



# **SAN DIEGO GENEALOGICAL SOCIETY**

## **BY-LAWS**

**Amended June 2006**

### **ARTICLE I – NAME**

The organization shall be called the **SAN DIEGO GENEALOGICAL SOCIETY**. It is incorporated under the General Non-Profit Corporation Law of California as a Public Benefit Non-Profit Corporation. The seal of the society is appended to these By-Laws.

### **ARTICLE II – PURPOSE**

The purpose of this Society is to promote general interest in the related fields of genealogy, history, and heraldry by the individual and group effort and in cooperation with other like organizations, including the maintenance of a library of specialized literature, the acquisition of books, printed papers and manuscripts therefore, and the encouragement of the writing and publishing of books, papers, and the delivery of lectures on subjects of genealogical interest.

### **ARTICLE III – MEMBERSHIP**

Members shall be admitted to the Society by the Board of Directors. Membership classification, responsibilities and dues shall be set forth in the Standing Rules.

### **ARTICLE IV – OFFICERS**

The officers of the Society shall be the President, the First Vice-President, the Second Vice-President, the Secretary and the Treasurer.

The President shall be the principal officer and shall preside at all meetings of the Society and the Board of Directors.

The President shall be responsible to the Society for executing the affairs of the Society according to the By-laws and Standing Rules.

The First Vice-President shall be the President-Elect, and is responsible for publicity.

The Second Vice-President is responsible for submission of the Budget for approval by the Board and for financial planning for the Society.

The Secretary shall issue notices of meetings as required, maintain minutes of the meetings and be custodian of the records and files.

The Treasurer shall receive and deposit all funds in the name of the Society, maintain accurate accounts, execute contracts as directed by the President of the Society. The Treasurer is an ex-officio member of any committee charged with the financing of the Society or preparing long term plans for the Society. All funds and monetary donations shall be deposited to the credit of the Society as directed by the Board. The signatures of three officers shall be required authorizing the establishment of all accounts for the Society, with one of the three signatures required for disbursement. There shall be an Audit twice a year, one in June and one in December, of the accounts of the Society.

## **ARTICLE V – MEETINGS**

1. Regular meetings of the society shall be held at least quarterly at such times and places as determined by the Board.
2. The Annual and General Meetings shall be held as stated in the Standing Rules. Notice of these meetings with agenda shall be mailed to each member not less than thirty days prior to the meeting.
3. Special Meetings of the Society shall be called by the President upon written request of five members of the Board or ten members of the Society. Notification of the meeting shall be made three (3) days before the meeting and no other business (other than that for which the meeting was called) shall be transacted.
4. A quorum of the Society shall consist of ten (10) percent of the members in addition to the presiding officer.

## **ARTICLE VI – BOARD OF DIRECTORS**

The Board of Directors shall consist of the officers and six directors. The Directors of the Society shall consist of the Library Director who shall be a competent Librarian, the Membership Director, Special Events Director, Program Director, Historian, and Director at Large. The Board of Directors may appoint special committees as deemed necessary. The term of office shall be two years. The Officers and Directors shall be elected biannually. One-half of the Officers and one-half of the Directors shall be elected each year.

The President, First Vice-President, Secretary, Program Director, Special Events Director and Membership Director shall be elected in the odd year.

The Second Vice-President, Treasurer, Historian and Director at Large shall be elected in the even year.

No member of the Board shall serve more than two consecutive terms in the same office. Two consecutive absences from the regular meetings of the Board shall constitute a vacancy at the discretion of the Board.

A vacancy among the Officers or Directors or any committee will be filled by the Board until the next Annual Meeting, and this partial term shall not be considered a term of office.

The Newsletter Editor shall be appointed by the Board of Directors to an open term. The Librarian shall be appointed by the Board of Directors to an open term. The Parliamentarian shall be appointed by the President. He/she shall be advisor to the President and the Society on points of parliamentary law and shall compile all proposed changes to the By-Laws and Standing Rules.

An Officer or Director maybe removed without cause by two-thirds vote of the total membership of the Board of Directors. The Board shall conduct the business of the Society. It shall meet at least quarterly at the call of the President. A quorum shall be five (5) members.

The Second Vice-President shall prepare an annual budget for the operation of the Society, which shall be approved by the Board. No unbudgeted funds shall be disbursed. No indebtedness shall be incurred without approval of two-thirds of the members present at a general meeting.

Title to all property, funds, and assets of the Society is vested in the Society for the joint use of its members, and no

member or group shall have any serviceable right to all or any part thereof No contributions, bequest or gifts shall be accepted for the Society except by the Board of Directors.

## **ARTICLE VII – NOMINATIONS AND ELECTIONS**

The election of a Nominating Committee shall be held at the November General Meeting. The Nominating Committee shall consist of three (3) members and one (1) alternate. This Committee shall secure the consent of nominees before their names are presented to the membership. The Committee shall prepare and present the proposed slate in the Society Newsletter thirty (30) days prior to the general meeting.

No member of the Nominating Committee is eligible for nomination. A Nominating Committee member who wishes to be considered for office must resign and be replaced by the alternate.

The term of office shall be for two (2) years. No member of the Nominating Committee shall serve more than one (1) term consecutively. One-half of the Committee shall be elected each year.

Election of Officers and Directors shall be held at the November General Meeting. Additional Nominations may be made from the floor at this time. Should there be only one (1) candidate for election to any office, by unanimous consent, the presiding officer shall declare the slate elected. Should there be nominations from the floor; the office will be determined by a show of hands.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

Robert's "Rules of Order" (Revised) shall be the authority governing the Society in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or Special Rules of this Society.

## **ARTICLE IX – AMENDMENTS**

These By-Laws may be amended by two-thirds vote of those present at any meeting of the Society, provided the proposed amendments have been posted in the newsletter prior to that meeting.

## **ARTICLE X – NON-DISCRIMINATION**

The Society does not discriminate on the basis of race, color, sex, national and ethnic origin, religious beliefs, sexual preference or physical limitations.

## **ARTICLE XI – IRREVOCABLE DEDICATION**

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code. No part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

[Adopted by a two-thirds (2/3) quorum vote at the General Meeting 12 Nov 2005.]

## STANDING RULES

1. All applicants for regular membership must attend at least one (1) meeting prior to applying for membership. The Membership Director shall present a list of recommended applicants to the Board of Directors for approval. New members shall include submission of a progenitor chart.
2. Membership classifications shall be:

1. Individual	\$25 per year
2. Family member	\$15 per year
3. Silver	\$50 per year
4. Gold	\$100 per year
5. Platinum	\$200 per year
3. *San Diego Leaves & Saplings* subscription rate shall be:

1. Member	\$20 per year
2. Societies and Libraries	\$20 per year
3. Non-members	\$24 per year
4. Dues are payable on November 1<sup>st</sup> for the coming calendar year, and shall be delinquent on 31 January. Members joining after August 1<sup>st</sup> shall pay one-half (½) of the yearly dues.
5. Persons joining after December 1 will be considered members for the following year.
6. Only one year's membership per life member maybe transferred from the Life Membership Fund to General Fund each year.
7. Members shall have one vote.
8. The fiscal year of the Society shall be the calendar year.
9. In November a General Meeting will be held, the annual budget will be approved, and the necessary Officers and Directors will be elected.
10. The Annual Meeting will be held in January, at which time newly elected Officers and Directors will be installed.
11. A detailed financial report covering the past fiscal year shall be presented to the Society at the annual meeting in January. A copy of this report shall be posted in the Library.
12. At the discretion of and by vote of the Board of Directors, an amount up to but not to exceed 40% of the total annual library rent may be transferred on an annual basis from the 'Building Fund' to the 'General Fund' solely and expressly for the payment of library rent. The interest earned from the 'Building Fund' may also be transferred to the 'General Fund' solely and expressly for payment of library rent. Both these means may only be used as a measure of last resort to cover library rent expense.