

Proposed Amendments to the

BYLAWS OF THE

NATIONAL CAPITAL TECHNOLOGY AND COMPUTER USER'S

GROUP, INC.

July 2007

The structure of NCTCUG's Board of Directors has been unchanged since the organization was incorporated in its present form in 1985. At that time, membership of the organization was more than 400. A large board was established in hopes of providing broad representation of the membership, and diverse views in the management and outlook of the organization.

In recent years, group membership has hovered in the range of 40 to 60, and finding members willing to serve as officers and directors has been an increasing challenge. To better reflect the current size of the organization, it seems appropriate to reduce the size of the board to better match the available human resources.

This document reflects a proposal to be placed before the membership at the October 3rd, 2007 general meeting, reducing the composition of the organization's Board of Directors by two members at large, from eight to six. If approved, this would result in a board composed of five officers, and six members at large.

This proposal results in a change to Article III, Section 1 of the Bylaws. If your reading of the attached document points to the need for other revisions, please contact President Jim Rhodes, or Treasurer Paul Howard, immediately.

BY-LAWS OF THE NATIONAL CAPITAL TECHNOLOGY AND COMPUTER USER'S GROUP, INCORPORATED

ARTICLE I --- MEMBERSHIP

Section 1. Membership is open to any individual who subscribes to the purposes of the Group, who completes an application form, and who pays the required dues and assessments. Membership is for one calendar year and is renewable.

Section 2. A member may be removed from the rolls of the Group by resignation or dismissal. A letter from the member stating a desire to resign shall be accepted by the Board of Directors. A member may be dismissed from the Group only after due process has been invoked as provided in Article IV, Section 3.

ARTICLE II --- MEETINGS

Section 1. The annual meeting shall be held in the month of October at a place and time designated by the Board.

Section 2. Regular meetings shall be held at least ten times per year at a time and place designated by the Board.

Section 3. Special meetings may be held at the call of the Board of Directors or upon petition to the Board by seven or more members; the time and place of such meetings shall be made in a written announcement of such meeting.

Section 4. Standing committees, committees, or subgroup meetings shall be held at a date, place and time as designated by the committee chairman or sub-group leader.

ARTICLE III --- BOARD OF DIRECTORS

Section 1. The Group shall be governed by a Board of Directors comprised of five officers -- president, first vice president, second vice president, treasurer, secretary -- and ~~eight~~ six members-at-large. Members of the Board shall be elected at the annual meeting. The officers shall be elected for one year. The members-at-large shall be elected for two year, staggered terms.

Section 2. Vacancies on the Board shall be filled by majority vote of the remaining directors for the balance of the unexpired term of office, except as provided herein. In the event of a vacancy in the position of Board Member-at-Large, during the period from November 1st until the time of the October annual meeting in the first year of office, the position will be filled as provided for above. However, this position will be subject to an election at the annual meeting for the second year of the term.

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Section 3. Officers and directors of the predecessor organization whose terms of office began January 1, 1985, or earlier, shall constitute the Board upon the adoption of these by-laws and shall serve until the next annual meeting.

Section 4. Duties of the Board shall include the establishment of policy and procedures to be followed by the Group; the establishment of annual dues; and the Board may propose special assessments, but any such assessment must be approved by two-thirds of the membership of the Group at a regular or special meeting and only after such proposal had been transmitted in writing to the members at least thirty days in advance of a vote on such assessment.

Section 5. A member of the Board is subject to recall by the members upon petition signed by seven members in good standing. Such petition shall be delivered by registered mail to the secretary and receipt thereof shall be published in an official communication of the Group. Recall shall be confirmed or denied by a majority vote of the members voting, provided a quorum is present.

Section 6. All members of the Board shall assume office at the first Board of Directors meeting following their election or appointment.

Section 7. The president is the highest officer of the Group; shall act as the chief executive officer of the Group; shall preside at all meetings and cause all meetings to be conducted in an orderly manner; shall exercise general supervision over the affairs of the Group. The president shall make all appointments designated by these by-laws subject to approval of the Board; shall represent the Group to the public-at-large and to other computer groups and organizations. The president shall carry out such other responsibilities as are normally required of such office.

Section 8. The first vice president shall assume the duties of the presidency when that officer is not present; shall serve as the purchasing agent for the Group -- and in that capacity, receive all bills presented against the Group and shall certify them as true debts to the Group to be paid by the treasurer; shall serve as chairman of the Financial Oversight Committee; and such other duties as may be assigned to the office by the president or the Board.

Section 9. The second vice president shall assume the duties of the president when that officer and the first vice president are not present; shall be chairman of the Membership Committee; and such other duties as may be assigned to the office by the president or the Board.

Section 10a. The treasurer shall maintain the bank account(s) of the Group and keep books of accounts using generally accepted accounting procedures; funds of the group shall be disbursed only through checks drawn on the Group account(s); such check to be signed by the treasurer and countersigned by a second officer of the Board.

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Section 10b. The treasurer shall disburse all funds properly authorized by the Board and shall collect all funds due the Group. He shall keep an accurate record of all receipts, disbursements, and other such records as directed by the Board; he shall make this record available to the Board not later than October 15 of each year. The treasurer shall be responsible for filing the corporate income tax forms as required.

Section 10c. At each regular meeting of the Board, the treasurer shall report the total expenditures, contract obligations, balances, allotments, and other such reports as directed by the Board. He shall prepare an annual report and present this to the Board in October which, in turn, shall be presented to the members in an official communication.

Section 10d. The treasurer shall be the chairman of the Finance Committee, and such other committees as may be established dealing with the management of the Group's finances.

Section 11. The secretary shall keep minutes of all proceedings of the Group and maintain the non-financial records of the Group; shall maintain the corporate book and seal. He shall not release the name and address of any member to any commercial organization nor to any group, without the permission of the member. The secretary shall carry on all external and internal correspondence of the Group except for such correspondence designated by the president or the Board to another member of the Board; shall cause to be collected and archived, all correspondence and publications of the Group. The secretary shall provide any member with one copy of the Group's constitution and by-laws upon reasonable notice.

ARTICLE IV --- STANDING COMMITTEES, COMMITTEES, SUBGROUPS

Section 1a. The number of members on any committee established by the By-Laws or the Board shall be at least three who shall serve until the next organizational meeting of the Board of Directors. The president shall be an ex-officio, non-voting member of all committees except the Nominations Committee. Each committee shall meet at the call of its chairman or in accord with procedure established by the committee; each committee shall establish its own rules of procedure.

Section 1b. The Board shall establish the following standing committees; Membership, Adjudication, Financial Oversight, and Publications Oversight. The chairman of a standing committee shall be a member of the Board; no Board member shall serve as the chairman of more than one standing committee.

Section 1c. No member of any committee shall benefit financially as a result of his or her membership on such committee.

Section 1d. Subgroups may be established by members with common interests to further the purposes of the Group. Subgroups shall determine who their leaders shall be.

Section 2. The Membership Committee is responsible for the oversight of membership activities.

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Section 3. The Adjudication Committee shall establish procedures for resolving such disputes within the Group as may from time-to-time arise, including a procedure to hear and resolve any motion that would dismiss a member from the Group.

Section 4a. The Financial Oversight Committee shall compose a yearly budget containing estimated receipts based on the membership of the Group, the probable numbers of new members, the returns on invested funds, and other funds. The budget shall be presented to the Board not later than the October Board of Director's meeting.

Section 4b. The committee shall be responsible for the appointment of an audit committee; such committee to conduct a review of the Group's financial activities and report its findings to the Board not later than the December meeting. The review of the financial records and accounts of the club shall be performed at least every two years, and any time the treasurer leaves office for any reason. The chair of the audit committee may not be any Group officer with signature authority for the financial accounts of the Group during the period under audit.

Section 4c. The committee shall advise the president and the Board on matters it deems of future importance to the Group and will produce a long-range plan for the Group as directed by the Board.

Section 5. The Publications Oversight Committee shall oversee the publications requirements of the Group; shall make recommendations to the Board for special publications, booklets and other printed material.

Section 6. (Deleted)

Section 7. The Nominations Committee shall be appointed at least sixty days prior to the annual meeting. The committee shall choose nominees for office and shall report its selections to the members at least thirty days prior to the annual meeting in an official written communication. The chairman of the committee shall conduct that portion of the annual meeting pertaining to the election of the Board and he shall accept nominations "from the floor" for all positions at that time.

Section 8. The Board may establish other committees as the need arises.

ARTICLE V --- PUBLICATIONS

The Group shall publish one or more periodicals on a regular basis. The frequency of publication; the name or names of such publications and the editorial policies relating to such publication shall be the responsibility of the Publications Oversight Committee.

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ARTICLE VI --- QUORUM, ORDER OF BUSINESS, RULES OF PROCEDURE

Section 1. A quorum at any meeting of the Group shall consist of ten percent of the voting members or fifty voting members, whichever is the lesser number.

Section 2. The order of business of any meeting shall be: call to order; approval of minutes; treasurer's report; elections; unfinished business; standing committee, committee, or subgroup reports; new business; adjournment.

Section 3. Robert's Rules of Order, Newly Revised, when not in conflict with the constitution and by-laws of the Group, shall govern all parliamentary proceedings of the Group.

ARTICLE VII --- AMENDMENTS TO THE BY-LAWS

The provisions of these by-laws may be amended at any meeting by a majority vote of members voting provided that a quorum is present, and provided further that such amendment has been proposed in writing by petition of seven or more members at a previous meeting, and provided further that the members had been notified in writing of the proposed amendment at least thirty days in advance of the vote.

(As Amended and approved, 6 October 2004, with proposed changes shown as of July, 2007.)