

**BYLAWS OF**  
**GENEALOGICAL SOCIETY OF RIVERSIDE**  
**EFFECTIVE AS OF OCTOBER 14, 2006**

**ARTICLE I. OFFICES**

**Principal office**

Section 1.01. The principal office of the Corporation for its transaction of business is located in the City of Riverside and County of Riverside.

**Change of Address**

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another In Riverside, California. Any such Change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE II. MEMBERS**

**Classification of Members**

Section 2.01. The Corporation shall have only one class of member only, and each member shall have equal voting and other rights. No person shall hold more than one membership in the Corporation.

**Eligibility for Membership**

Section 2.02. Any person, as defined in Section 5065 of the Corporation Code, is eligible and qualified to be a member of the Corporation, who is interested in promoting the purposes of the organization.

**Admission to Membership**

Section 2.03. Any person, eligible for membership under Section 2.02 of these Bylaws and qualified for membership under Section 2.03 of these Bylaws, shall be admitted to membership only on the approval of the Board of Directors or Membership Committee duly authorized, by resolution, to admit members on an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and payment of the first annual dues as specified in Section 2.04 of these Bylaws.

Dues

Section 2.04. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors, but in no event shall the annual dues exceed the amount of \$50.00. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member on learning of the amount of dues determined by the Board of Directors, may avoid liability for the dues by promptly resigning from membership except where the member is, by contract or otherwise, liable for the dues. To be a Member in Good Standing, the member shall pay the annual dues on or before July 1<sup>st</sup>, at the beginning of the Society Fiscal Year, which begins July 1<sup>st</sup> and ends June 30<sup>th</sup> of the following year. Dues shall become delinquent if not paid prior to July 31<sup>st</sup>.

Assessments

Section 2.05. Memberships shall be non-assessable.

Number of Members

Section 2.06. There shall be no limit of the number of members the Corporation may admit.

Transferability of Membership

Section 2.07. Neither the membership in the Corporation nor any right in the membership may be transferred or assigned for value or otherwise.

Membership Book

Section 2.08. The Corporation shall keep in written form, or in any form capable of being converted into written form a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law.

Inspection Rights of Members

Demand

Section 2.09. (a) Subject to the Corporation's rights to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Corporation provides a reasonable alternative, a member satisfying the qualifications set in Corporations Code, section 6330 (b) may exercise the rights of inspection set forth in Corporations Code, Section 6330 (a).

Nonliability of Members

Section 2.10. A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligation, or liabilities of the Corporation.

Termination of Membership

Causes

Section 2.11. (a) The membership and all rights of membership shall terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a member;
- (4) The dissolution of corporate members;
- (5) the nonpayment of dues; and
- (6) The determination by the Board of Directors, or a committee designated to make such determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation;

Procedure for Termination

(b) The membership of any member who fails to pay his or her dues when due or within thirty (30) days thereafter, or is otherwise subject to termination shall automatically terminate at the end of such thirty-(30)-day period, provided such member was given both a fifteen (15) days prior written notice of the termination stating the reason therefore and a timely opportunity to be heard on the matter of termination. The notices shall be given personally to such member or sent by first-class or registered mail to the last address of such member as show on the records of the Corporation. The opportunity to be heard may, at he elections of such member, be oral, or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at a place designated on the notice and presided over by the President, who shall perform the following duties:

- (1) Read the charges against the subject member;
- (2) Require that the charges be verified by the testimony of the person or persons making them;
- (3) Hear any other witness against subject member;
- (4) Allow the subject member to cross-examine each witness following the testimony of that witness;
- (5) Allow the subject member to make a statement in his or her own behalf;
- (6) Allow the subject member to call witness in his or her own behalf; and
- (7) Allow the members of the board or committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that the proposed termination not take place.

#### Effect of Termination

(c) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services, or benefits actually rendered, dues, assessments, or fees, or arising from a contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

### ARTICLE III. MEETING OF MEMBERS

#### Place

Section 3.01. Meetings of members shall be held at the principal office of the said Corporation or a such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

#### Regular Meetings

Section 3.02. Regular meetings of members shall be held monthly, except during July and August, for the purpose of transacting such proper business as may come before the meeting, and on the meeting held on the second Saturday in May each year there shall take place the election of Directors and officers for such terms as are fixed in Section 4.03 of these Bylaws.

#### Special Meetings

Section 3.03. Special meetings of members shall be called by the Board of Directors or the Chairman of the President of the Corporation, or names and titles of other persons, and held at such place within the State of California as is fixed in Section 3.01 of these Bylaws or a such times and places within the State of California as may be ordered by the resolution of the Board of Directors. Five (5) percent or more of the members of the Corporation may call special meeting for any lawful purpose.

#### Notice of Meetings

Section 3.04. Written notice of any meeting of members in which election of officers or other significant actions shall take place, shall be either personally delivered or mailed by first-class or registers or certified United States mail, postage prepaid, fifteen (15) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice may be part of the Lifeline periodical and shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation or by publication in any newspaper of general circulation in the county In which the principal office of the Corporation is located. Notices for all meetings, regular and special, shall conform to the requirements of Corporations Code, Section 5511.

#### Quorum

Section 3.05. A quorum at any meeting of members shall consist of thirty-five (35) percent of the total membership.

#### Loss of Quorum

Section 3.06. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.07. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Voting of Membership

One Vote per Member

Section 3.08. (a) Each member is entitled to one vote on each matter submitted to a vote of the members.

Record Date of Membership

(b) The record date for the purpose of determining the members entitled to notice of any meeting of members is forty (40) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is twenty (20) days prior to such other action.

Method of Voting

(c) Any election by the option of the Board of Directors may be by voice vote, show of hands, or secret ballot. Election of officers and directors shall be by secret ballot, if a member so requests at the meeting and before voting begins.

Voting by Written Ballot

Section 3.09. Where the Corporation has or will have 100 or more members add: The form of written ballots distributed to ten (10) or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter of group or related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Conduct of Meetings

Chairman

Section 3.10. (a) The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person shall be Chairman of and shall preside over the meetings of the members.

Secretary of Meetings

(b) The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

Parliamentary Procedure

(c) Roberts Rules of Order Revised, shall be the authority on parliamentary procedure in all meetings of members.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall have Twelve (12) or more Directors collectively, the Directors shall be known as the Board of Directors. Four (4) Directors shall be elected at large, the remaining shall be the eight current officers of the Corporation as listed in Article 5 of these Bylaws.

Qualifications

Section 4.02. The Directors of the Corporation shall be residents of the State of California and members of the Corporation.

Terms of Office

Section 4.03. Each Director at large shall hold office for a term of two years and until such Director's successor is elected and qualifies under Section 4.02 of these Bylaws. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, such Director shall hold office until his or her removal and his or her successor is elected and qualifies. Two directors at large shall be elected in even numbered years and two in odd numbered years. Each officer shall hold office for a term of one year and until such officer's successor is elected and qualifies under Section 4.02 of these Bylaws. Each officer shall have a term limit of not more than three terms, except in the absence of a nominee, and

must be approved by the general membership. An officer who takes office during the year is entitled to three full terms after the partial year is completed

Nomination

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

Section 4.05. The Directors and officers shall be elected at each annual meeting in May as prescribed by Section 3.02 of these Bylaws or by written ballot as authorized by Section 3.08 of these Bylaws.

The candidates receiving the highest number of votes (up to the number of Directors at large for that position to be elected) are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws.

Compensation

Section 4.06. The Directors shall serve without compensation.

Meetings of the Board of Directors

Call of Meetings

Section 4.07. (a) Meetings of the Board may be called by the President or any Vice-President or the Secretary or any two (2) Directors.

Place of Meetings

(b) All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

Time of Regular Meetings

(c) Regular meetings of the Board shall be held, as called by the President, once each month, except July and August.

Special Meetings

(d) Special meetings of the Board may be called by the President or any Vice-President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, or on forty-eight hours notice delivered personally or by telephone or telegraph. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum for Board Meetings

(e) Five Directors shall constitute a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

(g) Any Director selected by the Directors present shall preside at meetings of the Board of Directors, The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

(h) A majority of the Directors present, whether or not a Quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment,

Action Without Meeting

Section 4.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. The officers of the Corporation and their duties shall be as follows:

a. The President shall preside at all meetings and be Chief Officer of the Society, having general supervision of all activities, and be the Official Representative of the Society.

b. The First Vice-President-Programs shall perform the duties of the President in the President's absence, and shall arrange the Programs for the Monthly Meetings and be in charge of all Classes of Instruction, and Workshop Programs, and other Educational programs.

c. The Second Vice-President-Membership shall, in the absence of the President and First Vice-President, perform the duties of the President, and shall be in charge of those activities involved in the soliciting and enrolling of new members, collecting the initial annual dues, and maintaining a complete record of attendance at meetings and a current list of members in good standing.

d. The Recording Secretary shall keep all minutes of Society Meetings and those of the Board of Directors, and shall maintain a complete file of reports and records, and have custody of the Articles of Incorporation, and Bylaws, and other important documents of the Society.

e. The Corresponding Secretary shall maintain a file of all correspondence, and shall be responsible for all correspondence of the Society, as needed by the Officers.

f. The Treasurer shall be responsible for maintaining the Society Financial Records, shall keep a full and accurate account of all money received, and shall deposit same in the name and to the credit of the Society, in such depositories as may be designated by the Board of Directors.

The Treasurer shall make such expenditures as are authorized by the Board of Directors. The signature of the Treasurer and President, or other authorized officer, shall be required on all checks. The Treasurer shall give a monthly financial report to the Board of Directors and to the members at the monthly meetings. The Treasurer's records shall be subject to audit at any time and an audit Committee shall be appointed to prepare an Annual Audit Report to be presented to

the Society at the annual September meeting. The Board of Directors shall act as a Budget Committee in cooperation with the Treasurer, in preparing a budget for the ensuing Society fiscal year, to be presented to the Society for approval at the annual May meeting.

g. The Editor shall be responsible for editing and publishing the Lifeline, the Quarterly Periodical of the Society, and shall select a staff to assist him with this publication, and on the publication of other periodicals or manuscripts the Board of Directors may authorize.

h. The Librarian shall be in charge of the Library Genealogical Collection of the society maintained in the Genealogical Section of the Riverside Public Library, and shall select a Library Staff to assist the Librarian in cataloging books, periodicals, manuscripts, exchange Genealogical Organization Bulletins, and historical source material, and the maintaining of the foregoing on the Library shelves. The Librarian shall also appoint Library Assistants to provide assistance to Society members as well as to the General public in their Genealogical Research.

#### Appointment and Resignation

Section 5.02. The officers shall be elected annually in the same manner as specified for other directors in Section 4.05 above. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. The remaining directors shall by majority vote select a person to complete the term of the resigning officer.

### ARTICLE VI. CORPORATE RECORDS, REPORTS AND SEAL

#### Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form.

#### Annual Report

Section 6.02. The Board shall cause an annual report to be sent to the members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year.

#### Corporate Seal

Section 6.04. The Board of Directors shall adopt a corporate seal which shall be in the following form and design: The corporate seal will consist of two concentric circles, the first containing the words "Genealogical Society of Riverside" and the second the word "California"

and the date of incorporation, and in the center of such circles the word "Seal", is adopted as the corporate seal of the corporation.

The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any Instrument.

ARTICLE VII. COMMITTEES

Section 7.01. Committee Chairmen, a Parliamentarian, and a Historian shall be appointed by the President, with the advice and approval of the Board of Directors.

Section 7.02. An Audit Committee shall be appointed by the President at the May meeting to audit the Treasurer's Records and present an Audit Report at the September annual meeting.

Section 7.03. A Nominating Committee, consisting of a Chairman and Four (4) other members shall be appointed by the President, with the approval of the Board of Directors, at the March meeting, and subject to a vote of approval by the members present at the March meeting. This Committee shall submit a slate of candidates at the April meeting.

Section 7.04. An Election Committee, consisting of Three (3) members shall be appointed by the President at the annual May meeting, in the event they are needed In the counting of secret ballots.

Section 7.05. Special Committees - The President, with the approval of the Board of Directors, may appoint Special Committees, such as a Ways and Means Committee, or other Special Committees that may be desirable for the benefit of the Society.

Section 7.06. Who May Serve on Committees - Any member in good standing shall be eligible to serve on a Committee, and a member may serve on more than one committee. Officers and Directors may also serve on committees, except on the Nominating Committee. The President shall be an ex-officio member of all committees, except the Nominating Committee.

ARTICLE VIII. AMENDMENTS TO THE BYLAWS

Section 8.01. A motion to amend or revise the Bylaws may be made at any monthly meeting of the Society. Said motion shall be read aloud to the members by the recording Secretary, and a discussion of the proposed Amendment or Revision may follow at the meeting. The Board of Directors shall review the proposal, and make their recommendation to accept or reject the Amendment or Revision at the next meeting, at which meeting the vote on the Amendment or Revision shall take place. A two-thirds (2/3's) majority vote of the members present at the meeting shall be required to approve and accept the proposed Amendment or Revision.