

By majority vote, the members of the Gastineau Genealogical Society ratified the original Charter of this Society on 26 October 1985, adopt Amended Articles I and III on 10 October 1992, on 29 February 2020 adopted Amended Articles III, IV, VII and VIII and on 25 September 2021 all Charter Articles and By-Laws were substantially reworded and/or restated and some subject matters relocated within the document.

## **CHARTER & BY-LAWS**

### **GASTINEAU GENEALOGICAL SOCIETY**

#### **ARTICLE I – NAME**

The name of this organization is Gastineau Genealogical Society, hereinafter referred to as “the Society”.

#### **ARTICLE II – OBJECTIVES**

The objectives and purposes of the Society are:

1. To be organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code including but not limited to:
  - a) promote family history research by providing educational and research opportunities,
  - b) offer community services in related fields,
  - c) maintain a depository of genealogical reference materials (e.g. books, periodicals, foreign language dictionaries) with emphasis on Alaska, Yukon Territory and British Columbia,
  - d) collect, preserve and publish genealogical and historical records.
2. Notwithstanding any other provisions of these Articles, the Society shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE III – MEMBERSHIP**

Membership shall be open to any person interested in the objectives of the Society and who shares the same common interests in genealogical research. Each member shall be entitled to one vote on each matter submitted to a vote of the members. A majority vote shall be 51% or more of the active members present at a meeting.

#### **ARTICLE IV – TERM OF EXISTENCE**

The Society shall have perpetual existence.

## **ARTICLE V – BOARD OF DIRECTORS**

1. The property, business, and affairs of the Society shall be managed by a Board of Directors (hereinafter referred to as “the Board”) and shall include the following:
  - a) establish and be responsible for long-range planning,
  - b) oversee the financial status of the organization,
  - c) take actions or set policies or priorities to further the common interests of the members,
  - d) maintain property including oversight of library materials belonging to the Society,
  - e) at minimum, hold one Society meeting annually and provide educational opportunities for members.
2. The Board shall consist of elected officers and shall meet upon call of the president or other Board member.

The members of the Society shall elect a president, vice-president, secretary, and treasurer, each of whom shall serve for a period of two years and who make up the Board. Newly elected officers will assume their duties at the end of the meeting in which they were elected.

Nominations for officers shall be made from the floor at the regular meeting in September and shall be made in order: president, vice-president, secretary, treasurer. Elected officers may share an office if approved by a majority of vote of the voting body of members present at the meeting. Board members must be active Society members.

It is the intention that a staggered Directorate be maintained. To implement and maintain a staggered Directorate, the Board may hold seats in future elections open for one or two year terms, when necessary or appropriate.

3. Resignation
  - a) Resignation of an officer is effective when received by the Board in writing unless a later date is stated.
  - b) Vacancies in the Board shall be filled by appointment by a majority vote of the remaining officers for the remainder of the unexpired term.

## **ARTICLE VI – OFFICERS**

The members of the Society shall elect a president, vice-president, treasurer, and secretary; each of whom shall serve for a period of two years and whose principal duties include:

The president shall:

- a) preside at all regular and Board meetings of the Society,
- b) be an ex-officio member of all committees except any nominating committee,

- c) solicit volunteer efforts by members and appoint committees or chairpersons as needed,
- d) obligate and/or expend Society funds as required in the conduct of Society business,
- e) direct and coordinate Board and Society activities,
- f) perform other duties which might arise in the lawful conduct of Society business.

The vice-president shall:

- a) assist the president,
- b) perform the duties of the president in the absence or inability of that officer to serve,
- c) serve as program chair.

The secretary shall:

- a) preside in the absence of the president and vice-president,
- b) record the minutes, roll call, and resolutions of Society meetings and preserve all minutes, reports, membership rosters, records and fund documents of the Society,
- c) assure that the general membership is informed of Society activities,
- d) perform other duties as assigned.

The treasurer shall:

- a) preside in the absence of the president, vice-president, and secretary,
- b) maintain Society bank accounts and perform bookkeeping functions, periodically reporting the financial condition of the Society,
- c) collect and record all voluntary contributions, dues, and other monies required, and otherwise raise and expend funds in furtherance of the Society's goals,
- d) pay bills as directed by the Board and/or Society,
- e) perform other duties as assigned.

## **ARTICLE VII – MEETINGS**

Society meetings shall be scheduled at times and places set by the Board. Those members present at a duly announced meeting shall constitute a quorum on all matters, including voting, regardless of importance. Meetings shall be noticed by mail (electronic or hard-copy).

One Board member shall be necessary and sufficient at all announced regular meetings to constitute a quorum for the transaction of business.

## **ARTICLE VIII – FINANCES**

1. No part of the Society's earnings will inure to the benefit of any individual.
2. When necessary to purchase items for the Society, the member making the purchase shall first obtain pre-approval from the Board, purchase the item in their own name, and seek reimbursement by the Society.

3. If membership dues are required, the dues shall be established and amount set by a simple majority vote of the Society. The amount of dues may be adjusted as an item of regular business at the beginning of the Society year without modifying the By-Laws of the Society.

4. Authorized signers on financial accounts shall be the treasurer and at least one other officer.

### **ARTICLE IX – DISSOLUTION**

1. The Society may be dissolved by a majority vote of all members present at a regular meeting or at a meeting held for that purpose.

2. Upon the dissolution of the Society, the officers shall, after paying or making provisions for payment of all obligations of the Society, offer all remaining assets of the organization to another similar organization, organized and operated solely for charitable or education purposes or shall be distributed to a state or local government for a public purpose.

### **ARTICLE X – AMENDMENTS**

Amendments or additional By-Laws maybe passed at any regular or special meeting by an affirmative majority vote of the voting members present and in good standing, provided that appropriate notice of such intent has been presented in writing (electronic or hardcopy) to membership at least 14 days before such meeting. Amended Charter & By-Laws shall be announced and become effective immediately upon being passed by the Society unless a different date is specified at ballot.

### **ARTICLE XI – MATTERS NOT COVERED IN CHARTER & BY-LAWS**

Matters not covered by this Charter & By-Laws shall be determined at the discretion of the president and with the concurrence of the other Officers and shall be brought to the attention of the membership for their concurrence, or refusal, at the next Article VII meeting.

The above Charter Articles & By-Laws rewrites and amendments were properly presented to the membership on September 25, 2021, all voted on, and all passed by the requisite vote of members present. The adoption was moved, seconded and affirmed by this Board, as currently constituted, on this 25<sup>th</sup> day of September, 2021.

By order of the Board of Directors, Gastineau Genealogical Society  
Gary Kostenko, President - September 25, 2021

Adopted 9/25/2021