

**Association of PC User Groups
BYLAWS**

[NOTE:

If in black the original wording

If in blue the new changes

Article 1. Purpose and Offices:

Section 1.0 Purpose:

The Association provides support and resources to educate its member groups about technology.

APCUG is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of the Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. Specifically, APCUG shall work to strengthen User Groups through consulting, education, networking and resources.

Justification: A person reading the bylaws document should have a sense of what the purpose of the Association is and what it does for them.

1.1 Registered Office and Registered Agent:

The registered office of the Association shall be located in the District of Columbia at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. The registered office of the Association as of the time these Bylaws are adopted is

Suite 901

1101 Connecticut Avenue N.W.

Washington, D.C. 20036

and the registered agent is Jerry Schneider

Section 1.1 Registered Office and Registered Agent:

The registered office of the Association shall be located in the District of Columbia at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. The registered office of the Association as of the time these Bylaws are adopted is InCorp Corporation in Washington, DC.

Section 1.2 Other Offices: NO change

Article 2. Meetings:

2.1 Annual Meeting Place:

All annual meetings of the Association shall be held at Fall Comdex or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting. Such annual meeting shall be held regardless of whether or not a majority of member user groups' Designated Representatives attend and shall constitute the minimum required consultation between the Board of Directors, the Board of User Group Advisors, and the user groups' Designated Representatives.

Section 2.1 Annual Meeting Place:

The annual meeting of the Association shall be held during the calendar year at such a place as determined by the Board of Directors. The place at which any such meeting shall be held shall be stated in the notice of the meeting. Such annual meeting shall be held regardless of whether or not a majority of member user groups' Designated Representatives attend and shall constitute the minimum required consultation between the Board of Directors, the Board of User Group Advisors, and the user groups' Designated Representatives.

Edited by DSS – (added *mutual consent of the Board of Directors and the Board of Advisors*)

Section 2.1 Annual Meeting Place:

The annual meeting of the Association shall be held during the calendar year at such a place as determined *by the Board of Directors after consulting with the Board of Advisors*. The place at which any such meeting shall be held shall

be stated in the notice of the meeting. Such annual meeting shall be held regardless of whether or not a majority of member user groups' Designated Representatives attend and shall constitute the minimum required consultation between the Board of Directors, the Board of User Group Advisors, and the user groups' Designated Representatives.

2.2 Annual Meeting Time:

The annual meeting of the Association for the transaction of such business as may properly come before the meeting shall be held each year in conjunction with Fall Comdex, to be set by the Board. If Fall Comdex is not held, the annual meeting shall be held during the fourth (4th) quarter of each year, at a place, date and time set by the Board.

2.2 Annual Meeting Time

The annual meeting of the Association for the transaction of such business as may properly come before the meeting shall be held during the calendar year at such a place, date and time as determined by the Board of Directors.

Edited by DSS - (added mutual consent of the Board of Directors and the Board of Advisors)

2.2 Annual Meeting Time

The annual meeting of the Association for the transaction of such business as may properly come before the meeting shall be held during the calendar year at such a place, date and time as determined *by the Board of Directors after consulting with the Board of Advisors.*

Section 2.3 No change

Section 2.4 No change:

2.5 Elections and Voting:

Members of the Board of Directors and Board of User Group Advisors shall be elected by ballot during the fourth quarter of each year, using procedures set forth in the Call for Elections to be issued by the Board of Directors in the third quarter of each year. The same system shall be used for any major action calling for the vote of all Designated Representatives. Such ballots may be mailed or sent through the Association's computer bulletin board or otherwise as set by the Board of Directors, so long as each Designated Representative has a reasonable opportunity to receive and

transmit a ballot and the method provides reasonable verification that the Designated Representative is the one casting the ballot.

Section 2.5-Elections and Voting:

Members of the Board of Directors and Board of User Group Advisors shall be elected by ballot during the fourth quarter of each year, using procedures set forth in the Call for Elections to be issued by the Board of Directors in the third quarter of each year. The same system shall be used for any major action calling for the vote of all Designated Representatives. Such ballots may be mailed or sent electronically per Section 3.12 or otherwise as set by the Board of Directors, so long as each Designated Representative has a reasonable opportunity to receive and transmit a ballot and the method provides reasonable verification that the Designated Representative is the one casting the ballot.

2.6 Notice of Meeting:

The President or Board when calling an annual or special meeting of the Association shall cause to be delivered to each Designated Representative entitled to vote at the meeting, either personally or by mail not less than ten (10) nor more than seventy (70) days before the meeting, written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 2.6 Notice of Meeting:

The President or Board when calling an annual or special meeting of the Association shall cause to be delivered to each Designated Representative entitled to vote at the meeting, by electronic notification or by mail, not less than ten (10) nor more than seventy (70) days before the meeting, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 2.7 No Change

2.8 Action by Member Groups' Designated Representatives Without a Meeting:

Any action required or permitted to be taken at a meeting of member groups' Designated Representatives may be taken without a meeting if a written

consent setting forth the action taken is signed by all member groups' Designated Representatives entitled to vote with respect to the subject matter of such action. Any such consent shall be inserted in the minute book as if it were the minutes of a member groups' meeting. Such consent may also be by computer bulletin board as set forth in Section 3.12.

Section 2.8 Action by Member Groups' Designated Representatives without a Meeting:

Any action required or permitted to be taken at a meeting of member groups' Designated Representatives may be taken without a meeting if a written consent setting forth the action taken is signed by all member groups' Designated Representatives entitled to vote with respect to the subject matter of such action. Any such consent shall be inserted in the minute book as if it were the minutes of a member groups' meeting. Such consent may also be by electronic means as set forth in Section 3.12.

Section 2.9 Quorum: No change

2.10 Proxies:

At all member groups' meetings a member group's Designated Representative may vote by proxy executed in writing by the member group's Designated Representative or by its attorney in fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting or before or at the time of submitting a ballot. Unless otherwise provided in the proxy, a proxy shall be invalid after thirty (30) days from the date of its execution.

Section 2.10 Proxies:

At all member groups' meetings a member group's APCUG Designated Representative may vote by proxy. The proxy presented must be signed by the Designated APCUG Representative, dated, and notarized to be valid and executed in writing by the member group's Designated Representative or by its attorney in fact. Such proxy shall be filed with the Secretary of the Association ten (10) days before meeting or ten (10) days before submitting a ballot. Unless otherwise provided in the proxy, a proxy shall be invalid after thirty (30) days from the date of its execution.

Edited by DSS - (Removed proxy voting and requirements)

Section 2.10 Proxies:

Voting by proxy shall not be allowed

2.11 Closing of Transfer Books: No change

Section 2.12 Voting: No Change

Section 2.13 Cumulative Voting: No Change

2.14 Voting by Designated Representative:

The vote of each member group shall be voted by such officer, agent or proxy as the bylaws of such member group may prescribe, or, in the absence of such provision, as the board of directors of such member group may determine provided the Association's Board of Directors receives written confirmation of the appointment of such Designated Representative anytime before the vote is cast. Each member group must provide in writing the name of its Designated Representative to the Secretary of the Association at the time the member group becomes a member of the Association and must inform the Secretary in writing each time the name of such Designated Representative is changed.

Section 2.14 Voting by Designated Representative:

The vote of each member group shall be voted by such officer, agent or proxy as the bylaws of such member group may prescribe, or, in the absence of such provision, as the board of directors of such member group may determine provided the Association's Board of Directors receives written confirmation of the appointment of such Designated Representative at least 10 days before the ballot is made available. Each member group must provide in writing the name of its Designated Representative to the Secretary of the Association at the time the member group becomes a member of the Association and must inform the Secretary or the Membership Chair in writing each time the name of such Designated Representative is changed.

Edited by DSS - (Reworded in entirety)

Section 2.14 Voting by Designated Representative:

The vote of each member group shall be voted by such officer or agent as the bylaws of such member group may prescribe, or, in the absence of such

provision, as the board of directors of such member group may determine provided the Association's Board of Directors receives written confirmation of the appointment of such Designated Representative *no later than 5 days* before the vote is cast. Each member group must provide in writing the name of its Designated Representative to the Secretary of the Association at the time the member group becomes a member of the Association and must inform the Secretary in writing each time the name of such Designated Representative is changed.

Article 3 Board of Directors:

Section 3.1 Number and Powers: No Change

3.2 Regular Meetings:

A regular Board meeting shall be held in conjunction with Fall Comdex if Fall Comdex is held, or otherwise sometime during the fourth quarter of each year. Such meeting shall be announced in the same manner as the annual meeting of member user groups' Designated Representatives, and shall be open for attendance by all Advisors, Association member groups' officers and directors. By resolution, the Board may provide the time and place either within or without the District of Columbia for holding additional regular meetings without other notice than such resolution.

Section 3.2 Regular Meetings:

A regular Board meeting shall be held during the calendar year at such a place and time as determined by the Board of Directors. Such meeting shall be announced in the same manner as the annual meeting of member user groups' Designated Representatives, and shall be open for attendance by all Advisors, Association member groups' officers and directors. By resolution, the Board may provide the time and place either within or without the District of Columbia for holding additional regular meetings without other notice than such resolution.

Section 3.3 Special Meetings: No Changes

3.4 Notice:

Written notice of each special Board meeting shall be delivered personally, telegraphed, telecopied, telecommunicated or mailed to each Director at his or her business address at least five (5) days before the meeting and placed on the Association computer bulletin board pursuant to Section 3.12. 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. Any Director may waive notice of any meeting. 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. 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 3.4 Notice:

Written notice of each special Board meeting shall be delivered electronically to each director at least five (5) days before the meeting, pursuant to Section 3.12

Section 3.5 Quorum: No Change

3.6 Manner of Acting:

The act approved by the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.6 Manner of Acting:

A motion approved by the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

3.7 Vacancies:

Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A

Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.7 Vacancies:

Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and must meet the same requirements of the position, as if the nominee were running for election.

Section 3.8 Removal: No change

Section 3.9 Compensation: No change

3.10 Presumption of Assent:

A Director of the Association present at a Board meeting at which action on any Association 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, he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he or she forwards such dissent by registered mail or on computer bulletin boards as set forth in Section 3.12, to the Secretary of the Association immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

Section 3.10 Presumption of Assent:

A Director of the Association present at a Board meeting at which action on any Association 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, he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he or she forwards such dissent mail or electronically as set forth in section 3.12 to the Secretary of the Association immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

3.11 Action Taken by Directors without a Meeting:

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 or the Board uses the computer bulletin board as set forth in Section 3.12. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.11 Action Taken by Directors without a Meeting:

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 or the Board of Directors, electronically pursuant to Section 3.12. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.12 Action of Directors by Communications Equipment:

Any action required or which may be taken at a meeting of Directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can receive communications from each other at the same time. In particular, votes or comments of Designated Representatives, Directors, and Advisors may be received by posting on the Association's computer bulletin board system directed to the attention of the appropriate recipient(s) for at least seventy-two (72) hours prior to final action, which 72 hours shall include all forty-eight (48) hours of a Saturday and Sunday.

3.12 Action of Directors by Communications Equipment:

Any action required or which may be taken at a meeting of Directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can receive communications from each other at the same time.

Executive and Other Committees

3.13 Executive and Other Committees:

Standing or temporary committees may be appointed by the Board of Directors from time to time and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Directors. It shall have

and exercise all of the authority of the Board of Directors, except in reference to recommending amendment of the Articles of Incorporation, adopting a plan of merger of consolidation, recommending the sale, lease or exchange or other disposition of all or substantially all the property and assets of the Association otherwise than the usual and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending the Bylaws. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Board shall establish, by duly enacted resolution(s), procedures for notice, addressing, and security required to provide for Board action through the computer bulletin board system.

Section 3.13 Executive and Other Committees:

Standing or temporary committees may be appointed by the Board of Directors from time to time and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Directors. It shall have and exercise all of the authority of the Board of Directors, except in reference to recommending amendment of the Articles of Incorporation, adopting a plan of merger of consolidation, recommending the sale, lease or exchange or other disposition of all or substantially all the property and assets of the Association otherwise than the usual and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending the Bylaws. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Board shall establish, by duly enacted resolution(s), and procedures for notice, addressing, and security required for Board action electronically pursuant to Section 3.12.

Section 3.14 Nomination Procedure:

Section 3.14.1 By the Board: No Change

Section 3.14.2 By Member Groups: No Change

3.15 Election Procedure:

Elections for the Board shall take place at the time set by the Board and announced in either the Call for Election or the Notice of Annual Meeting. Each member group, through its Designated Representative, may then vote for the number of Directors to be elected, either by votes cast by its Designated Representative at a meeting expressly called for such purpose, or by ballot procedure. The candidates receiving the most votes cast shall be elected, except if more than one of them are active members of the same member user group, in which case only the candidate receiving the highest vote total of candidates from that member group shall be elected, and other candidates who are members of the same member group shall not be considered. For this purpose, a candidate is not an "active member" if he or she belongs to a group other than his or her primary group for the purpose of receiving the newsletter and other announcements, but does not otherwise regularly participate in such other group. A member group may vote for up to the number of candidates to be elected, but cannot give any one candidate more than one (1) vote.

The Board of Directors may set forth such other election procedures as it deems proper, consistent with these Bylaws and the Articles, in the Call for Election to be issued during the third quarter of each year, in the Notice of Annual Meeting, and, with respect to items needing only to be communicated to announced candidates, by any means calculated to reach all announced candidates.

Section 3.15 Election Procedure:

Elections for the Board shall take place in the fourth quarter of the year as announced in the Call for Election Each member group, through its Designated Representative, may then vote for the number of Directors to be elected, by votes cast by its Designated Representative. The candidates receiving the most votes cast shall be elected, except if more than one of them are active members of the same member user group, in which case only the candidate receiving the highest vote total of candidates from that member group shall be elected, and other candidates who are members of the same member group shall not be considered. For this purpose, a candidate is not an "active member" if he or she belongs to a group other than his or her primary group for the purpose of receiving the newsletter and other announcements, but does not otherwise regularly participate in such other group. A member group may vote for up to the number of candidates to be elected, but cannot give any one candidate more than one (1) vote.

The Board of Directors may set forth such other election procedures as it deems proper, consistent with these Bylaws and the Articles, in the Call for Election to be issued during the third quarter of each year, and, with respect to items needing only to be communicated to announced candidates, by any means calculated to reach all announced candidates.

3.16 Annual Meeting With Advisors:

As part of the duty of Directors and Advisors to consult with each other, the Board of Directors shall arrange for one or more meetings throughout the year when all Directors and all Advisors are invited to meet together to discuss plans and activities for the Association. Such meetings may be open or closed to non-Directors and non- Advisors. If open, the Board of Directors and the Board of User Group Advisors must each vote in favor of each category of outsider to be invited. "Category" in this case refers to classes of people such as, but not limited to, Designated Representatives, sponsor representatives, vendor representatives, Association committee members, officers and directors of Association member groups, or media representatives. Such meetings may be in conjunction with Fall Comdex, Spring Comdex, a vendor-sponsored event to which all Directors and Advisors are invited, or as a stand-alone activity, or at any other time and place reasonably calculated to allow the highest feasible number of Directors and Advisors to attend.

Section 3.16 Annual Meeting with Advisors:

As part of the duty of Directors and Advisors to consult with each other, the Board of Directors shall arrange for one or more meetings throughout the year, such as the Annual Meeting, when all Directors and all Advisors are invited to meet together to discuss plans and activities for the Association. Such meetings may be open or closed to non-Directors and non- Advisors. If open, the Board of Directors and the Board of User Group Advisors must each vote in favor of each category of outsider to be invited. "Category" in this case refers to classes of people such as, but not limited to, Designated Representatives, sponsor representatives, vendor representatives, Association committee members, officers and directors of Association member groups, or media representatives.

Article 4. Board of User Group Advisors:

4.1 Number and Powers:

The Board of Directors shall be advised as set forth in the Articles of Incorporation by a Board of User Group Advisors, consisting of one (1) class of thirteen (13) persons, each of whom shall be elected for a term of two (2) years, and shall hold office until their successors are elected and qualify, or they resign or are removed. The eight (8) successful candidates with the highest vote totals in the 1991 election shall be elected for two (2) years, and the seven (7) successful candidates with the next highest vote totals shall be elected for one (1) year; thereafter, the election each year shall be for the number of terms expiring at the end of the election year. Advisors need not be residents of the District of Columbia. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Board of User Group Advisors may exercise all such powers assigned to it by the Board of Directors as if it were a committee of the Board of Directors.

4.1 Number and Powers:

The Board of Directors shall be advised as set forth in the Articles of Incorporation by a Board of User Group Advisors, consisting of one (1) class of thirteen (13) persons, each of whom shall be elected for a term of two (2) years, and shall hold office until their successors are elected and qualify, or they resign or are removed. Advisors need not be residents of the District of Columbia. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Board of User Group Advisors may exercise all such powers assigned to it by the Board of Directors as if it were a committee of the Board of Directors.

4.2 Regular Meetings:

A regular Board of User Group Advisors meeting shall be held in conjunction with Fall Comdex if Fall Comdex is held, or otherwise sometime during the fourth quarter of each year. Such meeting shall be announced in the same manner as the annual meeting of member user groups' Designated Representatives, and shall be open for attendance by all Association member groups' officers and directors. By resolution, the Advisor Board may provide the time and place either within or without the District of Columbia for holding additional regular meetings without other notice than such resolution.

Section 4.2 Regular Meetings:

A regular Board of User Group Advisors meeting shall be held at the Annual Meeting and shall be open for attendance by all Association member groups' officers and directors. By resolution, the Advisor Board may provide the time and place either within or without the District of Columbia for holding additional regular meetings without other notice than such resolution.

4.3 Special Meetings:

Special Advisor meetings may be called by or at the request of the President or Chair of the Board of User Group Advisors or any two Advisors. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Advisor Board meeting called by them.

Section 4.3 Special Meetings:

Special Advisor meetings may be called at the request of the President, or the Chair of the Board of User Group Advisors or by any two Advisors. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Advisor Board meeting called by them and must ask the board for any expenditures on non-budgeted funds.

4.4 Notice:

Written notice of each special Advisor Board meeting shall be delivered personally, telegraphed, telecopied, telecommunicated or mailed to each Advisor at his or her business address at least five (5) days before the meeting and placed on the Association computer bulletin board pursuant to Section 3.12. 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. Any Advisor may waive notice of any meeting. The attendance of an Advisor at a meeting shall constitute a waiver of notice of such meeting, except where an Advisor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Advisor Board need be specified in the notice or waiver of notice of such meeting.

Section 4.4 Notice:

Written notice of each special Advisor Board meeting shall be delivered by electronic means pursuant to Section 3.12

Section 4.5 Quorum: No Change

4.6 Manner of Acting:

The act approved by the majority of the Advisors present at a meeting at which a quorum is present shall be the act of the Advisor Board.

Section 4.6 Manner of Acting:

A motion approved by the majority of the Advisors present at a meeting at which a quorum is present shall be the act of the Advisor Board.

4.7 Vacancies:

Any vacancy occurring on the Advisor Board may be filled by the affirmative vote of a majority of the remaining Advisors though less than a quorum of the Advisor Board. An Advisor elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.7 Vacancies:

Any vacancy occurring on the Advisor Board may be filled by the affirmative vote of a majority of the remaining Advisors though less than a quorum of the Advisor Board. An Advisor elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and must meet the requirements of the position as if the nominee were running for election.

Section 4.8 Removal: No Change

4.9 Compensation:

By Board of Directors' resolution, Advisors may be paid their expenses, if any, of attendance at each Advisor Board meeting but not a fixed sum for attendance at each Advisor Board meeting nor a stated salary as advisor or officer or any combination of the foregoing. No such payment shall preclude any Advisor from serving the Association in any other capacity and receiving compensation therefor at no more than normal market rates.

4.9 Compensation:

By Board of Directors' resolution, Advisors may be paid their expenses, if any, of attendance at each Advisor Board meeting but not a fixed sum for attendance at each Advisor Board meeting nor a stated salary as advisor or officer or any combination of the foregoing. No such payment shall preclude any Advisor from serving the Association in any other capacity and receiving compensation therefor at no more than normal market rates. Advisors must ask the board of directors for any expenditure on non-budgeted funds.

4.10 Presumption of Assent:

An Advisor of the Association present at an Advisor Board meeting at which action on any Association 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, he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he or she forwards such dissent by registered mail or on computer bulletin boards as set forth in Section 3.12, to the Secretary of the Association immediately after the adjournment of the meeting. An Advisor who voted in favor of such action may not dissent.

4.10 Presumption of Assent:

An Advisor of the Association present at an Advisor Board meeting at which action on any Association 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, he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he or she forwards such dissent electronically pursuant to Section 3.12 and directed to the Secretary of the Association immediately after the adjournment of the meeting. An Advisor who voted in favor of such action may not dissent.

4.11 Action Taken by Advisors without a Meeting:

Any action required or permitted to be taken at a meeting of the Advisor Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Advisors or the Advisor Board uses the computer bulletin board as set forth in Section 3.12. Any such written consent shall be inserted in the minute book as if it were the minutes of an Advisor Board meeting.

Section 4.11 Action Taken by Advisors without a Meeting:

Any action required or permitted to be taken at a meeting of the Advisor Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Advisors or the Advisor Board electronically as set forth in Section 3.12. Any such written consent shall be inserted in the minute book as if it were the minutes of an Advisor Board meeting.

4.12 Action of Advisors by Communications Equipment:

Any action required or which may be taken at a meeting of Advisors, may be taken by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can receive communication from each other at the same time. In particular, votes or comments may be received through the Association's computer bulletin board system as set forth in Section 3.12.

4.12 Action of Advisors by Communications Equipment:

Any action required or which may be taken at a meeting of Advisors, may be taken by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can receive communication from each other at the same time. In particular, votes or comments may be received electronically as set forth in Section 3.12.

Section 4.13 Nomination Procedure:

Section 4.13.1 By the Board of Directors: No change

Section 4.13.2 By the Advisor Board: No change

Section 4.13.3 By Member Groups: No change

4.14 Election Procedure:

Elections for the Advisor Board shall take place at the time set by the Board of Directors and announced in either the Call for Election or the Notice of Annual Meeting. Each member group, through its Designated Representative, may then vote for the number of Advisors to be elected, either by votes cast by its Designated Representative at a meeting expressly called for such purpose, or by ballot procedure. The candidates receiving the most votes cast shall be elected, except if more than one of them are active members of the same member user group, in which case only the candidate receiving the highest vote total of candidates from that member group shall be elected, and other candidates who are members of the same member group shall not be considered. For this purpose, a candidate is not an "active member" if he or she belongs to a group other than his or her primary group for the purpose of receiving the newsletter and other announcements, but does not otherwise regularly participate in such other group. A member group may vote for up to the number of candidates to be elected, but cannot give any one candidate more than one (1) vote.

The Board of Directors may set forth such other election procedures as it deems proper, consistent with these Bylaws and the Articles, in the Call for Election to be issued during the third quarter of each year, in the Notice of Annual Meeting, and, with respect to items needing only to be communicated to announced candidates, by any means calculated to reach all announced candidates.

Section 4.14 Election Procedure:

Elections for the Advisor Board shall take place at the same time as Board of directors. Each member group, through its Designated Representative, may then vote for the number of Advisors to be elected, by ballot procedure. The candidates receiving the most votes cast shall be elected, except if more than one of them are active members of the same member user group, in which case

only the candidate receiving the highest vote total of candidates from that member group shall be elected, and other candidates who are members of the same member group shall not be considered. For this purpose, a candidate is not an "active member" if he or she belongs to a group other than his or her primary group for the purpose of receiving the newsletter and other announcements, but does not otherwise regularly participate in such other group. A member group may vote for up to the number of candidates to be elected, but cannot give any one candidate more than one (1) vote. The Board of Directors may set forth such other election procedures as it deems proper, consistent with these Bylaws and the Articles, in the Call for Election to be issued during the third quarter of each year, and, with respect to items needing only to be communicated to announced candidates, by any means calculated to reach all announced candidates.

Section 4.15 Officers of the Board of User Group Advisors: No change

Section 4.15.1 Nomination: No change

Section 4.15.2 Election and Term of Office: No change

Section 4.15.3 The Chair: No change

Section 4.15.4 The Vice Chair: No change

Section 4.15.5 The Advisor Board Secretary shall: No change

Section 4.15.5.1 Minutes: No change

Section 4.15.5.2 Notices: No change

Section 4.15.5.3 Custodian: No change

Section 4.15.5.4 Other Duties: No change

Section 4.15.6 Removal: No change

Section 4.15.7 Vacancies: No change

Article 5. Officers:

Section 5.1 Designation and Number: No change

Section 5.2 Election and Term of Office: No change

Section 5.3 Removal: No change

Section 5.4 Vacancies: No change

Section 5.5 President: No change

Section 5.6 Vice President: No change

Section 5.7 Secretary: No change

Section 5.7.1 Minutes: No change

Section 5.7.2 Notices: No change

Section 5.7.3 Custodian: No change

Section 5.7.4 Register: No change

5.7.5 Certificates:

Sign with the President, or a Vice-President, certificates for membership in the Association, the issuance of which has been authorized by resolution of the Board;

Section 5.7.5 Certificates:

Sign certificates for membership in the Association, the issuance of which has been authorized by resolution of the Board;

Section 5.7.6 Transfer Books: No change

Section 5.7.7 Other Duties: No change

Section 5.8 Treasurer: No change

Section 5.9 Salaries: No change

Section 5.10 Delegation: No change

Section 5.11 Bonds: No change

Section 5.12 Other Officers: No change

Article 6. Contracts, Loans, Checks and Deposits.

Section 6.1 Contracts: No change

Article 7. Dues:

7.1 Annual Dues:

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by voting member groups and others of various classes, subject to the approval of the Board of User Group Advisors as set forth in Section 3.4.1 of the Articles of Incorporation. Until further action by the Board of Directors and the Advisor Board, dues shall be Twenty-Five Dollars and No Cents (\$25.00) per year for all voting member groups and all other classes of groups.

Section 7.1 Annual Dues:

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by voting member groups and others of various classes, subject to the approval of the Board of User Group Advisors as set forth in Section 3.4.1 of the Articles of Incorporation. Until further action by the Board of Directors and the Advisor Board, dues shall be Fifty Dollars and No Cents (\$50.00) per year for all voting member groups and all other classes of groups.

Section 7.2 Payment of Dues: No change

7.3 Default and Termination of Membership:

When any member user group or other group affiliated with the Association shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or a period for which such dues became payable, its membership may thereupon be terminated by the Board of Directors in the manner provided in for Board action in Section 3.6 of these Bylaws.

7.3 Default and Termination of Membership:

Any member user group or other group affiliated with the Association shall be in default in the payment of dues, if the dues are not paid by December 31. On January 1 non-payment of dues will result in expiration of the user group's membership in the Association. There will be a two (2) month grace period from January 1 through the last day of February, where the Association will continue to provide services to a user group that is in default on paying their membership dues. If dues remain unpaid on March 1, then the user group's membership will be terminated. Any terminated user group may rejoin the Association as a NEW member group.

Article 8. Execution of Instruments:

Section 8.1 Contracts, Conveyances, Etc.: No changes

Section 8.2 Loans: No changes

Section 8.3 Loans to Officers and Directors: No changes

Section 8.4 Check, Drafts, Etc.: No changes

Section 8.5 Deposits: No changes

Article 9.

Certificate for Membership:

Section 9.1 Certificates for Membership: No changes

Section 9.2 Transfer of Membership Certificates: No changes

Section-9.3-Designated Representative: No changes

Section 9.4 Board of Directors: No changes

Article 10. Dividends and Finance:

Section 10.1 Dividends: No changes

Section 10.2 Reserves: No changes

Article 11. Fiscal Year: No changes

Article 12. Seal: No changes

Article 13. Waiver of Notice: No changes

Article.14 Indemnification:

Section 14.1 Actions Against the Association: No changes.

Section 14.2 Actions By or In the Right of the Association: No changes

Section 14.3 Expenses Paid: No changes

Section 14.4 Authorization: No changes

Section 14.5 Advance Payment: No changes

Section 14.6 Non-exclusive Right: No changes

Article 15. Amendments: No changes

Article 16. Rules of Order: No changes

Article 17. NON-DISCRIMINATION POLICY

The Association shall not discriminate in matters of membership on the basis of age, color, creed, disability, ethnicity, hearing status, national origin, race, religion, sex, or sexual orientation.

Article 18. Conflict of Interest Policy

Any member of the board of directors, or board of advisors who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Association will offer to voluntarily excuse him/herself and refrain from discussion and voting on that issue.

Edited by DSS – (added *unless he or she can provide adequate evidence that no conflict exists.*)

Any member of the board of directors, or board of advisors who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Association will offer to voluntarily excuse him/herself and refrain from discussion and voting on that issue, unless he or she can provide adequate evidence that no conflict exists.