

Eastside Genealogical Society's Board of Directors Recommends the Following Changes to the By-Laws

In 2021, Washington state passed a new Washington Nonprofit Corporation Act which took effect on January 1, 2022. To address the provisions in the new act, the Board of Directors of Eastside Genealogical Society recommends the following changes to the society's By-Laws. We have also included a couple of other changes which are not related to the new act. Changes to the By-Laws require that we provide a copy of the recommended changes to the membership at least 30 days prior to the meeting at which the changes will be voted upon. Those in attendance at the April general meeting will be asked to vote on these changes in their entirety.

Article V – Changes not related to the new law.

- Within Article V of the current By-Laws, there are two section 4s and two section 5s. The sections should be re-numbered 1 through 8.

Article V – Section 5 (1st one) – Point b – Changes not related to the new law.

- Currently reads, “The May meeting of the Board of Directors shall be known as the Annual Board Meeting at which time annual reports shall be submitted by the officers and committee chairs.”
- The Board recommends removing this sentence as officers and committee chairs make reports monthly at the Board meetings which are documented in the minutes.

Article V – Section 5 (2nd one)

- Currently reads, “Advance Notice given in writing or by telephone to each member shall be required for all meetings of the Board of Directors. Regular meetings shall require one-week notice and Special meetings shall require at least 24 hours’ notice. Notice shall include the nature of the business to be transacted.
- To encompass electronic notification, the Board recommends changing to:
 - Advance Notice given in writing (either via mail or electronically) or orally to each member shall be required for all meetings of the Board of Directors Regular meetings shall require one-week notice, and Special meetings shall require 48 hours’ notice. Notice shall include a description of the business to be transacted.

Article V – Section 5 (1st one)

- To incorporate the record-keeping provisions of the law, the Board recommends:
 - Add point d. Minutes shall be taken at all meetings of the Board of Directors and retained permanently, either physically or electronically. In addition, a record of any actions taken by the Board of Directors by unanimous written consent shall be notated in the minutes of the next meeting of the Board of Directors.

Article VI – Section 3

- Section 3 is currently an exact duplication of Section 2.
- To incorporate the record-keeping provisions of the law, the Board recommends changing Section 3 to read:

- Financial statements shall be provided to the Board of Directors at each regularly scheduled Board meeting and shall be retained, either physically or electronically, for six years.

Article IV – Section 1

- Currently reads, “General Membership Meetings shall be held at monthly intervals, at least 8 per year in number, at a place and time to be determined by the Board of Directors.”
- To specifically allow for remote meetings, the Board recommends adding:
 - Meetings may take place in person or remotely as determined by the Board of Directors.

Article X

- Currently reads, “The Articles of Incorporation and the Bylaws of this Society may be amended at any General Membership meeting of the Society by a two-thirds vote of the members present, provided that notice has been mailed or given to all members 30 days prior to the meeting at which the amendment is to be considered.”
- To allow for notice to be via our website, the Board recommends changing to:
 - The Articles of Incorporation and the Bylaws of this Society may be amended at any General Membership meeting of the Society by a two-thirds vote of the members present, provided that notice has been distributed or made accessible to all members 30 days prior to the meeting at which the amendment is to be considered.

Submitted by Eastside Genealogical Society Board of Directors – 10 March 2022

Article V – add Section

- A member of the Board of Directors is not liable for any action taken, or any failure to take action, in his/her role as director except in situations of intentional misconduct or knowing violation of law.

Article V – new Section

- The Board of Directors may take action without a meeting when necessary, as long as unanimous written consent of all Board members is received. Electronic consent received via e-mail shall be acceptable.
 - All members of the Board of Directors shall receive an e-mail containing the proposed action. Every member must respond to the e-mail with a positive or negative vote, and all votes must be compiled within sixty days of the original e-mail notification.
 - The Secretary shall be responsible for tracking the responses and documenting the results in the minutes of the following meeting of the Board of Directors.

Article V – Section 4 (2nd one) – Point a

- Currently reads, “Proxy votes shall be allowed at the Board of Directors meetings. A Board member who is unable to attend a meeting may assign his/her vote to another member of the Board of Directors, thus allowing the designated member to cast more than one vote.”
- To incorporate the provisions on proxies in the new law, I suggest:
 - Proxy votes shall be allowed at the Board of Directors’ meetings. A Board member who is unable to attend a meeting may assign his/her vote to another member of the Board of Directors, as long as the assignment is made in writing (either hard copy or electronic) and sent to both the assignee and the Secretary. The document shall be signed by the member or sent from the member’s e-mail address.

Distributed or made accessible