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## **Article I: Parliamentary Authority**

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The Columbus Computer Society (CCS) shall follow the current edition of Robert's Rules of Order, Newly Revised, in all applicable cases, except when conflicting with these Bylaws, the Constitution, or any special rules of order adopted by CCS.

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## **Article II: Legal Status**

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- Section 1. Federal Designation: The IRS classifies CCS as a 509(a)(2) public charity and exempt under Section 501(c)(3). The Board must file relevant forms annually to maintain this status.
- Section 2. State Designation: The State of Ohio classifies CCS as a "Corporation for Non-Profit." Per Ohio Revised Code Section 1702.06, the "Certificate of Continued Existence" must be filed periodically.

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## **Article III: Membership Requirements**

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- Section 1. General Membership Eligibility: Membership is open to any individual or organization interested in promoting and advancing the purposes outlined in the Constitution.
- Section 2. An individual or organization is a member in good standing if they:
- A. Uphold the mission and values of CCS.
  - B. Abide by the Constitution, Bylaws, and any policies or procedures the organization adopts.
  - C. Fulfill all financial obligations, including timely payment of dues and any other assessments as determined by the Board.
  - D. Actively participate in or support the activities and initiatives of CCS.
- Section 3. Financial Obligations
- A. Members may be required to pay membership dues as determined by the Board.
  - B. The Board annually reviews and sets the amount, frequency, payment method, and due date for any required membership dues.

- C. Members who fail to meet their financial obligations within the designated timeframe may be subject to suspension or termination of membership privileges.

Section 4.      Membership Qualifications

- A. Members may include individuals, families, businesses, non-profits, and educational institutions.
- B. Student members must currently attend an accredited educational institution.

Section 5.      Responsibilities of Members:

- A. Actively support the organization's mission and participate in its programs and initiatives.
- B. Maintain open and respectful communication with other members and the Board.
- C. Provide accurate and updated contact information.
- D. Respect the rules and procedures established by the Board, including those governing events, elections, and committee participation.

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## **Article IV: Membership Dues**

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Section 1.      The Board may propose changes to membership dues, which a majority of members present at a General Membership meeting must approve.

Section 2.      Any approved change in dues shall take effect on a date determined by the Board.

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## **Article V: Board Meetings and Procedures**

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Section 1.      The Board shall meet at least once per quarter to conduct official business and oversee the organization's operations.

Section 2.      Procedures

- A. Quorum: Official business requires the presence of a majority of voting members.
- B. Notice: Meeting notices shall be provided to all Board members at least 30 days in advance.

- C. Executive Session: The Board may convene in an executive session to discuss sensitive or confidential matters, during which non-board members shall not be present unless invited.

## **Article VI: Officer Duties**

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- Section 1. This section outlines officers' high-level responsibilities. The position description manual describes each role's additional duties, obligations, and expectations.
- Section 2. President: This officer is the chief executive officer, oversees compliance, and represents the organization externally. Key tasks include strategic planning, financial oversight, and membership engagement.
- Section 3. Secretary: This officer serves as the chief administrative officer, overseeing the administrative functions and ensuring efficient operation.
- Section 4. Treasurer: This officer serves as the chief financial officer, overseeing all fiscal activities, maintaining financial records, and ensuring compliance with applicable regulations.
- Section 5. The position description manual will maintain detailed descriptions of the responsibilities of officers.

## **Article VII: Directors**

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- Section 1. The position description manual outlines the duties, obligations, and expectations of directors.
- Section 2. The Board shall include at least two directors to support the ongoing needs and governance of the organization.
- Section 3. Director Terms:
  - A. Each director shall serve a term of two (2) years, commencing on July 1 of the year appointed and concluding at midnight on June 30 of the second following year.
  - B. The Board shall appoint one director in odd-numbered years and one in even-numbered years to ensure continuity of leadership.
  - C. The Board shall determine the terms for any additional directors, as outlined in the Position Description Manual, rotating their appointment between odd and even-numbered years.

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## **Article VIII: Ex Officio Members**

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- Section 1. The Board shall create ex officio member roles as needed to meet the evolving needs of CCS.
- Section 2. The term for ex officio members shall be two (2) years.
- Section 3. The position description manual shall maintain detailed descriptions of the responsibilities and additional duties for ex officio members.

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## **Article IX: Non-Voting Board Members**

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- Section 1. Advisory Members:
- A. Officers, directors, and ex officio members may appoint Advisory Board Member positions or Assistants to conduct business.
  - B. These individuals provide advice, support, specialized knowledge, and expertise to the Board.
  - C. The Board shall approve the appointment by a majority affirmative vote.
- Section 2. Assistants support the Board by providing specialized knowledge or experience. As determined by the Board, they may be appointed to aid in administrative functions, project management, or advisory roles.
- Section 3. The position description manual will maintain detailed descriptions of the responsibilities of non-voting members.

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## **Article X: Committee Governance**

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- Section 1. The Board shall approve the formation of committees by a majority affirmative vote.
- Section 2. The Board shall approve committee member appointments by a majority affirmative vote.
- Section 3. The operational guide shall specify the details of each committee.

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## **Article XI: Committee Oversight**

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- Section 1. The Board shall ensure that all committees operate effectively and transparently by performing the following oversight functions:

- A. Periodic Review: The Board shall evaluate each committee's performance regularly to confirm that its activities align with the organization's goals and objectives.
- B. Compliance Monitoring: The Board shall ensure that committees adhere to all applicable legal, ethical, and financial regulations.
- C. Progress Reports: Committees shall provide the Board with regular updates detailing their progress, accomplishments, and challenges.
- D. Conflict Resolution: The Board shall establish procedures to address disputes or issues arising within or between committees, ensuring fair and timely resolution.

Section 2. By fulfilling these oversight responsibilities, the Board supports the committees' effectiveness and accountability while aligning with the organization's mission and vision.

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## **Article XII: Member Groups**

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- Section 1. A member group is a community within CCS that shares a particular area of interest or expertise.
- Section 2. Members may propose new groups for Board approval.
- Section 3. Group coordinators organize and represent groups.
- Section 4. The operational guide shall specify the details of each member group.

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## **Article XIII: Election Process**

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- Section 1. General elections for officers shall be held annually in June.
- Section 2. Election Committee:
- A. The term for Election Committee members shall be two (2) years.
  - B. The Election Committee shall:
    - (i) Elect a chairperson.
    - (ii) Solicit nominations from members.
    - (iii) Publish a list of nominees at least 30 days before the election.
    - (iv) Facilitate candidate presentations in a contested race.

- (a) The Election Committee shall organize and oversee opportunities for candidates to present their platforms, including forums, speeches, question-and-answer sessions, or written statements submitted to the membership.
- (b) The Election Committee shall conduct these presentations fairly and equitably to ensure all candidates can engage with the membership.

Section 3. Nominations:

- A. Any member in good standing may nominate another member with the nominee's consent.
- B. Nominations require a second from another member.

Section 4. Voting Procedures:

- A. Voting may be conducted electronically, by mail, or in person at the June General Membership Meeting, which is the organization's Annual Meeting.
- B. Members shall be notified of voting procedures at least 30 days in advance.
- C. Ballots, when exercised, shall ensure the anonymity and validation of votes.

Section 5. Election Results:

- A. The candidate receiving the most votes for each position shall be declared the winner.
- B. In the event of a tie, the Election Committee shall determine the resolution method, such as a runoff election or another fair procedure, as specified in the operational guide.
- C. Results shall be certified by the Election Committee and reported to the membership.

Section 6. Special Elections:

- A. If a vacancy occurs, the Board shall hold a special election within 45 days to fill the position.
- B. The Election Committee shall follow the same procedures in this Article.

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**Article XIV: Amendments**

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Section 1. Proposal of Amendments

- A. Any member in good standing may propose amendments to the Bylaws.
- B. Members may submit a proposed amendment for a membership vote through one of the following methods:
  - (i) Board Approval: The Board reviews and approves the amendment with a majority affirmative vote within 60 days of submission.
  - (ii) Membership Approval: At least one-third ( $\frac{1}{3}$ ) of members in good standing sign a petition requesting a vote on the amendment, bypassing Board approval.
    - (a) The Board shall validate the petition to confirm that members in good standing have provided the required signatures.
    - (b) If a dispute arises over the petition's validity, an impartial third party selected by the Board shall review and certify the results.
    - (c) The Board may issue a formal recommendation of approval or disapproval for proposed amendments. However, its recommendation shall not affect whether a qualifying amendment proceeds to a membership vote.

Section 2. Bylaws Convention

- A. Members may call a Bylaws Convention if the Board does not vote on a proposed amendment within 60 days or if they seek to bypass the Board's review process.
- B. Members shall convene a Bylaws Convention if at least one-third ( $\frac{1}{3}$ ) of members in good standing submit a petition requesting it.
- C. Members shall hold the convention within 30 days after the Board validates the petition.
- D. Amendments proposed at the convention shall proceed directly to a membership vote, bypassing Board approval.

Section 3. Notification of Proposed Amendments

- A. The Board or the Bylaws Convention shall notify all members in good standing of any proposed amendment at least 30 days before the voting deadline.
- B. The notice shall include:
  - (i) The full text of the proposed amendment.

- (ii) The Board's recommendation, if one is issued.
- (iii) The voting timeline, the deadline, and the method of voting.
- C. The operational guide shall define the method(s) for notifying the membership.

Section 4. Adoption of Amendments

- A. A majority affirmative vote of members in good standing is required to adopt an amendment.
- B. The Board shall outline additional details regarding the voting process in the operational guide.

### **Declaration**

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We, whose names are signed below, hereby attest to the ratification of the foregoing Bylaws on this 17th day of July, 2025.

*Kenneth J. Tubaugh*

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Kenneth J. Tubaugh, President

*Ruth L. Albert*

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Ruth L. Albert, Secretary