



BY-LAWS SAN DIEGO GENEALOGICAL SOCIETY

ARTICLE I -NAME

The organization shall be called the **SAN DIEGO GENEALOGICAL SOCIETY**. It is incorporated under the General Non-Profit Corporation Law of California as a Public Benefit Non-Profit Corporation.

ARTICLE II -PURPOSE

The purpose of the Society is to promote interest in the fields of genealogy and family history research through individual and group effort and in cooperation with other like-minded organizations. The Society supports the genealogical collection at the San Diego Public Library, the presentation of lectures and classes of genealogical interest, the advancement of digital technology including genetic genealogy and social media and writing and publishing of books, blogs and papers in the subject field.

ARTICLE III - MEMBERSHIP

Membership qualifications and classification, responsibilities, and dues shall be set forth in the Standing Rules. Membership dues and classifications may be revised by vote of the Board of Directors as deemed appropriate.

ARTICLE IV – OFFICERS

The Officers of the Society shall be the President, Secretary, and Treasurer. Directors include the First Vice President and Second Vice President and 2 others as deemed necessary by the Board of Directors all of whom shall be members of SDGS.

The President shall be the principal officer and shall preside at all meetings of the Society and the Board of Directors. He/she shall be responsible to the Society for executing the affairs of the Society according to the bylaws and standing rules.

The First Vice President is responsible for programs and may be considered the President Elect.

The Second Vice President is responsible for membership.

The Secretary shall issue notices of meetings as required, create the agenda and maintain minutes of the meetings, and may compile all proposed changes to the By-Laws and Standing Rules. The Secretary and Treasurer shall see that all appropriate documents as described in the Document Retention Policy are stored as per the policy.

The Treasurer shall receive and deposit all funds in the name of the Society, maintain accurate accounts, execute contracts as directed by the President of the Society. The Treasurer is an ex-officio member of any committee charged with the financial dealings with/for/of the Society or preparing long term plans for the Society. All funds and monetary donations shall be deposited to the credit of the Society as directed by the Board. The President and Treasurer shall have signature authority over all society accounts with two (2) signatures required for disbursement of over \$2000.00 or the approval of the Board. The Secretary and Treasurer shall see that all appropriate documents as described in the Document Retention Policy are stored as per the policy.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall consist of no less than 5 nor more than 7 members that shall include Officer titles of President, Secretary and Treasurer and Director titles of First Vice President, Second Vice President and others as deemed necessary to conduct Society business. All Board nominations shall be voted on and approved by general membership vote.

The Board of Directors may appoint standing and ad hoc committees as deemed necessary. Members of standing and ad hoc Committees must be members of SDGS in good standing. Non-members do not have the right to hold offices or assignments.

Any group operating under the auspices of SDGS represents SDGS in aspects including but not limited to organizational, financial, mission, recognition or remuneration.

Officers of the Board of Directors, committee members and directors shall serve without compensation.

The Officers and Directors shall be elected biennially. The President, First Vice-President, Secretary, shall be elected in the odd year. The Second Vice-President and Treasurer shall be elected in the even year.

The term of office shall be two years. Members of the Board shall serve no more than two consecutive terms in the same office. Two consecutive absences from the regular meetings of the Board may constitute a vacancy at the discretion of the Board.

All duly elected officers and directors are eligible to vote on Society business.

A vacancy on the Board shall be filled by the majority vote of the Board until the next Annual Meeting, and this partial term shall not be considered a term of office.

The Board shall meet at least quarterly at the call of the President or a majority of the Board. A quorum shall be a majority of the Board of Directors. An Officer or Director may be removed without cause by two-thirds vote of the Board of Directors. The Board shall appoint by majority vote the Committee Chairs of Newsletter Editor, Webmaster, Social Media Coordinator, and Library Liaison to OPEN terms.

Members shall be notified of the Board meeting schedule by website, newsletter or email.

The financial Records audit shall be conducted semi—annually for the periods January through June and July through December. The audit committee shall be appointed and report directly to the Board of Directors. The Treasurer and President shall submit the budget to the Board for approval and to the membership.

Bank and other financial accounts may only be authorized by a majority vote of the Board of Directors.

No unbudgeted funds shall be disbursed. No indebtedness shall be incurred without approval of two-thirds of the members present at a General Meeting. Title to all property, funds, and assets of the Society is vested in the Society for the joint use of its members, and no member or group shall have any serviceable right to all or any part thereof. Only the members of the Board of Directors shall accept any and all contributions, bequest or gifts on behalf of the Society.

The Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society. The Society, without limitation, shall not be liable for any attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Officer or Director by reason of his or her position or relationship as agent or the right thereof to indemnification.

ARTICLE VI-MEETINGS

General membership meetings of the society shall be held at least quarterly at such times and places as determined by the Board. Notice of these meetings shall be included in the prior month's newsletter, on the website and/or email to members and other interested parties.

Special General Meetings of the Society may be called by the President upon written request of three members of the Board of Directors or ten members of the Society. Notification of the meeting shall be made not less than 20 days before the meeting by email notifications to members. No other business (other than that for which the meeting was called) shall be transacted.

A quorum of the Society shall consist of ten (10) percent of the current total Membership.

ARTICLE VII - NOMINATIONS AND ELECTIONS

The Nominating Committee shall consist of three (3) members and one (1) alternate. This Committee shall secure the consent of officer nominees before their names are presented to the membership. The Nominating Committee shall prepare and present the proposed slate of Board members up for election in the Society Newsletter, on the Society webpage and/or by email.

Additional Nominations may be made from the floor at the General Meeting when the slate is presented to the membership. A nomination made from the floor shall be added to the slate.

The membership shall be informed of the voting date, place or other voting procedure. Each member shall have one vote. The Installation of officers shall occur at the Annual Meeting.

No member of the Nominating Committee is eligible for nomination. A Committee member who wishes to be considered for office must resign and be replaced by the alternate.

The term of office shall be for two (2) years. No member of the Nominating Committee shall serve more than one (2) term consecutively. One-half of the Committee shall be elected each year.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

A Parliamentarian may be appointed by the President to advise the President and the Society on points of parliamentary law.

Robert's "Rules of Order" (Revised) shall be the authority governing the Society in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or Standing Rules of this Society.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended by two-thirds of members attending a General Meeting. The proposed amendments shall be posted in the newsletter, on the web site and/or email, with the voting procedure for amending Bylaws.

ARTICLE X - NON-DISCRIMINATION

The Society does not discriminate on the basis of race, color, sex, national and ethnic origin, religious beliefs, sexual preference or physical limitations.

ARTICLE XI - IRREVOCABLE DEDICATION

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 D of the California Revenue and Taxation Code. No part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 D of the California Revenue and Taxation Code, and that has established its tax exempt status under Section 501 © (3) of the Internal Revenue Code.

Incorporated under the laws of the State of California

Amendments not requiring membership approval are limited to spelling, punctuation, and formatting, and shall not alter the meaning of the original Article.

A NON-PROFIT CORPORATION

**ALL GIFTS ARE TAX DEDUCTIBLE WHEN NO GOODS OR SERVICES
ARE GIVEN IN EXCHANGE FOR THE CONTRIBUTION**