

BYLAWS

FLORIDA ASSOCIATION OF COMPUTER USER GROUPS, INC.

Rev 3/2/02

1. Name:

The name of the Corporation shall be "Florida Association of Computer User Groups, Inc.", hereinafter referred to as "Corporation".

2. Purpose:

The Corporation is organized and will be operated exclusively for educational and charitable purposes within the meaning of section 501 (c) (6) of the Internal Revenue Code, or the corresponding section of any future tax code. No part of the net earnings of the Corporation shall inure to the benefit of any private individual. No substantial part of its activities will be carrying out propaganda or otherwise attempting to influence legislation. The Corporation will not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

3. Membership

Membership is open to all computer user groups regardless of hardware platform or location.

4. Offices:

Office : The office of the Corporation shall be located in the State of Florida at such place as may be fixed from time to time by the Board of Directors.

5. Meetings:

5.1 Annual Meeting Place: All annual meetings of the Corporation shall be held at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

5.2 Annual Meeting Time: The annual meeting of the Corporation for the election of officers and for the transaction of such other business as may properly come before the meeting shall be held each year in the spring before, during, or after a general meeting, at a date and time set by the Board. If the election of directors is not held on the day designated for the annual meeting of the Corporation, or at any adjournment thereof, the election shall be held at a special meeting of the Corporation called as soon thereafter as practicable.

5.3 Annual Meeting - Order of Business: At the annual meeting of Corporation, the order of business shall be as follows:

- (a) Calling of the meeting to order.
- (b) Proof of notice of meeting (or filing waiver).
- (c) Election of Officers

(d) Reading of minutes of last annual meeting.

(e) Reports of officers.

(f) Reports of committees.

(g) Miscellaneous business.

5.4 Special Meetings: Special meetings of the Corporation for any purpose may be called at any time by the President, the Board of Directors, or a majority of the designated representatives.

5.5 Notice of Meeting: The President or Board when calling an annual or special meeting of the Corporation shall cause to be delivered to each designated representative entitled to vote at the meeting, either personally or by mail not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

5.6 Voting Lists: The officer or agent having charge of the list of member groups of the Corporation shall make a complete list of the member groups entitled to vote at each meeting of the Corporation or any adjournment thereof, arranged in alphabetical order, with the address of each, the name of the designated representative of each, and the number of users belonging to each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member group designated representative during the whole time of the meeting for the purposes thereof.

5.7 Action by Member Groups Designated Representatives Without a Meeting: Any action required or permitted to be taken at a meeting of member groups designated representatives may be taken without a meeting if a written consent setting forth the action taken is signed by all member groups designated representatives entitled to vote with respect to the subject matter of such action. Any such consent shall be inserted in the minute book as if it were the minutes of a member groups' meeting.

5.8 Quorum: A majority of the designated representatives entitled to vote, represented in person or by proxy, shall constitute a quorum at a member groups' meeting. The votes of the majority of those present at any properly called meeting or adjourned meeting of member groups at which a quorum as in this Section defined is present, shall be sufficient to transact business. If less than a quorum of the member groups are represented at a meeting, a majority of the groups so represented may adjourn the meeting from time to time without further notice. At any adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The member groups present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough member groups to leave less than a quorum.

5.9 Proxies: At all member groups' meetings a member group designated representative may vote by proxy executed in writing by the member group designated representative or by its attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy shall be invalid after thirty (30) days from the date of its execution.

5.10 Closing of Transfer Books: For the purpose of determining member groups entitled to notice, or to vote at any meeting of member groups, or any adjournment thereof, or entitled to receive services from the Corporation, or in order to make a determination of member groups for

any other proper purpose, the Board of Directors may provide that the membership list shall be closed for a stated period of not to exceed fifty (50) days nor be less than ten (10) days preceding such meeting. In lieu of closing the membership list, the Board of Directors may fix in advance a record date for any such determination of member groups, such date to be not more than fifty (50) days and, in case of a meeting of member groups, not less than ten (10) days prior to the date on which the particular action requiring such determination of member groups is to be taken. If the membership list is not closed and no record date is fixed for the determination of the member groups entitled to notice of, or to vote at a meeting of member groups, or member groups entitled to receive services, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such service is adopted, as the case may be, shall be the record date for such determination of member groups.

5.11 Voting: Each member group entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of member groups.

5.12 Cumulative Voting: The right to cumulate votes in the election of directors or advisors shall not exist with respect to members of this Corporation.

5.13 Voting by Designated Representative: The vote of each member group shall be voted by such officer, agent or proxy as the bylaws of such member group may prescribe, or, in the absence of such provision, as the board of directors of such member group may determine provided the Corporation Board of Directors receives written confirmation of the appointment of such designated representative anytime before the vote is cast. Each member group must provide in writing the name of its designated representative to the Secretary of the Corporation at the time the member group becomes a member of the Corporation and must inform the Secretary in writing each time the name of such designated representative is changed.

6. Board of Directors:

6.1 Number and Powers: The management of all the affairs, property and interest of the Corporation shall be vested in a Board of Directors, consisting of no less than seven (7) persons nor more than nine (9) persons, who shall be elected for a term of two (2) years, four (4) whose terms will begin in even years and three (3) whose terms will begin in odd years, and shall hold office until their successors are elected and qualify, or they resign or are removed. The APCUG Board of Advisors representative for the state of Florida, shall be an ex-officio non voting member of the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised or done by the member groups.

6.2 Regular Meetings: A regular Board meeting shall be held without notice concurrently with and at the same place as the annual meeting of member groups. By resolution, the Board may provide the time and place either within the state of Florida for holding additional meetings without other notice than such resolution.

6.3 Special Meetings: Special Board meetings may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings may fix any place within the state of Florida as the place for holding any special Board meeting called by them.

6.4 Notice: Written notice of each special Board meeting shall be delivered personally, telecopied, telecommunicated or mailed to each director at his or her business address at least

five (5) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If the notice is telecommunicated, it shall be deemed to be delivered when the content is delivered to the telecommunications company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

6.5 Quorum: A majority of directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority be present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Members of the Board or any committee appointed by the Board may participate in a Board meeting or committee meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can receive communication from each other at the same time, and participation by such means shall constitute presence in person at a meeting.

6.6 Manner of Acting: The act approved by the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

6.7 Vacancies: Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

6.8 Removal: At a meeting of member groups called expressly for that purpose, one or more members of the Board (including the entire Board) may be removed, with or without cause, by a vote of the designated representatives of an absolute majority of the member groups then entitled to vote on election of directors.

6.9 Compensation: No directors or officers shall receive any salary or other compensation, except this shall not preclude any director or officer from receiving compensation for authorized out of pocket expenses.

6.10 Presumption of Assent: A director of the Corporation present at a Board meeting at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless his or her dissent is entered in the minutes of the meeting, he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. A director who voted in favor of such action may not dissent.

6.11 Action Taken by Directors Without a Meeting: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

6.12 Committees: Standing or temporary committees may be appointed from its own number by the Board of Directors from time to time and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. All committees shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office

of the Corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

6.13 Nomination Procedure: Candidates for the Board of Directors shall be nominated as follows: The Board shall send notices requesting nominations to the voting representative of each member user group at least 90 days prior to the annual meeting.

6.13.1 By the Board: The Board of Directors, by majority vote, may nominate one or more individuals, so long as no two Board nominees have their primary membership in the same member user group.

6.13.2 By Member Groups: Each member user group may, but is not obligated to, nominate one or more individuals, so long as no two nominees by that member group have their primary membership in the same member user group. The Board must receive notice of each such nomination pursuant to the procedures for notice set forth in these Bylaws at least sixty (60) days prior to the date of the annual meeting.

6.14 Election Procedure: Elections for the Board shall take place as follows: The Board shall give notice of the list of nominees to each member group entitled to vote thereon at least forty-five (45) days prior to the date of the annual meeting. Each member group, through its designated representative, may then vote for the number of directors to be elected, by votes cast by its designated representative, at least fifteen (15) days prior to the date of the annual meeting. The candidates receiving the most votes cast shall be elected, except if more than one of them are active members of the same member user group, in which case only the candidate receiving the highest vote total of candidates from that member group shall be elected, and other candidates who are members of the same member group shall not be considered. For this purpose, a candidate is not an "active member" if he or she belongs to a group other than his or her primary group for the purpose of receiving the newsletter and other announcements, but does not otherwise regularly participate in such other group. A member group may vote for up to the number of candidates to be elected, but cannot give any one candidate more than one (1) vote.

7. Officers:

7.1 Designation and Number: The officers of the Corporation shall be a President, a President Elect, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. from its' members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board from its' members. No person shall hold more than one office. The APCUG ex-officio member of the Board may not be an officer of the Corporation.

7.2 Election and Term of Office: The officers of the Corporation shall be elected annually by the Board at the Board meeting held during the annual meeting of the member groups. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting may conveniently be held. Each officer shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified, unless he or she resigns or is removed.

7.3 Removal: Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

7.4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

7.5 President: The President shall be the principal executive officer of the Corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the Corporation. When present, he or she shall preside over all member groups' meetings and over all Board meetings. The President shall be an ex-officio member of all committees. With the Secretary or other officer of the Corporation authorized by the Board, he or she may sign certificates for shares of the Corporation, deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

7.6 Secretary: The Secretary shall:

7.6.1 Minutes: Keep the minutes of the member groups' and Board meetings in one or more books provided for that purpose

7.6.2 Notices: See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

7.6.3 Custodian: Be custodian of the corporate records of the Corporation;

7.6.4 Register: Keep a register of the post office address of each member group and its designated representative to the Corporation as furnished to the Secretary by each member group;

7.6.5 Transfer Books: Have general charge of the membership list of the Corporation; and

7.6.6 Other Duties: In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

7.7 Treasurer: If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board.

7.8 Salaries: No salaries shall be paid to any officer of the Corporation who is also a director, although any officer may receive reimbursement for duly authorized expenses.

7.9 Delegation: In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his or her place, the Board of Directors may from

time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

7.10 Bonds: The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

7.11 Other Agents: The Board may appoint such agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

8. Contracts, Loans, Checks and Deposits.

Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

9. Dues:

9.1 Annual Dues: The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by voting member groups and others.

9.2 Payment of Dues: Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member paid prior to September 1st of the fiscal year, shall be for the current year. Dues received from new members joining on or after September 1st, shall be for the next fiscal year of the Corporation.

9.3 Default and Termination of Membership: When any member user group or other group affiliated with the Corporation shall be in default in the payment of dues for a period of two(2)months from the beginning of the fiscal year or a period for which such dues became payable, its membership may thereupon be terminated by the Board of Directors in the manner provided in for Board action in Section 6.6 of these Bylaws.

10. Execution of Instruments:

10.1 Contracts, Conveyances, Etc.: When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President or any Vice-President, and the Secretary or Assistant Secretary, may execute the same in the name and behalf of this Corporation and may affix the Corporation seal, if any, thereto. The Board of Directors shall have the power to designate the officers and agents who shall have the authority to execute any instrument in behalf of this Corporation.

10.2 Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by action by the Board, which may be general in nature, except that all loans from other than member groups, directors, or related Corporations must first be specifically authorized by resolution of the Board.

10.3 Loans to Officers and Directors: No loans shall be made by the Corporation to its officers or directors.

10.4 Check, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

10.5 Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

11. Designated Representative

11.1 Designated Representative: The designated representative of each member group shall be treated by the Corporation as the representative in fact of the member group standing in his or her respective name and the Corporation shall not be bound to recognize any equitable or other claim to or interest in any member group on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided in this Section or by the laws of the state of Florida. The Board of Directors may adopt by resolution a procedure whereby a member group may notify the Corporation that its representative has changed. The resolution shall set forth:

- (a) who may certify;
- (b) the purpose or purposes for which the certification may be made;
- (c) the form of certification and information to be contained therein;
- (d) if the certification is with respect to a record date or closing of the membership list, the date within which the certification must be received by the Corporation;
- (e) such other provisions with respect to the procedure as are deemed necessary or desirable

Upon receipt by the Corporation of a certification complying with the procedure, the person specified in the certification shall be deemed, for the purpose or purposes set forth in the certification, to be the registered representative of the member group making the certification.

12. Fiscal Year:

The fiscal year of the Corporation shall be as set by the Board of Directors.

13. Waiver of Notice:

Whenever any notice is required to be given to any member group or director of the Corporation under the provisions of these Bylaws or under the provisions of the laws of the State of Florida, 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 equivalent to the giving of such notice.

14. Indemnification:

14.1 Actions Against the Corporation: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed

action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, trustee, officer, or agent of the Corporation or of a predecessor Corporation, or is or was serving at the request of the Corporation or of a predecessor Corporation as a director, trustee, officer, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

14.2 Actions By or In the Right of the Corporation: The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, trustee, officer, or agent of the Corporation, or is or was serving at the request of the Corporation or of a predecessor Corporation as a director, trustee, officer, or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

14.3 Expenses Paid: To the extent that a director, trustee, officer, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 11.1 and 11.2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

14.4 Authorization: Any indemnification under Section 11.1 and 11.2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 11.1 and 11.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, in independent legal counsel in a written opinion, or (c) by the member groups.

14.5 Advance Payment: Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 11.4 upon receipt of an undertaking by or on behalf of the director, trustee, officer, or agent to

repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

14.6 Non-exclusive Right: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of member groups disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer or agent of the Corporation.

15. Dissolution:

Upon dissolution, all assets of the Corporation will be distributed to organizations exempt under Internal Revenue Code Section 501 (c) (6).

16. 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, Nothing herein shall deny the concurrent power of the member groups to adopt, alter, amend or repeal Bylaws.

17. Rules of Order:

The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all meetings of member groups and directors except as to those matters where such rules are inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the Corporation.

These revised Bylaws of the Florida Association of Computer User Groups, Inc. were adopted by the Board of Directors as of March 2, 2002.

s/n *Sharon Rump*
Secretary

Attest:

s/n *Larry Tyler, Jr.*
President