

# South King County Genealogical Society

## Bylaws

### Article I. Name

The name of this organization is “South King County Genealogical Society” (SKCGS) as registered under Section 501(c)(3) of the Internal Revenue Code of 1954 or its successor and consistent with the laws of the State of Washington.

### Article II. Purpose and Objectives

**Section 2.1. – Purpose.** The purpose of SKCGS shall be educational as provided in Section 501(c)(3) of the Internal Revenue Code. As stated in SKCGS’s Articles of Incorporation, the purpose shall be educational in character and devoted exclusively to furthering genealogical research and interest in family and local history.

**Section 2.2. – Objectives.** The purpose of SKCGS may be further identified with objectives such as:

- Promoting an interest in genealogy
- Encouraging and instructing members in genealogical research through careful documentation while maintaining quality genealogical standards
- Locating, preserving, and indexing public and private genealogical records and making such records available to members and the general public
- Cooperating with other organizations in furtherance of mutual objectives

### Article III. Membership and Dues

**Section 3.1. – Membership.** Any applicant interested in furthering the objectives of SKCGS will become a member in good standing upon submission of a completed application form and payment of dues.

**Section 3.2. – Dues.** Annual dues and membership categories are defined in the Standing Rules.

### Article IV. Membership Meetings

**Section 4.1. – General Membership Meetings.** At least eight General Membership Meetings will be held at monthly intervals. The place and time are identified in the Standing Rules and may be changed by the Board.

**Section 4.2. – Annual Membership Meeting.** The Annual Membership Meeting shall take place during the May General Membership Meeting with the purpose of electing officers and conducting other business. Circumstances may arise which could require the Annual Membership Meeting to be moved to another date. The Board of Directors (Board) shall ensure all members are notified of the rescheduled Annual Membership Meeting 30 days in advance of the rescheduled meeting.

**Section 4.3. – Special Membership Meetings or Activities.** In addition to the General Membership Meetings, Special Membership Meetings or activities may take place at the request of the President, three members of the Board, or by a minimum of five members in good standing. The Board shall ensure all members are notified of any Special Membership Meeting or activity at least 30 days in advance of such meeting or activity.

**Section 4.4. – Quorum.** Requirements for the Annual Membership Meeting and any other meetings in which voting by the membership takes place are defined in the Standing Rules.

## Article V. Governance

**Section 5.1. – Officers.** The officers of SKCGS are President, Vice President, Secretary, and Treasurer.

**Section 5.2. – Duties.** The duties of the Officers are defined in the Standing Rules.

**Section 5.3. – Officers’ Term of Office.** The term of office is two years.

**Section 5.4. – Elections of Officers.**

**Section 5.4.1.** The election of the President and Treasurer will be at the Annual Membership Meeting in odd numbered years.

**Section 5.4.2.** The election of the Vice President and Secretary will be at the Annual Membership Meeting in even numbered years.

**Section 5.4.3.** No President or Vice President shall serve more than two consecutive terms in the same office.

**Section 5.4.4.** Only members in good standing for one year prior to the election and who have consented to serve shall be eligible for nomination.

**Section 5.4.5.** Nominations may be made from the floor at any General Membership Meeting prior to the election, including the Annual Membership Meeting.

**Section 5.5. – Board of Directors.** The Board shall consist of the four elected Officers, and the Immediate Past President, if willing and able to serve. For purposes of “Section 5.8. Removal of a Director” and “Section 5.10. Director Vacancy Appointments,” the Immediate Past President is considered an elected Director as they were previously elected as an Officer. If the Immediate Past President is unwilling or unable to serve, a Member at Large shall be elected as a Director. In addition, the Standing Committee Chairs will serve as Directors. No individual shall hold more than one Director position. No compensation shall be given to any Director, except for such reimbursement of expenses as approved by the Board.

**Section 5.6. – Board Meetings.** Regular Board meetings shall be open to any SKCGS member in good standing; however, only Directors may vote on issues. To transact business, three elected Directors must be present. The Board shall meet at least four times a year to:

- Transact the business of SKCGS between General Membership Meetings
- Direct committees

- Operate within the approved annual budget
- Authorize disbursements which exceed the budgeted amount by 10%

**Section 5.7. – Resignation.** A Director who is unable to fulfill their duties may resign by a letter of resignation to the Board.

**Section 5.8. – Removal of a Director.** A Director may be removed from the Board if that Director is not fulfilling the duties of their position or behaving in a manner that is harmful or damaging to the Board or SKCGS.

**Section 5.8.1.** Non-fulfillment of duties is not limited to, but may include:

- Two unexcused absences from Board meetings during one calendar year
- Absence from three or more Board meetings during one calendar year, excused or unexcused
- Failure to carry out assigned tasks in a timely manner

**Section 5.8.2.** Harmful or damaging behavior is not limited to, but may include:

- Conducting business on behalf of the Board or SKCGS without proper authorization
- Making statements or taking actions that embarrass or might put SKCGS in legal jeopardy
- Disrespecting any or several Directors, volunteers, or members

**Section 5.8.3.** Before action to remove a Director is taken, at least two Officers shall communicate directly with the Director involved to determine whether the situation can be resolved. If resolution is not possible, and the Director does not wish to resign, the Officers may propose removal from the Board, which must be passed by two-thirds vote of the Board.

**Section 5.9. – Removal of a Member.** The essence of “Section 5.8. Removal of a Director” may also apply to a Member and they may be removed for cause.

**Section 5.10. – Director Vacancy Appointments.** When the position of an elected Director becomes vacant, their replacement shall be recommended by the President and approved by the Board. This Director shall serve until the next scheduled election.

**Section 5.11. – Director Vacancy Elections.** The Nomination and Election Committee shall nominate candidates to complete the remainder of any vacated elected Director term filled per “Section 5.10 Director Vacancy Appointments.” The names of the nominees shall be placed on the ballot for the next scheduled election.

## Article VI. Committees

**Section 6.1. – Descriptions of Committees.** All Standing Committees and appointment of Special Committees Chairs are defined in the Standing Rules.

**Section 6.2. – Committee Members.** All committee members must be members in good standing.

**Section 6.3. – Duties.** Duties of all committees are set forth in the Standing Rules.

## Article VII. Amendment of Articles of Incorporation

### **Section 7.1. – Proposal of Amendment(s).**

**Section 7.1.1.** Amendment(s) may be proposed by a Director.

**Section 7.1.2.** Proposed amendment(s) to the Articles of Incorporation must be submitted in writing to the Secretary.

**Section 7.2. – Notification of Proposed Amendment(s).** Directors shall be given written notification no later than 30 days in advance of the voting on the proposed amendment(s).

**Section 7.3. – Ratification.** Unanimous consent shall be required to ratify an amendment.

**Section 7.4. – Implementation.** An amendment shall become effective immediately upon filing with the Secretary of State. Members shall be notified of the results by publication on the SKCGS website. Once filed, the “Article of Incorporation – Consolidated and Footnoted” document should be updated appropriately.

## Article VIII. Amendment of Bylaws

IMPORTANT NOTE: In order to maintain the “non-profit organization” status, “Section 2.1. Purpose” and “Article X. Dissolution” must not be amended or deleted except to conform to new directives of the Internal Revenue Service.

### **Section 8.1. – Proposal of Amendment(s).**

**Section 8.1.1.** Amendment(s) may be proposed by any five members in good standing or a majority of the Board.

**Section 8.1.2.** Proposed amendment(s) to the Bylaws must be submitted in writing to the Secretary. The proposal submitted should explicitly state the words to be included in or removed from the Bylaws.

### **Section 8.2. – Notification of Proposed Amendment(s)**

**Section 8.2.1.** Proposed amendment(s) shall be posted on the SKCGS website.

**Section 8.2.2.** Members shall be given written notification no later than 30 days in advance of the voting on the proposed amendment(s).

**Section 8.3. – Ratification.** A two-thirds vote of members in good standing, present and voting shall be required to ratify an amendment.

**Section 8.4. – Implementation.** Unless there is an enacting clause to the contrary, an amendment shall become effective immediately upon its adoption. Members shall be notified of the results by publication on the SKCGS website.

**Section 8.5 – Revision Text.** “Bylaws revised and approved dd Month yyyy” shall be added to the bottom of the Bylaws upon ratification. The text should explicitly describe the modification(s) made,

including Article and Section references. To provide history, this additional text should be added beneath the current revision date each time Bylaws are revised. In addition, the footer date must be updated to reflect the newly revised and approved date.

## Article IX. Amendment of Standing Rules

### **Section 9.1. – Proposal of Amendments.**

**Section 9.1.1.** Proposed amendments to the Standing Rules must be submitted in writing to the Secretary. The proposal submitted should explicitly state the words to be included in or removed from the Standing Rules.

**Section 9.1.2.** Amendments may be proposed by a member in good standing or a Director.

**Section 9.2. – Notification of Proposed Amendment(s).** Upon receipt, the Secretary shall provide the proposed amendments to the Board.

**Section 9.3. – Ratification.** A two-thirds vote of the Board shall be required to ratify an amendment.

**Section 9.4. – Implementation.** Unless there is an enacting clause to the contrary, an amendment shall become effective immediately upon its adoption. Members shall be notified of the results by publication on the SKCGS website.

**Section 9.5 – Revision Text.** “Standing Rules revised and approved dd Month yyyy” shall be added to the bottom of the Standing Rules upon ratification. The text should explicitly describe the modification(s) made, including Article and Section references. To provide history, this additional text should be added beneath the current revision date each time the Standing Rules are revised. In addition, the footer date must be updated to reflect the newly revised and approved date.

## Article X. Dissolution

In the event of dissolution of SKCGS, the net assets are to be distributed as follows:

Upon dissolution of SKCGS, offer the assets of SKCGS to any Washington State organization having objectives like or similar to those of SKCGS, under Section 501 (c) (3) of Internal Revenue Code.

## Article XI. Preeminence

These Bylaws are the governing rules of SKCGS, except where Articles of Incorporation overrule the Bylaws.

## Article XII. Parliamentary Authority

Any matter not covered by these Bylaws shall be controlled, where applicable, by *The Standard Code of Parliamentary Procedure* published by the American Institute of Parliamentarians.

**Bylaws approved 13 July 2019.** These Bylaws were completely restated to bring SKCGS in compliance with our Articles of Incorporation and the Revised Code of Washington. In addition, these Bylaws were simplified by moving detail to newly created Standing Rules.