



## **Bay Area Genealogical Society Bylaws**

Last revised October 21, 2024

### **Article I – Name**

The name of the organization shall be Bay Area Genealogical Society. It may hereafter be referred to as “BAGS” or “the Society.”

### **Article II – Nonprofit Status**

BAGS was incorporated as a Texas Nonprofit Corporation on 3 September 2002. It is recognized as a Public Charity and is a Tax-exempt Organization under Section 501(c)(3) of the Internal Revenue Code.

### **Article III – Purposes**

The primary purpose of the Society is education. This purpose will be accomplished by engaging in activities that promote public interest in genealogy and by providing knowledge and assistance to persons interested in genealogical research.

### **Article IV – Membership and Dues**

- A. Membership is open to any individual having genealogical interests without regard to sex, race, creed, or national origin. Members are encouraged to submit a pedigree chart in a timely fashion.
- B. Categories of Membership:
  - 1. Individual
  - 2. Family
    - a. Related individuals; receives only one copy of BAGS’ publications.
  - 3. Student (Individual)
    - a. An individual membership for any full-time student, 18 years of age or older. A copy of the student’s school identification must be presented with the membership application.
  - 4. Life member (Individual)
  - 5. Life member (Honorary)
    - a. A non-voting individual membership approved by the Board of Directors (hereinafter referred to as “the Board”) awarded to a person who has made an outstanding contribution to Bay Area Genealogical Society and/or to the field of genealogy.
- C. Categories of Donations (made in addition to dues; applies to the current membership year):
  - 1. Contributor \$1 - \$29
  - 2. Benefactor \$30 - \$49
  - 3. Patron \$50 or more
- D. Dues and Fiscal Year:
  - 1. Changes to dues for each category of membership shall be recommended by the Board and approved by a majority vote of the membership at a general meeting, having been given one month’s notice of the proposed change.
  - 2. The fiscal year shall run from January 1 through December 31, effective January 1, 2023.
  - 3. New memberships are accepted by the Registrar upon completion of membership application and payment of dues.
  - 4. New memberships paid between November 1 and December 31 (inclusive) will be for the upcoming fiscal year. All other new memberships will be for the current fiscal year.
  - 5. The deadline for renewals is the last day of February of the current fiscal year. Any member who has not renewed by the end of February shall be removed from the membership roster on March 1 and will not be included in the yearbook.
- E. Visitors may attend up to two general meetings without joining the Society, after which a paid membership will be required to attend further meetings.

## **Article V – Meetings**

- A. The Board of Directors will determine a schedule for general meetings at the beginning of the society year. The Society Year shall run from January 1 through December 31, effective January 1, 2023. The schedule will identify the date, time, and location of meetings. This schedule will be published for the membership. Changes in the schedule will be made available to the membership as soon as possible.
- B. The Board of Directors will meet periodically, but not less than every other month. Meetings may be held via electronic means (email, teleconference, etc.) or by personal representation. The President will prepare an agenda for the meeting and distribute it to the board members.
- C. Special meetings may be called by the President, the Board, or by written request of ten members. Upon receiving the request, the call for such a meeting shall be made by the President within one week. The meeting will be scheduled with at least ten days' notice and the specific purpose of the meeting shall be stated. No business other than that stated shall be conducted.

## **Article VI – Quorums and Voting**

- A. For the purposes of conducting business at general meetings, ten percent of the total membership shall constitute a quorum. All members in good standing may vote on the Society's business. A majority vote wins.
- B. For the purposes of conducting business at Board Meetings, a majority of the elected Officers shall constitute a quorum. The Board consists of Officers, Chairs of Standing Committees, and Appointed Officials. All members of the Board of Directors may vote on the Board's business, except those listed in "C. Non-voting Positions," below. The President shall only vote to break a tie. A majority vote wins.
- C. Non-voting Positions
  - 1. The Immediate Past President serves on the Board in an advisory (non-voting) capacity.
  - 2. The Parliamentarian serves on the Board in an advisory (non-voting) capacity.
  - 3. Chairs of Ad Hoc Committees serve on the Board in an advisory (non-voting) capacity.
- D. General members of the Society may attend board meetings in an advisory (non-voting) capacity.

## **Article VII – Elected Officers**

- A. The officers of the Society shall be President, First Vice President, Second Vice President, Secretary, Treasurer, and Registrar.
- B. Officers shall be elected for a two-year term. Their term of office shall begin upon installation at the first general meeting of the new fiscal year.

## **Article VIII – Duties of Officers**

In addition to the basic duties prescribed by these Bylaws, each officer shall be responsible for such other duties as may be assigned by the Board.

- A. The President shall:
  - 1. Preside at board and general meetings.
  - 2. Be the official representative of BAGS in matters concerning external affairs and relations with other organizations.
  - 3. Be responsible for the guidance and leadership of the Society.
  - 4. Ensure that all required government paperwork is completed in a timely manner.
  - 5. Appoint committee chairs, subject to approval by the Board.
  - 6. Serve as a member ex-officio of all committees, except the nominating committee, in an advisory (non-voting) capacity.
- B. The First Vice President shall:
  - 1. Assume the duties of the presidency in the absence, incapacitation, or resignation of the President.
  - 2. Chair the Bylaws Committee.
  - 3. Oversee special projects and committees.

4. Ensure that each officer, committee chair, and appointed official keeps current descriptions of their responsibilities and activities.
- C. The Second Vice President shall:
1. Select programs and arrange speakers for the general membership meetings.
  2. Arrange for facilities and all materials needed to conduct the programs.
  3. Serve as the host or hostess to the speaker during the meeting.
- D. The Secretary shall:
1. Maintain an accurate record of board meetings and the general membership meetings.
  2. Provide a copy of the meeting minutes to the Board in a timely manner.
  3. Shall be responsible for all social correspondence of the Society.
- E. The Treasurer shall:
1. Manage the Society's financial resources, including any investments.
  2. Chair the Finance Committee, part of whose purpose is to develop the annual Budget to be Board-approved by the end of the Fiscal Year.
  3. Coordinate with the Registrar for the receipt and deposit of dues.
  4. Receive all incoming funds and deposit them in a timely manner into the Society's checking account.
  5. Make disbursements for budgeted expenditures.
  6. Request Board approval for disbursement of non-budgeted expenditures.
  7. Present to the Board monthly and annual financial reports.
  8. Prepare and submit corporate, financial, and tax documents in compliance with local, state, and federal laws.
  9. Ensure that all official documents of the Society are kept in the Corporate Book and/or on the Society's website ([www.txbayareagen.org](http://www.txbayareagen.org)) behind a password.
  10. Make all financial records available for audit within thirty days after the close of the fiscal year.
  11. Make all financial statements available to the Membership.
- F. The Registrar shall:
1. Receive and process membership applications and dues.
  2. Keep accurate records of the membership of the Society.
  3. Maintain an up-to-date membership list.
  4. Inform the Email Coordinator of new or changed member email addresses.

#### **Article IX - Nominations and Elections**

- A. Election of Officers shall be held every two years according to the following schedule:
1. The President shall appoint the Nominating Committee, composed of up to a total of two board members and three general members, four months prior to the last general meeting of the fiscal year. This committee will prepare a slate of candidates.
  2. The slate will be presented to the Board and to the General Membership at their respective next-to-last meetings of the fiscal year.
  3. At the last general meeting of the fiscal year, additional nominations will be accepted from the floor. The Membership will then vote on candidates from both the slate and the floor nominations.
  4. In the first month of the new fiscal year, the newly elected officers will be installed at the general meeting.
- B. Nominees for President must have served a minimum of one year as a member of the Board.
- C. Nominees for all other elected offices require only that the nominee be a voting member of the Society.

- D. Voting and Eligibility
1. Only members in good standing will be eligible to vote.
  2. If any positions on the ballot are contested, the voting for such positions shall be by paper or electronic ballot (via electronic or online teleconference means), and the nominee receiving the majority of the votes for such positions shall be elected. A quorum is required.
  3. For any positions on the ballot that are uncontested, and for which there are no nominations from the floor, the presiding officer can declare the nominees for such positions elected by "acclimation". A quorum is required.

#### **Article X – Board of Directors**

- A. The governing body of the Society shall be the Board of Directors. It shall consist of the elected Officers, Immediate Past President, Chairmen of Standing Committees, and Appointed Officials.
1. The Immediate Past President shall serve on the Board in an advisory (non-voting) capacity in the term following his or her term.
  2. The President shall preside over the meetings and shall vote only to break a tie.
  3. The Parliamentarian serves in an advisory (non-voting) capacity.
- B. Authority and Duties:
1. The Board shall:
    - a. Manage the business and financial affairs of the Society.
    - b. Adopt a budget for the following year by the last meeting of the fiscal year.
    - c. Authorize disbursements not provided for in the approved budget.
  2. Each board member shall:
    - a. Attend a majority of board meetings.
    - b. Be available via email or telephone throughout the year.
    - c. Maintain a detailed description of the duties and activities of the office, which shall be passed on to his or her successor.
- C. Mid-term Officer Vacancies
1. Officer vacancies, with the exception of the office of President, shall be filled for the unexpired term by a vote of the Board.
  2. The First Vice President shall automatically fill a vacancy in the office of President and shall serve out the remainder of the term.

#### **Article XI – Standing Committees, Ad Hoc Committees, and Appointed Officials**

- A. Standing Committees are committees which support the essential functions of the Society on an ongoing basis.
- B. Appointed Officials are individuals serving in ongoing support roles within the Society.
- C. Standing Committee Chairs and Appointed Officials will be selected as needed every term by the President, subject to approval by the Board, and shall serve until the next regularly scheduled officer election.
- D. Ad Hoc Committees are temporary committees, appointed by the President, subject to approval by the Board, for a special purpose. When the purpose of the Ad Hoc Committee is accomplished, it shall be dissolved.
- E. The President shall serve as an ex-officio member of all committees, except the nominating committee, in an advisory (nonvoting) capacity.

#### **Article XII – Financial Audit**

- A. One or more non-officer members of the society should conduct an internal financial audit once a year or whenever a change occurs in the position of the Treasurer.

#### **Article XIII - Amendment of Bylaws**

- A. The Bylaws Committee shall propose to the Board any amendments to the Bylaws.

- B. The Board will review and vote upon the proposed amendments, then present the proposed changes to the General Membership.
- C. At the next general meeting after the proposed amendment changes have been presented to the General Membership, a vote will be taken. A quorum is required.

#### **Article XIV – Dissolution**

In the event the Society is dissolved:

- A. All debts shall be paid.
- B. Any accounts and ongoing obligations shall be closed out.
- C. Appropriate notifications shall be made to all government entities to which the Society reports.
- D. Upon the dissolution of the Society, assets shall be distributed as chosen by the disbanding Board of Directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government, for a public purpose.

#### **Change History**

On April 29, 2011, these bylaws were approved by members of the Bay Area Genealogical Society at the general membership Meeting.

On February 26, 2016, a revision of Article IV, Section C, Item 4 was approved by members of the Society at the general membership meeting.

On April 27, 2018, a revision of Article IX, Section D, Item 2, a revision of Article IV, Section C, Item 4, and the addition of Article IX, Section D, Item 3 were approved by members of the Society at the general membership meeting.

On June 28, 2019, Article IV, Section C, Item 4 was replaced with new wording and “Benefactor” was added to Article IV, Section B, Item 3. Revisions were approved by members of the Society at the general membership meeting.

On July 31, 2020, Article IV, Sections C and D were revised to redefine membership and donation categories, terms of new membership, and to change renewal deadlines. Revisions were approved by members of the Society at the general membership meeting.

On January 28, 2022, Article IV, Section B, Item 3 and Item 4 were moved and became Item 4 and Item 5 respectively; the new Item 3 added a new Student category of membership. The new Item 3 was approved by members of the Society at the general membership meeting.

On June 24, 2022, several articles were revised to change the Society’s fiscal year to coincide with the calendar year. The fiscal year change also required changes to the process for the election of officers. The terms “Chairman” and “Chairmen” were replaced with the words “Chair” or “Chairs.” Sections changed include Article IV, sections B and D; Article V, section A; Article VI, sections B and C; Article VII, section B; Article VIII, sections A, B and G; Article IX, section A; Article X, section B; and Article XI, section C.

On April 29, 2023, the positions and duties of Recording Secretary and Corresponding Secretary were combined. The requirement for an annual audit was added as new Article XII. The articles after the new Article XII were renumbered.

On October 21, 2024, Article IX, Section D. Voting and Eligibility section changed to include the use of electronic voting.