

BYLAWS of
HILTON HEAD ISLAND COMPUTER CLUB, INC.
Dated November 16, 2006
As amended and restated November 10, 2014
As amended and restated November 14, 2022

ARTICLE ONE - THE ORGANIZATION

Section 1. Name. The name of this non-profit organization shall be HILTON HEAD ISLAND COMPUTER CLUB, INC., abbreviated HHICC.

Section 2. Offices. The principal office of the organization shall be located at 70 Shelter Cove Lane, Hilton Head Island, Beaufort County, South Carolina 29928. The mailing address of the organization shall be 70 Shelter Cove Lane Ste L, Hilton Head Island, SC 29928-2005. The board of directors shall have the power and authority to establish and maintain the principal office and/or branch or subordinate offices at any other locations within the same county.

ARTICLE TWO - PURPOSE OF THE ORGANIZATION

Section 1. To educate the general public in personal computer use, and provide instruction in, and dissemination of educational material in the public interest including, but not limited to, material relating to the fields of personal computer software and hardware, computer related devices, the Internet and electronic communications.

Section 2. To provide a forum for the exchange of ideas, knowledge, and experience in the field of computer literacy at all relevant levels of technical expertise.

ARTICLE THREE - DEFINITIONS

Section 1. As used in these bylaws:

- A. "organization" shall mean Hilton Head Island Computer Club, Inc. or HHICC.
- B. "board" or "board of directors" means the Board of Directors of HHICC, as defined in these bylaws.
- C. "member" or "membership" means members of the organization as described herein.
- D. "member-in-good-standing" means a member who is current in his/her membership dues.
- E. "electronic transmission" means a process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient.

ARTICLE FOUR - MEMBERSHIP

Section 1. Membership shall be open to all and there shall be three classes of membership: Individual Membership, Family Membership, and Lifetime Family Membership.

- A. **Individual Membership:** An individual member is defined as a person who shall have the only right, privilege and authority to elect the officers of the organization as provided herein. In addition, individual members shall have the right and privilege of all other benefits and services of membership including all benefits which may accrue from the programs and activities of the organization. Individual members make an annual dues payment.
- B. **Family Membership:** A maximum of 3 people residing in the same household can form a Family membership. Family members shall have the same rights and privileges as individual members, except the right to vote as individuals for officers of the organization. The Family Membership casts a single vote and makes a single, annual dues payment.
- C. **Lifetime Family Membership:** Any member who serves on the Board of Directors for three consecutive years shall become a lifetime family member. Additionally, the Board of Directors can award a lifetime family membership to a member who has made a significant contribution to the Club. These memberships can include additional family members. Lifetime family memberships shall have the same rights and privileges as standard family memberships; however, they will not be required to pay annual dues.

ARTICLE FIVE - DUES

Section 1: All members, except Lifetime Family members, shall pay annual dues based on either the individual or family membership dues schedule set by the Board of Directors annually. The membership dues schedule will be announced at November's annual meeting. Individual and family members will pay annual non-refundable dues on their membership start date and such membership will continue for one year until their membership anniversary date. If dues are not paid within 90 days of the membership anniversary date, the member(s) will be removed from the Club's membership rolls.

Any member who chooses to switch from individual to family membership will pay the difference in annual dues at the time the switch occurs; but their membership start date will not change.

ARTICLE SIX - OFFICERS

Section 1. Number. The officers of the organization, each of whom shall be elected by the membership, shall be a president, a vice-president, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors. Any two or more offices may be held by the same person, except the offices of president and treasurer.

Section 2. Election and Term of Office. The officers of the organization, to be elected by the membership, shall be elected at the annual membership meeting in November of

each year to take office in January of the following year. Officers must be members-in-good-standing at the time of election and remain so during their term of office. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided.

Section 3. Removal. Any elected officer or any officer appointed by the board may be removed by the board of directors whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to his/her membership rights and other rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Powers and Duties. The powers and duties of the several officers shall be as shown below. Such powers and duties may be modified from time to time by resolution or other directive of the board of directors. In the absence of such provisions, the respective officers shall have the powers customarily and usually held by and duties performed by like officers of similar organizations:

President. The president shall be the chief executive officer of the organization; shall preside at meetings of the organization, the board of directors and executive committee; and shall be a member ex-officio of all committees, standing and special. The president shall create any special committees deemed necessary by the board, appoint their chairperson, and outline their major goal(s). He/she shall, with the approval of the board, appoint the chairpersons of all standing committees and directors at large, if any. The President shall report on the activities of the organization at the annual membership meeting. The president shall sign, with the secretary or treasurer, all contracts and official documents authorized by the board. The president, in the absence of the treasurer, shall sign all checks.

Vice-President. The vice-president shall assist the president in the general administration of the organization and shall perform any other duties assigned by the president or as directed by the board of directors. In the absence of the president, the vice-president shall assume the role and duties of the president.

Treasurer. The treasurer shall be the custodian of the organization, and shall be responsible for the receipts of all monies, collection of all membership dues, and payments made in accordance with the budget or upon approval of the board. The treasurer shall have the authority to appoint other individuals to accept monies on behalf of the organization as approved by the board. The treasurer shall keep accurate accounts, including a current inventory of assets, and shall present financial statements at the regular meetings of the board. The treasurer shall report the financial condition of the organization at the annual membership meeting. The treasurer shall prepare and submit all required budgets, financial reports and tax returns in a timely manner. The

treasurer, or the secretary, shall sign with the president all contracts and official documents authorized by the board. The treasurer shall turn over to his/her successor all books and financial records of the organization.

Secretary. The secretary shall keep the minutes of the general membership meetings, the board meetings and any executive committee meetings of the organization. The secretary is responsible for maintaining a correct copy of the membership list. The secretary shall maintain a file of essential records which shall be transferred to the successor at the close of his/her term of office. The secretary, or the treasurer, shall sign with the president contracts and official documents authorized by the board of directors.

Section 6. Compensation. No officer shall receive any salary from HHICC. Officers may be reimbursed for personal expenses incurred in conjunction with the performance of official duties in accordance with policies adopted by the board.

ARTICLE SEVEN – COMMITTEES

Section 1. Chairpersons. Chairpersons appointed by the President and approved by the Board shall be responsible for submitting to the Board, as requested but not less than annually, a roster of active committee members and a report of recent major committee accomplishments.

Section 2. Standing Committee; Duties.

(A) Executive Committee. The executive committee shall:

- (1) Consist of the current, duly-elected officers and any other Directors appointed by the Board.
- (2) Review the proposed operating budget for the ensuing year and suggest any additions, deletions or modifications before submission to the board.
- (3) Review annually the HHICC investment policy and any proposed modifications before submission to the Board.
- (4) Review any proposed changes to the goals and objectives of HHICC's current long range plan before submission to the Board.
- (5) Review all presidential appointees for standing and special committee chairpersons, director(s) at large, and any appointed officers before submission to the Board.
- (6) Assume any other responsibilities and duties delegated by the Board, including approval of expenditures within specific guidelines set forth by the Board.

(B) Education Committee.

- (1) Design, develop and implement board-approved educational activities for members as well as the public-at-large.
- (2) Coordinate with the Communications Committee in promoting all educational activities.
- (3) Cooperate with other committees in developing subjects, content, training materials, etc.

(C) Presentations Committee.

- (1) Solicit suggestions from the committees and the membership for desirable, informative presentations and make recommendations to the Board.
- (2) Coordinate and oversee all presentations at membership meetings, workshops, open houses, etc.
- (3) Coordinate with the Communications Committee in promoting all presentations.

(D) Special Interest Group (SIG) Committee.

- (1) Continually measure the interests of the members and establish, organize and support various board-approved SIGs to promote the general knowledge of specific topics of special interest to the general membership.
- (2) Provide administrative assistance to SIG leaders in promoting meetings and other SIG activities.

(E) Technology Committee.

- (1) Make recommendations to the board for additions, deletions and modifications to HHICC-owned computer hardware, software and peripheral devices, and oversee the procurement and installation of board-approved additions and changes.
- (2) Supervise all maintenance and repair activities and maintain up-to-date configuration documentation and inventory records.

(F) Resource Center Committee (RC).

- (1) Oversee the operation of the RC facility including but not limited to, maintaining an adequate inventory of expendables.
- (2) Make recommendations to the Board for additions, deletions or modifications to the RC and/or policies affecting the facility.

(G) Membership Committee.

- (1) Establish and maintain interactive systems for enrolling and renewing HHICC memberships, tracking individual membership status, and removal of members not-in-good-standing.
- (2) Maintain an up-to-date membership roster and provide the Secretary and the RC Committee an updated copy on a monthly basis.
- (3) Organize and oversee all board-approved membership recruiting activities.

(H) Communications Committee.

- (1) Draft, edit, layout and publish the HHICC electronic membership publications on a Board-approved schedule.
- (2) Make advertising fee schedule recommendations to the Board and solicit appropriate promotional advertising.
- (3) Supervise all other HHICC printed or electronic publications.

(I) Public Relations Committee.

- (1) Establish and maintain relationships with local media organizations.
- (2) Prepare press releases and notices for Board approval.

- (3) Coordinate all third-party public announcements and distribution of HHICC communications and correspondence.
- (4) Make publicity policy recommendations to the Board.

(J) Website Committee.

- (1) Design, author, produce and maintain a HHICC website to facilitate organizational communications with the membership and the public-at-large in a style and manner approved by the Board including, but not limited to, the capabilities and features necessary to support the variety of browsers and platforms utilized by the general membership.

(K) Nominating Committee.

- (1) Recruit and screen from among the members-in-good standing at least one candidate for each of the following offices for the ensuing year: President, Vice-President, Secretary and Treasurer. A list of all candidates who have consented to serve if elected shall be presented to the Board for nomination on or before October 31st each year.
- (2) Make recommendations to the Board of dates for the Annual Meeting, election notices and a voting deadline, consistent with the requirements of Article 10, and coordinate the election process.
- (3) The chairperson shall be the immediate past-president unless he/she is otherwise not able to serve, in which case the President, with the approval of the Board, shall appoint a member-in-good-standing who is not a nominee to serve as the chairperson.

(L) Community Service Committee.

- (1) Act as the liaison between HHICC and community non-profit organizations including, but not limited to, other tax-exempt (IRS 501(c)(3)) organizations, publicly-supported volunteer groups and similar organizations.
- (2) Follow-up on all assistance requests received, assess the needs of the requesting organizations, identify HHICC volunteer resources, if any, available to assist and provide oversight for approved community service projects.
- (3) Develop and maintain a current list of activities and of members who have previously agreed to provide services for non-profit organizations, together with the project skills and experience they are willing to share.

(M) Long Range Planning Committee.

- (1) Identify the goals and objectives of HHICC beyond the next fiscal year.
- (2) Estimate what future HHICC facilities and services must be provided and what key elements should be considered and not considered.
- (3) Construct a proposed three-to-five year operating budget and a suggested capital funding plan (Preliminary Plan) needed to support estimated facilities and services outlined in (M) (2) of this Article. Also, identify and outline the critical issues and significant challenges to each of the elements.
- (4) Communicate the Preliminary Plan to the various committees for discussion and feedback before submitting a Final Plan to the Board for approval and implementation.

- (5) Oversee and coordinate the development of committee sub-strategies to reach the Board-approved objectives and submit the completed Strategic Plan to the Board for final approval.
- (6) Coordinate with the Communications and/or the Public Relations Committee in the design and production of media materials to communicate the approved strategic plan to the membership and the public-at-large.

(N) Apple Committee.

- (1) Cooperate with the RC Committee to insure adequate staffing of Apple-literate volunteers.
- (2) Cooperate with the SIG Committee to host member-directed Apple SIGs, including but not limited to teaching participants about hardware and software developments.
- (3) Coordinate with the Technology Committee to ensure conformance with RC standards and conventions as well as satisfactory operation with all existing computing disciplines.
- (4) Coordinate with the Communications and/or the Public Relations Committee to publicize committee activities

(O) Volunteers Committee.

- (1) Recruit, train and supervise the RC volunteer corps.
- (2) Cooperate with the Community Service Committee to maintain a current list of members who have previously agreed to provide volunteer services, together with the project skills and experience they are willing to share.
- (3) Coordinate and manage the annual Volunteer Recognition & Appreciation party.
- (4) Coordinate and manage any one-time events hosted or sponsored by HHICC as directed by the Board.
- (5) Document the event activities and provide written reviews of all special events to the Board within an appropriate timeframe, including but not limited to, the objectives achieved, attendance figures, key participants, expenditures, etc.

(P) Special Events Committee:

- (1) Coordinate and manage any one-time events hosted or sponsored by HHICC as directed by the Board.
- (2) Document the event activities and provide written reviews of all special events to the Board within an appropriate timeframe, including but not limited to, the objectives achieved, attendance figures, key participants, expenditures, etc.

Section 3. Special Committee Duties. Special committees, their duties and their chairpersons may be established by the president with the approval of the board of directors.

ARTICLE EIGHT - BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of HHICC shall be managed by its board of directors.

Section 2. Number, Tenure, and Qualifications. The board shall consist of all elected officers, the chairperson of each standing committee and directors at large, if any. The term of office of each director shall be until the appointment or election and qualification of his/her successor, except that the term of office for a director at large ends December 31. Directors need not be residents of the State of South Carolina, but shall be members-in-good-standing of the organization.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held without notice other than this bylaw immediately after and at the same place as the annual membership meeting. The board of directors may provide, by resolution, the time and place for holding additional regular meetings of the board without other notice than such resolution. Additional regular meetings shall be held at the principal office of the organization in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the organization or at such other place as the directors may determine.

Section 5. Notice. Notice of any special meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting. Notice may be oral, if reasonable under the circumstances and communicated in a comprehensible manner, or written, if in a comprehensible form. Notice may be communicated in person; by telephone, electronic transmission, or other form of wire or wireless communication; or by U.S. mail or private carrier.

Section 6. Quorum. A quorum of the board of directors consists of one-third of the number of directors in office immediately before a meeting begins. In no *event* may the number for a quorum of the board be less than two (2) directors.

Section 7. Board Decisions. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors, except that a vote of not less than one-half of the number of directors in office shall be required for the amendment of or addition to the bylaws.

Section 8. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors *even* though less than a quorum of the board. A director elected by the board to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of officers shall be filled by election at an annual membership meeting or a special membership meeting called for that purpose.

Section 9. Compensation. No director shall receive any salary from HHICC. Directors may be reimbursed for personal expenses incurred in conjunction with the performance of official duties in accordance with policies adopted by the board.

Section 10. Presumption of Assent. A director who is present at a meeting of the board

or a committee of the board when action is taken is considered to have assented to the action taken unless: the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting; the director votes against the action and the vote is entered in the minutes of the meeting; the director's dissent and abstention from the action taken is entered in the minutes; or the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the organization immediately after adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action.

Section 11. Resignations. Any officer or chairperson may resign his/her position by notifying in writing the president or secretary or by announcing his/her resignation at any meeting of the board of directors and such action is entered in the minutes. All resignations shall be effective immediately unless otherwise stated at the time of receipt of the notification or announcement.

Section 12. Director at Large. A director at large is expected to regularly attend and participate in board meetings, and share his or her knowledge and expertise to benefit both HHICC and its members. A director at large can participate in various activities throughout HHICC, as his or her interest and available time permits.

ARTICLE NINE - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The president and the treasurer or the president and the secretary may, with the approval of the board of directors, enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. The board may, in specific instances, authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization.

Section 2. Loans. No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors.

Section 3. Checks. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed by such officer or officers and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositaries as the board of directors may select.

ARTICLE TEN - MEMBERSHIP MEETINGS

Section 1. Notice. Notice of any membership meeting shall be communicated to the membership at least forty-eight (48) hours before the time fixed for the meeting. Such notice may be communicated in person, by telephone, electronic transmission, or other form of wire or wireless communication, or by U.S. mail or private carrier. A notice

delivered as part of a newsletter or other publication regularly sent to members constitutes a written notice if delivered to the member's home address or electronic address shown in the organization's current membership database, or in the case of members who are residents of the same household and who have the same address in the organization's current membership database, if delivered to one of such members.

A. Annual Meeting. The annual membership meeting shall be held in the month of November in each year, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board shall present a recommended list of officer nominees to the membership at least fifteen (15) days prior to the date of the annual membership meeting. Nominations may be made by the membership prior to the election. Such nominations may be communicated in person, by telephone, electronic transmission, or other form of wire or wireless communication, or by U.S. mail or private carrier. The election may be conducted electronically, no earlier than five (5) days prior to the annual meeting. Each office will be voted for separately, and the person receiving the most votes from the eligible members voting will assume the office at the appropriate time as set forth in the bylaws. The president shall report to the membership on all major activities of the organization and the treasurer shall report on the financial condition of the organization. The annual membership meeting shall be open to the public.

B. Regular Meetings. The membership of the organization shall meet at a time and place as prescribed by the board of directors. The members shall consider and act upon matters as raised consistent with the provisions of the articles of incorporation or bylaws and, in addition, with the notice requirements herein stated. All membership meetings shall be open to the public.

Section 2. Quorum. Ten percent (10%) of the votes entitled to be cast on a matter, including a vote conducted electronically, must be represented to constitute a quorum on that matter. The members may adopt or amend a bylaw that fixes a greater quorum or voting requirement for the members. Any bylaw amendment approved by the membership that fixes a greater quorum or voting requirement for members may not be amended or repealed by the board of directors.

ARTICLE ELEVEN - GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the organization shall be the calendar year.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any member or director under the provisions of these bylaws or under the articles of incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed an effective waiver of such notice.

Section 3. Parliamentary Authority. Robert's Rules of Order (latest edition available at the meeting) shall be the parliamentary authority for all matters of procedures not

specifically covered by the bylaws or by specific rules of procedures adopted by the organization.

Section 4. Dissolution Policy. In the event of dissolution of the organization, the provisions of the Articles of Incorporation shall govern distribution and transfer of the remaining assets.

Section 5. Amendments. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board of directors at any regular or special meeting of the board, provided however, that the number of officers shall not be increased or decreased nor shall the provisions of Article 10. (MEMBERSHIP MEETINGS) be substantially altered without the prior approval of the members at a regular or special meeting of the membership. Changes in and/or additions to the bylaws by the board of directors shall be reported to the members at the next regular membership meeting and shall be subject to the approval or disapproval of the members at such meeting. If no action is then taken by the membership on a change in or addition to the bylaws, such change or addition shall be deemed to be fully approved and ratified by the membership.

Approved by the Board of Directors on October 12, 2022 and by the general membership on November 14, 2022

 11/14/2022

Norm Galloway, President

I certify that these Bylaws were ratified by the Membership on the above-mentioned date.

 11/14/2022

Jack Scandrett, Secretary

History: In 2008, the November 16, 2006 Bylaws were amended and restated by the Board of Directors on November 5, 2008 and by the general membership on November 20, 2008.