

BYLAWS OF NAPLES MACFRIENDS USER GROUP, INC.

Article I: Name

The name of this organization shall be **Naples MacFriends User Group, Inc.**, also referred to as **NMUG** and referred to as such herein.

Article II: Offices

The principal office of **NMUG** in the State of Florida shall be located care of Eckart Goette, 3453 NW 85th Terrace, Ocala, FL, 34482 or at such other place as shall be designated by the Board of Directors.

Article III: Purposes

The primary purposes of **NMUG** are as follows:

1. To promote and enhance the use of Apple devices, services and software [hereinafter“Apple Items”] through educational activities such as meetings, presentations, and classes.
2. To serve as a resource for information on the use of Apple Items.
3. To foster community among users of Apple Items through volunteer-led initiatives and activities, and through NMUG’s website and message board.
4. To use our extensive and comprehensive website as the focal point for communication, providing resources, updates, and information on upcoming events and organizational news.
5. To maintain a tax-exempt status under the applicable federal and state laws.

Article IV: Members

1. Eligibility: Membership is open to all individuals who are interested in supporting the purposes of NMUG.
2. Dues: The amount required for annual dues shall be determined by the Board of Directors.
3. Rights: Each member in good standing is entitled to one vote on each matter submitted to a vote of the members.
4. Termination: Membership may be terminated by voluntary resignation, non-payment of dues within three months of the due date, or as a result of

expulsion due to conduct detrimental to the interests of NMUG as determined by the Board of Directors following a fair hearing.

Article V: Meetings and Communications

1. Meetings: Regular meetings shall be held on a weekly basis as determined by the Board of Directors, except during July, August and the last two weeks of the year. All meetings will be conducted virtually, utilizing online platforms that facilitate remote participation.
2. Notice of Meetings: Electronic notice stating the place (virtual platform), day, and hour of any meeting will be delivered within a reasonable timeframe before the date of the meeting, along with instructions for virtual attendance.
3. Annual Meeting: The annual meeting of members shall be held once a year at which the directors shall be elected and other organizational matters shall be addressed. Specific details regarding the virtual platform and access will be provided by electronic notice to all members within a reasonable time frame ahead of the meeting.
4. Special Meetings: Special meetings may be called by the president, the Board of Directors, or not less than one-third of the members having voting rights. These meetings will also be held virtually.
5. Quorum: At any meeting of members, the presence of 30% of active members, counted as those participating in the virtual meeting, shall constitute a quorum for the transaction of business.

Article VI: Board of Directors

1. Number and Qualifications: The Board shall consist of at least three directors. All officers, if not already elected as directors, will be ex-officio directors. Directors must be members in good standing and willing to undertake the responsibilities of governance.
2. Powers: The Board of Directors shall have control of and be responsible for the management of the affairs and property of **NMUG**.
3. Terms: Each director shall serve a term of three years and may be re-elected.

4. Meetings: Regular meetings of the Board shall be held at least quarterly. Special meetings may be called by the president or any two directors.

5. Nominating Committee: A nominating committee shall be appointed by the Board at least four months before the annual election of directors. This committee shall consist of three members, who will be responsible for nominating a slate of candidates for the board.

Article VII: Meetings of the Board

1. Place of Meetings: Board meetings may be held virtually upon proper notice at a date and time that has been designated by resolution of the Board or in the call of the meeting.

2. Notice: Notice of each meeting of the Board, unless otherwise provided by the Bylaws, shall be given at least five days previously thereto by electronic means to each director.

3. Quorum: A majority of the number of directors shall constitute a quorum for the transaction of business. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Article VIII: Compensation of Directors

Directors shall serve without compensation. However, directors may be reimbursed for reasonable expenses and services incurred in the performance of their services to **NMUG** as may be fixed or determined by the Board of Directors.

Article IX: Expenses and Reimbursements

The Board of Directors may approve reimbursement of expenses incurred by members and directors in carrying out specific duties necessary for the operation of **NMUG**. Such approvals shall be consistent with the guidelines established by the Board.

Article X: Officers

1. Officers: The officers of **NMUG** shall be a President, Vice President, Secretary, and Treasurer.

2. Election and Term of Office: Officers shall be elected annually by the Board of Directors at the first meeting of the Board following the annual meeting of members. Each officer shall hold office until their successor has been duly elected.

3. Duties:

1. President: The President shall preside at all meetings . The President is the chief executive officer of **NMUG** and shall supervise and control all of the business and affairs of the organization.

2. Vice President: In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

3. Secretary: The Secretary shall keep the minutes of the Annual meetings of the members and the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws, and be custodian of the corporate records.

4. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of **NMUG**; receive and give receipts for moneys due and payable to **NMUG** from any source whatsoever, and deposit all such moneys in the name of **NMUG** in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws.

Article XI: Amendment of Bylaws

These bylaws may be amended by two-thirds majority of the members voting. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Article XII: Dissolution

In the event the Organization ceases to exist, the Organization shall be dissolved in accordance with the laws of the State of Florida. Thereafter, the net assets of the Organization remaining after payment of the Organization's outstanding obligations shall be turned over and distributed in equal shares to the members of NMUG.