THE CONSTITUTION

of

The Columbus Computer Society

ARTICLE 1: NAME

Section 1: The name of this organization shall be The Columbus Computer Society, hereafter referred to as "CCS".

ARTICLE 2: PURPOSE

Section 1: The purposes of CCS are as follows:

- a. To provide a forum for members of the central Ohio computer community for their mutual benefit, increased understanding, and utilization of computers and electronic communications.
- b. To encourage experimentation and research in the current and potential uses of the personal computer and electronic communications.
- c. To provide an opportunity for computer users to exchange ideas, knowledge, and experience for the enrichment of all concerned.
- d. To provide both formal and informal education in computer applications, hardware, software and electronic communications technologies.
- e. To provide a medium of communication with other user groups in other geographical areas or using different systems.
- f. To provide for the formation of special interest groups.
- g. To provide a medium for the exchange of public domain, contributed, and "shareware" programs.
- h. To assist members of the community in acquiring computer hardware and software.
- i. To act as a consumer advocate for users of personal computers.
- j. Such other purposes as may from time to time be authorized by the Board of Trustees consistent with the Articles of Incorporation.

ARTICLE 3: MEMBERSHIP

Section 1: There are three types of membership:

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- a. Standard: The Standard membership in this organization is open to anyone interested in computing. A prospective member may fill out an application for membership, and upon submitting the membership application and the payment of dues, shall be accepted as a member. The Standard membership in CCS is a family membership. All privileges of membership except voting extend to all family (spouses, minor children, and significant others) residing at the same address.
- b. Corporate: Five memberships will be issued to individuals associated with the corporation. If an individual leaves the employ of a corporation, that membership may be transferred to another corporate employee. All other full membership privileges will be available to corporate members.
- c. Life: The Board of Trustees may award Life Membership Status to an individual. Life Members are accorded all the privileges of full membership. The Life Membership retains this status for life and requires no payment of dues to maintain this status.
- **Section 2:** Each membership is entitled to a membership card which authorizes participation in activities reserved for members. For the convenience of the member, additional member cards may be issued for an annual charge to be established by the Board.
- **Section 3:** Each membership is entitled to a subscription of the group's official publication which is distributed monthly or as determined by the Board of Trustees.
- **Section 4:** Each membership is entitled to one vote in matters submitted to a general vote of all members of CCS.
- **Section 5:** Each membership is entitled to only one prize at the General Meeting except when otherwise stated.
- **Section 6:** A member shall cease being a member of CCS when any of the following conditions occurs:
 - a. The member notifies the Board of Trustees in writing (i.e., written or electronic) that he or she no longer wishes to be a member. No refund of dues will be made, except with the approval of the Board of Trustees.
 - b. The Board of Trustees determines that the member has failed to abide by the Constitution. No refund of dues paid shall be awarded. The member has the right to appeal the decision of the Board of Trustees to the general membership at the next Regular meeting where a majority of the members present shall determine the success of the appeal.
 - c. Failure to renew membership and pay the applicable dues within thirty days after renewal is due.
- **Section 7:** Dues shall be collected from members. The member's expiration date shall be one year from the last day of the month that the dues were paid, or from the existing expiration in the case of renewals. The annual dues shall be established by the Board of Trustees.

ARTICLE 4: MEETINGS

- **Section 1:** Regular meetings shall be held monthly, or as directed by the Board of Trustees. Special meetings may also be held as directed by the Board.
- **Section 2:** Notice of all meetings of the members shall be provided to members at least five (5) days prior to the date of such meetings. Notice shall state the time, date, and place of the meeting, and the reason for special meetings.

ARTICLE 5: BOARD OF TRUSTEES

- **Section 1:** Board of Trustees meetings shall be held monthly.
- **Section 2:** The voting members of the Board of Trustees consist of CCS members in good standing, serving as:
 - a. The President, Secretary, and Treasurer;
 - b. Department Directors as defined by Article 6 of this Constitution;
 - c. The most recent past president who left in good standing and who is not otherwise a member of the Board.
- **Section 3:** A quorum shall be a majority of voting members of the Board of Trustees and is required to legally transact business.
- **Section 4:** Vote totals shall be recorded in the minutes.
- **Section 5:** Board of Trustees meetings are restricted to members of CCS, and non-members invited by a CCS Board Member to provide a service to the Board of Trustees.
- **Section 6:** The President shall call a special Board of Trustees meeting whenever:
 - a. The President deems it advisable to do so;
 - b. Upon documented request (i.e., written or electronic), stating the purpose of the meeting, of not less than two-thirds of the voting members of the Board of Trustees.
- **Section 7:** The President shall serve as chairman of the Board of Trustees. In the event the President is not available, then the Board of Trustees shall be chaired as provided in the order of succession as provided in Section 9(h) of this Article.
- **Section 8:** CCS members, in good standing, may also make and second motions and participate in discussions.
- **Section 9:** The general duties and responsibilities of the Board of Trustees include the following:
 - a. Establish policy for CCS;
 - b. Approve an annual CCS budget;

- c. Approve all items that affect income and expenses;
- d. Make public any oral or written communication that reflects an official position of CCS;
- e. Establish membership dues;
- f. Recognize and approve the formation of Special Interest Groups (SIGs);
- g. Confirm the President's appointments of Department Directors and Committee Chairs. Appointments shall require approval by a majority of the Board members present and voting;
- h. Make appointments to fill unexpired terms of office when they become vacant. In the case of vacancy in the office of President, the Secretary shall assume the office; should this office also be vacant the order of precedence shall be the Treasurer followed by the Past President. In the event that all elective offices are vacant, the Board of Trustees shall elect one member to serve as Chair of the Board, and the Board as a whole shall perform the duties of the president until a special election can be conducted to elect a new slate of officers;
- i. Act for CCS in the management of the affairs of the users group;
- j. Interpret and implement decisions properly made by the members of CCS, including the provisions of the governing documents;
- k. The Board of Trustees may establish standing, special, and ad-hoc committees as needed;
- 1. May establish Bylaws, Rules, and Regulations at its discretion.
- **Section 10:** The Board of Trustees may direct the President to submit any matter to a vote of the membership when deemed advisable.
- **Section 11:** No member of the Board of Trustees may accept any remuneration for serving as a member of the Board of Trustees. Members may be reimbursed for any expenses that have been authorized and may also be compensated for services to CCS outside their specific duties as Trustees.
- **Section 12:** Any member of the Board of Trustees who has a personal financial interest in an issue being decided by the Board of Trustees shall disclose said interest and may not vote on questions related to that issue.
- **Section 13:** No member of the Board of Trustees shall hold more than one voting position.
- **Section 14:** The Secretary, the Treasurer, or a Director may give written proxy to his or her own Assistant effective for a single meeting, to vote in his or her absence, which proxy shall be referred to in the minutes. A proxy can be given only to an officially appointed assistant Secretary, Treasurer, or Director.
- **Section 15:** Removal of Officers: Officers or directors may be removed by one of the following processes:

- a. Automatic termination for failure to regularly attend meetings of the Board of Trustees:
 - 1. Failure of regular attendance is defined as
 - a) 3 successive, unexcused absences from regular meetings, or
 - b) 4 unexcused absences during any 6 month period.
 - 2. Members may be excused by notifying the president, or if unavailable, any board member, of their inability to attend a meeting. The name of the person receiving such notification shall be entered in the minutes.
- b. Remove elected officers and immediate past presidents for due cause by a two-thirds vote of the Board; or remove appointed officials by a majority vote of the Board. Officers or appointees so removed shall have the right to appeal to the membership at the next Regular meeting where a majority of the members present shall determine the success of the appeal.
 - 1. That person shall not have a vote and that position shall not be counted in the two-thirds requirement for removal.
 - 2. Any officer or appointee for whom removal is under consideration shall be notified in writing (i.e., written or electronic) of the causes to be considered, the evidence supporting the causes, and the time and place of the meeting at which such causes will be considered. Such notice to be delivered by any appropriate means not less than ten days prior to such meeting. The officer or appointee in question shall be allowed to present witnesses and evidence in his/her own behalf.
 - 3. Due cause for removal is limited to:
 - a) Misfeasance or malfeasance in office, including but not limited to, failure to perform the duties of his/her office, misuse or misappropriation of organization assets, or willful failure to comply with the provisions of the governing documents;
 - b) Failure to follow established policies and procedures of CCS, or legitimate directives of the Board of Trustees or the President;
 - c) Any action that brings disrepute or public embarrassment upon CCS.

ARTICLE 6: OFFICERS AND DIRECTORS

Section 1: Elected officers of CCS shall consist of the following positions:

- a. President
- b. Secretary
- c. Treasurer

Section 2: The term of office for elected officers is one year, beginning on the first day of July, and ending on the last day of the following June, at midnight.

- **Section 3:** The elected officers shall conduct the day-to-day business of the organization under the oversight and supervision of the Board of Trustees.
- **Section 4:** Appointed officials shall conduct the day-to-day business of their respective departments under the oversight and supervision of the President and the Board of Trustees.

The Secretary, the Treasurer, and Department Directors may appoint an assistant whose duties are to learn the functions of the department and prepare themselves to assume the responsibilities of the directorship. The appointment of the Assistant to the Secretary, the Assistant to the Treasurer, and the Assistant Directors shall be subject to review by the Board of Trustees. Such appointment shall be approved by a majority vote of the Board members present and voting.

- **Section 5:** Officers and appointed officials shall be members in good standing. Election or appointment of non-members, either due to error or intent, shall be null and void, with no formal removal action required.
- **Section 6:** The general responsibilities of the officers and directors are as follows. To:
 - a. Ensure that the activities of the organization are appropriate to the purposes outlined in this Constitution;
 - b. Preserve the assets of CCS;
 - c. Attend meetings of the Board of Trustees.
- **Section 7:** Responsibilities and duties outlined here and elsewhere may be reassigned by the President with the concurrence of the Board of Trustees when it is in the best interest of CCS to do so. The responsibilities of the officers and directors are as follows:
 - a. PRESIDENT: The President is the Chief Executive Officer of CCS and exercises supervision over the affairs of the organization, subject to the constraints of the governing documents and the Board of Trustees. The President presides at all meetings. The President appoints Directors and committees, and performs such other duties as are directed in the governing documents or by the Board of Trustees. The President shall also be responsible for planning programs and events for regular monthly membership meetings and special events. The President shall report periodically to the members and to the Trustees.
 - b. SECRETARY: The Secretary is the Chief Administrative Officer of CCS and is empowered to act for the President when the Office of President is vacant or when the President is not available to act on urgent matters requiring attention. He/she shall keep accurate minutes of all meetings, maintain the files, and conduct correspondence. The Secretary shall also manage the CCS office and Resource Center. The Secretary shall perform such other duties as may be assigned.
 - c. TREASURER: The Treasurer is the Chief Financial Officer of CCS. He/she shall maintain accurate records and accounts of funds and property of the organization and report periodically on the financial status of the organization. The Treasurer is responsible for maintaining licenses, executing affidavits, and taking such other steps as necessary to

- maintain the tax-exempt status of the organization. He/she is responsible for using CCS funds to promptly pay all properly authorized obligations of the organization. Ledgers and other records shall be kept in a manner suitable for inspection when required.
- d. ELECTRONIC COMMUNICATIONS DIRECTOR: This position shall be responsible for establishing policy on the operation and maintenance of CCS electronic communications systems, insure that all systems are operated in accordance with all Federal, State and Local laws and the policies of the organization, that the systems serve the needs of the members, and that the systems present a favorable image of the organization. The director will report periodically on the status of the systems.
- e. MEMBERSHIP SERVICES DIRECTOR: This position shall maintain the membership records, recruit members, perform data processing needs of the membership, and report periodically on the status of membership.
- f. EDUCATIONAL SERVICES DIRECTOR: This position shall be responsible for the design and execution of educational programs and presentations that conform to the objectives of the organization and meet the needs of the members. Areas of responsibility include classes and training, formation and conduct of Special Interest Groups, orientation of guests and new members, and other educational activities and the facilities needed for such activities. Reports periodically to the Board of Trustees on the status of educational programs.
- g. PUBLIC OUTREACH DIRECTOR: This position is primarily responsible for publicizing by all appropriate means the activities of CCS to assist in presenting a favorable image of the organization and to aid in recruiting new members and retaining present members. Although the primary thrust of these activities is external, materials generated may be distributed internally when appropriate. Position is responsible for publishing the official publication of CCS, including obtaining materials suitable for publication, editing, layout, publication, and distribution with the established policies of CCS. Responsible for other publications prepared for internal distribution. This position is also responsible for the sale of advertising to assist in supporting the cost of publications (i.e., printed or electronic). The Director shall recommend to the Board of Trustees the rate structure and policies for advertising in CCS Publications (i.e., printed or electronic). The director shall report periodically to the Board of Trustees on public relations activities, the status of publications, advertising sold, and the progress of billing activities.
- h. PAST PRESIDENT: The Past President shall supervise such departments and perform such other duties as are assigned by the President or the governing documents.
- **Section 8:** The terms of any financial agreement between CCS and a current officer, or a person who has served as an officer within the year preceding the agreement, must be ratified by a majority of the Board of Trustees and must be fully disclosed to the membership.
- **Section 9:** Any member of the Board of Trustees or officer of CCS may resign at any time during their term of office, such resignation to be made in writing to the Board.

ARTICLE 7: VOTING

- **Section 1:** Voting by the membership is described in this article of the Constitution.
- Section 2: Each membership in good standing shall be entitled to one undivided vote upon each matter submitted according to this Article to the members for their vote. Members shall be duly notified no later than five days prior to the scheduled vote and given a clear statement when and for what matter voting will be held. A majority of the members voting shall be necessary for the authorization or taking of any action voted upon by the members, unless a greater number is required by the Constitution.
- **Section 3:** Balloting on all matters before the general membership shall be accommodated at the monthly general meeting and by mail, and electronic balloting as provided in section 5 of this Article.
- **Section 4:** Ballots shall be available in printed and electronic formats (enclosure in the official publication of CCS would fulfill this requirement).
- **Section 5:** Members may vote by mail or electronically, provided such ballots are received by 11:59 PM, Eastern Time, of the date published for receiving that vote. Hand delivered ballots will be accepted at the start of the general meeting. Printed ballots must be signed by the voting member. For electronic votes, CCS shall provide a method to validate the voting member.
- **Section 6:** When more than one paper ballot is received from a individual member, all such paper ballots will be ruled invalid. If a paper ballot and electronic ballot are received, the electronic ballot shall take precedence. For electronic voting, CCS shall provide a method whereby only one electronic vote will be permitted.

ARTICLE 8: ELECTION OF OFFICERS

- **Section 1:** General elections for CCS officers and an Election Committee shall be held annually during the month of June.
- **Section 2:** The Board of Trustees shall appoint up to five (5) members in good standing to the Election Committee.
 - a. The Election Committee shall elect one of its members to serve as Chair.
 - b. Members of the Election Committee shall serve for one year.
 - c. Should it become necessary for a member to resign from the Committee, he/she will not be replaced unless the number of members drops below three (3). The Board of Trustees shall appoint Committee members as needed to maintain a Committee of three (3).
 - d. No Officer or Candidate for office shall also serve as a member of the Election Committee. If a Committee member decides to run for office, he/she must resign from the Committee.
 - e. The Chair shall routinely report to the Board of Trustees.

- f. All ballots returned by mail shall be sent to the Chair's address and not to CCS.
- g. The Election Committee shall supervise all election activities.

Section 3: All officers shall be nominated by the members as follows:

- a. Each year in March, the Election Committee shall solicit nominations for Officers from the membership and present their names at the April meeting. Members will be allowed, during the April meeting, to make nominations from the floor as long as the other election proceedings herein are observed. The names of such nominees, after being properly seconded, shall be added to the ballot by the Election Committee. Nominees will have an opportunity to give a brief presentation at the May meeting.
- b. Any member may nominate another member to a post as an officer, if the nominee agrees to be nominated.
- c. All nominations must be seconded by a member other than the nominating member.
- d. The Chair of the Election Committee shall conduct the election in accordance with the provisions of Article 7 of this Constitution.
- e. Election for each post shall be by the largest number of votes cast.
- f. In the case of a tie for the winner of any office, the election shall be determined by the toss of a standard and fair U.S. coin. The person tossing the coin shall be an individual acceptable to both nominees. The candidate who has been a member of CCS the longest shall call heads or tails. The coin shall be flipped into the air and allowed to fall to the ground. The winner of the toss shall be declared the winner of the office in question.

ARTICLE 9: DEPARTMENTS AND COMMITTEES

- **Section 1:** Each Department/Committee is intended to be autonomous and to make and carry out all decisions required for their operations, subject to the supervision of the President and Board of Trustees. In general, only issues involving contracts, fiscal affairs, overall policy, and related items should be brought to the attention of the Board of Trustees.
- **Section 2:** Department Directors and appointed volunteers serve for as long as they desire or until removed by the Board of Trustees by a majority vote at a regularly scheduled Board of Trustees meeting. The removed officer may appeal to the membership at the next Regular meeting, if he/she desires. The President or Department Director may not remove an officer nor require his/her resignation, except by this mechanism or as provided elsewhere in this Constitution.
- **Section 3:** The President may replace a Department Director during the first month of the President's term by nominating a replacement for the said position. The nomination is approved by a majority of the Board members present and voting.
- **Section 4:** Officers, Department Directors and appointed volunteers may resign their position by giving notice in writing (i.e., written or electronic) to the Secretary.

ARTICLE 10: SPECIAL INTEREST GROUPS (SIGs)

- **Section 1**: Special Interest Groups (SIGs) are formed to support the purposes of CCS in specific areas of interest in which a group of members wishes to specialize.
- **Section 2:** Membership in SIGs is open to all members of CCS. SIGs may not charge an additional fee for membership.
- **Section 3:** A SIG leader is chosen from members of the SIG and must be a member in good standing. Should the position of SIG Leader become vacant, the Educational Services Director shall serve as the SIG Leader until a new one is approved by the CCS Board of Trustees.
- **Section 4:** A SIG becomes a recognized unit within Columbus Computer Society when the following actions are completed:
 - a. A meeting is held to discuss the formation of the SIG. All interested parties are invited. The official publication of CCS (i.e., printed or electronic format) shall provide space for the announcement of such meeting provided that the information is forwarded to the editor in a timely fashion.
 - b. The following documents are presented to the Board of Trustees:
 - 1. Two copies of a proposed SIG charter which includes:
 - a) An outline of the purposes, interests, audience, and activities of the proposed SIG,
 - b) The name of the leader of proposed SIG,
 - c) An estimate and analysis of any expenses or anticipated revenue associated with the activities of the SIG,
 - d) An approval signature block for the President.
 - 2. A description of the SIG to be issued in the official publication of CCS, including day and time of meeting, location, name and phone number of the leader, and short description of activities.
 - 3. The SIG should have at least 5 members, however smaller groups may be chartered if there is a reasonable expectation of future growth.
 - c. The Board of Trustees reviews the documents for compliance with CCS objectives and policies. Upon approval the original charter is returned to the SIG Leader and a copy is filed by the Secretary. If not approved the original is returned to the leader with a full explanation of actions needed to gain approval.

Section 5: SIG Leaders shall see that the following tasks are handled:

a. Preparation and presentation of the documentation to the Board of Trustees to formally recognize the SIG in accordance with Section 4 of this Article.

- b. Inform the Educational Services Director and/or the SIG Coordinator of changes in the operation of the SIG. This would include changes in meeting times, date, locations or key personnel.
- c. An up-to-date roster of active SIG members should be maintained so that members of the SIG may be notified if last-minute cancellation of a meeting should become necessary.
- d. SIG attendance should be monitored to insure that non-members are invited to join CCS.
- **Section 6:** In order for a SIG to maintain its status as a recognized SIG, the SIG Leader will see that any non-member of CCS attending a SIG meeting is encouraged to join CCS. This encouragement may be accomplished by providing the prospective member with membership promotional material. These membership promotional materials are available from the Educational Services Director and/or Membership Services Director.
- **Section 7:** Once a Special Interest Group has been recognized by the CCS Board of Trustees, it is entitled to the following services of the Columbus Computer Society through the Educational Services Department:
 - a. The Educational Services Director will work with the SIG Leader to arrange a meeting location, date and time for the regular and special meetings of the Special Interest Group.
 - b. The SIG Leader will work through the Educational Services Director to obtain CCS funding for the activities of the SIG.
- **Section 8:** The SIG is encouraged to take advantage of one or more of the following avenues for promoting the activities of the SIG to the general membership of CCS:
 - a. Make a presentation at a regular meeting. The President is required to make time available at no more than one regular meeting a year for any particular SIG.
 - b. Provide an article to the official publication of CCS. The editor shall make space available to articles from the SIGs on a regular basis. Should space be limited, the editor shall endeavor to allocate space at least once a quarter for an individual SIG.
 - c. Conduct a training course, workshop, or seminar for general membership of CCS. The Educational Services Director shall coordinate such a training course. It may be conducted at a regular meeting of the SIG, a separate meeting or series of meetings or classes.
- **Section 9:** Should a Special Interest Group not abide by the provisions of the CCS Constitution, the Board of Trustees may revoke the charter of the SIG. All property of CCS assigned to the SIG shall revert to the Secretary.
- **Section 10:** A SIG Leader may be removed by the Board of Trustees:
 - a. Removal shall be for due cause:
 - 1. Misfeasance or malfeasance in office, including but not limited to, failure to perform the duties of their office, misuse or misappropriation of organization assets, or willful failure to comply with the provisions of the governing documents;

- 2. Failure to follow established policies and procedures of CCS, or legitimate directives of the Board of Trustees or the President;
- 3. Any action that brings disrepute or public embarrassment upon CCS.
- b. Removal shall be a majority vote of the Board. A SIG Leader so removed shall have the right to appeal to the membership at the next Regular meeting where a majority of the members present shall determine the success of the appeal.

ARTICLE 11: FINANCIAL MANAGEMENT

- **Section 1:** CCS shall be a nonprofit organization according to Section 501(C)(3) educational organization, of the Internal Revenue Code.
- **Section 2:** CCS shall operate on a fiscal year beginning July 1 and ending June 30.
- **Section 3:** Funds that accrue to CCS shall be used for the benefit of the members or the community in such manner as the Board of Trustees shall direct.
- **Section 4:** Expenses incurred by the members, Directors, and officers must be submitted by the Department Director to the Treasurer for reimbursement. Itemized documentation must accompany the request for reimbursement. Receipts supporting the documentation will be submitted when it is reasonably obtainable and are required for expenditures of \$25 or more.
- **Section 5:** A financial status report of CCS shall be published at least quarterly in the official publication of CCS.
- **Section 6:** An independent audit of CCS's financial records shall be made annually by an Audit Committee designated by the Board of Trustees. The nature of the audit shall be specified by the Board.
- **Section 7:** All checks, drafts and other orders for payment of funds shall be signed on behalf of CCS by the Treasurer, assistant Treasurer or other officer serving in an elective position in CCS.
- **Section 8:** The funds of CCS not otherwise employed shall be deposited from time to time to the order of CCS in such banks, trust companies or other depositories as the Treasurer may select, with the approval of the Board of Trustees.
- **Section 9:** The financial records of CCS shall be maintained and Financial Statements prepared in accordance with generally accepted accounting principles;
- **Section 10:** The Treasurer, along with the Secretary, shall maintain a complete inventory of all property belonging to CCS. All such assets will be clearly identified and described, including serial numbers where applicable.
 - a. Members purchasing property, as authorized by the Board of Trustees, or receiving property donated to CCS shall furnish promptly to the Treasurer invoices, bills of sale, or memoranda for donated property, which indicates the nature of the property and serial

- numbers if applicable. Members shall sign the document in a manner which acknowledges their custody. Software, either purchased or donated, shall be registered in the name of CCS.
- b. Property may be transferred to other members, as required for CCS work, with Board approval. The member relinquishing custody shall furnish the Secretary with a list of such property signed by her/him and the new custodian in a manner clearly acknowledging the transfer. Unused property shall be turned in to the Secretary.
- c. All such assets, whether or not in the possession of the Secretary, will be physically identified and inventoried during each annual audit and as directed by the President or the Board of Trustees.
- **Section 11:** In the event of the dissolution of CCS, all properties, moneys, and other assets remaining after payment of all debts shall be donated to an organization that qualifies under Section 501(c)(3) of the Internal Revenue Code as an exempt charitable or educational not-for-profit organization; or an organization that qualifies under Section 509 of the Code is classified as not a private foundation; and which is selected by the then Board of Trustees of CCS, in their sole discretion subject to the above conditions, at the time of dissolution. Such assets shall be donated without restriction to be used in whatever manner may be directed by the Trustees of the recipient organization.

ARTICLE 12: CONTRACTING AUTHORITY

- **Section 1:** The Board of Trustees, except as otherwise provided in this Constitution, may authorize any officer or officers to enter into any contract or agreement on behalf of CCS. Any such authority may be general or confined to specific instances.
- **Section 2:** Whether a general or specific authorization, such authority shall be in writing and completed prior to the execution of any contract or agreement that will become an obligation of CCS. An entry in the minutes of a Board of Trustees meeting constitutes such approval in writing.
- **Section 3:** No one is authorized to enter into a contract of any kind on behalf of the Columbus Computer Society without the written authorization of the Board of Trustees. Individuals who obligate CCS without proper authority, whether intentionally or inadvertently, will be liable for any obligations incurred.

ARTICLE 13: MERGERS

Section 1: The Board of Trustees may enter into merger agreements with other computer groups in accordance with the provisions of this Constitution.

ARTICLE 14: AMENDMENTS

- **Section 1:** This Constitution may be amended by an affirmative vote of two-thirds of the members voting.
- **Section 2:** Voting will be in accordance with the provisions of Article 7 of this Constitution.

ARTICLE 15: VALIDITY

Section 1: If any part of this Constitution is determined to be invalid, such determination shall not impair or otherwise affect in any manner the validity, enforceability, or intent of the balance of this Constitution.

ARTICLE 16: RATIFICATION OF CONSTITUTION

- **Section 1:** The President shall designate a calendar month for the ratification of this Constitution.
- **Section 2:** The proposed Constitution shall be made readily available to the CCS membership prior to the ratification meeting.
- **Section 3:** This Constitution shall be ratified only by a majority vote of all eligible members voting at general meetings of CCS during the month designated in Section 1 of this Article. Voting procedure will be in accordance with the provisions of Article 7 of this Constitution.
- **Section 4:** This Constitution supersedes all previous Constitutions of The Columbus Computer Society.

We, whose names are signed below, hereby attest to the ratification of the foregoing Constitution of the Columbus Computer Society on this 20th day of March, 2013.

| John Cramer, President | |
|---------------------------|--|
| Ruth L. Albert, Secretary | |