

**SEATTLE GENEALOGICAL SOCIETY  
BYLAWS**

*(Revised 1 June 2010)*

**ARTICLE 1  
CORPORATION and REGISTERED OFFICE**

SECTION 1 The Corporation shall be known as the Seattle Genealogical Society, and referred to herein as "the Society."

SECTION 2 The registered office of the Corporation shall be located in King County, in the State of Washington, at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law and the registered agent shall have a business office identical with such registered office.

**ARTICLE 2  
PURPOSE**

SECTION 1 The purpose of this Society shall be educational, as provided in Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future tax 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.

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 which encourage family history. These activities do not exclude other activities within the intent of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code, and that are consistent with the laws of the State of Washington.

**ARTICLE 3  
DEDICATION OF ASSETS**

SECTION 1 Property of the Seattle Genealogical Society shall be lodged in the Society's offices, except as otherwise provided by the Board of Directors.

SECTION 2 The properties and assets of the Society are irrevocably dedicated to educational purposes. No part of the net earnings, properties 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.

SECTION 3 The Seattle Genealogical Society is the sole owner of all its publications in any media including print and electronic formats. Individual copyright holders retain their rights under copyright law.

**ARTICLE 4  
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 either a contributing or honorary life membership.

SECTION 2 1. Three types of memberships may be offered, annual, life, or promotional. Annual and Life memberships may be of the individual or dual form. Only two persons residing in the same household qualify for dual membership. A dual membership is entitled to only one issue of each Society periodical and other membership mailings of the Society except separate ballots. Each person of a dual membership is entitled to the same voting privileges as an individual member.

Annual members pay dues annually.

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

3. Contributing life membership(s) (individual or dual) may be granted to a person(s) who donates to the Society items or services with a value of at least three times the then current fee for an individual or dual life membership.

4. Honorary life membership may be granted to a member 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 years. Honorary life membership(s) may be conferred at any time provided that at the time of conferring a membership of that class, the number of living honorary life members will not exceed the larger of either two percent of the total membership, or fifteen individuals. Honorary life members are entitled to all the rights and privileges of individual members but are exempt from paying dues.

5. A unanimous vote by those present and eligible to vote at a meeting of the Board of Directors shall be required to grant contributing and honorary life memberships.

6. Promotional memberships may be offered if authorized by the Board.

### SECTION 3

1. A member may be removed from or reinstated to membership, with cause, by a vote by secret ballot of the Board of Directors following procedure stated in the Society's Policy and Procedure Manual with an affirmative vote of two thirds of the members of the Board. Cause for removal may be defacing, misusing or removing, without permission, any property, belonging to the Society; by repeated disruptive behavior or by multiple complaints by other Society members of actions or activities inconsistent with the guidelines, bylaws, or policies and procedures established by the Society.

A member being considered for removal shall have the opportunity to respond to the complaint prior to a vote by the Board. Documentation of the complaint and the outcome shall be sealed and retained in the Society's safe keeping area as long as the accused lives.

2. A member once removed from membership shall only be reinstated by affirmative secret vote of two-thirds of the members of the Board of Directors.

### 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 5 DUES AND SUBSCRIPTIONS

### SECTION 1

Annual dues shall be established by the Board of Directors and approved by the members,

### SECTION 2

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

### SECTION 3

The membership year is from 1 June to 31 May. Annual membership dues are payable by 1 June and become delinquent on 1 July.

### SECTION 4

Libraries and other organizations may subscribe to the Society's periodical, at an annual rate equal to the fee for an annual member. Such subscription does not confer membership in the Society.

Section 5 Postal surcharge(s), established annually by the Board of Directors, shall be assessed for any membership (individual, dual, life) or subscription (library, organization) with a foreign address. As the organization moves towards electronic membership publications, the Board of Directors may charge a postal surcharge for those members desiring mailed publications only.

ARTICLE 6  
BOARD OF DIRECTORS

SECTION 1 The Board of Directors shall consist of the elected Officers and Directors, the Seattle Public Library Liaison, and the immediate Past President. Service as a voting member of the board is contingent on current society membership by 1 July.

SECTION 2 The Liaison appointed by the Seattle Public Library shall be a nonvoting member of the Board.

SECTION 3 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.

SECTION 4 The Board of Directors shall be responsible for managing the business, assets, activities and programs of the Society, and establishing administrative policies, procedures and committees for the operation of the Society. The Board of Directors shall perform the duties prescribed by the governing authorities as outlined in ARTICLE 8.

SECTION 5 1. Regular meetings of the Board of Directors shall be held at least ten times annually with a minimum of two per quarter. Special meetings of the Board may be held at a convenient time and place when called by the order of the President or of any three (3) members of the Board of Directors. At least three (3) days legal notice of meeting time and place must be given to all Board members.  
2. In a time sensitive situation, a written motion that has been seconded may be provided to each Board member who may vote via telephone or email. A majority is required to pass the motion. As required by Robert's Rules of Order, Newly Revised, this action must be ratified at the next Board meeting.

SECTION 6 The Board of Directors may establish working relationships between the Society and or its subgroups and/or other organizations with compatible goals. The Board shall designate the representative(s) or liaison(s) as well as any alternate(s).

ARTICLE 7  
OFFICERS AND DIRECTORS

SECTION 1 The Officers shall be: President, Vice President, Secretary and Treasurer. The Directors shall be: Director of Education, Director of Library, Director of Membership, Director of Operations, Director of Publications and Director of Volunteers.

SECTION 2 Officers and Directors shall assume office on the 1 June shall serve until their successors are elected.

SECTION 3 An elected Board Member may serve only three consecutive one-year terms in a single position. A member is eligible to be elected to that position again following one full term out of that office. A Board member may hold only one Board position at one time. Any member who has been elected to serve on the Board of Directors by 1 December is considered to have served a full term.

ARTICLE 8  
DUTIES OF OFFICERS AND DIRECTORS

SECTION 1 The President shall preside at regular and special meetings of the Society and the Board of Directors. The President may not present or second motions. The President may vote only in the event of a tie vote by the other Board members. The President may serve at ex-officio, without a vote, as a member of all committees except the Bylaws Committee, Election Committee, and Nominating Committee, and exercise the usual executive powers pertaining to the office of President. The President, with prior approval of the Board, shall sign all certificates, contracts and other instruments of the Corporation. The President shall be the official spokesperson for the Society.

SECTION 2 The Vice President shall assist the President in the performance of Presidential duties and assume them in the absence of the President or upon the inability of the President to serve. The Vice President shall be administratively responsible for community relations and long-range planning.

SECTION 3 The Secretary is responsible for recording of activities, maintaining record integrity and security; official notifications by the society, and society correspondence.

SECTION 4 The Treasurer shall be responsible for the accounting and dispersing of all funds of the Society in accordance with current regulations applicable to Non-profit organizations.

SECTION 5 The Director of Education is responsible for furthering the educational purpose of the Society by offering opportunities to learn and acquire skills which promote interest in genealogical research and family history.

SECTION 6 The Director of Library is responsible for maintaining a comprehensive genealogical research library for the community.

SECTION 7 The Director of Membership is responsible for developing and managing membership.

SECTION 8 The Director of Operations is responsible for the management of the Society physical plant, equipment and supplies.

SECTION 9 The Director of Publications is responsible for the entire production process and content of all Society print and media.

SECTION 10 The Director of Volunteers is responsible to recruitment and utilization of all Society volunteers.

SECTION 11 Each Board member is responsible for the functioning of the committees and activities assigned to their position by the Board of Directors in accordance with the job description contained in the Society's *Policy and Procedure Manual*.

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ARTICLE 9  
COMMITTEES

SECTION 1 Standing Committees shall be: Financial Review Committee, Elections Committee; and Nominating Committee. These committees report directly to the Board. The chairperson of each committee is appointed by the President and approved by the Board. Members of Standing Committees shall continue to hold their positions until replaced by successors.

Ad hoc committees and Task forces may be appointed as needed with authorization of the Board.

SECTION 2 Standing Committees will follow the job descriptions as outlined in the Society's *Policy and Procedure Manual*.

ARTICLE 10  
LIBRARY TRUSTEES

SECTION 1 The Library Trustees, are responsible for providing historical continuity in the operation and content of the Society's library collection in accordance with the overall goals, aims and needs of the Society. The Board of Directors is administratively responsible for the Library Trustees.

SECTION 2 There shall be three Library Trustees. One Library Trustee shall be approved annually by the Board of Directors during May to serve a three year term, beginning 1 June, and shall serve until a successor has been appointed thus providing a rotating trusteeship. A Trustee is eligible to serve an additional three year term after one year's absence from the position.

ARTICLE 11  
MEETINGS

SECTION 1 *General* membership meetings shall be held at least three times a year.

SECTION 2 The annual membership meeting will be held in June. The March membership meeting will present the candidates nominated for Office.

SECTION 3 A special membership meeting, for a stated purpose, may be called for by the submission of a petition signed by one percent of Society members. The petition shall be presented to the Secretary. After submission of the petition, and/or the decision of the Board of Directors to call the special membership meeting, a thirty-day mailed notice shall be given to all members.

SECTION 3 Membership business may be conducted by oral vote during a membership meeting or by ballot to all voting members.

SECTION 4 An affirmative vote by two-thirds majority of those present at a membership meeting shall be required to change any decision of the Board of Directors.

SECTION 5 Proxy votes are not permitted at any meeting of the Society.

ARTICLE 12  
NOMINATIONS AND ELECTIONS

SECTION 1 Nomination eligibility is defined as the following: a Society membership for twelve months prior; and a Nomination Acceptance form correctly submitted by the close of the March membership meeting.

SECTION 2 A Nominating Committee of five members and one alternate shall be elected by the membership.

SECTION 3 1. The Nominations will be conducted by the Nominating committee as detailed in the Nomination Policy contained in the Society's Policy and Procedure Manual.

2. A candidate for any elective position, including Nominating Committee, may be nominated from the floor or by petition during the March membership meeting, as outlined in the Society's *Policy and Procedure Manual*.

SECTION 4 An Election Committee of at least three persons shall be appointed by the President and approved by a simple majority of the members present at the March membership meeting. The Election Committee shall conduct the election in accordance with the procedures outlined in the Society's *Policy and Procedure Manual*.

SECTION 5 The annual election shall be by mailed ballot for the election of the Board of Director positions and other Society decisions needing membership approval such as bylaw revisions and changes to membership dues.

SECTION 6 Special elections determined by the Board will follow the general election policy with the exception of specific dates. A minimum of thirty days must be provided between the date of mailing the ballots and the ballot return deadline.

ARTICLE 13  
FINANCES

SECTION 1 The Board of Directors shall adopt a budget for the next fiscal year (1 June through 31 May) at the May board meeting.

SECTION 2 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 and capital reserves.

SECTION 4 The Financial Review Committee shall report its findings and recommendations to the Board of Directors and to the membership by the second annual membership meeting.

ARTICLE 14  
PERFORMANCE AUDIT COMMITTEE

SECTION 1 Every three years, at the second Board meeting of the membership year, the President shall appoint a Performance Audit Committee consisting of three non-Board members for the purpose of reviewing the previous Board's adherence to its Bylaws, Policies, and Procedures.

SECTION 2 The report of the Performance Audit Committee shall be presented to the membership and the Board at the second membership meeting.

ARTICLE 15  
INDEMNIFICATION

SECTION 1 Any Officer or Director of the Society shall be indemnified by action of the Board of Directors against expenses incurred in defense of any action filed against such individual for performing services for the Society, provided that a determination is made by either:

1. The individual acted in good faith in what that person reasonably believed to be in the best interest of the Society.
2. The individual had no reasonable cause to believe that their conduct was unlawful.

SECTION 2 Indemnification permitted under this Article is limited to reasonable expenses incurred in connection with the proceedings and must meet the requirements of the Revised Code of Washington.

SECTION 3 The Society may not indemnify any individual, nor be held responsible for, any statements or actions not previously authorized by the Board of Directors.

SECTION 4 The Society shall maintain adequate property and liability insurance to protect the Society's assets.

ARTICLE 16  
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 Seattle Genealogical Society 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 proposal with an explanation regarding the dissolution options, and state a time and location for the meeting. At least thirty days' notice shall be given for the meeting. This special meeting must be held during daylight hours on a Saturday within the City of Seattle.

SECTION 2 The board will prepare a ballot for dissolution to be mailed to all members. An affirmative vote of two thirds will require the Board of Directors to implement the proposal regarding the dissolution of the Seattle Genealogical Society and/or its library collection.

SECTION 3 Upon the dissolution of the Seattle Genealogical Society, the Society's assets shall be first used to pay, all liabilities of the Society. The Seattle Public Library shall be given the right of first refusal for acquiring all books, periodicals, microfilm, manuscript and other items assessed as part of the society library collection. Remaining assets shall be offered to other genealogical collections or repositories.

ARTICLE 17  
GOVERNING AND PARLIMENTARY AUTHORITIES

SECTION 1 The current Articles of Incorporation, these bylaws, the Revised Code of Washington and Section 501(c) 3 of the Internal Revenue Code or the corresponding section of any future tax code, shall be the governing authorities of the Society as well as any standing policies and procedures that the society may adopt.

SECTION 2 The *Society Policy and Procedure Manual* shall be reviewed, maintained and revised by the Board of Directors to reflect current policies and procedures.

SECTION 3 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 these bylaws and any special rules of order the Society may adopt.

ARTICLE 18  
AMENDMENT OF BYLAWS

SECTION 1 The bylaws may have proposed amendments by: 1) recommendation of the board as a whole to discuss, revise and make proposals; 2) by recommendation of a specially appointed ad hoc Bylaws Committee that reports to the board; or 3) by a written petition signed by at least one percent of the membership and submitted directly to the Secretary. By petition amendments must be submitted to the membership and may have a board recommendation to accept or reject with its reasoning attached.

SECTION 2- Bylaw amendments will be accepted upon approval by two-thirds of members voting during an annual election.

SECTION 3 Amendments not requiring membership approval are limited to spelling, punctuation, and formatting, and shall not alter the meaning of the original Article.

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Secretary, Seattle Genealogical Society

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Date