

BYLAWS
The FAMILY HISTORY SOCIETY OF ARIZONA
As amended 2/6/1999, 1/22/2000, 2/1/2003, and 4/3/2010

ARTICLE I: INCORPORATION AND NAME

The FAMILY HISTORY SOCIETY OF ARIZONA is incorporated as a non-profit educational society under the laws of the State of Arizona and shall conform to all rules and regulations of the Internal Revenue Service Code Section 501(c) (3), registered November 14, 1983, with the Department of State, State of Arizona, trade number 50409 under the name THE FAMILY HISTORY SOCIETY OF ARIZONA and hereinafter called the Society, its head office shall be located in the metropolitan Phoenix area.

ARTICLE II: OBJECTIVES

The Society is incorporated: to promote, encourage, and foster the study of and research of family histories, genealogies, and original genealogical research; to encourage and assist in the collection, preservation, and dissemination of materials related to genealogical research; to encourage and instruct members in the ethical principles, scientific methods, and effective techniques of genealogical research; and to raise funds for any of the foregoing objectives of the Society and to accept donations, gifts, legacies, and bequests.

ARTICLE III: MEMBERSHIP

Section 1. Any person interested in the objectives of the Society and willing to subscribe to its Bylaws may become an Individual or Family Member upon payment of dues hereinafter provided.

Section 2. There shall be three (3) classes of members of the Society: Individual Members, Family Members, and Institutional Members.

Section 3. An Individual Member is entitled to: attend and vote on any issue at any Annual General or Special General Meeting of the Society; stand for election to any elective office in the Society as hereinafter provided; and receive, electronically without charge, one copy of the regular publication(s) of the Society as determined by the Board of Directors.

Section 4. Family Membership may be granted where more than one member resides in the same household. Any reference to Individual Member shall be construed to mean each person covered by a Family Membership.

Section 5. Institutional Membership may be granted to any Library, Society, or Institution that is interested in the objectives of the Society. An Institutional Member is entitled to receive one copy of each issue of the regular publication(s) of the Society as determined by the Board of Directors. An Institutional Member is not entitled to receive a copy of any membership list published by the Society. An Institutional Member is not entitled to vote at any meeting of the Society and is not entitled to appoint a representative to stand for office in the Society.

Section 6. The Board of Directors may provide for Life Membership and Honorary Membership.

Section 7. The membership year and the annual dues shall be determined by the Board of Directors.

Section 8. Any member who resigns from the Society during the membership year shall not be entitled to any rebates of annual dues for the remaining portion of the year.

ARTICLE IV: OFFICERS

Section 1. The Officers of the Society, hereinafter referred to as the Officers, shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer.

Section 2. The Officers shall be voted on at the Annual General Meeting, or at the Chapter meetings immediately preceding the Annual General Meeting, or by absentee ballot, and each voter shall be a member of the Society.

Section 3. Officers shall be elected by simple majority of votes cast.

Section 4. The term of office of the Officers shall be one year immediately following the conclusion of the Annual General Meeting at which they are elected.

Section 5. The President and Vice Presidents may be re-elected for a second term of one year, a total of two consecutive years. The Secretary and Treasurer may be re-elected for two additional consecutive terms of one year each, a total of three consecutive years.

Section 6. If a vacancy should occur in an elected office between the Annual General Meetings of the Society, the Board of Directors shall appoint an Individual Member of the Society to serve in that office until the conclusion of the next Annual General Meeting. The foregoing provision shall not apply to the office of President, to which, should a vacancy occur, the First Vice President shall succeed, or to the office of First Vice President to which office should a vacancy occur, the Second Vice President shall succeed.

Section 7. The job descriptions for the Officers are as follows:

A. The President shall:

1. Be responsible for conducting the business of the Society;
2. Preside at all meetings of the General Membership and Board of Directors;
3. Have the authority to appoint Standing Committees with the approval of the Board of Directors;
4. Sign, with the Secretary, all contracts and documents authorized by the Society in accordance with Article X;
5. Sign all contracts and documents authorized by the Society pertaining to hosting network and domain registrar for the Society's website and work with the Website Committee to ensure that the site reflects the purposes of the Society;
6. Sign, in the absence of the Treasurer. checks for authorized disbursements on behalf of the

Society;

7. Be an *ex-officio* member of all committees, except the Nominating Committee;
8. Keep Officers informed of the activities of the Society.

B. The First Vice President shall:

1. Assume the duties of the Presidency in the absence of, or at the request of, the President;
2. Assume the duties of the Presidency for the remaining term of office of the President when that office becomes vacant;
3. Chair committees to which appointed.

C. The Second Vice President shall:

1. In the absence of the President and the First Vice President assume the duties of the Presidency;
2. In the event of a vacancy in the First Vice Presidency, assume the duties of the First Vice President;
3. Chair committees to which appointed.

D. The Secretary shall:

1. Keep and prepare minutes of Board Meetings, providing copies to Board members so that they are received a week before Board Meetings at which they are to be approved;
2. Conduct the correspondence of the Society;
3. Maintain a file of Society correspondence;
4. Keep a record of the proceedings of the Society;
5. Keep and have available for reference at all meetings one book in which the Society's Bylaws and Standing Rules are kept current;
6. Prepare and maintain a current inventory of all legal documents, records, and equipment belonging to the Society.

E. The Treasurer shall:

1. Be custodian of all funds of the Society and deposit them in insured financial institutions or invest them pursuant to instructions of the Board of Directors;
2. Sign checks as needed for authorized disbursements on behalf of the Society;
3. Make all financial records available for audit;
4. Prepare and present a financial statement at each meeting of the Board of Directors.
5. Record all financial transactions, including membership dues;
6. Prepare and present a financial report covering the previous fiscal year for publication.

ARTICLE V: BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors comprised of the following:

- A. The immediate Past President who shall serve for one (1) year as a consultant to and voting member of the Board;
- B. The five (5) Officers of the Society;
- C. A delegate appointed by the Chapter who may or may not be an officer of the

Chapter in accordance with Article IX, Section 3A. The term of office will be one (1) year.

D. The Chairs of Standing Committees. (This is not to include the Chair of the Nominating Committee.)

Section 2. Each member of the Board shall have one (1) vote for each motion at any of the Boards. Voting and other business within meetings of the Board of Directors shall be conducted in accordance with the latest edition of *Robert's Rules of Order*.

Section 3. At any meeting of the Board of Directors a quorum shall consist of fifty-one per cent (51%) of the Board Members of which at least three (3) are Officers of the Society.

Section 4. The Board shall meet at the call of the President at least four (4) times a year to conduct the business of the Society.

Section 5. The Board shall meet within the period of ninety (90) days prior to the Annual General Meeting and within forty-five (45) days following the Annual General Meeting.

Section 6. Any elected Member of the Board who is absent from two (2) consecutive meetings of the Board may be required by the President to furnish adequate explanation of the absence, failing which, the Board of Directors may declare the office vacant.

Section 7. For scheduling purposes, it is requested that any member wishing to address the Board should contact the President to be placed on the agenda. Time limits may be imposed if the agenda is full.

Section 8. The Board of Directors may amend, enact, or repeal Standing Rules for the conduct of all business of the Society not specifically provided for in the Bylaws.

Section 9. Copies of all the minutes of the Board of Directors' meetings shall be made available to all Members of the Board and, upon request, to any Member.

Section 10. The President may establish Interim Committees and may make appointments as deemed necessary for the effective operation of the Society.

Section 11. Each Officer, Member of the Board and Chair of a Committee upon retiring from an Office or Position shall pass to the successor or to the Secretary of the Society any material pertinent to the Office or Position and any equipment or supplies belonging to the Society.

Section 12. Each Officer, Member of the Board, and Chair of a Committee shall be an Individual or Family Member of the Society at the time of assumption of the Office or Position and shall cease to hold the Office or Position if membership should lapse by failure to pay dues.

Section 13. If an elected or appointed Officer or Committee Chair is declared vacant by the Board for reasons outlined in Section 6 of this article, the vacancy shall be filled by the method outlined in Article IV, Section 6.

ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 1. The Members of the Society shall elect the Society's Officers at the Annual General Meeting. A Nominating Committee shall prepare a list of nominees for the offices to be filled, and shall administer the nominations and election process with the cooperation of the Society President and the Board of Directors.

Section 2. The Nominating Committee shall consist of a Chair elected by the membership at the Annual General Meeting and a member from each Chapter appointed (or elected) by the Chapter.

Section 3. The term of office for the Nominating Committee Chair shall be one (1) year commencing with the Chair's election at the Annual General Meeting. The term of office for the members of the Nominating Committee shall terminate at the time of the election of the Chair for the coming year. The Chair may be elected to a second consecutive term.

Section 4. If the position of Nominating Committee Chair becomes vacant before the completion of the Committee's duties, the Committee shall notify the Society President and elect from among its members a new Chair to fill the vacancy. If the Committee is unable to elect a Chair, the Society President shall appoint a Chair with the approval of the Board.

Section 5. The Nominating Committee shall nominate at least one (1) nominee for each of the Society's offices to be filled by election by the membership.

Section 6. The Nominating Committee's list of nominees shall include members nominated by petition in accordance with the latest edition of *Robert's Rules of Order* and these Bylaws. Each petition shall be signed by at least five (5) Society members following procedures publicized and administered by the Committee.

Section 7. Each nominee shall be a member in good standing and shall have consented to serve in the office for which nominated. The nominees for President and First Vice President shall have served on the Board for at least one (1) year at any time prior to the election. All other nominees shall have been members of the Society for at least one (1) year at the time of the election.

Section 8. The Nominating Committee shall notify the board of its list of nominees by November 1, and shall announce its list in the two (2) issues of the newsletter preceding the election.

Section 9. The announcement shall include the list of nominees with their resumes and a ballot with instructions that may be mailed or submitted personally at the Annual General Meeting shall include spaces for write-in candidates for each position.

Section 10. The Nominating Committee shall collect and validate all ballots and, in arrangement with the presiding Officer at the Annual General Meeting, count all ballots cast and report the results to the presiding Officer.

Section 11. If any office cannot be filled by election at the Annual General Meeting the Incumbent shall serve until the vacancy is filled in a manner determined by the Board of Directors.

ARTICLE VII: GENERAL MEETINGS

Section 1. The Society's Annual General Meeting shall be held as close to mid-March as

possible.

Section 4. A Special General Meeting may be called at any time of the year if the Board so decides to deal with matters that cannot conveniently be deferred until the next Annual General Meeting.

Section 6. A Special General Meeting may be requested by ten percent (10 %) of the Members. Such a request must be in writing, stating the purpose of the meeting signed by all of the requesters, and delivered to the President. Within sixty (60) days following receipt of such request, the Board shall call a Special General Meeting to address the matters stated in the request. All matters shall require a simple majority of the membership voting in Chapters or by absentee ballot.

Section 2. Members shall be notified at least thirty (30) days prior to an Annual General Meeting.

Section 3. At any Annual General Meeting of the Society, ten percent (10%) of the Members shall constitute a quorum. Only Members present in person may vote or be counted in determining the quorum. Members are allowed to vote for Officers by absentee ballot or in their Chapters.

Section 6. In any dispute regarding parliamentary procedure at any General Meeting, the rules contained in the latest published version of *Robert's Rules of Order* shall govern insofar as they are consistent with the Society's Bylaws.

ARTICLE VIII: COMMITTEES

Section 1. There shall be the following Standing Committees and their responsibilities:

A. The Finance Committee shall prepare the annual budget for the Board's approval, oversee the Society's financial policies and procedures, and assure the implementation of practices recommended by the Board. The Committee shall consist of a Chair, the Treasurer and at least one (1) other member.

B. The Workshops and Seminars Committee shall present workshops, seminars and other appropriate educational programs. The Committee shall consist of a Chair and at least one (1) Member from each Chapter.

C. The Membership Services Committee shall maintain the Society's membership records, report to the Board at each Board meeting the Society's membership status, provide membership lists for Society functions, and support or implement services which promote membership renewals and growth. The Committee shall consist of a Chair and other Members as needed.

D. The Book Fund Committee shall consist of a Chair and at least one (1) Member from each Chapter. The Committee shall select books which will then be donated to the Arizona State Library Genealogy Collection.

E. The Newsletter Committee shall be responsible for the accomplishment of all tasks necessary for the preparation, production and distribution of the Society's newsletter. The committee shall consist of the Editor as Chair and at least one (1) Member from each chapter.

F. The Website Committee shall consist of a Webmaster and Assistant Webmaster who are responsible for the development and maintenance of the websites.

Section 2. The President with the approval of the Board shall appoint the Chairs of all other Standing Committees. The term of office for all Committee Chairs shall be the same as that of the appointing President, but any Chair may be re-appointed to the same position at the discretion of the presiding President and Board.

Section 3. The President shall establish Special Committees for special tasks and appoint their Chair. The Chair of each Special Committee shall report to the President.

Section 4. Upon departure from the Office, the Chair of a Standing or Special Committee shall deliver to the President or the Secretary all files and materials, which pertain to the position being vacated.

ARTICLE IX: CHAPTERS

Section 1. Any ten (10) or more Members of the Society may apply in writing to the Board for recognition as a Local Chapter of the Society. Upon consideration by the Board, their decision shall be communicated in writing to the applicants.

Section 2. The members of any Chapter shall be Members within the Society.

Section 3.

A. Each Chapter is required to appoint a delegate who will be a Member of the Society's Board of Directors for a term of one (1) year as provided in Article V, Section 1C.

B. From its Members, each Chapter shall elect its Officers as defined in the Society's Standing Rules.

Section 4. A Chapter may plan its own meetings, projects, and programs without requiring approval of the Board, but will, at all times, conform to the objectives of the Society and its Bylaws.

Section 5. All Chapter expenses shall be paid directly to firms, institutions, or suppliers by checks drawn on the Society's bank account with prior Board approval. Funds accruing to Chapters through any activity shall be handled under guidelines established by the Board of Directors. Chapters, their officers and Members, must always adhere to and protect the Society's non-profit status.

Section 6. In the event that any chapter becomes dormant or is dissolved, a Representative of that Chapter shall forward to the Society's Secretary all records, accounts, library, and files of such Chapter. They shall be returned should the Chapter be revived within a period of five (5) years.

Section 7. Should there be complaints about a Chapter from Members, the Society President shall appoint a committee to investigate and help arbitrate any differences. In the case of flagrant non-adherence to the Society's objectives and/or jeopardy of non-profit status by a Chapter, the Board may terminate that Chapter's affiliation with the Society after a hearing by the Board.

ARTICLE X: EXECUTION OF INSTRUMENTS

Any deed, contract, document, or instrument in writing of a legal nature or involving an amount of money in excess of \$50 (fifty), required to be executed on behalf of the Society, shall be signed by two (2) of the Officers, one (1) of whom shall be the President or First Vice President. Other documents may be signed by the President or an Officer singly with the consent of the Board, which may be polled by telephone or electronically for that consent.

ARTICLE XI: FISCAL YEAR, ANNUAL BUDGET AND AUDIT

Section 1. The Society's fiscal year shall be from January 1 to December 31. The Treasurer shall submit to the membership at the Annual General Meeting a financial report for the preceding fiscal year.

Section 2. At the end of each calendar year the President shall order an audit of the Society's financial records. The audit shall be conducted by a qualified person or persons and shall cover the period of January 1-December 31. A summary of the results shall be reported to the Board by February 15 and to the membership in the next following issue of the newsletter.

Section 3. The annual budget shall be for the fiscal year, and the Finance Committee shall submit the proposed budget to the Board of Directors for approval no later than November 30.

ARTICLE XII: BYLAWS AND STANDING RULES

Section 1. The enactment of these Bylaws and any repeal, amendment or re-enactment of the Bylaws shall be confirmed by at least two-thirds (2/3) votes cast on such action at a General Meeting.

Section 2. The Board may propose Bylaw amendments, deletions, or changes to the Bylaws for a vote by the membership at a General Meeting, (either Annual General Meeting or a Special General Meeting) provided the membership is notified in writing of the proposed changes in two (2) newsletters or one (1) newsletter and one special mailing, the first mailing of either to be sent no later than two (2) months prior to the General Meeting at which a vote on the proposed Bylaws changes will take place.

Any Member may introduce an amendment to the Bylaws at any General Meeting provided that the proposed amendment has been submitted in writing to the Board not less than sixty (60) days prior to such General Meeting. Particulars of the proposed amendment shall be included in the notice of the General Meeting given to the Members.

Section 3. A Bylaws Committee may be appointed each year to ascertain if any changes in the Bylaws are in order.

Section 4. Business or action by the Society not covered by these Bylaws or Standing Rules shall be conducted in accordance with *Robert's Rules of Order*, latest edition.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of the Society, the Board of Directors shall, after paying all liabilities, transfer all of its assets to the Arizona State Library, Archives, and Public Records for the use of the Genealogy Collection.