

CONSTITUTION AND BYLAWS
OF THE
ARIZONA GENEALOGICAL ADVISORY BOARD

Adopted 9 January 2010

ARTICLE I - NAME

The name of this organization is the Arizona Genealogical Advisory Board, also known as AzGAB, an incorporated non-profit society under the laws of the State of Arizona and it shall conform to all rules and regulations of the Internal Revenue Code, Section 501(c)(3). The name was registered on 30 May 1989 with the Secretary of State, State of Arizona, Trade Number 087516. The name was re-registered on 15 December 2005 with the Secretary of State, State of Arizona, Trade Number 360403. (1/13/2007) The mailing address is P. O. Box 5641, Mesa, Arizona 85211-5641.

ARTICLE II – MISSION STATEMENT

AzGAB will facilitate education and communication among organizations and individuals who are dedicated to the promotion of genealogy and history. (1/14/2006)

ARTICLE III - OBJECTIVES

1. The primary purpose of AzGAB shall be to facilitate communication among organizations and individuals who are dedicated to the promotion of genealogy and family history. (1/9/2010)
2. AzGAB shall facilitate and foster an atmosphere for the opportunity to educate its members and the genealogical community with regard to information resources, standards, and ethics.
3. AzGAB shall facilitate the dissemination of information to its members with regard to the availability, the use, and the preservation of multimedia material. (1/9/2010)
4. AzGAB shall keep its members informed of the changes in legislation with regard to the preservation of records and the public access to those records. AzGAB shall express its concern regarding these issues where it is appropriate.
5. AzGAB shall undertake and promote such projects as the Arizona Genealogical Advisory Board of Directors approves.
6. Membership shall be open to any public or private society, group, library, museum, professional or individual researcher, and family historian sharing the purposes of this organization. (1/14/2006) Each member society shall retain its own autonomy as an organization. (1/9/2010)

ARTICLE IV - MEMBERSHIP AND DUES

Section A. Membership. Any applicant interested in furthering the objectives of AzGAB shall be eligible for membership upon submission of completed application form and payment of dues.

Section B. Dues. Annual dues shall be payable January 1. If dues are not received by March 1, the name shall be removed from the membership roll. The Board shall determine the amount of the annual dues. The membership chair will notify members of delinquent dues, and report such delinquencies to the board of directors. (1/3/2004)

Section C. Voting Membership. Each member and/or delegate of a member organization shall be entitled to one vote on each issue that comes before the membership at any meeting of the membership. (1/3/2004)

Section D. Fiscal Year. The membership and fiscal year of AzGAB shall run from January 1 through December 31.

Section E. Delegates. Each member organization shall provide the Membership Chair of AzGAB in writing the name and address of its current delegate. (1/13/2007)

ARTICLE V - MEETINGS

Section A. Special Board Meetings. Special Board Meetings may be called by the President, or at the written request of three members of the Board of Directors.

Section B. Standing Committee Meetings. Standing Committee Meetings shall be called by the Committee Chair or by the Board of Directors. (1/6/1996)

Section C. Annual Membership Meeting. The Annual Membership Meeting shall be held in January to coincide with the January Board Meeting. (1/6/1996)

Section D. Quorum. A Quorum shall be present for purposes of conducting all business at meetings of the Board of Directors and membership. Five (5) members of the Board of Directors including one of the officers shall constitute a quorum for Board Meetings. The presence of twenty-five percent (25%) of the membership including five (5) board members, shall constitute a quorum for any meeting of the membership. (1/4/2003)

Section E. Voting at Board of Directors Meetings. Only members of the Board of Directors shall vote at meetings of the Board of Directors. The Board shall consist of the President, Vice-President, Secretary, Treasurer, Historian, Immediate Past President, one delegate from each of the member organizations and the Chair of each of the Standing Committees. Said committees are Arizona Pioneer Certificate Project, Arizona Project Registry, Legislative, Membership, Newsletter, Preservation, Public Relations, and Publications. (1/9/2010)

Section F. Voting at Annual and Other Membership Meetings. Members of the Board of Directors, individuals, professionals and delegates of libraries, societies and other organizations may vote at any meeting of the membership, provided their individual, professional, or organization's membership is current. (1/3/2004)

Section G. Majority Vote. Except for motions to amend the Articles of Incorporation and Bylaws, all motions and elections shall require a majority vote (more than half) of the qualified members present and voting at any meeting for a motion to pass or to elect a person to an office. (1/6/1996)

Section H. Proxy Voting.

1. Proxy voting shall not be allowed at meetings of the Board of Directors.
2. Proxy voting at any membership meeting shall be permitted if the member organization files written notification of the substitute representative with the Secretary of AzGAB prior to the start of the meeting. (1/4/2003)

ARTICLE VI - OFFICERS

Section A. Officers. The Officers of AzGAB shall be the President, Vice President, Secretary, Treasurer, and Historian.

Section B. Election. Election of the Officers shall be at the Annual Membership Meeting for a term of one year to be effective immediately upon election. (1/6/1996)

ARTICLE VII - BOARD OF DIRECTORS

Section A. The Board of Directors shall consist of the Officers of AzGAB, one delegate from each of the member organizations, the Immediate Past President, and the Chair of each Standing Committee. (1/3/2004)

All officers and chairs must be paid members of AzGAB or the delegate of a member organization. (1/3/2004)

Section B. Any vacancy occurring on the Board of Directors, with the exception of the President and the delegates may be filled until the next Annual Membership Meeting by a majority vote of the remaining members of the Board of Directors. The Vice-President shall fill the vacant office of President. Each member organization shall designate a delegate to fill their vacant seat on the Board of Directors. (1/13/2007)

Section C. There shall be at least one meeting in each quarter. (1/6/1996)

Section D. The Board of Directors shall transact any and all business of AzGAB.

Section E. All motions shall require a majority vote of the Board members present and voting to pass. (1/6/1996)

Section F. In the event that board action is necessary between scheduled board meetings, an email discussion may be called by the President or at the written request of three (3) officers of the Board of Directors. After an email vote, the Secretary shall file the printout of such vote and the decision ratified at the next regular board meeting. Should a board member not have access to an email account, the Secretary shall attempt to make telephone contact with that member and post any comments on the email for others to view. The secretary shall record the telephone and email votes. (1/4/2003)

ARTICLE VIII - DUTIES OF OFFICERS

Section A. President. The President shall:

1. Preside at all Board Meetings;
2. Appoint all Chairs of any temporary committees, with the approval of the Board of Directors; (1/6/1996)
3. Appoint the webmaster with the approval of the board of directors; *Effective date for this change will be December 31, 2010.* (1/9/2010)
4. Sign, with the Treasurer, all contracts and documents authorized by the Board of Directors;
5. Be an ex-officio member of all committees, except the Nominating Committee.

Section B. Vice President. The Vice President shall:

1. Assume the duties of the President in the absence of, or at the request of the President and/or the Board of Directors.
2. Assume the duties of the President for the remaining term of office in the event of a vacancy in the office of President.
3. Chair the committee to plan, execute, and report on the annual workshop. (1/4/2003)

Section C. Secretary. The Secretary shall:

1. Be the Secretary of AzGAB and the custodian of its records except such as are specifically assigned to others;
2. Keep a record of the proceedings of AzGAB, and preserve committee reports among the records for which he/she is responsible;
3. Maintain a current inventory of all legal documents, records and equipment belonging to AzGAB;
4. Maintain a duplicate membership list;
5. Conduct the correspondence of AzGAB and maintain a file of such;
6. Assume any other duties designated by the Board of Directors.

Section D. Treasurer. The Treasurer shall:

1. Be custodian of all funds of AzGAB;
2. Sign checks in any amount for items, which were approved by the Board of Directors in AzGAB's yearly budget. Any item that exceeds \$100.00 and is not included in the yearly budget may not be applied to the miscellaneous portion of the budget, and approval of the Board of Directors must be obtained before the check is written. (1/8/2000);
3. Sign, with the President, all contracts and documents authorized by the Board of Directors;
4. Make all financial records available for inspection by any member at the Annual Membership Meeting and for an Audit Committee appointed by the Board at any change of Treasurer and at the end of the fiscal year. (1/6/1996);

5. At the close of each fiscal year the Treasurer shall prepare an Annual Financial Report no later than February 15 of each year. Copies of said report shall be provided to the President and the Newsletter editor for publication in the March Newsletter. (1/6/1996);
6. Serve as Chair of the Budget and Finance, with appointed assistants, shall present a statement of finances at each meeting of the Board of Directors and at the Annual Membership Meeting. (1/13/2007)

Section E. Historian. The Historian shall:

1. Collect and preserve all items of historical interest in AzGAB;
2. Keep the permanent issues of the Newsletter from which information shall be given to the membership and the public upon request; (1/6/1996)
3. Shall keep a file of all current projects of the Standing Committees;
4. Keep and have available for reference at Board Meetings one book in which AzGAB's Charter, Bylaws, and Standing Rules are kept current.

ARTICLE IX - STANDING COMMITTEES

Section A. Types. The Standing Committees shall consist of the Arizona Pioneer Certificate Project, Arizona Project Registry, Legislative, Membership, Newsletter, Preservation, Public Relations, and Publications. (1/9/2010)

Section B. Election. The election of the Chairs of the Standing Committees shall be at the Annual Membership Meeting for a term of one year to be effective immediately upon election. (1/10/1998)

ARTICLE X - SPECIAL COMMITTEES

Section A. Appointments. Special committees of AzGAB shall be appointed at the request of the Board of Directors and/or the President. (1/13/2007)

1. Members of special committees may be appointed by the President and may include individuals holding membership within a member society, as well as individual members of AzGAB. (1/13/2007)
2. The President shall appoint the FGS delegate, a representative to the FGS/NGS Records Preservation and Access Committee, and a representative to the Friends of Arizona Archives. (1/13/2007)
3. The President shall appoint a member to maintain the calendar of events and the Arizona Genealogical Societies Monthly Meeting List. (1/13/2007)

Section B. Audit Committee. One special committee shall be the Audit Committee which shall be appointed upon change of Treasurer, at the end of the fiscal year, or at such other times as the Board of Directors determines, and it shall consist of three members from AzGAB appointed by the Board. (1/13/2007)

Section C. Budget and Finance Committee. One special committee shall be the Budget and Finance Committee, consisting of three appointed members, plus the Treasurer who will be the Chair. This Committee shall prepare a budget to present to the Board of Directors at the January board meeting. (1/13/2007)

Section D. Bylaws Committee. One special committee shall be the Bylaws Committee which shall receive any proposal to amend the Bylaws, present proposals to the Board of Directors at the November Board meeting, publish proposed amendments in the November Newsletter, and present such proposals to the membership at the Annual Meeting. (1/13/2007)

Section E. Nominating Committee. One special committee shall be the Nominating Committee, which shall consist of three members; one appointed by the Board of Directors, one elected at the Annual Membership Meeting and the Immediate Past President or if unavailable to serve, the Past President that preceded the Immediate Past President. This Committee shall report the list of candidates to the Board of Directors in time for publication in the November newsletter. (1/13/2007)

ARTICLE XI - NOMINATIONS AND ELECTIONS

Section A. Elections.

1. Elections shall be held at the Annual Membership Meetings;
2. The Nominating Committee shall present a list of at least one nominee for each office and Standing Committee Chair, to the Board of Directors and for publication in the November Newsletter. (1/6/1996)
3. Nominations may be made by the membership from the floor at the Annual Membership Meeting, provided each nominee is present or has given written consent to serve if elected. (1/6/1996)

Section B. Voting.

1. Those members whose dues are currently paid in full may vote in AzGAB elections.
2. Member organizations shall have one delegate with one vote on each issue. Said member organizations shall advise the Membership Chair in writing of the name of the society delegate or designated substitute prior to any voting by that representative at the Annual Membership Meeting. (1/13/2007)
3. Voting shall be by written ballot only. Majority vote elects.

ARTICLE XII - DISSOLUTION OF AzGAB

In the event of the dissolution of AzGAB, all assets and the monies of AzGAB shall be used to purchase or enhance genealogical materials and be placed as a special committee of at least five (5) members decides. Dissolution shall be in accordance with IRS 501(c)(3).

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order: Newly Revised shall govern AzGAB in all cases in which they are applicable, and which are not inconsistent with these Bylaws and any Standing Rules. (1/8/2000)

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended only at the Annual Membership Meeting by a two-thirds (2/3) vote of those voting, using the following procedures:

Section A. Any member may submit proposals to amend the Bylaws. All proposals shall be submitted to the Board of Directors prior to August 31. The Board of Directors will forward suggestions to the Chair of the Bylaws Committee as soon as possible. (1/8/2000) Proposed amendments shall be published in the November Newsletter. All proposals shall be submitted to the membership. (1/7/1995)

Section B. Time an amendment takes effect. An amendment to the Bylaws shall go into effect at the end of the meeting upon its adoption unless the motion to adopt specifies another time for its becoming effective. (1/6/1996)

For the purpose of electing the new standing committee chairs and the Nominating Committee at the annual meeting where that section is accepted, these proposed amendments shall become effected immediately upon the results of the vote. (1/4/2003)

These Bylaws were adopted by the membership of the Arizona Genealogical Advisory Board (AzGAB) on 9 January 2010.