



# Rogue Valley Genealogical Society

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## BYLAWS OF THE ROGUE VALLEY GENEALOGICAL SOCIETY

### ARTICLE I - NAME

1. The name of this Corporation shall be the Rogue Valley Genealogical Society, hereinafter referred to as the "Society."
2. The Society owns and operates the Rogue Valley Genealogical Society Library, hereinafter referred to as the "Library."
3. The registered office of this Corporation shall be in Jackson County, State of Oregon.

### ARTICLE II – MISSION AND PURPOSE

1. The mission of the Society is to inspire interest in genealogy, inform and educate the public, and maintain a growing, sustainable library with a strong online presence.
2. The Society is organized as a nonprofit organization exclusively for education and research within the meaning of Section 501(c)(3) of the Internal Revenue Code and the laws of the State of Oregon.

### ARTICLE III - GOVERNING RULES

1. The Articles of Incorporation and Bylaws shall constitute the governing rules of the Society.
2. The conduct of meetings and any other matters not covered by the Articles of Incorporation or Bylaws shall be governed by the Oregon Revised Statutes.

### ARTICLE IV - FISCAL YEAR

The Fiscal Year shall be from January 1 through December 31.

### ARTICLE V – BOARD OF DIRECTORS

1. The governing body of the Society shall be the Board of Directors, hereinafter referred to as the "Board," which shall consist of at least five (5) elected officers including president, vice president, secretary, treasurer, and trustee, as well as past president (ex-officio), and the Directors appointed by the President and approved by the elected officers. All Board members must be Society members.
2. In the event the immediate past president is unable to serve, the Board shall select another eligible past president who is willing to serve. The past president is a voting member of the Board.
3. No person will hold more than one elected office.
4. An officer can be removed from office by a majority of Society member votes cast.
5. Directors shall be appointed by the president with approval of the elected officers to meet the needs of the Society.
6. Appointed directors will be sworn in by the same oath as elected officers at the first Society meeting following appointment.
7. Directors can be removed by a majority vote of the officers.

8. All elected and appointed positions shall be for a one (1) year term. Re-nomination and re-election are required to serve additional elected terms. Appointed positions may be reappointed and confirmed for additional one-year terms with no limit on the number of terms.
9. The term of office for all positions is January 1 through December 31.
10. A Board position shall be declared vacant when the Board member has been absent for three (3) consecutive meetings of the Board without adequate reason, and/or has consistently neglected the duties of the position. Each case shall be determined by consensus of the Board.
11. In the event an officer is temporarily unable to serve in their elected position or resigns prior to the end of the term, the president, with the approval of the Board, may appoint an interim officer to fill the position.
12. The secretary shall ensure that the Society maintains a current formal record of the names, contact information, and status of Board members. The contact information of Board members must be in the form of a street address, mailing address, or electronic address at which the Board member elects to receive notices and other messages from the Society.
13. Board position descriptions will be maintained by the Society.
14. The Board shall set Society and Library policies and shall control and manage the affairs and funds of the Society.
15. The Board shall meet prior to each regular or special meeting of the Society membership.
16. Any action which may be taken at any annual, regular, or special meeting of the Board may be taken by email without a meeting if:
  - a. the Society has a list of all Board members' email addresses.
  - b. the Society records a copy of the announcement and tally of the votes in the Board minutes.
  - c. The announcement shall be sent to each Board member at the email address recorded in the Society records and shall include:
    - i. a description of the action to be taken;
    - ii. a deadline to respond with a vote which may not be less than forty-eight (48) hours;
    - iii. a statement that a Board member may change their vote any time prior to the deadline; and
    - iv. an effective date if the action is intended to be effective at a date which is later than the deadline date.
  - d. Each Board member has only one vote and may not vote by proxy.
  - e. The affirmative vote of a simple majority of all Board members is an act of the Board if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.
17. The Board shall request preparation of an annual budget for the next fiscal year, and when approved, submit it to the membership for approval by the last Society meeting of the fiscal year.
18. The Board shall annually appoint an internal Financial Review Committee, composed of non-board members.
19. Board members shall:
  - a. understand and support the mission of the Society.
  - b. read and sign the Conflict of Interest Policy annually.
  - c. adhere to all Society policies.
  - d. base working relationships on equity and mutual respect.
  - e. adhere to professional standards of conduct when representing the Society.
  - f. promote the good of the Society rather than individual financial gain or personal interest.
  - g. have the right to inspect all Society records.
  - h. stay current and participate in board correspondence.

## **ARTICLE VI - MEMBERSHIP AND DUES**

1. Any person who supports the purposes of the Society may become a voting member by completing an application and paying the prescribed dues.
2. Members have the right to:
  - a. vote on any action that would reduce or eliminate the member's right to vote.
  - b. inspect and copy the Society's records as provided in ORS 65.774.
  - c. vote on dissolution of the Society.
  - d. elect officers.
3. A vote of the membership may be conducted (1) in a meeting; (2) by unanimous consent resolution; (3) by email voting; (4) by ballot per ORS 65.222.
4. Membership is automatically terminated for failure to pay dues.
5. Membership may be suspended or terminated by a majority vote of the Board following a fair and reasonable removal process that:
  - a. gives the member written notice of not less than 15 days before suspension or termination.
  - b. provides an opportunity not less than 5 days before the effective date of suspension or termination for the member to be heard, orally or in writing by the Board as provided for in ORS 65.034.
6. Life and Life Benefactor Membership
  - a. A Life or Life Benefactor Membership shall be a one-time payment to the Society to provide long-term financial stability to the organization through the endowment fund or other fund(s) as stipulated by the donor.
  - b. Life and Life Benefactor Memberships shall be available to an individual of any age. The payment is non-refundable and non-transferable.
7. Annual dues and Life Memberships shall be set by the Board and approved by a vote of the membership.
8. The membership director shall ensure that the Society maintains a current formal record of the names, contact information, and status of members including membership dates, street address, mailing address, or electronic address at which the member elects to receive notices and other messages from the Society.

## **ARTICLE VII – POLICIES**

1. The Society shall be nonprofit, nonpolitical, and nonsectarian.
2. The Society shall not discriminate in any of its policies or practices.
3. The properties and assets of the Society are irrevocably dedicated to education and research.
4. Society property, time, supplies, and/or equipment shall not be used for anything other than Board sanctioned Society business and/or activities.
5. No part of the net earnings, properties, assets, or activities of the Society shall accrue to the benefit of any private person or individual, of any member, or Board member of the Society, including a person related to or business associate of a Board member.
6. No individual may use a position in the Society for personal gain or to benefit another at the expense of the Society, its mission, its reputation, or the community it serves.
7. Ownership of any Board sanctioned project and any associated royalties and/or Copyrights rests solely with the Society.
8. The Society shall always act to preserve the physical and intellectual integrity of its library collection

which is:

- a. open and available for research by the public during business hours.
  - b. accessioned in permanent Society files following standard cataloging procedures.
  - c. maintained through replacement and disposal consistent with Society purposes and goals.
  - d. protected by security and fire alarm systems and insurance.
9. Dissolution of the Society:
- a. Dissolution of the Society is determined by a vote of the membership. The membership shall be kept notified of the proceedings until final disposition of assets.
  - b. The incumbent elected officers at the time of dissolution shall remain seated until the dissolution is completed, or an agent is named to act on the Society's behalf to complete the dissolution.
  - c. Copies of itemized asset lists, compiled at the direction of the officers, shall be made available to each member of the Board, and another copy will stay with the assets.
  - d. The Board shall dispose of all the liabilities of the Society.
  - e. The Board, within one (1) year of dissolution, shall donate the assets of the Society, including all acquisitions, to an organization within Jackson County whose mission is similar to the Society's as stated in Article II and said organization qualifies at the time as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. If, after the first year following dissolution, the officers are unable to find an organization organized under Section 501(c)(3) of the Internal Revenue Code within Jackson County, then the officers shall seek out an organization within Oregon that will accept the Society's assets.

## **ARTICLE VIII – MEETINGS**

1. The Society membership shall meet no less than twice a year. A quorum for any regular or special meeting of the Society shall consist of 15 members in attendance including not less than three (3) members of the Board. For this purpose, members include all honorary members and all individual members whose dues are paid to date.
2. Regular Board meetings shall be held monthly. A quorum of Board members is required to conduct business. A quorum is a majority of the members of the Board.
3. The time and location of Society and Board meetings shall be determined by the Board and prior notification provided to the membership at least seven (7) days prior to the meeting. Any changes shall be announced, posted, and published at least seven (7) days prior to any meeting except in the case of emergencies.
4. Special Board or Society meetings may be called by the president, the Board, or by request of members.
  - a. Members requesting a special meeting shall submit a written request to the Board signed by ten (10) members stating the purpose of the meeting.
  - b. Notification of special meetings shall be posted and published as outlined in Article VIII, Section 3.

## **ARTICLE IX – NOMINATIONS AND ELECTIONS**

1. The Nominating Committee shall consist of three (3) members recommended by the president and approved by the Board no later than the September Board meeting. Members of the Board are excluded from participation on this committee. The Nominating Committee will elect one (1) of its

- members as chair.
2. The Nominating Committee will select at least one (1) willing nominee for each office and report recommendations to the President and to the membership at a Society meeting.
  3. Following the report of the Committee, nominations from the floor will be accepted at two consecutive Society meetings.
  4. Officers will be elected at a Society meeting no later than December by a majority of member votes cast.
  5. Election will be by written ballot unless there is only one (1) candidate for each office, in which case, the president may request the secretary to cast a verbal consent resolution.
  6. Proxy voting is not allowed.

#### **ARTICLE X - LIBRARY MANAGEMENT**

1. The Society maintains an education & research library under the supervision of the Board.
2. The Rogue Valley Genealogical Society Library collection shall be catalogued, inventoried annually, and shall be accessible to both members and non-members for educational and genealogical research purposes.
3. The Board shall provide for the management of the Library and may either hire a library manager or appoint a volunteer director to oversee the daily operation of the Library and the preservation of the collection.

#### **ARTICLE XI – MEMBERSHIP PUBLICATIONS**

1. The Society will publish an electronic bulletin, *The Rogue Digger*, when material is available. It will be devoted primarily to informative articles containing genealogical research, historical data, and/or resource materials.
2. The Society will publish a monthly electronic newsletter. The main purpose of the newsletter is to keep members and other interested persons fully informed of Society and Library activities.

#### **ARTICLE XII – COORDINATORS & EDITORS**

Coordinators and editors are appointed by the president with approval of the Board to meet the needs of the Society and shall serve one-year terms with no limit on the number of terms. Duties are detailed and maintained by the society. All coordinators shall submit written reports, as necessary.

#### **ARTICLE XIII - COMMITTEES**

1. The Board has the authority to establish all Society committees.
2. Committees established by the Board are considered to be non-board level committees and as such do not have the authority to authorize expenditures outside the budget, adopt budgets, set policy, or establish new programs.
3. Any member may be a member of a committee, whether or not that person is on the Board.
4. The Financial Review Committee shall examine the accounts of the treasurer annually and report findings and recommendations to the Board.
5. The Budget Committee will prepare an annual budget for submission and approval by the Board and the general membership.
6. The Nominating Committee shall select from the membership at least one (1) candidate for each

elective office. See Article IX - Nominations and Elections.

7. The Book Committee shall be responsible for the library collection including coordinating the annual inventory, reviewing all donated materials, purchasing appropriate materials, and weeding the existing collection.
8. The Quilt Committee preserves and displays the Society's quilt collection and provides educational programs that focus on the relevance of quilts and other heirlooms to family history and genealogy.
9. The Education Committee is responsible for coordinating educational activities of the Society.

#### **ARTICLE XIV - INTEREST GROUPS**

1. Members with mutual interests may request authorization from the Board to form an interest group. Such groups may meet at the Library, subject to availability, and may publicize its meetings within the Society.
2. Interest groups may not use funds of the Society for their operation.

#### **ARTICLE XV – ENDOWMENT FUND**

1. The Society established an endowment fund in May 2007 for the purpose of future Society sustainability.
2. The Fund is administered by the Oregon Community Foundation under the terms of the Fund Agreement dated April 5, 2010. The terms of the agreement supersede any or all RVGS policies and these Bylaws.
3. The treasurer shall accept and receive legacies and endowment gifts made to the Society, crediting them to the established endowment fund or to a fund specified by the donor. Endowment gifts shall include memorial gifts and other gifts which designate the endowment fund as the recipient. Gifts for which no designation has been made by the donor, may be credited to the endowment fund at the discretion of the Board. Additions may also be made to the endowment fund from operating funds or special projects by action of the Board.
4. Once funds are added to the Endowment Fund, no principal or interest shall be withdrawn except in the case of extreme financial emergency and at least a three-fourths vote of the Board.

#### **ARTICLE XVI – AMENDMENTS**

1. These Bylaws may be amended or revised by a two-thirds (2/3) vote of the members at any Society meeting at which a quorum is present or by ballot as outlined in ORS 65.222.
2. All proposed amendment(s) to or a revision of these Bylaws must be submitted in writing to the Board and shall provide the wording of the entire paragraph(s) in which the change is requested.
3. After the Board approves the proposed amendment(s) or revision, the Board secretary or designee shall submit copies of the approved revision or amendment(s) to the membership at its next meeting and post the proposed changes for 1 (one) month. Members shall have 1 (one) month to submit in writing any objections, which will require further action by the Board.
4. After completion of the required notice, provided no written member objections have been presented, voting on the proposed revision or amendment(s) shall be at the next meeting of the Society.
5. The date of the most recent revision of these Bylaws will appear at the bottom of each page.

As required by these documents, this revision was posted and presented to the Society membership for

the required period. Receiving no written objections, these documents were approved at a Society meeting.

Signed: Kim Thurman  
Kim Thurman, RVGS President

Date: 17 May 2022

Approved by Society Membership, Date: 17 May 2022