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## **Preamble**

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We, the Members of the Columbus Computer Society (CCS), establish and adopt this Constitution to promote our mission, strengthen our organization, and uphold our collective purpose. We recognize the importance of unity, shared values, and collective effort in achieving our vision. This Constitution establishes the governance, decision-making, and accountability framework that guides us in fulfilling our mission to serve our members and the community.

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## **Article I: Name**

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The organization's name shall be the "Columbus Computer Society," hereafter "CCS."

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## **Article II: Establishment**

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Members founded the organization on March 22, 1985, as the Columbus PC Users Group. On March 3, 1987, members approved an amendment to the Articles of Incorporation, officially changing the name to the Columbus Computer Society.

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## **Article III: Purpose**

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CCS is devoted to offering services to its members with a focus on technology. Its purpose includes the following:

- Section 1. Promoting and enhancing technology for individuals and communities through education, outreach programs, and advocacy for equitable access to technology;
- Section 2. Encouraging experimentation and research in technology's current and potential uses;
- Section 3. Providing education on existing and emerging technologies;
- Section 4. Offering a forum for members to raise awareness and utilization of technology;
- Section 5. Facilitating the exchange of ideas, knowledge, and experience among members for their enrichment;
- Section 6. Acting as a communication medium with other technology groups;
- Section 7. Facilitating the formation of member groups with particular areas of interest or expertise;

- Section 8. Providing a platform for exchanging public domain and open-source technology;
- Section 9. Offering members a medium for acquiring and researching technology;
- Section 10. Pursuing other purposes authorized by the Board of Trustees, consistent with the governing documents of CCS.

## **Article IV: Governance**

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- Section 1. CCS shall have a Board of Trustees, hereafter “Board,” responsible for the organization's overall governance and strategic direction.
- Section 2. The Board is responsible for the organization's governance, decision-making, and strategic oversight.
- Section 3. The Board is responsible for ensuring compliance with applicable laws and ethical standards.

## **Article V: Board Structure**

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- Section 1. The Board shall consist of at least three (3) members who serve voluntarily.
- Section 2. The Board shall consist of members in good standing who serve as officers, directors, ex officio members, and other positions as defined in the Bylaws, position description manual, or the operational guide.
- Section 3. The Bylaws, position description manual, or the operational guide shall specify the duties of the members of the Board.
- Section 4. Voting Members:
  - A. Officers, directors, and ex officio members in good standing shall constitute the voting members of the Board.
  - B. There shall be at least two degrees of familial separation between voting members of the Board.
- Section 5. Non-Voting Board Members:
  - A. Non-voting members may attend Board meetings, participate in discussions, and offer recommendations, but shall not hold voting rights or official governing positions.
  - B. The Bylaws, position description manual, or the operational guide shall specify the duties of Non-Voting Members of the Board.

## **Article VI: Officers**

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### **Section 1. Standing Officers**

- A. The membership shall elect the following officers: President, Secretary, and Treasurer.
- B. Each officer 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.
- C. The term of the President and Treasurer shall begin in even-numbered years.
- D. The term of the Secretary shall begin in odd-numbered years.

### **Section 2. Additional Officers**

- A. Additional elected officers, such as a Vice President or an Officer-At-Large, may be established.
- B. The Board must approve the establishment of officers by a majority affirmative vote.
- C. The membership shall elect additional officers established by the Board.
- D. The Board shall determine the term length for additional officers.
- E. The Board shall determine when the term begins for additional officers.
- F. The position description manual shall maintain detailed descriptions of each additional officer's responsibilities, qualifications, and expectations.

Section 3. The Bylaws shall specify the election process for officers.

Section 4. The Bylaws, position description manual, or the operational guide shall specify the duties of the officers.

## **Article VII: Directors**

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Section 1. Directors shall be created by a majority affirmative vote of the Board as needed to conduct business.

Section 2. The President shall appoint directors, subject to Board approval by a majority affirmative vote.

- Section 3. Directors shall oversee specific areas or departments within the organization, providing leadership, direction, and management to help the organization achieve its mission and goals.
- Section 4. The Bylaws, position description manual, or the operational guide shall specify the director positions.
- Section 5. The Bylaws, position description manual, or the operational guide shall specify the directors' duties.

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

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- Section 1. Ex officio members shall be created by a majority affirmative vote of the Board as needed to conduct business.
- Section 2. The President shall appoint ex officio members, subject to Board approval by a majority affirmative vote.
- Section 3. Ex Officio Members shall provide specialized expertise, advice, and support to the organization, contributing valuable insights and guidance that enhance decision-making and strategic planning efforts.
- Section 4. The Bylaws, position description manual, or the operational guide shall specify the ex officio member positions.
- Section 5. The Bylaws, position description manual, or the operational guide shall specify the duties of ex officio members.

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### **Article IX: Committees**

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- Section 1. Purpose
- A. Committees support the organization's governance and operations by carrying out specific duties aligned with the organization's mission.
  - B. Committees facilitate collaboration, decision-making, and strategic initiatives in key areas such as elections, membership, programs, and governance.
  - C. The Board shall establish, modify, or dissolve committees to meet the organization's evolving needs.
- Section 2. Standing Committees
- A. Standing Committees are permanent committees that operate continuously and address specific procedural matters or ongoing responsibilities.

B. Executive Committee

- (i) This committee oversees day-to-day operations, makes decisions between Board meetings if necessary, and advises the Board on strategic matters.
- (ii) This committee is composed of CCS officers.

C. Audit Committee

- (i) This committee oversees the audit process and ensures compliance with the financial reporting processes and internal controls.
- (ii) The Secretary shall serve as an ex officio member.
- (iii) The Treasurer may not serve on this committee.

D. Election Committee:

- (i) This committee oversees all aspects of the election process, including nominations, vote collection, tabulation, and reporting results.
- (ii) Candidates for office shall not serve on the Election Committee during the election cycle in which they are running.

Section 3. Ad Hoc Committees

- A. Ad Hoc Committees are temporary committees established by the Board to address a specific purpose or task. Member appointments are approved annually.
- B. Ad Hoc Committees shall be established by the Board as needed.
- C. These committees disband once they achieve their objective or their mandate expires. A majority affirmative vote of the Board or the committee members dissolves them.
- D. The President shall serve as an ex officio member on Ad Hoc Committees.

## **Article X: Membership**

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Section 1. CCS has no limitations on membership eligibility.

Section 2. Members must meet the requirements outlined in the Bylaws, which include maintaining good standing and fulfilling financial obligations as determined by the Board.

Section 3. Membership Categories

- A. The Board may establish membership categories, such as corporate, honorary, individual, lifetime, or student, as desired to conduct business.
- B. The Board must approve the formation of membership categories by a majority affirmative vote.
- C. The operational guide shall specify the details of each membership category, including benefits, eligibility, rights, and responsibilities.

Section 4. Membership Notifications

- A. The operational guide shall define the method(s) for notifying the membership regarding meetings, elections, amendments, and any other official communications required by the organization.
- B. Notices shall specify all relevant details, including timing, purpose, and any necessary actions by the membership.

## **Article XI: Board Meetings**

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Section 1. The operational guide shall establish rules and procedures to achieve a quorum.

Section 2. To legally transact business, a majority of the occupied voting Board members shall constitute a quorum.

Section 3. General Board Meetings

- A. A General Board Meeting aims to conduct business and ensure effective governance.
- B. The Board shall determine the frequency of meetings, with at least one meeting per quarter each year.

Section 4. Special Board Meetings

- A. A Special Board Meeting addresses specific and urgent matters requiring the Board's immediate attention.
- B. Any Board member may call these meetings to discuss and take action on issues that must be resolved before the next General Board Meeting, ensuring timely decision-making and response to critical situations affecting the organization.
- C. The Board may call a Special Board Meeting as needed.

Section 5. Executive Session

- A. An Executive Session occurs as needed within a Board meeting. It provides a confidential forum for the Board to discuss sensitive matters, such as personnel issues, legal matters, and strategic planning, without the presence of non-board members.
- B. An Executive Session, defined as a Board Meeting attended exclusively by Board members, shall be conducted according to procedures specified in the operational guide.
- C. The Board may call an Executive Session as needed.

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**Article XII: Membership Meetings**

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Section 1. As specified in the operating guide maintained by the Board, the Board has the authority to establish rules and procedures to achieve a quorum.

Section 2. A quorum shall consist of a majority of members in good standing who are present, enabling the transaction of business.

Section 3. Membership Meeting

- A. Membership Meetings provide a forum for members to gather, discuss relevant issues, receive updates on activities and financial status, participate in decision-making processes, engage with the Board and fellow members, and ensure effective governance.
- B. The Board shall determine the intervals to meet, with a minimum requirement of at least one meeting per year for the annual election of officers, based on operational requirements and the complexity of business activities.

Section 4. Notice to the Membership: If a Membership Meeting requires a vote, the Board shall notify all members in good standing at least thirty (30) days in advance, including the details in the notice.

Section 5. Special Membership Meeting

- A. A Special Membership Meeting addresses specific and urgent matters that require the immediate attention of the membership. The Board or the membership may call these meetings to discuss and act on issues that must be resolved before the next meeting, ensuring timely decision-making and response to critical situations.

- Section 6. Notice to the Membership: All members in good standing will receive notice of a special membership meeting at least seven (7) days before the meeting date, with the details specified in the notice.

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### **Article XIII: Board Vacancies**

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- Section 1. Resignation
- A. If a Board member resigns, the resigner shall submit a formal notification to the Board.
  - B. If an officer resigns, the Board shall appoint a member in good standing to fill the position at the next Board Meeting. The appointee shall serve for the remainder of the unexpired term.
  - C. If a director resigns, the President shall appoint a member in good standing to fill the position. The Board must approve the appointment by a majority affirmative vote. The appointee shall serve for the remainder of the unexpired term.
  - D. If the Board resigns, the membership shall have 90 days to elect new officers. Failure to do so will result in the dissolution of the organization.
- Section 2. Death
- A. In the event of the death of a Board Member, anyone can formally notify the Board.
  - B. In case of an officer's death, the Board shall appoint a member in good standing to fill the position at the next Board Meeting. The appointee shall serve for the remainder of the unexpired term.
  - C. In case of a director's death, the President shall appoint a member in good standing to fill the position. The Board must approve the appointment by a majority affirmative vote.

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### **Article XIV: Board Member Removal**

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- Section 1. The Board may remove an officer or director who cannot serve or fails to perform their official duties.
- Section 2. The process for removal shall be as follows:
- A. Any Board member who receives a written complaint shall request a review to determine its validity.



- B. The Board shall determine whether or not to request the resignation by a majority affirmative vote.
- C. If an officer refuses to resign:
  - (i) The Board shall notify the membership and hold a recall election at a Membership Meeting.
  - (ii) The Board shall notify and provide details of the recall election to all members in good standing at least thirty (30) days before the voting deadline.
  - (iii) Members in good standing who are present must cast a majority affirmative vote to approve the removal.
  - (iv) If recalled, the officer shall surrender all CCS property in their possession.
- D. If a director refuses to resign:
  - (i) The Board shall notify the membership and hold a vote at a Membership Meeting.
  - (ii) All members in good standing will receive notice and details of the resignation request at least thirty (30) days before the voting deadline.
  - (iii) Members in good standing who are present must cast a majority affirmative vote to approve the removal.
  - (iv) If recalled, the director shall surrender all CCS property in their possession.

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## **Article XV:        Member Removal**

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- Section 1.     The Board may remove a member for cause, including but not limited to inactivity, violation of organizational policies, failure to fulfill membership duties, or conduct that disrespects the organization.
- Section 2.     Any member of the Board who receives a written complaint shall call for a review to determine its validity.
- Section 3.     The Board shall determine whether or not to request the resignation by a majority affirmative vote.
- Section 4.     The process for removal shall be as follows:

- A. The Board shall provide written notice to the member, specifying the reason(s) for removal.
- B. The Board shall convene in Executive Session(s) to discuss the removal.
- C. The Board and the member shall meet to discuss the removal.
- D. Board members must cast a majority affirmative vote to approve the removal.
- E. The Board may issue a prorated refund of membership dues.
- F. The Board shall revoke all membership benefits.
- G. The organization shall document the decision and rationale in the minutes.

Section 5. If the member refuses to relinquish their membership, they have the right to appeal the decision to the membership. The operational guide shall define the details of the appeal process.

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## **Article XVI: Amendments**

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### **Section 1. Proposal of Amendments**

- A. Any member in good standing may propose amendments to the Constitution.
- 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 two-thirds (2/3) affirmative vote within 60 days of submission.
  - (ii) Membership Approval: At least one-third (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. Constitutional Convention

- A. Members may call a Constitutional 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 Constitutional 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 Constitutional 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.

Section 4. Adoption of Amendments

- A. A two-thirds ( $\frac{2}{3}$ ) affirmative vote of members in good standing is required to adopt an amendment.
- B. The operational guide shall outline additional details regarding the voting process.

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**Article XVII: Dissolution**

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- Section 1. A resolution adopted by a majority affirmative vote of the Board initiates the dissolution process. Without an active Board, the membership shall follow all applicable federal, state, and local laws.
- A. The Board shall notify the membership and hold a vote regarding the resolution.

- B. The Board shall provide written notice of the dissolution vote to all members in good standing at least sixty (60) days in advance, including details of the dissolution process. The operational guide shall outline additional procedural requirements, if applicable.
- C. Members in good standing and who are present must cast a majority affirmative vote to adopt the dissolution.
- D. In the event of dissolution, the Board shall distribute all remaining CCS assets to one or more non-profit organizations with similar charitable and organizational purposes as determined by a majority affirmative vote.

Section 2. By majority affirmative vote, the Board shall decide how to dispose of assets that it cannot distribute, while ensuring compliance with all applicable federal, state, and local laws.

Section 3. Before distributing any assets, the Board shall comply with all legal requirements, including but not limited to notifying the appropriate state authorities and filing the necessary forms for dissolution.

### **Declaration**

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We, whose names are signed below, hereby attest to the ratification of the foregoing Constitution 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