

DMA® BYLAWS

Adopted by the DMA® Board Of Trustees - March 7, 2005

Ratified By the DMA® Membership May 30, 2005

ARTICLE I - NAME

The name of this organization shall be the Dayton Microcomputer Association, Inc., herein referred to as "DMA®" and "the Association".

ARTICLE II - LOCATION

The principal place of operation of DMA® shall be in or near Dayton, Ohio, Montgomery County, encompassing the Greater Miami Valley.

ARTICLE III - PURPOSE

The purpose of DMA® shall be to promote interest in and knowledge of computers and their uses. To provide a focus for the common activities of those persons interested in microcomputers, that will include, but not be limited to, the following:

- A. to provide an opportunity for all computer users to exchange ideas, knowledge and experience for the enrichment of all concerned,
- B. to encourage and foster both formal and informal education in hardware and software technologies,
- C. to encourage and provide a medium of communication among individual computer users, computer groups and the general public,
- D. to provide an opportunity for the formation of special interest groups,
- E. to support forums for the exchange of public domain, contributed and shareware programs,
- F. to provide counsel to individuals seeking computer-related information.

ARTICLE IV - MEMBERSHIP

Section 1. General. Any person interested in DMA®, willing to participate in its activities and comply with these Bylaws may become a member. Membership is subject only to the requirements of the following sections. There shall be two classes of membership: Individual and Corporate. The Board of Trustees has the power to bestow complimentary individual regular or corporate memberships.

Section 2. Term. The term of membership shall run as follows: if dues are paid before or at the general meeting, membership shall run twelve (12) consecutive months from that month (example: join in May and membership expires the end of April next year); if dues are paid after the general meeting but still within the same month membership shall run for twelve (12) consecutive months from that month (example: join in May and membership expires the end of April next year).

Section 3. Termination of Membership

- A. Membership in DMA® may be terminated only for non-payment of dues or violation of these Bylaws.
- B. Termination for non-payment of dues occurs automatically at the end of the first regular meeting after expiration of membership.
 1. Termination for non-payment of dues occurs automatically at the end of the month of expiration (example: paid in May, 2004 and expires in April, 2005 so termination for non-payment of dues occurs the last day of April, 2005).
 2. If membership dues are paid in the month immediately following the month of expiration, membership privileges will be restored upon receiving payment of dues and membership will be considered unbroken, and in good standing.
 3. If membership dues are paid later than the month following the month of expiration then membership will be considered broken.

- C. The Board of Trustees may recommend the expulsion of any member for conduct not in the best interest of DMA® and the community. The Board of Trustees' recommendation must be sustained by two-thirds (2/3) of the voting membership present at the meeting. The member in question shall be given at least four (4) days prior written notice of the time, location and reason for the vote.

Section 4. Classes of Membership

A. Individual Regular:

1. Regular members shall pay dues to be set from time to time by the Board of Trustees.
2. Dues for regular members shall be due during the month of expiration. Those members who have not paid by the end of the month of expiration shall be dropped from membership in DMA® (example: join in May 2004 and expires April 2005. Members must renew by end of month of April 2005).
3. Regular members shall receive a newsletter.
4. Regular members are eligible for door prizes.
5. To be eligible to vote, regular members must be sixteen (16) years of age. In addition, they must be a member, in good standing, for a period of four (4) months prior to any general or special election. For new members this means they must have joined in the month of May prior to the September regular elections..

B. Associate

1. Members of the regular individual member's immediate family, living at the same address, may become associate members.
2. Associate members shall pay dues to be set from time to time by the Board of Trustees.
3. Dues for an associate member shall be due during the month of expiration. Those associate members who have not paid by the end of the month of expiration shall be dropped from membership of DMA® (example: join in May 2004 and membership expires in April 2005. Members must renew by the end of the month of April 2005).
4. Associate members must meet all criteria for an associate membership at time of renewal.
5. Associate members shall not receive a printed and mailed newsletter.
6. To be eligible to vote, associate members must be sixteen (16) years of age. In addition, they must be a member, in good standing, for a period of four (4) months prior to any general or special election. For new members this means they must have joined during the month of May prior to the September regular elections.
7. Associate members are eligible for door prizes.

C. Student

1. Student membership shall be offered to all full time students under twenty-two (22) years of age enrolled as full time students in the public or private school system or any programs of higher education.
2. Student members shall not pay dues.
3. Student members shall receive a newsletter.
4. Student members will not be allowed to vote.
5. Student members are eligible for door prizes.

D. Corporate

1. Corporate members shall pay dues to be set from time to time by the Board of Trustees.
2. Dues for all corporate members shall be due during the month of expiration. Those members who have not paid by the end of the month of expiration shall be dropped from membership in DMA® (example: join in May 2004 and membership expires in April 2005. Members must renew by the end of the month of April 2005).
3. The corporation as the corporate member shall designate a representative and that representative will be given an individual regular membership with all privileges of that status.
4. Corporate members shall receive a newsletter.
5. Corporate members are eligible for a door prize.
6. Corporate members' representatives must be sixteen (16) years of age to be eligible to vote. In addition, they must be a member, in good standing, for a period of four (4) months prior to any general or special election. For new members this means they must have joined during the month of may prior to the September regular elections.
7. Corporate members will be given (if they so desire) a business card-size ad in the newsletter.

ARTICLE V - BOARD OF TRUSTEES

Section 1. There shall be a Board of Trustees consisting of nine (9) elected members of DMA® in good standing, with voting powers, and having responsibility for policy making and oversight for all activities of the Association.

Section 2 At the annual membership meetings, three (3) Trustees shall be elected. Each for a term of three (3) years.

Section 3. All persons seeking to be elected as Trustees shall meet the following eligibility requirements:

- A. Each person must be a paid up individual regular or associate member of DMA® in good standing for at least twelve (12) months prior to elections. Each person must have been a regular or associate member of DMA® in the month of August of the proceeding year.
- B. Each person considered for election to Trustee must be twenty one (21) years of age before the date of the election.

Section 4. After serving two (2) consecutive terms, of any length, no Trustee shall succeed himself or herself until she or he has not served as a Trustee for at least one (1) full year. A Trustee who has served more than one half (1/2) of a full term shall be regarded as having served the full term, insofar as counting succession of terms is concerned.

Section 5. The newly-elected Trustees shall assume their authority and responsibilities from the outgoing Trustees immediately upon close of elections.

Section 6.

- A. A quorum of the Board of Trustees shall be the number of active Trustees in a quantity greater than half.
 1. An active trustee is any person elected by the general membership or appointed by the Board to a trustee position who is not on a board approved temporary leave of absence and who's term has not expired.
- B. In the absence of the Secretary at a meeting of the Board of Trustees, the Trustees shall elect an Interim Secretary for the duration of that meeting. In the absence of the Chair and the Vice Chair, the Trustees shall elect an Interim Presiding Chair for the duration of that meeting

Section 7. An officer, in performing duties for the Board of Trustees meetings, shall have voting powers only if currently serving as an elected Trustee.

Section 8. By vote of a two-thirds (2/3) majority taken by written ballot, the Board of Trustees may recommend the removal of any trustee for conduct not in the best interest of DMA® and the community. The Board of Trustees recommendation must be sustained by two-thirds (2/3) majority of the voting membership present taken by written

ballot at a regular meeting of the general membership. For each of these two votes, the Trustee in question shall be given at least four (4) days prior written notice of the time and location of and reason for the vote.

Section 9. The Board of Trustees shall have regularly scheduled Board meetings at least once per month on dates to be set by the Board of Trustees.

Section 10. Special meetings of the Board of Trustees may be called by the president, and shall be called by her or him at the written request of three (3) members of the Board Of Trustees. No business other than that for which a special meeting is called shall be transacted, except by unanimous consent of the Trustees present. The special meeting must be held within ten (10) days of receipt by the President of the written request. Or, six (6) Trustees may agree on a time, date and place and hold a special meeting. In all cases, all Trustees shall be notified of the meeting's time, date and location by telephone, in person, electronically or in writing no less than forty-eight (48) hours prior to the time of the special meeting. A written request for a special meeting is not required if all active Trustees are present in person or real time electronically.

In all cases, all Trustees shall be notified of the meeting's time, date and location in person (or three other ways) no less than forty-eight hours prior to the time of the special meeting.

Section 11. Vacancies in the chairs of standing committees shall be filled by appointment by the President with Board of Trustees' approval.

Section 12. A vacancy on the Board of Trustees shall exist if a Trustee misses three (3) consecutive meetings, regular or special or a combination of both or a total of four (4) meetings in one twelve (12) month period, unless for reasons acceptable to the Board of Trustees by majority vote at the first meeting following said vacancy. A vacancy shall exist upon written resignation delivered to the President by a serving Trustee. A vacancy shall exist when the annual election fails to fill a Trustee position. The vacancy shall be filled by majority vote at a Board of Trustees meeting, subject to the provisions of Article V Section 3.

Section 13. Any outgoing Trustee, leaving for whatever reason, shall within seven (7) days surrender all DMA® property including keys and official documents to an officer designated by the Board of Trustees, and shall immediately cease representing himself or herself as being a Trustee.

Section 14. The Board of Trustees shall be the grievance committee, and shall have original jurisdiction and plenary power to settle and adjudicate all grievances and charges for which there shall be no appeal. All such matters shall be decided by a two-thirds (2/3) vote taken by written ballot of all Trustees present at a special meeting called for this purpose.

Section 15. A quorum must be present for every vote by the Board of Trustees. Except as otherwise provided in these Bylaws, votes shall be by not less than a majority of the Trustees present, and may be decided by any form of voting.

Section 16. The Board of Trustees shall produce, at its September meeting, budget recommendations for the coming fiscal year. Those recommendations shall be conveyed to the new Board of Trustees at its October meeting. The Board of Trustees, at its December meeting, shall produce an approved budget for the coming fiscal year.

Section 17. The Board of Trustees shall have the power to fix the compensation for independent contract workers, employees, guest speakers and instructors.

Section 18. The Board of Trustees shall have the power to recommend to the DMA® membership proposals, including amendments to these Bylaws. The DMA® general membership shall then decide these proposals in due course of proceeding. The Board of Trustees' recommendations on all matters shall be taken up under new business, unless otherwise ordered by a two-thirds (2/3) vote of the DMA® members present and voting.

Section 19. The Board of Trustees shall carry out all lawful orders and instructions of the DMA® general membership.

Section 20. The Board of Trustees shall create new operating elements of DMA® as the needs arise.

Section 21. A Trustee shall receive no salary or fee for his or her services as Trustee.

Section 22. DMA® Board of Trustees shall have the sole power to enter into a contract.

- A. Any contract pertaining to DMA® programs and/or all fundraising activities must be approved and signed by the DMA® Board of Trustees.
- B. DMA® Board of Trustees may appoint a committee to review and/or negotiate a contract.

Section 23.

- A. The Board of Trustees shall appoint a Chairman of the Board of Trustees and a Vice-Chairman of the Board of Trustees by majority vote at its regularly scheduled meeting in October.
- B. The Chairman and Vice-Chairman of the Board of Trustees must be an active trustee at the time of the appointment.
- C. The Chairman and Vice-Chairman of the Board of Trustees shall serve a one (1) year term.
- D. The Chairman of the Board of Trustees shall preside at all DMA® Board Of Trustee meetings and act as spokesperson for the board.
- E. The Vice-Chairman of the Board of Trustees shall preside at all DMA® Board of Trustees meetings in the absence of the Chairman of the Board of Trustees.

ARTICLE VI - OFFICERS

Section 1. The officers of DMA® shall be a President, a Vice President, a Secretary, and a Treasurer, with responsibility for the operations of the Association.

Section 2. The Board of Trustees shall appoint officers by majority vote at its first regularly scheduled meeting in October. Each officer shall be appointed for a term of one (1) year. All candidates for office must meet the following eligibility requirements:

- A. Each must be an individual regular or associate member for a minimum of six months prior to their appointment and be a member in good standing with DMA® and the community.
- B. Each must be at least twenty-one (21) years of age at the time of appointment.

Section 3. If an officer fails to attend any three (3) regularly scheduled meetings of the Board of Trustees then a vacancy in that office shall be deemed to exist and the President, or the Vice President where the President is the officer in question, shall bring the matter before the Board of Trustees for decision under Article VI Section 6, unless acceptable to the Board of Trustees.

Section 4. An officer who has served more than one half (1/2) of the one year term of office shall be regarded as having served the full term, insofar as counting succession of terms is concerned.

Section 5. An officer who has served two consecutive full terms in one given office cannot immediately succeed herself or himself in that same office. One full term must elapse before that person can again be elected to that same office.

Section 6. The Board of Trustees may vote by a two-thirds (2/3) majority of those present at a regular or special Board of Trustees meeting to expel any officer for conduct not in the best interest of DMA®. If the vote carries, that officer shall within seven (7) days surrender all DMA® property including keys and official documents to an officer designated by the Board of Trustees, and shall immediately cease representing himself or herself as holding that office. If the President is the officer under question, then the Vice President shall preside over the deliberations and the vote.

Section 7. In the event of a vacancy in any office the Board of Trustees shall appoint a replacement by majority vote at a special meeting or the next regularly scheduled meeting of the Board of Trustees for the remainder of the vacated term. Each candidate must meet the eligibility requirements of article VI section 2. A replacement officer shall have voting powers only if serving as a currently elected trustee.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. President. The President shall have general supervision and control over the affairs of DMA®. She or he shall preside at all meetings of the general membership. He or she shall nominate for Board of Trustees approval committee chairs and shall be an ex-officio member of all committees. The President shall perform, or may delegate, such other duties as are set forth in these bylaws. He or she may appoint one or more assistants to aid in the above-mentioned duties. The President will publish and maintain a policy manual as set by the board.

Section 2. Vice President. The Vice President shall preside in the absence of the President and shall act as, or may delegate the duties of, Property Manager and SIG (Special Interest Group) Coordinator.

Section 3. Secretary. The Secretary shall keep minutes of the annual membership meeting and of the meetings of the Board of Trustees. She or he shall conduct the correspondence of the Association and maintain a file of the minutes, correspondence, resolutions and other official documents of the Association. The Secretary shall monitor the Association's compliance with applicable government regulations. He or she shall make written notice of meetings and proposed votes by the membership, as required by these Bylaws. Publication of such notices in the Association's newsletter shall be considered proper notification. He or she may appoint one or more assistants to aid in the above-mentioned duties.

Section 4. Treasurer. The Treasurer shall be the custodian of DMA®'s funds except as may be otherwise provided or ordered by the Board of Trustees. She or he shall deposit these funds in such financial institutions as the Board of Trustees shall authorize and the accounts shall be in DMA®'s name. He or she shall have the necessary tax forms prepared by a qualified professional who is independent of DMA® Officers and Trustees, and shall make financial reports to the Board of Trustees monthly and additionally as required. He or she may appoint one or more assistants to aid in the above-mentioned duties. The Treasurer, acting with the concurrence of the Chair of Steering Committees, shall designate a Comptroller to handle all financial matters for steering committees. The Comptroller shall be completely accountable to the Treasurer in the receipt, disbursement and record keeping for all funds.

ARTICLE VIII - COMMITTEES

Section 1. The terms of office of Standing or Special Committee chairs appointed by the President, and their committees, shall expire with the term of the President unless otherwise stated in the Bylaws. They are eligible for reappointment by the succeeding President.

Section 2. All committee chairs and no less than 51% of the committee members shall be DMA® members at the time of their selection and shall continue to be members of the Association during their tenures.

Section 4. The DMA® President shall appoint the chair of each standing committee with the concurrence of the Board of Trustees. Each standing committee chair shall appoint the other members of the standing committee which he or she chairs.

Section 3. There shall be the following standing committees: Membership, Publications, Program, Audit and Funding to serve the Board of Trustees.

Section 5. Decisions of a standing committee shall be by majority vote. A vacancy in a standing committee shall be filled forthwith by the appointer. A quorum equals 50% of the members of the committee plus one rounded down to the next integer.

Section 6. The Audit committee shall:

- A. Review all financial operations of the Association, Annually
- B. Make recommendations to the Board of Trustees on procedures, and ethical and legal practices related to the Association's financial operations,
- C. Have performed a review of the books by a qualified professional, who is independent of the DMA® Officers and Trustees, every two years,

- D. Report to the Board of Trustees the findings of the committee and of the review at the next meeting of the Board of Trustees. The report shall be archived along with the official documents of the Association by the Secretary, and
- E. Perform additional informal reviews and/or audits as deemed necessary by the Audit Committee and/or the Board of Trustees.

Section 7. The Membership committee shall:

- A. Seek applicants for membership,
- B. Collect the annual dues from all applicants, and
- C. Promptly present a report and dues to the Treasurer on or before the next meeting of the general membership.
- D. The committee shall publicize the efforts of DMA® toward the attainment of its purpose.

Section 8. The Program Committee shall arrange programs for membership meetings, and/or for other meetings as directed by the Board of Trustees.

Section 9. The Publications committee shall produce and archive editions of The DataBus and any other publications that may be desired by the Board of Trustees.

Section 10. The Funding Committee shall:

- A. Seek out opportunities for sponsors, grants and other means to fund DMA® and its projects.
- B. Research fundraising projects and report their findings and recommendations to the board.

Section 11. The President may appoint special committees with the concurrence of the Board of Trustees, from time to time as needed.

Section 12. Nominating Committee

- A. The President shall appoint the chair of the Nominating committee in March of each year. No serving officer is eligible to become Chair of this committee.
- B. In May of each year the committee shall have published in The DataBus an announcement that nominations will be opened for Trustees on the first day in June and closed on the last day of August. This announcement will include the vacancies for the position of Trustee to be filled at the September annual membership meeting.
- C. A nomination must be accepted for the election process if the candidate:
 - 1. Meets the requirements of Article V Section 3,
 - 2. Declares in a signed document as being willing to serve in the best interests of DMA® as a Trustee for specified term, and understands the duties and responsibilities thereof, and
 - 3. Delivers this document by the last day in August to the chair of the Nominating committee. The chair will then issue a certificate of acceptance and a copy of the Bylaws currently in effect to the nominee.
- D. Upon the close of nominations, this committee shall have published in the September issue of The DataBus a list of all nominees accepted.
- E. Neither the chair of the Nominating Committee, nor any member of the committee, can become nominee for a position of Trustee. Any such person desiring nomination shall first resign from the committee before signing the declaration.

Section 13. Steering Committee(s) are responsible for the planning and organization of DMA® projects and fund raising events which meet the criteria of DMA®'s purpose as stated in Article III of these Bylaws.

- A. The Chair or Director of each Steering committee shall select and organize subcommittees to carry out vital operations of their project or fundraiser event. Those subcommittees could include but not be limited to: program, vendor relations, publicity, facilities, volunteer coordination, user-group coordination and financial

responsibility reporting. These subcommittees are to carry out the operations of the project or event and the policy desires of the Board of Trustees.

- B. Steering committee Chairs for events may be appointed up to three (3) years in advance of the event that she or he is chairing, and will serve at the pleasure of the Board of Trustees.
- C. Steering committee chairs or Directors for continuing projects will be appointed to coincide with the term of the President, and will serve at the pleasure of the Board of Trustees.
- D. Individuals may serve consecutive and/or multiple terms as Steering Committee Chair or Directors.
- E. All equipment, supplies, records and other pertinent information shall be relinquished to the incoming Steering Committee Chair/Director and his or her appointed staff or designee within thirty (30) days after the expiration of the chair's term.

Section 14. All committees Chairs/Directors will develop policies and procedures recommendations and present them to the DMA® Board of Trustees for board approval.

Section 15. All committee Chairs/Directors will provide a complete accounting with supporting documents to the treasurer each month and at the request of the board to the audit committee and or the DMA® Board of Trustees.

ARTICLE IX - GENERAL MEMBERSHIP MEETINGS

Section 1. Regular general membership meetings of DMA® shall be held at a time set forth by the Board of Trustees with the possible exception of December.

Section 2. Special general membership meetings may be called by the President, or they may be called jointly by the President and the Board of Trustees; or they shall be called by the President upon the written request of eleven (11) members of DMA® or five (5) Trustees. Written notice shall be by US Postal Service to members no less than seven (7) days in advance of any such special general membership meeting.

Section 3. The annual general membership meeting shall be held in September and shall be held for the purpose of electing DMA® Trustees and for other such business as may properly come before the meeting under DMA®'s regular order of business.

Section 4. A quorum shall consist of twenty-one (21) eligible voting members.

ARTICLE X - BALLOTING

Section 1. At the annual membership meeting if there are more nominees than Trustee positions to be filled, elections shall be by written ballot of the eligible voting membership present. If there are an equal number of nominees and Trustee positions to be filled, the vote may be taken by general consent, if so approved by a majority of the voting members present. In the event of a vote by written ballot, the ballots shall be distributed at the start of the meeting only to eligible voting members of DMA® as authenticated by the Secretary and/or his or her designee(s).

Section 2. In the event of a tie vote for one or more unfilled positions another written ballot shall be taken between the tied nominees and all other nominees with lesser votes, and if necessary repeated, until all positions are filled by this same process.

Section 3. Calls for Trustee candidates shall be published in DMA®'s newsletter, The DataBus, or equivalent publication with distribution to all members in accordance to Article VIII Section 12. Nominations for Trustee shall be closed on the last day of the month preceding the month of this annual meeting. The closed list of nominees, along with any qualifications they may wish to have presented to the voting membership, shall be published in the issue of The DataBus scheduled for this annual meeting. Each nominee's qualification statement shall not exceed 500 words in length.

Section 4. The election shall take place under Unfinished Business, unless otherwise ordered by a two-thirds (2/3) vote. The President shall conduct the election with the assistance of tellers selected by the President.

ARTICLE XI - ORDER OF BUSINESS

Section 1. The order of business in regular general membership meetings of DMA®, except its annual meeting, shall be:

1. Call to order by the President
2. Reading of the communications and correspondence
3. Standing committee chairs' reports
4. Special committee and SIG reports
5. Unfinished business
6. New business
7. Good of DMA®, comments, constructive criticism
8. Announcement of functions, dates or events
9. Presentation hour
10. Adjournment

Section 2. The order of business at the annual general membership meeting shall be as follows:

1. Call to order by the President
2. Reading of the communications and correspondence
3. Reading of the annual reports of:
 - a. the President and Vice President
 - b. the Secretary
 - c. the Treasurer
 - d. the chairs of standing committees
 - e. the chairs of special committees
4. Unfinished business
 - a. Election of Trustees
 - b. Other unfinished business
5. Presentation hour
6. Adjournment

Section 3. The order of business as listed under Sections 1 and 2 may be changed by two-thirds (2/3) of the voting members present.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Section 1. The rules contained in Robert's Rules of Order shall be the parliamentary authority in all cases not covered by these Bylaws. In all cases the Association's Articles of Incorporation shall not be violated in any manner.

ARTICLE XIII - AMENDMENTS TO BYLAWS

Section 1. Amendments to these Bylaws may be proposed by the Board of Trustees or by ten percent (10%) of the voting membership.

Section 2. Amendments proposed by members shall consist of a petition clearly stating the proposal and signed by those members so desiring. The Secretary shall certify that those signing are currently Individual Regular or Associate members in good standing.

Section 3. Proposed amendments and any affected sections shall be communicated to all voting members for at least two (2) consecutive months immediately prior to a general membership meeting where they will be voted on by the membership. The meeting immediately prior to the voting shall have a time set for general discussion of the proposed amendment by the membership.

Section 4. Amendments shall require an affirmative vote by two-thirds (2/3) of the members at the meeting.