

Report of the WPLUG Bylaws Committee

August 31, 2005

The committee appointed to review and recommend revisions to the bylaws of the Western Pennsylvania Linux Users Group (WPLUG) reports that it has completed its assigned task. The committee recommends that the WPLUG Board of Directors adopt the following resolution:

Resolved, That the bylaws of the Western Pennsylvania Linux Users Group be amended by substituting for them the attached document titled “WPLUG Bylaws,” with such temporary exceptions as are detailed in the attached document titled “Provisos Relating to Transition.”

The committee further recommends that the WPLUG Board of Directors adopt these four special rules of order:

Resolved, That an ELECTION SPECIAL RULE OF ORDER be adopted as follows:

Each voting member may rate any number of nominees in a manner that assigns to each nominee 1, 2, or 3 points. Members may also write in unnominated candidates’ names and assign 1, 2, or 3 points to each write-in candidate.

(Such write-in candidates are treated as identical to nominees for the voting method, but write-in candidates are permitted to serve as election tellers, as they may not have known in advance that they received points.)

A voting member expresses consent for a nominee by giving the nominee a rating. Only nominees who have been rated by a majority of the voters can possibly be elected.

Counting is performed by adding up the point totals for each nominee. The nominees with the highest point totals shall be declared elected, subject to the consent condition mentioned above. Director seats will be filled in the order of the highest point totals first.

In case of ties, the nominees with higher numbers of 3-point ratings shall prevail. Further ties shall be broken by counting 2-point ratings, 1-point ratings, and finally by using a random number generator.

Resolved, That an ABSENTEE BALLOTING SPECIAL RULE OF ORDER be adopted as follows:

When absentee ballots are to be used for voting, they shall be opened and counted at a regular meeting. The Secretary shall notify the membership at least 21 days prior to such a vote including a description of the matter to be voted upon.

The Secretary shall create a ballot which includes the particulars of the resolution or election which is the subject of the vote and shall transmit a copy of the ballot to the membership at least 14 days, but no more than 28 days, prior to the voting meeting. Any instructions or other materials necessary for the vote shall be included with the ballot. Votes may be cast from the time ballots are distributed until the polls are closed at the voting meeting. The Secretary shall receive all absentee ballots cast and bring these to the voting meeting but may not unseal them.

At the voting meeting, the Members shall select two or more tellers from among themselves to unseal the ballots and count the vote. The secrecy of each Member's vote shall be maintained.

The tellers shall provide a verifiable report summarizing the vote. The report shall contain full vote totals unless otherwise ordered.

Resolved, That a NEWSLETTER COMMITTEE SPECIAL RULE OF ORDER be adopted as follows:

A Newsletter Committee shall be appointed by the newly-elected Board, promptly after taking office. Its duties shall include the publication of a monthly newsletter reporting on WPLUG and open source activities in the region. This committee shall provide regular reports to the Board and to the membership.

Resolved, That an IRC VIRTUAL MEETINGS SPECIAL RULE OF ORDER be adopted as follows:

The Board and all committees may conduct meetings via Internet Relay Chat (IRC). The meeting chair shall create a moderated, invite-only channel in which the meeting will take place and shall be the sole channel operator. The meeting chair shall add participants to the channel after confirming their true identity. At the commencement of the meeting, a roll call shall be held with all participants identifying themselves by handle and by full name. All votes shall be conducted by roll call. Participants shall seek recognition on the channel by the meeting chair and shall wait to be publicly recognized before speaking. A text file of the IRC log of the meeting shall be included as an attachment to the minutes.

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WPLUG Bylaws

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1 NAME

The name of this unincorporated association shall be “Western Pennsylvania Linux Users Group” (“WPLUG”).

2 PURPOSE

The purpose of WPLUG is to provide:

- a forum for the discussion and exploration of Linux-related issues;
- technical assistance to participants by participants;
- education about, advocacy for, and development of open source software, standards, and protocols; and
- opportunities for socializing among WPLUG participants and/or other Linux/open source users or advocates.

3 MEMBERS

3.1 Definition

A natural person becomes a Member of WPLUG by completing and signing an application for membership and paying dues. The identifying and contact information to be provided on the application shall be set by the Board of Directors. Dues shall be recommended by the Board and approved by the membership. The term of membership shall be one year.

3.2 Voting Rights

During the first 56 days (8 weeks) of membership, Members are not permitted to vote, be nominated for office, or hold a position on the Board.

Any Member whose dues are 28 or more days (4 or more weeks) in arrears shall not be permitted to vote.

3.3 Lapsed Membership

Any Member whose dues are 182 or more days (26 or more weeks) in arrears shall be automatically dropped from membership. Members in arrears but not yet dropped have the automatic right to reinstate a lapsed membership by paying back dues. The Board shall have the power to reinstate a former Member dropped for nonpayment and may elect to waive past dues.

4 BOARD OF DIRECTORS

4.1 Definition

A Board of Directors shall be elected by the WPLUG membership to handle the day-to-day affairs of WPLUG. The members of this Board shall be individually referred to as Directors.

4.2 Duties and Powers

The Board of Directors shall have full power and authority over the affairs of WPLUG except those reserved to others by these bylaws and by acts of the membership. Only the membership shall have the power to:

1. amend these bylaws;
2. adopt special rules of order for the membership;
3. authorize the establishment of a new program under the auspices of WPLUG;
4. authorize the expenditure of WPLUG funds on items that do not directly support existing programs; or
5. impose final disciplinary action upon a Member.

The Board shall be subject to the orders of the membership, and none of its acts shall conflict with action taken by the membership.

4.3 Nominations

When an election for Directors is required, the Secretary shall give the membership at least 28 days' (4 weeks') notification of a nomination meeting. The announcement shall state when and where the meeting will be held and how many seats are to be filled.

The number of Directors to be elected shall be as follows:

- less than 50 Members: 5 Directors
- 50 to 69 Members: 6 Directors
- 70 to 89 Members: 7 Directors
- 90 to 109 Members: 8 Directors
- 110 or more Members: 9 Directors

In making this determination, all Members shall be counted regardless of voting status.

Nominations for Directors shall be taken from the floor at the nomination meeting. Members may nominate themselves, and nominations do not need to be seconded. Nominees have the right to object and be removed from the ballot. If there are not enough nominees, then the Chair must nominate additional Members until there are as many nominees as seats.

4.4 Elections

At the close of the nomination meeting, the Secretary shall notify the membership of the nominees and the election meeting. Absentee balloting shall be used for each election. No nominee listed on the ballot may serve as an election teller.

Directors may be elected by less than a majority, if so provided in a special rule of order agreed to at or before the nomination meeting.

4.5 Board Meetings

The Board may establish its own regular meeting schedule. At least 7 days' notice shall be given of a regular meeting.

Special meetings of the Board may be called by the Chair on his own volition. The Chair shall also call a special meeting promptly upon the written request of three members of the Board. At least 24 hours' notice shall be given of a special meeting.

The Board shall post its minutes and other official records of its meetings on a forum accessible to the membership, except when the subject matter at the meeting is of a sensitive nature. In such a case, a notice of this fact and a brief explanation of why confidentiality is required shall be posted in its place, and the membership may demand that the undisclosed materials be posted with a $\frac{2}{3}$ vote of the entire voting membership.

In meetings of the Board and its subcommittees, any vote shall be taken by roll call if so requested by a member of that body.

4.6 Dissolution of the Board

The membership, for any reason, may choose to dissolve the WPLUG Board and call for a new election to replace the Directors. Dissolution may be proposed by majority vote at a membership meeting. Voting on adoption of the proposal shall be by absentee ballot. A $\frac{2}{3}$ vote or a majority vote of the entire voting membership shall be required for adoption.

5 MEMBERSHIP MEETINGS

5.1 Regular Meetings

Regular meetings shall be held on a monthly basis concurrently with scheduled General User Meetings unless otherwise announced. At least 14 days' (2 weeks') notice shall be given.

5.2 Annual Meetings

The business meeting in October shall be designated as the annual meeting and shall be for the purpose of electing Directors and any other business coming before the meeting.

5.3 Special Meetings

Special meetings shall be called upon the written request of a number of WPLUG Members sufficient to form a quorum. Special meetings may also be called by the Chair or by the Board of Directors. The purpose of the meeting shall be stated in the call. At least four days' notice shall be given.

5.4 Quorum

The quorum for membership meetings shall be the lesser of:

1. the sum of the prescribed size of the Board plus the square root of the total membership, voting and non-voting; or
2. the majority of the total voting membership.

5.5 Recording of Meetings

Members shall have the right to make recordings of business meetings by any non-intrusive means, except when in executive session or when prohibited by the assembly.

6 OFFICERS

6.1 Executive Officers

The executive officers shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer.

6.2 Directors-at-Large

Any Directors not holding an executive office shall hold the office of Director-at-Large.

6.3 Duties

Officers shall perform the duties prescribed in the parliamentary authority, with the modifications and additions as specified in these bylaws.

The **Chair** shall:

- sign or cosign all contracts entered into on behalf of WPLUG, but may by signed letter authorize any other Director to sign a **specific** contract on their behalf

The **Vice-Chair** shall:

- assist the Chair in the performance of that office's role and duties
- conduct the general correspondence of WPLUG and serve as its principal spokesperson

6.4 Qualifications

Only Members of WPLUG may serve as Directors. In addition:

- The **Chair** must be of majority age and possess such other qualifications as may be required to sign legally binding contracts on behalf of WPLUG. The Chair may not hold any other office simultaneously.
- To hold the office of **Vice-Chair**, an individual must be eligible for the office of Chair.
- The **Secretary** must be of majority age.
- The **Treasurer** must be of majority age and possess the qualifications to be held legally responsible and accountable for handling the organization's funds.

6.5 Appointment of Officers

Promptly after their election, the newly-elected Board of Directors shall choose a slate of officers from among themselves and present it to the membership. The officers on the slate shall take office at the close of the election meeting, or when the membership is notified of the slate, whichever is later.

6.6 Term of Office

Each Director's term shall be for one year and until the replacement slate of officers takes office after a regularly scheduled election.

If a Director-at-Large office is vacated, a replacement is not required before the next regularly-scheduled election, unless the Board or the membership calls for a special election to fill the empty Director seats.

If an executive office is vacated, the remaining Directors must choose a replacement, subject to the same rules used after an election. If no Director is eligible for the position, the Directors may set aside term limits in order to fill the position for the remainder of the term.

If, for any reason, the Board is unable to select a replacement for the vacated executive office, then a special election must be held. The election shall be for a single Director, who will serve on the Board and hold the vacated office until the new slate of officers takes office after the next regularly-scheduled election.

No one may serve more than two consecutive terms in the same executive office. There shall be no limit on the number of non-consecutive terms anyone may serve in a particular executive office or on the number of terms that may be served as a Director-at-Large.

6.7 Absence of Officers

An officer who has not attended a meeting of the Board of Directors within the previous 28 days (4 weeks) and has failed to attend three consecutive Board meetings for which proper notice has been given, unless such absence is excused, shall be deemed to have submitted a resignation from office and from the Board.

7 COMMITTEES

7.1 Internet Committee

An Internet Committee shall be appointed by the newly elected Board promptly after taking office. Its duties shall include the operation and maintenance of the web server, mailing list, IRC channel, and other network services for the group. This committee shall provide regular reports to the Board and to the membership.

7.2 Program Committee

A Program Committee of three or more people shall be appointed by the newly elected Board promptly after taking office. Its duties shall include planning and making arrangements for all WPLUG events, including presentations, installfests, and tutorials, except those events assigned to another committee. This committee shall provide regular reports to the Board and to the membership.

7.3 Investigating Committee

An Investigating Committee shall be appointed by the newly elected Board promptly after taking office. Its duties shall include the investigation of all disciplinary questions not assigned to special committees. This committee shall report to the Board as directed.

7.4 Other Committees

Such other committees, standing or special, shall be established as deemed necessary to carry on the work of WPLUG. These committees shall be appointed by the Board unless otherwise specified.

8 MISCELLANEOUS PROVISIONS

8.1 Disciplinary Action

When a member engages in conduct outside of a meeting tending to injure the good name of the organization, disturb its well-being, or hamper it in its work, or when such conduct at a meeting is sufficiently egregious in character, then the Board shall refer the matter to the Investigating Committee to determine whether further action, including the preferring of charges when necessary, is warranted.

Each trial shall be conducted in front of a special trial committee, appointed by the Board, unless the accused chooses to have the trial held in front of the membership.

8.2 Emergency Actions

An individual or group that has taken emergency action in excess of their authority shall report such action at the next meeting of the Board or membership, whichever has the authority to ratify the action.

8.3 Absentee Balloting

Votes shall be taken by absentee ballot when required by these Bylaws or when so ordered by an act of the membership. In a vote where absentee balloting is used, all votes must be cast using an absentee ballot. The details of voting shall be provided for by rule.

8.4 Virtual Meetings

By default, all Board and committee meetings are held in person, unless by $\frac{2}{3}$ vote at a prior meeting, a virtual meeting as described herein is scheduled.

The Board and all committees are permitted to conduct meetings by an electronic medium, if special rules of order have been provided for the method used. Such a method must require the identities of all participants to be verified prior to the meeting and be verifiable during the meeting. It must also permit all participants to engage each other simultaneously with less than a few seconds' delay.

The special rules for the method used must specify how identity is verified, how recognition of the presiding officer is sought, and how the floor is to be obtained. In all other aspects, such a meeting shall be conducted the same way as a face-to-face meeting.

9 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern WPLUG in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that WPLUG may adopt.

10 AMENDMENT OF BYLAWS

Amendments to these bylaws may be proposed by majority vote at a membership meeting. Voting on adoption of the proposal shall be by absentee ballot. A $\frac{2}{3}$ vote shall be required for adoption.

Provisos Relating to Transition

3 MEMBERS

3.1 Definition

This section shall be suspended in its entirety until a new Board takes office. In the interim, the existing Board shall have sole discretion to admit or reject applicants for membership. The term of membership shall be one year from the date of admission for applicants so accepted.

3.2 Voting Rights

The first paragraph of this section shall not apply to any Member admitted prior to November 1, 2005.

4 BOARD OF DIRECTORS

4.2 Duties and Powers

The first paragraph of this section shall be suspended until a new Board takes office. In the interim, the Board of Directors shall have full power and authority over the affairs of WPLUG.

4.3 Nominations

For the 2005 nomination meeting, the first paragraph of this section shall be modified so as to only require 14 days' (2 weeks') notice.

For the 2005 election, the number of Directors to be elected shall be 5, regardless of the number of Members.

4.6 Dissolution of the Board

This section shall be suspended in its entirety until a new Board takes office.

5 MEMBERSHIP MEETINGS

5.1 Regular Meetings

The notice requirement of the first paragraph of this section shall be suspended until a new Board takes office.

5.2 Annual Meetings

For 2005, the business meeting in November shall be designated as the annual meeting.

6 OFFICERS

6.3 Duties

Until a new Board takes office, the duties of the Secretary may be performed by any member of the Board.

6.4 Qualifications

The prohibition on the Chair holding another office simultaneously shall be suspended until a new Board takes office.

6.6 Term of Office

The term of each existing officer shall expire when a new Board takes office. The term of these newly-elected officers shall be for 11 months and until a replacement slate of officers takes office after a regularly-scheduled election.

The second, third, and fourth paragraphs of this section shall be suspended until a new Board takes office.

The term limits contained in the fifth paragraph of this section shall be suspended until a new Board takes office. Terms served prior to the installation of the new Board shall not be counted toward term limits.

10 AMENDMENT OF BYLAWS

This article shall be suspended in its entirety until a new Board takes office. In the interim, the bylaws may be amended by unanimous vote of the Board of Directors.