

By-laws of the Idaho Genealogical Society, Inc.

Article I - Name

The name of this organization shall be the Idaho Genealogical Society, Inc., hereinafter known as the Society or Corporation. Its principal place of business and the registered office of the Corporation shall be in Boise, Ada County, Idaho, where all official books and records of the Corporation shall be maintained. Meetings of the Board of Directors, hereinafter known as the Board, shall be held at Boise, Idaho unless otherwise announced. The official publication of the Society shall be known as the *Idaho Genealogical Society Quarterly*, hereinafter known as the *Quarterly*.

Article II - Membership and Dues

Section A

Membership in this Corporation shall be open to any person or organizations interested in, and willing to hold and perpetuate the objectives and directives of this Corporation. All members of the Corporation shall have equal rights thereof, as set forth in this Article. Membership categories are:

1. Life membership at \$200.00 per single member and \$300.00 per couple.
2. Regular membership for individuals, couples, families, and institutions, at an annual dues established by the Board.
3. Institutional membership is available for libraries, historical societies, and genealogical societies at an annual fee and such benefits as may be established by the Board. Institutional members have no voice or vote in the Corporation.
4. Honorary membership may be granted by a majority vote at an annual meeting or a two-thirds majority of the Board. Honorary members may receive such benefits as determined by the Board, but have no voice or vote in the matters of the Corporation.

Section B

Each member in good standing, in categories Section A, 1 and 2 above, shall be entitled to one vote on any matter submitted to a vote of the membership by the Board of Directors. No member shall cast more than one vote, and proxy voting is not allowed.

Section C The number of members shall not be limited.

Section D

Membership in the Society is on a calendar year basis from January 1 through December 31. Annual dues are payable on or before December 31 of the current calendar year; and delinquent members shall be considered to be "not in good standing" as of January 1 of the following year. Members joining during the year shall receive back issues of the Society's quarterly for the current membership year.

Section E

Membership in this Corporation is not transferable or assignable.

Section F

Persons who joined the Idaho Genealogical Society before June 30, 1958 are designated as Charter Members of this Corporation.

Article III - Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year.

Article IV - Officers and Directors

Section A

The Officers of this Corporation shall be the President, Vice-President, Secretary, and Treasurer, and the Immediate Past President, if not otherwise serving as an officer. The officers of the Corporation constitute the Executive Committee, and are responsible for overseeing the day-to-day operations of the Society.

They are empowered to conduct the normal business activities of the Section B

The Board of Directors shall consist of the officers of the Corporation, the editor, and at least four (4) and no more than fifteen (15) directors, duly elected under the provisions of Article VI of these by-laws. For election purposes, each director shall be designated by a number from 1 to 15. Collectively, they shall be known as the Board of Directors or Board. Each member of the Board shall be entitled to one vote in determining any action by the Board.

Section C - Responsibilities

All Board members must remain a member in good standing during their term of office, and shall attend Board meetings regularly. Any officer or director who misses three (3) consecutive Board meetings without excuse may be subject to removal from office by a vote of the Board. The responsibilities of all Board members are:

1. Manage the affairs of the Corporation;
2. Establish an annual budget;
3. Determine the number of Directors necessary to meet the goals of the Society under Article IV, Section B of the by-laws;
4. By majority vote, fills any vacancies of officers or director;.
5. Be an active, working member of the Board;
6. Perform duties outlined in these by-laws, as well as any assignments made during their term of office, and,
6. Deliver to their successor all official books, property, and other material of the Society, immediately upon the conclusion of their term of office; or upon the demand of the Board.

Section C Duties of Officers and Directors

1. President

- a. Is the Chief Executive Officer of the Corporation and directs the work of all officers and directors. Presides at all regular and special meetings of the Society, Executive Committee, and Board;
- b. Serve as an ex-officio member of all committees except the Nominating Committee;
- c. With Board concurrence, may create special committees as needed;
- d. Except as otherwise noted herein, appoints the chairs of all committees;
- e. Authorizes and signs all directives as ordered by the Board;
- f. Is the chief spokesperson for the corporation and goodwill ambassador to other organizations and agencies in ways that will enhance the standing of the Society.
- g. Appoints an auditor or audit committee no later than November each year, to audit the financial accounts of the Society.
- h. Signs checks in the absence of the Treasurer.
- i. Performs other duties as required by the by-laws of the Corporation or the Board of Directors.

2. Vice-President

- a. Is a member of the Executive Committee and Board of Directors with full voice and vote.
- b. Is an aide to the President.
- c. In the absence of the President, assumes the full duties and responsibilities of the office.
- d. Is a goodwill ambassador to enhance the standing of the Society with other organizations and agencies.
- e. Is an ex-officio member of the Membership and the Ways and Means Committee.
- f. Performs other duties as required by the By-laws of the Corporation.

3. Secretary

- a. Is a member of the Executive Committee and Board of Directors with full voice and vote.
- b. Records and keeps accurate minutes of all meetings of the Society, the Executive Committee, and Board.
- c. Provides minutes of the previous meeting to Board members in a timely manner.
- d. Reminds Board members of the times and places of meetings in a timely manner.
- e. Performs other duties as required by the by-laws of the Corporation or the Board of Directors.

4. Treasurer

- a. Is the Chief Financial Officer of the Corporation; collects and records all monies received by the Society and pays all budgeted and approved debts.
- b. Keeps an accurate record of all receipts and expenditures of the Society
- c. Provides a financial report monthly for the Board and for the annual meeting of the Society.
- d. Is a member of the Executive Committee and Board of Directors with full voice and vote. Chairs the Finance Committee, and serves as a member of the audit committee.
- e. Performs other duties as required by the by-laws of the Corporation or the Board of Directors.
- f. Delivers to the Board, auditor, or audit committee upon demand, all books, papers, or other property of the Corporation, including but not limited to:
 - 1) Checkbook(s)
 - 2) Bank statements and canceled checks
 - 3) Ledger or Account Book
 - 4) Paid bills and statements, disbursement requests
 - 5) Publication sales receipts
 - 6) Accounts receivable records

5. Editor

- a. The Editor of the *Quarterly* is appointed by the President with the concurrence of the Board.
- b. Is a member of the Board of Directors with full voice and vote.
- c. Serves as the Chair of the Publication Committee
- d. Edits and prepares the *Quarterly* based on policies established by the Board
- e. Performs other duties as required by the by-laws of the Corporation or the Board of Directors.

6. Director

- a. Is a member of the Board of Directors with full voice and vote.
- b. Manages the affairs of the Corporation.
- c. Annually reviews and approves goals of the Society.
- d. Annually review and approves the budget of the Society.
- e. Chairs and serves on committees as requested.
- f. Performs other duties as required by the by-laws of the Corporation or the Board of Directors.

7. Immediate Past President

- a. Is a member of the Executive Committee and Board of Directors with full voice and vote.
- b. Serves as a resource person for the Society.
- c. Actively participates as a member of the Board.
- d. Performs other duties as required by the by-laws of the Corporation or the Board of Directors.

Article V - Standing Committees - Composition and Duties

Section A Membership Committee:

1. The Chair will be appointed by the President from the membership of the Board.
2. The Vice-President shall serve as an ex-officio member of this committee with full voice and vote.
3. The Committee is responsible for maintaining a membership list and provide mailing labels as needed.

4. The Committee is responsible for distribution of annual dues renewals, new member packets, and lifetime membership cards.
5. The Committee may accept monies and dues applications, process such applications and turn monies over to the Treasurer in a timely manner.
6. Correspond as necessary with prospective members regarding membership activities.
7. Plan membership drives with the assistance of the Ways and Means Committee

Section B Ways and Means Committee

1. This committee shall be made up of at least three (3) members, with a Board member appointed as chair by the President.
2. The Vice-President is an ex-officio member of this Committee with full voice and vote.
3. The purpose of this committee is to develop means and methods to fund the work of the Society. This may be done by the Committee, with or without the participation of members.
4. The Committee must obtain proper authorization for the expenditure of any funds. All income and expenses for any event must go through the treasurer for proper accounting, unless another organization is co-sponsoring an event and handling the funds. In that event, the net proceeds from such event shall be given to the Treasurer, along with a complete accounting of income and expenses. These actions shall be completed within sixty (60) days of the event.

Section C Publication Committee

1. The Committee is chaired by the Editor, and is made up of the Editor, and the chairs of the Certificate Program and the Special Publications Program. They are responsible for all publications of the Society.
2. A *Quarterly* subscription is included in the membership fee of the Society.
3. The Committee will recommend subscription rates for the *IGS Quarterly*, and other publications and printing services, for Board approval.
4. The Certificate Programs and Special Publications may be assigned as subcommittees as necessary.

Section D Finance Committee

1. The committee shall be comprised of the Treasurer, serving as the chair, the President, the chair of the Ways and Means Committee, and others as needed.
2. The Finance Committee shall prepare an annual budget to be submitted to the Board for its approval no later than December, of the prior fiscal year.

Article VI - Term of Office, Nominations, and Elections,

Section A Term of Office

1. Beginning with those elected in 2008 for terms beginning in 2009, the term for all officers and directors is for two years.
2. Newly elected officers will assume office on the first day of January following their election.
3. The President, Secretary and even-numbered directors will be elected during even-numbered years; the Vice President, Treasurer and odd-numbered directors during odd-numbered years.

Section B Nominations and Elections

1. The Nominating and Election Committee shall be composed of three (3) members of the Society appointed by the Board in July of each year. The chair shall be determined by the committee members.
2. Members of the committee may not be nominated for any position. This does not preclude them from subsequently being appointed to fill a later vacancy.
3. All nominees must be members in good standing of the Society.
4. The Nominating and Election Committee may advertise, contact, and/or interview prospective candidates in a manner in which they decide. They shall propose a slate of candidates from among

current membership of the Society, and shall prepare its report in the form of a ballot for each position up for election that year.

5. Ballots will contain a blank space for each position for a write-in vote.

6. Vacancies of any position between elections will be filled by a majority vote of the Board.

Section C Elections

1. The Chair of the Membership Committee will prepare a set of mailing labels for all members eligible to vote and present it to the Nominating and Election Committee no later than August 15 of each year.

2. The Committee may determine whether to include a brief biography of candidates with the ballot. This is at the Committee's discretion, as is the length.

3. The Nominating and Election Committee shall send a ballot, an annual meeting notice and a pre-addressed return envelope to each eligible member. Ballots must be sent by first class mail, postmarked no later than the second Monday of September.

4. To be valid, ballots must be received by noon, the Wednesday prior to the Annual Meeting. Ballots received after that time will be retained, unopened, and will not be counted.

5. Instructions shall be included at the top of the ballot and must include the specific date that the ballot must be received by to be valid.

6. Once the receiving deadline has passed, the Committee will open all envelopes and count the ballots, including any write-ins. The results will be announced during the annual meeting.

7. Newly elected officers and directors shall assume office January 1 following the annual meeting.

8. No officer may serve more than two (2) consecutive terms in the same office.

9. Officers or directors, appointed to a vacancy by the Board, shall serve the unexpired term of the position they have filled.

Article VII - Meetings

Section A. Board and Executive Committee Meetings

1. The Board shall normally meet monthly; or at such time and place as they shall decide.

2. Special meetings of the Board may be called by the President or a majority of the Board members, provided five (5) days advance notice is given to the Board.

3. The Executive Committee may meet at such time and place necessary to conduct the business of the Society. Abbreviated minutes will be recorded of any vote; the results of which will be recorded and reported at the next Board meeting and recorded in the regular Board minutes.

4. A quorum of the Board of Directors or Executive Committee shall be a majority of its members. No business may be conducted without a quorum, except that they may adjourn to another time and place.

Section B Membership Meetings

1. The annual meeting of the Corporation shall be held on the Saturday prior to the Columbus Day Holiday, at a time and place determined by the Board. The time and place of the annual meeting will be mailed to all members in good standing with their ballots.

2. Special meetings of the membership may be called by two-thirds majority of the Board, or upon the written petition of a minimum of forty (40) percent of the membership of the Corporation.

Written notice of a special meeting shall be mailed to each member in good standing, not less than thirty (30) days prior to the meeting, and shall contain the time and place of the meeting and a statement of its purpose.

Article VIII - Amendments

Section A

The Articles of Incorporation may be amended by two-thirds (2/3) of the membership voting at an annual or special meeting of the Corporation, or by special ballot.

Section B

1. These by-laws may be amended by a majority of those members voting during an election or by special mail ballot.
2. Any member may propose an amendment by submitting it, in writing, to the Secretary of the Society.
3. The secretary shall provide a copy of the amendment to the Board within 30 days of receipt. The amendment will be placed on the agenda of the next regularly scheduled Board meeting, and is subject to all rules and procedures.
4. If approved by a majority of the Board, the amendment shall be submitted for membership approval with the next regular election of officers and directors. Alternatively, the Board may submit the issue to the membership by special mail ballot. The time and method is to be determined by the Board.

Article IX –Special Rules

The Board or membership may adopt special rules of order for conducting business as they deem necessary, providing such rules are consistent with existing laws, rules, regulations, and these by-laws. In the absence of a special rule, *Robert's Rules of Order, Newly Revised* shall control the business of the Corporation.

Article X - Dissolution

In the event of voluntary or involuntary dissolution of the Corporation, all property of the Society will be donated to the Idaho State Historical Society, unless barred by competent authority.

Adopted at the 1999 annual meeting of the membership. Revisions adopted at the 2000 meeting.

Approved May 18, 2002 Annual Meeting

Approved October 11, 2008 by mail-in vote of members.