

# UTAH GENEALOGICAL ASSOCIATION

## Revised Bylaws 13 April 2019

### ARTICLE 1– NAME AND PRINCIPAL OFFICE

- 1.1 The name of this organization is the Utah Genealogical Association (“UGA” or the “Association”), a nonprofit, educational organization.
- 1.2 Unless otherwise designated by the Board of Directors, the principal office of the Association shall be the residence of the Treasurer, and the postal address shall be P.O. Box 1144, Salt Lake City, Utah 84110.

### ARTICLE 2 – PURPOSE

UGA provides genealogical education and information through instruction and published media on state, national, and international family history topics, while promoting high standards and ethical practices among genealogists.

### ARTICLE 3 – MEMBERSHIP

Membership is open to all persons and organizations interested in genealogy and the Association’s purpose, and is available upon submission of the application form and payment of annual dues.

#### 3.1 Current Categories of Membership

- 3.1.1 Individual – one person.
- 3.1.2 Family – two persons residing in the same household.
- 3.1.3 Student – a person currently enrolled as a student at any educational institution.
- 3.1.4 Life Individual – one person.
- 3.1.5 Life Family – two persons residing in the same household.
- 3.1.6 Institutional – a society, library, educational, historical, or family history institution, or other organization.
- 3.1.7 The Board of Directors may change the categories of membership as needed.

#### 3.2 Dues

- 3.2.1 The Board of Directors shall determine the dues for the categories of membership and may adjust the amounts as needed.
- 3.2.2 Renewal dues shall be paid no later than the end of a 30-day grace period following the last month of the membership period, or the membership and all benefits shall automatically terminate.

### 3.3 Period of Membership

- 3.3.1 Membership is “annual,” for a period of twelve consecutive months. Individual or Family Memberships may be renewed for periods of one, two, or three years or converted to a Life membership.
- 3.3.2 The Board of Directors may pro rate dues or adjust membership periods as deemed necessary for membership renewals.
- 3.3.3 “Life” members continue to hold membership for life.

### 3.4 Membership Benefits

- 3.4.1 Voting – Each person in each category of membership, except Institutional, shall have one vote in elections or other voting that comes before the membership of the Association. Family memberships receive two votes. An Institutional member shall have only one vote for the entire member organization.
- 3.4.2 Member rates - Attendance at UGA functions will be at the individual member rate; student rates may vary. For Institutional and Family memberships, up to two individuals may attend UGA functions at the member rate.
- 3.4.3 Serial publications – Members receive all serial publications sent by the Association within the selected membership period. Institutional and Family memberships receive one copy of each publication. Students receive only electronic copies of UGA’s serial publications.
- 3.4.4 Service – Members are eligible for potential service as Association officers, Directors, or committee chairs.
- 3.4.5 Discounts – Members may receive special discounts on purchases, activities, etc. as offered by the Association. Institutional membership does not include affiliate discounts.
- 3.4.6 Meetings – Attend meetings in person or online. Receive access to archived recordings of past meetings. Fees may apply. Institutional membership does not include broadcasting webinars to their organization.
- 3.4.7 The Board of Directors may change the benefits of membership as needed.

### 3.5 Membership Meetings

- 3.5.1 Annual Meeting – An annual membership meeting shall be held each year. The meeting may be accessible online to accommodate members who live an extended distance from the physical location. It may be in conjunction with an annual conference or other major instructional event. The purpose of the meeting is to present the annual financial report and transact the regular business of the Association. The Association’s Executive Committee shall determine the date, time, and place of the meeting. Association members shall be notified at least thirty calendar days prior to the meeting. Twenty-five voting members shall constitute a quorum for conducting business at an annual membership meeting of the Association.
- 3.5.2 Special Meeting(s) – the President or Board of Directors of the Association may call a special meeting of the membership. The Association shall transact only the business for which the special meeting

was called. The date, time, and place of a special meeting shall be determined by whoever called the special meeting. Association members shall be notified at least thirty calendar days prior to the special meeting. Twenty-five voting members shall constitute a quorum for conducting business at a special meeting of the Association.

- 3.5.3 At the annual membership meeting or any special meeting of the membership, a member must be present to vote on any issue before the body of the Association. The word “present” is defined to be (1) physically present at the time and location where a meeting is being held if the meeting is not virtual, or (2) signed into the meeting during a live virtual presentation.

## **ARTICLE 4 – BOARD OF DIRECTORS**

### 4.1 Composition

- 4.1.1 The Board of Directors shall consist of twelve Directors, elected by the members of the Association.
- 4.1.2 The immediate Past-President of the Association may serve as an additional, but non-voting, member of the Board of Directors for a period of one year following his or her service as president in an advisory role.

### 4.2 Powers

- 4.2.1 The Board of Directors shall be the governing body of the Association.
- 4.2.2 The Board may delegate any of its powers, rights, and duties as it sees fit to committees, officers, Association subordinate units or persons, and such delegation may be general or limited to specific matters.
- 4.2.3 The Board accepts officer and committee reports and takes appropriate action on those items requested by various committees and others.
- 4.2.4 The Board may designate any number of advisors, or advisory board(s), to serve at the discretion of the Board, to assist the Association in meeting its purpose.
- 4.2.5 The Board may appoint, hire, or contract with one or more Administrative Assistants to serve the President and the Association.

### 4.3 General Duties of Directors

- 4.3.1 Promote the Association whenever possible.
- 4.3.2 Serve on at least one Board committee, as a member or the chair.
- 4.3.3 Fulfill any other assignments as requested by the President.
- 4.3.4 Assist other Association officers and Directors as requested in fulfilling their assignments.
- 4.3.5 Attend and actively participate in Board meetings.
- 4.3.6 Represent the will of the membership and the best interests of the Association in decision-making.
- 4.3.7 Participate in long-range planning for the Association.
- 4.3.8 Participate in budget oversight and approval.
- 4.3.9 Review committee reports prior to Board meetings.

#### 4.4 Meetings

- 4.4.1 Regular Meetings – At least six regularly scheduled meetings of the Board of Directors shall be held each calendar year at such time and place as the Board shall determine. Directors shall be notified of regular meetings no less than thirty calendar days before the date of the meeting.
- 4.4.2 Special Meetings – A special meeting of the Board of Directors may be called by the President or by written request, filed with the Executive Secretary, of at least three Directors. Directors shall be notified electronically of special meetings no less than seven days before the date of the meeting. The notice shall specify the purpose of the meeting and only the subjects specified in the notice shall be considered or acted upon at the special meeting.
- 4.4.3 Electronic or Telephone Meetings – The Board of Directors may “meet,” vote, transact business, or take actions through available electronic means for a regular or special meeting. Directors shall be notified of meetings electronically no less than seven days before the date of the meeting. The notice shall include instructions for participation, voting, etc. The Executive Secretary shall collect documentation of electronic or telephonic meetings. Participation by such means shall constitute presence in person.

#### 4.5 Voting and Transaction of Business

- 4.5.1 Six Directors shall constitute a quorum of the Board of Directors to transact business at meetings.
- 4.5.1 Only Executive Officers and Directors may vote on matters brought before the Board.
- 4.5.2 Unless otherwise specified in these Bylaws, a majority shall approve all actions of the Board, including voting.

#### 4.6 Conflict of Interest

- 4.6.1 A conflict or potential conflict of interest for a Director is the appearance of, or an actual direct, or indirect, personal or monetary interest due to the Director’s position on the Board of Directors.
- 4.6.2 Each Director shall disclose to the Board, in writing, all of the Director’s voluntary, commercial, monetary, personal, or other activities that pose a conflict or potential conflict of interest with or to the Association and its purpose or activities.

#### 4.7 Nominations and Election of Directors

- 4.7.1 Four Directors shall be elected to the Board each year.
- 4.7.2 Elections shall be held during the month of March each year.
- 4.7.3 The President, with ratification of the Board of Directors, shall appoint a Nominations Committee at least 45 days prior to the date of the election. Committee members shall have no conflicts of interest in serving on the Committee, and shall follow the Association’s Nominations Committee policies and procedures.

- 4.7.4 Any member of the Association may nominate any other member of the Association (including him/herself) to serve as a Director by submitting the candidate's name, address, telephone number, and email address to the Nominations Committee. It shall be the responsibility of the Nominations Committee to determine that the nominee is a current member of the Association and will serve if elected.
  - 4.7.5 A plurality shall elect Directors, and voting shall not be cumulative.
- 4.8 Term of Service and Limitations
- 4.8.1 Directors shall serve for a term of three consecutive calendar years, beginning April 1 and ending March 31.
  - 4.8.2 Directors shall be limited to two consecutive three-year terms, but may be re-elected after two years.
  - 4.8.3 Outgoing Directors shall deliver all records, Association materials, etc. pertaining to their offices to their successors within two weeks of the end of their service.
- 4.9 Vacancies and Removal of Directors
- 4.9.1 When a vacancy occurs on the Board of Directors by reason of resignation, death, incapacity, removal, or de facto resignation of any Director, the President shall have the authority to appoint a member of the Association to fill the unexpired term.
  - 4.9.2 The appointment must be ratified by the Board of Directors or it shall be deemed void.
  - 4.9.3 Two consecutive unexcused absences from regularly scheduled Board meetings shall be deemed a de facto resignation of a Director. Upon recommendation of the Executive Committee and concurrence of a two-thirds majority of the Board, the Director can then be dismissed and his/her position deemed vacant.
  - 4.9.4 A Director may also be removed by a two-thirds majority vote of the Board of Directors.

## **ARTICLE 5 – EXECUTIVE OFFICERS**

- 5.1 Enumeration
- 5.1.1 The Executive Officers of the Association shall be the President, First Vice President, Second Vice President, Executive Secretary, and Treasurer.
  - 5.1.2 The Executive Officers form the Executive Committee, each with a single vote in Committee matters.
- 5.2 General Duties
- 5.2.1 The President:
    - 5.2.1.1 shall be the Chair of the Board of Directors and the Chief Executive Officer, subject to the actions adopted by the Board of Directors, and the Association's policies and procedures;

- 5.2.1.2 shall preside at all regular and special meetings of the Association;
  - 5.2.1.3 shall divide oversight responsibilities for the various Association officers and committees among the President and the Vice Presidents;
  - 5.2.1.4 shall appoint, with ratification of the Board of Directors, all committee chairs and other officers of the Association, unless otherwise specified;
  - 5.2.1.5 may serve as an ex-officio member of all committees, except the Nominations Committee;
  - 5.2.1.6 shall prepare an annual budget for the Association, in cooperation with the Treasurer, as well as an ad hoc Finance Committee if desired, and submit it to the Board of Directors for approval;
  - 5.2.1.7 shall vote on issues before the Board only to break a tie vote.
- 5.2.2 First and Second Vice Presidents:
- 5.2.2.1 The First Vice President shall execute the powers and duties of the President during the absence or incapacity of the President;
  - 5.2.2.2 The Second Vice President shall execute the powers of the President during the absence or incapacity of both the President and First Vice President;
  - 5.2.2.3 The First and Second Vice Presidents shall provide oversight for the various Association officers and committees to which they are assigned, and according to Association policies and procedures.
- 5.2.3 The Executive Secretary:
- 5.2.3.1 shall take minutes at all Executive Committee and Board meetings;
  - 5.2.3.2 make meeting minutes available within seven days of the meeting for review;
  - 5.2.3.3 may serve as an Administrative Assistant to the President and the Association.
- 5.2.4 The Treasurer:
- 5.2.4.1 shall keep thorough and accurate accounting records, and shall prepare financial statements as requested by the President or Board of Directors;
  - 5.2.4.2 shall cooperate with the President, as well as the ad hoc Finance Committee if appointed, in preparing an annual budget for the Association;
  - 5.2.4.3 shall have authority to dispense the funds appropriated in the budget according to Association policies and procedures, with oversight by the Board of Directors;

- 5.2.4.4 shall be responsible for filing all reports required by the State of Utah, the Internal Revenue Service, and other state and federal agencies;
- 5.2.4.5 shall make all financial records of the Association available for audit no later than sixty calendar days prior to the annual membership meeting.

### 5.3 Fiduciary Duties

- 5.3.1 Only the President may enter into agreements or contracts on behalf of the Association, with the approval of the Executive Committee and notification to the Board at the next board meeting.
- 5.3.2 Members of the Executive Committee shall be the designated officers permitted to sign Association checks. However, the Executive Officers may appoint up to two other Directors to sign checks. No more than five individuals shall have authority to sign on the account.

### 5.4 Conflict of Interest

- 5.4.1 A conflict or potential conflict of interest for members of the Executive Committee is the same as that cited for Directors at 4.6.1.
- 5.4.2 Members of the Executive Committee shall comply with the same conflict of interest requirements cited for Directors at 4.6.2.

### 5.5 Elections and Appointment of Executive Officers

- 5.5.1 Following the annual election, the incoming Board of Directors shall elect from among their number a President, First Vice President, and Second Vice President.
- 5.5.2 The incoming President shall have been a member of the Board of Directors for at least one year immediately previous.
- 5.5.3 The incoming President shall appoint a Treasurer and an Executive Secretary.
- 5.5.4 The Board of Directors must ratify the appointments of the Treasurer and the Executive Secretary, each to serve at the pleasure of the President, or the appointments shall be deemed void.

### 5.6 Term of Service and Limitations

- 5.6.1 The President, First Vice President, and Second Vice President shall serve for a term of one year, beginning April 1 and ending March 31.
- 5.6.2 A Director is limited to six consecutive years as an Executive Officer, but may be re-elected as an Executive Officer after two years off the Board, if re-elected as a Director.
- 5.6.3 The Treasurer and Executive Secretary shall serve for a term of one year, beginning April 1 and ending March 31 but may be re-appointed at the discretion of the President and with the approval of a majority of the Board.
- 5.6.4 Outgoing Executive Officers will deliver all records, Association materials, etc. pertaining to their offices to their successors within two weeks of the end of their service.

## 5.7 Vacancies and Removal of Executive Officers

- 5.7.1 When a vacancy occurs in the position of President or either Vice President by reason of resignation, death, incapacity, removal, or de facto resignation, the Board of Directors shall elect, within forty-five calendar days, a member of the Board of Directors to fill the unexpired term.
- 5.7.2 When a vacancy occurs in the position of Treasurer or Executive Secretary, the President shall appoint a replacement within forty-five calendar days to fill the vacancy. The Board of Directors shall ratify the appointment.
- 5.7.3 If deemed in the best interests of the Association, any Executive Officer may be removed by action of a two-thirds majority vote of the Board of Directors at any regular or special meeting.

## **ARTICLE 6 – OTHER OFFICERS**

The President, with ratification of the Board of Directors, shall appoint (unless otherwise specified) Association members to serve as additional officers to assist in the work of the Association. Directors may be asked to fill positions as appropriate. Other officers, in addition to those listed below, may be appointed as needed to accomplish the purpose of the Association.

### 6.1 Enumeration

- 6.1.1 Parliamentarian – shall assist the President and other officers in following proper parliamentary procedures.
- 6.1.2 Serial Editors – shall produce, publish, and distribute the Association’s periodic publications.
- 6.1.3 Historian – shall collect and preserve Association items of historical interest and value.
- 6.1.4 Webmaster – shall maintain the Association website and assist with any Internet related projects or issues.
- 6.1.5 FGS Delegate – shall act as a representative of the Association in coordinating with and communicating information from the Federation of Genealogical Societies (FGS).
- 6.1.6 Conference Chair – shall chair the annual conference of the Association and assist with any other conferences in which UGA participates.
- 6.1.7 Membership Coordinator – shall welcome new members, provide reports on the growth of the organization, work with the administrative assistant to keep the membership data file updated, and assist officers and committees in identifying volunteers to staff activities of the Association.
- 6.1.8 Salt Lake Institute of Genealogy Director – shall direct the Salt Lake Institute of Genealogy.

### 6.2 Conflict of Interest

- 6.2.1 A conflict or potential conflict of interest for officers is the same as that cited for Directors at 4.



6.2.2 Officers shall comply with the same conflict of interest requirements for Directors cited at 4.6.2.

6.3 Term of Service and Limitations

6.3.1 Officers serve at the pleasure of the President and Board of Directors and may be removed at any time by majority vote of the same.

6.3.2 Outgoing officers will deliver all records, Association materials, etc. pertaining to their offices to their successors within two weeks of the end of their service.

**ARTICLE 7 – COMMITTEES OF THE BOARD**

7.1 Authorization, Term of Service, and Limitations

7.1.1 The President, with ratification of the Board of Directors, shall appoint the chair of each committee, except as otherwise specified in these bylaws or the Association's policies and procedures.

7.1.2 Each committee shall include at least one Board member, though not necessarily as committee chair.

7.1.3 Committee chairs and members serve at the pleasure of the President and Board of Directors and may be removed at any time by majority vote of the same.

7.1.4 Committees may establish subcommittees as needed.

7.1.5 All committees and subcommittees shall comply with their purpose and duties as specified in the Association's policies and procedures.

7.2 Meetings and Reports

7.2.1 Each committee shall meet periodically as determined by the committee chair.

7.2.2 Committee reports shall be submitted through the Executive Secretary to the Board of Directors one week prior to each meeting of the Board of Directors.

7.3 Standing Committees

Standing Committees of the Association shall be:

7.3.1 Executive: The Executive Committee shall provide organizational direction and advise the board on decisions and business matters as consistent with the UGA Bylaws.

7.3.2 Outreach: The Outreach Committee exists to promote the activities and programs of UGA.

7.3.3 Chapter Support: The Chapter Support Committee encourages the creation and continuation of specialized chapters that cater to UGA members of local communities and special-interest groups. It provides support in the areas of communication, advertising, coordination, and research expertise.

7.3.4 Education: The Education Committee exists to provide genealogical educational resources to the membership and public, both adults and

youth, in a variety of formats. The Education Committee will coordinate educational resources created by UGA committees.

7.3.5 Technology: The Technology Committee exists to evaluate and manage software and technology-related services and issues.

7.3.6 Membership: The Membership Committee supports current UGA members, answers questions of prospective members, keeps the membership database accurate, attends conferences where UGA has a presence, and communicates the needs of members to the Board of Directors.

#### 7.4 Ad Hoc Committees

Ad hoc Committees of the Association may be appointed as needed by the President. If an ad hoc Finance Committee is created, members should include the President, the Treasurer, and individuals well-versed in financial practices and theory who are independent of the Board and officers.

### **ARTICLE 8 – SUBORDINATE UNITS OF THE ASSOCIATION**

#### 8.1 Chapters

8.1.1 A chapter may be established in any location, with a minimum of ten charter members, with oversight of the Chapter Support Committee of the Association.

8.1.2 Each chapter shall actively support the purpose and activities of the Association.

8.1.3 Chapter officers and members shall comply with the Association's policies and procedures regarding chapters.

8.1.4 In the event of the dissolution of a chapter, any and all assets, monetary or otherwise, of or dedicated to the chapter, shall revert to the Association.

#### 8.2 Other Subordinate Units

8.2.1 The Board may establish other subordinate units, such as special interest groups, regional training groups, affiliates, etc., as deemed necessary to accomplish the purpose of the Association.

8.2.2 Subordinate units shall actively support the purpose and activities of the Association.

8.2.3 Subordinate units shall comply with the Association's policies and procedures regarding subordinate units.

8.2.4 In the event of the dissolution of a subordinate unit, any and all assets, monetary or otherwise, shall revert to the Association.

### **ARTICLE 9 – TAX STATUS AND FINANCES**

#### 9.1 Tax Exempt Status and Duration of the Association

9.1.1 The purpose of the Association shall not be altered or amended in any way that will cause the Association to lose its status as an exempt organization

under the provisions of Section 501(c)(3) of the Internal Revenue Service Code as it now exists or as it may be amended in the future.

9.1.2 The Association shall not participate in or intervene in any way in any political campaign on behalf of (or in opposition to) any candidate for public office.

9.1.3 The period of duration of the corporate existence of this nonprofit organization shall be perpetual, until dissolved or disincorporated according to law.

## 9.2 Fiscal Year and Assets

9.2.1 The fiscal year for the Association shall be April 1 to March 31.

9.2.2 No part of the assets of the Association, monetary or otherwise, shall be expended or used to or for the benefit, gain, or interest of any Director or officer of the Association, or to any individual, organization, or company. The Association shall be authorized, however, to pay reasonable compensation, payments, or distributions for services rendered to further the purpose of the Association with the knowledge and approval of the Board of Directors. Assets shall be expended only for the Association and its subordinate units.

9.2.3 All expenditures of the Association are to be budgeted in advance and approved by the Board. Exceptions may be granted upon approval of a majority vote of the Executive Committee in an amount up to \$500.00, or by a majority vote of the Board for greater amounts.

9.2.4 There shall be an annual review of the financial records and material assets of the Association, conducted by an audit committee consisting of not less than three members of the Association, or a professional accountant. Any officer or Board member who had the authority to sign checks during the year under review may not serve on the committee. The audit committee or a professional accountant shall submit a written report to the Board of Directors.

9.2.5 The Treasurer shall submit an annual financial balance sheet and categorized income statement to the members of the Association at the annual membership meeting.

9.2.6 In the event of the dissolution or other liquidation of the Association, all assets of the Association shall be transferred to one or more charitable or educational organizations that best exemplify the purposes for which the Association was created. Such organizations shall have been qualified as tax exempt under the provisions of Section 501(c)(3) of the Internal Revenue Service Code. The assets shall be transferred in such manner and in such proportions as shall be approved by a two-thirds majority vote of the Directors at a regular or special meeting.

## **ARTICLE 10 – AUTHORITY**

10.1 Parliamentary rules and procedures contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Association in all cases in which

they are applicable, and which are not inconsistent with the Association's Bylaws and any standing rules.

- 10.2 The Association shall create policies and procedures for operating. Policies shall be approved by the Board of Directors. Procedures may be changed as needed by officers and committees of the Association.

## **ARTICLE 11 – REVIEW AND AMENDMENT OF BYLAWS**

- 11.1 An ad hoc Bylaws Committee shall review these Bylaws not less than once every three years. The committee shall recommend any Bylaw amendments or revisions to the Board of Directors. The ad hoc Bylaws Committee chair shall be appointed by the President.
- 11.2 Amendments or revisions to these Bylaws shall be proposed by the Board of Directors or by petition of the members. Amendments or revisions proposed by the Board shall have been approved by a two-thirds vote of the Board. Amendments or revisions proposed by petition must bear the signatures of at least twenty members of the Association, and must be presented in writing to the President at least two months prior to a meeting of the membership in which a review of the amendments or revisions shall take place. This meeting may be accessible online.
- 11.3 At least one month prior to the meeting, the President shall cause a copy of the proposed amendments or revisions to be sent to each member of the Association.
- 11.4 The Bylaws shall be amended or revised at a meeting of the Association by a two-thirds majority vote of the membership present at the meeting. Voting may be conducted electronically.

[End of Bylaws]