

**BYLAWS**  
**CHULA VISTA GENEALOGICAL SOCIETY**

Amended September 5, 2012

**ARTICLE I – NAME**

The organization shall be called the Chula Vista Genealogical Society, hereinafter referred to as the “Society.” It is certified under the General Nonprofit Corporation Law of California as a Public Benefit Nonprofit Corporation. The seal of the Society is appended to these Bylaws.

**ARTICLE II – PURPOSE**

The purpose of this Society is to promote general interest in the related fields of genealogy, history, and heraldry by individual and group effort. The activities shall include, but not be limited to:

- A. Encouraging the exchange of research information;
- B. Coordinating research activities;
- C. Educating members to assist others in research;
- D. Obtaining and organizing research materials;
- E. Acquiring books, manuscripts, and materials for the Chula Vista Public Library.

The Society shall meet the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, in cooperation with other like organizations. This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not engage in any activities not permitted to be carried on:

- A. by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- B. by a corporation’s contributions which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

### **ARTICLE III – MEMBERSHIP**

Membership shall be open to anyone interested in promoting the purpose of the Society. The Society does not discriminate on the basis of race, color, sex, national and ethnic origin, religious beliefs, sexual preference or physical limitations.

Membership classifications, responsibilities and dues shall be reviewed by the Board of Directors as set forth in the Standing Rules.

Each member in good standing and present at Society meetings shall be entitled to one vote.

### **ARTICLE IV – MEETINGS**

General Membership Meetings shall be held one day each month at such times and places as determined by the Board of Directors. A quorum of the Society shall consist of twenty percent (20%) of the members in addition to the Presiding Officer. A quorum must be present to take a vote, and a simple majority shall enact a motion.

The Society Annual Meeting shall be held in February. At that time the Board of Directors shall present summary reports concerning the Society's functions, the results of the financial review, and the proposed budget for the coming year.

The Board of Directors Meetings shall be held one day each month as ordered by the President and at any place deemed convenient by the Board of Directors. A quorum of the Board of Directors shall be one-half plus one of the current Board Members. A quorum must be present to take a vote, and a simple majority shall enact a motion.

### **ARTICLE V – OFFICERS**

The officers of the Society shall be the President, the First Vice-President, the Second Vice-President, the Secretary and the Treasurer. They shall be elected into office for a two-year term by the members present at the General Membership Meeting in November of even numbered years. The elected Officers shall be installed at the General Membership Meeting in December.

Specific duties and responsibilities of the Officers are outlined in each position's Standard Operating Procedure (SOP). The primary function of each Officer is:

- A. The President shall be the principal Officer and shall preside at all meetings of the Society and the Board of Directors. He/She may sign contracts on behalf of the Society and shall be responsible to the Society for executing the affairs of the Society according to these Bylaws and the Standing Rules.
- B. The First Vice-President shall serve as Chairperson of the Program Committee.

He/she shall plan, coordinate, and promote all monthly programs for the Society.

- C. The Second Vice-President shall serve as Chairperson of the Membership Committee. He/she shall maintain accurate membership records and encourage member participation in Society activities.
- D. The Secretary shall maintain a record of the Society activities and provide this record in the form of minutes for all meetings of the Society and its Board of Directors.
- E. The Treasurer shall maintain accurate financial records and submit financial statements to the membership. The signatures of the President, Secretary and Treasurer shall be required to authorize the establishment of Society accounts, with two of the three signatures required for disbursement. There shall be an annual financial review of the accounts once a year completed prior to the Society Annual Meeting.

If a vacancy occurs in an Officer position, other than the President, the President shall appoint a replacement for the remainder of the term with majority approval of the remaining Officers.

In the event of a vacancy in the President's position, the First Vice-President shall become President for the remainder of the term.

The Vice-Presidents in order of rank shall perform the duties of the President in case of absence and shall assist the President as directed.

## **ARTICLE VI - BOARD OF DIRECTORS**

The Board of Directors shall consist of the elected Officers and the Chairpersons of the Standing Committees. Prior to the beginning of his/her term, the President shall appoint Standing Committee Chairpersons with the approval of the Officers. The term of office for all Board Members ends at the conclusion of the Officers' terms. All Standing Chairpersons serve at the discretion of the President.

Each Officer and each Standing Committee Chairperson is entitled to one vote on each motion at Board Meetings. Committee Co-Chairs are entitled to a single vote.

In the event of a Standing Committee Chairperson vacancy, the President shall appoint a Society member to fill the unexpired term, subject to approval of the Board of Directors.

In addition to specific duties and responsibilities outlined in the Standard Operating Procedures (SOP) for each position, the Board of Directors shall:

- A. Establish policies that most effectively address the purpose and aims of the Society.
- B. Encourage members to apply their personal skills and knowledge to the activities of the Society in order that all members may benefit from membership in the Society, as reflected in each person's own successful genealogical research.

### **ARTICLE VII – COMMITTEES**

The President with the approval of the Board of Directors shall appoint Ad Hoc Committees.

Detailed duties and responsibilities of the Ad Hoc Committees and Standing Committees are described in the Standing Rules and the Standard Operating Procedure for each Committee Chair.

### **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

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

It is the President's option to appoint a Parliamentarian. The Parliamentarian, due to a position of impartiality, has no voting privilege. He/She serves in an advisory capacity to the President and the Board. He/She shall:

- A. Advise on points of parliamentary procedure.
- B. Advise on the requirements of Articles of Incorporation, Society Bylaws, Standing Rules, and the policies and procedures of the Society.
- C. Recommend additions or amendments to the Bylaws and/or Standing Rules.

### **ARTICLE IX – DISSOLUTION OF THE SOCIETY**

Upon dissolution of this Society, after paying or adequately providing for the debts and obligations of the Society, the remaining assets shall be distributed to the Chula Vista Public Library for the purchase of books to be assigned to the Family History Resource

Section of the library, which has the same general purposes of the Society. No part of the Society's funds shall be used for the personal benefit of any member or individual. However, if the named recipient is not then in existence or no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization which is organized and operated exclusively for the purposes specified in section 501(c) (3) of the Internal Revenue Code.

#### **ARTICLE X – AMENDMENTS**

The Bylaws may be amended by a majority vote of members in good standing who are present at a regular meeting of the Society. Proposed changes shall be published and made available to the membership thirty (30) days prior to voting on the amendment.

Amended: September 5, 2012

Approved by the membership: October 31, 2012