

## Questing Heirs Genealogical Society

October 21, 2007

To the members,

The Polices and Procedures Committee was charged by the Board of Directors to:

1. Review the Articles of Incorporation of the Society.

We have performed the requested review, and have concluded that no changes are needed at this time.

2. Perform the required review of the Bylaws.

We have completed this charge and recommend that the proposed amendments be adopted by the general membership of the Society at the annual meeting on Sunday, November 18, 2007.

Black = existing text

Blue = deleted text

Red = new text

Respectfully submitted by the members of the Polices and Procedures Committee.

Loran Bures, Chair

Cynthia Day-Elliott

Linda Ivers

Liz Myers, ex-officio

Betty Bell Feldman, ex-officio

BYLAWS  
OF THE CORPORATION OF  
THE QUESTING HEIRS GENEALOGICAL SOCIETY

**ARTICLE I. PURPOSE**

**SECTION 1. BENEFIT OF MEMBERS**

The Questing Heirs Genealogical Society (Society) will hold regular meetings for instruction of membership on how to collect, preserve, and publish genealogical, biographical, geographical, and historical materials. The Society will promote scholarly writing, foster careful documentation, and discourage incompetent and disreputable researchers or practices.

**SECTION 2. COOPERATION WITH LIBRARIES, GROUPS, AND INSTITUTIONS**

The Society will cooperate with the Long Beach Public Library and other local libraries with the intent to supplement their collections of genealogical and historical materials, and to explore ways to make more effective use of inter-library loans, private collections, and general resource material. ~~We~~ The Society will share information with other historical, genealogical, and patriotic groups, and cooperate with them.

**ARTICLE II. NONPROFIT CHARACTER**

**SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS & ASSETS**

No member, officer, director, employee, or other person connected with this Society, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Society provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Society in effecting any of its purposes as shall be fixed by resolution of the Board of Directors (Board) and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Society. All members, if any, of the Society shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Society, whether voluntarily or involuntarily, the assets of the Society, after all debts have been satisfied, then remaining in the hands of the Board ~~of Directors~~ shall be distributed ~~to the Genealogical section of the Main Public Library, Long Beach, California~~ according to the Articles of Incorporation of the Society.

**SECTION 2. NON-POLITICAL STATUS**

No substantial part of the activities of the ~~Questing Heirs Genealogical~~ Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the organization shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

**ARTICLE III. OFFICES**

**SECTION 1. PRINCIPAL OFFICES**

The principal office of the Society for the transaction of its business is located in Los Angeles County, California.

**SECTION 2. CHANGE OF ADDRESS**

The county of the Society's principal office can be changed only by amendment of the Articles of Incorporation of ~~this the~~ Society and not otherwise. The Board ~~of Directors~~ may, however, change the principal office from one (1) location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these ~~bylaws~~ Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_

**ARTICLE IV. MEMBERS**

**SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The Society shall have three (3) classes of members, as follows:

- (A) Active – The active member shall pay full dues as specified, and shall be eligible to full privileges of the Society.
- (B) Family – Family memberships are open to two (2) persons residing at the same address. This class of member shall have all privileges of the Society, except ~~that of two mailings~~ they shall receive only one (1) copy of the Society's publications. The second member in this classification shall pay one-half (1/2) of the active member dues.
- (C) Subscription – Persons, ~~Societies~~ societies, and institutions shall receive the Society's publications upon payment of two-thirds (2/3) of the specified active

member dues. This class of member shall not have the privilege of voting or serving as an Officer/Director.

No member shall hold more than one (1) membership in the Society. No member shall have any property, voting, or other interest in the assets or affairs of this Society except as expressly provided in these ~~bylaws~~ Bylaws.

## **SECTION 2. QUALIFICATIONS AND ADMISSION OF MEMBERS**

Membership in ~~Questing Heirs Genealogical~~ the Society shall be open to anyone interested in promoting the purposes of this organization. There is no limit on the number of members the Society shall admit. Applicants shall be admitted to membership upon completion of written application and payment of dues.

## ~~SECTION 3. ADMISSION OF MEMBERS~~

~~Applicants shall be admitted to membership upon completion of written application, Board approval, and payment of annual dues.~~

## **SECTION 4 3. DUES, FEES AND ASSESSMENTS**

- (A) No fee shall be charged for making application in this Society.
- (B) The ~~annual~~ dues payable to the Society shall be in such amount as may be determined from time to time by resolution of the members.
- (C) Membership shall be nonassessable.

## **SECTION 5 4. MEMBERSHIP CARDS**

The Board ~~of Directors~~ may provide for the issuance of cards evidencing membership in the Society. Each card shall have printed on its face that the Society is nonprofit. The size, form, and contents of the card shall be determined by resolution of the Board. Each card shall be signed by the ~~president~~ President and ~~second vice-president~~ Second Vice President of the Society.

## ~~SECTION 6. NUMBER OF MEMBERS~~

~~There is no limit on the number of members the Society shall admit.~~

## **SECTION 7 5. MEMBERSHIP BOOK**

The Society shall keep a membership book containing the name of each member and if a member has received a membership card, the date of issuance of such card. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept by the ~~second vice-president~~ Second Vice President (~~membership chairman~~) and shall be made available for inspection by any member ~~at any regular meeting~~.

## SECTION 8 ~~6~~. TERMINATION OF MEMBERS

The membership of any member of the Society shall be automatically terminated upon:

- (A) His/her request for such termination delivered to the ~~president~~ President or ~~second vice-president~~ Second Vice President of the Society personally or by mail, such membership to terminate upon delivery of the request or deposit in the mail.
- (B) ~~on his/her~~ His/her death.
- (C) ~~upon his/her~~ His/her failure to pay dues when they become due, such termination to be effective thirty (30) days after written notification of such delinquency given personally or mailed to such member by the ~~second vice-president~~ Second Vice President. A member may avoid such termination by paying the amount of delinquent dues within the thirty (30) day period following the receipt of said written notification of delinquency.
- (D) His/her expulsion.

## SECTION 9 ~~7~~. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the Society ~~or in its property, if any,~~ shall cease on termination of membership as herein provided.

## SECTION 10 ~~8~~. REPRIMAND, SUSPENSION, AND OR EXPULSION FROM MEMBERSHIP

Any member who acts to disrupt the functions of the Society or injure its reputation may, upon charges being filed with the Board, be reprimanded, suspended, or expelled from the Society by a majority of members voting at a ~~regular or special~~ meeting of the members.

The member against whom the charges are filed shall be informed in writing ten (10) days prior to the ~~regular~~ meeting of the Board ~~of Directors~~ to consider the charges and shall have an opportunity to be heard in person or by counsel at said ~~Board~~ meeting. If further action is needed, the matter shall then be presented to the general membership at a meeting of the members.

## ARTICLE V. MEETINGS OF MEMBERS

### SECTION 1. ~~PLACE OF~~ ANNUAL MEETINGS

The members shall meet annually on the third (3<sup>rd</sup>) Sunday of November for the purpose of electing Officers/Directors and transacting other business as may come before the meeting. ~~Meetings~~ The annual meeting shall be held in ~~the County of~~ Los Angeles County, ~~State of~~ California; at a time and places ~~as may be designated from time to time~~ determined by ~~resolution of~~ the Board ~~of Directors~~. If the day fixed for the

annual meeting falls on a holiday, the annual meeting may be held on another Sunday in November as designated by the Board.

## **SECTION 2. ~~ANNUAL AND~~ REGULAR MEETINGS**

~~The members shall meet annually on the third (3rd) Sunday of November, in each year, at 2:30 p.m., for the purpose of electing Directors/Officers and transacting other businesses as may come before the meeting. Cumulative voting for the election of Directors/Officers shall not be permitted. Each voting member shall cast one vote for each office, voting by ballot only.~~

Regular meetings of members shall be held monthly, at a time and place determined by the Board of Directors.

~~If the day fixed for the annual or regular meetings falls on a holiday, such meeting shall be held at such hour and place as designated by the Board.~~

## **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members shall ~~may~~ be called by the President, ~~by the Corresponding Secretary,~~ by any two (2) Officers/Directors, or by members holding at least ten (10) percent of the voting power of the Society, ~~and held at such time and place as may be designated by resolution of the Board of Directors.~~ Such meeting shall be held at the time and place designated by the person or persons calling the meeting.

## **SECTION 4. NOTICE OF MEETINGS**

Notice of the annual meeting and all regular meetings shall be mailed to members by way of the Society's ~~newsletter~~ Newsletter. No action shall be taken on any of the following proposals at any ~~regular~~ meeting unless written notice of the general nature of the business or proposal has been given:

- (A) ~~a~~ A proposal to sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of the property or assets of the Society unless if under Section 3900 of the California Corporation Code to hypothecate corporate property, to secure the payment or performance of a contract, note, bond, or obligation;
- (B) ~~a~~ A proposal to merge or consolidate with another domestic or foreign corporation;
- (C) ~~a~~ A proposal to amend the Articles of Incorporation of the Society or ~~ByLaws~~ these Bylaws;
- (D) ~~a~~ A proposal to wind up and dissolve the Society.

Written or printed notice of the time and place of every special meeting shall be delivered personally or by ~~the U.S.~~ First-Class Mail<sup>®</sup> to each member entitled to vote at least seven (7) days prior to such meeting. If sent by mail the notice shall be addressed

to the member at his/her address as shown ~~on~~ in the ~~books~~ membership records of the Society and shall be deemed given at the time it is deposited in the mail. The notice shall be given by the Corresponding Secretary or other person designated by the President, or on the neglect or refusal of the person responsible for giving notice, by any ~~director~~ Officer/Director.

## **SECTION 5. CONTENTS OF NOTICE**

Notice of meetings ~~not herein dispensed with~~ shall specify the place, day, and hour of the meeting and the general nature of the business to be transacted.

## **SECTION 6. QUORUM FOR MEETINGS**

A quorum shall consist of twenty ~~five~~ (25 20) percent of the voting members of the Society.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the voting members present, but no other business shall be transacted at such meeting.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business ~~notwithstanding~~ notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting.

## **SECTION 7. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision by a majority of voting members present at a duly held meeting at which a quorum is present represents the act of the members, unless ~~the law~~ these Bylaws, the Articles of Incorporation of the Society, or ~~these ByLaws~~ the law require a greater number.

## **SECTION 8. VOTING RIGHTS**

Each voting member is entitled to one (1) vote on each matter submitted to a vote ~~by the members~~. Voting at duly held meetings shall be by voice vote. Election of ~~Directors/Officers/Directors~~, however, shall be by ballot. If there is only one (1) nominee for an Officer/Director, he/she may be elected by voice vote.

## **SECTION 9. PROXY VOTING**

Members entitled to vote shall not be permitted to vote or act by proxy, ~~and no provision in the ByLaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.~~

## SECTION 10. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President, or, in his/her absence, by the First ~~Vice President~~ Vice President, or in the absence of both, by the Second ~~Vice President~~ Vice President, or in the absence of all three (3), by the Past President. The ~~Recording~~ Secretary shall act as Secretary of all meetings of members, provided that in his/her absence, the Presiding Officer shall appoint another person to act as Secretary of that meeting. ~~A Parliamentarian shall be present at all meetings.~~

Meetings shall be governed by ~~Roberts'~~ Robert's *Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these ~~ByLaws~~ Bylaws, with the Articles of Incorporation of the Society, or with the law.

## ARTICLE VI. BOARD OF DIRECTORS

### SECTION 1. MEMBERS

The elected ~~officers~~ Officers/Directors, and the ~~appointed committee chairpersons,~~ Past President shall be known as the Board of Directors (Board).

### SECTION 2. POWERS

The ~~Directors~~ Board shall exercise the powers of the Society, control its property, and conduct its affairs, except as otherwise provided by ~~law~~ these Bylaws, by the Articles of Incorporation of the Society, or by ~~these ByLaws~~ law.

### SECTION 3. DUTIES

It shall be the duty of the ~~Directors~~ Board to:

- (A) Perform any and all duties imposed on them collectively or individually by ~~law~~ these Bylaws, by the Articles of Incorporation of ~~this~~ the Society, or by ~~these~~ ByLaws law.
- (B) Appoint and remove, employ and discharge, and except as otherwise provided in ~~the ByLaws~~ these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Society.
- (C) Supervise all officers, agents, and employees of the Society to assure that the duties are performed properly.
- (D) Meet at such times and places as required by these ~~ByLaws~~ Bylaws.
- (E) Register their addresses with the Secretary of the Society, and notices of meetings mailed to them at such address shall be valid notices thereof.



#### ~~SECTION 4. TERMS OF OFFICE~~

~~Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in this Article, and until his/her successor is elected and qualifies.~~

#### **SECTION 5 4. COMPENSATION**

Officers/Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

#### **SECTION 6 5. PLACE OF REGULAR MEETINGS**

Meetings Regular meetings of the Board shall be held monthly at a time determined by the Board at the principal office of the Society, unless otherwise provided by the Board. Any member of the Society is encouraged to attend any regular meeting of the Board. The Board may meet in executive session to consider items dealing with litigation, discipline, personnel matters, or matters of a similar nature.

#### ~~SECTION 7. REGULAR MEETINGS~~

~~Regular meetings of the Board of Directors shall be held monthly at a time and place as determined by its members.~~

#### **SECTION 8 6. SPECIAL MEETINGS**

Special meetings of the Board ~~of Directors~~ may be called by the President, or, if he/she is absent or is unable or refuses to act, by the First ~~Vice-President~~ Vice President, or by any two (2) ~~officers~~ Officers/Directors. Such meeting shall be held at the place designated by the person or persons calling the meeting.

The Corresponding Secretary of the Society, or other person designated by the President, shall deliver notice of the time, place, and general nature of the business to be transacted, to each member of the Board ~~of Directors~~ personally three (3) days, or by U.S. mail First-Class Mail<sup>®</sup> at least seven (7) days, prior to the day of the meeting. Regular meetings of the Board ~~of Directors~~ do not require such notice.

Any member of the Society is encouraged to attend any special meeting of the Board. The Board may meet in executive session to consider items dealing with litigation, discipline, personnel matters, or matters of a similar nature.

#### **SECTION 9 7. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the Board ~~of Directors~~, except as otherwise provided in these ~~ByLaws~~ Bylaws, or in the Articles of Incorporation of the Society, or by law, no business shall be considered by the Board at any meeting at which a quorum is

not present. The only motion which the ~~Chair~~ Presiding Officer shall entertain at such meeting is a motion to adjourn.

The Officers/Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business ~~notwithstanding~~ notwithstanding the loss of a quorum at the meeting due to a withdrawal of Officers/Directors from the meeting.

#### **SECTION 10 8.** MAJORITY ACTION AS BOARD ACTION

Every act or decision made by a majority of the Officers/Directors present at a meeting duly held at which a quorum is present is the act of the Board ~~of Directors~~, unless ~~the law these ByLaws~~, the Articles of Incorporation of ~~this the~~ Society, or ~~these ByLaws the law~~ require a greater number.

#### **SECTION 11 9.** CONDUCT OF MEETINGS

Meetings of the Board ~~of Directors~~ shall be presided over by the President, or, in his/her absence, by the First ~~Vice-President~~ Vice President, or in the absence of both, by ~~a Director chosen by a majority of the Directors present at the meetings of the Board the~~ Second Vice President, or in the absence of all three (3), by the Past President. In his/her absence the ~~presiding officer~~ Presiding Officer shall appoint another person to act as Recording Secretary of that meeting.

Meetings shall be governed by ~~Roberts'~~ Robert's *Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these ~~ByLaws~~ ByLaws, with the Articles of Incorporation of ~~this the~~ Society, or with the law.

#### **SECTION 10. COMMITTEES AND APPOINTED OFFICERS**

The Board may establish such committees and/or appointed officers as the business of the Society may require, except for the Nominating Committee that is established in Article VII of these ByLaws. These committees and appointed officers shall serve such terms, have such authority, and perform such duties, as may be prescribed from time to time by the Board. The President shall appoint, with the approval of the Board, the chair of each committee and appointed officers.

#### **~~SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING~~**

~~Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and ByLaws~~

~~of this Society authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.~~

### **SECTION 13. VACANCIES**

~~Vacancies on the Board of Directors shall exist (1) on the death or resignation of any Director, and (2) whenever the number of authorized Directors is increased.~~

~~The Board of Directors may declare vacant the office of a Director (1) if he/she is declared of unsound mind by an order of court, or (2) if within sixty (60) days after notice of his/her election to fill a vacancy he/she does not accept the office either in writing or by attending a meeting of the Board of Directors, or (3) if he/she is absent from three (3) consecutive Board meetings without prior Board approval.~~

~~The President shall, with Board approval, fill vacancies by appointment.~~

~~A person appointed to fill a vacancy as provided in this section shall hold office until the next annual election of the Board of Directors or until his/her death or resignation from the office.~~

### **SECTION 14 11. NON-LIABILITY OF OFFICERS/DIRECTORS**

The Officers/Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

### **SECTION 15 12. INDEMNITY BY SOCIETY FOR LITIGATION EXPENSES OF OFFICER, DIRECTOR, OR EMPLOYEE**

Should any person be sued, either alone or with others, because he/she was or is a Director, Officer, or Employee of the Society, in any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the Society, indemnity for his/her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the Society, its receiver, or its trustee, by the court in the same or a separate proceeding if (1) the person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court; and (2) the court finds that his/her conduct fairly merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees incurred in the defense of the proceeding, as the court finds to be reasonable.

## ARTICLE VII. OFFICERS/DIRECTORS

### SECTION 1. NUMBER OF OFFICERS/DIRECTORS

The ~~officers~~ Officers/Directors of the Society shall be a President, First ~~Vice-President~~ Vice President, Second ~~Vice-President~~ Vice President, ~~Recording Secretary,~~ Corresponding Secretary, ~~and~~ Treasurer, ~~Past President, and three (3) Directors at Large.~~ One ~~No~~ person may hold ~~only~~ more than one (1) elective-office Officer/Director position.

### SECTION 2. QUALIFICATION, NOMINATION, ELECTION & TERM OF OFFICE

- (A) The President ~~and First Vice-President~~ shall have served on the Board of ~~of~~ Directors for at least one (1) year prior to ~~their~~ his/her election. Officers/Directors shall be voting members of the Society and shall be at least eighteen (18) years of age when their term of office begins. Officers/Directors shall be elected by the members at the annual meeting ~~and shall hold office until he/she resigns, or is removed or otherwise disqualified to serve, or until his/her successor is elected, whichever occurs first.~~
- (B) ~~A nominating committee, consisting of one member appointed by the President, and two members elected from the membership at large, shall be designated at the August meeting.~~ The Nominating Committee shall be a standing committee of the Society. The Past President shall serve as chair of the Nominating Committee. He/she shall be assisted by two (2) voting members of the Society, who ~~All members of the nominating committee shall~~ have been members of the Society for at least one (1) year ~~and are not members of the Board.~~ They shall be designated at the annual meeting following the election of the Officers/Directors.

The duty of the ~~nominating committee~~ Nominating Committee shall be:

- (1) to nominate ~~To report to the general membership at the October meeting~~ at least one (1) candidate for each office to be filled at the ~~October~~ annual meeting. Other nominations may then be made from the floor at the October meeting or ~~November~~ at the annual meeting prior to the election of the ~~officers~~ Officers/Directors at the ~~November~~ regular annual meeting. The consent of each nominee must have been obtained prior to his/her nomination, and that person shall be present when nominated or has given written consent.
- (2) To provide the President and the Board with a list of at least one (1) nominee for any Officer/Director position that becomes vacant between annual meetings.
- (C) A list of nominees shall be published in the November Newsletter, and the results of the election will be announced in the December Newsletter.

- (D) ~~All officers~~ Officers/Directors shall be elected by a majority of the votes cast by ballot at the November regular annual meeting, with installation at the December regular meeting.
- (E) Term of office for the elected ~~officers~~ Officers/Directors shall be for two (2) calendar years, with one-half (1/2) of the officers (President, First Vice President, Second ~~Vice President~~ Vice President, and ~~Corresponding Secretary~~ one (1) Director at Large) elected in the even years and the other one-half (1/2) (~~First Vice President, Recording Secretary, and~~ and Treasurer, and two (2) Directors at Large) elected in the odd years.

**~~SECTION 3. STANDING COMMITTEES~~**

~~The President may appoint, with the Board approval, such other officers or chairpersons as the business of the Society may require. These appointed chairs may include but not be limited to the following:~~

- Auditor \_\_\_\_\_ Hospitality \_\_\_\_\_ Publicity \_\_\_\_\_
- Editor/Publisher\* \_\_\_\_\_ Library Liaison \_\_\_\_\_ Ways & Means \_\_\_\_\_
- Education \_\_\_\_\_ Parliamentarian \_\_\_\_\_
- Finance \_\_\_\_\_ Policies & Procedures \_\_\_\_\_
- Historian \_\_\_\_\_ \*Questing Heirs Newsletter \_\_\_\_\_

~~These chairpersons shall serve such terms, have such authority, and perform such duties, as may be prescribed from time to time by the President, with the approval of the Board of Directors.~~

**SECTION 4 ~~3~~. REMOVAL AND RESIGNATION**

Any ~~officer~~ Officer/Director may be removed, with cause, by the Board ~~of Directors~~, at any time. Any officer Officer/Director may resign at any time by giving written notice to the Board ~~of Directors~~ or to the President , or the Secretary of the Society. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**SECTION 4. VACANCIES**

Vacancies shall exist on the death, removal, or resignation of any Officer/Director.

The Board may declare vacant the office of an Officer/Director, if:

- (A) He/she is declared of unsound mind by an order of court.
- (B) Within forty-five (45) days after notice of his/her election to fill a vacancy he/she does not accept the office either in writing or by attending a meeting of the Board.
- (C) He/she is absent from three (3) consecutive Board meetings without prior Board approval.

The President shall fill vacancies by appointment from the list of nominees provided by the Nominating Committee, with approval of the Board.

A person appointed to fill a vacancy as provided in this section shall hold office until the next annual meeting.

## **SECTION 5. DUTIES OF THE OFFICERS/DIRECTORS**

(A) **President:** The President shall be the chief executive officer; ~~he/she~~  
He/she shall:

- (1) ~~shall be~~ Be subject to the control of the Board ~~of Directors;~~
- (2) ~~shall supervise~~ Supervise the affairs of the Society;
- (3) ~~shall perform~~ Perform all duties incident to his/her office and such other duties as may be required by ~~law~~ these Bylaws, by the Articles of Incorporation of ~~this~~ the Society, or ~~the ByLaws, by law,~~ or which may be prescribed from time to time by the Board ~~of Directors;~~
- (4) ~~shall preside~~ Preside at all meetings of the Board ~~of Directors~~ and of the members of the Society;
- (5) ~~shall, in~~ In the name of the Society, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board ~~of Directors.~~

~~The President will appoint committee chairpersons and fill vacancies with the approval of the Board of Directors.~~

(B) **First ~~Vice-President~~ Vice President:** The First Vice President shall:

- (1) In the absence of the President, or in the event of his/her inability or refusal to act, ~~the First Vice-President~~ shall ~~(1)~~ temporarily perform all the duties of the President, and when so acting shall have all the powers of, subject to all the restrictions of, ~~the President;~~
- (2) In the event of the resignation, removal or death of the President, the First Vice President shall temporarily assume his/her duties until the vacancy is filled.
- ~~(2)~~ (3) plan Plan for programs for monthly meetings, ~~and;~~
- ~~(3)~~ (4) coordinate Coordinate any special events deemed necessary by the Board ~~of Directors.~~

(C) **Second ~~Vice-President~~ Vice President:** The Second ~~Vice-President~~ Vice President shall:

- (1) ~~in~~ In the absence of the President and First ~~Vice-President~~ Vice President temporarily perform all the duties of the President, and when so acting shall have all the powers of, subject to all the restrictions of, the President.

- (2) ~~in~~ In the event of the resignation or death of the President and First ~~Vice-President~~ Vice President, the Second ~~Vice-President~~ Vice President shall temporarily assume their duties until the vacancies are filled ~~by the Board of Directors, through a special election, or appointments.~~
- (3) ~~shall promote~~ Promote membership in the Society.
- (4) ~~maintain~~ Maintain membership records, ~~and.~~
- (5) ~~prepare~~ Prepare an annual membership roster.

(D) **Recording Secretary:** The Recording Secretary shall:

- (1) ~~keep~~ Keep a book of minutes of proceedings of the Society and the Board ~~of Directors.~~
- (2) ~~keep~~ Keep a log of all decisions made by the general membership and the Board ~~of Directors; and.~~
- (3) ~~have~~ Have custody of the charter, seal, and other important documents.

~~(E) Corresponding Secretary: The Corresponding Secretary shall~~

- ~~(1)~~ (4) ~~receive~~ Receive, record, and distribute all incoming mail.
- ~~(2)~~ (5) ~~carry~~ Carry on all correspondence as the Board or Society may direct.
- ~~(3)~~ (6) ~~receive~~ Receive and file copies of all correspondence written by an official of the Society.

~~(F)~~ **(E) Treasurer:** The Treasurer ~~shall be bonded. He/she~~ shall:

- (1) ~~receive~~ Receive and be responsible for all dues and other funds received by the Society ~~and.~~
- (2) ~~keep~~ Keep accurate records thereof.
- (3) ~~deposit~~ Deposit funds in a bank or other financial institution approved by the Board ~~of Directors.~~
- (4) ~~pay~~ Pay bills and make purchases in accordance with procedures approved by the Board ~~of Directors.~~
- (5) ~~submit~~ Submit financial ~~statements reports~~ to the Board ~~of Directors~~ at their regular meetings.
- ~~(6)~~ ~~notify the Second Vice-President of members who are in arrears in dues. He/she~~
- ~~(7)~~ (6) ~~shall Chair the Finance Committee to~~ Prepare and present an annual budget ~~as provided for in the ByLaws to the Board.~~
- (7) ~~Make his/her The Treasurer's~~ accounts ~~shall be audited available~~ annually for an informal review and a report of this ~~audit will informal review shall~~ be available for inspection by members at the ~~January~~ February meeting.

(F) Past President: The most recent former President of the Society, who is willing and able to serve, shall serve as the Past President. He/she shall:

- (1) Serve as the chair of the Nominating Committee.
- (2) In the absence of the President, First Vice President, and Second Vice President, serve as the Presiding Officer at meetings of the Board and of the members of the Society.

(G) Directors at Large: Directors at Large shall:

- (1) Help represent the general membership of the Society.
- (2) Be responsible for the oversight of at least one (1) committee and/or appointed officer.
- (3) Perform other duties as assigned by the Board.

## **ARTICLE VIII. EXECUTION OF INSTRUMENTS, DEPOSITS & FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board ~~of Directors~~, except as otherwise provided in these ~~ByLaws~~ Bylaws, may by resolution, authorize any officer or agent of the Society to enter into any contract and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board ~~of Directors~~, or otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society shall be signed by the Treasurer or, in his/her absence, by the Secretary and countersigned by the President or, in his/her absence, by the First Vice President of the Society.

### **SECTION 3. DEPOSITS**

All funds of the Society shall be timely deposited ~~from time to time~~ to the credit of the Society in such banks, trust companies, or other depositories as the Board ~~of Directors~~ may select.

### **SECTION 4. GIFTS**

The Board ~~of Directors~~ may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society



## ARTICLE IX. CORPORATE RECORDS, REPORTS, & SEAL

### SECTION 1. MINUTES OF MEETINGS

The Society shall keep at its principal office, or at such other place as the Board of ~~Directors~~ may order, a book of minutes of all meetings of ~~Directors~~ the Board and of all meetings of the members, if any, with the time and place of holding, whether annual, regular or special; and, if special, how called, the notice given, the names of those present and the proceedings thereof.

### SECTION 2. BOOKS OF ACCOUNTS

The Society shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

### SECTION 3. INSPECTION BY OFFICERS/DIRECTORS

Every Officer/Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Society.

### SECTION 4. CORPORATE SEAL

The Board of ~~Directors~~ may adopt, use, and at will, alter a corporate seal. Such seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of such instrument.

## ARTICLE X. FISCAL YEAR

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE XI. AMENDMENT OF BYLAWS

An amendment to these ~~ByLaws~~ Bylaws may be made by two-thirds (2/3) of the voting membership representing a quorum ~~of members~~. Such proposed amendment shall be read at one (1) meeting, printed in the next issue of the Newsletter, read again the following month and voted on at that meeting, i.e., read in July, published in August Newsletter, read at August meeting and voted on at August meeting.

A review of these ~~ByLaws~~ Bylaws shall be made every two (2) years ~~by the Policies and Procedures Committee~~.

## ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION AFTER ADMISSION OF MEMBERS

Amendment of the Articles of Incorporation of the Society may be adopted by resolution of the Board of Directors and by the vote of two-thirds (2/3) of the number of voting members membership representing a quorum.

## ARTICLE XIII. IMPLEMENTATION OF ADOPTED AMENDMENTS

To implement the amendments to these Bylaws adopted on November 18, 2007, the members of the Society agree to the following:

- (A) The term of the current Board shall be extended to December 31, 2007.
- (B) At the 2007 annual meeting, elections shall be held for First Vice President to serve a one (1) year term, Treasurer to serve a two (2) year term, Secretary to serve a two (2) year term, two (2) Directors at Large to serve two (2) year terms, and one (1) Director at Large to serve a one (1) year term.
- (C) All other amendments shall become effective immediately.
- (D) If any typographical, grammatical, and/or style errors are discovered when preparing these revised Bylaws for publication, the Policies and Procedures Committee is authorized to make any needed corrections.
- (E) That this Article XIII shall expire on January 1, 2008.