

# **Northern Arizona Genealogical Society**

P O Box 695, Prescott, AZ 86302

## **BYLAWS**

### **OF THE**

## **NORTHERN ARIZONA GENEALOGICAL SOCIETY**

### **ARTICLE 1: NAME**

The name of this organization, which is incorporated under the laws of the State of Arizona as a not for profit organization, is the NORTHERN ARIZONA GENEALOGICAL SOCIETY, hereinafter called the Society.

### **ARTICLE 2: PURPOSES**

This Society has been formed and incorporated for charitable purposes including activities (stated in greater detail in Article IV of the Society Articles of Incorporation):

1. To foster the education of the public in areas of genealogy, genealogical research and family history preparations through Society meetings, workshops, programs, demonstrations and classes open to the general public.
2. To publish a quarterly Society newsletter.
3. To maintain a collection of genealogical and historical research materials, obtained through donations or by purchases. These materials may be maintained by the Society at related nonprofit organizations and/or public libraries[.]
4. To collaborate with other not for profit organizations and/or educational institutions to conduct activities that will further interest in genealogy.
5. To hold a General Membership meeting monthly, with an educational program.

The Society shall hold and may exercise all such powers as are conferred upon a nonprofit corporation by the laws of the State of Arizona and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Society. In no event shall the Society engage in activities, which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code. The Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary educational and charitable purposes.

### **ARTICLE 3: PRINCIPAL LOCATION**

The initial principal location of the Society shall be in the City of Prescott, County of Yavapai, State of Arizona. The Board of Directors (BOD) may at any time, or from time to time, change the principal location and or the meeting location for the Society.

### **ARTICLE 4: NONPARTISAN ACTIVITIES**

The Society has been formed under the General Nonprofit Corporation Law of the State of Arizona (the "Law") for the charitable and educational purposes described above, and it shall be nonprofit and nonpartisan. The Society shall not participate or intervene in any political campaign on behalf or in opposition to any candidate for public office. However the Society may participate in attempts to influence legislation pertaining to genealogical assets.

### **ARTICLE 5: DEDICATION OF ASSETS**

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Society, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director, or officer of the Society. Upon liquidation or dissolution, all remaining properties and assets of the Society shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3) and according to the requirements of Article VI in the Articles of Incorporation (as Adopted March 17, 1990 and revised on October 14, 1995, September 19, 1998 and March 24, 2001). The BOD will oversee dissolution.

### **ARTICLE 6: MEMBERSHIP**

**Section 1. Qualifications.** Any person interested in genealogy and/or family history, who subscribes to the purposes and basic policies of the Society and is willing, to participate in the Society activities may become a member upon payment of the annual dues to the Treasurer. Members who have paid the required dues and who are not under suspension or expulsion shall be active members in good standing. The BOD shall determine the Society dues which shall be payable on or before the date of the January meeting each year. The BOD may assess other fees and/or assessments, to be paid by the membership from time to time, as necessary for the operations of the Society. Members who have not renewed their membership for a calendar year by April 1 of that calendar year will be dropped from active membership.

Only active members shall be entitled to vote or hold office.

**Section 2. Rights of Membership.** Members of the Society shall have the right to vote in the election of Society officers, in the distribution of Society monies or assets which are of a

value of \$1000.01 or more, in any election to dissolve the Society, for amendments to the Society Articles of Incorporation and Bylaws and to participate in matters as set forth in these Bylaws and the “Law”. In addition, members shall have all rights afforded members under the “Law” and these Bylaws. The Society may benefit, serve or assist persons or other genealogically related projects, which may afford considerable benefit to the Society, but are not members of the Society or part of the Society. The BOD may restrict the provisions of such benefits, services, and assistance. No member shall be entitled to any part of the income of the Society.

**Section 3. Termination of Membership.** Membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member, on notice to the Society.
- (b) Expiration of the period of paid up membership.
- (c) Expulsion of the member under Article 6, Section 5 of these Bylaws based on a good faith determination by the BOD, the Executive Board (E.B.) or by a committee/person authorized by the E.B. to make such a determination that the member has failed in a material and serious degree to observe the rules of conduct of the Society, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society.

**Section 4. Suspension of Membership.** A member may be suspended by the Executive Board (E.B.) under Article 6, Section 5 of these Bylaws, based on the good faith determination by the E.B. or a committee/person authorized by the E.B., such as a committee chairperson, to make such a determination that the member has failed in a material and serious degree to observe the Society’s rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society. A person whose membership is suspended shall no longer be an active member. Active membership may be reinstated at the discretion of the E.B.

**Section 5. Procedure for Expulsion or Suspension.** If grounds appear to exist for expulsion or suspension of a member under Article 6, sections 3 or 4 of these Bylaws, the procedure set forth below shall be followed:

- (a) The member shall be given 15 days prior notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefore.
- (b) The member shall be given an opportunity to be heard by the E.B., orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The decision of the E.B. or its authorized representative shall be final.

**Section 6. Liability for Debts or Obligations.** A member of the Society, as such, is not personally liable for the debts, liabilities, or obligations of the Society.

**Section 7. Notice of Meetings.** Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given at least ten (10) days but no more than ninety (90) days before the meeting date to each member entitled to vote at that meeting. The notice shall be given either personally, in the Society Newsletter, electronic mail, fax or by first-class mail.

Notices shall specify the place, date, and hour of the meeting and (1) for a special meeting the general nature of the business to be transacted or (2) for a regular meeting those matters which the BOD, at the time notice is given, intends to present for action by the membership. Except as provided in Article 6, Section 8 of these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which Society officers are to be elected shall include the names of the persons who are nominees for office when notice is given.

**Section 8. Quorum.** Fifteen percent (15%) of the membership shall constitute a quorum for the transaction of business. Subject to the forgoing, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum, or such greater number as required by the Articles of Incorporation, these Bylaws, or the “Law”.

Any member meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members at the meeting.

**Section 9. Voting.** Members entitled to vote at any meeting of members shall be those members in good standing as of the meeting date. At a meeting, voting may be by voice or ballot, except that any election of Society officers must be by ballot if demanded by any member at the meeting before the voting begins. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of a majority entitled to vote on any matter, as defined in these Bylaws, shall be the act of the members. In any election of officers, the candidates receiving the highest number of votes are elected. Each member shall have the right to vote for as many nominees as there are vacancies in elected offices to be filled by the members.

## ARTICLE 7: BOARD OF DIRECTORS

**Section 1. Constitution.** The Board of Directors (BOD) shall consist of the elected officers, the standing committee chairpersons, the Society historian, the Arizona Genealogical Advisory Board liaison and the Member-at-Large (M.L.), all of which shall regularly attend Board meetings as resource persons and have voting status on the Board. Other Society members may attend Board meetings but shall not have voting status.

**Section 2. Powers.** Subject to the provisions and limitations of the “Law” and any other applicable laws as well as to any limitations in the Articles of Incorporation and Bylaws regarding actions that require approval, the business and affairs of the Society shall be managed and all Society powers shall be exercised by or under the direction of the BOD. The BOD may delegate the management of selected Society business and operations to a committee (however composed), or other persons, provided that the activities and affairs of the Society shall be managed and all Society powers shall be exercised under the ultimate direction of the BOD.

**Section 3. Number of BOD Members.** The authorized number of members on the BOD shall not be less than six (6) or more than fifteen (15), until changed by amendment of the Articles of Incorporation and these Bylaws. The BOD shall fix the exact number of members from time to time, within these limits.

**Section 4. Election, Designation, and Term of Office.** The elected members of the BOD, including a member elected or appointed to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. The President, Vice President, Secretary and Treasurer will serve one-year terms of office and may not serve more than four (4) consecutive years.

*Nominating:* The Member-at-Large (M.L.) seated on the BOD will be the Chairperson of the Nominating Committee. The M.L. will appoint two (2) additional active members to complete the Nominating Committee (N.C.). The N.C. will nominate an active member for each elected office to be filled, obtain consent of the nominees and present these nominees at the regular March membership meeting. Members may submit additional names for consideration to the N.C., provided the names are received by the N.C. at least two weeks before the April membership meeting. Nominations from the floor, with prior consent of the nominees, shall be accepted at the election, which is to be held at the regular May membership meeting. If one member present request it, the May election will be by secret ballot. Otherwise the election shall be by voice vote or by show of hands if necessary to determine the will of the membership.

Within one week after the May election, the BOD shall confirm the election of President, Vice President, Secretary and Treasurer in accord with Section 10-2323, paragraph A, of the Arizona Revised Statutes.

The committee chairperson positions will be filled by consenting candidates; identified, nominated and recommended to the BOD by the Vice President with advice from the N.C. The BOD will accept or reject each nomination by a vote until all vacant positions are filled. The term of office for committee chairs shall not be defined by a set number of years. The term of office for each chairperson shall be at the discretion of the BOD and or the desire of each chairperson to serve the Society.

The June BOD meeting is to be a transitional meeting between the old and the new BOD members. At that time all BOD members shall deliver promptly (and in good order) to their successors all records and property of the Society held in their custody.

**Section 5. Removal.** Removal of any officer or committee chairperson for inadequate performance of duties shall be by majority vote of the members of the E.B. with any tie votes being decided by the M.L. This vote shall take place only after the member up for removal has been notified in writing by the Secretary of the pending action and the reasons thereof. The member in question will have a one (1) month opportunity or a one (1) regular board meeting opportunity to reply, either in person or in writing, to the E.B. regarding the alleged lack of performance. The E.B., in attendance, must vote upon said removal at two (2) consecutive E.B. meetings, regular or specially called, held at least one week apart before the removal is final. At this point the Secretary will advise the member removed in writing of the E.B. action.

The BOD and the E.B. shall be subject to the will of the membership. Should the membership deem it necessary, the entire BOD/E.B. may be voted out by a sixty-six (66) per cent secret ballot vote at two successive monthly meetings of the Society attended by at least fifty (50) per cent plus one person of the active (paid) members. In that event, a pro tem E.B. shall be selected by vote of those attending that second meeting, in order to continue the Society operations until a special election can be held to name new officers.

**Section 6. Vacancies.** A vacancy on the BOD shall exist on the occurrence of the following: (a) the death or resignation of any BOD member; (b) the declaration by resolution of the BOD of a vacancy in the office of a member who has, in an unexcused manner, missed two (2) consecutive meetings of the BOD or four (4) meetings of the BOD during any one calendar year; (c) the vote of the members to remove a member of the BOD; (d) an increase in the authorized number of BOD members; or (e) the failure of the general membership, at any meeting of the general membership at which BOD members are to be elected, to elect the number of BOD members required to be elected at such meeting.

Except as provided in this paragraph, any BOD member may resign effective upon giving written notice to any elected official on the BOD, unless the notice specifies a later time for the effectiveness of the resignation. A successor may be designated to take the office by the remaining members of the BOD at the effective resignation date. The general membership may fill any vacancy not duly filled by the remaining members of the BOD.

No reduction of the authorized number of elected members of the BOD shall have the effect of removing any elected BOD member before that member's term of office expires. Non-elected BOD members may be removed at the board's pleasure by such reductions.

**Section 7. Duties.** The BOD shall: (a) manage the affairs of the Society; (b) report as warranted to the Society; (c) authorize expenditures of monies. The BOD shall faithfully reflect the purposes of the Society in its deliberations and actions, and shall ensure that the

Society business is conducted in accord with the nonprofit status required by its incorporation as a not for profit corporation in the state of Arizona.

**Section 8. Meetings.** Normally, the BOD shall meet monthly to plan and conduct Society business. The time and place of each monthly meeting can be set and/or changed upon approval of Board members. Additional meetings may be called upon request of the Society President, the Society Vice President or any two (2) other BOD members. Notice of the date, time, and place of such meetings, other than the regular monthly meetings, shall be delivered personally to each BOD member or communicated to each BOD member by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting. All actions taken and votes shall be duly recorded in the appropriate board meeting minutes. The BOD may conduct business by mail, e-mail or telephone, as permitted by the “Law”, provided a report of the action(s) taken shall be reported as part of the minutes of the next BOD meeting or is reported to the Society at the next general meeting.

**Section 9. Action at a Meeting.** Presence of a simple majority of the BOD constitutes a quorum for the transaction of business. Every act done or decision made by a simple majority of the BOD members present at a meeting duly held, at which a quorum is present, shall be regarded as the act of the BOD unless a greater number, or the same number after disqualifying one or more members from voting, is required by the Articles of Incorporation, these Bylaws or the “Law”. BOD members may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of a member, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or the “Law”.

**Section 10. Adjourned Meeting.** A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place.

**Section 11. Fees and Compensation.** BOD members and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expensed incurred in the performance of their duties, including advances as provided in Article 9, Section 2, as may be fixed or determined by resolution of the BOD. Members may not be compensated for rendering services to the Society in any other capacity.

## **ARTICLE 8: EXECUTIVE BOARD**

**Section 1. Constitution.** The Executive Board (E.B.) shall consist of the President, the Vice President, the Secretary and the Treasurer of the Society, which have been duly elected and are serving an active term of office. The Member at Large, may be requested to serve on this board by any one of the four permanent members.

**Section 2. Powers.** The E.B. shall undertake any business that is under their authority as stated in these Bylaws. Also any item of business may be undertaken by the E.B. at the request of any two BOD members or at the request of ten (10) or more Society members.

## **ARTICLE 9: STANDARD OF CARE**

**Section 1. General.** A member of the BOD shall perform the duties of board membership including duties as a member of any committee of the board on which the member may serve, in good faith and in a manner such as the BOD member believes to be in the best interest of the Society. This will include reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a BOD member, a member shall be entitled to rely on information, opinions, reports or statement, including financial statements and other financial data, in each case prepared or presented by one or more of the following:

- (a) one or more officers of the Society whom the member believes to be reliable and competent in the matters presented.
- (b) counsel, or other persons which the board member believes to be within such person's professional or expert competence.
- (c) a committee of the BOD, upon which the BOD member does not serve, which committee the BOD member believes to merit confidence.

As long as in any such case the BOD member acts in good faith and without knowledge that would cause such reliance to be unwarranted, such reliance will be deemed as reasonable and proper. Except as provided in Article 9, Section 3, a person who performs the duties of an BOD member in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a BOD member, including without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public, educational or charitable purpose to which the Society, or assets held by it, are dedicated.

**Section 2. Loans.** The Society shall not make any loan of money or property to, or guarantee the obligation of, any BOD member or officer; provided, however, that the Society may advance money to an BOD member or officer of the Society for expenses reasonably anticipated to be incurred in performance of the duties of such board member or officer as long as such individual would be entitled to reimbursement for such expenses absent that advance.

**Section 3. Self-Dealing Transactions.** Except as approved in Section 4 below, the Society shall not approve any self-dealing transaction. A self-dealing transaction is one to which the Society is a party and in which one or more of the BOD members has a material

financial interest or a transaction between the Society and any corporation (other than a nonprofit corporation, tax exempt under Internal Revenue Code Section 501(c)(3)) in which one or more of the BOD members is a director/board member or between the Society and any corporation in which one or more of its BOD members has a material financial interest.

**Section 4. Approval.** The BOD may approve a self-dealing transaction if the board determines that the transaction is in the best interests of, and is fair and reasonable to, the Society and after reasonable investigation, under the circumstances, determines that the society could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the BOD, in good faith, with knowledge of the material facts concerning the transaction and the BOD board members interest in the transaction. Such transactions will be approved by a vote of the a sixty-five (65) per cent of the BOD then in office, provided a quorum is present, without counting the vote(s) of the interested member(s).

**Section 5. Indemnification.** To the fullest extent permitted by law, the Society shall indemnify BOD members, officers and volunteers, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlement, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, and including an action by or in the right of the society, by reason of the fact that the person is a BOD member, officer or volunteer of the Society. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 9, section 5.

The Society shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of the Society and its BOD members, officers and volunteers, against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, or to give other indemnification to the extent permitted by law.

## ARTICLE 10: OFFICERS

**Section 1. Officers.** The officers of the Society shall consist of the elected positions: President, Vice President, Secretary, Treasurer and such other elected positions as the BOD may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Society president or as chairperson of the BOD. In addition to the duties specified in this Article 10, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, subject to control of the BOD, and shall perform such additional duties as the BOD shall from time to time assign.

Officers shall be active members of the Society and shall be elected at the regular May meeting of the membership for a one-year term, commencing with the regular June

membership meeting. If a vacancy occurs during the term of office, it shall be filled according to the stipulations in Article 7, Section 6. Officers shall remain in office until their successors are named, but in no case shall they serve in any one post for more than four consecutive years, except at the request of the BOD and by annual vote of the membership.

Any officer may be removed with or without cause at the recommendation of the BOD followed by a simple majority vote of the general Society membership present at the two regularly scheduled monthly Society meeting following the BOD recommendation being entered into the BOD meeting minutes. Any officer may resign at any time by giving written notice to the BOD. Any resignation shall take effect on the date of receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

**Section 2. President.** The president will also hold the position of Chairperson of the BOD and the E.B. and will take actions with the advice and consent of the BOD/E.B. of the Society. The President will preside over all BOD and E.B. meetings of the Society and appoint a parliamentarian, if required. The President is authorized to execute in the name of the Society all contracts and other documents authorized either generally or specifically by the BOD to be executed by the Society. The President will have check signing authority for the Society.

The office of President will, in general, supervise and conduct the activities and operations of the Society, shall keep the BOD fully informed and shall freely consult with them, and see that all resolutions of the BOD are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Society between meetings of the BOD and to negotiate all material business transactions of the Society. The President may take on special tasks and/or assignments as deemed to be for the good of the Society or as recommended by the BOD.

**Section 3. Vice President.** The Vice President will also be Vice Chairperson of the BOD and the E.B. and as such shall, in the absence of the President/Chairperson, or in the event of his or her inability or refusal to act, perform all the duties of the President/Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions on the President/Chairperson.

The Vice President shall recommend appointments/dismissals for all standing committee chairmanships to the BOD and oversee all committee operations and performance, insuring that each individual committee functions in a manner consistent with its purpose and responsibilities, and is providing useful service to the BOD and/or the Society membership. The Vice President shall recommend the dissolution of current and the formation of new standing committees to the BOD.

The Vice President shall maintain a record of and control all Society property and insure that the required equipment is at the general meetings, workshops and other

programs sponsored by the Society, and perform other duties as assigned by the BOD or the President.

The Vice President will have check signing authority for the Society.

**Section 4. Secretary.** The Secretary shall be custodian of all records and documents of the Society except those of historical nature that are to be in the custody of the Society Historian. In the absence of a person to fill the Society Historian position, the Secretary shall also be the custodian of all such records. The Secretary will be the active secretary for all meetings of the BOD, the E.B. and all meetings of the membership, and shall keep the minutes of these meetings in books proposed for that purpose. He or she shall attend to the giving and serving all notices of the Society.

The Secretary shall maintain and bring to all meetings an accurate Society membership roster copy, obtained no less than quarterly from the Membership Chairperson of the standing Membership Committee, conduct all official correspondence at the direction of the BOD or the President of the Society and reserve meeting places for the BOD/E.B. and general membership meeting with the direction and advise of the BOD or the President.

**Section 5. Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of all monies, the business transactions of the Society. This includes accounts of assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements.

The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Society with such depositories as may be recommended by the Treasurer and approved by the BOD. The Treasurer shall disburse or cause to be disbursed the funds of the corporation. The authorization of fund disbursement for payment of budgeted debt of the Society in amounts up to \$250.00 needs only the authorization of the Treasurer, in amounts of \$250.01 - \$500.00 upon approval of the Treasurer and the President or Vice President, in amounts of \$500.01 - \$1000.00 upon approval of the BOD. Disbursements in an amount of \$1000.01 or above must be approved by a vote of the membership (Article 6, Section 2). Payment of all non-budgeted debt must have approval of the BOD and/or the membership. The Treasurer will render the BOD an account of all of the financial transactions and of the financial condition of the Society at the monthly BOD meetings, at the specific request of the President or Vice President or at the request of a fifty-one (51) per cent of the total active Society membership. The Treasurer will prepare, with advisement from the BOD, an Annual Budget and present it to the BOD. The Treasurer will have check signing authority for the Society and keep current an operative bank signature card.

The Treasurer shall prepare for the President's signature all State and Federal fiscal and income tax reports as required and make the annual report to the Arizona Corporation Commission. In general the Treasurer will be responsible for all compliance with Federal and State financial requirements consistent with the Society's standing as a

**501(c)3 nonprofit educational and charitable organization and with Arizona incorporation as a nonprofit corporation.**

## **ARTICLE 11: COMMITTEES**

**Section 1. Standing Committee Appointments and Powers. Standing Committee Chairperson position vacancies will be advertised at two consecutive general meeting of the Society and volunteers to fill the position(s) will be solicited. At the next BOD meeting following the second general meeting, the BOD will consider all volunteers and any nominations from the Vice President or suggestions from other BOD members and by majority vote, if more than one candidate per Chairperson position, select and/or accept a nomination to fill the position(s). If a Chairperson position is vacant for two (2) years, that position will automatically become nonexistent and be removed from the records.**

**However, no committee or committee chairperson, regardless of board resolution, may unilaterally:**

- (a) Approve any action, which, under the “Law”, the Articles of Incorporation or these Bylaws requires approval of the BOD or approval of a majority of the Society membership.**
- (b) Amend or repeal any resolution of the BOD that by its express terms is not so amendable or repeal able.**
- (c) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.**
- (d) Appoint any other committees or their members.**
- (e) Approve a plan of merger; voluntary dissolution; bankruptcy or reorganization; or of the sale, lease, or exchange of any or all of the property and assets of the Society or revoke any such plan.**
- (f) Approve any self-dealing transaction.**
- (g) Expend Society funds to support a nominee for any office in the Society.**

**No committee shall bind the Society in a contract or agreement or expend Society funds, unless authorized to do so by the BOD.**

**Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall in general be governed by, and held and taken in accordance with, the provisions of Article 7 of these Bylaws concerning meetings and actions of the BOD, with such changes as are necessary to substitute committee and its members for BOD and its members. Within these general guidelines, the meetings and actions of each committee shall be at the discretion of the Committee Chairperson with oversight exercised by the Society Vice President.**

### **Section 3. Standing Committees and Their Responsibilities.**

The following will be the Standing Committee Chairperson positions, unless or until changed by the Vice President and the BOD:

- (1) AzGAB Liaison.** The AzGAB liaison shall attend the AzGAB board meetings and serve on various committees and projects generated by the AzGAB board. The liaison shall report to the BOD on AzGAB activities and projects as well as suggest how the Society and AzGAB can better interface.
- (2) Cemetery:** Collect data on the cemeteries of Yavapai County from as many sources as possible; maintain a collective database of the information collected; provide a collective index to all of the cemeteries and burial places in Yavapai County.
- (3) Historian:** Shall keep a copy of all minutes and financial reports, committee reports, publicity and publications pertaining to the Society.
- (4) Hospitality:** Greet guests and prospective members in attendance of the general Society meetings, introduce them and their areas of genealogical interest to the other members attending the meeting, provide the Secretary with a count of members and guests attending each meeting, provide the membership committee any relevant information on new members and information change that may be gathered in the fulfillment of greeting responsibilities. Additional duties include arrangement for any refreshments which may be required for the meeting and/or the guest speaker/lecturer.
- (5) Library:** Maintain regular liaison with local libraries holding Society materials, such as the Prescott Valley Library, and libraries that potentially may hold Society materials. This committee shall recommend to the BOD new acquisitions and services to enhance the Society's genealogical and historical holdings and services of these repositories. This committee shall also be responsible for generating a schedule of members to be present in the Society's genealogy reference room at the Prescott Valley library on selected days and at selected times.
- (6) Membership:** Distribute membership application forms to prospective members; prepare receipts for dues received from those joining or renewing memberships; turn over monies and copies of receipts with names and addresses of new members to the Treasurer; distribute membership interest sheets to new members and to continuing members annually; maintain a file of completed membership interest sheets and make them available to the BOD; keep current the name, address, telephone number and email address file of the Society and provide members of the BOD with copies of that file. This file will also be given to any BOD member upon request at any time within two days of the request if the requestor has email capability.

- (7) **Newsletter/Mailing:** Publish a quarterly newsletter containing materials of genealogical and historical nature supplied by the Society members, as well as news items, queries, etc. compiled by the Newsletter Committee. The chairperson of this committee shall be designated as the Editor of the newsletter. This committee shall distribute all issues of the newsletter and other bulk letters and announcements for the Society as well as special mailings to the Society membership as prepared by the appropriate committees or the BOD.
- (8) **Program/Publicity:** Plan and make all arrangements for speakers/lecturers or alternative program types for the regular Society meeting programs, for luncheon with each guest speaker/lecturer, if he/she is available to attend a luncheon, and any payments that might be appropriate for each guest speaker/lecturer. This committee will arrange for the June and July meeting content for the regular membership meetings following the installation of the new officers/chairpersons. This committee will also arrange for timely announcements of the regular membership meetings and programs in regional newspapers, by radio and television stations, and is responsible for any other type of public announcements required.
- (9) **Special Projects:** This committee will identify and recommend to the Vice President any special projects that the Society should consider undertaking or be a participant therein. Certain of these identified projects may be given temporary independent status by a vote of the BOD while other projects will be operated under the Special Projects Committee.

**Examples of Special Projects are as follows:**

- (1) **Workshop –** Make all arrangements for the annual workshop, as a joint sponsor with the Family History Center, including recommendations to the BOD for proposed classes, budget, location, and fees to be charged. Further this committee shall coordinate with the location personnel for all special requirements needed to successfully conduct the workshop and arrange for set up and clean up of the facilities. This special project shall utilize other Society committees and the membership at large as needed.
  - (2) **Prescott Valley Art Festival.**
  - (3) **Genealogy Fair.**
  - (4) **Open House.**
  - (5) **Yavapai County/Central Arizona Genealogy events.**
- (10) **Webmaster:** This committee will be responsible for the generation and update of the Society website. Website updates shall be done, at a minimum, bimonthly.

## **ARTICLE 12: EXECUTION OF CORPORATE INSTRUMENTS**

**Section 1. Execution of Society Instruments.** The BOD may, at its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any Society instrument or document, or to sign the Society name without

limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Society. Unless otherwise specifically determined by the BOD or otherwise required by law, evidences of indebtedness of the Society, and other corporate instruments or documents shall be executed, signed, or endorsed by the President of the Society, Vice President of the Society and by the Secretary or Treasurer of the Society.

All checks and drafts drawn on banks or other depositories of funds to the credit of the Society, or in special accounts of the Society, shall be signed by the President, Vice President or Treasurer of the Society unless the banks or depositories require two signatures of Society officers on such instruments. If two signatures are required then two of the above named Society officers will be required to sign each instrument.

**Section 2. Loans and Contracts.** No loans or advances shall be contracted on behalf of the Society and no note or other evidence of indebtedness shall be issued in the Society's name unless and except the BOD authorizes said specific transaction. Without the express and specific authorization of the BOD, no officer or other agent of the Society may enter into any contract or execute and deliver any binding instrument in the name of and on behalf of the Society.

#### **ARTICLE 13: RECORDS AND REPORTS**

**Section 1. Maintenance and Inspection of Articles and By-laws.** The Society shall keep with the Secretary or/and Historian the original or a copy, if the original is not available, of its Articles of Incorporation and current Bylaws as amended to date. These records shall be open to inspection by the members and officers at all reasonable times during reasonable business hours, 8:00 a.m. to 5:00 p.m. on Monday through Saturday.

**Section 2. Maintenance and Inspection of Other Society Records.** The Society shall keep adequate and correct books and records of accounts, written minutes of the proceedings of BOD, E.B. and committee meetings along with a record of each member's name and address etc., from such information given to the Society for this purpose. All such records shall be kept at such place or places as designated by the BOD. In most cases this will be with the Secretary, Treasurer or Historian. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form. Upon leaving office, each officer, employee, or agent of the Society shall turn over to his or her successor or to the Society President, in good order, such Society monies, books, records, minutes, lists, document, or other property of the Society as have been in the custody of such officer, committee chairperson or agent during his or her term of office.

Every elected officer of the Society shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Society. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

On written demand of the Society through the BOD, any member may inspect, copy, and make extracts of the accounting books and records and the

**minutes of proceedings of the BOD or committees meetings at any reasonable time for the purpose reasonably related to the member's interest as a member.**

#### **ARTICLE 14: AMENDMENTS**

**These Bylaws may be amended at any regular meeting of the Society by a two-thirds vote of the members present. Notice of the amendments proposed, after affirmation by a majority of the BOD, shall have been presented in writing at the previous regular meeting of the Society. Minor changes in these Bylaws will not require republication of this entire document but will be reflected in the meeting minutes. From time to time, the BOD shall direct, the entire document shall be brought current and copies made available to the membership.**

**Once established by a membership vote, the BOD may not, without the approval of [t]he membership, adopt, amend or repeal a Bylaw provision that specifies or changes a fixed number of BOD members or the minimum or maximum number of BOD members or change from a fixed number to a variable number the BOD membership.**

**Without the approval of the members, the BOD may not adopt, amend or repeal any Bylaws that would:**

- (a) Increase or extend the terms of officers.**
- (b) Increase the quorum for member meetings.**
- (c) Increase the number of BOD members appointed to the BOD rather than elected by the membership.**
- (d) Authorize the BOD to fill a vacancy created by the removal of a BOD member by the membership.**

#### **ARTICLE 15: FISCAL YEAR**

**The fiscal year for the Society shall begin on January 1 and shall end on December 31 of any given year.**

#### **ARTICLE 16: PARLIAMENTARY AUTHORITY**

**The rules contained in Roberts Rules of Order, current edition, shall govern the Society in all cases in which they are not inconsistent with these Bylaws.**

**MEMBERSHIP APPROVAL:**

**Original : March 17, 1990**

**Revised: October 14, 1995**

**Revised: September 19, 1998**

**Revised: March 24, 2001**

**Revised: June 23, 2007**

**Revised: May 23, 2015**

**BOARD OF DIRECTORS APPROVAL:**

**May 14, 2007**

**Feb. 11, 2015**