

**JEFFERSON COUNTY GENEALOGICAL SOCIETY
BYLAWS**
(Revised May 16, 2015, May 21, 2016, September 16, 2017)

ARTICLE 1
NAME

Section 1. The name of the organization shall be the **Jefferson County Genealogical Society (JCGS)**. It shall be organized under Section 501(c)(3) of the Internal Revenue Code and the Washington State Nonprofit Corporation Act, Revised Code of Washington (RCW), Chapter 24.03.

ARTICLE 2
PURPOSE

Section 1. The purposes of this organization are:

- to bring together persons who are researching family history and promote fellowship and cooperation among them.
- to foster, stimulate and share ideas, information, methods, and practices in family research.
- to collect, preserve and make available material on family history, with special emphasis on research data concerning past and present families in Jefferson County, Washington.
- to encourage those officials in charge of public records and genealogical collections to preserve and make them accessible to interested persons.
- to provide educational opportunities through membership meetings, seminars and special programs.

ARTICLE 3
AFFILIATION

Section 1. The JCGS is affiliated with the **Jefferson County Historical Society (JCHS)** by a **Memorandum of Agreement (MOA)**.

ARTICLE 4
MEMBERSHIP

Section 1. **Membership** shall be open to any person who is interested in genealogy and family history and supports the purposes of the JCGS. Annual dues must be paid to remain a member in good standing.

Section 2. **Annual dues** for individual and family memberships shall be set by the Board. Dues shall be paid annually on the anniversary month when a member joined the JCGS. Family memberships are for two members of a household living at the same address.

Section 3. The Board may confer **Honorary Life Membership** with full membership privileges and no further payment of dues.

ARTICLE 5
MEETING OF MEMBERS

Section 1. **Regular meetings** of the general membership shall be held at least quarterly, or more frequently at the Board's discretion, on the third Saturday of each month. Providing at least twenty

members in good standing are present, motions may be approved by a simple majority, except in the case of amending these Bylaws (see Article 12).

Section 2. An **annual meeting** of members shall take place the third Saturday of May. At the annual meeting, the members shall elect officers and receive reports on the activities of the organization.

Section 3. **Special meetings** may be called as needed by a majority vote of the Board.

ARTICLE 6 BOARD OF DIRECTORS AND OFFICERS

Section 1. **The Board of Directors** (Board) shall be the elected officers and the appointed committee heads of the Education Committee, the Membership Committee, and the Research Center Coordinator. The Board shall have general power to manage and control the affairs and property of the JCGS.

Section 2. The Board shall **meet monthly** as needed at a time and date mutually agreed upon.

Section 3. A majority of the members of the Board shall constitute a **quorum**, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board.

Section 4. **The officers** are the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Member-at-Large. They shall be elected by a simple majority of members at the May annual membership meeting, providing twenty members in good standing are present. The Board may approve voting by mail or email if they deem these methods more appropriate. New officers shall assume their duties in June. Their terms of office shall be two years, but officers are eligible for re-election two consecutive times, for a total of six consecutive years in office. The President, Recording Secretary, and Member-at-Large are elected in even numbered years. The Vice President, Corresponding Secretary, and Treasurer are elected in odd numbered years.

Section 5. **Any vacancy** or unfilled position on the Board prior to the expiration of a term shall be filled by such person as shall be appointed by the remaining members of the Board. The President shall be responsible for recommending the appointee for Board approval. A director so appointed to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 6. **The President** shall be the chief executive officer of the corporation, and subject to the board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside at regular, annual and special meetings and at the meetings of the Board. The President is an ex-officio member of all committees except the Nominating Committee and the Audit Committee. The President shall be responsible for the general oversight of the JCGS. The President may have other duties as defined in the JCGS Policies and Procedures Manual.

Section 7. **The Vice President** shall assist the President in the performance of duties, assume them in the absence of the President and perform other agreed upon duties. The Vice President may have other duties as defined in the JCGS Policies and Procedures Manual.

Section 8. **The Recording Secretary** shall: (a) keep the minutes of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; and (d) keep records of the post office address of each Director and Officer; and (e) in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

*Section 9. **The Corresponding Secretary*** shall be responsible for all correspondence of the JCGS as directed by the Board or the President. The Corresponding Secretary may have other duties as defined in the JCGS Policies and Procedures Manual.

*Section 10. **The Treasurer*** shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of the Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President of the Board.

*Section 11. **The Member-at-Large*** is expected to attend board meetings, contribute to board discussions, assist with specific requests by the President, and vote on JCGS business decisions.

ARTICLE 7 COMMITTEES

Section 1. The Board may establish standing and special committees to assist it in the performance of its duties. The committee head of each committee is appointed by the President and approved by the Board annually in January. There is no limit to the number of years a committee head may be appointed.

*Section 2. **Standing committees*** shall include Library, Research, Cemetery, Education, Technology, and Membership. Such committees shall have and exercise the authority of the Board in the management of the corporation, subject to such limitations as may be prescribed by the Board. Standing committee heads for Education and Membership are members of the Board with the same voting rights as the Officers.

*Section 3. **Research Center Coordinator*** is a member of the board with the same voting rights as the Officers. The RCC chairs the Library Committee and works with all standing committees and non-committee heads to ensure the smooth running of the Research Center.

Section 4. The President shall appoint an ad hoc **Nominating Committee** of members in March. At the April regular meeting of the general membership, the Nominating Committee shall present a slate of officer candidates for the May elections.

Section 5. The President shall appoint an ad hoc **Audit Committee** of members biennially in even numbered years, or at any time it deems necessary. The Audit Committee shall be responsible for conducting the biennial review of the Society's financial records and policies. The Audit Committee shall submit a report of its findings and recommendations to the Board. Additional duties may be defined in the JCGS Procedures Manual.

Section 6. The Board approves other **non-committee assignments** to include chairpersons of Newsletter, Webmaster and ad hoc assignments as made by the President. These chairpersons are not members of the Board.

ARTICLE 8
POLICIES AND PROCEDURES

Section 1. The **Policies and Procedures Manual** (PPM) shall include policies and procedures for each standing committee. Each committee chairperson shall be responsible for providing an up-to-date copy of the committee's policies and procedures to the Board for approval. In addition, the manual shall include:

- a copy of the JCGS Bylaws
- a copy of the MOA with the JCHS
- additional documents as deemed appropriate by the Board including duties and responsibilities for the elected officers, standing committees, standing committee chairpersons, special committees, and other persons or groups

Section 2. The PPM, excluding the MOA with the JCHS, may be amended by a majority vote of the Board.

ARTICLE 9
FINANCES

Section 1. The Board shall adopt a **budget** for the next fiscal year at its December meeting. The **fiscal year** of the JCGS shall begin on the first day of January and end on the last day of December each year.

Section 2. All **checks**, drafts or orders for the payment of money in the name of the JCGS shall be signed by the Treasurer or such officer or officers of JCGS and in such manner as shall from time to time be determined by the Board.

Section 3. All funds of the JCGS shall be **deposited** from time to time to the credit of the JCGS in such banks, trust companies or other depositories as the Board may select.

Section 4. The Board may accept on behalf of the JCGS any contribution, gift, bequest, or devise for the general purposes or for special purpose of the JCGS. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States and the State of Washington.

ARTICLE 10
GOVERNING AND PARLIMENTARY AUTHORITIES

Section 1. The current Articles of Incorporation, these Bylaws, the Revised Code of Washington 24.03 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 JCGS.

ARTICLE 11
LIABILITY

Section 1. The Board is not personally liable to the corporation or its members, for monetary damages for conduct as a director: provided, that such provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. No such provision may eliminate or limit the liability of a director for any act or omission occurring before the date when such provision becomes effective.

Section 2. JCGS will purchase Directors and Officers (**D&O**) **liability insurance** to further reduce risk, including the cost of defending frivolous claim.

ARTICLE 12
AMENDMENTS

Section 1. Amendments to the Bylaws may be proposed by:

- recommendation of the Board.
- written petition signed by at least five members in good standing and submitted to the Board. Petition amendments must be submitted to the membership and may have the Board recommendation to accept or reject with its reasoning attached.

Section 2. Proposed amendments shall be presented to the general membership for discussion at a regular monthly meeting. At the following regular meeting, providing at least twenty members in good standing are present, approval by two-thirds of the members present shall be required to approve the proposed amendment(s).

Section 3. The Board shall review the Bylaws at least every three years.

ARTICLE 13
DISSOLUTION

Section 1. In the event JCGS is dissolved, the funds and property remaining after payment of all its debts and other liabilities will be distributed by the Board in accordance with JCGS's Articles of Incorporation, Article VI, as amended.

CERTIFICATION

Know All Persons by these Present that the undersigned, Recording Secretary of the organization known as the Jefferson County Genealogical Society, does hereby certify that the above and foregoing Bylaws of said organization as adopted in the 12th day of November 1984, amended in the 16th day of March 1991, the 20th day of September 1996, the 19th day of May 2001, the 13th day of November 2004, the 18th day of January 2014, the 16th day of May 2015, 21 May 2016, and 16th day of September 2017 do now constitute the Bylaws of said organization.

Bill Conklin, President
Jefferson County Genealogical Society

Date