

WHATCOM GENEALOGICAL SOCIETY
BYLAWS
as of November 14, 2005

ARTICLE I - NAME

The name of the organization shall be Whatcom Genealogical Society.

ARTICLE II - OBJECT

Section 1. This Society is organized exclusively as an educational group, devoted to furthering genealogical research and promoting an interest in family history, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on by a Society exempt from Federal income tax under the above-mentioned Section 501(c)(3) of the Internal Revenue Code of 1954, or its successor.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Any person interested in genealogical research may become a member upon payment of prescribed dues to the Society.

Section 2. Annual dues for individual members shall be established by the Society and shall become due the beginning of the fiscal year. Related adults living in the same household, and willing to share one copy of *THE BULLETIN* may pay dues for Family membership of one and one-half the amount for an individual member.

Section 3. Each member is entitled to receive *THE BULLETIN* except in the case of Family membership when only one copy will be received.

Section 4. Each member in good standing for thirty (30) days prior to the annual election of officers shall be eligible to vote.

Section 5. The Board of Directors may nominate a selected individual for Honored Life membership. This category shall never constitute more than two percent (2%) of the current paid membership. Such membership shall be awarded for outstanding services by a vote of eighty percent (80%) of members present and voting at a regular meeting. Honored Life membership shall include full benefits of regular membership.

Section 6. Long-standing members in the Society, who can no longer attend meetings, but wish to receive the membership list and general news of the Society, may be given Senior Corresponding membership status, with the approval of the membership.

ARTICLE IV - OFFICERS AND TERM OF OFFICE

Section 1. The elected officers of this Society shall be: President, Vice President, Secretary, and Treasurer.

Section 2. The appointed officers shall be the heads of Standing Committees (see Article VI).

Section 3. Vacancies in any office except that of President or Vice President shall be filled by presidential appointment with the approval of the Board of Directors. The Vice President shall succeed to the higher office in the event that office is vacated. In the event of a Vice Presidential vacancy, and at the discretion of the Board of Directors, the Nominating Committee shall nominate one or more candidates, and a special election shall be held.

Section 4. Terms of office shall be two (2) years. Nomination or appointment to subsequent terms

are at the will of the Nominating Committee, or the membership, for elected officers, or the President and the Board of Directors for appointed positions.

Section 5. No elected officer shall hold the same office for more than two consecutive terms.

Section 6. All officers elected at the regular membership meeting in November shall assume office at the January meeting

Section 7. Elected officers must have been members in good standing for at least one (1) year before election.

ARTICLE V - DUTIES OF OFFICERS

Section 1. The President shall preside at regular and special meetings of the Society and the Board of Directors, appoint chairpersons of Standing Committees as specified in Article VI and chairpersons of special committees except the Nominating Committee, with the approval of the other elected officers and the immediate Past President; serve as member ex officio of all committees except the Nominating Committee, appoint the Treasurer or other Board member to pick up and distribute mail received for the Society, with the goal of expeditious handling of research requests, orders for Society publications, new membership applications, and checks and cash received in the mail, and exercise the usual executive powers pertaining to the office of President.

Section 2. The Vice President shall assist the President in the performance of the President's duties and assume them in the President's absence or inability to serve, and monitor significant projects undertaken by the Society to ensure adequate planning is accomplished and support provided to successfully complete them..

Section 3. The Secretary shall record all proceedings of the Society and Board of Directors: give notice of special meetings, notify appointed officers of their appointments, conduct correspondence of the Society and correspondence of the committees when requested to do so by the Board of Directors, retain custody of the Bylaws and other rules of the Society.

Section 4. The Treasurer shall receive all funds paid to the Society; deposit all funds of the Society in the bank or banks approved by the Board; keep an accurate record of all money transactions of the Society, present a financial report at each business meeting of the membership and each meeting of the Board, submit books for audit at the close of each term of office, make expenditures pursuant to Article XI and make appropriate State and Federal reports.

ARTICLE VI - STANDING COMMITTEES

Section 1. The Standing Committees shall be: Library, Bulletin, Education, Membership, Publicity, Records, Fund Raising, Research Aide, and Internet Webmaster.

Section 2. Vacancies in any Standing Committee chairmanship shall be filled by presidential appointment with the approval of the Board.

Section 3. Chairpersons of Standing Committees shall report regularly to the membership and to the Board.

ARTICLE VII - DUTIES OF STANDING COMMITTEES

Section 1. The Library Committee shall plan for the orderly acquisition of books, periodicals and other reference items to be acquired by the Society; shall recommend to the Board specific reference materials to be purchased; shall propose and execute an exchange of publications with other societies and organizations; shall keep a record of all publications purchased or exchanged, shall inform the membership regularly of recent acquisitions, shall ascertain the areas of greatest interest to the membership; shall promote donations and memorials to the Bellingham Public Library in the name of the Society; and shall provide the Library with Society volunteers to assist in the use and maintenance of the genealogy collection.

Section 2. The Bulletin Committee shall be responsible for the content, format, printing and distribution of *THE BULLETIN* in accordance with the policy approved by the Board. The chair of the committee shall be the Editor.

Section 3. The Education Committee shall schedule monthly educational sessions and plan special

workshops.

Section 4. The Membership Committee shall maintain a permanent record of the membership, shall maintain a current membership list; shall collect dues and forward the monies to the Treasurer; shall issue a membership card to each paid member; shall provide copies of any changes in membership to the Treasurer and such committees designated by the Board of Directors; shall promote membership and shall establish a Hospitality/Greeting subcommittee to provide greeters at each Society membership meeting; arrange for refreshments at workshops, forward such sympathy cards, get-well cards and thank-you notes as are necessary.

Section 5. The Publicity Committee shall seek opportunities to publicize the Society, to promote genealogy and shall release items to the news media and members regarding meetings and special events.

Section 6. The Records Committee shall collect and publish genealogical source materials. The committee shall consist of the following subcommittees: Files, Publishing and Society Historian who shall maintain records of the Society's history. The Files subcommittee shall be responsible for ancestral forms, surname files, bible records, and cemetery records. The Publishing subcommittee shall publish and sell such publications as the Board authorizes, submit monies and taxes collected to the Treasurer, and maintain back issues of *THE BULLETIN* and unsold publications of the Society.

Section 7. The Fund Raising Committee shall manage the Society's fund-raising efforts through sale of materials and books, and by participation in local rebate programs. The Sales subcommittee shall sell forms and books not published by the Society and submit monies and taxes collected to the Treasurer; shall maintain an inventory of all stock on hand; shall recommend to the Board the stocking of appropriate forms and books for resale at meetings; and shall give a monthly accounting of the petty cash fund to the Treasurer. The Rebate subcommittee shall collect and process donated receipts from purchases made at local stores sponsoring rebate programs.

Section 8. The Research Aide Committee shall be responsible for answering letters to the Society regarding assistance with local genealogical research. All donations received shall be submitted to the Treasurer.

Section 9. The Internet Webmaster shall manage the Society's Internet website and advise the Board on the Society's use of the Internet and computers.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers, the chairs of the Standing Committees and the immediate past president.

Section 2. A quorum for the transaction of business of the Board of Directors shall be a majority of the members comprising the Board of Directors, with a majority vote of those attending required for passage. No proxy votes are permitted.

Section 3. Meetings of the Board of Directors shall be held prior to each regular meeting except July and August. A transitional meeting shall be held prior to the January membership meeting consisting of both the outgoing and incoming boards.

Section 4. Special meetings of the Board of Directors may be held at any place and time with at least one (1) week's notice given and whenever called by the President or any four or more members of the Board.

Section 5. No member shall hold more than one Board position at the same time, with the exception of the Vice President and the immediate Past President, who may have a second Board position but with only one vote per member.

Section 6. The business affairs and property of the Society shall be managed by the Board.

Section 7. The Board may refer any action taken by the Board to the Society's membership for modification, revision or approval.

ARTICLE IX - MEETINGS

Section 1. Regular membership meetings shall be held monthly except in July and August.

Section 2. Special membership business meetings may be called at any time by the Board or by

twenty (20) members of the Society, upon ten (10) days written notice to all members.

Section 3. Special Program meetings shall be at such times and places as approved by the Board.

Section 4. A quorum for the transaction of business at any regular or special membership meeting shall be twenty-five percent (25%) of the Whatcom County resident membership. A majority of those present and voting shall be sufficient to pass any action, except as otherwise provided herein.

ARTICLE X - ELECTIONS

Section 1. The annual election shall be held in November at the general membership meeting. A majority of the membership attending the regular monthly meeting shall elect. Upon request, members absent from that meeting shall be provided an absentee ballot in an appropriate form. Such absentee ballot shall be counted provided it is received by the Secretary prior to the meeting on election day, and accompanied by the voter's name and address on the envelope marked 'ballot'.

Section 2. The Nominating Committee shall, at the October membership meeting, submit its report of at least one qualified person for each of the following positions: President, Vice President, Secretary and Treasurer. Additional nominations may be made from the floor at that meeting.

Section 3. The consent of each nominee must be secured before placing their name on the ballot.

Section 4. If a nominee must withdraw after their name has been placed on the ballot, then notification must be given as soon as possible to the President and prior to the start of the November election meeting.

Section 5. 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 all voting shall be by paper ballot.

ARTICLE XI - FINANCES

Section 1. The fiscal year shall be from 1 January through 31 December of the year.

Section 2. The Board shall approve a proposed budget for the fiscal year which shall be presented to the membership at the December meeting and given final approval at the January membership meeting. Any changes to the annual budget shall be approved by a subsequent vote at a membership meeting.

Section 3. All checks received on behalf of the Society shall be made out to the Whatcom Genealogical Society.

Section 4. All checks drawn on funds of the Society shall be signed by the Treasurer or the President. Approval of the Board will be required for payment of bills for budgeted amounts over \$100.

Section 5. All purchases to be paid from Society funds shall be billed to the Society address, c/o Treasurer.

Section 6. All money transactions by the Society shall be recorded in the Treasurer's books.

Section 7. No officer or committee shall exceed their quarterly budget allocation without Board approval.

Section 8. The Auditing Committee, composed of three members, shall be appointed in December by the President with the approval of the Board to audit the Treasurer's books. The outgoing Treasurer shall give the books to the Auditing Committee at the end of the fiscal year in December and shall present an unaudited report at the January Membership meeting. After the books are audited they shall be given to the new Treasurer no later than January 25th with a dated and signed statement on the face of the books attesting to the audit. The committee members shall not have been directly involved during the year in spending the Society's money. The committee shall present their report to the February membership meeting.

Section 9. No part of the income or earnings of the Society shall be used for the benefit of any individual member. No member may receive personal compensation for performing committee work.

Section 10. Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or

organizations organized and operated exclusively for the charitable or educational purposes as shall at the time qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954, or its successor. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Whatcom County, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - SPECIAL COMMITTEES

Section 1. Special committees may be appointed by the President with Board approval, or by the Board, or by the membership, except as otherwise provided for in these Bylaws.

Section 2. Chair of special committees must be members in good standing.

Section 3. The Nominating Committee shall consist of at least three members. One member shall be elected by the Board before the June membership meeting and at least two members shall be elected from the floor at the June membership meeting. The Chair of the Nominating Committee shall be chosen by a vote of committee members.

ARTICLE XIII - STUDY GROUPS

Section 1. Members with mutual genealogical interest may request authorization from the Board to form study groups.

Section 2. The chair of the study group may be nominated by the Society members involved in such a group. The study group chair shall be approved annually by the Board of Directors after the beginning of the fiscal year.

ARTICLE XIV - REMOVAL FROM OFFICE OR MEMBERSHIP

Section 1. A neglect of duties for three (3) consecutive months by an officer of the Board or a Standing Committee chair, without just cause and notification to the Board, may result in their removal from their position by a two-thirds (2/3) vote of the Board. The vacancy so created will be filled as set forth elsewhere.

ARTICLE XV - GOVERNING RULES

Section 1. These Bylaws and attached Standing Rules shall constitute the governing rules of this Society.

Section 2. Any matter not covered by these Bylaws and the Standing Rules shall be controlled, where applicable, by Robert's Rules of Order, newly revised, latest edition.

Section 3. All previous Bylaws and constitutions are hereby repealed.

Section 4. These Bylaws may be amended, at any regular membership meeting, or a special meeting called for such purpose, by a two-thirds (2/3) vote of those members present and voting, provided that notice of the proposed amendment has been presented by written notice to all members thirty (30) days before the meeting. All proposed amendments must be submitted in writing to the Secretary, and must show the wording of the entire paragraph, not just an insertion of a word or phrase.

Section 5. These Bylaws with attached Standing Rules shall be available for distribution by the Membership committee during each membership meeting.

These bylaws adopted as amended on November 14, 2005.

NOTE: In order to maintain the 'nonprofit organization' status, Sections 1 and 2, Article II, and Section 10, Article V must not be amended or deleted except to conform to new directives of the Internal Revenue Service