

# California State Genealogical Alliance Bylaws

## Article I – NAME

The name of this organization shall be the CALIFORNIA STATE GENEALOGICAL ALLIANCE, a California Public Benefit Corporation, hereinafter referred to as the “Alliance,” located in Alameda County, California.

## Article II – PURPOSE

**Section 1.** The purpose of the Alliance shall be:

- A. To provide a statewide organization for the public benefit;
- B. To aid genealogical societies and interested individuals by forming strong communication links among all California genealogists;
- C. To provide a basis of exchange for ideas and information, for the coordination of activities and duties, while at all times respecting the complete autonomy of member societies;
- D. To encourage the identification, maintenance and accessibility of records of genealogical and historical importance and to educate the public as to the value of such records;
- E. To promote ethical and professional standards in genealogy;
- F. To instruct the public in the educational and historical value of genealogical research.

## Article III – MEMBERSHIP and DUES

**Section 1.** Membership in the Alliance shall be open to any individual, genealogical or historical society, family association, library, archive or other society, association or organization interested in supporting the purposes of the Alliance.

**Section 2.** Membership Categories:

- A. Founding Member – Any member in good standing joining the Alliance before 1 July 1983.
- B. Individual/Household Membership – Any member completing the application and paying the annual dues as set forth in the Standing Rules.
- C. Life Member – Any member paying the required Life Membership fee set forth in the Standing Rules will have the full rights and privileges of an Individual Member, for that member’s life.
- D. Honorary Life Member – A member, selected by the Board of Directors, who will have the full rights and privileges of an Individual Member, for that member’s life.
- E. Member Society – Any genealogical or historical society, family association, organization or institution completing the application process and paying the annual dues as set forth in the Standing Rules:
  - a. Each Member Society shall have full membership benefits.
  - b. Each Member Society shall appoint or select annually, from its own membership or staff, one voting delegate to the Alliance who shall act as the official liaison between the Member Society and the Alliance.
  - c. Each delegate shall have the right to cast one vote for his or her Member Society.
- F. Associate Membership – Any library, archive, educational institution, genealogical vendor or other business entity completing the application process and paying the annual dues as set forth in the Standing Rules.
  - a. Each Associate Membership shall receive a copy of the Alliance Newsletter.
  - b. Each Associate Membership shall have the right to attend meetings and speak, but not to make motions, vote or receive any other benefits of membership.

**Section 3.** Dues:

- A. Membership is on an annual calendar basis, 1 January to 31 December.
- B. Dues are payable by 1 January and become delinquent on 1 March of each year.
- C. Annual dues, for each category of membership, shall be determined by the Board of Directors and set forth in the Standing Rules.

**Article IV – REGIONS**

The State of California shall be divided into Geographical Regions for the purpose of equal representation throughout the state. The number of Alliance Regions, and their boundaries, shall be set by the Board of Directors and may be changed as needed.

**Article V – OFFICERS and DIRECTORS**

**Section 1.** The elected officers of the Alliance shall be:

- A. President
- B. First Vice-President
- C. Second Vice-President
- D. Secretary
- E. Treasurer/Registrar.

**Section 2.** The Executive Board shall:

- A. Consist of the elected officers;
- B. Assume all duties and responsibilities normally falling to an Executive Committee;
- C. Have the power to act for the Alliance within the limits of these Bylaws and established policies.

**Section 3.** The Board of Directors shall include, but not be limited to:

- A. Executive Board
- B. Regional Directors
- C. Newsletter Editor
- D. Historian
- E. Parliamentarian
- F. Webmanager

**Section 4.** Terms of Office

- A. The term of office shall begin 1 January and end 31 December.
- B. Officers shall be elected for a term of two years.
- C. President, Second Vice-President and Treasurer/Registrar shall be elected in the even years.
- D. First Vice-President and Secretary shall be elected in the odd years.
- E. Appointed Directors shall server for one year.

**Section 5.** The Members of the Board of Directors shall:

- A. Be members in good standing for the Alliance;
- B. Meet a minimum of three times annually, one of which shall be convened at the site of the Annual Meeting.

**Section 6.** Powers of the Officers and Directors

All corporate powers, subject to limitations contained in the Alliance Bylaws and Article of Incorporation, and the provisions of law requiring action to be authorized or approved by the members of the Alliance, shall be exercised by or under the authority of the Board of Directors. The business and affairs of this organization shall be conducted, controlled and managed by the Board of Directors.

## **Section 7. Duties of Officers and Directors**

The duties of the Officers and Directors shall be in accordance with the position description of the respective office held.

- A. The President shall:
  - a. Be the chief executive officer of the Alliance;
  - b. Preside over all meetings of the Executive Board, the Board of Directors and of the general membership;
  - c. Be responsible for the preparation of meeting agendas and the orderly consideration and/or action relative to the agenda items;
  - d. Be an ex-officio member of all committees except the Nominating Committee;
  - e. Be the official spokesperson for the Alliance.
  
- B. The First Vice-President shall:
  - a. Serve as presiding officer over all meetings of the Executive Board, the Board of Directors and of the general membership, in the absence of the President;
  - b. Serve as the coordinator for all Board and annual meetings;
  - c. Have such other powers and perform such other duties as may be prescribed by the Board of Directors.
  
- C. The Second Vice-President shall:
  - a. Act as a liaison between the Regional Directors and the Executive Board;
  - b. Have such other powers and perform such other duties as may be prescribed by the Board of Directors;
  - c. Be a de facto Regional Director of vacant regions.
  - d. Act as membership chairman and follow up on non-renewal of dues.
  
- D. The Secretary shall:
  - a. Be responsible for the recording of the minutes of all meetings of the Executive Board, the Board of Directors and of the general membership;
  - b. Maintain an attendance record for all meetings;
  - c. Be responsible for safe keeping of Alliance records of minutes, bylaws and other legal documents;
  - d. Have such other powers and perform such other duties as may be prescribed by the Board of Directors.
  
- E. The Treasurer/Registrar shall:
  - a. Be the Chief Financial Officer of the Alliance;
  - b. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Alliance;
  - c. Have the books of account available at all times for inspection by any member in good standing;
  - d. Deposit all monies and other valuables, in the name of and to the credit of the California State Genealogical Alliance, with such depositories as may be designated by the Board.
  - e. Deposit and disburse Alliance monies according to generally accepted accounting procedures;
  - f. Disburse the funds of the Alliance as may be ordered by the Board of Directors;
  - g. Render to the President and Directors, when they so request, an account of all the transactions as Treasurer/Registrar and of the financial condition of the Alliance;
  - h. Be responsible for the collection of dues;

- i. Maintain all membership records and send out renewal notices;
  - j. Present an annual budget to the Board of Directors for approval;
  - k. Have such other powers and perform such other duties as may be prescribed by the Board of Directors.
- F. The Regional Directors shall:
- a. Be appointed by the President, with the approval of the Board of Directors;
  - b. Perform liaison functions between genealogical societies, individual and other organizations in their respective regions;
  - c. Have such other powers and perform such other duties as may be prescribed by the President or Board of Directors.
  - d. Membership in each region may propose individuals for this position to the President for consideration.

## **Section 8. Committees**

- A. Standing Committees
- a. The Board of Directors may create Standing Committees;
  - b. The President, with the approval of the Board of Directors, shall name Chairs and Members of Standing Committees;
  - c. Standing Committees shall serve the same term as the administration that appointed them, or until the assigned task is completed, continuing with their duties until a replacement committee is formed.
- B. Special/Ad Hoc Committees
- a. The President, with the approval of the Board of Directors, may appoint such Special or Ad Hoc Committees as are required at any time during his or her term;
  - b. Directors may appoint co-chairs and committees as needed to fulfill their responsibilities to the Board. Such committees shall automatically terminate at the close of the year in which they are appointed or at the completion of the project to which they were assigned.

## **Article VI – NOMINATION and ELECTIONS**

### **Section 1. Elections**

- A. Election results for all officers will be announced at the Annual Meeting.
- B. A simple majority elects.
- C. Holding more than one elective office simultaneously is prohibited.
- D. Election results shall be published after the Annual Meeting.

### **Section 2. Nominations**

- A. The Executive Board shall appoint a three member Nominating Committee, at each annual meeting, for the following year, following the announcement of the election results. No more than one member of the Nominating Committee may be selected from the Executive Board of the Alliance.
- B. The Nominating Committee shall:
  - a. Request and accept written nominations, from members in good standing, via two consecutive Alliance Newsletter announcements;
  - b. Interview candidates;
  - c. Secure the agreement to serve, if elected, from each nominee;
  - d. Make nominations for at least one nominee for each office being vacated and present them to the Board of Directors.

### **Section 3. Voting**

- A. At the Annual membership meeting, those eligible members attending shall constitute a quorum for conducting business that does not materially or adversely affect the rights of the members.
- B. For election of officers and changes to the Bylaws, materially affecting the rights of members, ballots shall be provided and there shall not appear any place on the ballot anything that would indicate the identity of who cast the ballot.
  - a. All members in good standing may vote in the election of officers or concerning changes to the Bylaws.
  - b. Voting shall be by secret ballot.
  - c. Ballots shall be mailed to all current members no less than ninety days before the election.
  - d. Ballots shall be returned in envelopes provided by the Alliance, postmarked by what is stated on the ballot. To ensure that only qualified Members vote, each Member shall place its name and address on the outside of the envelope in which the sealed ballot is returned.
  - e. To preserve secrecy, sealed ballots shall remain sealed until they are canvassed.
  - f. The President will appoint tellers to open and count the ballots.
  - g. The tellers will report the results of the election to the President, with a copy to the Secretary.
  - h. The Secretary shall notify each candidate of the election results.

### **Section 4. Resignation and Vacancy of Executive Board Member**

- A. Resignations of elected officers should be by letter to the President for acceptance by the Board of Directors.
- B. The President shall submit for approval a proposal to the Board of Directors for replacement or an elected officer, to fulfill the remainder of the term, or solicit additional names for said office.

## **Article VII – MEETINGS**

### **Section 1. The Annual Meeting**

- A. Will normally be held in the first quarter of the year (Jan.-Mar.).
- B. Will be held at sites throughout the State of California by arrangement with a local or regional genealogical or historical society or library;
- C. The Board of Directors shall approve the meeting site and date.

### **Section 2. Board of Directors Meetings**

- A. Regular meetings of the Board of Directors shall be held at least three times a year. The date and place shall be determined by the Board of Directors, and one such meeting shall be convened at the site of the Annual Meeting;
- B. Special meetings of the Board of Directors may be called at any time by the President or by any three Directors;
- C. A notice of any special meeting of the Board of Directors shall be given to all Board Members.

### **Section 3. Executive Board Meetings**

- A. The Executive Board shall meet as needed to conduct the business of the Alliance;

- B. Meetings of the Executive Board may be called by the President or by any three members of the Executive Board;
- C. Telecommunications or other forms of electronic communications may be used for special Executive Board meetings, but any business that transpires must be ratified and made a part of the minutes of the next scheduled Board of Directors meeting.

**Section 4. Special Membership Meetings**

- A. Special meetings of the membership of the Alliance may be called at any time, for any purpose, by the President, Board of Directors or by 10% of the current membership.
- B. Written notice of such special meetings shall be given to the current members at least 30 days in advance and must specify the nature of the business to be transacted.

**Section 5. Quorum**

Except as otherwise provided for in these Bylaws, or in the Articles of Incorporation of the Alliance, or by law, no business shall be considered by the Board at any meeting in which a quorum, as hereinafter defined, is not present. The only motion that the Chair shall entertain at such a meeting is a motion to adjourn.

- A. At the Annual membership meeting of the Alliance, the presence of those members eligible to vote and registered as attended shall constitute a quorum for conducting the business of the Alliance, not materially and adversely affecting the rights of the members.
- B. At any special meeting of the Alliance, the presence of 30% of the voting members shall constitute a quorum.
- C. At any regular or special meeting of the Board of Directors, the presence of 30% of the Board of Directors shall constitute a quorum.
- D. At any meeting of the Executive Board, the presence of three members of the Executive Board shall constitute a quorum.

**Article VIII – FISCAL RESPONSIBILITY**

**Section 1. Financial Fiscal Year**

- A. For accounting and tax purposes, the books of the Alliance shall be closed on 31 December of each year.
- B. The Treasurer/Registrar shall present a financial statement, as of 31 December, to the members within three months of the start of the next Fiscal Year.

**Section 2. Audit**

- A. The Treasurer/Registrar shall present the books to an auditor appointed by the Executive Board.
- B. The auditor shall submit a written report to the Executive Board within the time line established in the current Policy of the Alliance.

**Article IX – AMENDMENTS and REVISIONS**

The Board of Directors can amend these Bylaws, unless the amendment would materially affect the rights of members. Any such amendments of these Bylaws shall be in conformance with Section 5150 of the California Corporate Code.

**Article X – DISCIPLINE**

**Section 1.** Any member or officer who is considered to be engaged in conduct which disturbs the harmony of the Alliance, injures its good name or hampers its work, may be reprimanded, suspended or expelled from the society. Formal written charges must be filed with the Board of Directors. All

discipline will be in accordance with the provisions of section 5342 of the California Non-Profit Public Benefit Corporation Law.

**Section 2.** Any Board of Directors member absent without excuse from two consecutive Board of Directors meetings shall be subject to possible dismissal by action of the Executive Board.

## **Article XI – NON-PROFIT STATEMENT**

**Section 1.** All property, assets, profits and net income of the Alliance are irrevocably dedicated to charitable, educational, cultural and historical purposes, as defined and interpreted for the purposes of California law. No part of the property, assets, profits or net income of the Alliance shall inure to the benefit of any Officer, director or Member of the Alliance.

**Section 2.** Upon termination and/or dissolution of the Alliance, after paying or adequately providing for the debts and obligations of the Alliance, the remaining assets shall be distributed to a non-profit organization which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code or any subsequent tax codes.

## **Article XII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert Rules of Order, Newly Revised* shall govern the Alliance in all cases to which they are applicable, and in which they are not inconsistent with the Alliance's Articles of Incorporation, with these Bylaws, or with any special rules of order listed in the Standing Rules which the Alliance may adopt.

Changes approved by the Board of Directors on 12 July 2009 are been made.