

Proposed Amendments to the

CONSTITUTION OF THE

NATIONAL CAPITAL TECHNOLOGY AND COMPUTER USER'S

GROUP, INC.

Oct 2009

The structure of NCTCUG's Board of Directors has been only slightly changed 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. In order to address the realities of the current size of the organization, it now seems appropriate to provide flexibility in the size of the board to better match the available number of volunteers to serve on the board.

This document reflects a proposal to be placed before the membership at the November 4th, 2009 general meeting, allowing the composition of the organization's Board of Directors to vary, with from four to eight members at large, elected in even-numbered calendar years. The position of second vice president is eliminated. The terms of the four group officers would be extended to two years, elected in odd-numbered calendar years. If approved, this would result in a board composed of four officers, and four to eight members at large.

This proposal results in a change to Article VI, Section 1 & 2 of the Constitution. If your reading of the attached document points to the need for other revisions, please contact President Jim Rhodes, or Treasurer Paul Howard, immediately.

CONSTITUTION OF THE NATIONAL CAPITAL TECHNOLOGY AND COMPUTER USER'S GROUP, INC.

ARTICLE I --- NAME

The name of this Commonwealth of Virginia Not-for-Profit corporation shall be the "National Capital Technology and Computer User's Group, Incorporated."

ARTICLE II --- PURPOSES

NCTCUG is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law.)

The purposes of this corporation shall be to: advance the use of personal computers and related electronic technology among the Group members; provide a forum where personal computer and technology information can be freely exchanged; provide education and training; and other not-for-profit activities as directed by the Board of Directors of the membership.

ARTICLE III --- MEMBERSHIP

There shall be one class of membership: Voting. A voting member shall be one who has paid all dues and assessments. Voting membership shall be for a period of one calendar year and is renewable.

ARTICLE IV --- DUES and ASSESSMENTS

Annual dues shall be established by the Board of Directors. Across-the-board assessments may be placed upon members only after a resolution to that effect has been approved by two-thirds majority of the membership of the Group.

ARTICLE V --- MEETINGS

The Group shall hold an annual meeting each October at a time and place designated by the Board of Directors. The Board of Directors shall be elected at the annual meeting. Regular meetings shall be held at least ten times per year at a time and place designated by the Board of Directors. Special meetings may be called by the Board of Directors, or by a petition of seven or more members of the Group.

ARTICLE VI --- BOARD OF DIRECTORS

Section 1. The governing body of the Group shall be a Board of Directors, hereinafter referred to as the Board, which shall consist of ~~five~~ **four** officers -- president, ~~first~~ vice president, ~~second vice president~~, treasurer, secretary -- and ~~six~~ **four to eight** members-at-large.

Section 2. The officers shall be elected ~~in odd-numbered calendar years~~ **annually** and hold office for ~~two years~~ **one year**. The members-at-large shall be elected for two years, ~~with staggered terms, half to be elected in even years, half~~ **in even-numbered calendar years**.

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ARTICLE VII --- BY-LAWS

The Group shall adopt by-laws consistent with this constitution embodying additional provisions for the governing of the Group.

ARTICLE VIII --- AMENDMENTS and VOTING

Section 1: This constitution may be amended by a vote of two-thirds of those members voting at a meeting provided a quorum is present and such amendment has been proposed in writing by petition of seven or more members at a regular meeting of the Group, and provided further that the membership of the Group has been advised of such proposed amendment in an official written communication of the Group at least thirty days prior to the date for a vote on the amendment.

Section 2: Voting on amendments or for the Group's Board of Directors may be in person by ballot or show of hands, or by ballot submitted to a designated election commissioner, via US Mail, courier, or electronic means, such as fax, email, or web.

Section 3: An official written communication of the Group may be by letter, newsletter, or electronic communications including fax, or email, which may reference web publications

ARTICLE IX --- REGISTERED AGENT

The Group shall provide for a registered agent. Such agent shall be at least eighteen years of age, be a member of the Board of Directors, and shall reside in the Commonwealth of Virginia.

ARTICLE X --- DISSOLUTION

Upon dissolution of NCTCUG, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

(Constitution as amended, October 3, 2007 - with proposed amendments shown in color)