Bylaws of the Iowa Genealogical Society

As Approved October 14, 2011. For information only, see official Bylaws for authority.

ARTICLE 1 – NAME AND LOCATION

Section 1.1 NAME: The name of this not-for-profit corporation is Iowa Genealogical Society, also known as IGS, and herein referred to as the Society.

Section 1.2 LOCATION: The principal office of the Society shall be located in Polk County, Iowa.

ARTICLE 2 – PURPOSE

The purpose of the Iowa Genealogical Society is to meet the educational needs of its members and the general public through the acquisition, preservation and dissemination of genealogical, historical and cultural information.

ARTICLE 3 – REGIONS

In order to facilitate the aims and programs of the Society and to provide outreach services, the Society shall create at least nine (9) and no more than sixteen (16) regions within the State of Iowa. A Regional Representative shall head each region. Regions shall be formed by counties that are adjacent to one another.

ARTICLE 4 – GOVERNANCE

Section 4.1 The Society shall be a membership organization, governed by a Board of Directors that is composed of Regional Representatives and Officers. The Board of Directors, hereinafter the Board, shall control and transact the business of the Society between Annual Meetings subject to these Bylaws and the authority of the Society.

Section 4.2 The fiscal year of the Society shall be the calendar year.

ARTICLE 5 – BOARD OF DIRECTORS

PART A. BOARD – OVERALL STRUCTURE

Section 5.A.1 QUALIFICATIONS: *A Board nominee must be a Member of the Society. A Board member shall keep dues current at all times.*

Section 5.A.2 COMPOSITION: *The Board shall be the governing body of the Society and shall consist of the Regional Representatives and the Officers.*

Section 5.A.3 QUORUM: *A quorum of the Board shall be one more than half of the Board of Directors.*

Section 5.A.4 ONE OFFICE AT A TIME: *A Member shall not hold more than one (1) elected office at a time. If a Member is elected to more than one position during the Annual Business Meeting, that Member shall choose which of the two positions to fill and the President shall immediately call for nominations from the floor and conduct an election to fill the vacant position.*

Section 5.A.5 VOTING POWERS: *The act of the majority of the Board Members present and voting at a meeting at which a quorum is present shall be the act of that body unless the Articles of Incorporation or these Bylaws require a greater number. Each Board Member shall vote only one (1) vote on any question, on any issue, or in any capacity.*

Section 5.A.6 DUTIES OF THE BOARD:

5.A.6.a Hold title to and manage all funds and property, both real and personal;
5.A.6.b Develop policies of the Society;
5.A.6.c Develop long-range plans and implementation strategies for the Society;
5.A.6.d Develop adequate funding to meet present and future needs of the Society;
5.A.6.e Establish and maintain a financial program designed to encourage gifts of cash and tangible assets to carry out the purposes of the Society;
5.A.6.f Maintain a complete record of all proceedings and report its actions at the Annual Business Meeting, including a complete financial report;
5.A.6.g Fill vacancies in the positions of the Board of Directors and Standing Committee Chairs for unexpired terms.
5.A.6.h Carry out the duties that are specifically assigned to it in these Bylaws, by the Board, the Society, or by the Parliamentary Authority;
5.A.6.i Establish staff positions.

PART B. BOARD – REGIONAL REPRESENTATIVES

Section 5.B.1 In addition to Board qualifications enumerated above, a Regional Representative must live in the Region represented or belong to a Chapter in that Region.

Section 5.B.2 In addition to Board duties enumerated above, the Regional Representatives shall facilitate the aims and programs of the Society in their Region and shall coordinate the outreach services to and from the Chapters and local contacts. Regional Representatives shall perform such duties as prescribed by these Bylaws, the Board, the Executive Committee, the President, or the Society.

Section 5.B.3 Terms of Office.

5.B.3.a Term: The terms of Regional Representatives from even-numbered Regions shall begin at the close of the Annual Business Meeting during the even-numbered year in which they are elected. They shall serve for two years until the end of the Annual Business Meeting in the next even-numbered year.

The terms of Regional Representatives from odd-numbered Regions shall begin at the close of the Annual Business Meeting during the odd-numbered year in which they are elected. They shall serve for two years until the end of the Annual Business Meeting in the next odd-numbered year.

5.A.3.b Vacancy: A vacancy in a Region shall be filled by the Board by majority vote of those present and voting at a regular or special meeting of the Board.

PART C. BOARD – OFFICERS

Section 5.C.1 The officers shall be the President, First Vice President, Second Vice President, Secretary and Treasurer.

5.C.1.a The President shall:

5.C.1.a.1 Be the chief Executive Officer and the official spokesperson for the Society;

5.C.1.a.2 Supervise the activities of the Society, assist in carrying out the policies determined by the Board, promoting the purposes of the Society, and making recommendations to the Board;

5.C.1.a.3 Sign all Society documents as directed by the Board;

5.C.1.a.4 Preside at all meetings of the Society, Board of Directors, and the Executive Committee except as provided in the Parliamentary Authority.

5.C.1.a.5 Enforce all laws and regulations pertaining to the administration of the Society;

5.C.1.a.6 Chair the Annual Business Meeting planning committee;

5.C.1.a.7 Appoint Standing Committee Chairs except for that of the Nominations Committee. Committee Chair appointments are subject to the approval of the Board;
5.C.1.a.8 Appoint Standing Committee Vice Chairs subject to the approval of the Executive Committee;
5.C.1.a.9 Serve ex officio on committees and subcommittees except the Nominations Committee;
5.C.1.a.10 Perform other duties as outlined in the Parliamentary Authority, as otherwise indicated in these Bylaws, or as requested by the Board.
Section 5.C.2 The First Vice President shall**:**
5.C.2.a Assume the office of President if that office becomes vacant;
5.C.2.b Assume the duties of the President in the absence of the President or as provided in these Bylaws or the Parliamentary Authority;
5.C.2.c Chair the Education Committee;
Section 5.C.3 The Second Vice President shall chair the Membership Committee.
Section 5.C.4 The Secretary shall keep an accurate record of the proceeding of all meetings of the Board, the Executive Committee, the Annual Business Meting and all Membership meetings. The Secretary shall sign all documents as Corporate Secretary as required by law.
Section 5.C.5 The Treasurer shall oversee all income and expenditures and arrange for an annual audit as designated by the Board. The Treasurer shall serve as the Chair of the Finance Committee.
Section 5.C.6 Terms of Office:
5.C.6.a Term: The terms of the President, Second Vice-President, and Secretary shall begin at the close of the Annual Business Meeting during the even-numbered year in which they are elected. They shall serve for two years until the end of the Annual Business Meeting in the next even-numbered year.
The terms of the First Vice-President and Treasurer shall begin at the close of the Annual Business Meeting during the odd-numbered year in which they are elected. They shall serve for two years until the end of the Annual Business Meeting in the next odd-numbered year.
5.C.6.b No elected officer, except the Secretary and the Treasurer, shall hold the same office for more than two (2) consecutive terms.
Section 5.C.7 Vacancy: If a vacancy occurs in the office of President, the First Vice President shall automatically assume the duties and responsibilities of that office for the remainder of the term. A vacancy in any office other than President shall be filled by the Board by majority vote of those present and voting at a regular or special meeting of the Board.

ARTICLE 6 – EXECUTIVE COMMITTEE

Section 6.1: *Composition: The Executive Committee shall be composed of the five (5) Officers and one (1) Regional Representative.*
Section 6.2 *The Executive Committee shall:*
6.2.a *Handle matters between Board meetings. The Executive Committee is required to report interim actions to the Board;*
6.2.b *Carry out the duties that are specifically assigned to it in these Bylaws, by the Board, the Society, or the Parliamentary Authority;*

6.2.c *Make recommendations to the President concerning administrative procedures;*
6.2.d *Personnel:*
1. Make employment decisions;
2. Direct the President to carry out employment decisions;
3. Adopt personnel policies and establish salaries and fringe benefits for employees, keeping within the limits of the budget.
6.2.e *Provide leadership and goal setting for the Society and present progress and results of the plan to the Board and, when appropriate, at the Annual Business Meeting.*
6.2.f *Determine and give notice of the place, date, and time of Special Meetings by Petition.*
6.2.g *Approve the appointments of the Standing Committee Vice Chairs;*
6.2.h *Develop procedural rules for meetings;*
Section 6.3 *Meetings shall be called by the President or any two members of the Executive Committee.*
Section 6.4 *Quorum: The quorum of the Executive Committee shall be three (3) members.*

ARTICLE 7 – MEMBERS
Section 7.1 *Classes of Membership: There are two classes of Memberships.*
7.1.a An Individual Membership shall be conferred on any interested person upon payment of annual dues and approval by the Board.
7.1.b A Family Membership shall be conferred upon family members residing at the same address as an Individual Member upon payment of annual dues and approval by the Board.
Section 7.2 *Membership Privileges:*
7.2.a An Individual Membership shall include access to Society-owned facilities, educational programs, publications, online databases, and the right to debate, vote and hold office.
7.2.b A Family Membership shall include access to Society-owned facilities, educational programs, online databases but not the right to debate, vote, and hold office.
7.2.c Members shall have the right to be present at all meetings, except for executive session. Individual Members may speak on a limited subject during a Board or Executive Committee meeting when permission is granted.
Section 7.3 *Membership Year and Dues:*
7.3.a The membership year shall be twelve (12) months. A membership year shall begin the first day of the month in which the application for membership is received.
7.3.b Dues for all classes of membership shall be established annually by the Board.
7.3.c Dues shall be payable on the first day of the calendar month in which the Member joined.
7.3.d Family Membership shall be renewable at the same time as the Individual Membership to which it is attached.

ARTICLE 8 – MEETINGS OF THE MEMBERSHIP
Section 8.1 *An Annual Business Meeting of the Membership shall be held in the fall. Notice of the time and place of the Annual Business Meeting shall be included in the Newsletter sent to all Members at least 30 days prior to the meeting.*
Section 8.2 *Special Meetings:*
8.2.a Special Meetings of the membership may be called by the President, by majority vote of the Executive Committee, by majority vote of the Board, or by Special Meeting by Petition.

8.2.b In order to call a Special Meeting by Petition, a certified letter shall be sent to the President, at the Society address, that contains the purpose for which the meeting is to be called, and which contains the printed names and addresses and signatures of at least forty (40) Members who wish to call the meeting.
8.2.c The only business on the agenda at a Special Meeting by Petition shall be that which is stated in the petition.
8.2.d Only Members shall be present at any Special Meeting.
***Section 8.3** Notification of all meetings shall be listed in the newsletter and on the web site, with the purpose of the meeting stated.*
***Section 8.4** Quorum: Twenty-five (25) members present shall constitute a quorum for the transaction of business at any Special Meeting or at the Annual Business Meeting.*
***Section 8.5** A majority vote of those present and voting shall be necessary for action by the body unless a greater vote is required by these Bylaws.*

ARTICLE 9 – NOMINATIONS COMMITTEE

***Section 9.1** Nominations Committee members are selected at the Annual Business Meeting in odd-numbered years. The first five (5) Members whose names are submitted from the floor shall serve as the Nominations Committee. Current Officers shall not serve on the Nominations Committee.*
***Section 9.2** The term of each Nominations Committee member begins at the close of the Annual Business Meeting in odd-numbered years and continues until the close of the Annual Business Meeting in the next odd-numbered year. Members of the Nominations Committee shall not serve more than two (2) consecutive terms.*
***Section 9.3** Each year it shall be the duty of the Nominations Committee to prepare a slate with at least one qualified nominee for each Board position to be filled.*
***Section 9.4** All Members are encouraged to submit nominations for any Board position. Before submitting a nomination, the Member should verify that the nominee is willing to serve if elected.*
***Section 9.5** By the fifteenth day of July of each year the Nominations Committee's completed report containing the names and biographies of those nominated shall be placed in the hands of the President.*
***Section 9.6** When a vacancy occurs on the Nominations Committee, the President, shall submit the name of a qualified nominee, willing to serve, to the Board for approval. Upon Board approval, the nominee shall serve the unexpired term.*
***Section 9.7** If any of these five (5) Nominations Committee members cannot or will not act, the Board shall have the power to declare the Committee position(s) open and shall proceed to fill the vacancy(ies) by majority vote at a regular Board meeting.*

ARTICLE 10 – ELECTIONS

***Section 10.1** An Election Committee shall be appointed by the President with the approval of the Board, by the first day of July each year. The Election Committee shall handle the details of the election.*
***Section 10.2** The Elections Committee shall be responsible to design the ballot and arrange for its printing and mailing, to count all ballots cast in any election; to rule upon the effect of any*

ballots irregularly marked; and to decide upon any other questions that may arise with respect to the regulation of any election. The Committee's decisions on all such matters shall be final.
Section 10.3 *Ballots and an explanation of the mail voting process shall be sent to each Member with the Newsletter which contains the notice of the Annual Meeting. The Newsletter may be in print or electronic form.*
Section 10.4 *Officers and Region Representatives shall be elected by a plurality of the ballots cast.*
Section 10.5: *All ballots shall be in the possession of the Election Committee no later than the start of the Annual Meeting.*

ARTICLE 11 – STANDING COMMITTEES
Section 11.1 *Standing Committees shall be those committees whose services are known to be required. Each Standing Committee shall be headed by a Chair and a Vice Chair with at least one (1) additional committee member.*
Section 11.2 *Standing Committees shall include, but are not necessarily limited to:*
11.2.a Elections Committee
11.2.b Finance Committee
11.2.c Library Committee
Section 11.3 *Additional Standing Committees may be established through Standing Rules.*

ARTICLE 12 – STANDING RULES
Section 12.1 *Standing Rules are the means of further defining the operation of the Society. Changes may be proposed at any regular meeting of the Board of Directors by any member of the Board, or by petition of at least ten (10) Members. Approval shall require a majority of the Board present and voting.*
Section 12.2 *A record of the standing rules of the Society shall be kept by the Secretary and shall be made available to the Board, and upon request, to any member of the Society.*
Section 12.3 *No Standing Rules shall be in conflict with these Bylaws.*

ARTICLE 13 – CHAPTERS AND SPECIAL INTEREST GROUPS
Section 13.1 *Any independent society of genealogy where some of the members are also Members of the Iowa Genealogical Society, may apply to the Board for the right to be known as a Chapter of the Iowa Genealogical Society.*
Section 13.2 *A Special Interest Group, also known as a SIG, shall be composed of Members who have a common interest in promoting a particular area of genealogical research.*

ARTICLE 14 – GUESTS
Section 14.1 *A Guest is a non-member who requests the privilege of accessing the Society's research collection or educational programs. Guests shall not have privileges of membership.*
Section 14.2 *Guests shall follow all rules and regulations of the Society.*

ARTICLE 15 – PARLIAMENTARY AUTHORITY
The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not

inconsistent with the Articles of Incorporation, these Bylaws, the Standing Rules, and any special rules the Society may adopt.

ARTICLE 16 – AMENDMENTS

Section 16.1 *Proposed amendments to these articles must be presented, in writing, to the Board of Directors at least one month previous to the regular Annual Business Meeting, to be read by the Secretary at the next annual meeting, when a vote on such amendments shall be taken. Notice of proposed amendments should be included in the Newsletter sent to Members prior to the Annual Business Meeting.*

Section 16.2 *Adoption of a Bylaws amendment requires a two-thirds (2/3s) affirmative vote of the Members present and voting.*

Section 16.3 *Adopted amendments become effective immediately upon adoption, but shall take effect at the close of the Annual Business Meeting, unless an adopted proviso presented at the time of adoption specifies implementation at a different time.*

Section 16.4 *Certain Articles of these Bylaws shall not be amended unless the Articles of Incorporation are first amended and filed with the Secretary of State: Article 1, dealing with the name and location; Article 2, dealing with purposes of the Society; Article 17, dealing with nondiscrimination; Article 19, dealing with indemnification; and Article 20, dealing with dissolution.*

ARTICLE 17 – NONDISCRIMINATION

The Society shall not discriminate in any of its policies or practices on the basis of race, color, religious affiliation, sex, sexual orientation, age, marital status, physical disability or medical condition, national or ethnic origin or citizenship.

ARTICLE 18 – PRIVATE INUREMENT AND OTHER PROHIBITED ACTIVITIES

Section 18.1 *The Society is not organized for profit. No part of the net earnings of the Society shall inure to the benefit of any director or officer of the Society, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes), and no director or officer of the Society, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Society.*

Section 18.2 *The Society shall operate solely for educational purposes as provided in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall limit its activities as required by an organization exempt under this Section of the Code.*

ARTICLE 19 – INDEMNIFICATION

Section 19.1 *Except as otherwise provided by law, any director, officer, employee, or agent of this Society shall be indemnified by the Society for liability, as defined in Section 851, subsection 5, of the Revised Iowa Nonprofit Corporation Act, to any person for any action taken, or any failure to take any action, except liability for any of the following: (1) receipt of a financial benefit to which the director is not entitled; (2) an intentional infliction of harm on the Society or its members; (3) a violation of Section 834 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. In order to be eligible for indemnification, a director*

must satisfy the requirements set forth in Section 852, subsection 1 of the Revised Iowa Nonprofit Corporation Act.
The Society may, by action of the Board, provide indemnification to such of the officers, employees and agents of the Society to such extent and to such effect as the Board shall determine to be appropriate and authorized by applicable law.
The rights and authority conferred in the Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Society, agreement, vote of members or disinterested directors, or otherwise. Any repeal or amendment of the Article by the members of the Society shall not adversely affect any right or protection of a director or officer existing at the time of such repeal or amendment.

ARTICLE 20 – DISSOLUTION
Upon the dissolution of the Society, the Board shall, after paying or making provision for the payment of all liabilities of the Society, distribute or convey, as the Board shall determine, all assets of the Society to any organization or organizations created or operated for nonprofit purposes similar to those of the Society as shall qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Society is then located, exclusively for the aforesaid purposes of the Society, or to such qualified organization or organizations as the court shall determine.

[These Articles were adopted by the membership of The Iowa Genealogical Society at the annual business meeting this 14th day of October, year of 2011.]