

Chicago Final Cut Pro Users Group NFP Bylaws

- [Section 1: Name](#)
- [Section 2: Offices](#)
- [Section 3: Purposes](#)
- [Section 4: Dedication of Assets](#)
- [Section 5: Members](#)
- [Section 6: Meetings of Members](#)
- [Section 7: Directors](#)
- [Section 8: Meeting of the Directors](#)
- [Section 9: Officers](#)
- [Section 10: Elections](#)
- [Section 11: Fiscal Year](#)
- [Section 12: Rules Determining](#)
- [Section 13: Records](#)
- [Section 14: Bylaws](#)
- [Section 15: Non-Discrimination](#)
- [Section 16: Effective Dates](#)

Section 1: Name

1.01 The name of the corporation is the Chicago Final Cut Pro Users Group NFP, a not for profit corporation in the State of Illinois, and the official acronym for the corporation shall be CHIFCPUG.

Section 2: Offices

2.01 The principal office of the corporation shall be in Chicago, Illinois.

Section 3: Purposes

3.01 This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, as amended.

3.02 Specifically, this corporation is organized to:

- a. Promote the education, development, establishment and expansion of the use of Final Cut Pro software, as well as other video editing, compositing, and authoring software, in the professional video, broadcast, event videography and general consumer markets in the Chicago metropolitan area.
- b. To provide an educational forum for the exchange of ideas, knowledge, and experience in the field of computer-based video editing at all levels of technical expertise.

3.03 This corporation shall not, except to an insubstantial degree, engage in any activities that are not in the furtherance of the purposes stated in this section.

3.04 No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except during a year for which the corporation has filed an election pursuant to Section 501(h) of the Internal Revenue Code of 1954, as amended, in which case the corporation may engage in such activities to the extent allowed by such provision, except that in no case may the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4: Dedication of Assets

4.01 The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable, scientific and educational purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or trustee of this corporation, except as reasonable compensation for the services rendered.

4.02 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payments of all of the liabilities of the corporation, dispose of all of the assets of the corporation to one or more corporations organized exclusively for charitable, scientific, or educational purposes as shall at the time qualify as exempt corporations under Internal Revenue Code Section 501(c)(7) (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such corporation or corporations, as said court. Court shall determine which are organized and operated exclusively for such purposes.

Section 5: Members

5.01 Membership shall be open to all persons fourteen (14) years of age or older who are interested in the computer based video editing.

5.02 No person shall be denied membership on the basis of race, sex, age (except as noted in Section 5.01), national origin, color, religious belief, sexual orientation, marital status, disability, political party or political affiliation as these terms are defined in Illinois civil rights statutes.

5.03 There shall be two classes of membership in this corporation; individual and sustaining. Any person shall be eligible for membership in the appropriate membership class upon payment of such dues as may from time to time be fixed by the Board. Sustaining members shall pay a greater amount of dues and may be accorded additional membership privileges as set by the board. However, these privileges shall not override in any case Section 6.07 regarding voting.

5.04 The membership of any member shall terminate upon the occurrence of any of the following events:

- a. The resignation of the member.
- b. The failure to pay dues within the time set forth by the Board of Directors.
- c. The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct governing membership in this corporation.

5.05 No member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death.

Section 6: Meetings of Members

6.01 Meetings of the membership shall be held at any place designated by the Board of Directors. Regular general membership meetings shall be held the fourth Wednesday of every month, except for national holidays, in which event the meeting shall be held on the previous Wednesday, unless the Board cancels or fixes another date and place for such meeting and so notifies the members not less than fourteen days before said meeting.

6.02 The annual meeting of members shall be held concurrently with the regular March meeting, on the fourth Wednesday of March, at 6:30 P.M. at the place regularly designated for general meetings, unless the Board fixes another date and place for such meeting and so notifies the members not less than fourteen days before said meeting.

6.03 A special meeting of the members may be called by any of the following: (i) the Board of Directors; (ii) the president; or (iii) ten per cent (10%) or more of the membership, provided that in all cases not less than three (3) weeks notice shall be given to all members of such special meeting.

6.04 One-fifth (1/5th) of the membership shall constitute a quorum for the transaction of business at a meeting of the members. The members present at any duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

6.05 Any members meeting may be adjourned from time to time by the vote of a majority of the members represented.

6.06 Notice of a meeting shall be deemed given to any member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

6.07 Each member, regardless of membership class, shall be entitled to cast one vote on all matters submitted to a vote of the members.

Section 7: Directors

7.01 The business and affairs of this corporation shall be conducted, and all the powers shall be exercised, by or under the direction of a Board of Directors.

7.02 Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- a. Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, and with these bylaws; and fix their compensation;
- b. Change the principal office from one location to another, and designate any place for the holding of any meeting;
- c. Designate the officers who may act as signatories of the corporations accounts, records, filings and the like.

7.03 A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following:

- a. The death, resignation, or removal of any director(s);
- b. The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of the court; convicted of a felony; or
- c. The vote of a majority of the entire Board of Directors to remove a director.

7.04 Directors shall serve without compensation except that they may be allowed and reimbursed for their actual and necessary expenses incurred in attending Directors meetings. In addition, they may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 4 of the Bylaws.

Section 8: Meeting of the Directors

8.01 The Board of Directors shall meet monthly at such time and place as shall from time to time be announced by the Board of Directors.

8.02 No error or accidental omission in giving notice of any Board meeting shall invalidate such meeting or make void any proceedings taken at such meeting.

8.03 The quorum for a Board meeting is a majority of the number of Officers specified in Section 9: Officers present at a Board Meeting.

8.04 Each Officer exercises one vote at a Board meeting. Each Officer at a Board Meeting votes or abstains for each motion. A simple majority of those voting is required to approve a motion. The vote of the President shall break any ties in votes.

8.05 If all the Officers present at or participating in the Board meeting consent, a Board meeting may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and an Officer participating in the meeting by those means is deemed to be present at the meeting.

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.

Section 10: Elections

10.01 Elections shall be held via ballot, electronically or paper, during the month of March of each year, with the results announced at the regular March meeting. In the event of a lack of a quorum of members voting in the election, the election shall be determined by a vote of the Board of Directors following, as feasibly as possible, the voting trends of the membership.

10.02 All officers shall assume their responsibilities one month following the election, the month being prescribed for an orderly transition of office and responsibilities.

10.03 Term of office shall be one year from the date of assuming office.

Section 11: Fiscal Year

11.01 The fiscal year shall be the calendar year.

Section 12: Rules Determining

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

12.02 A copy of Roberts Rules of Order, Newly Revised, shall be kept on file to assist with questions or disputes on procedure during Board or General Membership meetings.

Section 13: Records

13.01 The accounting books, records, articles and bylaws as amended to date, and minutes of proceedings of the Board of Directors and any committee(s) of the Board of trustees shall be kept at such place or places designated by the Board of Directors. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed or printed form.

13.02 Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind, and the physical properties of the corporation. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 14: Bylaws

14.01 These Bylaws may be amended at any regular meeting of the corporation by a two-thirds (2/3) vote of the members in good standing present and voting at a regular or special meeting of the corporation, provided that a quorum is present at the time of the vote and that the amendment has been submitted in writing at the previous regular meeting and after it is published in the official newsletter or official Internet site.

Section 15: Non-Discrimination

15.01 Neither the corporation nor its Directors, Officers, or Agents shall discriminate in the conduct of the corporation's business or in the performance of official duties against any person on the basis of race, sex, national origin, color, religious belief, sexual orientation, age, marital status, disability, political party or political affiliation as these terms are defined in Illinois civil rights statutes.

Section 16: Effective Date

16.01 These bylaws shall take effect as of November 12, 2002

16.02 Note: These bylaws were ammended by general vote January 2004.

Chicago Final Cut Pro Users Group NFP,

by: s/Gary Adcock, its President

by: s/George Patay, its Secretary