

**BYLAWS OF THE GENEALOGICAL
FORUM OF OREGON, INC.**
As amended by the GFO membership May 2019

ARTICLE I: NAME

The name of this organization shall be the Genealogical Forum of Oregon, Inc. (GFO).

ARTICLE II: PURPOSES AND OBJECTIVES

This corporation shall be organized and operated exclusively for charitable, literary, educational, and scientific purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary purpose shall be to educate, to record, and to preserve genealogical and historical records and information.

The objectives of this organization shall be to instruct in research, create an interest in genealogy, and share, compile, and publish genealogical and historical materials.

ARTICLE III: MEMBERSHIP

- 3.1 There shall be two classes of members of the GFO, individual and institutional.
 - 3.1.1 Each individual member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of the GFO.
 - 3.1.2 Only individual members of the GFO shall have the privilege of making motions and debating issues at Membership Meetings, voting, and holding office.
- 3.2 A person or institution shall become a member of the GFO by completing an application form and paying current dues.
- 3.3 Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first-class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

ARTICLE IV: MEMBERSHIP MEETINGS AND VOTING

- 4.1 General Membership Meetings of the GFO shall take place as ordered by the Board of Directors. A General Membership Meeting shall take place in March.
- 4.2 The Annual Membership Meeting of the GFO shall be held on a date in June at a place to be determined by the Board of Directors.

- 4.3 Special Membership Meetings shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the GFO by a demand signed, dated, and delivered to the GFO's Secretary. Such demand by the members shall describe the purpose for the meeting.
- 4.4 Notice of all Membership Meetings shall be given to each member at the last address of record, by first-class mail at least seven days before the meeting, or by means other than first-class mail (such as e-mail) at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.
- 4.5 Those votes present at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently.
- 4.6 Any action which may be taken at any annual, general, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to each member entitled to vote on the matter. The written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only if the number of approvals equals or exceeds a majority of the ballots returned by the due date and voting.
- 4.7 There shall be no voting by proxy.
- 4.8 There shall be no action by consent of the members.

ARTICLE V: BOARD OF DIRECTORS

- 5.1 The Board of Directors (Board) shall consist of the elected Officers and other appointed members of the GFO (as further set forth herein). All Board members must be members in good standing. Each Director (hereinafter individually "Director") shall have one vote even if they hold more than one position.
- 5.2 The Board shall have the following duties:
 - 5.2.1 Determination of the time and location of General Membership Meetings, but it may not without amendment of these Bylaws alter the month of the Annual Membership Meeting or the month of the March General Membership Meeting as determined in Article IV.
 - 5.2.2 Creation of committees to carry out the business, purposes, and objectives of the GFO.
 - 5.2.2.1 Except as otherwise set forth herein, the committee chairs may be selected either by the President with the approval of the Board, or by the Board.
 - 5.2.2.2 Except as otherwise set forth herein, the other members of the committees may be selected by the chair of that committee or by the Board.
 - 5.2.3 Management of the affairs of the GFO. The Board may not modify any action taken by the membership of the GFO in a general, annual, or special membership meeting except for minor budget adjustments.

5.2.4 Adoption and revision of the GFO's rules of parliamentary order.

- 5.3** The number of Directors shall not be less than nine, consisting of the six elected Officers, the directors appointed under Article VIII, and the Past President. There is no maximum to the number of Directors.
- 5.4** A quorum at a Board meeting shall be at least 50% of the Directors in office immediately before the meeting begins. If a quorum is present, action may be taken by a majority vote of Directors then present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters as set forth by law, such action is taken by that majority as required by law.
- 5.5** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.
- 5.6** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting. Written notice, if mailed postage paid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed. The President or 20% of the Directors then in office may call and give notice of the meeting of the Board.
- 5.7** Action by Email. The Board of Directors may, without a meeting, use email or other electronic means to take action required or permitted to be taken at a Board meeting if (a) the GFO has a record of an email address for each Director; (b) and the GFO sends to each director's email address an announcement that the Board of Directors will take action, a description of the matter on which the Board will take action, and a deadline of not less than 48 hours after the time the GFO sends the announcement in which a Director may vote; and (c) the majority of Directors who hold office at the time vote in the affirmative.

Resignation or Removal. A Director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. A Director may be removed at any time, with or without cause, by vote of a majority of the Board of Directors.

ARTICLE VI: ELECTED OFFICERS

- 6.1** Elected Officers of the GFO are: President, Vice-President, Secretary, Treasurer, and two Directors-at-large. The President, Secretary, and one Director-at-large shall be elected in even-numbered years, and the Vice-President, Treasurer, and one Director-at-large shall be elected in odd-numbered years. All Officers of the GFO must serve as members of the Board of Directors. The immediate Past President of the GFO may serve as a voting Board member for the first year after the end of their term.
- 6.2** Prior to its December meeting each year, the Board shall attempt to appoint a nominating

committee of three to five non-Board members.

- 6.2.1** The nominating committee shall select a chairman and a secretary from its number.
 - 6.2.2** The nominating committee shall nominate eligible candidates for each elective office, except it shall not nominate candidates for Directors-at-large.
 - 6.2.3** The report of the nominating committee shall be presented to the Board prior to January 31st and shall be published prior to March 1st.
 - 6.2.4** Should the Board be unable to recruit individuals to serve on a nominating committee, the Board may recruit individuals who may self-nominate for open elective offices, but Directors may not nominate candidates.
 - 6.2.5** Other nominations may be made from the floor at the March General Membership Meeting with the prior consent of such nominee. Thereafter, the President shall declare the nominations closed at the March General Membership Meeting.
- 6.3** Directors-at-large shall be nominated from the floor at the March General Membership Meeting and/or by written nomination delivered to the Secretary of the GFO prior to the March General Membership Meeting. Nominations delivered to the Secretary shall be read at the March General Membership Meeting. All nominations shall be made only with the express prior consent of the nominee.
- 6.4** Only individual GFO members in good standing may be nominated for elective office.
- 6.5** Officers of the GFO shall be elected by written ballot in April of each year.
- 6.6** In the event of a contested office, the candidate receiving the most eligible votes shall be declared the winner, even if they do not receive a majority of all votes cast for that office.
- 6.7** All newly elected Officers shall be installed at the Annual Membership Meeting in June unless absent and shall take office on July 1st of the same year. Newly elected officers unable to attend the Annual Membership Meeting in June shall be installed at the first Board Meeting they are able to attend.
- 6.8** All Officers of the GFO shall serve in their office for a term of two years and until their successors take office.
- 6.8.1** In no case shall any elected Officer of the GFO serve more than two consecutive terms except at the express request of the Board.
 - 6.8.2** No person shall hold more than one elective office simultaneously.
- 6.9** Any vacancy in any elective office should be filled as soon as possible, ideally not later than the third regular meeting of the Board of Directors following the vacancy, by a majority vote of the Directors then on the Board. The appointee shall hold the office until their successor takes office following a regularly scheduled election.

ARTICLE VII: DUTIES OF ELECTED OFFICERS

- 7.1** The Board shall operate on a division of responsibility or “commission” form of government, with each Officer taking responsibility for management and oversight of one or more GFO functions as assigned by the President.
- 7.2** The President shall be the chief Officer of the GFO and shall act as the Chair of the Board and shall serve as an ex officio member of each GFO committee except the nominating committee. The President shall have any other powers and duties as may be prescribed by the Board of Directors.
- 7.3** The Vice-President shall serve as the President of the GFO in the absence or incapacity of the President, shall assume all the duties of the President in such event, and shall perform any other duties assigned to him/her by the President.
- 7.4** The Secretary shall have overall responsibility for official correspondence and all record keeping relating to meetings.
- 7.5** The Treasurer shall have the overall responsibility for financial record keeping and all corporate funds except the Endowment Fund.
- 7.5.1** The Treasurer shall serve as a member of all GFO committees dealing with financial matters except the Financial Review Committee.
- 7.5.2** The Treasurer shall be an ex officio, non-voting member of the Endowment Committee.
- 7.6** Directors-at-large shall specifically represent the general membership of the GFO.

ARTICLE VIII: APPOINTED DIRECTORS

- 8.1** The elected Officers comprising the Board shall appoint a minimum of three additional Directors. The Board may appoint additional Directors as it deems necessary and desirable. Appointed Directors shall have such authority and perform such duties as shall be determined by the Board of Directors. The Board may appoint any GFO member willing to serve.
- 8.2** Each Committee Chair or co-chair will be offered the opportunity to join the Board of Directors for as long as that person retains the position. In the event of Co-Chairs joining the Board, only one vote is permitted between them.
- 8.3** All Appointed Directors’ terms expire at the end of each fiscal year.

ARTICLE IX: FINANCIAL REVIEW COMMITTEE

The Board shall appoint a Financial Review Committee which shall review the Treasurer's accounts, books, and records at the close of each fiscal year and report its findings to the Board by September 30th.

ARTICLE X: BUDGET AND FINANCE COMMITTEE

- 10.1** The President shall appoint a Budget and Finance Committee by December thirty-first of each calendar year.
- 10.2** The Budget and Finance Committee shall prepare and submit a budget for the next fiscal year to the Board at the April Board meeting. If the Board approves the budget so presented, the proposed budget, together with the tentative approval of the Board, shall be presented for final approval at the Annual Membership Meeting.
- 10.3** The Budget and Finance Committee shall make periodic reviews of the GFO financial statements and shall report its findings to the Board of Directors. The chair of the Budget and Finance Committee shall be an ex officio non-voting member of the Endowment Committee.
- 10.4** The GFO fiscal year shall commence on July 1st and close on June 30th.

ARTICLE XI: ENDOWMENT

- 11.1** The GFO shall maintain the Endowment Fund in perpetuity.
- 11.2** The GFO Endowment Fund shall be maintained and administered according to the Genealogical Forum of Oregon, Inc. Endowment Fund Operating Plan.
- 11.3** The Endowment Committee was formed, and committee positions are filled, following the stipulations as stated in Article V, specifically 5.1 and 5.2, of the Endowment Fund Operating Plan.

ARTICLE XII: COMMITTEE VACANCIES

In the event any committee, except the Nominating Committee (see 6.2.4), does not have a chair, then the Board collectively shall perform the duties of such committee chair.

ARTICLE XIII: GFO PROPERTY AND LIABILITY

- 13.1** No GFO Officer, Director, or individual member charged with the care of any GFO property shall be required to replace or pay any damages or other amounts for any property which is lost, damaged, or destroyed while in the custody, control, or responsible possession of such person, unless such person is guilty of gross negligence, willful or wanton misconduct, or intentional malfeasance.
- 13.2** The Board may acquire appropriate General Liability and nonprofit Officers and Directors Errors and Omissions liability insurance coverage to defend and indemnify any and all Officers and Directors (elected and appointed) against any and all claims made by any and all persons against the Officer(s) or Director(s), individually or in their corporate capacity, for any act or omission arising out of their actions taken on behalf of the GFO.
- 13.3** Upon leaving office, all elected and appointed Officers, Directors, and committee chairs shall deliver promptly to their successors in office or the GFO President all monies, accounts, electronic media, books, records, papers, keys, and all other property belonging or related to the GFO, which they have in their actual or constructive possession.

ARTICLE XIV: DISSOLUTION

- 14.1** The GFO may voluntarily dissolve and terminate its affairs pursuant to the process set forth in ORS 65.621 - 65.644. In such case, the dissolution, including any Articles of Dissolution, must be approved both by a majority of the Board, and by the lesser of two-thirds of the votes cast by the individual members voting or a majority of the individual members possessing voting power.
- 14.2** In the event of dissolution, the Board shall first apply any corporate assets to the payment of all outstanding liabilities and legal obligations as required by law. The Board shall then distribute any residual assets to one or more other nonprofit Section 501(c)(3) corporations organized in the State of Oregon possessing purposes and objectives similar to and compatible with the GFO, so long as such alternative distribution is approved by the majority of the Board, and by the lesser of two-thirds of the vote cast by the individual members voting or a majority of the individual members possessing voting power.

ARTICLE XV: AMENDMENTS

The members have the sole right to amend or repeal these Bylaws and may vote to amend or repeal these Bylaws or adopt new ones by a majority vote of the members represented and voting. Prior to the adoption of the amendment, each member shall be given the notice of meeting required by these Bylaws and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment(s).