

**BYLAWS of the
WHATCOM GENEALOGICAL SOCIETY
2022**

ARTICLE 1 – NAME

The name of the organization shall be Whatcom Genealogical Society.

ARTICLE II – OBJECT

Section 1. This Society is organized exclusively as an educational group, devoted to furthering genealogical research and promoting an interest in family history, including for such purposes the main of distributions to organizations that qualify as an exempt organization under Section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on by a Society exempt from Federal income tax under the above-mentioned Section 501©(3) of the Internal Revenue Code of 1954, or its successor.

(In order to maintain the ‘nonprofit organization’ status, Sections 1 and 2, Article II must not be amended or deleted except to conform to new directives of the Internal Revenue Service.)

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Any person interested in genealogical research may become a member upon payment of prescribed dues to the Society.

Section 2. Annual dues for individual and family memberships shall be established by the Society, shall become due the beginning of the fiscal year, and be listed in the Standing Rules. Related adults living in the same household may pay dues for a Family membership.

Section 3. Each member is entitled to receive the monthly newsletter except in case of Family membership when only one copy will be received.

Section 4. Each member in good standing for thirty (30) days prior to the annual election of officers shall be eligible to vote except in the case of household membership where only one vote is permitted per household.

Section 5. The Board of Directors may nominate a selected individual for Honored Life membership. This category shall never constitute more than two percent (2%) of the current paid membership. Such membership shall be awarded for outstanding services by a vote of eighty percent (80%) of members present and voting at a regular meeting. Honored Life membership shall include full benefits of regular membership.

Section 6. Long-standing members in the Society, who can no longer attend meetings, but wish to receive the general news of the Society, may be given Senior Corresponding membership status, with the approval of the Board. If requested, they may receive a membership list.

Section 7. The individuals elected to and serving as President of the Washington State Genealogical Society and its representative for Region 1 are entitled to Honorary Membership in WGS.

ARTICLE IV – OFFICERS AND TERM OF OFFICE

Section 1. The Board of Directors consists of elected officers and appointed officers.

Section 2. The elected officers of this Society shall be President, Vice President, Secretary, and Treasurer.

Section 3. The appointed officers shall be the head of Standing Committees (*see Article VI*)

Section 4. Vacancies in any office except that of President or Vice President shall be filled by presidential appointment with the approval of the Board of Directors. The Vice President shall succeed to the higher office in the event that office is vacated. In the event of a Vice Presidential vacancy, and at the discretion of the Board of Directors, the Nominating Committee shall nominate one or more candidates, and a special election shall be held.

Section 5. Terms of office shall be two (2) years. Nomination or appointment to subsequent terms is at the will of the Nominating Committee or the membership for elected officers, or the President and the Board of Directors for appointed positions. [11-13-2006]

Section 6. No elected officer shall hold the same office for more than two (2) consecutive terms unless Section 5 applies.

Section 7. All officers elected at the general membership meeting in November shall assume office at the first Board meeting of the new year.

Section 8. Elected officers must have been members in good standing for at least one (1) year before election.

ARTICLE V – DUTIES OF OFFICERS

Section 1. The President shall preside at regular and special meetings of the Society and the Board of Directors; appoint chairpersons of Standing Committees as specified in Article VI and chairpersons of adhoc committees except the Nominating Committee, with the approval of the other elected officers and the immediate Past President; serve as member ex officio of all committees except the Nominating Committee; appoint the Treasurer or other Board member to pick up and distribute mail received for the Society, with the goal of expeditious handling of research requests, orders for Society publications, new membership applications, and checks and cash received in the mail; and exercise the usual executive powers pertaining to the office of President.

Section 2. The Vice President shall assist the President in the performance of the President's duties and assume them in the President's absence or inability to serve.

Section 3. The Secretary shall record all proceedings of the Society and Board of Directors; give notice of special meetings; notify appointed officers of their appointments; conduct correspondence of the Society and correspondence of the committees when requested to do so by the Board of Directors; retain custody of the Bylaws and other rules of the Society.

Section 4. The Treasurer shall receive all funds paid to the Society; deposit all funds of the Society in the bank or banks approved by the Board; keep an accurate record of all money transactions of the Society; present a financial report at the business part of each general membership meeting; and make appropriate State and Federal reports.

ARTICLE VI – STANDING-COMMITTEES

Section 1. The Standing committees shall be Library, Newsletter, Education, Membership, Publicity, Records, Fund-Raising, Publications, Research Aide and Webmaster.

Section 2. Vacancies in a Standing Committee chairmanship shall be filled by presidential appointment with the approval of the Board.

Section 3. Chairpersons of Standing Committees shall report regularly to the membership and to the Board.

ARTICLE VII – DUTIES OF THE STANDING COMMITTEES

Section 1. The Library Committee shall plan for the orderly acquisition of books, periodicals and other reference items to be acquired by the Society; may recommend to the Board specific reference materials to be purchased; may propose and execute an exchange of publications with other societies and organizations; shall keep a record of all publications purchased or exchanged; shall inform the membership regularly of recent acquisitions; shall ascertain the areas of greatest interest to the membership; shall promote donations and memorials to the Bellingham Public Library in the name of the Society; and may provide the Library with Society volunteers to assist in the use and maintenance of the genealogy collection.

Section 2. The Newsletter Committee shall be responsible for the content, format and distribution of the Newsletter in accordance with the policy approved by the Board. The chair of the committee shall be the Editor.

Section 3. The Education Committee shall schedule monthly educational sessions and plan special workshops.

Section 4. The Membership Committee shall maintain a permanent record of the membership; shall maintain a current membership list; shall collect dues and forward the monies to the Treasurer; shall mail a dues receipt when a stamped self-addressed envelope has been provided; shall provide copies of any changes in membership to the President, Publicity Chair and such committees designated by the Board of Directors; and shall promote membership.

Section 5. The Publicity Committee shall seek opportunities to publicize the Society; to promote genealogy; and shall release items to the news media and members regarding meetings and special events.

Section 6. The Records of the Society will be maintained in one central digital location.

Section 7. The Fund-Raising Committee shall manage the Society's fund-raising activities through sales of materials and books, and by participation in local rebate programs. All expenses incurred and income received shall go through the WGS treasury.

Section 8. The Research Aide Committee shall be responsible for answering correspondence to the Society regarding assistance with local genealogical research. All donations received shall be submitted to the treasurer

Section 9. The Webmaster shall manage the Society's website and advise the Board on the Society's use of the Internet and Computers.

ARTICLE VIII – BOARD OF DIRECTORS

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

Section 2. A quorum for the transaction of business of the Board of Directors shall be a majority of the members comprising the Board of Directors. A majority vote of those attending in person or by remote means is required for passage. No proxy votes are permitted.

Section 3. Meetings of the Board of Directors shall be held prior to each general membership meeting. A transitional meeting, consisting of both the outgoing and incoming boards, may be held prior to the first general membership meeting of the new year.

Section 4. Special meetings of the Board of Directors may be held at any place and time with at least one (1) weeks' notice given and whenever called by the President or any four (4) or more members of the Board.

Section 5. No member shall hold more than one Board position at the same time, with the exception of the Vice President and the immediate Past President, who may have a second Board position but with only one vote per person.

Section 6. The business affairs and property of the Society shall be managed by the Board.

Section 7. The Board may refer any action taken by the Board to the Society's membership for modification, revision, or approval.

Section 8. The Board may use remote means to hold membership meetings and votes. Participating by such means shall constitute presence in person at a meeting.

ARTICLE IX – MEETINGS

Section 1. The general membership meeting in November shall be designated the annual meeting for non-profit requirement purposes.

Section 2. General membership meetings may be held at least eight (8) times each year, as scheduled by the Board. The schedule for the upcoming year should be announced prior to the last membership meeting of the current year.

Section 3. Special general membership business meetings may be called at any time by the Board or by twenty (20) members of the Society, upon ten (10) days' notice to all members.

Section 4. Special Program meetings shall be at such times and places as approved by the Board.

Section 5. A quorum for the transaction of business at any general or special membership meeting shall be twenty percent (20%) of the Whatcom

County resident membership. A majority of those present and voting shall be sufficient to pass any action, except as otherwise provided herein.

ARTICLE X – ELECTIONS

Section 1. The election of officers shall be held in November at the annual general membership meeting. A majority of the membership attending the meeting shall elect. Upon request, members absent from that meeting shall be provided an absentee ballot in an appropriate form. Such absentee ballot shall be counted, provided it is received by the Secretary prior to the meeting on election day and accompanied by the voter's name and address on the envelope marked 'ballot'. No proxy votes are permitted. One vote per household.

Section 2. The Nominating Committee shall, at the October general membership meeting, submit its report of at least one qualified person for each of the following positions: President, Vice President, Secretary, and Treasurer. Additional nominations may be made from the floor.

Section 3. The consent of each nominee must be secured before placing their name on the ballot.

Section 4. If a nominee must withdraw after their name has been placed on the ballot, then notification must be given as soon as possible to the President prior to the start of the November election meeting.

Section 5. Each office is to be voted upon individually. Voting shall be done by a voice vote or a show of hands if only one (1) candidate per office has been nominated. If more than one (1) candidate for any one office has been nominated, then all voting shall be by paper ballot. In cases of a strictly electronic vote, a majority of those voting is required for election.

ARTICLE XI – FINANCES

Section 1. The fiscal year shall be from 1 January through 31 December of the year.

Section 2. The Board shall approve a proposed budget for the fiscal year which shall be presented to the membership at the last general membership meeting of the fiscal year and given final approval at the first general membership meeting of the new fiscal year. Any changes to the annual budget shall be approved by a subsequent vote at a general membership meeting.

Section 3. All checks received on behalf of the Society shall be made out to the Whatcom Genealogical Society.

Section 4. All checks drawn on funds of the Society shall be signed by the Treasurer or the President. Approval of the Board will be required for payment of non-budgeted bills as set by the Board in the standing Rules.

Section 5. All purchases to be paid from Society funds shall be recorded in the Treasurer's books.

Section 6. All money transactions by the Society shall be recorded in the Treasurer's books.

Section 7. No officer or committee shall exceed their annual budget allocation without Board approval.

Section 8. The Treasurer's books will be audited each year. The Treasurer shall give the books to the Auditing Committee after the close of the fiscal year once the books are completed.

Section 9. No part of the income or earnings of the Society shall be used for the benefit of any individual member. No member may receive personal compensation for performing committee work.

Section 10. Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, dispose of all the of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization(s) organized and operated exclusively for the charitable or education purposes as shall at the time qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954, or its successor. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Whatcom County, exclusively for such purposes, or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII – AD HOC COMMITTEES

Section 1. Ad hoc committees may be appointed by the President with Board approval, or by the Board, except as otherwise provided for in these Bylaws, to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

Section 2. The Chair of ad hoc committees must be a member in good standing.

Section 3. The Nominating Committee shall consist of at least two (2) members. One member shall be elected by the Board before the June Membership meeting and at least one (1) member shall be elected from the floor

at the June Membership meeting. The chair of the Nominating Committee shall be chosen by a vote of committee members.

Section 4. The Auditing Committee shall be composed of at least two (2) members who have not been directly involved in spending the Society's money in the current fiscal year, and shall be appointed by December by the President, with the approval of the Board, to audit the Treasurer's books.

ARTICLE XIII – STUDY GROUPS

Section 1. Members with mutual genealogical interest may request authorization from the Board to form study groups.

Section 2. The chair of the study group may be nominated by the Society members involved in such a group. The study group chair shall be approved annually by the Board of Directors after the beginning of the fiscal year.

ARTICLE XIV – REMOVAL FROM OFFICE OR MEMBERSHIP

Section 1. A neglect of duties for three (3) consecutive months by an officer of the Board or a Standing Committee chair, without just cause and notification to the Board, may result in removal from their position. A two-thirds (2/3) vote of the Board is required. The vacancy so created will be filled as set forth elsewhere.

ARTICLE XV – INDEMNIFICATION

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a director or officer of the Society or, while a director or officer, they are or were serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or, agent or in any other capacity while serving as a director, trustee, officer, employee, or agent shall be indemnified and held harmless by the Society, to the full extent permitted by applicable laws as then in effect, against all expense, liability, and loss (including attorney's fees, judgements, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who

has ceased to be a director, trustee, officer employee, or agent and shall inure to the benefit of their heirs, executors, and administrators, provided, however that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Society shall indemnify any such person seeking indemnification in connection with a proceeding for (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Society. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Society the expenses incurred in defending any such proceeding in advance of its final disposition, provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Society of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Society within 60 days after a written claim has been received by the Society, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be 20 days, the claimant may at any time thereafter bring suit against the Society to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting each claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of the final disposition, where the required undertaking has been tendered to the Society), and thereafter the Society shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Society (including its board of directors, independent legal counsel, or its members, if any) to have made a determination prior to the commencement of such action that indemnification or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by Society (including its board of directors, independent legal counsel, or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusively of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding. The Society may maintain insurance at its expense to protect itself and any director, trustee, officer, employee, or agent of the Society or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability or loss, whether or not the Society would have the power to indemnify such persons against such expense, liability, or loss under the Washington Business Corporation Act as applied to nonprofit corporations. The Society may without further membership action, enter into contracts with any director or officer of the Society in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Society. The Society may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Society with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Society or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act as applied to nonprofit corporations, or otherwise.

ARTICLE XVI – GOVERNING RULES

Section 1. These Bylaws and attached Standing Rules shall constitute the governing rules of this Society.

Section 2. Any matter not covered by these Bylaws and the Standing Rules shall be controlled, where applicable, by Robert's Rules of Order, newly revised, latest edition.

Section 3. All previous Bylaws and constitutions are hereby repealed.

Section 4. These Bylaws may be amended, at any general membership meeting, or a special meeting called for such purpose, by a two-thirds (2/3) vote of those members present and voting, provided that notice of the proposed

amendment has been presented by written notice at a general membership meeting, or by electronic notification, thirty (30) days before the voting meeting. All proposed amendments must be submitted in writing to the Secretary, and must show the wording of the entire paragraph, not just an insertion of a word or phrase.

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NOTE: In order to maintain the 'nonprofit organization' status, Sections 1 and 2 Article II, and Section 10, Article XI, must not be amended or deleted except to conform to new directives of the Internal Revenue Service.