

PHILADELPHIA AREA COMPUTER SOCIETY

Founded in 1976 and Incorporated May 10, 1982

PREAMBLE TO THE BYLAWS

These Bylaws are intended to help and guide the officers and members to promote effective management of the Philadelphia Area Computer Society (hereinafter "PACS" or "Club") for the mutual benefit and enjoyment of its members and guests. In this context, the Bylaws shall:

1. Establish a framework for the legal, ethical, and efficient operation of the Club.
2. Establish rules and guidelines that are sufficiently flexible to enable the officers to adapt the activities, functions, resources, and finances of the Club to the membership's interests and demographics, evolving computer and communications technology, meeting venues, applicable laws, and other conditions that may affect user groups in general and/or PACS in particular.
3. Enable the Club to conform to Federal and Pennsylvania State rules and regulations applicable to the Club's status as a 501(c)(3) non-profit corporation.
4. Enable the officers to utilize the Club's tangible and intangible property and resources to the best advantage of the membership.
5. Establish and maintain a policy to protect and limit the use of the personal data of the members and the Club's data.
6. Support and encourage the voluntary, active participation and interaction of all members in the operation and activities of the Club.

PHILADELPHIA AREA COMPUTER SOCIETY

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BYLAWS

(Revised as of May 16, 2009)

ARTICLE I GENERAL INFORMATION

1. The Corporation shall be known as the PHILADELPHIA AREA COMPUTER SOCIETY (or "PACS", or "Club", or "Corporation"). As used in these Bylaws, the word "may" should be construed as discretionary; and the word "shall" should be construed as mandatory.

2. The post office address and the legal address of the Club's registered office in the Commonwealth are identified in Article VIII, Section 4. The Corporation may conduct its activities at other places within the Commonwealth of Pennsylvania and/or in other states where appropriate.

3. Privacy Statement: secured organizational information, including but not limited to membership data, financial records, and passwords, is confidential, and shall be given to no one, unless explicitly approved by at least two thirds of all the Directors.

4. The purposes for which the Corporation was formed, in relation to personal computing are, among other things, to provide and encourage:
 - (a) a forum for the exchange of knowledge, information, and experience.
 - (b) experimentation, demonstration, and education.
 - (c) opportunities to form and coordinate the operations of special interest and user groups.
 - (d) communication to and among the general public, its members, and other organizations.

- (e) libraries and the circulation of literature and software legally available for dissemination.
- (f) general assistance to prospective, new, and advanced computer users.

ARTICLE II MEMBERS

1. The members of this Corporation shall consist of those persons who have met the qualifications of membership herein, or as otherwise defined by the Board. The Board may also designate persons, who, by their distinguished interest in or assistance to the purposes of the Corporation, have merited such recognition, to be honorary members of the Corporation. And, although such honorary members shall have no obligation to pay dues or to attend any meeting, they may do so and may vote if in attendance.
2. The annual meeting of the membership shall be held at the regular monthly meeting of the Corporation in May of each year, or at such other date, time, and place the Board may determine by notice given. To conduct valid business, members numbering at least ten percent (10%) of the voting membership shall be present. The primary purpose of this annual meeting is to complete the process of voting for new members to the Board, as referenced in Article X. At this meeting, the members may also transact such other business as may properly come before the meeting. To be approved, any issue must receive a majority vote of those present. If the annual meeting is not held as required, any ten (10) members may require the President to schedule a meeting within thirty (30) days.
3. Regular meetings of the members, for program rather than the conduct of other business, will generally be held on the third Saturday of each month at the designated venue. However, the Board may designate other dates and locations for regular meetings, and will establish a time and schedule for all such meetings.
4. Special meetings of the members may be held at such date, time, place, and for such purposes as may be specified in notice given to the Board of Directors by either the President, a member of the Board, or any members numbering at least five percent (5%) of the voting membership. No business other than that set forth in the notice of any

Special Meeting may be conducted at such meeting. To conduct valid business, members numbering at least ten percent (10%) of the voting membership shall be present. To be approved, any issue must receive a majority vote of those present.

5. Five (5) days notice, unless greater notice is required by law, of all business meetings of members shall be required. Such notice shall be accomplished in accordance with Article IX.

6. The Board may create and define classes of members other than regular and honorary, such as, but not limited to: student, family, and senior members. However, the principal qualification for membership shall always be an interest in personal computing. The Corporation shall not discriminate in accordance with current local, state, and federal anti-discrimination laws.

7. All honorary members, and all persons whose dues are currently paid in accordance with these Bylaws, and by any resolutions of the Board pursuant hereto, shall be members.

8. Membership shall be non-transferable, and no member shall vote in place of or on behalf of any other member.

ARTICLE III BOARD OF DIRECTORS

1. The Board of Directors (the "Board") shall consist of not less than nine (9) but no more than fifteen (15) persons. The members of the Board shall be members of the Corporation.

(a) If the Board falls below the minimum of nine (9) members, the Board will continue to operate as is while in search of qualified member(s) to fill the vacancy or vacancies.

(b) The Board will first ask any associate Board members, auxiliary Board members and SIG leaders to fill the vacancy or vacancies (see also Section 4).

(c) The Board may increase or decrease the number of Directors, within the limits

stated above, by an affirmative vote of at least two thirds of all the current Directors.

2. The elected members of the Board shall be divided into two (2) groups, so that approximately one-half of the Board is elected each year to serve for a term of two (2) years on a staggered basis.

3. A candidate for election to the Board, who was unsuccessful in that election, shall be entitled to accept an Associate Directorship on the Board until the next election.

Associate Directors may not vote.

4. The Board, with or without recommendations, shall have the power to fill all vacancies in the duly elected membership of the Board by a majority vote of all Directors. Associate Directors shall be given first consideration. Any Director so appointed shall serve until the expiration of the term being filled.

5. The Board, by the affirmative vote of two-thirds of all Directors, may remove from the Board any Director who shall have been absent without good cause for three (3) consecutive meetings of the Board. The Board may also remove, by the affirmative vote of two-thirds of all Directors, any Director who shall have been absent for any five (5) regular Board meetings during a PACS season, provided said Director and the Board shall have been given at least ten (10) days notice of such proposed vote in either of the above situations.

6. The Board shall have the general charge and management of the business of the Corporation in conformity with the laws of the Commonwealth of Pennsylvania and the Articles of Incorporation. Any action to be taken by the Board may be accomplished by the majority vote of all Directors without the necessity for a formal meeting. The Board may also conduct business and vote on material issues between regular or special meetings via phone, email, or informal sessions. Such matters and votes shall be conducted in compliance with Article VI Section 2 herein, and shall be recorded and made part of the Club's formal records.

7. Regular meetings of the Board shall be held at such time as the Board shall designate. Such regular meetings shall ordinarily be held monthly, but not less than quarterly. Special meetings of the Board shall be held whenever called by the President. The President shall call a special meeting of the Board upon the request of at least four (4) of its members, setting forth the purpose or purposes of such meeting.

- (a) A quorum for all meetings of the Board shall consist of a majority of all Directors in office if the number of Directors is odd. If the number of Directors in office is even, a quorum shall consist of one half of that number.
- (b) Regular motions raised by the Board shall require a majority vote of the Directors present at the meeting.
- (c) When a subject requires the vote of the entire Board, and a tie vote occurs, the President shall cast a second vote.
- (d) When a subject requires the majority vote of the Directors present at a Board meeting, and a tie vote occurs, the subject is tabled until the vote can be obtained from all of the missing Directors.

8. Notice of the business to be discussed shall be given at least five (5) days prior to any regular or special meeting of the Board. Additional business, unless otherwise required by law or by these Bylaws, shall be determined by a majority of the Directors present at any and all meetings.

9. No Director shall be personally liable to pay monetary damages for action which a Director has taken or failed to take, unless such Director has breached or failed to perform duties of a Director under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct, or recklessness. This relief from liability shall not apply to any criminal statute or for the payment of taxes pursuant to local, state or federal Law, nor shall it apply to any act or omission of a Director prior to January 27, 1987. No amendment, invalidity, or repeal of this provision or any portion thereof shall affect the liability of a Director for any act or omission of the Director prior to such amendment or repeal; nor shall this section in any way limit or diminish any right of indemnity, defense, or other relief, whatsoever, otherwise available

to a Director.

ARTICLE IV OFFICERS

1. The Officers shall consist of a President, who shall also be Chairperson of the Board, one or more Vice Presidents, Secretary, and Treasurer. Other officers, identified as useful to the Corporation, may be defined and appointed by the Board.
2. The President and Vice President(s) shall be elected by the Board from among the Directors who were elected by the Membership. All other officers shall be appointed by the Board and may be, but need not be, elected by the membership. If the Treasurer and Secretary were not elected by the membership, they shall still have full voting privileges and shall be considered Directors. The Board may also appoint any other officers, who are not also Directors, and they may attend and participate in all meetings of the Board, except they shall not vote as Directors.
3. The Board may also designate persons who, by their distinguished service to the Corporation, have merited such recognition, to continue to hold a title of office, emeritus.
4. With the exception of elections to fill unexpired terms or to create new offices, the new officers shall be elected at the start of the Board meeting following the annual meeting of the members. The new officers shall hold offices for a term of one (1) year, or until their successors are elected.

ARTICLE V DUTIES OF OFFICERS

1. The President shall be the Chief Executive Officer of the Corporation, with authority to delegate responsibilities and commensurate authority to the officers, and shall also preside over all meetings of members and Directors.
2. The Vice President(s) (in order of rank) shall, in the absence of the President,

perform the duties of the President and shall perform all duties delegated by the President.

3. The Treasurer shall have the care and custody of the funds and securities of the Corporation, and deposit same in the name of the Corporation, in such bank(s) as the Board may designate. The Treasurer shall be responsible for keeping the Corporation's 501(c)(3) status current and legal. The Treasurer shall give no notes or evidences of indebtedness unless authorized by the Board, which authority shall be evidenced by the signature of the President, or Vice President, or a majority of the Board. Unless otherwise provided by the Board, the Treasurer shall sign all checks, drafts, notes, orders for payment of money, and all contracts; the signature of a second officer shall be required. The Treasurer shall report at each meeting of the Board the financial condition of the Corporation.

4. The Secretary shall keep the minutes of the Board and also the minutes of the annual meeting of the Corporation, attend to the giving and serving of all notices of the Corporation, affix and attest to the seal of the Corporation on all legal documents, if required, when signed by the President or other officers, have charge of all papers and documents as the Board may direct, and shall attend to all correspondence as may be assigned by the Board, as well as perform all duties incidental to the office. The office and duties of the Secretary may be divided between a Corresponding Secretary and a Recording Secretary, at the discretion of the Board.

5. All officers acting in such capacity and in good faith on behalf of the Corporation shall be indemnified, defended, and held harmless as to all suits, claims or liabilities incurred or which may be asserted against them or any of them in the course of such actions or as a result thereof, except in any criminal proceedings.

ARTICLE VI COMMITTEES

1. The Directors with assigned duties, as defined in Attachment #2, shall have the authority to create and manage supporting committees.

2. Executive Committee

The Board may appoint from among the elected Directors three (3) or more persons who, with the President, shall constitute the Executive Committee, which shall have the authority to act on behalf of the Corporation in matters requiring action between meetings of the Board, except as prohibited by Law (under 15 Pa. C.S.A., Section 7731), by the Board or these Bylaws.

3. Special Committees

Special committees, as may be required, may be appointed by the President with the advice and consent of the Board to execute specific tasks as may be given.

ARTICLE VII SEAL, FISCAL YEAR, AND QUORUM

1. The common or corporate seal of the Corporation shall be round and shall bear the name of the Corporation and the year of its incorporation.

2. The Fiscal Year of the Corporation shall be July 1st to June 30th. The "PACS season" shall be as defined in Article VIII, Section 4.

3. A quorum of any regular meeting of members shall be at least ten percent (10%) of the number of those entitled to vote. Upon failure of a quorum to attend, the vote shall be deferred until the next regular meeting of members.

ARTICLE VIII MODIFICATIONS

1. These Bylaws may be modified to adapt to evolutionary changes in the Club's operating environment and to changes in applicable laws, rules, and regulations. Only a Director may make a motion to change the bylaws. Any motion to change the Bylaws shall cause the proposed change to be categorized as either an amendment or as a revision, as determined by a two-thirds majority of all Directors.

2. Amendments

Substantive changes to the structure, procedures, and other content, that materially affect the way the Club operates or governs itself, shall be addressed as amendments. To be accepted as a permanent change to the Bylaws, a proposed amendment must be submitted to the entire membership for approval. The text of the proposed amendment, along with the reasons for the change, shall be made available to the membership at least twenty-one (21) calendar days before a vote is to be taken. To be approved, at least two thirds of all the votes cast, by the end of the next regular meeting, must be in favor.

3. Revisions

Changes in administrative data, as listed in this Article, Section 4, or to clarify existing language, that have no effect on the way the Club operates or governs itself, may be addressed as revisions. To be accepted as a permanent change to the Bylaws, a proposed revision must be approved by at least two thirds of all Directors. The text of the proposed revision, along with the reasons for the change, shall be made available to the Directors at least five (5) calendar days before a vote is to be taken. Upon approval, the new text shall be made available to the membership by the next regular meeting.

4. The current administrative data is as follows:

(a) Legal address of the Corporation:

Philadelphia Area Computer Society, 424 E Garfield Ave, Souderton PA 18964-1527

(b) Mailing address of the Corporation:

Philadelphia Area Computer Society, PO Box 217, Abington, PA 19001-0217

(c) Telephone number of the Corporation: 215-764-6338

(d) URL for the PACS website: <http://www.pacsnet.org>

(e) PACS season: July 1 to June 30 of the following year

(f) Assigned duties of the Directors: as defined in Attachment #2

5. History of Changes

All amendments and revisions shall be maintained as an inseparable attachment to these Bylaws. This Attachment #1 shall contain the full text of the deletions and additions

that comprise the modification, along with the date of effectivity. The first page of the Bylaws shall identify the date of the most recent modification.

ARTICLE IX COMMUNICATION

The Board shall decide, by a two-thirds vote of all Directors, which method(s) listed below may be used for any given notice.

1. Notices and communications to the membership, as required in these Bylaws, may be distributed by any of, but not be limited to:

- (a) posting on the PACS Internet web site.
- (b) an electronic mailing from the membership database.
- (c) posted on paper and/or announced publicly at a general meeting.
- (d) a printed handout available at a general meeting.
- (e) on paper, mailed via the US Postal Service to the membership.
- (f) a voice mail announcement on the PACS telephone system.

2. Notices and communications to and between Directors, as required in these Bylaws, may be distributed by any of, but not be limited to:

- (a) electronic mail.
- (b) telephone or fax.
- (c) on paper, mailed via the US Postal Service.
- (d) telephone conference call, when and to the extent feasible.

3. The Board shall make a best effort to notify the entire membership about elections and revisions to these Bylaws.

ARTICLE X ELECTIONS

1. Election Chairman: The Board shall appoint an Election Chairman not later than the first Board meeting of the calendar year. The Board shall determine the authority

conferred upon the Election Chairman to administer the nominating and election process. The Election Chairman shall be entitled to vote with the Board on all election-related issues. In the absence of a dispute, the Election Chairman shall be the only person to have access to all completed voting ballots. If an election is disputed, the Board shall act in accordance with section 2(g) below.

2. Nominating and Election Process

- (a) Any member of the Corporation may become a valid candidate for Director upon presenting to the Election Chairman:
 - 1. a valid membership card, or other evidence of membership, and
 - 2. a list of at least 20 valid membership signatures, and
 - 3. a candidate statement, and
 - 4. be at least 18 years of age.

- (b) Notification of the annual election, given in accordance with Article IX, shall commence at the first general meeting of the calendar year.

- (c) The voting period shall commence when the Election Chairman distributes the ballots, and shall end at the completion of the May general meeting.

- (d) The Board shall determine the method(s) by which the membership shall vote, which may include but not be limited to:
 - 1. electronic mail.
 - 2. paper ballots delivered by hand or via US Postal Service.
 - 3. Internet on-line voting.

- (e) The Election Chairman shall make the results of the election known to the membership no later than ten (10) calendar days after the end of the voting period.

- (f) No member or Director shall vote in place of any other member or Director in any election or voting process.

- (g) If, within ten (10) calendar days, a candidate declares a dispute of the election results, as given by Election Chairman, the disputant and the Election Chairman will each select a PACS member to represent them. These two representatives will then decide on a third person - a disinterested impartial observer- who shall examine the election ballots in whatever form they were received by the Election Chairman. The impartial observer will report the results to the Board within five (5) days of examining the ballots. The Board will then announce the results to the membership.

ARTICLE XI MISCELLANEOUS

1. The Corporation condemns the unlawful copying of hardware, peripheral devices, software and documentation, and the distribution of such copies in violation of the lawful intellectual property rights of those entitled thereto. Membership may be withdrawn from or denied to any person who willfully or knowingly violates this policy.
2. Any members wishing to form a Special Interest Group (SIG), workshop, class, or other group in connection with PACS, consistent with the purposes and policies of the Corporation, may do so; and, upon recognition thereof by the Board, such group and its activities will be entitled to the use of all the facilities and benefits.
3. The dues of PACS shall be due and payable when a person joins, and upon annual renewal. The Board shall set the level of dues for all classes of membership, other than Honorary.
4. When there is a dispute among the Directors, or during the annual membership meeting, as to procedures, then the current "Roberts Rules of Order" shall be followed.
5. All affairs of the Corporation shall be conducted in accordance with the laws of the United States and the Commonwealth of Pennsylvania. Powers, rights, duties, and options not specifically addressed or foreclosed by the Articles of Incorporation and these

Bylaws remain open to the Corporation.

ARTICLE XII DISSOLUTION

In the event of the dissolution of the Corporation, for any reason, any and all assets of the Corporation, no matter from what sources the same may have been received or derived, shall under no circumstances inure to the benefit of any private person or persons. Such assets and resources shall be held or used for such purposes as the Board shall determine. Upon dissolution any funds, equipment, etc. remaining shall be donated to another 501(c)(3) Corporation serving similar purposes (i.e. another computer user group). If no such organization can be found, or if no such organization desires the donation, any 501(c)(3) organization shall be deemed suitable in accordance with the Internal Revenue Code 1954, as Section 501(c)(3) of the said Code now enacted (and the same or similar section of any succeeding such legislation), and as reasonably calculated to serve like object to the stated purposes of the Corporation.

Revisions approved by the Board on April 6, 2006

PACS President

PACS Recording Secretary

PACS Director

PACS Director

PACS Director

PACS Director

PACS Director

PACS Director

PACS Director

PACS Director

Attachment #1

History of Bylaws Changes

This attachment documents formally approved revisions and amendments (see Art VIII-5)

Effective May 16, 2009:

Article 8 Section 4 changed the legal address to home address of Donald Arrowsmith to save cost of using Corporation Guarantee and Trust Company. Changed mailing address to reflect change of post office box location from Huntingdon Valley to Abington post office. Along with Article VII Section 2, changed the fiscal year and the PACS season to July 1 through June 30.

Effective April 6, 2006:

Changed all instances of 501(c)3 to 501(c)(3).

Made first letter capitalization consistent throughout; adjusted some punctuation.

Art II-8, inserted: "or on behalf of"

Added new Art III-2(c): "The Board may increase or decrease the number of Directors, within the limits stated above, by an affirmative vote of at least two thirds of all the current Directors."

Art III-6, appended: "The Board may also conduct business and vote on material issues between regular or special meetings via phone, email, or informal sessions. Such matters and votes shall be conducted in compliance with Article VI Section 2 herein, and shall be recorded and made part of the Club's formal records."

Art VIII-3, inserted in first sentence: "or to clarify existing language,"

Art X-2(a)1, inserted: "or other evidence of membership"

Art XI-1, inserted in first sentence: "lawful intellectual property"

Effective August 30, 2005:

Added new Art III-1(b): "The Board will first ask any associate Board members, auxiliary Board members and SIG leaders to fill the vacancy or vacancies."

Added new Art X-2(a)4: "be at least 18 years of age."

These Bylaws were completely rewritten in 2002 to reflect and accommodate the many changes in the world of computing and the Club's operating environment since its formal incorporation in May of 1982. The new Bylaws were approved by the PACS membership and became effective in October 2002.

Attachment #2

Assignments of the Board of Directors

The duties and responsibilities assigned to Directors are as defined herein. Except as prescribed in or limited by the Bylaws, these duties and responsibilities may be assigned to any Director or Associate Director. In the event of a conflict between these duties and responsibilities and any Article or section thereof in the Bylaws, the wording in the Bylaws shall take precedence.

President

- Provides overall direction and supervision of the Club
- Provides assignment and coordination among Board members
- Sets Board meeting agendas
- Presides at Board meetings
- Introduction of main speakers at monthly meetings
- Interacts with outside groups and media

First Vice-president

- Takes over presidential duties if the President is not available
- Functions as Director of SIGs & Workshops, and as liaison between Board and SIG leaders
- Follows-up to insure compliance of action items assigned by the Board
- Provides contact with other organizations for recruiting, joint activities, and information sharing
- Troubleshooter at monthly meetings

Second Vice President

- Membership Chairman
- Sends membership renewal invoices monthly
- Receives membership forms from Treasurer
- Records & maintains membership database and presents report at each Board

meeting

- Ensures that the membership table is staffed on meeting days. Issues Membership cards

Secretary

- Record minutes of all Board meetings and distributes minutes to the Directors
- Record minutes of the general membership meeting in May
- Provides correspondence to members, community and other organizations
- Distributes and tracks received mail and other correspondence

Treasurer

- Maintains financial records and presents report at each Board meeting
- Receives and issues checks
- Posts and pays bills and receipts approved for payment
- Oversees and maintains tax and financial statements
- Oversees and maintains 501(c)(3) paperwork

Director of Communications

- Website manager
- Voice mail manager
- Newsletter editor
- Moderates internal communications

Director of Publicity

- Develops press releases for local media
- Follow up on publication status
- Actively solicits new members
- Attends computer shows
- Gives out guest passes

Director of Presentations

- Introduces and provides speakers for monthly meetings

- Follow-up on future speakers, and contacts vendors for presentations
- Oversees and coordinates the main presentation on meeting day
- Posts necessary signs & notification to the membership concerning the main speaker

Director of Special Interest Groups & Workshops

- Actively seeks to establish new SIGS, workshops or study groups
- Distributes attendance sheets to SIGS
- Coordinates meeting times and rooms
- Receives monthly reports from SIGS to review at Board meetings

Director of Equipment & Archives

- Maintain and distribute PACS equipment at meetings
- Provides inventory list to Treasurer
- Collects and maintains PACS archived pictures, newsletters, media, and publications

Director of Review

- Acquire products (hardware, software, books, etc) for review
- Assign the products to be reviewed to members
- Track the progress of the products being reviewed
- Send completed reviews to web manager for posting on web site

Assignments for Associate Board Members

- Staffing the membership table at meetings
- Collects dues from new members and renewals
- Checks in guests and new members
- Dispenses PACS meeting and club information
- Provides necessary membership forms and info to volunteers
- Collects monthly emailed suggestions to be presented at the Board meetings