

# By-laws of the Idaho Genealogical Society, Inc.

## Article I - Name

The name of this organization shall be The Idaho Genealogical Society, Inc., indicated in the by-laws as the Society.

## Article II - Mission and Goals

### **Section A - Mission**

To become a preferred first stop for those researching their ancestry, by reaching out to a statewide audience, aiding in research by preserving Idaho specific records, maximizing grant requests to fund our projects, and making members' ancestry research meaningful and successful.

### **Section B - Goals**

1. Partnering with other genealogical societies
2. Providing information on what is available at the local level
3. Scheduling and sponsoring seminars throughout the year that will enhance ancestry knowledge
4. Identifying and providing resources/knowledge not available elsewhere
5. Delivering a Newsletter, in a timely manner that addresses items of interest to researchers of genealogy with significant depth and importance.

## Article III - Membership

### **Section A**

Membership in this Society shall be open to any person or organization interested in, and willing to hold and perpetuate the mission and goals of this Society. The number of members shall not be limited. All members of the Society shall have equal rights thereof, as set forth in this Article. Membership categories are:

1. Life membership. No longer sold, still honored for people who bought Life Membership before January 2020.
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 Society.
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 Society.

## **Section B**

Membership in the Society is on a calendar year basis from January 1 through December 31. Annual dues for the next calendar year, 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 Newsletter for the current membership year. Membership in this Society is not transferable or assignable.

## **Section C**

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

## **Article IV - Fiscal Year**

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

## **Article V - Officers and Directors**

### **Section A - Officers and Directors**

The Officers of this Society shall be the President, Vice-President, Secretary, and Treasurer. The Board of Directors is comprised of the four officers and at least four directors. The number of directors will be no less than four and no more than twelve. The Board of Directors is responsible for setting policy and governing the organization. Each member of the Board shall be entitled to one vote in determining any action by the Board. The Board will conduct the non-profit’s business.

### **Section B - Responsibilities**

Each Board member 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 Society;
2. Vote to approve the upcoming annual budget;
3. Determine the number of Directors necessary to meet the goals of the Society under Article V, Section A of the by-laws;
4. By majority vote, fill any vacancies of officers or directors;
5. Be active, working members of the Board;
6. Perform duties outlined in these by-laws, as well as any assignments made during their term of office, and,
7. 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 - Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this society shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Society not to discriminate on the basis of race, creed, ancestry, marital status, gender identification, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **Section D - Duties of Officers and Directors**

#### **1. President**

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

#### **2. Vice-President**

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

#### **3. Secretary**

- a. Records and keeps accurate minutes of all meetings of the Society and the Board.
- b. Provides minutes of the previous meeting to Board members in a timely manner.
- c. Reminds Board members of the times and places of meetings in a timely manner.
- d. Performs other duties as required by the Board of Directors.

#### **4. Treasurer**

- a. 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 annually for the annual meeting of the Society.
- d. Chairs the Finance Committee, and serves as a member of the audit committee.
- e. Performs other duties as required by the Board of Directors.
- f. Delivers to the Board, auditor, or audit committee upon demand, all books, papers, or other property of the Society.
- g. Responsible for annual tax filings.

**5. Editor**

- a. The Editor of the Newsletter is an Elected Director of the society.
- b. Edits and prepares the Newsletter based on policies established by the Board.
- c. Performs other duties as required by the Board of Directors.

**6. Director**

- a. Stays abreast of the Society's business and is present at Board meetings to forward the goals of the Society.
- b. Chairs and serves on committees as requested.
- c. Performs other duties as may be required by the Board of Directors, per Article IV, Section B.

**Article VI - Standing Committees - Composition and Duties**

**Section A - Membership Committee:**

- 1. The Membership Director is the Chair.
- 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.
- 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. Plans 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 Publications Director is the chair.
2. The Publications Director can add as many people as they feel they need in order to accomplish the objectives of the Society.
3. The Committee will recommend subscription rates for any publications that are sold by the Society to the Board for approval.
4. The Committee will recommend what publications will be made available for free to members on the “Members Only” portion of the website.

### **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 develop an annual budget to be submitted to the Board for its approval no later than December, of the prior fiscal year.

## **Article VII - Term of Office, Nominations, and Elections**

### **Section A - Term of Office**

1. Newly elected officers will assume office on the first day of January following their election. The term of office is two years.
2. The President, Secretary and one-half of the directors will be elected during even-numbered years; the Vice-President, Treasurer and the remaining directors, during odd-numbered years.

### **Section B - Nominations**

1. The Nominations 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 Nominations 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 a 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 Membership Committee will provide data for all members eligible to vote and present it to the Nominations and Election Committee no later than August 15 of each year.
2. The Nominations and Election Committee will determine the best method for voting. Notice to eligible members will be sent out 30 days prior to the determined date for voting to begin.
3. To be valid, votes must be received by noon of the Wednesday prior to the Annual Meeting.
4. Each member in good standing as defined in Article III, Section B, 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.
5. Once the-voting deadline has passed, the Committee will collect and record the voting data to be presented at the annual meeting.
6. Newly elected officers and directors shall assume office January 1 following the annual meeting.
7. No officer may serve more than two (2) consecutive terms in the same office.
8. Officers or directors, appointed to a vacancy by the Board, shall serve the unexpired term of the position they have filled.
9. An appointed officer serving more than one half of a term shall be deemed to have served the term.

### **Article VIII - Meetings**

#### **Section A - Board Meetings**

1. The Board shall normally meet monthly; or at such time and place as they shall decide.
2. Except as required by law, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by conference call.
3. 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.
4. A quorum of the Board of Directors 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 Society shall be held on the Saturday prior to the Columbus Day Holiday or as close to that date as possible, at a time and place determined by the Board. The time and place of the annual meeting will be communicated to all members in good standing, and with information about voting for the Board Directors.

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 Society.
3. Notice of a special meeting shall be communicated to each member in good standing, not less than thirty (15) days prior to the meeting, and shall contain the time and place of the meeting and a statement of its purpose.

## **Article IX - Amendments of the Bylaws and Standing Rules**

### **Section A**

The Articles of Incorporation may be amended by approval of two-thirds (2/3) of the membership voting at an annual or special meeting of the Society, 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 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 ballot. The time and method is to be determined by the Board.
5. An amendment to the Standing Rules of the Society may be adopted with approval by majority vote at a general membership meeting.

## **Article X -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 bylaws. In the absence of a special rule, *Robert's Rules of Order, Newly Revised* shall control the business of the Society.

## **Article XI - Dissolution**

In the event of dissolution of the Society, all funds and property of the Society will be donated to the Idaho State Historical Society.

*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.*

*Approved October 11, 2014 Annual Meeting*

*Approved October 14, 2023 Annual Meeting*