Washington State Genealogical Society
1901 S 12th Ave, Union Gap, WA 98903-1256

WASHINGTON STATE GENEALOGICAL SOCIETY BYLAWS

ARTICLE I. NAME

Section 1. The name of this organization shall be Washington State Genealogical Society, hereinafter referred to as the Society or WSGS.

ARTICLE II. PURPOSE

Section 1. The purpose of WSGS shall be educational, as provided in Section 501(c)(3) of the Internal Revenue Code. It shall be devoted to furthering genealogical research.

Section 2. The objectives of WSGS shall be:

A. To disseminate genealogical information throughout the state.
B. To promote, support and encourage collaboration between all Genealogy Societies and other organizations having mutual objectives.
C. To promote the preservation of public and private genealogical material.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership**:**

A. Any organization or individual interested in genealogical research that subscribes to and promotes the objectives of the Society and pays the prescribed dues, shall thereby become a member.
B. Each individual WSGS member shall be entitled to vote, hold office, take part in the business of the Society, receive a copy of the current WSGS bylaws, and be on the mailing list for WSGS.

Section 2. Classification of Membership:

A. **Organizational Membership:** An Organization shall be defined as an organized group which promotes genealogical research and whose bylaws are not in conflict with the bylaws of WSGS. Such organization shall designate a representative who shall provide an address and e-mail to the WSGS membership chair. This representative shall be entitled to one vote for their organization.
B. **Individual Membership:** Any person interested in genealogical research.
C. **Joint Membership:** Any two (2) persons of the same household may have a joint membership with each entitled to a vote.

D. Charter Member: Any society, person or organization which joined the Society before 30 May 1983 shall be recognized as a charter member.

E. Honorary Membership:

1. A person who has made an outstanding contribution to the Society may be awarded honorary membership.
2. Honorary members need not pay dues, but shall have the right to attend meetings, make motions, debate, and vote.
3. Any member may nominate a person for honorary membership, which will then be conferred by a majority vote of the Board of Directors.

Section 3. The fiscal year shall be 1 January through 31 December.

Section 4. Dues shall be determined by the Board of Directors and current dues shall appear on applications for membership.

ARTICLE IV. OFFICERS

Section 1. Elected and Appointed Officers:

A. The elected officers of the Society shall be: President, Vice President, Secretary, and Treasurer, who shall be members of WSGS.

B. A member shall hold only one elected office in WSGS at one time.

Section 2. Term of Office:

A. Officers shall serve for a term of two years beginning 1 January and ending 31 December. The president and secretary will be elected in even years and the treasurer and vice president in odd years.

B. Officers shall not be obligated to serve more than two (2) consecutive terms in the same office.

C. An officer serving more than one year in an office shall be said to have served a full term.

D. Any officer resigning before their term is complete, must submit their resignation in writing to the Board of Directors.

Section 3. All officers shall be elected by a majority vote of those eligible and voting.

Section 4. Duties of Officers:

A. The Officers shall:

1. Perform the duties prescribed by the bylaws and by the parliamentary authority adopted by the Society.
2. Report on the activities of their area of responsibility at each Annual Meeting and each Board of Directors meeting as required.
3. Deliver to their successor all official materials of that office by the first Board meeting of the fiscal year.
4. Have the authority to declare a position vacant by a majority vote of the board and fill such a vacancy by appointment within 60 days of vacancy if any member of the Society holding an elected or appointed position fails to perform the duties of the position, in the opinion of the Board.

B. The President shall:

1. Preside at all meetings of the Board of Directors, the Annual Meeting and Special Meetings.
2. Serve as ex-officio member of all committees except the Nominating Committee, Election Committee and Auditing Committee.
3. Appoint, with approval of the board, the chairs all standing committees.
4. Perform such other duties as pertain to the office of president.
5. Activate the Nominating Committee on or before 1 July.
6. Appoint two members of the Elections Committee, in addition to the Secretary, for a total of three members.
7. Send the elections results to the Webmaster and notify all candidates of the election results.

C. The Vice President shall:

1. Assist the President in administrative duties.
2. Perform the duties of the President in the absence of that officer.

D. The Secretary shall:

1. Record the minutes of Board, Annual and special meetings.
2. Preserve all minutes and reports.
3. Provide all members of the Board of Directors with a copy of the minutes within two (2) weeks following the meeting.

E. The Treasurer shall:

1. Collect and record all dues and funds received by the Society.
2. Pay all bills as per approved budgeted amounts or authorized by the Board of Directors.
3. Keep an accurate record of all receipts and expenditures.
4. Share copies of all Banking or Account statements with the President.
5. Report as requested.
6. Submit a written report to the general membership at the Annual Meeting.
7. Prepare the annual budget for the submission to the Board.
8. Keep a membership roster of paid members

ARTICLE V. THE BOARD OF DIRECTORS

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

A. Conduct the business of the Society, referring major decisions and unusual expenses to the membership for approval or ratification.
B. Meet at least three (3) times a year, the dates and places to be determined by the Board members.
C. Potential Board of Directors Conflicts of Interest shall be addressed annually.

Section 2. Members of the Board are expected to attend all meetings, called by the President or three members of the board.

Section 3. All Board Members shall be current members of the Society.

Section 4. Notice of all board meetings shall be given to each member not fewer than five (5) days prior to the meeting.

ARTICLE VI. STANDING COMMITTEES AND APPOINTED POSITIONS

Section 1. The Standing Committees will be: Web master, Blog master, and Pioneer Certificate.

Section 2. The heads of Standing Committees or other Appointed Positions are expected to attend meetings of the Board of Directors and contribute to the deliberations.

ARTICLE VII. MEETINGS

Section 1. The Annual Meeting of the Society shall be held between 1 April and 30 September. The Society shall hold an annual membership meeting, the date and place to be approved by the Board.

Section 2. Special meetings of the membership of the Society may be called by the President, the Board, or by thirty (30) percent of the voting members. Notice of special meeting shall be given to the members at least thirty (30) days prior to the meeting, and shall specify the business to be transacted.

Section 3. The Society may conduct business in person or by electronic meeting.

Section 4. Members or any committee designated by the President may participate in a Society meeting of such membership or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 5. A quorum for the transaction of business of the Society shall be:

- **A.** Three (3) members at a meeting of the Board
- **B.** Those members present at a general membership meeting.

Section 6. There shall be no proxy voting.

ARTICLE VIII. FINANCE

Section 1. Authority to sign checks is given to the President, the Vice President and the Treasurer of the Society.

Section 2. The earnings and/or income of the Society shall not inure to the benefit of any person having a personal or private interest in the Society.

Section 3. Budget. The Board of Directors shall establish a proposed annual budget.

Section 4. An internal financial review will be held annually.

ARTICLE IX. INDEMNIFICATION

Section 1. Any person acting in faith, who is or was serving at the request of the society, and against whom a claim is made, shall be indemnified by the Society.

Section 2. Expenses incurred in defense of such claims shall be paid for by the Society in advance of the final disposition of such claim by majority vote by the Board of Directors.

Section 3. The Society shall not be held responsible for any statements or actions not authorized by the Board.

ARTICLE X. DISSOLUTION

Section 1. The dissolution of the Washington State Genealogical Society must be made by a majority of those members present at the annual meeting or a meeting called specifically for this purpose.

Section 2. Upon dissolution of the Washington State Genealogical Society, the officers who serve as the Board shall, after payment of or making provisions for the payment of all liabilities of the Society, equally divide the assets of the Society between current WSGS member non-profit organizations having objectives substantially like those of this organization under Section 501(c)(3) of the Internal Revenue Code. No funds shall be distributed to individual members.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the Society may adopt.

ARTICLE XII. BYLAWS

Section 1. The bylaws of the Society may be amended by the following procedure:

- **A.** A Bylaws Committee consisting of at least five (5) members, preferable including one previous WSGS Bylaws Committee member, may be appointed by the President as needed.
- **B.** Proposed amendments shall be presented to the Board of Directors for approval before presentation to the membership.
- **C.** The membership shall be notified of the proposed amendments no less than thirty (30) days prior to any voting deadline.
- **D.** Two-thirds of the votes returned must approve the proposal or revision before it is adopted.

Section 2. Any member of the Society may recommend an amendment to the Bylaws Committee or to the Board.

Section 3. The bylaws of the Society shall be supplemented by the Standing Rules of the Society. Revisions to WSGS Standing Rules shall be ratified by a quorum of the Board of Directors.

Bylaws Revised as of 10 Jul 2016

Change to Article IV, Section 4.B clarifies that President appoints chairs of all Standing Committees (eliminates exception of Nominating Committee); Article VII, Section 1, Regional Representatives' written report requirement moved to Standing Rules; Article VIII clarifies names of committees and adds appointed officers; Article X, Section 3 states the annual budget will be posted in the members section of the WSGS website and standardizes the budget cycle to 12 months.

Bylaws Revised as of 31 Dec 2017

Change to Article IV, Section 2 removes language allowing officers to serve until their successors are elected. Article IX added new sections 3 and 4 adding new language to address electronic meetings. Subsequent renumbering of sections.

Bylaws Revised as of 02 Nov 2020

Major changes to delete Region Reps and change membership types, change officer duties and delete Executive Committee.

Bylaws Revised as of 20 Apr 2022

Changes to Articles V and VI expanding the Board of Directors to include heads of Standing Committees and allowing them to vote.