



# **WICHITA GENEALOGICAL SOCIETY**

# **BYLAWS**

Revised Effective 1/1/2023

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## Article I – Name of Organization

The name of the Organization is Wichita Genealogical Society. For purposes of efficiency, it shall be referred to as WGS in these bylaws.

## Article II – Purpose

### Section 1. Nonprofit Purpose

This Organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to the Wichita Public Library Foundation and organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Section 2. Specific Purpose

The WGS exists for the following purposes:

- 1 – To promote interest in and encourage the study of genealogy, family, and local history through:
  - a) Holding meetings, classes, field trips, and study groups.
  - b) Locating, cataloging, and preserving genealogical records and making them available to the membership, and to the public if proper.
  - c) Publishing genealogical and historical information periodically in a newsletter or other publication.
  
- 2 – To aid as a support group to the Genealogy Department of the Wichita Public Library (WPL) with the obligation of:
  - a) Aiding and supporting through acquisitions and special projects.
  - b) Supplying volunteer support.

## Article III – Addresses

### Section 1. Location of WGS Files

WGS shall store its paper files at 711 W 2<sup>nd</sup> St, Wichita, KS 67202 (popularly known as the Wichita Public Library Advance Learning Library) in the secured section of the Edward and Elizabeth Burns Historical Research Pavilion. All digital files shall be stored in the WGS online Dropbox account.

### Section 2. Mailing Address

WGS shall keep a USPS box for incoming mailing purposes.

## Article IV – Nature of the Organization

### Section 1. Non-Profit.

No part of the WGS's earnings shall benefit any Director, Officer, Member, or Advisor, or any other private individual. The WGS shall never declare, make, or pay any such persons any dividend or other distribution; provided, nevertheless, that nothing here shall prevent the payments of reasonable compensation for services given by employees or consultants, or the reimbursement of reasonable expenses actually incurred in connection with fulfilling the WGS's purposes.

### Section 2. Non-Discriminatory.

WGS shall be run in all respects in a manner that is non-partisan, non-sectarian, and non-discriminatory as to race, religion, gender, language, or other characteristics not related to need or merit.

## Article V – Prohibited Activities

### Section 1. General

WGS shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from Federal income taxation as described in Section 501(c)(3) of the Code, or as an organization, contributions to which are deductible under Section 170(c)(2) 2055 or 2522 of the Code, nor shall it engage in activities prohibited by the following sections of this Article, or their successor provisions under any future provisions of the Code.

### Section 2. Political Activities

No substantial part of the activities of the WGS shall consist of carrying on propaganda or otherwise trying to influence legislation, and the WGS shall not take part or intervene in any political campaign (including the publication or distribution of statements) on behalf of any specific candidate for public office.

### Section 3. Loans to Officers and Directors

No loans shall be made by the WGS to its Officers or Directors voting or assenting to the making of any such loan. Violation of this section will cause all involved to be jointly and severally liable to the WGS for such loan until repayment thereof.

## Article VI - Membership

### Section 1. General Qualifications

Membership shall be open to all persons and organizations interested in genealogy, local history, and the purposes of the WGS. An applicant shall be accepted for membership upon submission of a completed application form and payment of dues.

### Section 2. Categories

The categories of membership shall be as follows:

- a) **Individual**. Any person who meets the qualifications for membership and who has paid the annual dues.
- b) **Household**. Other individuals living at the same address as a member and who meets the requirements for membership may become members at a reduced dues rate. A household shall receive only one copy of the WGS publications.
- c) **Organization**. Any organization that supports the purposes of the WGS and which has paid the annual dues. An Organization member shall be a non-voting member.
- d) **Honorary**. Any person or organization who by majority vote of the Board of Directors shall be awarded an honorary membership with the same privileges as any other member and for the duration specified by the Board of Directors.

- e) **Lifetime.** Any person previously classified with Lifetime status because of their unique financial contribution to the WGS. Such persons are exempt from dues payments. This classification is closed to any future use.

#### Section 3. In Good Standing

Members are considered in good standing if they are current in the payment of their annual dues.

### Article VII – Officers

#### Section 1. Elected Officers

The elected officers of the WGS shall consist of a President, Vice President, Registrar, Secretary, and Treasurer, and these Officers shall be classified as the Executive Board, a subset of the Board of Directors. The Immediate Past President is not elected.

#### Section 2. Eligibility

Only active Individual and Household members in good standing and who have belonged to the WGS for at least one year prior to the election shall be eligible to hold elective office.

#### Section 3. Term

Officers shall be elected for a two-year term by the vote of the membership at the Annual General Meeting. The term of office shall begin on January 1 following the date of election.

#### Section 4. Consecutive Term

Any member in good standing willing to serve a consecutive term of office shall be considered eligible for nomination. There is no limit on the number of consecutive terms.

#### Section 5. Vacancies

Should an elected or appointed officer resign or vacate the office with or without notice, that vacation will be a resignation from the office. Upon a majority vote of the Executive Board, an elected or appointed officer may be asked for their resignation. An office shall be considered vacated after two unsuccessful attempts to contact the officer in question. Resignations or vacancies in any elective office shall be filled by approval of the Board of Directors until the next election, except the office of the President, which shall be filled by the Vice President. Should the office of Vice President be vacant or the Vice President refuses to fill the position, then an emergency election will be conducted by the membership to elect a new President.

### Article VIII – Duties of Officers

#### Section 1. President

The President shall:

- a) Be the Executive Officer of the WGS and be the official spokesperson for the WGS. The President shall preside at all meetings of the WGS and the Board of Directors, and, except as otherwise provided, shall appoint all standing and special Committees and committee members, defining their duties, with the approval of the Board of Directors.
- b) Be the ex-officio member of all committees except the Nomination Committee.
- c) Receive the written Annual Reports of the Executive Board, subject to acceptance at the meeting of the Board of Directors prior to the Annual General Meeting.
- d) Prepare an Annual Report of the WGS for submission to the Director of WPL.



- e) Call special meetings.

#### Section 2. Vice President

The Vice President shall.

- a) Assume the duties of the President in the absence, or at the request of, the President.
- b) Assume the duties of the President in case of a vacancy in such office.
- c) Arrange for programs for quarterly (Feb, May, Aug & Nov) meetings.

#### Section 3. Registrar

The Registrar shall:

- a) Receive all membership applications and keep membership records.
- b) Notify the President of a quorum in attendance at regularly scheduled meetings of the WGS in which a vote of the membership will be needed.

#### Section 4. Secretary

The Secretary shall:

- a) Keep the minutes of all the proceedings of the Board of Directors and the Executive Board.
- b) Be the custodian of the records of the WGS, except such as are specifically assigned to other Officers.
- c) Maintain the record books in which the Bylaws and Minutes are recorded, with amendments to those documents properly recorded and have on hand at every in-person meeting.
- d) Preside over the meetings in the absence of both the President and Vice President.
- e) Manage all correspondence of the WGS at the direction of the President.

#### Section 5. Treasurer

The Treasurer shall:

- a) Be the custodian of the funds of the WGS and deposit all funds in a bank or banks, as the Board of Directors may choose.
- b) Maintain a detailed log or detailed deposit slips showing the source and purpose of the transaction. The Treasurer shall keep a copy of the log or deposit slips.
- c) Collect all dues and assessments and shall keep a proper account thereof.
- d) Record all transactions in digital format on an approved financial bookkeeping system.
- e) Present a monthly and a quarterly financial report to all Board of Directors meetings.
- f) Supply an annual report at the January membership meeting for approval by the Board and supplying a summary report for publication in the WGS's quarterly newsletter.
- g) Make distributions by check as authorized by the Board of Directors.
- h) Upon the President's approval, make special distributions prior to authorization by the Board of Directors when unique circumstances require prompt payment, but not to exceed \$100, with formal notification of the distribution to the Board at their next meeting.

#### Section 6. General Duties

All Officers shall:

- a) Perform the duties in these Bylaws and parliamentary authority adopted by the WGS.
- b) Upon leaving the office, deliver within fifteen (15) days to their successor all monies, accounts, records, books, papers, and other property belonging to the WGS.

- c) Prior to the Annual General Meeting, present the Annual Reports of the Executive Board for acceptance at the meeting of the Board of Directors.
- d) As an Executive Board, develop annually a strategic plan to sustain and enlarge the active membership of the WGS.

## Article IX – Membership Meetings

### Section 1. Annual General Meeting

The Annual General Meeting of the members shall be held at the last program meeting of the WGS of the calendar year.

### Section 2. Program Meetings

The Program Meetings of the WGS shall be held the 3<sup>rd</sup> Saturday of each month except for October and December.

### Section 3. Alternate Meeting Dates

The Executive Board shall decide exceptions of Section 1 or Section 2 due to inclement weather and/or unforeseen circumstances. The Executive Board shall also set up provisions for alternate meeting dates.

## Article X – Board of Directors

### Section 1. Board Members

The Board of Directors shall consist of the Executive Board (see Section 11 below) and Chairs of Standing Committees. Chairs shall be voting members of the Board. The immediate past President and the WPL Director of Libraries (or designee) may be ex-officio non-voting members of the Board of Directors. The immediate past President may serve as parliamentarian and may act in an advisory capacity to the Board. Each director shall be a member in good standing of WGS and shall hold office for at least two years.

### Section 2. WGS Management

The Board of Directors shall have the control and management of the affairs and funds of the WGS. The President and the Treasurer, along with any other Officer as approved by the Executive Board as said in Article X, may sign checks.

### Section 3. Vacancy

In case of a vacancy on the Board of Directors, other than the office of President, a member of the WGS shall be appointed by the President, with the approval of the Board of Directors to fill the vacancy.

### Section 4. Board Meetings

The Board of Directors shall meet monthly at a predetermined time and place. The President, their appointed spokesperson, or the Vice President in the absence of the President, may cancel a regular Board meeting. Should a Board of Directors meeting be canceled, a replacement meeting shall be decided and called as soon as possible. Each Officer and Standing Committee Chair shall attend at least nine (9) monthly meetings of the Board per year. Failure to do so without the approval of the President shall constitute a resignation, and the office shall be filled as supplied here.

#### Section 5. Special Meetings

The President may call Special meetings upon the request of three (3) members of the Board of Directors after a three-day notice to all Board of Directors members, except for an emergency as declared by the President or Board of Directors.

#### Section 6. Board Quorum

A quorum shall consist of three (3) members of the Executive Board.

#### Section 7. Absences

Two consecutive unexcused absences (as decided by the President) by any member of the Board of Directors from the regularly scheduled Board of Directors meetings shall constitute a resignation, and the office shall be filled as provided in Section 3.

#### Section 8. Solvency

It is the responsibility, collectively and individually, of the Board of Directors for the financial solvency of the WGS.

#### Section 9. Confidentiality

Directors shall not discuss or disclose information about the WGS or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in the furtherance of the WGS's stated purposes, or can reasonably be expected to benefit the WGS.

#### Section 10. Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the WGS would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from their office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements as stipulated in this Article automatically lose their positions on the Board per Section 7 of this Article and are not entitled to the removal procedure outlined in this Section of the Article.

#### Section 11. Executive Board

The Executive Board is a subset of the Board of Directors, and its makeup is defined in Article VII, Section 1. Its duties are defined in Article VIII for each officer. In addition to individual officer duties, the Executive Board collectively has the following duties:

- a) Approve opening or closing any financial account and specify the person(s) responsible for doing so. Any unauthorized person(s) opening or closing a financial account will be removed from membership in the WGS and any office held. Further disciplinary action will be at the discretion of the Executive Board.
- b) Approve the person(s) allowed to sign any checks on those accounts on behalf of the WGS.

- c) Take immediate action to remove the signature authorization of any person(s) who resigned, vacated, or was removed from elected office, appointed position, or Executive Board approved signatory.

#### Section 12. Voting

A simple majority is needed to pass any motions seconded at a meeting. The President does not vote, unless necessary to break a tie for those matters that only require a simple majority.

### Article XI – Committees

#### Section 1. Standing Committees.

Standing committees are permanent and charged with performing necessary functions of the WGS. The following shall constitute the standing committees and their duties and responsibilities. Added duties and responsibilities shall be appointed by the President and as provided in the Operations Manual. See Section 4 concerning adding standing committees.

- a) **Technology Committee** – Shall manage the WGS website and associated links. It shall provide for and oversee the WGS databases and aid in the organization of genealogical records used by the WGS and for WGS publications.
- b) **Education Committee** – Shall organize and present to members or the public instructional classes for the purposes of aiding in genealogical research including, but not limited to, conducting classes. In addition, coordinate the various Special Interest Group (SIG) sessions.
- c) **Programs Committee** – Shall produce and host ten (10) monthly programs of genealogical or historical content.
- d) **Publications Exchange Committee** – Shall receive exchange bulletins, flyers, and information pamphlets from other genealogical societies and organizations and make the materials available to the members.
- e) **Publicity Committee** – Shall communicate upcoming meetings, events, and news with the membership and the community using email and printed materials if proper.
- f) **Publications Committee** – Shall have the responsibility for selecting the format, content, printing, and distribution of the WGS's quarterly newsletter and other publications for the WGS.
- g) **Historian Committee** – Shall keep digital records (online electronic software) about WGS activities, including any written and pictorial history of the WGS.
- h) **Hospitality Committee** – Shall manage all refreshments provided at regular quarterly meetings and other WGS events as considered proper by the Board of Directors.
- i) **Special Projects Committee** – Shall coordinate any special projects of the WGS which are designed to help the WPL and shall do local research for member and non-member requests for a fee to the WGS.

- j) **Library Liaison Committee** – Shall supply a short oral report about the Society at the monthly Board of Directors meetings of the Wichita Public Library as a non-voting guest and supply a written report to the library in advance of these meetings.
- k) **Postal Service Committee** – On a weekly basis shall recover incoming mail from the WGS USPS postal box and distribute to the respective board members.

### Section 2. Special Committees

The President, with the approval of the Board of Directors, shall set up special committees, and classifying such committees as either permanent or ad hoc as needed. Listed below are currently set up permanent special committees: Special Committee chairs do not have voting privileges.

- a) **Audit Committee** – Shall be appointed by the President at the last Board meeting of the year, for the purpose of the annual auditing of the financial books upon conclusion of the fiscal year. The Treasurer may not be assigned to the Audit Committee but will supply all requested support for the Audit Committee. Upon completion of the annual audit, the Audit Committee will supply a written Audit Report concerning the results of the audit to the Board of Directors, and if instructed make an in-person presentation to the Board of Directors.
- b) **Conference Committee** – Shall plan and oversee the production of the WGS' annual conference held in October of each year.
- c) **Nomination Committee** – Shall conduct the annual nomination process each fall of creating an officer's slate for membership voting for the upcoming calendar year. Also see Article XIV, Section 2.

### Section 3. Ad Hoc Committees

On occasion unusual circumstances may arrive that require the President to create a temporary committee to address the special circumstance. These are referred to as Ad Hoc committees since they are short-term in nature to address a non-recurring special topic. Ad Hoc chairs will report to the President, do not attend Board meetings unless instructed by the President, and have no voting powers.

### Section 4. Monthly Activity Reports

All committees shall report monthly their activities to the Board of Directors.

### Section 5. Annual Reports

Listed below are annual reports that must be created after the close of the calendar year, and the Board person responsible for creating and filing the reports:

- a) **Library Report** – This report is created by the Library Liaison and is due to the President by the end of January, for later transmission to the WPL Director.
- b) **State Report** – This report (Form NP-50) is completed by the Treasurer and is due to the Kansas Secretary of State by completing online and filing by June 15<sup>th</sup> of each year.
- c) **IRS Report** – This report is created by the Treasurer and is due to the IRS by completing Form 990-EZ and filing by May 15<sup>th</sup> of each year.

- d) **Board Contacts List** – The President develops this list and is due for distribution to Board members no later than the January Board meeting.
- e) **Planning Calendar** – The President develops this calendar and is due for distribution to the Board members no later than the January Board meeting.
- f) **Annual Budget** – The President prepares the Annual Budget and is due for distribution to the Board members no later than the January Board meeting. See Article XVIII, Section 1.
- g) **Annual Financial Report** – This report is created by the Treasurer and is due for distribution to the Board and the AVC the earlier of the January Board meeting or the January AVC deadline. See Article XVIII, Section 2.
- h) **Board Reports** – The annual Board reports are addressed in Article VIII, Section 1.

## Article XII – Dues and Fiscal Years

### Section 1. Annual Dues

The Board of Directors shall decide the annual membership dues and other fees. Dues for yearly membership are payable at member start dates or renewal dates.

### Section 2. Member Fiscal Year

Membership is for one year starting at the beginning of the month following payment and ending twelve months later.

### Section 3. WGS Fiscal Year

The fiscal year of the WGS shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

## Article XIII – Books and Records

### Section 1. General

The Organization shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. The WGS Secretary shall secure and keep all relevant records provided by various Board members. Such records shall consist of, but not limited to: Meeting agendas; Meeting notes; Membership reports; Financial reports; Annual filing reports; and Organization records.

### Section 2. Retention & Destruction

- a. Permanent Records. All documents considered to be a permanent record shall be kept in the WGS file cabinets indefinitely.
- b. Operating Records. All paper records not classified as a Permanent Record shall be kept for a period of ten (10) years.
- c. When records are eligible for destruction, they must be shredded before placing in the trash.

### Section 3. Paper and Digital Files

- a. Paper Files. All records generated in paper format must be historically kept in an approved file cabinet found at the Wichita Public Library. In addition, such records shall be scanned into a PDF format with the PDF file sent to the WGS' online cloud account.
- b. Digital Files. All records generated in digital format are to be centrally saved in an electronic public storage service.

## Article XIV – Nominations and Elections

### Section 1. Election of Officers

The election of Officers shall be confirmed every year at the last program meeting.

### Section 2. Nomination Committee

A Nomination Committee consisting of a Board Chair and two non-officer members shall be elected by the Board of Directors at the August Board meeting. It shall be the duty of the Nomination Committee to nominate at least one member for each Officer position. The consent of each nominee must have been obtained prior to their nomination. See Article XI, Section 2.

### Section 3. Voting

The elections will be conducted electronically in November and completed before the 3<sup>rd</sup> Saturday in November. The results of the voting will be published in the AVC newsletter in January.

## Article XV – Parliamentary Authority

The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern the WGS in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the WGS may adopt. Also see Article X, Section 1.

## Article XVI – Operations Manual

The WGS will create and keep an Operations Manual governing the conduct and procedures of the WGS, including the duties of each Board member.

## Article XVII – Dissolution

In case of the dissolution of the WGS, its assets shall be transferred to the Wichita Public Library Foundation accompanied with a request that the funds be used to enhance the genealogy collection.

## Article XVIII – Miscellaneous

### Section 1. Annual Budget.

The Board shall adopt an annual operating budget, which specifies material income and expense by type and amount. The deadline for approving a budget for the upcoming year is at the last Board of Directors meeting of the year and published in the January newsletter.

### Section 2. Annual Financial Report

The Board shall publish in its newsletter every January the financial results of the WGS, including a Statement of Net Assets and a Statement of Revenue and Expense, in a summarized format that fits on one page. The Statement of Revenue and Expense shall be shown comparing the year's actual results to the budget and the corresponding prior year.

### Section 3. Acceptance of Gifts

The Board may accept on behalf of the WGS any cash contributions, gift, bequest, or devise for the general purposes, or for any special purpose, of the WGS. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall decide, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the WGS would be consistent with and further the purposes of the WGS.

#### Section 4. Captions.

Captions are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

#### Section 5. Severability of Clauses

If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the rest of these Bylaws shall remain operative and binding but modified if they have references to any severed provisions.

### Article XIX – Amendments

#### Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provide that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by USPS mail. As required by the Articles, any amendment to Article III or Article IV of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Amended Articles of Incorporation must be sent to the IRS and the State of Kansas for filing.

#### Section 2. Bylaws

These bylaws may be amended at any regular General Meeting of the WGS by a two-thirds (2/3) vote of those members present, following Board of Directors consideration and recommendation and published in the quarterly newsletter preceding that meeting.



**Article XX – Adoption of Bylaws**

We, the undersigned Executive Board, consent to and hereby do adopt the foregoing Bylaws consisting of sixteen pages as the Bylaws of the WGS. These Bylaws are amended with an effective date of January 1, 2023. At a program meeting of the WGS held on January 23, 2023, at least a two-thirds (2/3) vote of the attending WGS members approved a motion to amend the Bylaws. These amended Bylaws will be published at the next regularly scheduled quarterly newsletter, all per Article XIV of these Bylaws.

These amended Bylaws and needed two-thirds (2/3) vote of acceptance by the membership in attendance are attested to by the following elected officers (the Executive Board) on this 13th day of February, 2023.

President:	<u>Fredrick Knoblauch</u> Printed Name	_____	____/____/____ Date
Vice President:	<u>Helen Cole</u> Printed Name	_____	____/____/____ Date
Secretary:	<u>Lois Carr</u> Printed Name	_____	____/____/____ Date
Treasurer:	<u>Pam Brillhart</u> Printed Name	_____	____/____/____ Date
Registrar:	<u>Phyllis Schanbacher</u> Printed Name	_____	____/____/____ Date