

BY-LAWS

of the

SONOMA COUNTY GENEALOGICAL SOCIETY

(Amended as of 19 May 2018)

ARTICLE I - ORGANIZATION

Section 1 - The name of this organization is the Sonoma County Genealogical Society (SCGS).

Section 2 - The principal office for the SCGS shall be located in Sonoma County, California.

Section 3 - SCGS shall be operated as a nonprofit, 501 (c) 3, public benefit organization for educational purposes. No dividends or monetary profits shall be declared or paid to any officer, member, private individual, or group.

ARTICLE II - OBJECTIVES

The objectives of the SCGS shall be:

1. To educate the general public and members of the SCGS in genealogical research
2. To contribute to and support genealogical libraries
3. To preserve, collect, compile, publish, and disseminate genealogical data and family history

ARTICLE III - MEMBERSHIPS

Section 1- Eligibility for Admission of Membership

Any person who is interested in genealogy or genealogical research is eligible for membership in the SCGS and shall be admitted to membership upon application and payment of dues.

Section 2 - Classes of Membership

There shall be three classes of memberships: Individual, Family, and Honorary. (Although the Life option was eliminated effective on May 18, 2013, existing Life memberships will still be honored and shall retain the same voting privileges as they did before.)

Section 3 - Definitions of Memberships

A. Individual: any person who meets the eligibility requirement for membership and shall have one voting membership.

B. Family: two eligible members of a family residing in the same household and shall have two voting memberships.

C. Honorary: may be conferred on any member or non-member who has provided exceptional contributions, service or support to the SCGS or to the field of genealogical research. Such membership may be awarded for a one-year term upon the recommendation and a majority vote of the Board of Directors. Honorary memberships shall be reviewed annually and may be renewed for one-year terms by a majority vote of the Board of Directors. Honorary Members shall not have any voting privileges.

Section 4 - Meetings of Members

A. Regular meetings of the membership shall be held monthly except for the months of August and December.

B. An Annual meeting of the membership for the purpose of electing officers shall be held at the Regular meeting in May. A majority of the members at the Annual meeting shall elect the Board of Directors.

C. A Special meeting of the membership may be called by the Board of Directors or by 10% of the membership.

D. The Board of Directors shall set the date, time, and place of Regular, Annual, and Special meetings.

Section 5 - Notice of Meetings

No written notice of Regular meetings need be given. Written notice of a Regular or Special meeting held at a different time or place than specified for such meetings shall be given to each member at least 72 hours before the meeting. In case of a Special meeting, the notice shall also specify the general nature of the business to be considered.

Section 6 - Annual Dues

A. Annual dues are payable on July 1st for the fiscal year (July 1st to June 30th).

B. New members shall pay dues for the full year. There will be no partial memberships. Dues paid April 1st to June 30th shall be applied to the upcoming fiscal year (July 1st to June 30th).

C. The Board of Directors shall determine the amount of the annual dues.

Section 7 - Termination of Membership

Any member delinquent in the payment of dues by September 1st shall automatically have their membership terminated and cease to be a member of the SCGS.

Section 8 - Voting

Each member in good standing shall be entitled to one vote. A member shall not be considered a member in good standing if the member is in arrears in the payment of their dues. There shall be no voting by proxy.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Number and Composition

The SCGS shall be governed by a Board of Directors. The authorized number of Directors shall be seven to fifteen. All Directors of the Board of Directors shall be in good standing with the SCGS.

Section 2 - Election of Officers and Members-At-Large

A Nominating Committee of three or more members shall be appointed by the President with the approval of the Board of Directors and shall be charged with presenting a slate of nominees at the April Regular meeting. Officers and members-at-large shall be elected by a majority of members in good standing who are present at the Annual meeting.

Section 3 - Term of Office

The term of office of Directors of the Board of Directors shall be for one year.

Section 4 - Vacancies

A vacancy in any office of the Board of Directors shall be filled by the Board of Directors by a majority vote of the remaining Directors of Board of Directors.

Section 5 - Powers and Duties

Subject to the applicable provisions of law, the Articles of Incorporation, and the By-Laws of the SCGS, the Board of Directors shall manage the affairs and conduct the business of the SCGS. Unless otherwise specifically provided in the Articles of Incorporation or the By-Laws, decisions of the Board of Directors shall be by a majority vote of the Board of Directors.

Section 6 - Meetings

Regular meetings of the Board of Directors shall be held monthly except the month of December. The time and place of the monthly meetings shall be designated by the Board of Directors. If a Board of Directors meeting has to be cancelled or the date changed, the entire Board of Directors must be notified by the President or the President's designee. Special meetings of the Board of Directors may be called by the President or upon the request of three members of the Board of Directors. Notice must be given to each member of the Board of Directors at least twenty-four hours in advance as to time, place, and purpose of any Special meetings of the Board of Directors.

Section 7 - Quorum

A quorum shall be a simple majority of the Board of Directors.

ARTICLE V – OFFICERS AND MEMBERS-AT-LARGE

Section 1 - Number of Titles

The Officers of the SCGS shall be President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer. There shall also be up to eight Members-at-large.

Section 2 - President

The President shall preside at meetings of the members and of the Board of Directors, shall appoint all chairpersons of standing and special committees with the approval of the Board of Directors, and shall be an ex-officio member of all committees except the Nominating Committee. The President shall be the official spokesperson for the SCGS, shall sign all contracts and documents authorized by the Board of Directors, and shall perform or delegate any such other duties consistent with the efficient operation and well-being of the SCGS.

Section 3 - 1st Vice-President

In the absence of the President, the 1st Vice-President shall preside at meetings of the members and of the Board of Directors and perform all duties of the President. The 1st Vice-President shall be the Program Chairperson and perform such other duties as may be prescribed by the Board of Directors and the President.

Section 4 - 2nd Vice-President

The 2nd Vice-President shall be the Membership Chairperson in charge of all new memberships and renewals, the processing of applications, the maintenance and distribution of membership rosters, and such other efforts as may be necessary to assure the efficient reception of new members of the SCGS and shall perform such other duties as may be prescribed by the Board of Directors and the President.

Section 5 - 3rd Vice-President

The 3rd Vice-President shall be the Communications Chairperson and shall send publicity to local media and shall perform such other duties as may be prescribed by the Board of Directors and the President.

Section 6 - Recording Secretary

The Recording Secretary shall record and preserve the minutes of each Board of Directors and Regular meeting and keep the annual lists of members and shall retain in permanent custody the

SCGS Articles of Incorporation, the Corporate Seal, and copies of all contracts and shall perform such other duties as may be prescribed by the Board of Directors and the President.

Section 7 - Corresponding Secretary

The Corresponding Secretary shall conduct such correspondence as authorized by the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors and the President.

Section 8 - Treasurer

The Treasurer shall keep a correct account of all receipts and disbursements, furnish monthly statements of the SCGS's financial and budget status at meetings of the Board of Directors, and furnish an annual financial report to the membership.

All checks, transfers, and withdrawals will require two signatures, the Treasurer and one other officer approved by the Board of Directors.

A review of fiscal statements and policies and procedures shall be conducted every year or at the direction of the Board of Directors.

Section 9 - Members-at-large

Members-at-large shall participate in the business of the Board of Directors and have specific duties as may be assigned by the Board of Directors or the President.

Section 10 - Removals and Vacancies

Unexcused absence of any member of the Board of Directors from three consecutive meetings of the Board of Directors may be cause for removal from office by action of the Board of Directors. The President shall, by appointment, and with the approval of the Board of Directors, fill any vacancy in any elective office. Such appointed officers shall serve until the term of the office they are fulfilling has expired.

ARTICLE VI – PERSONAL LIABILITY AND PROPERTY INTEREST

Section 1 – Liability of Members, Directors, and Officers

No member, member of the Board of Directors, or Officer of the SCGS shall be personally liable for any indebtedness or liability of the SCGS, and any and all creditors of the SCGS shall rely only on the assets of the SCGS for payment. The SCGS shall establish full liability coverage for Officers and members of the Board of Directors.

Section 2- Property Interest Upon Termination of Membership

When any member shall cease to be a member of the SCGS, any interest the member shall have in and to the property, assets, or privileges of the SCGS shall cease and shall revert to the SCGS. Such cessation of membership shall operate as a release and assignment of the SCGS of all the rights, title, and interest of such member in and to the property, assets, rights, and privileges of the SCGS.

ARTICLE VII – AMENDMENT

Amendments to these By-Laws may be adopted or repealed at a Regular meeting, Annual meeting, or a Special meeting of the SCGS. Members shall be notified in writing one month before said meeting. A vote of two-thirds of the members in good standing present at the meeting shall be required to approve the proposed change(s) to these By-Laws.

ARTICLE VIII – CONDUCT OF MEETINGS

The current edition of *Robert's Rules of Order, Newly Revised* shall govern the conduct of SCGS meetings in all cases to which they are applicable in which they are not inconsistent with the By-Laws and any special rules of order the SCGS may adopt.

ARTICLE IX – DISSOLUTION

In the event of the dissolution of the SCGS, its assets shall be transferred to a non-profit tax-exempt public benefit organization chosen by the majority of the members of the Board of Directors.

Approved by a vote of the Sonoma County Genealogical Society's membership on 19 May 2018.



Steven Lovejoy,
SCGS President and acting Recording Secretary