



BYLAWS: NAPLES MACFRIEND USER GROUP.

As Approved on May 18, 2009

**AMENDED AND RESTATED
BYLAWS
OF
NAPLES MACFRIENDS USER GROUP, INC.
(A Florida Corporation Not-For-Profit)**

(Approved by NMUG Membership at Meeting on May 18, 2009)

ARTICLE 1 NAME

The name of the corporation is Naples MacFriends User Group, Inc. (the "Organization").

ARTICLE 2 OFFICES AND REGISTERED AGENT

The principal office of the Organization in the State of Florida shall be located at c/o Cummings & Lockwood LLC, 3001 Tamiami Trail North, Suite 400, Naples, Florida 34103; Attention: Mary Beth Crawford, Esq., or at such other place as shall be lawfully designated by the Board of Directors.

The street address of the registered office of this Organization shall be at 3001 Tamiami Trail North, Suite 400, Naples, Florida 34103, and the name of the registered agent at that address shall be CLASP, Inc.

ARTICLE 3 **PURPOSES**

3.1 General. The purposes to be carried out or furthered by the Organization are as stated in its Articles of Incorporation, as the same may be amended from time to time (the “Organization’s Exempt Purposes”), and shall be only such purposes as may be carried out or furthered by an organization that is exempt from federal income tax under Section 501(a) of Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the “Code”) as an organization described in Section 501(c)(3) of the Code, and that qualified as an organization transfers to which are deductible for federal income, gift and estate tax purposes by residents and citizens of the United States of America (a “Qualified Charitable Organization”).

3.2 Educational Purposes. The Organization shall promote education among Members and the public through effective use of Macintosh computers by its Members. The Organization shall increase the computer knowledge and skills of its Members by providing means for Member to Member support in learning, choosing, using and maintaining their computer systems.

3.3 Other Purposes. The Organization shall:

3.3.1 Promote good fellowship and voluntary cooperation among all Members in an environment that encourages active volunteer participation.

3.3.2 Maintain financial stability for the Organization in support of its educational activities by means of fees and donations, and judicious procurements.

3.3.3 Support and expand its Membership and Membership activities by utilizing state of the art computer communications technologies.

3.3.4 Promote the formation of special interest groups to pursue specific areas of user interest in Macintosh computer technology and applications.

3.3.5 Represent the Membership as a group and promote the best interests and common good of the Membership and the Organization.

3.4 Protection of Tax-Exempt Status. Notwithstanding any other provisions of these Bylaws to the contrary, the Organization shall not have or exercise any power that would cause it not to qualify as a tax-exempt Organization under section 501(c)(3) of the Code; nor shall the Organization engage directly or indirectly in any activity which would cause the loss of such qualification.

3.5 Limitations on Purposes. The following limitations apply to all activities of the Organization: The Organization is a volunteer organization. Hence, volunteer participation shall be a determining factor in the functioning of the Organization. Active contributions of time and effort on the part of each Member are essential to the Organization's existence.

ARTICLE 4 **MEMBERS**

4.1. General. Membership in the Organization shall be open to all persons having an interest in the use of Macintosh computers and/or computer education.

4.2 Categories of Members. There are two (2) Categories of Membership in the Organization: (i) "Individual" for a single individual; and (ii) "Household" for multiple individuals in a common residence. A unique User Group number is assigned to each Member, not each individual. For example, a "Household" Membership that has three people under that membership will have one (1) User Group number. An "Individual" Membership that has one person under that membership will also have one (1) User Group number. The Board of Directors may change the categories of membership or define any category of membership other than above at any time, without notice to the membership.

4.3 Voting Members. The Voting Members of the Organization shall consist of those Members in good standing and will be by each unique User Group number assigned, not by number of persons constituting the each User Group number. Voting Members shall be entitled to vote only upon election of Directors in accordance with these Bylaws, and such other matters as the Board of Directors shall bring before the Members in its sole discretion.

4.4 Member Rights and Responsibilities. The foundation of the Organization is predicated on volunteer services by its members.

4.4.1 All Members in good standing have equal rights and responsibilities to contribute to the Organization's activities in a manner consistent with their technical, organizational and general abilities.

4.4.2. All Members shall have the right to the privacy of the records kept by the Organization. No list of Members with addresses, telephone numbers or other personal data shall be sold, given or used for other than the Organization's purposes, unless otherwise required by law.

4.4.3 No Member shall undertake any action, make any commitments to third parties in the name of the Organization or make any statements which may be construed as the Organization's official position on any matter unless such action is approved in advance by the President or the Board of Directors.

4.5 Dues and Cessation of Membership. Any Member of the Organization, upon ceasing to be a Member in good standing, shall cease to be a Member of the Organization. For purposes of this Section 4, “good standing” shall be defined as a Person who has paid current dues and whose Membership has not been terminated.” “Person” for purposes of this Section shall include the singular and plural.

4.5.1 Dues shall be levied annually. Change to the fee structure (dues) may be determined annually by the Board of Directors.

4.5.2 Membership may be terminated by a Member by submitting a letter of resignation, by the Organization for nonpayment of dues, or by expulsion.

4.5.3 Members may be expelled for improper conduct as determined by the Board of Directors. In the case of a proposed expulsion:

(i) Any Member given notice of intent to expel has the right to appear before the Board and be heard.

(ii) Each Notice to expel shall be written and will include the date, time and location of the hearing. Such notice will be prepared and signed by the Organization’s Secretary at the direction of the President or Board of Directors.

(iii) A two-thirds (2/3) vote of the Board of Directors is required for expulsion.

4.5.4 No Member is entitled to any refund of dues paid upon terminating his/her membership or connection with the Organization, regardless of cause.

ARTICLE 5 MEETINGS AND COMMUNICATIONS

5.1 Membership Meetings. General Membership meetings shall be held each month except July and August. The January membership meeting shall be the Annual Meeting of the Members, unless another date is set by resolution of the Board of Directors. Special meetings of the membership may be called with a minimum of two (2) weeks notice at any time by the President, upon his sole initiative, or upon the request of any member of the Board of Directors, for the transaction of only such business as is stated in the notice of the meeting.

5.2 Conduct of Meetings. Membership meetings may be conducted as determined by the Board of Directors. Only meetings at which business is conducted require a quorum. Unless in conflict with the Articles of Incorporation, these Bylaws or the law, all Board and membership meetings shall be conducted according to the current edition of “Robert’s Rules of Order (Revised).”

5.3 Communications. Communications in many different forms is the primary tool of the Organization in fulfilling its mission and purposes. Therefore, effective communications within the membership, utilizing applicable state of the art computers and computer communication technologies shall be promoted and facilitated by the Organization.

5.3.1 The Organization shall have a regular, written, communications media named “The MacFriends Report” (the “Report”). The Report’s main purpose shall be to publish member to member educational material, with its content largely dependent upon the efforts of Members or other expert volunteers.

5.3.2 The Board of Directors shall determine the editorial and publishing policy for the Report, as well as the means, methods, media, frequency, method of publishing and distribution, and may specify any other determining characteristics of the Report, unless restricted by the Articles of Incorporation, these Bylaws or law.

5.4 Other Forms of Communication. Computer communications for educational and member-to-member support are central to the Organization’s success. Hence, ongoing experimentation with leading edge computer communications technologies, aimed at constantly improving our communications methods, shall be encouraged and judiciously supported.

5.5 Quorum. Thirty percent (30%) of the Members entitled to vote, represented in person, by proxy or voting by means made available on the Internet, shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present and a meeting may be adjourned despite the absence of a quorum. In the absence of a quorum, elections and any and all business to be transacted at the meeting shall be postponed until the next scheduled Membership meeting.

ARTICLE 6

BOARD OF DIRECTORS

6.1 General. The affairs of the Organization shall be managed by a Board of Directors (the “Board”). The Board shall exercise all the powers and authority of the Organization in accordance with the Articles of Incorporation and these Bylaws. All decisions regarding the acts and activities of the Organization in carrying out or furthering the Organization’s Exempt Purposes shall be made by the Board.

6.2 Number, Qualification and Term.

6.2.1 Number: The number of Directors shall be at least three (3). The desired number of Directors serving at any time is seven (7). The Board may change the number of Directors to any number not less than three (3); provided, however, that no decrease in number shall have the effect of shortening the term of an incumbent Director.

6.2.2 Qualification. Each Director shall be at least eighteen (18) years of age but need not be a resident of the State of Florida. In selecting candidates for Directors, consideration should be given to each candidate's willingness to accept responsibility for governance of the Organization, his or her interest in the Organization's Exempt Purposes, his or her areas of expertise and experience that may be of benefit to the Organization, and such other qualifications as may be deemed appropriate. Each Director must be Member in good standing at the time of election by the Membership.

6.2.3 Term and Election. The initial Board shall consist of those Directors listed in the Articles of Incorporation, each of whom shall serve until the first Annual Meeting of Members. At the first annual meeting of Members, the Board shall be divided into three (3) classes of Directors, each with as nearly an equal number as possible, as determined by the Board. The term of the initial Class A Directors shall expire at the first annual meeting of Members following the election of the initial Class A Directors (January 2010); the term of the initial Class B Directors shall expire at the second annual meeting of the Members following the election of the initial Class B Directors (January 2011); and the term of the initial Class C Directors shall expire after the third annual meeting of the Members following the election of the initial Class C Directors (January 2012). After the initial term of a class of Directors expires, Directors in that class shall be elected or reelected for a term of three (3) years by a vote of the majority of the Membership. The term of a Director elected to fill a vacancy shall expire at the next annual meeting the Members at which Directors are elected.

6.2.4 Board Service. Each Director shall serve from the time of his or her election and qualification and, notwithstanding the provision for the expiration of the Director's term, shall continue to serve until his or her successor has been elected and qualified or until his or her sooner death, resignation or removal.

6.3. Nomination and Election.

6.3.1 Nominating Committee. No later than November of each year, a Nominating Committee shall be selected for the purpose of finding, selecting and nominating candidates for election as Directors at the Annual Meeting of Members. The Nominating Committee shall consist of three (3) Members. One member shall be selected by the Directors, one member shall be selected by the Membership at large by a process determined by the Board, pursuant to Section 6.3.2, below, and one member shall be selected by the President. The Nominating Committee shall appoint a Chairperson from among its members. The Nominating Committee shall present to the Membership a slate of nominees for the Board at the Membership Meeting in the month prior to the Annual Meeting of Members. Additional candidates may be nominated from the floor at this meeting. Any candidate who is nominated must confirm that he/she agrees to serve, if elected, and that she/he satisfies the eligibility requirements of the office of Director.

6.3.2 Nominating Committee Member Selected by Members: The Nominating Committee member selected by the Membership at large shall be selected by a vote of the Members present at the November Membership meeting. There shall be nominations from the floor at the November Membership meeting and Members shall appoint this Committee member from those Members nominated at that time.

6.3.3. Election. Election of the Directors shall take place at the Annual Meeting of Members in January each year. The Board of Directors shall set and notice the exact date of the Annual Meeting no less than twenty (20) days prior to the meeting date. The election shall be supervised by the Secretary, or in his/her absence, the Assistant Secretary. An internet-based absentee voting process, concluded no later than one (1) day preceding the Annual Meeting, may, at the option of the Board, be part of the election process. The absentee (internet) balloting process shall be defined by the Board in a manner that will allow due time for the Membership to receive, consider and respond to the Nominating Committee's slate of candidates, and in no event less than ten (10) days prior to the end of the internet voting process. A nominee shall be elected by a majority of those voting (51%). For good and reasonable cause, as determined by the Board of Directors, the Board may establish a different date for the election of Directors, provided such date is not more than one (1) month before or after the date specified for the Annual Meeting of Members.

6.4 Resignation. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Organization. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

6.5 Removal. Any Director may be removed, with or without cause, by a vote of two-thirds of the Members. Any proposal to remove a Director shall be stated in the notice of the meeting called for such purpose.

6.6 Vacancies. In the event of a vacancy in the Board of Directors created by the removal, disability, death or resignation of any Director, the Board of Directors may appoint a successor Director to serve the unexpired term so long as the term of the replaced Director is not longer than twelve (12) months.

6.6.1 In the case of a vacancy of a Director whose remaining term is greater than twelve (12) months, the Board of Directors shall appoint a successor Director to serve until the next Annual Meeting of Members. At such Annual Meeting a candidate (who may or may not be the successor Director) nominated by the Nominating Committee pursuant to Section 6.3.2, above, shall be elected by the membership to serve the balance of the unexpired term.

6.6.2 In the case of an emergency, the President shall have the power to make an interim appointment until the next regular or special meeting of the Board of Directors.

ARTICLE 7
MEETINGS OF THE BOARD

7.1. Place of Meetings. The meetings of the Board shall be held at any place within the United States that the Board shall specify.

7.2. Annual and Regular Meetings. The Annual Meeting of the Board shall take place each year in January, unless otherwise provided by resolution of the Board. Regular meetings of the Board shall be held at such time and place as may be specified from time to time by the Board.

7.3. Special Meetings. Special meetings of the Board may be called at any time by the President or by two or more Directors.

7.4. Notice of Meetings. Notice of the Annual Meeting and any regular or special meeting of the Board shall be given at least five days previously thereto by written notice sent by any usual means of communication to each Director; however, notice may be waived before, at or after the meeting.

7.5. Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when 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.

7.6. Quorum. Except as otherwise provided herein, at all meetings of the Board, representation of a majority of the total Directors then in office, in person or by proxy, shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present and a meeting may be adjourned despite the absence of a quorum.

7.7. Voting of Directors. The vote of the majority of the Directors in attendance at a meeting at which a quorum is present shall be the act of the Board, unless a vote of a greater number is required by law or by these Bylaws.

7.8. Action Without a Meeting. Any action required to be taken or which may be taken at any meeting of the Directors of the Organization may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all of the Directors is filed in the minutes of the Organization.

7.9. Meetings by Telephone. Directors, or any members of any committee appointed by the Board, who participate in any meeting of the Board or such committee by telephone shall be deemed present at such meeting if a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other is used.

7.10 Meetings by Electronic Mail. The President, at his/her discretion, may conduct any special meeting of the Board by electronic mail provided that all Directors are generally able to participate by such means. Members who acknowledge receipt of electronic mail sent for this purpose within any reasonable timeframe established by the President shall be deemed to be present at such special meeting.

ARTICLE 8 **COMPENSATION OF DIRECTORS**

Directors as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

ARTICLE 9 **EXPENSES AND REIMBURSEMENTS**

9.1 Approval of Expenses. All expenses paid on behalf of the Organization must get specific prior approval by the Board of Directors prior to being committed. However, for the effective and efficient operation of the Organization, the Board may pre-approve certain categories of expenses to be incurred by Officers, Appointees or by Members as defined below.

9.2 Pre-Approval of Expenses. All pre-approved expenses incurred under the authority granted in this Article 9:

(i) shall be reported to the Treasurer as soon as possible for reporting by the Treasurer at the next Board meeting.

(ii) shall be within limits set by the Board of Directors as defined in Section 9.3, below.

(iii) expenses of Officers shall be considered pre-approved up to limits set by the Board of Directors, specific to each officer position.

(iv) expenses of Officers, Appointees and certain Members may be pre-approved by the Board of Directors for a reasonable expense limit if they are performing routine tasks for the organization requiring payments, such as, but not limited to, publishing and distributing the Report, library activities and mailings.

(v) an Officer may pre-approve in writing (which shall include e-mail) the expenses of any Member; however, such approval must be within, and shall be considered part of that Officer's, pre-approval limit.

9.3 Pre-Approval Limits. The following shall apply to any and all pre-approved expenses:

(i) Changes to the limit for pre-approval may be proposed annually by the Board of Directors.

(ii) Limits shall be defined as cumulative to each individual, with the full limit automatically reinstated by the Board once all his/her prior expenditures have been approved.

9.4 Reimbursement. Out-of-pocket expenses shall be reimbursed if they meet the approval (including pre-approval) criteria in this Article 9.

9.5 Prohibition Against Self-Promotion. No Officer, Director, Appointee, coordinator, librarian, newsletter editor or any other person holding any leadership or staff position either temporarily or permanently shall use his/her position to directly or indirectly promote his/her own business or that of any family member of affiliate's business.

ARTICLE 10 **COMMITTEES**

10.1 Committees. The Board, by resolution adopted by a majority of the entire Board, may designate an executive committee, consisting of two or more Directors, and other committees consisting of two or more persons, who need not be Directors but must be persons who are Members of the Organization, and may delegate to such committee(s) all such authority of the Board that it deems desirable, except that no such committee(s), unless specifically so authorized by the Board, shall have and exercise the authority of the Board to fill vacancies in the Board or any committee.

The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Each member of each such committee shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. The executive committee or any other committee shall report any actions taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. So far as applicable, the provisions of these Bylaws relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

10.2 Committee Meetings. Meetings of the committees of the Board may be called by the respective chairperson thereof or by any member of the committee on at least two (2) day's written or oral notice. A majority of the committee members shall constitute a quorum for the transaction of business at all committee meetings, and the vote of a majority of the members thereof present at any meeting at which a quorum is present at the time of the vote shall be the

act of the committee, except as may otherwise be set forth in these Bylaw or provided by Board resolution.

10.3 Standing Committees. The Board shall constitute the following standing committees: an Executive Committee to: (i) manage and facilitate the general operations of the Organization; (ii) exercise the Board's authority between meetings of the Board; (iii) prepare and present on a timely basis an annual budget for the approval of the Board; (iv) plan, budget and execute procurements for the best interests of the Membership; (v) develop meeting and class programs; (vi) and secure suitable facilities and equipment for the organization's educational and business meetings; and (vii) and organize and implement the publications of the Organization.

ARTICLE 11 **OFFICERS**

11.1 Number, qualifications, term and election of Officers. The Officers of the Organization shall be a President, Secretary and Treasurer. There may also be one or more Vice Presidents, one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers or agents as the Board may deem necessary or advisable. Only the offices of Secretary and Treasurer may be held by the same person. Candidates for President and Treasurer must be Members in good standing for at least twelve (12) months to be considered for either office. Officers shall be elected by the Board at each regular annual meeting of the Board. Each officer shall hold office from the time of his or her election and qualification until the next succeeding annual meeting of the Board and until his or her successor has been duly elected and shall have qualified, or until his or her sooner death, resignation or removal as provided in these Bylaws. An officer need not be a member of the Board; however a Board member may also serve as an officer in addition to his/her position on the Board of Directors. Each officer must be a Member in good standing at the time of appointment by the Board.

11.2 Removal. Any Officer or Appointee of the Organization may be removed with or without cause at any time by the a majority vote of the Board at a meeting called for such purpose at which a quorum is attending, whenever in its judgment the best interests of the Organization will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an Officer shall not of itself create contract rights.

11.3 Duties. The duties of the Officers of this Organization shall be such as usually appertain to such officers of corporations generally except as may be otherwise prescribed by these Bylaws or by the Board.

(a) The President shall be the principal officer and head of the Organization, and between meetings of the Board or the Executive Committee, shall have general supervision of its business and affairs, subject, however, to the right of the Board to delegate any specific power except such as may by statute be exclusively conferred upon the President, to any other officer(s) of the Organization, to the exclusion for the time

being, of the President. The President shall preside at all meetings of the Board and of the Executive Committee, and shall appoint, subject to confirmation of the Board, and be a member of, all standing and special committees. In the absence of the President, a Vice President designated by the President shall preside at any meeting at which the President would preside. In the case of the vacancy of the position of President, that position shall be filled automatically by the Vice President. However, in the event the Vice President is unwilling or unable to serve, the Board of Directors may appoint a Director to the position of President, to serve until the next annual meeting of the Board of Directors.

(b) The Vice President shall perform all such duties as from time to time may be assigned to him or her by the Board or the President. In case of the President's absence or inability to act, any Vice President designated by the Board 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.

(c) The Secretary shall have custody of, and shall maintain, all of the corporate records except the financial records. The Secretary shall record the minutes of all meetings of the Board and shall send all notices of such meetings to the parties entitled thereto pursuant to the requirements of these Bylaws and those established by law, unless such responsibility for the sending of such notices is specifically assumed by the President of the Organization or otherwise specifically delegated by the Board.

(d) The Treasurer shall have custody of all corporate funds and financial records of the Organization and shall keep full and accurate accounts of receipts and disbursements. Not later than four (4) months after the close of each fiscal year of the Organization, the Treasurer shall prepare accounting records showing the financial condition of the Organization as of the close of the immediately preceding fiscal year and the results of its operation during its fiscal year. The Treasurer shall place accounting records in the minute book of the Organization.

(e) Appointees. The Board shall appoint volunteer members to lead certain support functions as determined by the Board of Directors. Appointees serve for a term no greater than the tenure as determined by the Board of Directors and at the pleasure of the Board.

11.4 Continuity of Operations. The Organization operates in an environment of significant seasonal variations in the local presence of its Members. To assure continuity of operations for the entire year, the following criteria shall be implemented to avoid the effects of anticipated absences from the Southwest Florida area:

(i) In the case of anticipated absence(s) of more than two (2) weeks, the Treasurer and the Secretary shall, respectively, appoint an assistant officer to perform his/her

responsibilities. The appointment such an assistant officer shall cease to be effective upon the return of the Secretary or Treasurer, as the case may be.

(ii) The Nominating Committee shall restrict its suite of nominated candidates for President and Vice-President to individuals who will assure proper officer coverage for anticipated absences of the President for more than two (2) weeks.

11.5 Compensation. Officers as such shall not receive any compensation for their services as officers, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated Officers of the Organization and shall adhere to Article 9 of these Bylaws.

ARTICLE 12 **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

12.1 Contracts. Except as otherwise provided by the Board, contracts may be executed on behalf of the Organization by the President, and may be attested and the corporate seal (if any) affixed by the Secretary. The Board may authorize the execution of contracts by such other officers, agents and employees, if any, as may be designated by them.

12.2 Funds. All funds of the Organization not otherwise employed shall be deposited to the credit of the Organization in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any Officer(s) or agent(s) of the Organization to whom such power may be delegated by the Board. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such Officer(s) or agent(s) of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

12.3 Acceptance of Gifts. The Board or any Officer(s) or agent(s) of the Organization to whom such authority may be delegated by the Board, may accept on behalf of the Organization any contribution for the general or special purposes of the Organization, notwithstanding the fact that such contributions are not tax-deductible for federal tax purposes. The Organization shall provide contributions with any such notices as the Organization may be required by the Code and any provision of the Federal Code of Regulations applicable thereto.

12.4 Audits. Annually, or upon the request of any member of the Board, the Board shall cause the accounts of the Organization to be audited by a reputable professional who is regularly engaged in auditing the accounts of non-profit organizations. Such auditor's report shall be submitted to each member of the Board.

ARTICLE 13
NOTICE AND TIME REQUIREMENT

In any case hereunder when notice is required or permitted, the notice shall be in writing or printed. Notice given by electronic mail will be deemed to be a notice in writing. When mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the recipient at his/her address as it appears on the records of the Organization. When delivered personally or by hand, the notice shall be deemed delivered when actually received by the recipient. When sent by electronic mail, the notice shall be deemed to be delivered when transmitted by the sender's internet service provider to the electronic mailbox of the recipient as it appears on the records of the Organization.

ARTICLE 14
SEAL

The use of a corporate seal of the Organization shall be optional. If the Organization elects to use a corporate seal, such seal shall bear the year of incorporation and the words, "NAPLES MACFRIENDS USER GROUP, INC., A FLORIDA CORPORATION NOT FOR PROFIT". The corporate seal shall be used under the direction of the Board.

ARTICLE 15
BOOKS AND RECORDS

15.1 Maintenance and Location. The Organization shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board and committees of Board. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

15.2 Financial Information. The Organization shall maintain in the principal office of the Organization in the State of Florida, for at least five (5) years following the fiscal years for which they were prepared, the accounting records required to be prepared by the Treasurer of the Organization pursuant to the provisions of these Bylaws.

15.3. Fiscal Year. The fiscal year of the Organization shall end on December 31st, of every calendar year and begin upon the following January 1st.

ARTICLE 16
INDEMNIFYING DIRECTORS, OFFICERS AND EMPLOYEES

The Organization shall indemnify and save harmless to the fullest extent permitted by law any Officer, Director, or employee, or any former Officer, Director or former employee, from and against:

(i) Any liability and all costs, charges and expenses that he/she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his/her office; and

(ii) Any other liability and all costs, charges and expenses that he/she sustains or incurs in respect of the affairs of the Organization.

ARTICLE 17 **AMENDMENT**

The Articles of Incorporation and these Bylaws may be amended only by the two-thirds (2/3) vote of the membership voting at a general membership meeting in person or by email. The text of the proposed amendment(s) and ballot shall be posted on the Internet at least three (3) weeks prior to the meeting where such amendments shall be considered. Both the Articles of Incorporation and Bylaws may only be amended in a manner and for a purpose that is consistent with the Organization's qualification as a Qualified Charitable Organization.

ARTICLE 18 **NO VESTING**

Title to all property of the Organization shall be held in the name of the Organization or as otherwise may be provided pursuant to the authority of the Bylaws of the Organization. Any contribution, gift, bequest, devise or donation of any kind whatsoever to the Organization or its Board of Directors shall be deemed to vest title in the Organization.

The Members of the Organization shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs or contracts of the Organization, nor shall the Members have any such right, privilege, or interest which may be transferable or inheritable, or which shall continue when membership ceases.

ARTICLE 19 **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 to Friends of the Library of Collier County, Inc. or its successor. If Friends of the Library of Collier County, Inc., or its successor, is not then in existence or is not then federally tax-exempt organization within section 501(c)(3) of the Internal Revenue Code, said assets shall instead be transferred to a charitable organization established for library purposes which is a federally tax exempt organization within section 501(c)(3) of the Internal Revenue Code.

ARTICLE 20
RESTRICTIONS

Notwithstanding any other provisions of these Bylaws, the purposes for which this Organization is organized and shall be operated shall be those specified in Section 501(c)(7) of the Code.

ARTICLE 21
TAX EXEMPT STATUS

21.1 Prohibition on Private Inurement. No part of the net earnings, current or accumulated, or property of the Organization shall inure to the benefit of, or be distributed to, any Member, Director, Officer or other private persons having an interest in the Organization, except that the Organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Bylaws.

21.2 Prohibition on Dividends. The Organization shall not have the power to declare dividends.

21.3 Limitation on Lobbying Activities. No substantial part of the activities of the Organization shall be carrying on of propaganda, or otherwise attempting to influence legislation.

21.4 Prohibition on Intervening in Political Campaigns. The Organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

21.5. Nondiscrimination Policy. Notwithstanding anything herein, the Organization shall not discriminate against anyone on the basis of race, color or religion or sexual orientation.

21.6. Tax-Exempt Status. The Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(a) of the Code as an organization described in 501(c)(3) of the Code.

CERTIFICATE

The undersigned hereby certifies that he/she is the duly elected and acting President of the Organization named herein and that the foregoing is a true copy of the Bylaws of said Organization duly adopted by action of the Directors dated May 18, 2009, and hereby further certifies that such Bylaws have not been amended or rescinded and remain in full force and effect at the date hereof.

DATED this 3rd day of June 2009.

*Signed by **Jerome King**, (June 3, 2009)*
Jerome W. King, President

Revision History:

ByLaws Adopted at Membership Meeting on May 18, 2009

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