

## **EASTSIDE GENEALOGICAL SOCIETY BY-LAWS**

### **Article I. Name**

The name of this organization shall be known as EASTSIDE GENEALOGICAL SOCIETY.

### **Article II. Purpose**

It is the purpose of the Society to encourage and promote the education and study of genealogy;

- to aid in genealogical research by establishing a library of books and materials;
- to conduct seminars, lectures, and workshops;
- to encourage the preservation of genealogical and historical records;
- and to publish, print, buy, sell or circulate literature relative to this purpose.

### **Article III. Membership**

Section 1. Membership shall be open to all individuals and organizations that support the purpose of the Society, make application, and pay prescribed dues, and shall be entitled to one vote.

Section 2. Annual dues and membership categories will be defined in the Standing Rules.

### **Article IV. General Membership Meetings**

Section 1. 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. Meetings may take place in person or remotely as determined by the Board of Directors.

Section 2. The General Membership Meeting in May shall be known as the Annual Meeting of the Membership, and shall be for the purpose of electing officers, making an annual report, and conducting other business which may arise.

Section 3. Special General Membership Meetings of the Society may be called at any time by the President, three members of the Board of Directors or by written request of 10 members upon sufficient notice to the members.

Section 4. At any General Membership Meeting of the Society, a quorum shall consist of not less than two officers and 15 EGS members in good standing.

### **Article V. Governance**

Section 1. The elected Officers shall be a President, a Vice-President, a Secretary, a Treasurer, and one Trustee, and shall be known as the Executive Board.

Section 2. Duties of Officers shall be defined in the Standing Rules section IV.

Section 3. The Board of Directors shall consist of the Executive Board of elected officers and the most recent past president willing to serve. Chairpersons of Standing Committees are ex-officio members of the Board of Directors with a vote. Chairs of special or ad-hoc committees shall have a voice without a vote.

Section 4. The Board of Directors shall be responsible for the supervision and management of all the business of the Society.

Section 5. 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.

Section 6. 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.

- a. 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.
- b. 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.

#### Section 7. Meetings

- a. Regular meetings of the Board of Directors shall be at least quarterly and at a location, time, and date fixed by the Board of Directors.
- b. Special Meetings may be called by the President or by written petition of three members of the Board of Directors.
- c. 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.

#### Section 8. Quorum

- a. 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.
- b. At any meeting of the Board of Directors, a quorum shall consist of three elected Officers including those represented by proxy.

Section 9. 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.

Section 10. Any member of the Board of Directors duly suspended from membership in the Society shall automatically be terminated from the Board of Directors.

### **Article VI. Dues and Finance**

Section 1. The fiscal year shall be from June 1 to May 31.

Section 2. An annual audit shall be performed by the board of directors at the first board meeting after the end of the fiscal year.

Section 3. 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 VII. King County Library System Agreement**

A Letter of Agreement dated November 16, 2018 between the King County Library System (KCLS) and the Eastside Genealogical Society (EGS) defines the responsibilities of each organization regarding the donation and processing of books, material and educational services provided by EGS and is in effect until November 16, 2028.

**Article VIII. Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with the Revised Code of Washington, these Bylaws, or any special rules of order the Society may adopt.

**Article IX Dissolution**

Upon dissolution of this corporation, after paying or adequately providing for all debts and obligations, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code.

**Article X. Amendments**

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.

I hereby certify that the foregoing are the Bylaws of the Eastside Genealogical Society revised by the members thereof, duly assembled at their regular meeting on Thursday, June 2, 2022 in Bellevue, King County, Washington. In testimony thereof I have fixed my signature on this, the \_\_\_\_\_ day of June 2022

\_\_\_\_\_  
President Vice-President

\_\_\_\_\_  
Secretary Treasurer

\_\_\_\_\_  
Trustee

Revised May 12, 2022