



San Mateo County Genealogical Society

BYLAWS

ARTICLE I – NAME

The name of this organization is San Mateo County Genealogical Society. It was founded in 1982. It shall hereinafter be referred to as SMCGS.

ARTICLE 2 – PURPOSE

- 2.1 General Purpose
SMCGS is a public benefit nonprofit corporation under the laws of the State of California, tax exempt status under Section 501(c)(3) of the Internal Revenue Service, IRS Identification number 94-2856483.
- 2.2 Specific Purpose
 - 2.2.1 To support a community of people interested in genealogy.
 - 2.1.2 To provide educational opportunities.
 - 2.1.3 To preserve and index San Mateo County records.
 - 2.1.4 To provide a variety of genealogical resources covering San Mateo County, the U.S., and the world.
 - 2.1.5 To cooperate with other groups and organizations with similar objectives.

ARTICLE 3 – LOCATION

The principal office of SMCGS shall be in the County of San Mateo, State of California.

ARTICLE 4 - MEMBERSHIP & DUES

- 4.1 Any applicant interested in furthering the objectives of SMCGS shall be eligible for membership upon payment of dues.
- 4.2 Amount of dues, payment date, and the various classifications of membership shall be set by the Executive Board with approval by the membership.
- 4.3 A member of SMCGS is not as such personally liable for the debts, liabilities, or obligations of SMCGS.

ARTICLE 5 – OFFICERS AND THEIR ELECTION

- 5.1 The officers of SMCGS shall be: President, Secretary, Treasurer, Vice President of Operations, Vice President of Programs, Vice President of Member Services, Vice President of Marketing, and Library Manager.
- 5.2 By 30 April of each year, a Nominating Committee of at least four members shall be selected. A member of the Executive Board shall be appointed by the Board to be Chairperson and three or four others shall be appointed. It is the duty of this Committee to nominate a candidate for each office to be filled. The Committee shall report at the September General Membership Meeting.
- 5.3 Election shall be held at the October Annual General Membership Meeting at which time further nominations may be made from the floor, providing consent of the nominee has been first obtained. All nominees must be active members in good standing. If there is but one

- candidate for any office, the ballot for that office may be dispensed with and the election held by voice vote.
- 5.4 The term of office shall begin on 1 January following the election and continue for two years.
 - 5.5 In the event a president cannot finish an elected term, the Executive Board shall select an Acting President from among the members of the Executive Board. The Acting President shall preside until a nominating committee nominates and the membership elects a new President.
 - 5.6 Removal of Elected Officers
 - 5.6.1 Any elected officer may be removed from office by a majority vote of the Executive Board.
 - 5.6.2 Any elected officer who misses three consecutive Board Meetings without excuse may be removed from office by a vote of the Executive Board.
 - 5.7 Mid-term vacancies shall be filled through appointment by the Executive Board.

ARTICLE 6 – DUTIES OF OFFICERS

- 6.1 The President shall be the Executive Officer of SMCGS, and shall:
 - 6.1.1 Preside at Board and General Membership Meetings.
 - 6.1.2 Appoint Chairpersons of Committees, with the approval of the Board.
 - 6.1.3 Fill vacancies on the Board, with the approval of the Board.
 - 6.1.4 Serve as ex-officio member of all committees, except the nominating committee.
 - 6.1.5 Act on all duties directed by the Board.
 - 6.1.6 Be signatory to all contracts.
 - 6.1.7 Coordinate and oversee the efforts of the Board to achieve a well-functioning society.
 - 6.1.8 Represent SMCGS to the community.
 - 6.1.9 The President may not serve concurrently as Secretary or Treasurer [State Code section 5213(a)].
- 6.2 The Secretary shall:
 - 6.2.1 Record the proceedings of the Board (including Executive Board) Meetings and prepare minutes.
 - 6.2.2 Maintain a copy of the Board and Annual General Membership Meeting agendas in the SMCGS archive.
 - 6.2.3 Maintain a complete and permanent file of all minutes in the SMCGS archive.
 - 6.2.4 Be responsible for issuing official notices of all special meetings to members by email, mail or phone.
 - 6.2.5 Answer all general mail for SMCGS.
 - 6.2.6 Send general communications to members as directed by the Board.
- 6.3 The Treasurer shall:
 - 6.3.1 Be custodian of all funds of SMCGS.
 - 6.3.2 Maintain a permanent file of all financial records.
 - 6.3.3 Pay all authorized expenses.
 - 6.3.4 Present a statement of finances at each Board and Annual General Membership Meeting.
 - 6.3.5 File appropriate federal and state reports and tax returns.
 - 6.3.6 Attend Board Meetings and the Annual General Membership Meeting.
- 6.4 The Vice President of Operations shall:
 - 6.4.1 Oversee the facilities and equipment, including audio visual.
 - 6.4.2 Attend Board Meetings.
- 6.5 The Vice President of Programs shall:
 - 6.5.1 Arrange for speakers and/or programs at all General Membership Meetings and coordinate all functions for these meetings.
 - 6.5.2 Attend Board Meetings.

- 6.6 The Vice President of Member Services shall:
 - 6.6.1 Oversee the Membership Registry.
 - 6.6.2 Attend Board Meetings.
- 6.7 The Vice President of Marketing shall:
 - 6.7.1 Oversee, recommend, and implement marketing tools to advertise society events and make the public aware of SMCGS.
 - 6.7.2 Coordinate with the Webmaster on web content events, and calendar.
 - 6.7.3 Attend Board Meetings.
- 6.8 The Library Manager shall:
 - 6.8.1 Plan, coordinate, and implement all activities needed to support the SMCGS Library.
 - 6.8.2 Chair the Library Committee, which makes suggestions for library purchases, organization, and maintenance.
 - 6.8.3 Serve as the Library Volunteer Coordinator.
 - 6.8.4 Coordinate policy, activities, and implementation of SMCGS with Cañada College.
 - 6.8.5 Coordinate with the Webmaster on web content, events, and calendar.
 - 6.8.6 Attend Board Meetings.

ARTICLE 7 – GENERAL MEMBERSHIP MEETINGS & QUORUM

- 7.1 SMCGS shall hold at least 9 meetings per year. The Annual General Membership Meeting shall be held in October.
- 7.2 Special meetings of SMCGS may be called by the President, Executive Board, or by written request submitted to the Board by ten or more members. The call for such a meeting shall be given at least ten days prior to the meeting date by electronic or written notice stating the purpose of the meeting.
- 7.3 Fifteen members shall constitute a quorum.

ARTICLE 8 – EXECUTIVE BOARD

- 8.1 The business of SMCGS shall be managed by the Executive Board which shall hold a minimum of six meetings per year. Meetings are open to all members.
- 8.2 The Executive Board shall consist of the following:
 - 8.2.1 President
 - 8.2.2 Secretary
 - 8.2.3 Treasurer
 - 8.2.4 Vice President of Operations
 - 8.2.5 Vice President of Programs
 - 8.2.6 Vice President of Member Services
 - 8.2.7 Vice President of Marketing
 - 8.2.8 Library Manager
 - 8.2.9 Past President
- 8.3 The full “Board” shall consist of the Executive Board and appointed members as designated by the Executive Board.
- 8.4 The Executive Board shall report to the general membership.
- 8.5 Special meetings of the Executive Board may be called by the President or by request of three members of the Board.
- 8.6 All Board members shall serve without compensation. A Board member of SMCGS is not as such personally liable for the debts, liabilities, or obligations of SMCGS.
- 8.7 The quorum of the Board shall be a majority of the current Executive Board.
- 8.8 Each Board member has one vote.

ARTICLE 9—COMMITTEES AND SPECIAL PROJECTS COORDINATORS

- 9.1 Shall be authorized by the Executive Board and appointed by the President.

- 9.2 Shall serve the same term as the President appointing them; may serve more than one term, serving at the pleasure of the President.
- 9.3 All appointees must be active members in good standing.

ARTICLE 10- AMENDMENTS & REVISIONS

SMCGS shall amend Bylaws in accordance with the following procedure:

- 10.1 Suggested amendments may be proposed at any General Membership Meeting or Board Meeting, by any member of SMCGS.
- 10.2 The Executive Board or a Bylaws Committee shall review the suggested amendment and report as to the effect of the suggested amendment; the Board or Committee may recommend for, against, or make no recommendation.
- 10.3 Proposed changes shall be published in full in the newsletter or sent by email before being presented at a General Membership Meeting.
- 10.4 After being presented at a General Membership Meeting, proposed changes shall be published in the newsletter again or sent to members by email, with information as to where and when the vote will take place.
- 10.5 Proposed amendments shall be voted upon at the next General Membership Meeting following the General Membership Meeting at which they were presented.
- 10.6 A 2/3 majority vote of the members present shall be required for adoption.

ARTICLE 11 - DISSOLUTION OF SMCGS

In the event of dissolution of SMCGS, its assets shall be transferred to a nonprofit, tax-exempt organization to be chosen by the Executive Board and with the approval of the membership.

ARTICLE 12 - PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised, shall govern SMCGS in all cases in which they are applicable and not inconsistent with these Bylaws.

ARTICLE 13 - FISCAL YEAR

The fiscal year shall be 1 January to 31 December.

ARTICLE 14 - EFFECTIVE DATE OF THESE BYLAWS

Changes discussed: 25 November 2019 Board Meeting.

Further revisions made: 19 January, 2020 and sent to the members of the Board for concurrence.

Discussed, amended and approved by the Board of Directors: 27 January 2020.

Sent to all members with the March/April Newsletter and posted on the website on _____.

Discussed, amended and approved: _____ by the membership.

Discussed and voted on as corrected [insert date when passed].

Bylaws effective:

History:

November 4, 1982 San Mateo County Genealogical Society incorporated

November 1982-No sign of the original bylaws in SMCGS folders

November 11, 1987 Bylaws revised and adopted by the membership

November 8, 2003 Revisions

Membership

- Eliminated student and sustaining memberships
- Added institutional membership

Officers

- Added Vice President of Operations, Vice President of Sales and Events, Vice President of Member Services
- Eliminated Vice-President and Historian
- Added staggered terms for board members
- Set terms for two years

Duties of Officers

- Outlined Officers duties including new vice Presidents

General Meetings & Quorum

- Quorum changed from 20% of membership to 5 members

Board of Directors

- Executive Board: President, Vice-President of Operations, Vice-President of Sales and Events, Vice President of Member Services, Recording Secretary, Corresponding Secretary, Treasurer, and immediate Past President.
- Full board: Executive Board and the Chairs of Standing Committees
- The Quorum of the board consists of a majority of the current Executive Board

Standing Committees

- Removed from the Bylaws

Dissolution of the Society

- Formerly assets would be converted to cash and used to purchase genealogical materials for a public library.
- Changed to: In the event of dissolution of the Society, the assets of the Society shall be distributed as set forward in the Articles of Incorporation and applicable state law.

Adopted by the membership on November 8, 2003

May 31, 2012

Membership & Dues

- Institutional membership delete

Officers & Their Election

- Vice President of Sales and Events changed to Vice President of Programs
- Recording Secretary changed to Secretary
- Corresponding Secretary deleted
- Staggered terms eliminated

Duties of Officers

- President duties added
 - Coordinate and oversee the efforts of the elected board to achieve a well functioning society
 - Represent the society to the community
- Vice President of Operations
 - Changed to oversee facilities and equipment
 - Attend all board meetings and preside at general meetings if the President cannot
 - Take over for the President if President cannot finish a term until a special election
 - Eliminated overseeing the Library Board
- Vice President of Member Services
 - Oversee Membership Registry and the Hospitality and Historian Chairpersons
 - Attend all board meetings
- Secretary
 - Added maintain a copy of the General Meeting Agenda
 - Send cards to members as directed by the board
 - Attend all Board Meetings
- Treasurer

- Added filing federal and state reports and tax returns
- Attend all Board Meetings

Board of Directors

- Added that each board member has one vote

Sent to the Board May 31, 2012

Sent to all members with July Newsletter

There is no indication that this was accepted and approved by the membership.

October 30, 2014

Officers & Their Election

- Instead of each spring, change to By 30 April of each year a nominating Committee....
- Quorum changed to: the quorum of the Board shall be a majority of the Current Executive Board. Each Board member has one vote.

There is no indication that this was accepted and approved by the membership.

October 10, 2019 and December 17 draft (Significant changes in yellow, December changes requested by the board in blue.)

Article 1 – Name

- Simplified to say: The name of this organization is San Mateo County Genealogical Society. It was founded in 1982. It shall hereinafter be referred to as SMCGS.

Article 2 – Purpose

- General Purpose added: SMCGS is a public benefit nonprofit corporation under the laws of the State of California; tax exempt status under Section 501(c)(3) of the Internal Revenue Service.

Article 3 – Location

- Added: The Principal office of SMCGS shall be in the County of San Mateo, Sate of California

Article 4 – Membership and dues

- Changed from membership classifications are Individual, Student, Family and Lifetime
- To: Amount of dues, payment date, and the various classifications of membership shall be set by the Executive Board with approval by the membership.
- NOTE: The classifications will not change at this time, but have been removed from the bylaws so that SMCGS will not need to change the bylaws if the membership or Board advocate a change in the categories. The categories are currently Individual, Student, Family, or Lifetime.
- Library Manager added as elected officer
- Eliminated Social media from title of Vice President of Marketing
- Reduced the nominating committee from 5 members to 4 or 5
- Added: In the event a president cannot finish an elected term, the Executive Board shall select an Acting President from among the members of the Executive Board. The Acting President shall preside until a nominating committee nominates and the membership elects a new President.

Added: 5.6 Removal of Elected Officers

5.6.1 Any elected officer may be removed from office by a a fifty-one percent vote of the Executive Board.

5.6.2 Any elected officer who misses three consecutive Board meetings without excuse may be removed from office by a vote of the Executive Board.

5.7 Mid-term vacancies shall be filled through appointment by the Executive Board.

Article 7 – General Membership Meetings & Quorum

- Number of meetings changed from 10 to at least 9.
- Quorum changed from 25 members to 15 members

Article 8 – Discipline

- Eliminated

New Article 8 – Executive Board

- Library Manager added to the Executive Board, making a total of 9.
- Added: A Board member of SMCGS is not as such personally liable for the debts, liabilities, or obligations of SMCGS.

Article 9 – Committees and Special Projects Coordinators

- Gives the Executive Board the authority to establish and the President to appoint
- Term of committees and coordinators shall be the same as the president who appointed them

Article 10 – Amendments & Revisions

- Sets up a system for members to propose amendments and revisions to the Bylaws with notification to the membership by newsletter or email.
- Requires a 2/3 majority vote of members present for adoption

No further changes except minor wording