



Bylaws of the Genealogical Society of South Whidbey Island

Article I ORGANIZATION Section 1

The Organization shall be known as the Genealogical Society of South Whidbey Island, and referred to herein as the “Society.”

Article I ORGANIZATION Section 2

The registered office of the Organization shall be located in Island County, in the state of Washington at an address determined by the Board of Directors and filed as required by law.

Article II PURPOSE Section 1

The purpose of this Society shall be educational, as provided in Section 501(c)(3) of the Internal Revenue Code and as are consistent with the laws of the State of Washington. The Society is devoted exclusively to furthering genealogical research, promoting interest in family history, and preserving records.

Article II PURPOSE Section 2

To further this educational purpose, the Society may conduct meetings, offer classes, compile and print research materials; receive, hold and manage gifts, and engage in other activities that encourage family history. These activities do not exclude other activities within the intent of Section 501(c)(3) of the Internal Revenue Code, and that are consistent with the laws of the State of Washington.

Article III DEDICATION OF ASSETS Section 1

Property/assets of the Genealogical Society of South Whidbey Island shall be lodged as determined by the Board of Directors. The inventory list will include location and value of all Society property and be reviewed annually by the Board of Directors. The Treasurer will maintain the inventory list. The Audit Committee will audit the inventory along with the financial records.

Article III DEDICATION OF ASSETS Section 2

The properties and assets of the Society are dedicated to genealogical educational purposes. No part of the net earnings, properties, publications (print and electronic), or assets of the Society, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or of any member, Director, or Officer of the Society.

Article IV MEMBERSHIP Section 1

Any person who supports the purpose of this Society may become a member in good standing upon payment of the prescribed dues to the Society or by receiving a complimentary annual or honorary life membership.

Article IV MEMBERSHIP Section 2

Two types of memberships may be granted, annual or life, and either may be of the individual or dual form. A dual membership may be granted to two persons living at the same address. All members shall have equal rights and privileges, except that a dual membership is entitled to only one Society periodical and other membership mailings of the Society. Each person of a dual membership is entitled to the same voting privileges as an individual member.

Annual members pay dues annually.

Paid life membership (individual or dual) may be granted upon payment of a one-time fee equal to twenty (20) times the then current annual dues.

Honorary life membership may be granted to a person who has given outstanding service to the Society over a period of years, and who has held continuous membership in the Society for a minimum of fifteen (15) years. Honorary life membership(s) may be conferred at any time provided that the number of honorary life members will not exceed five (5) percent of the total membership, with a limit of twenty (20) individuals.

A unanimous vote by secret ballot of the Board of Directors shall be required to confer complimentary annual or honorary life memberships.

Article IV MEMBERSHIP Section 3

A member may be removed from membership, with cause, by a vote of secret ballot of two-thirds (2/3) of the Board of Directors in attendance at a Board of Directors meeting. Cause for removal may be such as member defacing, misusing or removing, without permission, any property, genealogical book, computer disc, record or similar material belonging to the Society; by repeated disruptive behavior or by multiple complaints by other Society members of actions or activities inconsistent with the guidelines and bylaws established by the Society.

Article IV MEMBERSHIP Section 4

The Society membership list is to be used solely for Society business and to assist in the coordination of research. The use of this information for any other purpose, including commercial use, is strictly prohibited.

Article V DUES Section 1

Dues shall be established by the Board of Directors and approved by the members.

Article V DUES Section 2

Any proposed change in dues shall be submitted to the membership. Approval shall require an affirmative vote by two-thirds (2/3) of the members voting.

Article V DUES Section 3

Annual membership dues shall be payable in September of each year.

Article VI BOARD OF DIRECTORS Section 1

The Board of Directors shall consist of the elected Officers and Directors, and the immediate Past President. The immediate Past President's membership on the Board of Directors is contingent upon his/her current Society membership and he/she serves until replaced by his/her successor.

Article VI BOARD OF DIRECTORS Section 2

A quorum for all Board meetings shall be a majority of the voting members. No proxy votes are permitted. To take any action, except as otherwise provided herein, a majority vote of those present and eligible to vote is required.

Article VI BOARD OF DIRECTORS Section 3

The Board of Directors shall be responsible for managing the business, assets, activities, and programs of the Society under governing authorities listed in Article XV. The Board shall establish administrative policies, procedures, and committees for the operation of the Society. The President and Treasurer are responsible for the keys to the Society's Safety Deposit Box and Post Office Box.

Article VI BOARD OF DIRECTORS Section 4

Regular meetings of the Board of Directors shall be held at least 10 times annually and are open to the membership. The President or any 3 members of the board of Directors may call special meetings of the Board. Board members shall attend both scheduled and special meetings of the Board unless they notify the President.

Article VII OFFICERS AND DIRECTORS Section 1

Elected Officers shall be: President, Vice President, Secretary and Treasurer. Board-selected Directors shall be: Director of Archives, Director of Education, Director of Field Trips, Director of Library, Director of Memberships, Director of Programs, Director of Publications, Director of Publicity, and Director of Volunteers. Officers serve until successors are elected; Directors serve until replaced by the Board.

Article VII OFFICERS AND DIRECTORS Section 2

Officers and Directors shall assume office at the beginning of the fiscal year but overlap with prior officers for summer orientation and planning prior to the September meeting.

Article VII OFFICERS AND DIRECTORS Section 3

An elected Board Member may serve only two (2) consecutive one (1) year terms in a single position. A member is eligible to be elected to that position again following one (1) full term out of office. An individual who has served more than half a term in a Board position is considered to have served a full term.

Article VII OFFICERS AND DIRECTORS Section 4

In the event the office of President is vacated for any reason, the Vice President automatically becomes President for the remainder of the term.

Treasurer shall maintain the Property Inventory List. The newly-elected Treasurer shall attend the prior year's audit to better understand the job.

Article VIII DUTIES OF OFFICERS AND DIRECTORS Section 5

Board members are responsible for attending Board meetings and the functioning of the committees and activities assigned to them by the Board of Directors. They shall submit names of all appointees for committees to the Board for approval.

Article VIII DUTIES OF OFFICERS AND DIRECTORS Section 6

Job Guidelines shall be available for each position on the Board of Directors. The Guidelines describe the specifics of the job and how it is done. They are passed to successive holders of each position.

Article IX COMMITTEES Section 1

Society Standing Committees are the Audit Committee and the Nominating Committee. Members of Standing Committees shall continue to hold their positions until replaced by successors appointed and approved by the Board of Directors.

Ad Hoc committees may be appointed as needed.

The Audit Committee duties appear in Article XIII, Section 6. The Nominating Committee duties appear in Article XII, Section 3.

Article X INTEREST GROUP Section 1

At least five (5) Society members with mutual genealogical interests may request authorization from the Board of Directors to form an Interest Group.

Article X INTEREST GROUP Section 2

The formation of each Interest Group must be approved by the Board.

Article X INTEREST GROUP Section 3

Each Interest Group must designate a representative from among its Society members in good standing who shall keep the Board informed.

Article X INTEREST GROUP Section 4

The Board of Directors may disband an Interest Group for inactivity or inability to function in accordance with Society Bylaws.

Article XI MEETINGS Section 1

Membership meetings shall be held monthly September through June at times and places determined by the Board. To take any action, except as provided in Article X – Section 5, a majority vote of those present and eligible to vote is required.

Article XI MEETINGS Section 2

The Annual Meeting shall be held each year in June for the purpose of conducting Society elections and such other business as may be identified.

Article XI MEETINGS Section 3

A special membership meeting, for a stated purpose, may be called at any time by a simple majority of the Board of Directors or a petition signed by ten (10) percent of the Society's

members in good standing. The petition shall be presented to the Secretary and a thirty (30) day notice given to all members. No business other than the stated purpose may be conducted at a special meeting.

Article XI **MEETINGS** **Section 4**

A quorum for altering an action of the Board of Directors shall be forty (40) percent of members in good standing. A two-thirds (2/3) majority of those present and voting shall be required for approval.

Article XI **MEETINGS** **Section 5**

Proxy votes are not permitted at any meeting of the Society.

Article XII **NOMINATIONS AND ELECTIONS** **Section 1**

Only persons who have been Society members in good standing for the twelve (12) months prior to nomination are eligible for election to any Society position. The Board of Directors may, at its discretion, waive the twelve (12) months prior membership requirement.

Article XII **NOMINATIONS AND ELECTIONS** **Section 2**

A Nominating Committee of five (5) members shall include the Vice President, the Director of Membership, and three (3) members who are elected from the membership at the Annual Meeting.

Article XII **NOMINATIONS AND ELECTIONS** **Section 3**

The Nominating Committee shall submit names of at least one (1) qualified candidate for each elective position on the Board: President, Vice President, Secretary, and Treasurer, and three Nominating Committee positions. The slate shall be announced at the May general meeting for elections at the Annual Meeting in June. Additional nominations may be made from the floor if the candidate agrees to serve.

Article XII **NOMINATIONS AND ELECTIONS** **Section 4**

Voting shall be done by a voice vote or a show of hands if only one candidate per office has been nominated. If more than one candidate for any one office has been nominated, then voting for that office shall be by written secret ballot.

Article XIII **FINANCES** **Section 1**

The fiscal year shall be from September 1 through August 31.

Article XIII **FINANCES** **Section 2**

The Board of Directors shall adopt a budget prior to the beginning of the next fiscal year.

Article XIII **FINANCES** **Section 3**

Bank checks on, or withdrawals from, Society funds shall require only one (1) authorized signature. The President, Vice President, and the Treasurer shall be authorized signatories.

Article XIII **FINANCES** **Section 4**

All Funds received or disbursed for Society purposes shall be recorded in the Treasurer's accounts. Non-budgeted expenditures over \$35.00 require approval of the Board. A director can approve non-budgeted expenditures less than \$35.00.

Article XIII FINANCES Section 5

The Treasurer shall account for and preserve the integrity of special funds, such as those funds contributed for specific use(s), special Society projects with substantial financial significance or capital reserves.

Article XIII FINANCES Section 6

By the June meeting the Board of Directors shall appoint an Audit committee of three (3) qualified Society members in good standing who are not members of the Board of Directors.

At the close of the current fiscal year (August 31st), this committee shall examine the accounting system, review the procedures, match reports against documentation, and confirm accounts and investments said to belong to the Society.

The committee shall report its findings and recommendations to the Board and Membership at the October meetings. The Secretary and the Treasurer shall retain copies of the audit reports.

If, during the course of the year, the Board elects a new Treasurer, the Audit Committee shall audit the previous Treasurer's books and present a written report to the Board within sixty days after the change.

Article XIV DISSOLUTION OF THE SOCIETY and/or the LIBRARY COLLECTION Section 1

If, after extensive deliberation and thorough consultation with the broader genealogical community, the Board of Directors reaches the conclusion that the Genealogical Society of South Whidbey Island can no longer continue to function as an entity and/or that the Society's library collection can no longer be retained, a special meeting of the membership shall be called. The Board of Directors shall send to all members in good standing a written notice of explanation regarding the proposed dissolution options, and state a time and place for the meeting. At least thirty (30) days' notice shall be given for the meeting. This special meeting must be held on a Saturday within the area of South Whidbey Island during daylight hours.

Article XIV DISSOLUTION OF THE SOCIETY and/or the LIBRARY COLLECTION Section 2

Dissolution of the Society and/or disposition of the library collection and other properties of the Genealogical Society of South Whidbey Island must be approved by at least two-thirds (2/3) of the members in good standing present at the special meeting called for this purpose. Attendance by a minimum of fifty (50) percent of the members in good standing shall be required. In the event that neither a two-thirds (2.3) majority nor at least fifty (50) percent of the members in good standing, as defined in Article IV, Section 1, are present, another meeting shall be called, following the procedures set forth in Section 1 of this Article. This attempt will continue until a valid meeting has been convened and conducted. After three failed attempts to convene a special meeting as described above, an Ad Hoc committee composed of the current Board of Directors and all living past presidents of the Society willing and able to serve shall make a final binding decision regarding the dissolution of the Genealogical Society of South Whidbey Island and/or its library collection.

SIMPLIFIED MEETING RULES

In a small group a formal parliamentary procedure may be unnecessary since many decisions can be reached quickly by general agreement. However, if a subject is controversial, the chair may use formal procedures.

Rules for a *simplified* meeting:

1. Courtesy is the Rule! Consideration is expected. Interruptions are discouraged. Be attentive when others speak.
2. Formal recognition is not required before speaking. If you wish, make a gesture.
3. Business may be discussed and general agreement reached without any motions when there is no evident difference of opinion.
4. If a discussion leads to no general agreement, or if someone simply *chooses* to make a motion, a second is needed e.g., "I move that ...", "I second the motion ...". A motion formalizes the discussion, and requires a second. Discussion then takes place followed by a vote. A member can request the vote if the discussion seems unproductive.
5. If it is obvious that a discussion is going nowhere, the Chair may ask for general agreement (no difference of opinion). If that is not possible, the Chair may ask for a motion and a second, which may be voted up, down, withdrawn, or tabled. If no motion is made, the Chair may declare the discussion dead and move to other business.
6. The chair may participate in the discussion but should refrain if no agreement is obvious and a motion is forthcoming.

Responsibilities of the **Chair**:

- Prepare an agenda.
- Start the meeting on time with a quorum (majority of members).
- Encourage order and allow only one subject for discussion at a time.
- Manage discussions and decisions per these Simplified Meeting Rules.

Responsibilities of the **Secretary (Board meetings only)**:

- Record attendance at each Board meeting.
- Summarize Key Points at the beginning of the minutes.
- Record pertinent details of discussions and decisions.
- Provide Board members with minutes prior to the next meeting.
- Read the minutes at subsequent meetings.

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