

**THE BYLAWS**  
of the  
**KOMPUTER ENTHUSIASTS OF GREATER SEATTLE**

A Public Benefit Not-For-Profit Corporation

**ARTICLE 1. STATEMENT OF PURPOSE**

The corporation known as the KOMPUTER ENTHUSIASTS OF GREATER SEATTLE (hereinafter referred to as the "Group") is established for the purposes set forth in Article III of its Articles of Incorporation. These purposes include, but are not limited to; The provision of a public forum in which users and prospective users of personal computers may exchange information about such computers; The provision of educational opportunities to the public; The provision of expertise and other forms of support and/or charitable services to the community at large; and The provision of related services as determined by the Board.

**ARTICLE 2. OFFICES**

The principal office of the Group shall be located at the location of the registered office of the Group. The Group may have such other offices, either within or without the State of Washington, as the Group's Board of Directors (hereinafter referred to as the "Board") may designate, or as the affairs of the Group may require from time to time.

**ARTICLE 3. MEMBERSHIP**

Section 1. Eligibility.

Any person, firm, corporation, association, foundation, organization, or governmental body that desires to further the purposes of the Group, and meets its qualifications, shall be eligible to apply for membership therein and shall be admitted to membership by the Board. Membership shall be available without regard to race, creed, color, sex, age, or national origin.

Section 2. Individual Memberships.

Each and every person who desires to derive the benefits of membership shall be required to meet all of the criteria as described in this Article. The payment of a membership fee shall confer the benefits of membership on one, and only one, person. Except as noted in the appropriate section of this Article relating to Corporate Sponsorships, there shall be no multi-person memberships whereby one membership fee is paid, and each, any and/or every benefit of membership is conferred on more than one person under that membership.

Section 3. Dues.

The Membership Period shall run from January 1<sup>st</sup> to December 31<sup>st</sup> of each year. Each member of the Group shall pay annual dues, which will be determined and reviewed periodically by the Board. Payment of annual dues shall grant new membership or extend an existing membership until end of the appropriate calendar year. Any member entering into the Group during the year on or after April 1<sup>st</sup> shall pay a pro-rated amount of the annual dues, calculated on a quarterly basis. Any member failing to renew her/his dues before December 31<sup>st</sup> of a calendar year shall be deemed to have allowed her/his membership to lapse, and shall no longer be eligible for any benefits of membership.

Section 4. Corporate Sponsorships.

Corporations, firms, associations, foundations, governmental bodies, and other organizations are eligible for corporate sponsorships wherein a set fee, to be determined by the Board, shall be assessed. This fee shall take into account, and provide for, a specified number of employees to be granted membership status, each of whom shall be granted all the privileges and benefits of membership in the Group. Additionally, the sponsoring corporation shall be recognized in sufficient manner in the Newsletter, and on any electronic means of communication used by the Group.

Section 5. Other Qualifications.

Specific qualifications for membership shall be determined from time to time by resolution of the Board.

Section 6. Meetings.

The Annual Business, regular, and special meetings of the membership shall be held at times and places and pursuant to notice as provided herein. Only members of the Group in good standing shall be eligible to participate in its business meeting, or to serve in any of its elective or appointive positions. A quorum at any meeting of the members shall consist of a minimum of twenty-five (25) members.

Section 7. Notice of Members' Meetings.

Written or printed notice stating the place, day and hour of the Annual Business Meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days nor more than forty (40) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting, to each member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the next ensuing year at any time after the annual meeting and prior to the next succeeding regular meeting, and at any time when requested by a member, or by such other notice as may be prescribed by these Bylaws. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on the records of the Group, with postage thereon prepaid.

Section 8. Annual Business Meeting.

The Annual Business Meeting of the Members shall be held during the month of December, and will coincide with the monthly general meeting, unless the Board determines at a prior time that a different time, date and place will better serve the Group's interests in accomplishing the Business to be conducted at this meeting.

Section 9. Special Meetings.

A special meeting of the members may be called by the President or by the Board. Special meetings of the members may be called by members having one-twentieth (1/20) of the votes entitled to be cast at such meeting.

Section 10. Proxies.

A member may vote in person, or by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided for in the proxy.

Section 11. Voting by Mail.

Election of Officers and Directors by the membership may be conducted by mail at the discretion of the Board.

Section 12. No Cumulative Voting.

In any election of Officers and Directors, no member shall have the right of cumulative voting, herein defined as the ability to cast more than one vote for a single position (except proxy holders). The ability to vote for more than one elective position shall not confer on a member the right to "save up" votes, only to cast multiple "saved" votes for a single position.

**ARTICLE 4. BOARD OF DIRECTORS**

Section 1. General Powers.

The governance, business, and property of the Group shall be managed by the Board of Directors.

Section 2. Number, Tenure, and Qualifications.

The Board shall be composed of nine (9) Directors. The President, First Vice President, Second Vice President, Secretary and Treasurer of the Group shall be members of the Board, and the remaining Board positions shall be Directors at Large. Each Director shall be elected to the Board by the members of the Group at the Annual Business Meeting for a term of one (1) year. Directors need not be residents of the State of Washington, but must be members in good standing of the Group.

Section 3. Removal.

Any member of the Board who fails in performing her or his assigned duties as a Director, or who misses three (3) consecutive Board meetings, or misses a total of four (4) Board meetings in one calendar year, may be removed from the Board at any meeting of the Board, by a vote of three-fourths (3/4) of the total number of the currently sitting Board members, provided that notice of such intended action was included in the notice of the meeting.

Section 4. Regular Meetings.

Regular Board meetings shall be held monthly unless a majority of the Board agrees to meet more or less often. The time and place are to be set by the President, who will also chair such meetings.

Section 5. Special Meetings.

Special Board meetings may be called by the President, First Vice President, Second Vice President, Secretary or a majority of the Directors. The persons authorized to call special meetings may fix the time and place for any special Board meeting.

Section 6. Notice.

Notice of each Board meeting shall be delivered personally, orally, telegraphed or mailed to each Director at his or her address, as listed in the official membership list kept by the Secretary, as least two (2) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States Mail properly addressed, with postage prepaid. If the notice is telegraphed, it shall be deemed to be delivered when the content of the telegram is delivered to the telegraph company. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as provided in Article 4, Section 3 (relating to removal of Directors) or in Article 14 (relating to amendment of Bylaws), neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum.

A majority of the total number of the currently sitting Board members shall constitute a quorum for the transaction of business at any Board meeting. If less than a majority are present at a meeting a majority of the Directors present may reschedule and/or adjourn the meeting.

Section 8. Manner of Acting

The Action of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board. Board members will be given notice of any rescheduled Board meeting in accordance with Article 4, Section 6, (relating to notices).

Section 9. Vacancies.

Any vacancy occurring on the Board, including any created by an increase in the size of the Board, may be temporarily filled by the affirmative vote of a majority of the remaining Directors at any duly constituted meeting of the Board.

Section 10. Presumption of Assent.

A Director present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or unless he or she forwards such dissent by registered mail to the Secretary of the Group within five (5) days after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

Section 11. Informal Action by Directors.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 12. Executive Committee.

The Board may vote to establish an Executive Committee and name the members thereto. The Executive Committee shall, during intervals between meetings of the Board, possess and exercise all functions of the Board. The Executive Committee shall attend to the routine work of the Group and also shall perform such duties as from time to time may be delegated to it by the Board.

## **ARTICLE 5. OFFICERS**

### **Section 1. Number.**

The Officers of the Group shall be a President, First Vice President, Second Vice President, a Secretary, a Treasurer and such other Officers and assistant Officers as may be deemed necessary. Any two (2) offices may be held by the same person, except that the President and the Secretary may not be the same person.

### **Section 2. Term of Office.**

The Officers of the Group shall be elected annually by the members at the Annual Business Meeting. Each Officer shall hold office until his or her successor has been duly elected, or until he or she resigns or is removed.

### **Section 3. Removal.**

Any elected Officer or agent appointed by the Board may be removed from that office by the Board by vote of three fourths (3/4) of the total number of the currently sitting Board members whenever, in the judgment of the Board, the best interests of the Group would be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

### **Section 4. Vacancies.**

Any vacancy occurring in any office may be filled as set forth in Article 4, Section 9 (relating to vacancies) of these Bylaws.

### **Section 5. President.**

The President shall be the principal Executive Officer of the Group and, subject to the Board's control, shall supervise and control all the affairs of the Group. He shall preside over Board meetings. The President, acting in concert with the Secretary, or other Officer, agent, delegate, appointee, or employee of the Group so authorized by the Board, may sign deeds, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Group or is required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

### **Section 6. First Vice President.**

In the absence of the President or in the event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The First Vice President shall perform the duties of Program Chairman and such other duties as from time to time may be assigned to him by the Board. He shall, in the absence of the President, preside over all Board meetings.

### **Section 7. Second Vice President.**

The Second Vice President shall perform duties as the primary contact with non-profit organizations to whom KEGS provides support through contracts. Those duties will include preliminary fact finding when a new contract is under consideration, finalizing applicable contracts, coordinating support and committing KEGS resources as approved by the board.

Section 8. Secretary.

The Secretary shall: (a) keep the minutes of Board meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Group records and of the seal of the Group and in particular, maintain an up-to-date roster of all members. Data from completed application forms shall be assembled and distributed for its most effective use by the Board and Special Interest Groups (SIGs); (d) act as the Group historian, maintaining a copy of each Newsletter publication; and; (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board. In the absence of a Board appointed Membership Chairperson, the Secretary shall also execute the duties of that office, as described in Article 6, Section 2 of these Bylaws.

Section 9. Treasurer.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall keep regular books of account, and shall submit them, together with all other records and papers to the Board at any meeting when required to do so. Annually, the Treasurer shall prepare and present a report and budget forecast to be distributed to members of the Board, and to any member who specifically requests it. The Treasurer shall be the direct contact with the Internal Revenue Service, and shall prepare the annual tax return as provided for in, and required by, appropriate sections of the IRS code. The Treasurer shall have charge and custody of, and be responsible for, all funds and investments of the Group; maintain the equipment inventory and property insurance for the Group; be responsible for mail pick-up, PO Box and bulk mailing expenditures; jointly in concert with the Membership Chairman, or in case of vacancy of that office, the Secretary, establish appropriate procedures for the handling of annual dues received by any person other than the Treasurer; receive and give receipts for moneys due and payable to the Group from any source whatsoever, and deposit all such moneys in the name of the Group in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to him by the Board.

**ARTICLE 6. DELEGATES AND APPOINTEES**

Section 1. Appointees.

The Board of Directors shall select active members as delegates, who may or may not be members of the Board, to serve as representatives of the Group to associations and/or conventions, or in any other capacity that may be deemed necessary by the Board.

Section 2. Membership Chairperson.

This appointee shall be responsible for the solicitation of memberships. The membership Chairperson shall maintain and provide for the appropriate dissemination of the membership application forms.

Section 3. Newsletter Editor.

This appointee shall be responsible for the editing and publishing of the official House organ, whether it be in paper or electronic format, and shall have control over the content therein, subject to minimal Board oversight.

## **ARTICLE 7. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **Section 1. Contracts.**

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract to execute and deliver any instrument in the name of and on behalf of the Group, and such authority may be general or confined to specific instances.

### **Section 2. Loans.**

No loans shall be contracted on behalf of the Group and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **Section 3. Loans to Officers and Directors.**

No loans shall be made by the Group to its members, Officers or Directors; however, advance payment for specific items or expenses to be incurred for the benefit of the Group may be made to anyone.

### **Section 4. Checks, Drafts, etc.**

All disbursements over ten dollars (\$10.00) shall be supported by purchase order, voucher or receipt, and all disbursements over fifty dollars (\$50.00) shall be made by check. All checks shall be signed by the Treasurer or the President of the Group. All expenditures over fifty dollars (\$50.00) shall be approved in advance by the Board of the Group. Approval of a budgeted amount by the Board shall constitute sufficient approval for disbursement by the Treasurer or the President of the Group.

### **Section 5. Deposits.**

All funds of the Group not otherwise employed shall be deposited from time to time to the credit of the Group in such banks, trust companies or other depositories as the Treasurer may select.

## **ARTICLE 8. PARLIAMENTARY AUTHORITY**

All meetings of this organization shall be governed by parliamentary law as set forth in the Sturgis Standard Code of Parliamentary Procedure, as current at the time when reference is necessarily made for the purpose of determining or controlling a parliamentary procedure or law under question.

## **ARTICLE 9. FISCAL YEAR**

The fiscal year of the Group shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

## **ARTICLE 10. SEAL AND LOGO**

### **Section 1. Seal.**

The seal of the Group shall consist of the name of the Group, the state of its incorporation and the year of its incorporation.

### **Section 2. Logo.**

The logo of the Group shall consist of a graphic depiction showing four shapes, described as follows:

- a) Three shapes shall each approximate the likeness of a wooden beer keg laying on its side. They shall be shown in three-quarters full view, with the tops facing to the right. They shall be arranged in a triangular fashion with the single keg at the lower most apex and the remaining paired kegs on the upper side. The lower single keg shall overlap the upper two kegs by approximately one half of the keg's diameter, and the two upper kegs shall merely touch against each other. The right most keg shall also depict a spigot or tap, located at the bottom-most point of the keg's top. Each keg shall depict hoops and bung hole plugs.
- b) One additional shape approximating the likeness of a computer screen and keyboard combination in full frontal view shall be superimposed over the clustered kegs, with the keyboard portion centered amongst the cluster. The word "KEGS" shall be imprinted on the likeness of the computer screen, in a serif font, and so as to fill the computer screen from side to side while leaving a moderate space above and below. The colors shall be appropriate for wooden barrels with hoops, the computer keyboard and screen outline shall be off white, and the computer screen background shall be light blue, with black text.

## **ARTICLE 11. WAIVER OF NOTICE**

Whenever any notice is required to be given to any Director of the Group under the provisions of the these Bylaws or under the provisions of the Washington Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE 12. LIABILITY OF DIRECTORS AND OFFICERS**

To the fullest extent that applicable law (including the Washington State Nonprofit Corporation Act and other enactments of the State of Washington), as in effect on the date this Article becomes a part of the Group's Bylaws or as such law may thereafter be amended and in effect, permits the limitation or elimination of the liability of Directors and Officers, no Officer or Director of the Corporation shall be liable to the Corporation or to its members for monetary damages. No amendment to or repeal of this Article shall apply to, or have any effect on, the liability or alleged liability of any Officer or Director of the Corporation for, or with respect to, any acts or omissions of such Officer or Director occurring prior to such amendment or repeal.



### **ARTICLE 13. INDEMNIFICATION**

To the fullest extent permitted by the Washington Nonprofit Corporation Act and other enactments of the State of Washington, the Group shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Group or otherwise) by reason of the fact that he is or was a Officer or Director of the Group, or is or was serving at the request of the Group as a Officer or Director of another corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Group has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. If it shall ultimately be determined that an undertaking of such person (or such persons) is not entitled to be indemnified by the Corporation, such person (or persons) will repay such expenses.

### **ARTICLE 14. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board at any meeting of the Board held not less than seven (7) days after written or published notice of the proposed amendment or amendments have been mailed each Director.

Adopted this 15th day of December, 1996

Adopted as amended this 25th day of November, 1997

Adopted as amended this 26th day of July, 2001

Adopted as amended this 22nd day of January, 2004