

Section 9: Officers

9.01 The Board of Directors shall consist of the following officers:

President

Vice president

Secretary

Treasurer

Membership Director

(3) Directors-at-large

And three non-voting positions:

Past president as an Advisor-at-large (automatic, not subject to election)

Advisor-at-large (appointed by the Board).

Webmaster

The corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed by the president in accordance with Section 9.02 of these bylaws. The same person may hold any number of offices, except that neither the secretary nor the treasurer may serve concurrently as president. Duties of officers not specifically set forth herein shall be enumerated in a separate set of Standing Rules as may be drafted and modified from time to time by the Board of Directors. The duties of the officers as established herein shall always prevail in the event of conflict between said Standing Rules, as adopted, and these bylaws.

The officers of the corporation, except those appointed in accordance with the provisions of Section 9.02 of these bylaws, shall be elected by the general membership of the corporation as set forth in Section 6.02 and Section 10 of these bylaws. Non-elected members of the board shall not have voting privileges within the Board.

9.02 The Board of Directors may appoint, and may authorize the president to appoint, any other officers that the business of the corporation may require. These additional officers shall be non-voting members of the Board and may participate in all Board meetings and activities.

9.03 The Board of Directors may appoint a non-voting Advisor-at-large. The intent of this advisor is to provide counsel on corporate and other sundry issues.

9.04 The Board must appoint a Webmaster who shall have charge of the official CHIFCPUG Internet connection.

9.05 The Board may appoint a Bylaws Committee, consisting of a Chairperson and two (2) other members. The Bylaws Committee shall monitor adherence to the Bylaws, prepare recommendations as necessary to keep the Bylaws current with the needs of the corporation, and prepare the wording of proposed amendments to be adopted as set forth in Section 14 as may be directed by the Board or by the Membership.

9.06 Any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board.

9.07 Any officer may resign at any time by giving written notice to the secretary.

9.08 A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

9.09 The president shall be the chief executive officer of the corporation, and as such shall:

a. Chair all meetings of the Board of Directors, and in the event of a vote deadlock shall cast the tie-breaking vote.

b. Subject to the control of the Board of Directors, generally supervise, direct and control the business and officers of the corporation, and shall have such other powers and duties as shall be prescribed by the Board of Directors or the bylaws.

c. Appoint chairpersons of those standing and special committees, which are not chaired by a specified officer.

d. Be an ex-officio member of all committees except the nominating committee.

e. At or before the regular January meeting each year, appoint a member of the Board of Directors as chairperson plus two additional members to serve as a nominating committee. This committee may at its discretion, appoint up to three additional members to the nominating committee who are not members of the Board of Directors, to serve as additional nominating committee members.

(i). The nominating committee shall report back to the Board of Directors not later than the regularly scheduled Board of Directors meeting for February their selection of (at least) one candidate for each of the elective Board offices. Further nominations for office may be made any time prior to the call for a vote on election night of anyone who will state their willingness to serve in the capacity for which they are nominated, or who has, prior to election night, filed with the secretary of the Board, a signed, written document so stating.

9.10 The vice president shall:

a. Assist the president, and perform the duties, and act on behalf of, the president in the absence of the president.

b. Shall succeed to the office of president should a vacancy occur in that office other than by the expiration of the term of office.

c. Be responsible for programs and publicity.

9.11 The secretary shall:

a. Maintain a record of the proceedings of each meeting of the corporation and of the Board of Directors;

b. Maintain a file of all official documents concerning the corporation and see to the timely filing of state reports required to maintain corporate status;

c. Receive the correspondence directed to the corporation and distribute it to the proper officers and committees, in the absence of another director having been assigned such duties;

d. Handle general correspondence relating to the corporation, in the absence of another director having been assigned such duties.

9.12 The treasurer shall:

a. Be responsible for the safekeeping of corporation funds in a financial institution known and approved by the Board of Directors;

b. Prepare and provide regular financial statements to the Board of Directors

c. Issue receipts when requested or when deemed necessary;

d. Collect, account for, and make timely deposits of all funds due the corporation and make disbursements as needed, or authorized by the Board of Directors;

e. Maintain accurate financial records which shall be available for audit when requested by the Board of Directors, or an audit committee appointed thereby;

f. See to the timely filing of all required state and federal forms and tax returns;

g. If required by the Board of Directors, give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for the restoration of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement or removal from office, such bond to be provided solely at the expense of the corporation.

9.13 The membership director shall:

a. Keep accurate and timely lists of all members

b. Initiate and develop strategies for increasing membership at meetings, events and through member communications.

c. Track Membership trends and report to the Board

d. Track new memberships and renewals and prepare reports.

e. Actively recruit non-Member attendees at meetings and events.

9.14 The Directors at large shall:

a. Assist the president in any area the president may see fit;

b. Act as a stabilizing influence on the corporation, and as ombudspersons for members in matters regarding the general membership or other matters in which such third-party intervention might be helpful in settling a dispute between members or between a member, or members, and the general public;

c. Function in a long range planning capacity for the corporation.