

# Bylaws of the Clark County Genealogical Society

as amended June 15, 2021

## ARTICLE I: Name and Address

**Section 1.** The name of this organization shall be The Clark County Genealogical Society, hereinafter referred to as the "Society". The Articles of Incorporation are dated March 26, 1980.

**Section 2.** The Society shall maintain an official address.

## ARTICLE II: Purposes and Objectives

**Section 1.** The purposes of the Society shall be

- (a) to encourage and organize activities related to genealogy and
- (b) all other legal powers permitted domestic nonprofit corporations.

**Section 2.** The objectives of the Society shall be:

- (a) to maintain a formal genealogical education program such as classes, meetings, seminars, or workshops;
- (b) to encourage public interest in genealogy;
- (c) to research and publish selected materials relating to genealogy;
- (d) to collect and preserve genealogical, historical and family history material; and
- (e) to maintain a genealogical library.

**Section 3.** The Society shall be a nonprofit, non-political, non-sectarian organization.

**Section 4.** The Society does not discriminate on the basis of age, race, religion, gender or physical impairment.

## ARTICLE III. Memberships, Contributors and Exchanges

**Section 1.** Memberships. Membership in the Society shall be open to any person who subscribes to the purposes and objectives of the Society as stated above and remits the requisite membership dues. There shall be four types of memberships. Each membership shall receive the *Newsletter*, *Trail Breakers*, and a *Directory* digitally, or if requested by mail, or get a hard copy at the library. . Each member (one for single, two for joint), is entitled to one vote on any and all issues presented to the membership for resolution by vote during the period of their membership. Membership dues shall be recommended by the Board of Directors and must be approved by a vote of the membership as specified in Article IV, Section 1 below.

- (a) annual Membership consisting of one member

entitled to one vote.

(b) Joint Annual Membership consisting of two members each entitled to one vote.

(c) Life Membership consisting of one member entitled to one vote for the life of the member.

(d) Joint Life Membership consisting of two members, each entitled to one vote for the life of both members. In the event of the death of one member of a Joint Life Membership the surviving member shall continue as a life member.

(e) Legacy Membership is for children of members who extraordinarily generously give of their time, talents, or finances for the benefit of the society and are approved by the society board.

(e)

**Section 2.** Contributing Patron. A person, persons or organization contributing \$50 or more per year to the Society shall be recognized as a Contributing Patron. Such recognition does not confer membership, voting or other rights or privileges of membership.

**Section 3.** Exchanges. An organization exchanging its publications for ours as approved by the Library Committee. This does not confer membership, voting rights or other rights or privileges of membership.

## ARTICLE IV: General Meetings

**Section 1.** The Society shall conduct a minimum of six general meetings September through June except December for the purpose of presenting genealogical and Society information to the membership and, when appropriate, to vote on issues of policy, bylaws, membership dues and election of officers.

(a) A general meeting can be requested by ten Society members in a written request to the Board of Directors.

(b) Voting:

(1.) A quorum shall consist of those members present at a publicized meeting to sustain a vote or elect officers. Unless specified otherwise herein, a simple majority of affirmative votes is required to constitute membership approval.

(2.) Information for those issues requiring a vote of the membership shall be published in the Newsletter prior to the meeting. Even and odd shall be determined by the year starting in January so the new officers will start July 1.

**Section 2.** The annual seminar and/or workshop(s) may replace the general meetings in the months that they are held.

**Section 3.** An honorarium for speakers of the general meetings may include transportation cost for a radius of 200 miles (using IRS allowance as base for mileage costs), lunch, and money amount of not more than \$50.00, if included in the budget, or unless approved by Board of Directors.

## **ARTICLE V: Nominations and Elections**

**Section 1.** The President shall appoint a Nominating Committee Chair by January and that chair may select two or more committee members. The Nominating Committee Chair shall present a slate of officers to the membership at the meeting prior to voting and publish it in the next Newsletter. All officers shall be elected by paper ballot before June 15th and their terms shall commence July 1. The society's year is from July 1 to June 30.

**Section 2.** The Nominating Committee shall report the duties of each office at the meeting scheduled prior to the election. Nominations for all officers may be made from the floor at this meeting if prior consent of the nominee has been obtained and they are members in good standing.

**Section 3.** Elected Officers shall serve for a term of two years and in no case shall they serve for more than two consecutive terms in the same office except at the request of the Board of Directors.

**Section 4.** The President, Treasurer and Secretary shall be elected in the even years. The Vice-President, and Assistant Treasurer shall be elected in odd years. Even and odd shall be determined by the year starting in January so the new officers will start July 1.

**Section 5.** Vacancies for elected officers may be filled by a majority vote of the Board of Directors.

## **ARTICLE VI: Officers, Directors, Committee Chairs, and Board of Directors and Their Duties**

**Section 1.** The elected officers of the Society shall be:

President  
Vice President  
Secretary  
Treasurer  
Assistant Treasurer

**Section 2.** The Executive Committee shall consist of the elected officers and the immediate past president and shall in emergency situations have and may exercise the powers of the Board of Directors when not in session. They shall report any such actions taken at the next Board meeting.

**Section 3.** The Directors shall be appointed by the President and may include but are not limited to:  
Directory Editor  
Education Director

Endowment Director  
Finance Director  
Library Director  
Membership Director  
Newsletter Editor  
Program Director  
Public Relations Director  
Research and Preservation Director  
This Week at CCGS  
Trail Breakers Editor  
Webmaster

**Section 4.** The Chair of each Committee shall be appointed by the President for a term of up to one year and shall be a member of the Board of Directors. Each Chair may appoint an assistant chair and other members of the committee, as appropriate.

**Section 5.** The Board of Directors shall consist of the Executive Committee, Directors, and the Chair of each Committees.

(a) The Board of Directors shall meet each month to transact the business of the Society.

(b) The Board of Directors shall approve or disapprove any expenditures exceeding the allotted budget.

(c) A quorum shall be eight members of the Board of Directors, of which two must be elected officers. A quorum shall be deemed necessary if there is a vote on any issue; otherwise meetings can be held to discuss business and give reports.

(d) The Board of Directors shall report at a general meeting of the Society on major proposed policy changes and new projects.

(e) Society members shall present all proposed actions to the Board of Directors in writing so it may be included appropriately on the agenda.

**Section 6.** Upon retiring from office, the Officers, Directors, and Committee Chairs shall deliver to their respective successors all records, accounts, books, papers, money, and any other property belonging to the Society in their possession. In the absence of a successor such materials shall be delivered to the president.

**Section 7.** The Society may indemnify a person who was, is, or threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Society as provided by the provision in the Revised Code of Washington for Corporations and Associations (Non-Profit) Act governing indemnification. The Board of Directors shall have the power to define the requirements and limitations for the Society to indemnify officers, directors, committee chairs, or others related to the Society.

**Section 8.** The President shall preside at the meetings of the Board of Directors, the Executive Committee, and the General Meetings. The President shall be an ex-officio member of each committee except the Nominating Committee.

(a) The Society shall give to the Society's Library an honorarium in recognition of the outgoing President's term of office, as recommended by the Board of Directors.

**Section 9.** The Vice-President shall assist the president in organizational duties and perform the duties of the President in the absence or inability of the President to serve.

**Section 10.** The Secretary shall record and preserve the minutes of Society meetings. Board of Directors' minutes shall be published and distributed appropriately and approved at the following board meeting. Minutes of the general meetings shall be recorded and any actions approved by the membership shall be submitted to the Board of Directors and put in the board minutes.

(a) In the absence of the President and Vice-President, the Secretary will chair the meeting.

**Section 11.** The Treasurer.

(a) The Society's fiscal year begins July 1 and ends June 30.

(b) The Treasurer shall:

(1.) collect and record all dues and funds received by the Society,

(2.) pay all budgeted and Board approved bills of the Society,

(3.) reconcile on a monthly basis all asset, liability, revenue, and expenses accounts, where reconciliation is feasible,

(4.) make available a financial report at each monthly Board meeting,

(5.) give an annual financial report at the June meeting,

(6.) keep an accurate record of all receipts and expenditures, and oversee the safeguarding of historical financial records in order to satisfy record keeping requirements of all Federal and State reporting agencies,

(7.) oversee the preparation, payment and filing of all applicable Federal and State tax forms in a timely manner.

(c) The Treasurer may delegate some of the above duties to the Assistant Treasurer and/or Finance Director as agreed upon by the Treasurer and President.

(d) The Treasurer may engage the services of an outside, independent, accounting firm to prepare annual Federal and/or State tax forms for compensation, with approval of the Board.

(e) The Treasurer shall serve as chair of the Finance and Budget Committee composed of officers and other appointed members. If a budget is not reached for the next fiscal year, the previous year's budget should be followed until a budget can be approved for the current fiscal year.

(f) Only the Treasurer, Assistant Treasurer and the President shall have authority to sign Society checks.

(g) The Treasurer will be responsible for the IRS Form 990 Disclosure Regulations.

(h) The Treasurer will make available to the Internal Review Committee needed items to examine the Society's accounts at the end of the fiscal year. This committee shall review the books and report their findings in a signed statement at the next general meeting. If a committee is not found, the Society is not considered to be in non-compliance with the bylaws, but will diligently look for a committee who will then examine the books from when they were last examined.

**Section 12.** The Assistant Treasurer shall perform the duties of the Treasurer in the absence or inability of the Treasurer to serve and to otherwise assist when needed.

## ARTICLE VII: Publications

**Section 1.** A publication known as the *Directory* shall be published by the Society at least every two years and each membership in good standing will be entitled to receive a copy. The Directory shall list officers, directors, chairs, and members. Additional information may be included for the benefit of the members.

**Section 2.** A publication known as the *Trail Breakers* shall be published by the Society and each membership in good standing shall be entitled to receive a copy. The contents of the Trail Breakers shall be of genealogical nature with articles of local or national interest.

**Section 3.** A publication known as the *Newsletter* shall be published to keep the membership informed about Society activities and other important genealogical information relating to research activities and resources. Each membership in good standing is entitled to receive a copy.

**Section 4.** A digital publication known as *This Week at CCGS* shall be published to keep the membership informed about Society activities and other important genealogical information each week.

**Section 5.** Special publications of genealogical, historical and research value shall be researched and published by the Society as recommended by the Research and Preservation Committee and approved by the Board of Directors.

## ARTICLE VIII: Library

**Section 1.** The Society shall develop and maintain a genealogical library.

**Section 2.** The library shall maintain an inventory of genealogical supplies and research materials.

**Section 3.** The Library Director and Library Committee shall determine Library acquisitions to be bought by the Society. Publications for purchase consideration may be submitted by any member of the Society to the Library Committee.

**Section 4.** All rules governing the library activities and its holdings shall be the decision of the Library Director with the approval of the Board of Directors.

**Section 5.** Materials donated to the library shall be of genealogical value. The Library Director shall have the authority to determine the suitability of donated material and periodically inform the Board of Directors regarding status of material donated.

**Section 6.** Inventory of library holdings shall be made periodically at the discretion of the Library Committee.

**Section 7.** Exchange of Trail Breakers with other genealogical and historical organizations shall be arranged by the Library Committee.

## **ARTICLE IX. Insurance**

The Society shall obtain and keep in force an insurance policy to cover liability, library accessions and other assets as determined by the Board of Directors.

## **ARTICLE X. Parliamentary Authority**

Robert's Rules of Order shall be the parliamentary authority of the Society except where it is inconsistent with the bylaws.

## **ARTICLE XI. Nonprofit Activities and Dissolution**

### **Section 1.** Nonprofit Activities.

(a) Nonprofit: No part of the net earnings of the Society shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II Sections 1 and 2 thereof.

(b) No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office.

(c) Notwithstanding any other provision of these articles, the Society shall not carry on any other

activities not permitted to be carried on - a) by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or - b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **Section 2.** Dissolution.

In the event of dissolution, the Board of Directors shall, after the payment of all liabilities and obligations, as provided by law, distribute all the remaining assets to some similar regional organization that is tax exempt under Section 501(c) (3) of the Federal Internal Revenue Code of 1954 as determined by the Board of Directors. The organization chosen shall be one that is open to the public and for a public purpose.

## **ARTICLE XII: Amendments and Revisions**

**Section 1.** Any member may propose an amendment or amendments to the bylaws by submitting the same in writing to the Board of Directors.

**Section 2.** A five-member committee shall be appointed to consider proposed changes to the bylaws and to conduct a review of the bylaws every five years unless requested more often by the Board of Directors. Recommendations will be made to the Board of Directors for consideration.

**Section 3.** Proposed amendments, concurred with by the Board of Directors, shall be published in the Newsletter for member review. At the next general meeting the amendments shall be voted on by the members, a majority vote of those attending shall be deemed valid passage.

**Section 4.** Minor changes in wording, grammar, punctuation, etc., of the bylaws may be made as long as the meaning of the bylaw is not changed.

This revision approved by mail-ballot June 15, 2021.

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