

BYLAWS
OF THE CORPORATION OF
THE QUESTING HEIRS GENEALOGICAL SOCIETY
AS OF JANUARY 1, 2008

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. 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 shall be distributed according to the Articles of Incorporation of the Society.

SECTION 2. NON-POLITICAL STATUS

No substantial part of the activities of the 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 the Society and not otherwise. The Board 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:

_____ 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 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, and institutions shall receive the Society's publications upon payment of two-thirds (2/3) of the 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.

SECTION 2. QUALIFICATIONS AND ADMISSION OF MEMBERS

Membership in 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. DUES, FEES AND ASSESSMENTS

- (A) No fee shall be charged for making application in this Society.
- (B) The 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 4. MEMBERSHIP CARDS

The Board 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 and Second Vice President of the Society.

SECTION 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 and shall be made available for inspection by any member.

SECTION 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 or 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) His/her death.
- (C) 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. 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 7. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the Society shall cease on termination of membership as herein provided.

SECTION 8. REPRIMAND, SUSPENSION, 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 meeting of the members.

The member against whom the charges are filed shall be informed in writing ten (10) days prior to the meeting of the Board to consider the charges and shall have an opportunity to be heard in person or by counsel at said 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. ANNUAL MEETING

The members shall meet annually on the third (3rd) Sunday of November for the purpose of electing Officers/Directors and transacting other business as may come before the meeting. The annual meeting shall be held in Los Angeles County, California; at a time and place determined by the Board. 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. REGULAR MEETINGS

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

SECTION 3. SPECIAL MEETINGS

Special meetings of the members may be called by the President, by any two (2) Officers/Directors, or by members holding at least ten (10) percent of the voting power of the Society. 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. No action shall be taken on any of the following proposals at any meeting unless written notice of the general nature of the business or proposal has been given:

- (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 proposal to merge or consolidate with another domestic or foreign corporation.
- (C) A proposal to amend the Articles of Incorporation of the Society or these Bylaws.
- (D) 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 First-Class Mail[®] 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 in the 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 Secretary or other person designated by the President, or on the neglect or refusal of the person responsible for giving notice, by any Officer/Director.

SECTION 5. CONTENTS OF NOTICE

Notice of meetings 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 (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 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 these Bylaws, the Articles of Incorporation of the Society, or 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. Voting at duly held meetings shall be by voice vote. Election of 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.

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, or in the absence of both, by the Second Vice President, or in the absence of all three (3), by the Past President. The 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.

Meetings shall be governed by *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, with the Articles of Incorporation of the Society, or with the law.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. MEMBERS

The elected Officers/Directors and the Past President shall be known as the Board of Directors (Board).

SECTION 2. POWERS

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

SECTION 3. DUTIES

It shall be the duty of the Board to:

- (A) Perform any and all duties imposed on them collectively or individually by these Bylaws, by the Articles of Incorporation of the Society, or by law.
- (B) Appoint and remove, employ and discharge, and except as otherwise provided in 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.
- (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. 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 duties as specified in Section 3 of this Article.

SECTION 5. REGULAR 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 6. SPECIAL MEETINGS

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

The 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 personally three (3) days, or by First-Class Mail[®] at least seven (7) days, prior to the day of the meeting. Regular meetings of the Board 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 7. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board, except as otherwise provided in these 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 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 the loss of a quorum at the meeting due to a withdrawal of Officers/Directors from the meeting.

SECTION 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, unless these Bylaws, the Articles of Incorporation of the Society, or the law require a greater number.

SECTION 9. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President, or, in his/her absence, by the First Vice President, or in the absence of both, by the Second Vice President, or in the absence of all three (3), by the Past President. In his/her absence the Presiding Officer shall appoint another person to act as Secretary of that meeting.

Meetings shall be governed by *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, with the Articles of Incorporation of 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 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 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. OFFICERS/DIRECTORS

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

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

- (A) The President shall have served on the Board for at least one (1) year prior to 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.
- (B) 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 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 shall be:

- (1) To report to the general membership at the October meeting at least one (1) candidate for each office to be filled at the annual meeting. Other nominations may then be made from the floor at the October meeting or at the annual meeting prior to the election of the Officers/Directors at the 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) Officers/Directors shall be elected by a majority of the votes cast at the annual meeting, with installation at the December regular meeting.
- (E) Term of office for the elected Officers/Directors shall be for two (2) calendar years, with one-half (1/2) of the officers (President, First Vice President, Second Vice President, and one (1) Director at Large) elected in the even years and the other one-half (1/2) (Secretary, Treasurer, and two (2) Directors at Large) elected in the odd years.

SECTION 3. REMOVAL AND RESIGNATION

Any Officer/Director may be removed, with cause, by the Board, at any time. Any Officer/Director may resign at any time by giving written notice to the Board, 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 shall:

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

(B) **First 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, shall temporarily perform 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.
- (3) Plan for programs for monthly meetings.
- (4) Coordinate any special events deemed necessary by the Board.

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

- (1) In the absence of the President and First Vice President temporarily perform 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 or death of the President and First Vice President, the Second Vice President shall temporarily assume their duties until the vacancies are filled.
- (3) Promote membership in the Society.
- (4) Maintain membership records.
- (5) Prepare an annual membership roster.

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

- (1) Keep a book of minutes of proceedings of the Society and the Board.
- (2) Keep a log of all decisions made by the general membership and the Board.
- (3) Have custody of the charter, seal, and other important documents.
- (4) Receive, record, and distribute all incoming mail.

- (5) Carry on all correspondence as the Board or Society may direct.
- (6) Receive and file copies of all correspondence written by an official of the Society.

(E) Treasurer: The Treasurer shall:

- (1) Receive and be responsible for all dues and other funds received by the Society.
- (2) Keep accurate records thereof.
- (3) Deposit funds in a bank or other financial institution approved by the Board.
- (4) Pay bills and make purchases in accordance with procedures approved by the Board.
- (5) Submit financial reports to the Board at their regular meetings.
- (6) Prepare and present an annual budget to the Board.
- (7) Make his/her accounts available annually for an informal review and a report of this informal review shall be available for inspection by members at the 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, except as otherwise provided in these 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, 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 to the credit of the Society in such banks, trust companies, or other depositories as the Board may select.

SECTION 4. GIFTS

The Board 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 may order, a book of minutes of all meetings of 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 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 may be made by two-thirds (2/3) of the voting membership representing a quorum. 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 shall be made every two (2) years.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

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