

# Eastside Genealogical Society Bylaws

## Article I. Name

The name of this organization shall be known as EASTSIDE GENEALOGICAL SOCIETY.

## Article II. Purpose

It is the purpose of the Society to encourage and promote the education and study of genealogy; to aid in genealogical research by establishing a library of books and materials; to conduct seminars, lectures, and workshops; to encourage the preservation of genealogical and historical records; and to publish, print, buy, sell or circulate literature relative to this purpose.

## Article III. Membership

Section 1 Membership shall be open to all individuals and organizations that support the purpose of the Society, make application, and pay prescribed dues, and shall be entitled to one vote.

Section 2 The annual dues for an Active member in this Society shall become due on the first day of the month after enrollment and on an annual basis thereafter according to the following classifications:

SINGLE (One person per household)

FAMILY (Two or more persons per household)

SENIOR CITIZEN (at least age 62)

STUDENT (to age 18)

Section 3 Annual dues may be amended by vote of the Board of Directors with the approval of the membership at the next General Membership meeting. Life memberships (Section 6), once paid, shall not be affected by future changes in annual dues, nor shall Life membership be affected by an amendment of these Bylaws.

Section 4 Any member whose dues are delinquent shall be suspended from membership and no longer entitled to vote.

Section 5 A CHARTER MEMBER of this organization shall have been one of the subscribers to the agreement to organize and incorporate this Society, and shall have been a member in good standing at the time of the adoption of the Bylaws dated 09 December 1982.

Section 6 LIFE MEMBERSHIP may be obtained from the Society by lump sum payment of fifteen times annual Single dues. After payment of such Life membership dues, Life members shall no longer be subject to payment of annual dues, but shall have all the privileges of membership in good standing.

Section 7 CONTRIBUTING LIFE MEMBERSHIP may be conferred upon a member, or a non-member, who makes a significant lump sum contribution or valuable donation of money and/or library material to the Society. Such membership shall be conferred by unanimous vote of all members of the Board of Directors. Contributing Life Members shall have all the privileges of membership in good standing.

Section 8 HONORARY LIFE MEMBERSHIP may be awarded to an individual who has promoted the purpose of the Society and encouraged public support toward the study of family and community history. Such membership shall be conferred by unanimous vote of all members of the Board of Directors. Honorary Life Members shall have all the privileges of membership in good standing.

#### **Article IV. General Membership Meetings**

Section 1 General Membership Meetings shall be held at monthly intervals, at least 10 per year in number at a place and time to be determined by the Board of Directors. The time, date, and place of General Membership Meetings may be changed by the Board of Directors upon sufficient notice to the members.

Section 2 The General Membership Meeting in May shall be known as the Annual Meeting of the Membership, and shall be for the purpose of electing officers, making an annual report, and conducting other business which may arise.

Section 3 Special General Membership Meetings of the Society may be called at any time by the President, three members of the Board of Directors or by written request of 10 members upon sufficient notice to the members.

Section 4 At any General Membership Meeting of the Society, a quorum shall consist of not less than two officers and 15 EGS members in good standing.

#### **Article V. Officers and Trustee**

Section 1 The elected Officers shall be a President, a Vice-President, a Secretary, a Treasurer, and one Trustee, and shall be known as the Executive Board.

Section 2 A term of office for Officers shall be two consecutive years or until a successor is elected. President and Vice-President shall serve no longer than two consecutive terms in any one office, unless elected to fill a vacancy. Terms will be staggered with President and Secretary elected in even-numbered years, and Vice-President, Treasurer, and Trustee elected in odd numbered years. Treasurer, Secretary, and Trustee may serve more than two consecutive terms if approved by the Board of Directors and voted into office by the General membership.

Section 3 Vacancies in any office, except that of President or Vice-President, shall be appointed by the President with the approval of the Board of Directors. The Vice-President shall succeed to a vacant and unexpired term of President. The Nominating Committee shall present a nominee for Vice-President within sixty days. In the event that there is no Vice-President or if the sitting Vice-President should decline to succeed to the office of President, then the vacant office(s) shall be filled by election as described previously in this Section for the Office of Vice-President, and as described in Article V, Sections 4 and 5.

Section 4 A Nominating Committee Chairperson shall be appointed by Board of Directors by November of each year. This Committee shall present a slate of at least one person for each available office to the members at the May meeting. At this meeting, or at a general meeting where elections to fill a vacancy in the office of the President or Vice-President are held, additional nominations from the floor may be made by members in good standing.

Section 5 Election of Officers of the Society shall take place at the May General Meeting, or if to fill a vacancy in the office of President or Vice-President, may occur at any General Meeting where a quorum as described in Article IV, Section 4 is present, with officers elected by majority vote of those members present. Newly elected Officers shall assume their positions at the first Board of Directors meeting following election.

Section 6 The Officers of this Society shall receive no compensation, except for such reimbursement of expenses as approved by the Board of Directors.

Section 7 Any Officer may be suspended with cause from office by a two-thirds vote of the members of the Board of Directors.

Section 8 Any Officer may resign at any time, but no resignation may be accepted by the Board of the Directors unless all property in the possession of the Officer resigning is transferred to the Secretary of the Society, who shall, upon the election or appointment of a successor, immediately transfer said property.

## Section 9 Duties of Officers

### a. President

The President shall act as chief administrative officer of the Society; shall supervise the Society's affairs and activities; shall represent and speak for the Society; shall preside at Executive Board and Board of Directors meetings, General Membership meetings, and Special meetings; and shall appoint Special and Standing Committee Chairpersons as approved by the Board of Directors, except the Nominating Committee Chairperson.

### b. Vice-President

The Vice-President shall assume the duties of the President in the absence or incapacity of the President; shall become the President on death, resignation, or permanent incapacity of the President; and shall assist the President, when called upon, to carry out the business of the Society.

### c. Secretary

The Secretary shall take minutes of the business portions of General Membership Meetings, Executive Board and Board of Directors Meetings, and Special Meetings of the Society and shall furnish copies of the minutes to the members of the Board of Directors as requested. The Secretary shall give notice of Special Meetings; shall authenticate official documents by signature on official correspondence, except correspondence assigned to other officers and members; shall be custodian of all legal documents of the Society; and shall have a copy of the Society Bylaws and Articles of Incorporation at all meetings as described in Article IV.

### d. Treasurer

The Treasurer shall be responsible for collection, safe-keeping, and expenditure of all funds of the Society; shall keep accurate financial records as directed and approved by the Board of Directors; and shall pay all Board of Directors approved bills of the Society promptly and when due. The Treasurer shall immediately deposit all funds of the Society, when received, into the established bank accounts in the name of the Society; shall accept gifts and bequests; shall submit financial records for the annual audit; shall submit a written financial statement at the Annual Board Meeting and shall perform other business as directed by the Society. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.

### e. Trustee

The Trustee shall serve as a voting member of the Board of Directors; shall represent the general membership on the Board of Directors and shall promote membership in the Society.

## **Article VI. Board of Directors**

Section 1 The Board of Directors shall consist of the Executive Board of elected officers, the most recent past president willing to serve. Chairpersons of Standing Committees are ex-officio members of the Board of Directors with the vote. Chairs of special or ad-hoc committees shall have a voice without a vote.

Section 2 The Board of Directors shall be responsible for the supervision and management of all the business of the Society, and shall make recommendations to the Society in performing all

business, each and everything, not expressly prohibited by law or contrary to the Articles of Incorporation or these Bylaws.

### Section 3 Meetings

- a. Regular meetings of the Board of Directors shall be at least quarterly and at a location, time, and date fixed by the Board of Directors.
- b. The May meeting of the Board of Directors shall be known as the Annual Board Meeting by which time annual reports shall be submitted by the officers and committee chairs.
- c. Special Meetings may be called by the President or by written petition of three members of the Board of Directors.

### Section 4 Quorum

- a. Proxy votes shall be allowed at the Board of Directors meetings. A Board member who is unable to attend a meeting may assign his/her vote to another member of "the Board" Board of Directors, thus allowing the designated member to cast more than one vote.
- b. At any meeting of the Board of Directors, a quorum shall consist of three elected Officers including those represented by proxy.

Section 5 Advance Notice given in writing or by telephone to each member shall be required for all meetings of the Board of Directors. Regular meetings shall require one-week notice and Special meetings shall require at least 24 hours' notice. Notice shall include the nature of the business to be transacted.

Section 6 Any member of the Board of Directors duly suspended from membership in the Society as in Article III, Section 4, shall automatically be terminated from the Board of Directors.

## **Article VII. Committees**

Section 1 The Society shall have the following Standing Committees and any others deemed necessary to carry out the business of the Society: Nominating, Education, Library, Membership, Program, Supply Table, Sunshine, Historian, Webmaster, Newsletter, Publicity, and Special Interest Groups. Chairs of the Standing Committees will have a vote and must be members of the Society. The President of the Board of Directors, with the approval of the other elected officers, may appoint other committees deemed necessary.

Section 2 Standing Committee Chairs shall be appointed by the President annually at the beginning of the fiscal year, with the approval of the Board of Directors. It will be the duty of the SIG Chairs to recommend a Board of Directors representative to be appointed by the President. The Standing Committee Chairs shall have the authority to act for the Society with specific instructions from the Society or the Board of Directors, and shall choose persons to serve on their Committees.

Section 3 Duties of each committee shall be noted in the Board of Directors Handbook. Copies of the Board Handbook shall be presented to newly elected Executive Board Members. The chairs of the Standing Committees shall receive a description of the duties of their position at the time of appointment.

Section 4 Other committees, Standing or Special, may be appointed by the President or the Board of Directors. The President shall be ex-officio, a member of all Committees except the Nominating Committee.

## **Article VIII. Dues and Finance**

Section 1 The fiscal year shall be from June 1 to May 31.

Section 2 An annual budget shall be approved by the Board of Directors no later than the end of July. Each committee chair shall submit a proposed budget for committee activities for the year, detailing briefly the amount desired and the purpose.

Section 3 Committee chairs may authorize expenditures up to the budget amount authorized and for the purposes approved by the Board of Directors. Expenditures in excess of the budget allotment must be approved by the Board of Directors, except that the President may authorize additional expenditures not exceeding \$100, subject to ratification by the Board of Directors at its next meeting.

Section 4 An annual audit shall be performed by a Special Audit Committee appointed by the President with the approval of the Board of Directors.

**Article IX Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with the Revised Code of Washington, these Bylaws, or any special rules of order the Society may adopt.

**Article X. Dissolution**

Upon dissolution of this corporation, after paying or adequately providing for all debts and obligations, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

**Article XI. Amendments**

The Articles of Incorporation and the Bylaws of this Society may be amended at any General Membership meeting of the Society by a two-thirds vote of the members present, provided that notice has been mailed or given to all members 30 days prior to the meeting at which the amendment is to be considered.

I hereby certify that the foregoing are the Bylaws of the Eastside Genealogical Society adopted by the members thereof, duly assembled at their regular meeting on Thursday, May 8, 2008, in Bellevue, King County, Washington. In testimony thereof I have fixed my signature on this, the 8<sup>th</sup> of January, 2009.

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Bob Barnes, President

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Judy Meredith, Vice-President

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Walta McCarley, Secretary

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Bob Osrowske, Treasurer

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Sharron Filer, Trustee