

# **Macintosh Users East - OBJECTIVES AND BY-LAWS**

## **01 - Objectives and class of organization**

The objectives of **Macintosh Users East** are:

- To bring together people who use or who are interested in Apple Inc.'s products in order that they may freely share with each other information concerning Apple's hardware and software and also other manufacturers' related products, programmes and services.
- The club shall be operated as an 'Apple Users Group' (AUG) as defined by Apple Inc.
- The club shall function as a 'not for profit' organization.

## **02 - Name**

The name of the club shall be

**Macintosh Users East,**

hereafter in these by-laws referred to as 'the club.'

The club may from time to time, in its publicity and informational material, both printed and electronic in format, use the acronym 'MaUsE' in lieu of the formal name of the club.

## **03 - Mailing Address**

The club shall maintain a mailing address in the Regional Municipality of Durham, in the Province of Ontario, at such a place as the executive committee may from time to time decide.

## **04 - Language**

The working language of the club shall be English.

## **05 - Membership**

There shall be two classes of membership denoted as "members" as noted below:

### **Adult membership and, Student membership.**

**Adult membership** may be granted to either one person or a family.

- An Adult 'family' membership shall be a named adult man or woman plus, as applicable, his or her spouse or significant-other partner, or, an adult or a student who is a member of his or her immediate family.
- An Adult membership, either 'one person' or 'family' shall be entitled to one (1) single vote at general meetings of the club.
- Both persons in an Adult 'family' membership will enjoy full membership privileges, excepting only; that the membership's named person shall be the only person eligible to cast their vote at general meetings or to be nominated for election to the Board of Directors.
- Notwithstanding the foregoing; it is agreed that at any time the named person, on giving seven (7) days written notice to the club's secretary, may transfer his or her voting and election privileges to the second person in the family's membership.

**Student membership** shall be open to a young person who must be under the age of twenty-one and in regular attendance at a high school, community college or university.'

- Membership shall be open to all interested persons upon payment, in advance, of an annual membership fee. However, notwithstanding the foregoing, the executive committee shall have the authority to ban people from membership for cause.
- No person shall receive any direct monetary gain through their membership in the club.
- There shall be no commercial memberships in the club. Commercial enterprises that have an interest in the club may have one or more of their personnel join the club as an individual member, but such members shall receive no special privileges linked to their

business.

.

#### **06 - Membership List**

The club's membership List shall not be sold or made available to anyone outside of the executive committee except in exceptional circumstances, and, even then, before the list is made available it shall require the passing of a specific resolution by the executive committee granting that special 'one-time' exception to these by-laws.

#### **07 - Termination of membership**

Members who fail to renew their membership in the club within a sixty day period of the date the renewal fee is required shall be considered 'lapsed' members and their membership shall be terminated.

#### **08 - Reinstatement of membership**

Former members of the club may reinstate their membership in the club at any time simply by paying the then current membership fee in full.

#### **09 - Membership fees**

There shall be an annual fee payable in advance by each person for their membership in the club. The amount of such fee shall be set by the club's executive committee, and, from time to time, the fee may be revised when necessary in order to collect and maintain sufficient revenue to enable the club to continue to function in a fiscally responsible manner.

- For the purpose of assessing membership fees, the membership year will be deemed to commence on April 1st of each calendar year and end on the last day of March in the following calendar year.
- New members who join the club part way through a membership year shall be assessed the full current year's membership fee upon joining and their membership shall end twelve (12) months later.

#### **10 - Meetings of members**

There shall be two (2) types of meetings held, 'business meetings' and 'regular meetings.'

- Business meetings shall be those meetings at which, primarily, the formal business of the club shall be transacted;
- Regular meetings shall be those meetings which are primarily devoted to presentations of information related to Apple Inc's hardware and software and other third party products and programmes produced and developed for use with those Apple products. However, where necessary, the initial portion of any regular meeting may be designated as a business meeting and the club's business transacted during that part of the meeting.

#### **11 - Annual general meeting of members**

The first part of the meeting held in November of each year shall be designated as the annual general meeting of the club at which:

- elections for the club's officers and directors-at-large shall be conducted;
- the membership and financial status of the club shall be reported upon;
- amendments to the by-laws considered and voted upon;
- and such other business as may properly come before the membership shall be conducted.

## **12 - Notice of annual general meeting**

At least fifteen (15) days prior to the date of the annual general meeting, the secretary, or in his stead the president, shall cause to have sent to each member in good standing written notice of the meeting; such notice shall be sent electronically by e-mail where it is known that the member has a current e-mail address; for those members who do not have an e-mail address registered in the club's membership information, whenever possible the notice shall be mailed to them via Canada Post.

Notwithstanding the foregoing statement, publication of the notice of annual general meeting in the October DoubleClick newsletter shall be accepted as valid and appropriate in lieu of sending individual e-mails to members.

## **13 - Voting at members' business meetings**

Each member in good standing shall be entitled to one (1) vote at each annual or other special business meeting of the club. All votes shall be decided by a simple majority of the votes cast. In the case of a tie vote the president shall cast a second and deciding vote.

## **14 - Quorum at members' business meetings**

A minimum of fifteen (15) members present in person shall constitute a quorum for the conduct of business at any annual or special members meeting.

## **15 - Regular meetings of members**

There shall be nine (9) regular meetings for members in each calendar year; they shall be held in the months of January, February, March, April, May, June, September, October and November. There will be no regularly scheduled meetings during the months of July, August or December.

- At the start of each regular meeting the president and/or one or more of the club's directors shall present a brief, informal report on the then current state of the club's business.
- Members shall have the right to attend all regular club meetings at no cost to themselves. However, should the club decide from time to time to hold a special meeting or function for which an attendance fee is to be charged, notwithstanding the foregoing, it is understood that members will be required to pay the designated fee in order to attend such special meeting or function.
- Attendance at regular meetings shall be open to members of the general public at no charge to them. However, such persons attending a MaUsE meeting will not have the right to participate in any special raffle draws or promotions that the club may feature during that meeting.

## **16 - Governance**

The club shall be managed by a board of seven (7) directors each of whom shall normally serve for a two (2) year period. However, directors may be re-elected without restriction on the number of years that they may serve on the board.

The board of directors shall generally be known as the executive committee.

## **17 - Elections**

The club shall hold elections each Fall as stated below to fill each of the seven (7) elected leadership positions as follows:

- In even numbered years four (4) directors at large shall be elected; in odd numbered years three (3) director at large shall be elected.
- At the regular September meeting of members it shall be announced that the club's

elections will take place in November and that nominations for officers and directors-at-large, as noted above, are being sought.

- Within twenty-one (21) days following the September meeting a nominating form shall be sent by e-mail to all paid-up members outlining the elected positions available, and requesting that nominations of potential candidates be sent or given to the club's then secretary within a specified period of time. Such e-mail shall list the current holders of each available elected position and indicate if the current holder has indicated their availability to continue to serve if re-elected.
- Notwithstanding the foregoing statement, publication of the notice of elections in the September DoubleClick newsletter shall be accepted as valid and appropriate in lieu of sending individual e-mails to members.
- Members who nominate someone for election, must, before forwarding that nomination to the secretary, obtain that person's consent to be nominated.
- Members may self-nominate if they are willing to serve in a specific elected position.
- At the November members' meeting the names of people nominated for all elected positions will be announced, and, if there is more than one person nominated to fill a specific position, appropriate ballot forms, prepared in advance by the secretary, shall be distributed to all members in good standing who are present at the meeting. Members will be required to mark their ballots and vote for one (1) person for each position; the completed ballots will be collected by the secretary. A scrutinizing committee comprised of the secretary and two general members shall then count the ballots and, when counted, hand the tally to the president who will announce the result of the vote.
- Elected positions for which there is only a single candidate shall be declared 'filled by acclamation,' and, any such person, if already holding that position, shall continue their tenure without interruption.
- Newly elected officers and/or directors-at-large shall take office on the first day following the elections.

### **18 - Directors to serve without remuneration**

No 'officer' or 'director-at-large' shall receive any remuneration for their services to the club. However, the executive committee may authorize that if they have incurred personal expense whilst specifically representing the club they may be reimbursed for such expense.

### **19 - Vacancies - Directors**

In the event that a vacancy occurs among the board of directors between annual general meetings, the remaining directors, so long as a quorum remains in office, shall fill the vacancy by appointment from among the members. Such an appointed director shall complete the term of the person who is no longer a director.

### **20 - Officers**

Of the seven (7) elected directors (article 17) the club shall have four officers who shall be;

- the president; the vice-president; the treasurer; and the secretary.

### **21 - Duties of officers**

**The president** shall be the chief elected officer of the club and shall be responsible for, but not limited to, the day-to-day management of the ongoing affairs of the club; he or she shall preside at all meetings of the club's members and at the club's executive committee meetings.

In the event that for some reason the president is unable to be present at a particular meeting or is unavailable to carry out his or her duties for a period of time, one of the other officers shall assume the presidency 'pro tem' until such time as the president is able to resume his or her duties in a normal manner.

**The vice president** will be responsible for such duties as the president, in consultation with the executive committee, shall from time to time delegate to him or her. Such duties shall duly be recorded in the minutes of the club.

**The treasurer** shall be responsible for receiving monies on behalf of the club; recording their receipt in a book of accounts and depositing them in a chartered bank, trust company or credit union's account that he shall hold 'in trust' in the club's name.

The treasurer will ensure that the club's normal bills for ongoing operating expenses are paid in a timely manner.

The treasurer shall report the state of the club's finances to the members and to the executive committee on a regular basis.

In addition, the treasurer shall normally act as the club's membership chairman and maintain an up-to-date list of paid-up members of the club, plus, where possible, a record of former members of the club who have not maintained their membership.

**The secretary** shall be responsible for recording the minutes of the members' business meetings and meetings of the executive committee and for circulating them electronically to the executive committee's members within a reasonable time period following such meetings. A printed copy of such minutes shall be tabled for the executive committee at their next meeting for their confirmation and/or amendment. Copies of the minutes shall be preserved on the club's website.

## **22 - Executive Committee**

The affairs of the club shall be managed by an executive committee comprised as follows:

- the club's four (4) serving officers;

- Three (3) elected 'directors-at-large';

- Plus, the immediate past president of the club who shall be 'ex officio'.

Each director shall be entitled to one (1) vote when attending meetings of the executive committee. In order for a formally proposed and seconded motion to be carried it must obtain a minimum of five (5) 'yes' votes out of seven (7) potential votes; should a motion fail to do so it shall mean the specific motion is lost.

Directors may from time to time be given responsibility for one or more of, but not restricted to, the following areas of responsibility:

- Programme content of members' meetings;

  - Editor of 'DoubleClick,' the club's newsletter;

- Apple Ambassador;

- Member liaison:

- Special interest groups;

- Public relations.

However, notwithstanding the foregoing, any of those areas of responsibility may be delegated by the executive committee to a member of the club who is not a director; such member(s) shall report to the executive but shall have no vote at the executive committee meetings.

The executive committee shall meet regularly on the first Wednesday of each month at which meeting they shall discuss the club's business. When the first Wednesday of a month falls on a public holiday, the executive committee's meeting shall instead be held on the next following Wednesday.

A quorum for a meeting of the executive committee shall be four (4) executive members, at least two of whom must be officers of the club.

Meetings of the executive committee shall be chaired by the president.

The minutes of the meeting shall be recorded by the secretary.

The meetings of the executive committee shall be open to any and all members of the club provided that, wherever possible, the member(s) notify one of the club's officers in advance of their intention to attend the meeting. Members so attending shall have the right to take part in the committee's discussions, however, they shall not have the right to vote at such meetings.

## **23 - Specific or ad-hoc Project Coordinators**

As stated in article 22, the executive committee may from time to time appoint from among the general membership people to coordinate specific or ad-hoc projects or activities. Such projects may

include, but not be limited to, those areas of responsibility specified in article 22.

The executive committee shall be responsible for defining the duties and terms of reference for special and/or ad hoc projects.

Specific and/or ad-hoc project coordinators may regularly attend all executive committee meetings with the right to take part in all of the discussions therein, however, they shall not have the right to vote at such meetings.

#### **24 - Finances**

The club's principal source of income shall be membership dues. However, at the discretion of the executive committee, other sources of income, such as, but not limited to, the sale of advertising in the club's newsletter, the sale of the club's surplus property, etc, may be permitted.

The club shall maintain a 'MaUsE dot-Mac' account the cost of which shall be paid out of general revenues. Likewise, the cost of maintaining the club's 'www.mause.ca' domain name shall be paid for out of general revenues.

Extraordinary expenditures. Whilst the treasurer is authorized to automatically pay any and all of the club's bills for ongoing normal expenditures; extraordinary expenditures for the purchase of any piece of equipment or the contracting of a service for the club's use and/or benefit, must be pre-authorized by the executive committee in advance of the said purchase or making of a contractual agreement.

#### **25 - Club Newsletter**

The club shall publish an electronic newsletter named 'DoubleClick' twelve (12) times per year. The preparation and contents of the newsletter shall be the responsibility of the editor working in consultation with the president and the executive committee.

Submissions to the newsletter from members of the club on topics relevant to its members' interests in all things connected to the 'Macintosh' computing world will be welcomed.

The club's newsletter shall be permitted to carry notices of other clubs' or organizations' relevant activities at no charge to them.

The executive committee may from time to time in their wisdom choose to authorize the selling of advertising space in the club's newsletter.

#### **26 - Conformation with the law**

The activities of the club, and of its directors and officers when acting on behalf of the club, shall at all times comply to the best of its/their ability with the applicable laws of Canada and the Province of Ontario that govern or regulate the activities of 'not for profit' membership clubs.

#### **Wednesday, November 25th, 2015**

#### **The MaUsE By-lawss\* as published above are now 'in-force'.**

*\*History of re-writing and amendments to the By-Laws.*

The clubs By-Laws were revised and re-written in 2005; the revised Bye-Laws were unanimously approved by a voice vote of the membership at the Wednesday, November 23rd 2005 'Annual General Meeting' of the club.

- Section '05 - Membership' was subsequently amended by a vote of the members at an Annual General Meeting held on Wednesday, November 28th, 2012.
- The By-Laws were further amended by a unanimous vote at the Annual General Meeting held on Wednesday, November 25th, 2015. The amendments update references to 'Apple Inc.' and 'Apple's Inc.s User Groups'; insert wording governing voting at meetings of the Executive Committee; removed outdated wording relating to the mailing of the club's DoubleClick newsletter.