Bylaws of the
Bainbridge Island Genealogical Society
(Revised April 2026)

Article I. Name

Section 1.01 The name of this organization is the Bainbridge Island Genealogical Society ("BIGS").

Article II. Purpose

Section 2.01 The purpose of BIGS is to promote genealogical research and education, as provided in Section 501c3 of the Internal Revenue Code and as is consistent with the laws of the State of Washington, through:

a. Lectures, workshops, seminars, field trips, and the mutual exchange of genealogical materials.

Section 2.02 This entity is incorporated as a nonprofit corporation in the State of Washington.

Section 2.03 The Society is exclusively operated as a charitable nonprofit organization under Section 501c3, or its successor statute, of the U. S. Internal Revenue Code.

Section 2.04 The Society is a non-political, non-sectarian organization.

Section 2.05 The Society does not discriminate on the basis of age, race, religion, gender or physical impairment.

Article III. Membership

Section 3.01 Membership is open to all persons interested in genealogy.

Section 3.02 Classes of Members:

a. Individual Member. Any person who has completed an application form and payment of annual dues.

b. Family Membership. Additional individuals living at the same address as a member.

c. Honorary Lifetime Member. Honorary lifetime membership is bestowed upon a person for exceptional service to the Society. An Honorary Lifetime Membership shall be conferred after a two-thirds vote of the Board of Directors. Honorary Lifetime Members are entitled to all the privileges of Individual Members, but are exempt from paying dues.

Section 3.03 Dues

a. Dues are set by the Board of Directors.

b. Dues are payable November 1st for the following fiscal year (January – December). Dues become delinquent after January 15, at which time the member's name shall be removed from the membership roll.

c. Membership dues shall not be refunded for any reason, including resignation, death, or dismissal from the Society.

d. Dues paid after October 31st are considered paid for the next fiscal year.

Article IV. Meetings

Section 4.01 Regular Meetings

a. Regular membership meetings are held monthly or as determined by the Board of Directors.

b. The time and place of meetings shall be decided by the Board of Directors.

Section 4.02 Annual Meeting

a. The regular meeting in April shall be known as the Annual Membership Meeting.

b. Officers and Directors shall be elected at the Annual Membership Meeting.

Section 4.03 Special Meetings

a. Special meetings of the Society may be called by the President, a majority of the Board of Directors, or the written request of ten percent of the membership.

b. The call for a special meeting shall be given at least ten days in advance by written or email notice to the membership, which shall state the purpose of the meeting. No business other than that stated shall be conducted.

Section 4.04 Quorum

a. Ten percent of the members in good standing, and to include at least two officers or Directors, shall constitute a quorum at all Special or general meetings of the society.

Section 4.05 Special Interest Group meetings

a. Special Interest Groups may be organized to further interest in a specific aspect of genealogy.

b. Each group is responsible for its own agenda and schedule.

c. The Board may develop procedures for approving Special Interest Group plans and the manner for reporting activities in order to improve services.

Article V. Organization

Section 5.01 Officers and Board of Directors

a. BIGS shall have a board of directors consisting of four (4) elected officers and no more than seven (7) elected directors. Within these limits, the Board may increase or decrease the number of directors serving on the board, including for the purposes of staggering the terms of the directors.

b. The elected officers of the Board shall include President, Vice President, Secretary and Treasurer.

Section 5.02 Terms of Office

a. Officers and Directors are elected for a two year term, which may be staggered.

b. Officers and Directors are elected at the annual meeting, and shall be installed at the close of the annual meeting.

c. The Officers and Directors shall serve until their successors are elected.

Section 5.03 Turning Over Records of the Office

a. The officers shall turn over all records and correspondence, pertaining to the offices, to their successors, within fifteen days after their terms of office expire.

b. An officer who resigns shall turn over all records for the office to the President within fifteen days of the resignation.

Section 5.04 Removal of Board Members and Officers

a. The Board of Directors may remove from Office, with or without cause, any Board member or Officer with a vote of two-thirds [2/3rds] of the quorum that is present.

Section 5.05 Vacancies

a. Any officer or Director may resign by submitting a written letter of resignation to the President, and in the case of the resignation of the President the letter shall be submitted to the Vice President.

b. When a vacancy occurs, other than the Office of the President, then Board of Directors shall appoint a replacement for the remainder of the term.

c. When a vacancy occurs in the Office of the President, then the Vice President succeeds to the Office of the President, and the Board of Directors shall appoint a replacement Vice President for the remainder of the term.

Section 5.06 Conflict of Interest Policy

a. All Directors of the Board of Directors shall sign a Conflict of Interest Policy Statement each year.

b. The Secretary shall maintain the original document with the other BIGS records

Article VI. Duties of the Officers and Directors

Section 6.01 President

a. The President shall be the principal executive officer, with responsibility for supervising the affairs of the society, and be the official representative of, and authorized to act on behalf of the Society.

b. Shall preside at all general membership meetings, at all Special Meetings and at the Board of Directors meetings, and serves as ex officio member of all committees, except the Nominating Committee.

c. Shall appoint all committee chairs, with ratification by the Board of Directors.

d. Shall sign, along with the Secretary, all contracts and documents authorized by the Board of Directors.

e. Shall have the authority to sign checks, from the checking account, for disbursement of funds, except to themselves.

f. May appoint a Parliamentarian, to serve without a vote.

g. The President may appoint a Librarian

h. The President may appoint a Historian.

i. The President may appoint an Auditor to review the financial records of the Society.

j. The President shall serve without a vote on the Board of Directors, except to break a tie.

Section 6.02 Vice President

a. The Vice President shall assume the duties of the President in the absence of, or at the request of, the President.

b. Shall assume the duties of the President for the remaining term of office in the event of a vacancy in the Office of the President.

c. Shall be responsible for one key area of focus as determined by the Board, and may establish a committee to assist in this work. See Section 8.02.

Section 6.03 Secretary.

a. The Secretary shall record the proceedings of the Board of Directors meetings.

b. Shall provide a notice of renewal of membership dues prior to their expiration date.

c. Shall keep and have available at all meetings the original or a copy of the Articles of Incorporation, Bylaws, and Standing Rules

d. Shall maintain and keep current the business licenses with the City of Bainbridge Island, and the State of Washington.

e. Shall sign, with the President, all contracts and documents.

f. Shall be the Registered Agent of BIGS with the State of Washington.

g. The Secretary will conduct the correspondence of the Society, and shall maintain a current inventory of all legal documents, records, and correspondence belonging to the Society.

Section 6.04 Treasurer

a. The Treasurer is the custodian of all funds

b. Shall have the authority to sign checks, from the checking account, for disbursement of funds, except to themselves.

c. Collects all dues.

d. Shall present a statement of finances at each Board of Directors Meeting and makes it available for review.

e. Proposes the annual budget, and presents it to the Board of Directors at the December Meeting.

f. Functions in an advisory capacity to assist the Board in long-range fiscal planning on an on-going basis.

g. Prepares and submits all tax documents to the IRS and the State of Washington.

h. The Treasurer shall hand over all financial records to the Auditor within 10 days of written notice from the Board of directors.

Section 6.05 Director Positions

a. Each Director shall be responsible for one key area of focus as determined by the Board, and may form a committee to assist in this work. See Section 8.02.

Article VII. Board of Directors

Section 7.01 Meetings

a. The Board of Directors shall consist of the elected officers and directors.

b. There will be at least four (4) regular meetings of the Board annually.

c. Special Board meetings may be called at any time by the President.

d. A Special Board meeting may be called at the written request of four Board members to the President, at least ten days before the said meeting.

Section 7.02 Board Responsibilities

a. Organize and administer the activities and properties of BIGS subject to the requirements of these bylaws and the will of the membership.

b. Authorize the disbursement of funds.

c. Establish and discontinue committees as required to serve the needs of the Society.

d. Establish policies and standing rules for the Society.

e. Operate the Society as a nonprofit organization so that no part of its assets shall benefit any single individual.

f. Assure that BIGS expenditures are allocated for educational purposes according to the requirements of the current provisions of the IRS Code, 501c3, for nonprofit organizations.

g. Establish, monitor, and adjust sound fiscal management policies.

Section 7.03 Quorum

a. For the purpose of conducting business at all Board meetings, a simple majority will constitute a quorum.

Section 7.04 Special Voting

a. The President may conduct an email vote with all Board members when a Board meeting is impractical, via the official BIGS Board email address.

Article VIII. Committees

Section 8.01 Establishment of Committees

a. The Board of Directors will establish committees as necessary to address the goals and services of the organization. Appropriate committees may include standing committees, ad hoc committees, event committees and others.

b. Committees may consist either of members of the Board of Directors and/or such other persons as are designated in the resolution authoring the creation of that committee. Such committees may be discontinued when found by the board to be no longer necessary.

Section 8.02 Standing Committees

a. Each Standing Committee shall have a charter, approved by the Board, to define purpose and activities of the committee. Standing Committees are intended to address the key areas of focus for the Society, such as Education, Programs, Membership, Outreach, Communication, and/or other areas to be determined by the Board

Section 8.03 Special Committees

a. Nominating Committee (Temporary)

i. The Nominating Committee consists of three (3) members

ii. The President shall appoint a member of the Board of Directors to be chairperson of the Nominating Committee, no less than four months before the annual meeting.

iii. Two members shall be appointed by the Board of Directors from the general membership.

iv. The list of nominees shall be submitted to the Board of Directors two months before the annual meeting, and shall be submitted to the general membership one month before the annual meeting.

Article IX. Nomination and Elections

Section 9.01 Elections

a. Elections shall be held at the annual meeting, conducted by the President.

Section 9.02 Voting

a. All members in good standing are eligible to vote

b. When there is only one candidate for office, a voice vote will be taken. If more than one candidate is running for any one office, a written ballot will be used.

c. The Nominating Committee will present a slate of officers with at least one nominee for each office. Nominations may be made by the general membership from the floor at the Annual Meeting, provided nominee is present to give consent or provided written consent to serve if elected.

d. When an in-person annual meeting is not possible, the voting may be conducted by email or electronic polling.

Article X. Fiscal Year

Section 10.01 The BIGS fiscal year shall be from January 1st to December 31st.

Article XI. Parliamentary Authority

Section 11.01 Robert's Rules of Order, Newly Revised, governs BIGS in all cases where applicable, not inconsistent with these Bylaws and any Standing Rules.

Section 11.02 Standing Rules may be adopted by the Board of Directors to facilitate administration of the Society. A simple majority vote is required to adopt a new or to amend a standing rule.

Article XII. Dissolution of Society

Section 12.01 Upon the dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government,

for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 12.02 If the Board of Directors concludes that BIGS can no longer function, a special meeting of the membership will be called. The Board will send a notice of the date, time and location of the special meeting and an explanation of the proposed actions no later than ten (10) days prior to the proposed meeting to all members in good standing.

Section 12.03 If dissolution is approved by a majority of the members present and voting at the above stated special meeting, the Board of Directors will authorize payment of all debts and or obligations in compliance with provisions of section 501(c)(3) of the Internal Revenue Code.

Section 12.04 Any remaining assets shall be distributed to:

a. The Bainbridge Island Public Library. EIN: 910757660

Article XIII. Exemption

Section 13.01 Every person who is or has been an officer of this Corporation (BIGS) shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or incurred by him or her in connection with or arising out of any claim, action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been an officer of this Corporation, whether or not he or she continues to be an officer at the time such costs and expenses are imposed or incurred.

Section 13.02 As used herein, the term "cost and expenses" shall include, but shall not be limited:

a. To Board fees and amounts of judgments against, and amounts paid in settlement of any such officer, other than amounts paid to the Corporation itself.

b. Provided, however, that no such officer shall be so indemnified:

i. with respect to any matter as to which such officer shall, in any such action, suit or proceeding to be finally adjudged to be liable for misconduct in performance of his or her duties of and an officer; or,

ii. in the event of a settlement of any such claim, action, suit or proceeding, unless,

iii. such settlement shall, with knowledge of the indemnification provided for hereby, be provided by the court having jurisdiction of such action, suit, or proceedings; or,

iv. such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board, to the effect that there is no reasonable ground of liability for misconduct on the part of such officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion.

c. The foregoing rights of indemnification shall not be exclusive of other rights to which any such officer may be entitled as a matter of law.

Article XIV. Amendment of Bylaws

Section 14.01 Amendments to the Bylaws may be made as follows:

a. Amendments to these Bylaws may be originated by:

i. the Board of Directors

ii. the Bylaws Committee as appointed by the President.

iii. or by petition signed by at least five (5) members in good standing of the Society.

b. Amendments originated by the Bylaws Committee shall be approved by the Board of Directors prior to their being submitted to the membership.

Section 14.02 Any amendment originating outside of the Bylaws Committee shall be submitted to that committee in writing for review and for refinement into parliamentary language. The committee, in so doing, shall not change the essence of the proposal. The proposed amendment shall then be referred, with any recommendations, to the President for transmission to the Board of Directors for its recommendations.

Section 14.03 Proposed amendments shall be reported to the entire Society membership at least one month prior to the meeting at which they will be considered.

a. Approval of amendments to the Bylaws requires a two-thirds vote at a regular membership meeting.

b. When an in-person membership meeting is not possible, the voting may be conducted by email or electronic polling.

Section 14.04 Amendments shall become effective upon adoption unless otherwise specified in the amendment(s).