

**PUGET SOUND GENEALOGICAL SOCIETY
BYLAWS**

(Approved by the Membership-July 27, 2011)

Article I – NAME

The name of this organization shall be Puget Sound Genealogical Society (PSGS).

Article II – PURPOSE

The purpose of PSGS, organized as a non-profit corporation, shall be educational as provided in Section 501 (c)(3) of the Internal Revenue Code. PSGS shall be devoted to furthering genealogical research and education, and shall collect, preserve and publish records of genealogical value.

Article III - MEMBERSHIP AND DUES

Section 1. There shall be four classes of membership.

- A. Individual: Any individual who subscribes to and promotes the objectives of PSGS and pays the prescribed dues shall become a member.
- B. Joint. Two or more individuals residing within the same residence.
- C. Charter: Any individual who joined PSGS after January 11, 1974 and before December 31, 1974.
- D. Lifetime: Any individual who has been a member for at least one year may elect to become a lifetime member by a one-time payment of dues equal to 15 times the current annual dues.

Section 2. Annual membership dues are payable as of January 1st of each year. Any member whose dues are delinquent after the last day of February shall be dropped from the rolls, all rights and privileges suspended and no longer considered a member in good standing.

Section 3. The Executive Board shall review the amount of the annual membership dues no later than May of each year. If the Executive Board determines that the dues must be changed for the betterment of PSGS, all members shall be notified of the recommendation at least thirty days prior to a general membership meeting. The recommendation must be approved by a majority vote of attending members at that meeting. Any change in dues shall become effective January 1st of the following year.

Article IV – STANDING RULES

PSGS shall establish additional general procedures for the operation and management of PSGS, to be known as the Standing Rules. They shall be amended in accordance with the procedures set forth in the Standing Rules.

Article V - ELECTED OFFICERS

- Section 1.** The elected officers of PSGS shall be members in good standing and shall include the following, whose duties are set forth in the Standing Rules.
- A. President
 - B. 1st Vice President
 - C. 2nd Vice President
 - D. Treasurer
 - E. Secretary
- Section 2.** Elected officers serve from January 1st to December 31st or until their successors are elected and installed. No President shall serve more than two consecutive terms. Should the President resign or become unavailable to perform his/her duties, the 1st Vice President shall act in his/her stead until such time as a new President is elected and installed. If any other elected office becomes vacant, the Executive Board shall appoint a person to replace that officer until their successor is elected and installed.
- Section 3.** The officers shall be elected by a simple majority of all members present at the October annual business meeting provided a quorum is present.

Article VI - Board of Directors

- Section 1.** The Board of Directors shall consist of the elected officers as outlined in Article V and the Immediate Past President.
- Section 2.** The Board of Directors is responsible for long range planning and promotion of activities that support the mission of PSGS.
- Section 3.** Board of Director meetings shall be held at least quarterly at the direction of the President and at a day, place and time designated.
- Section 4.** No Board of Directors member shall be entitled to compensation for services rendered unless expressly authorized by the Executive Board. Compensation to a Board of Director member shall not be retroactively authorized. However, a Board of Director member may be reimbursed for bona fide expenses incurred on behalf of PSGS as approved by the Executive Board.
- Section 5.** Voting: Three members shall constitute a quorum.

Article VII - Executive Board

- Section 1.** The Executive Board is responsible for managing and conducting the general business of the society.
- Section 2.** The Executive Board shall consist of the elected officers as outlined in Article V and the chairs of the following Standing Committees.

- A. Librarian
- B. Ways and Means
- C. Education
- D. Publicity
- E. Website
- F. Backtracker
- G. Research
- H. Records Preservation
- I. Notification Tree

The Executive Board shall also consist of the following:

- A. Member at Large
- B. Immediate Past President
- C. Chapter Representative(s)
- D. Webmaster

Section 3.

Voting:

- A. Only the Executive Board members, as listed in Section 2 above, have voting privileges for Board business.
- B. No individual shall have more than one vote.
- C. At any regular or special Executive Board meeting, a quorum shall consist of nine (9) voting members with a simple majority required to pass.
- D. The President may only cast a vote when necessary to break a tie or when a written ballot is used.

Section 4.

No Executive Board member shall be entitled to compensation for services rendered unless expressly authorized by the Executive Board. Compensation to an Executive Board member shall not be retroactively authorized. However, an officer, committee chairperson, or other member may be reimbursed for bona fide expenses incurred on behalf of PSGS as approved by the Executive Board.

Section 5.

Executive Board meetings shall be held at the direction of the President and at a day, place and time designated by the President.

Article VIII – GENERAL MEMBERSHIP VOTING

Section 1.

Any member in good standing has voting privileges at general membership meetings.

Section 2.

A quorum for the transaction of business at any regular or special membership meeting shall consist of at least 25 members.

Section 3.

Voting

- A. Voting procedures (verbal or ballot) shall be at the discretion of the President.
- B. Proxy voting is not allowed.
- C. The President may only cast a vote when necessary to break a tie or when a written ballot is used.
- D. A simple majority is required to pass a motion.

Article IX - STANDING COMMITTEES

- Section 1.** The President shall appoint chairpersons of standing committees as specified in the Standing Rules with approval of the Board of Directors.
- Section 2.** Standing committees are permanent committees necessary for the ongoing function of PSGS and shall consist of the following, whose duties are set forth in the Standing Rules.
- A. Library
 - B. Ways and Means
 - C. Education
 - D. Publicity
 - E. Website
 - F. Backtracker
 - G. Research
 - H. Records Preservation
 - I. Notification Tree
 - J. Finance
- Section 3.** Standing committees report to the Executive Board.

Article X - SPECIAL COMMITTEES

- Section 1.** Special committee chairpersons are appointed by the President with the approval of the Board of Directors. Special committees are appointed to perform specific functions and are disbanded when the function(s) is/are accomplished.
- Section 2.** Special Committees shall consist of (but are not limited to):
- A. Audit Committee
 - B. Bylaws Committee
 - C. Nominating Committee

Article XI – MEETINGS

- Section 1.** General membership meetings are normally held monthly. The time and place of the membership meetings shall be determined by the Executive Board.
- Section 2.** The annual business meeting of PSGS is held in October of each year.
- Section 3.** Special meetings of the membership of PSGS may be called at any time and for any purpose by the President, the Board of Directors, and Executive Board or by 30 percent of the voting members. Written notice of such a special meeting shall be given to the members at least 30 days in advance and must specify the business to be transacted; only that business as stated may be conducted at the special membership meeting.

Article XII – AMENDMENTS

- Section 1.** The Bylaws Committee shall be comprised of the President, immediate past President, and at least three additional members appointed by the President. If the immediate past President is not available to serve, the President may appoint an alternate. The Bylaws Committee shall convene in odd numbered years.
- Section 2.** The Bylaws Committee shall submit its proposed changes to the Executive Board for review and approval. Should the Executive Board want to amend or revise the proposal, the Bylaws Committee will reconvene to address the concerns of the Board, and at the Committee's discretion, make any changes deemed appropriate.
- The Bylaws Committee shall resubmit the amended proposed bylaws to the Executive Board for approval. In the event that the Executive Board rejects the amended proposal, the Bylaws Committee may opt to either submit another revised version to the Executive Board or submit their original proposed changes to the general membership for approval.
- Section 3.** The bylaws of PSGS may also be amended by the following procedure.
- A. Any member of PSGS may submit an amendment in writing to the Executive Board for forwarding to the general membership.
 - B. The Executive Board may adopt a resolution setting forth a proposed amendment(s) and submit the resolution for a vote of the general membership.
- Section 4.** Voting on amendments
- A. Notice setting forth the proposed amendments shall be provided to each member 30 days prior to the vote.
 - B. A vote of the membership shall be taken on the proposed amendment(s) only when a quorum is present and shall be adopted upon receiving an affirmative majority vote. The changes shall become effective at the conclusion of the meeting at which they are adopted.

Article XIII - HOLD HARMLESS

- Section 1.** PSGS shall defend, save, and hold all Board of Directors, Executive Board and committee chairpersons harmless from any and all claims and liabilities of whatsoever nature arising from performance of their duties or any other action taken in good faith on behalf of PSGS. Such indemnity shall not extend to any action taken by a board member or chairperson with actual knowledge that such action was beyond his/her authority or powers, or to any action which constitutes or is knowingly in aid of an actual fraud or crime.
- Section 2.** The Board of Directors shall obtain and maintain appropriate liability insurance to protect PSGS and/or its officers from any claim indemnified by this article. The cost of said liability insurance shall be paid by PSGS.

Article XIV – DISSOLUTION

Upon the dissolution of PSGS, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of PSGS, offer the assets of PSGS to any genealogical society or historical/heritage organization having objectives substantially similar to those of PSGS under Section 501(c)(3) of the Internal Revenue Code.

Article XV - PARLIAMENTARY AUTHORITY

PSGS business shall be conducted in accordance with the parliamentary procedures set forth in the most current edition of *Robert's Rules of Order, Newly Revised*.