

# GENEALOGICAL SOCIETY OF HISPANIC AMERICA – SOUTHERN CALIFORNIA

## **BYLAWS** (Revision 2022)

### **ARTICLE I — NAME**

The name of this corporation is the Genealogical Society of Hispanic America - Southern California, a non-profit corporation, hereinafter referred to as the GSHA-SC.

### **ARTICLE II — PURPOSE AND OBJECTIVES**

The purpose of the GSHA-SC is to promote Hispanic genealogical and historical research and education, and to expand awareness and knowledge of Hispanic culture, history and traditions. The objectives of GSHA-SC are:

To promote the sharing and dissemination of genealogical research and information, to create mutual support for genealogical research. We will also promote and maintain communication with the Hispanic community and with other societies and organizations, which provide genealogical, historical information, and to educate and encourage its members and the public to share information and to create support for genealogical research and appropriate documentation.

### **ARTICLE III — MEMBERSHIP**

- A. **ELIGIBILITY:** Any individual, family, or organization, which subscribes to the purposes of GSHA-SC shall be eligible for membership. GSHA-SC pledges not to discriminate against prospective members or current members because of race, color, creed, religion, sex, or national origin.
- B. **PROCESS:** An applicant for membership shall submit a completed application form and payment of dues through the U.S. mail or by electronic means accessible on the GSHA-SC website. Dues shall be established by the GSHA-SC Board of Directors.
- C. **MEMBERSHIP YEAR:** The membership year is from January 1 to December 31. Renewal dues are due and payable before February 28. Names of non-renewals will be purged from the membership roster as of March 31. Initial dues are due and payable with the submission of application for membership. Each membership shall receive a subscription to the official GSHA journal and newsletter of GSHA-SC.
- D. **MEMBERSHIP CATEGORIES:**
1. **Membership:** Benefits include a single voting privilege per household or family group that have joined by payment of a single membership fee. Individuals within the member household or family group are eligible for election or appointment to a leadership or administrative position.
    - a. **Voting:** Household members have a single vote. Library & Institution members are non-voting members.
  2. **Honorary Membership:** To be awarded to any person who has made a significant contribution in the field of Hispanic genealogy or history or who has contributed as a GSHA-SC volunteer which has benefitted the entire Society.
    - a. A recommendation for the award of Honorary Member of GSHA-SC may be made by any member of the Board or by a Chapter member but must be approved by a majority vote of the Board of Directors. A written statement shall be submitted to determine individual qualifications for such award. The rights to participate and vote are conveyed. An honorary membership is for one year but may be renewed by the board
    - b. Lifetime memberships before 2020 will remain as granted.
- E. **TERMINATION OF MEMBERSHIP:**
1. Voluntary termination of a membership shall occur:
    - a. Upon submission of resignation by the member.
    - b. Upon a member's failure to pay dues on or before the due date. Dues not paid prior to January 31 shall

cause such member to be deemed delinquent and all benefits are thereby forfeited. Delinquent members may attend the GSHA-SC's meetings but retain no right to vote on any issue.

c. Upon payment of dues the delinquent member's rights, duties, and obligations are reinstated.

2. Involuntary termination of membership shall occur:

a. As a result of conduct detrimental to the best interests of GSHA-SC as determined by the Board.

b. Upon determination by the Board pursuant to E-2-a above, the member shall be notified of allegations in writing. The member must respond to the allegations within 15 days of such Board notification. The member's response shall be directed to the President. No final action shall occur until the member has been afforded due process pursuant to [California Corporations Code § 5341](#) of the California Revised Nonprofit Corporation Act.

#### F. CODE OF CONDUCT OF NON-DISCRIMINATION

1. GSHA-SC has a non-discrimination policy.

### ARTICLE IV — DIRECTORS AND OFFICERS

A. The Directors shall be elected by the general membership. The Directors are as follows: President, Vice-President, Secretary and Chief Financial Officer (CFO). These officers shall serve a two-year term and may be re-elected.

1. The President and the CFO are to be elected in even-numbered years whose actual term of service commences in January of the year immediately following the election process.

2. The Vice-President and Secretary shall be elected in the odd-numbered years whose actual term of service commences in January of the year immediately following the election process.

3. Vacancies in the elective offices shall be filled in the following manner: Upon the Presidency being vacant, the Vice-President shall assume the Presidency; the resulting vacancy as well as all other vacancies shall be elected by the Board. Board appointees shall fulfill the unexpired term of such vacancy.

B. The officers will be elected by the board. There are eight officers that serve on the board.

1. These officers shall be elected on a one-year term. Their description is listed in the procedure manuals.

### ARTICLE V — DUTIES OF DIRECTORS

A. The President shall be the chief executive officer of GSHA-SC, presides over meetings of the Board; may designate the Vice-President as a temporary Chairperson; appoint standing and special committee chairmen with the approval of the Board; coordinate the duties of officers and committees; serve as ex-officio, non-voting member of all committees except the Nomination Committee. With the Secretary, the President shall sign all contracts and documents authorized by GSHA-SC. With the CFO or other authorized person, the President shall be one of the double signatures, if needed to sign checks for all authorized disbursements. The President shall present a yearly report at the GSHA Annual Meeting. The President will be responsible for the long-range planning and direction of GSHA-SC as well as the general conduct of GSHA-SC in finance, contracts, and grant writing. The President shall be the official spokesperson for GSHA-SC. For more detail, see the President procedure manual.

B. The Vice-President/Membership Chair shall be an ex-officio and non-voting member of all committees assigned for supervision with full rights. The Vice-President shall perform the duties of the President in the event that the President is absent or incapacitated. The Vice-President shall be responsible for processing membership applications and maintaining the primary membership list/roster, including complete addresses, phone numbers, and emails. With the CFO or other authorized person, the Vice-President/Membership Chair shall be one of the double signatures, if needed to sign checks for all authorized disbursements. In addition, she/he will coordinate these activities with the CFO and have the membership list available in accordance with California Revised Nonprofit Corporation Statues. For more detail, see the VP/Membership procedure manual.

C. The Secretary shall be responsible for the recording of the minutes for all Board meetings, any General Meetings,

and maintain custody of all records of those proceedings and any associated reports, including any other documents and records of GSHA-SC's business. All official documents of GSHA-SC shall be made available upon request including the Charter, Bylaws, Standing Rules, Copy of Parliamentary Authority and membership and committee lists. With the President, the Secretary shall sign all contracts and other documents authorized by GSHA-SC . With the CFO or other authorized person, the Secretary shall be one of the double signatures, if needed, to sign checks for all authorized disbursements. For more detail, see the Secretary procedure manual.

- D. The CFO shall be custodian for all funds of the GSHA-SC; sign checks with a second signature from another authorized or designated person for disbursements authorized by the annual budget previously approved by the general membership; prepare detailed quarterly financial statements for distribution to the Board of Directors. The CFO shall prepare an annual report for printing in the GSHA-SC newsletter. The CFO shall be an ex-officio in all fund raising efforts wherein the chapter has liability. For more detail, see the CFO procedure manual.

## **ARTICLE VI — DUTIES OF THE BOARD**

The Directors and Officers (hereinafter referred to as the Board) shall set policy for GSHA-SC. The Board shall have the responsibility of managing GSHA-SC on a daily basis but will have exclusive control over those responsibilities that these Bylaws may assign to it; and in the process, adopt its own procedural rules.

- 1. Additional duties of the Board shall include, but are not limited to:
  - a. Propose an annual GSHA-SC budget.
  - b. Amendment of the annual budget to meet the needs of GSHA-SC, including approval in advance of expenditures not otherwise provided in the budget.
- 2. The Board shall establish policies, plan organizational objectives and maintain communication within the Hispanic genealogical and historical community and with other related organizations. The Board shall monitor the compliance of the rules and regulations of GSHA-SC.

### **A. VOTING:**

Each member of the Board will have one vote. The President will cast a vote only in instances of a tie.

### **B. VACANCY ON THE BOARD:**

A vacancy in the board, other than that of the Presidency, shall be elected by a vote of the Board. The Vice-President shall assume the Presidency and the resulting vacancy shall be elected by the Board.

### **C. MEETINGS OF THE BOARD:**

The Board shall meet at least three times annually. Board meetings usually occur before each General Meeting. The Board may transact business and may vote by mail, email or any other communication service that is readily available to and functions for all board members. Additionally, multi-party telephone or other electronic conferences are authorized. A majority of the Board must participate. Any decisions reached, must be confirmed in writing by minutes, motion log, and/or summary provided to the Secretary or Acting Secretary delegated to provide this documentation.

## **ARTICLE VII — NOMINATIONS AND ELECTIONS**

### **A. NOMINATIONS:**

- 1. The Board shall appoint the Nominations Committee in July. This committee shall present a list of qualified candidates in accordance with The Standing Rules of Procedure.

### **B. ELECTIONS:**

- 1. Election of officers shall be conducted with either First Class mail for those members not having a computer and by electronic means for those who have a computer or other electronic device. An electronic voting service will provide for confidentiality of the electors and will afford the electors an opportunity to exercise their voting

privilege in a timely manner. (Refer to Standing Rules of Procedure #3.)

2. Notice of an election shall clearly indicate the date of election and the date when cast ballots are to be in the possession of the Nominations Committee. Failure to have the cast ballots in possession of the Nominations Committee within the set time frame will invalidate said cast ballots.
3. Whenever there is only one candidate for each office, the Board is authorized to waive an election by ballot and to declare each candidate elected by acclamation.

**C. VOTING:**

1. All elections shall be determined by a majority of the voting members.
2. All votes, whether for election of Directors or for approval of proposed Bylaw amendments, shall be determined by a majority of votes cast by the voting members.
3. A proxy vote is not permitted in any election or proposed amendment of GSHA-SC Bylaws.

**ARTICLE VIII — COMMITTEES**

GSHA-SC shall have committees. Special committees shall be created by the President, the Board or by the general membership as required. Standing committees will be appointed as necessary. The following rules apply to the committees:

**A. GENERAL DUTIES AND RESPONSIBILITIES**

1. At least one board member shall participate on a committee.
2. All Committee expenditures must be approved by the board.
3. All Committee Chairpersons will present an annual written report of activities to the Board, and at the request of the Board, will present a report at the Annual Assembly.
4. All Committee Chairpersons are responsible for the satisfactory supervision and completion of tasks assigned to them and their committees.
5. All Committee Chairpersons shall serve for one year.
6. All Committee Chairpersons may be re-appointed for successive terms of office with the approval of the President and the Board.

**B. RULES COMMITTEE**

The Rules Committee shall have jurisdiction over proposed amendments to these Bylaws and Standing Rules of Procedure; they may submit recommendations to the BOD, then to the general membership for proposed changes.

**C. ADHOC COMMITTEES**

The board may appoint committees that are not named here.

**ARTICLE IX — PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS SECTION**

**A. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, Officer, employee, or other person connected with this non-profit corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets upon dissolution of the corporation. All members of the corporation shall be deemed to

have expressly consented and agreed that upon such dissolution or winding up the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the State of California and the Internal Revenue Service.

**B. CONFLICT OF INTEREST**

Members, Officers, employees, volunteers or other persons connected with this non-profit corporation, or any private individual, shall avoid any actual or perceived conflicts of interest. This Conflict of Interest policy is designed to protect GSHA-SC from damages resulting from potential conflicts of interest associated with transactions and arrangements.

**ARTICLE X — DISSOLUTION**

GSHA-SC may dissolve itself by following the provisions set forth in State and Federal Law. The GSHA-SC Articles of Incorporation should be reviewed. Nolo.com has an [informational web page](#) for nonprofit dissolution by State. A lawyer will be needed to complete the dissolution.

GSHA-SC may disband voluntarily by a two-thirds vote of the membership provided that a special meeting shall be called for that purpose with thirty days written notice to all Chapter members. After approval, the report of the vote to disband, the Chapter charter and the Chapter minutes book or files shall be delivered to an appropriate organization of similar nature within ten days following the meeting. Any existing funds or other assets shall be distributed to one or more organizations engaged in activities with similar objectives to those of GSHA-SC.

- A. The President and Board of Directors are responsible for the discharge of all liabilities and obligations of GSHA-SC or for adequate provision for later disposal.
- B. The liquidation of all remaining assets held by GSHA-SC and the appropriate distribution of these assets shall be made to one or more exempt organizations of the kind described in section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XI — INDEMNIFICATION**

- A. Any person who, in good faith, lawfully, and with the authority of GSHA-SC, acts on behalf of the corporation, shall be fully indemnified by the corporation for any loss, cost or expense incurred as a result of such acts.
- B. GSHA-SC shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as it deems appropriate, including but not limited to any one or more of the following:
  - 1. Any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel mutually agreeable to the person to be indemnified and GSHA-SC;
  - 2. GSHA-SC shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding against the person to be indemnified; and
  - 3. GSHA-SC shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to GSHA-SC.
- C. GSHA-SC may not indemnify a party that has been adjudged liable for gross negligence or willful misconduct in the performance of the party's duty to the corporation or in connection with any proceeding charging improper personal benefit to the party, whether or not involving action in the party's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the party (even if the corporation was not thereby damaged.)

**ARTICLE XII — PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall govern this organization in all cases to which it is applicable not otherwise provided for in local, state, or federal law or in the bylaw of rules of GSHA-SC.

## ARTICLE XIII — AMENDMENTS TO THE BYLAWS AND STANDING RULES OF PROCEDURE

- A. Any member in good standing desiring to offer a proposed amendment to the Bylaws and/or the Standing Rules of Procedure may petition the Board directly no later than June 1 of each year. The petition should include a short explanation or rationale for the proposed change.
- B. Ballots, with clear instructions for returning them will be mailed via USPS and/or via a recognized electronic service to each household no less than 45 days before the December General Meeting. The voting packet should include all necessary safeguards for confidentiality, as well as a notice from the Rules Committee with their names and all contact information. The packet should also include instructions on how to fill out and return the ballot, and a separate list of the changes with an explanation for each change and whether it will financially impact GSHA-SC.
- C. The Board or its designee will be responsible for tabulating the results of the vote. Approval of Bylaw amendments and/or amendments to the Standing Rules of Procedure shall be by a majority of votes cast. The results will be announced at the December General Meeting.
- D. The invalidity of any provision of these GSHA-SC Bylaws and Standing Rules of Procedure shall not affect the other provisions hereof, and in the event a provision is found to be invalid, these GSHA-SC Bylaws and Standing Rules of Procedure shall be valid in all other respects.

## ARTICLE XIV — VOLUNTEER POSITIONS

These positions shall be responsible for their assigned duties. Positions shall report to the Board of Directors; reports shall be presented under Report of Volunteer Position at the General Meetings in accordance with the standing rules of procedure.

- A. Volunteer Positions and Duties are as needed. Each volunteer shall demonstrate a working knowledge of their respective committee charter or social media platform. All must agree to comply with the GSHA-SC Bylaws and the Conflict of Interest, Privacy, Ethics and Whistleblower policies.
- B. The VP of Communications and/or the Board shall coordinate collaboration among the following volunteer positions to discuss the overall social media strategy and how each individual platform can support the other platforms to maximize the organization's overall initiatives:
  - 1. The **Newsletter Editor** is responsible for publishing the official Newsletter of GSHA-SC on a regular basis, up to five issues a year. The editor will publish the newsletter in accordance with the established guidelines titled *Huellas del Pasado* Style Sheet. The editor shall include items requested by the Board. The editor will distribute timely notice of General Meetings and special events to all members. The editor coordinates with the Vice-President/Membership Chair for the newsletter mailing list and e-mail roster.) A volunteer does hard copy newsletter mailing.
  - 2. The **Webmaster** is responsible for creating and maintaining the GSHA-SC website so that it is easy to use, attractive and secure. The webmaster reviews and updates website content as needed and ensures compliance with the mission and objectives of GSHA-SC. The webmaster monitors online web traffic and reports activity to the VP of Communications for distribution to the board. The webmaster debugs pages and fixes broken links or images.
  - 3. The **Social Media Content Creator(s)** are responsible for posting consistent, quality articles according to GSHA-SC's social media strategy. Articles should educate, inform, and entertain members and promote GSHA-SC's mission. Blog articles should add value to and build loyalty and trust with our members and followers. The Social Media Content Creator is expected to ensure that the focus of any social media channel is created and maintained in line with GSHA-SC's mission statement and ethics policy.