

BYLAWS OF THE SOCIETY

ARTICLE I - NAME:

The name of this Society shall be “**Tuolumne County Genealogical Society, Golden Roots of the Motherlode.**”

ARTICLE II – LOCATION:

The principal location of the Society shall be in the county of Tuolumne, State of California.

ARTICLE III – NON-PROFIT CHARACTER:

The Society shall be operated as a non-profit and charitable corporation under the laws of the State of California, no part of the net earnings or assets of which shall inure to the benefit of any member. (Reference: Sec. 9200 California Corporation Code.)

ARTICLE IV – OBJECTIVES:

The objectives of this Society shall be:

- A. To promote interest in genealogical and related historical and biographical research.
- B. To provide instruction in research techniques involving evidence, proof and documentation, stressing accuracy and ethics.
- C. To accumulate and preserve manuscripts, documents, records, family histories and other genealogical holdings through the establishment of a Genealogical Library.

ARTICLE V – MEMBERSHIP:

Membership is open to any individual or institution interested in the objectives of the Society, and eligibility for membership is subject to the following:

- A. A form for membership in the Society shall be submitted in writing to the Registrar with payment of annual dues
- B. In recognition of service to the Society, the Board of Directors may award an honorary membership.
- C. Memberships are for a period of one (1) year starting the month (anniversary date) in which the membership form is received.
- D. The Board of Directors, upon review of the amount necessary to sustain the fiscal integrity of the Organization, may make changes in annual dues for membership.
- E. If a Membership is not renewed within sixty (60) days of its anniversary date, that membership is dropped from the Roster. To again become a member of the Society, that party must reapply for membership in accordance with this Article (V).
- F. Voting Rights - All members with current paid dues shall be entitled to all benefits of the Society, as well as the right to vote and hold office. Except as follows:
 - a. An Organization shall not be eligible to hold office or vote.
 - b. An Honorary Member shall not be eligible to hold office or vote.
 - c. To be able to be nominated for, or to hold office, one must be a member in good standing for six (6) months prior to nomination.
- G. The first one hundred (100) Memberships, or all those accepted in the Society by January 1, 1981, shall have their names inscribed as “Charter Members.”
- H. A Membership in the Society may be terminated by vote of the Board of Directors for just cause. Grievances shall be submitted in writing, signed by ten (10) members, to the Board of Directors. The member shall have an opportunity to respond in writing on his or her own behalf. The Board of Directors shall have the final decision.

ARTICLE VI – OFFICERS & DIRECTORS & APPOINTED NON-VOTING MEMBERS:

- A. The elected officers shall consist of a President, Vice President, Recording Secretary, and Treasurer.
- B. The elected directors shall consist of Education Director, Library Director, Newsletter Director, Registrar, Technology Director, Ways & Means Director, and the immediate Past President.
- C. Appointed Non-Voting Directors shall consist of Corresponding Secretary, Director-at-Large (1), Director-at-Large (2), Hospitality Director, Parliamentarian, Publicity Director, Research Trips Director.
- D. Elected Officers and Elected Directors shall be voting members of the Board. Any voting member holding more than one (1) office at a time shall be entitled to only one (1) vote.
- E. The term of office for all Board Members shall be for one (1) year.
- F. The Board of Directors shall make appointments to fill all vacancies on the Board until the next Annual Meeting.
- G. Each Board Member shall keep a portfolio, which shall include the Society Bylaws, a job description, and the Policies of the office and deliver said portfolio to his or her successor within thirty (30) days after elections. It is the responsibility of the person holding that position to keep the portfolio updated.
- H. Unless members are otherwise notified, the Board of Directors shall meet monthly to conduct the business of the Society, or, at the call of the President.
- I. Six (6) voting members from the Board of Directors shall constitute a quorum. In the event of a lack of a quorum, the Board may not take any definitive action.
- J. Any action which may be taken at a meeting of the Board, may be taken by means of a telephone or video conference, or similar communications equipment, which allows all persons participating in the meeting to hear each other at the same time. A Director or Officer participating in a meeting by remote means is deemed to be present in person at the meeting.
- K. Any action which could be taken at a meeting of the Board, may be taken without a meeting via email, provided that one (1) it is of an urgent nature and two (2) a quorum of voting Board Members agree. The President shall confirm a quorum has been met, and determine the outcome and will forward the results to the Recording Secretary for inclusion in the following Board Meeting minutes.
- L. Neither the Board of Directors, nor the Society at a General Meeting, shall consider any Society business, or act upon, any Society business, without prior knowledge of the Board of Directors.
- M. In the event that a member of the Board is absent without a valid excuse for three (3) consecutive Board meetings, or fails to discharge the duties of that office, the Board may declare that position vacant.

ARTICLE VII – DUTIES OF OFFICERS:

- A. The President shall be the principal Executive Officer and shall be the official spokesperson of the Society. The President shall preside at all meetings of the Society and the Board of Directors, and shall decide all points of order, except that the Parliamentarian will be directed to rule on questions not covered in the Society's Bylaws.
- B. The President shall appoint all committee chairs. The President shall appoint an Auditing Committee to audit the Society's books and financial records annually, with the audit to be completed within four (4) weeks before the ANNUAL MEETING. Findings and recommendations shall be presented in writing to the Board.

- C. The President shall be responsible for insuring that the policies of the Society are implemented.
- D. The Vice President shall have all the duties and powers of the President in the absence or inability of the President to act, and shall automatically assume the presidency should the office become vacant. The Vice President is responsible for the monthly programs and may form a Program Committee as needed.
- E. The Recording Secretary shall keep the Official Seal of the Society and shall have the following duties:
 - a. Shall record the minutes of the Board meetings and keep a Minute Book.
 - b. Shall see the copies of minutes are given to all Board Members, and a copy shall be kept in the Society Library.
 - c. Shall have custody of the Charter and other important Society documents.
 - d. Shall keep a list of Chairs and members of all committees.
 - e. Shall sign with the President all official documents. Shall keep a list of the members present at all Board of Directors meetings.
- F. The Treasurer shall have the following duties:
 - a. All financial transactions, including Automated Clearing House receipts and electronic payments, and the recording thereof, shall be in compliance with Generally Accepted Accounting Principles.
 - b. Shall deposit funds in a financial institution approved by the Board of Directors.
 - c. Shall pay bills and make purchases within the budget or approved by the Board of Directors. All checks shall be signed by either the President, Vice President, Recording Secretary or Treasurer.
 - d. Shall submit financial statements to the Board of Directors at their meetings. Will post a report showing the total amount of funds in all Society accounts to the membership at monthly General Meetings. Shall present an annual (calendar) report to the Membership at the Annual Meeting.
 - e. Shall be Chair of the Budget Committee; which shall consist of the President, Treasurer, Ways & Means Director, and the Library Director.

ARTICLE VIII – DUTIES OF VOTING DIRECTORS:

- A. The Library Director shall preside over the Library activities and staff and shall have the following duties:
 - a. Shall submit a monthly written report to the Board of Directors.
 - b. Shall serve on the Budget Committee.
- B. The Registrar shall have the following duties:
 - a. Shall accept membership applications and receive and be responsible for all membership dues and funds until turned over to the Treasurer.
 - b. Shall make a written report on new members to the Board of Directors.
 - c. Shall make an oral report at the General Meeting.
 - d. Shall maintain an up-to-date membership file.
- D. Education Director is responsible for classes, workshops, and seminars.
- E. The Way & Means Director shall be responsible for the fundraising activities of the Society.
- F. The Newsletter Director shall be responsible for producing and distributing the bimonthly newsletter.
- G. The Technology Director shall be responsible for maintaining the Society’s website.

ARTICLE IX – DUTIES OF APPOINTED NON-VOTING DIRECTORS

- A. The Board of Directors shall define the responsibilities of the Appointed Non-Voting Directors.
- B. Director-at-Large term shall be for one (1) year and may be extended for one (1) additional year. Upon completion of the second consecutive term of Director-at-Large, the person must wait two (2) years before serving again as Director-at-Large. Any Director or Officer, after leaving office, must also wait two years prior to serving as a Director-at-Large.

ARTICLE X – COMMITTEES:

The standing Committees shall be the Audit Committee, Budget Committee and Nominating Committee .

ARTICLE XI – ELECTIONS:

- A. The regular meeting in May shall be known as the ANNUAL MEETING, and shall be for the purpose of installing Officers and Directors as elected by the Board and for receiving reports of officers, directors and committees, and for any other purpose that may arise.
- B. The President shall appoint in January a Nominating Committee of two (2) Board Members who, in turn, shall appoint three (3) additional members selected from the General Membership.
- C. The proposed slate of officers from the Nominating Committee shall be delivered to the Board Members not less than two (2) weeks prior to the April Board Meeting.
- D. At the April Board Meeting, if a quorum is present, the President will call for a vote on the slate of Board nominees as presented by the Nominating Committee. A simple majority of voting Board Members is required to elect the slate.
- E. If a quorum is not met at the April Board meeting, the President will call for a Special Elections Board meeting.
- F. A tie vote shall be decided by a toss of a coin.

ARTICLE XII – GENERAL MEETINGS:

The Society shall meet monthly for a general-purpose program unless members are otherwise notified.

ARTICLE XIII – FISCAL YEAR:

The fiscal year of the Society shall begin the first day of January and end the last day of December in each year.

ARTICLE XIV – DIRECTOR LIABILITY AND INDEMNIFICATION:

- A. DIRECTOR LIABILITY. Each Officer or Director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Society. If an Officer or Director acts in good faith and in a manner that is reasonably in line with the best interests of the Society as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Society. Officers or Directors who fail to comply with this Article of these Bylaws shall be personally liable to the Society for any improper acts and as otherwise described in these Bylaws.
- B. INDEMNIFICATION. Provided the Officer or Director complies with the standard of care described in Article VII of these Bylaws, the Society shall indemnify any Officer or Director made a party to a proceeding, brought or threatened, as a consequence of the

Officer or Director acting in their official capacity. In the event an Officer or Director is entitled to indemnification by the Society, the Officer or Director shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Society and serving in good faith on its behalf.

ARTICLE XIV – AMENDMENTS:

A Bylaws Committee, authorized by the Board of Directors, shall recommend changes to the Board. Following review and approval by the Board, the proposed amendments must be submitted in writing to the voting members of the Society at least thirty (30) days prior to the Annual Meeting. Any proposed Bylaw amendments must be approved by a two-thirds (2/3) majority of the votes cast at the Annual Meeting.

ARTICLE XV – PARLIAMENTARY AUTHORITY:

The rules contained in Robert’s Rules of Order Revised shall govern this Society in all cases, except where there is conflict with these Bylaws.

ARTICLE XVI– DISSOLUTION:

Should this Society dissolve, all properties of this Society shall become the property of a non-profit agency of Tuolumne County as determined by the Board of Directors. In the absence of a Board of Directors, all properties shall be offered first to the Tuolumne County Historical Society, and if any or all are rejected, the remaining will be offered to the Carlo de Ferrari Archives. Properties are to remain in the County of Tuolumne.