

# Bylaws of Mug.org

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## Article 1. Offices

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### Section 1. Principal Contact

We can be reached via email at [board@mug.org](mailto:board@mug.org).

Our website is at <https://mug.org>

## Article 2. Nonprofit Purposes

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### Section 1.

The MUG.org (Michigan!/usr/group) is a Domestic Nonprofit Corporation in the State of Michigan.

### Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be to:

1. To provide a forum for education for Linux, UNIX, Free and Open Source Software, and associated technologies;
2. Provide all of its services to the general public without regard to race, religion, age, gender, physical disability, sexual orientation, national origin or economic standing within the community;
3. Educate the general public on such topics;
4. Encourage the exchange of knowledge on topics through conferences, collaborative projects, and other activities;
5. Cultivate local entrepreneurship in such topics;
6. Develop, support the development of, and provide resources for the development of Linux, UNIX, Free and Open Source Software, and associated technologies for the benefit of society;
7. Encourage the environmentally responsible use, reuse, and repair of technology, through education and research;
8. Foster, by all legal and ethical means, the common purposes of our participants;

9. Conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

## Article 3. Members

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### **Section 1. Determination and Rights of Members**

The corporation shall have one class of members. Members have the right to vote. No person shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

### **Section 2. Other Persons Associated With Corporation**

This corporation may refer to other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in this Article 3 of these bylaws, but no such reference shall constitute anyone as a member within the meaning of the Michigan Nonprofit Corporation Act of 1982 unless that person or entity shall have qualified for a voting membership under Article 3 Section 3 of these bylaws.

### **Section 3. Qualifications of Members**

The qualifications for membership in this corporation are as follows:

1. Members shall pay in a timely manner such dues and fees as the board may fix from time to time.

### **Section 4. Admission of Members**

Applicants shall be admitted to membership upon certification by the treasurer that Payment in full of annual dues has been made.

### **Section 5. Fees and Dues**

For voting members the standard annual dues payable to the corporation shall be the current standard membership rate.

For voting members demonstrating current enrollment in school (student) the discounted annual dues payable shall be the current student rate.

For online patrons the reduced annual dues payable shall be the online patron (non-voting) rate.

For corporate memberships consisting of one voting member and an unlimited number of non-voting patrons that are members of that organization, the extended annual dues payable shall be the corporate rate.

There is no limit on the number of non-voting patrons the corporation may admit.

## **Section 6. Non-Liability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## **Section 7. Non-Transferability of Memberships**

Memberships may not be transferred to another person or organization.

## **Section 8. Length of Membership**

Memberships are for one year (365 days) from the join date. Members are granted a “grace” period of thirty (30) days after the 365 days for renewing the membership without termination.

## **Section 9. Termination of Membership**

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

1. Upon a member's notice of such termination delivered to the board of directors of the corporation by electronic mail ([board@mug.org](mailto:board@mug.org)), such membership shall terminate upon receipt.
2. If the membership is not renewed within the grace period of 30 days, the membership is then terminated.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a full refund of dues already paid for the current dues period (maximum one membership period).

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **Article 4. Meetings of Members**

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### **Section 1. Regular Meetings**

Regular meetings of the members shall be held at a time and place decided by the board. They may be virtual or in-person.

### **Section 2. Notice of Meetings**

Notices of upcoming meetings will be posted on our website and other social platforms.

### **Section 3. Majority Action As Membership Action**

Every act or decision done or made by a majority of board members in person or by proxy, and one or more current voting members present in person or by proxy can act on behalf of the current members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

## **Section 4. Voting Rights**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by a show of hands or voice vote. Election of board members, however, shall be by voice, show of hands, or written ballot, at the discretion of the board.

## **Section 5. Conduct of Meetings**

Meetings of members shall be presided over by a member of the board.

# **Article 5. Directors**

## **Section 1. Number**

The corporation shall have at least three (3) and no more than eleven (11) directors and collectively they shall be known as the board of directors. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors.

## **Section 2. Qualifications**

Directors shall be of the age of majority in this state and a voting member of MUG.

## **Section 3. Powers**

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

## **Section 4. Duties**

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and approve the reimbursement of expenses, if any, of all officers, agents, and employees of the corporation;

3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these bylaws;
5. Register their addresses with the secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

## **Section 5. Term of Office**

Each director shall hold office for a period of one (1) year and until their successor is elected and qualifies.

## **Section 6. Compensation**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **Section 7. Regular Meetings**

Regular meetings of directors shall be held at a time and place decided by a resolution of the board of directors.

## **Section 8. Quorum for Meetings**

A quorum shall consist of one half of the members of the board of directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meetings is a motion to adjourn.

## **Section 9. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## **Section 10. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in their absence, the president of the corporation or, in their absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting.

## **Section 11. Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, by any of the following means:

1. By the vote of the majority of the members of the entire board of directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given;

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until their death, resignation, or removal from office.

## **Section 12. Non Liability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **Section 13. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## **Section 14. Insurance For Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

# Article 6. Officers

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## **Section 1. Designation Of Officers**

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

## **Section 2. Qualifications**

Any voting member may serve as an officer of this corporation.

## **Section 3. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first.

## **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

## **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## **Section 6. Duties of President**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to their office and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be prescribed from time to time by the

board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

## **Section 7. Duties of Vice President**

In the absence of the president, or in the event of their inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the board of directors.

## **Section 8. Duties of Secretary**

The secretary shall perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **Section 9. Duties Of Treasurer**

The treasurer shall perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **Section 10. Compensation**

Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **Section 11. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

## **Section 12. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.



## Article 7. Not-for-profit Provisions

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### **Section 1. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **Section 2. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## Article 8. Nondiscrimination

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### **Section 1. Nondiscrimination**

This corporation shall not discriminate on the basis of sex, race, color, religion, creed, age, nationality, national origin, ancestry, pregnancy, marital status or parental status, sexual orientation, gender identity, or disability.

## Article 9. Amendment of Bylaws

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### **Section 1. Amendment**

These bylaws, or any of them, may be altered, amended or repealed and new bylaws adopted subject to approval by 2/3 of the entire board of directors and subject to approval of the membership by a 2/3 majority.

## Article 10. Construction and Terms

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If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of corporation, certificate of incorporation, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.