automatically becomes President for the remainder of the unexpired term. In such cases, the 2nd Vice President becomes the 1st Vice President. The same ascension applies in case of the illness, resignation, or death to the 1st Vice President. The vacancy of the 2nd Vice Presidency may be filled at the discretion of the Board of Directors by a simple majority vote.

Any other vacancy occurring in the Board of Directors due to death, resignation, refusal, or inability to serve may be filled for the unexpired term by majority vote of the full number of remaining board members.

Section 7. Resignation. Resignation of board members shall be in writing and shall take effect upon receipt by the Board of Directors. The unexcused absence of a board member from three (3) consecutive meetings will be deemed a resignation from the Board.

Section 8. Removal. Any member of the Board of Directors may be removed by a majority vote of the members in good standing at a meeting called for the purpose of removing said member, provided that before an officer's or director's term of office shall be terminated without his/her consent, the impeached officer or director will be given an opportunity to be heard.

Section 9. Compensation. The Board of Directors shall not receive any compensation for their services.

ARTICLE VII OFFICERS

Section 1. Title. The Executive Officers of this Corporation shall be a President, a Vice President, 1st Vice President, a Treasurer, and a Secretary, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person.

Section 2. Term of Office. Executive Officers shall be elected at an Organizational Meeting of the Board of Directors after the December meeting and assume the duties of their office on January 1. Executive Officers shall hold office for a term of one (1) year, or until their successors are elected.

Section 3. Duties. The Executive Officers of this Corporation shall have the following duties:

- a) **The President.** The President shall be the Chief Executive Officer of the Corporation and, subject to the direction of the Board of Directors, shall supervise and control all the business affairs and property of the Corporation, and shall preside at all general meetings of the membership and the Board of Directors. He/she shall be an ex-officio member of all standing committees except the Nominating Committee. The President shall deliver to his successor in office all books, papers, records, and other property of the Corporation for which he/she is, or may become, responsible.
- b) **The 1st Vice President,** in the absence of the President, shall preside at general meetings and the Board of Directors meetings. The 1st Vice President shall also perform such other duties as usually pertain to the office, or as may be assigned to him/her by the President or the Board of Directors.

- c) **The 2nd Vice President**, in the absence of the President and the 1st Vice President, shall preside at general meetings and the Board of Directors meetings. The 2nd Vice President shall also perform such other duties as usually pertain to the office, or as may be assigned to him/her by the President or the Board of Directors.
- d) **The Treasurer** shall have charge and custody of all funds generated, collected or obtained by or on behalf of the organization in any manner and shall be responsible for the proper receipt and disbursement thereof. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all monies in the name and to the credit of the Corporation in such bank or banks as may be designated by the Board of Directors, provided that the Treasurer maintain a petty cash fund not to exceed Sixty Dollars (\$60) and shall be authorized to disburse said petty cash on behalf of the Corporation, upon receipt of a signed statement, within his or her discretion. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the Board of Directors, annually, or upon direction of the Board or the President, an accounting of all transactions and the financial condition of the Corporation. The Treasurer shall make a monthly report, at the direction of the Board of Directors, of all funds received, disbursements made and funds on hand. The Board of Directors may request an audit of the books and records at the end of any fiscal year. The Treasurer will maintain a list of all capital equipment. All Officers shall perform such other duties as the Board of Directors shall prescribe.
- e) **The Secretary** will keep minutes of all meetings of the membership and the Board of Directors. The Secretary shall be responsible for communicating to all members the slate of nominees for the five (5) directors positions to be filled each year as submitted by the Nominating Committee and as approved by the Board of Directors. The Secretary shall give or cause to be given, notice of all meetings, and shall attend to all other communications and perform such other duties as may be prescribed by the President or the Board of Directors.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees. The standing committees of this Corporation shall have the following duties:

- a) **Program Committee.** The Program Committee shall arrange and coordinate a program for every general meeting as far in advance as practical, cooperating with the Board of Directors and other committees to the end of diversifying the programs and coordinating them with membership interests. The committee will work with the Marketing Committee in providing program information for distribution to the media.

- b) Membership Committee.** The Membership Committee shall be responsible for providing a reception desk at all meetings held in a physical venue. The reception personnel shall provide membership information forms to prospective members, collect membership dues, provide identification tags, and issue membership cards. This committee shall also provide information for new members as well as renewal information to members whose memberships are expiring. The chairman shall be responsible for delivering member and renewal information and collected dues to the Treasurer and shall retain completed member information forms.

The Committee will keep a database of all members in good standing; will provide a current membership roll monthly; will provide email list; and will, in general, be responsible for statistical evaluation of our membership.

- c) Education Committee.** The **Education Committee** shall consist of a general chairman and Leaders for the various groups. This committee will be responsible for organizing and overseeing educational activities, such as Forums and Classes.
- d) Newsletter Committee.** The Newsletter Committee will be responsible for making sure that the proper ads, articles, reports, and updates are given to the Newsletter editor in a timely fashion. The Monitor is the main publication of the Sarasota Technology Users Group which disseminates news items electronically to the membership. The committee will be responsible for proofreading the Monitor before dissemination to the membership.
- e) Website Committee.** The Website Committee's main task is to create, maintain and facilitate content on its website, www.thestug.org. This will include incorporating content from the group's publication, the Sarasota Technology Users Group Monitor, on the website. Some of the items from the Monitor will include our Education Chairman's Notes, regular columnist's articles and software and hardware review articles. The Webmaster will select material to be used on the website and determine deadlines for receiving material and publishing.
- f) Marketing Committee.** The marketing committee will be responsible for providing STUG information to the public in as many venues as possible.

Section 2. Nominating Committee. The President shall appoint a chairman and three (3) members to the Nominating Committee, including a member from the previous year, if possible. These appointments are subject to approval by the Board of Directors. The Nominating Committee shall carry out their duties as outlined in Article IX.

Section 3. Appointments. The newly elected President shall, immediately after the December election, or as vacancies occur, appoint chairmen of all standing committees.

The President may from time to time appoint committees for such purposes deemed necessary, or as directed by a majority vote of the Board of Directors. Appointed officers or committee chairmen will have such powers and duties as the President or the Board may delegate to them.

Section 4. Term. Chairmen of all standing committees shall serve for a term of one (1) year beginning on January 1st and ending the following December 31st. Members and chairmen of all other committees shall serve at the pleasure of the President.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. A Nominating Committee shall nominate five (5) Directors for election to a two (2) year term.

Section 2. Procedures. The Nominating Committee shall prepare a slate of nominees for election to the Board and present it to the Board at the November Board of Directors meeting. This slate of nominees shall be published electronically prior to the December monthly meeting. At the annual meeting in December, additional nominations may be made from the floor, provided that the nominees indicate concurrence to their names being placed in nomination.

Section 3. Voting. Candidates for election to the Board of Directors shall be elected by a majority vote of the members present. Voting by proxy is not permitted. Voting shall be by show of hands or by electronic voting. Any nominee may request a secret ballot.

ARTICLE X AMENDMENT

Section 1. Bylaws. These Bylaws, except for Article X, may be amended by a majority vote of the Board of Directors, providing that any proposed amendment is submitted to the President in writing and is signed by any member of the Board. The President shall read the proposed Amendment to the Board at any regular meeting or special meeting called for the purpose. If the proposed amendment is approved by the required majority, the full text of the amendment shall be furnished in writing, as approved, to all members of the Board. The Secretary shall maintain copies of all approved amendments to the Bylaws.

Section 2. Bylaws Article X. This Article X of the Bylaws may be amended by a resolution adopted by a two-thirds majority of the members of the Board of Directors in good standing who are present at any meeting of the board, providing prior written notice of the intended amendment has been sent to all members; or, it may be amended by a resolution adopted by a majority of the members in good standing, providing prior written notice of the intended amendment has been sent to all members.

Section 3. Articles. The Articles of Incorporation may be amended by a resolution adopted by a majority of the members in good standing, providing prior written notice of the intended amendment has been sent to all members.

**ARTICLE XI
RULES OF ORDER**

The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all meetings of the members and the directors except as to those matters where such rules are already defined in, or are inconsistent with, the Articles of Incorporation, Bylaws, or special rules of order of these bylaws.

**ARTICLE XII
INDEMNIFICATION**

All Elected and Appointed Officers and Directors shall be indemnified by this Corporation to the fullest extent of the law.