

# BYLAWS

## ASSOCIATION OF PROFESSIONAL GENEALOGISTS

Adopted 7 May 1981; revised 5 August 1985, 31 May 1991, 6 December 1993, 15 November 1995, 30 September 1997, 22 October 1998; corrected 8 August 2002.

### ARTICLE I. NAME

The name of this association, organized as a non-profit (501(c)6) corporation, shall be the Association of Professional Genealogists, hereinafter referred to as APG or the Association.

### ARTICLE II. OBJECTIVES

The Association shall be operated as a nonprofit, educational corporation under the laws of the State of Utah, no part of the net earnings of which shall inure to the benefit of any private individual.

The objectives of this Association shall be:

- A. To promote international awareness of, and interest in, professional genealogical services;
- B. To promote professional standards in genealogical research, writing, and speaking;
- C. To engage in activities which improve access, facilitate research, and preserve records used in the fields of genealogy and local history;
- D. To promote awareness of activities and/or laws which may affect genealogical and historical research;
- E. To educate the membership and public through publications and lectures; and,
- F. To provide support for those engaged in genealogical pursuits as a business.

### ARTICLE III. MEMBERS

**Section 1. Membership.** Membership shall be open to any person or entity willing to support the objectives and the code of the Association.

**Section 2. Classifications.**

- A. Voting. Voting members shall be individual, associate or life members. Each member is entitled to one vote.
- B. Non-voting. Subscribers are not members and shall not vote.

**Section 3. Dues.** The dues shall be set by a majority vote of the Board of Directors.

**Section 4. Good Standing.** A member in good standing shall be one whose current dues have been paid in accordance with the provisions of the Procedures Manual and who is not under disciplinary action. Only members in good standing may vote, hold an elected position, or chair a committee.

### ARTICLE IV. CHAPTERS

**Section 1.** Chapters may be organized, with a minimum of five (5) APG members, to promote the objectives and programs of APG.

**Section 2.** Application for the chapter charter shall be made on the official form obtained from the Executive Director as prescribed in the Procedures Manual.

**Section 3.** Chapter bylaws shall not be in conflict with APG bylaws.

### ARTICLE V. OFFICERS

**Section 1. Elected Officers.** Elected officers of APG shall be a President, a Vice President, a Secretary, and a Treasurer.

**Section 2.** These officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, the Policy and Procedures Manuals, and by the parliamentary authority adopted by the Association.

**A. The President** shall

1. Be the chief executive officer and official spokesperson of APG;
2. Appoint, with the approval of the Board of Directors, a parliamentarian;
3. Enter into agreements on behalf of the Association, with the approval of the Board of Directors.
4. Pay reasonable compensation for materials or services rendered in pursuit of the Association's objectives;
5. Appoint all committees, except the Nominations and Redistribution Committees, with the approval of the Board of Directors;
6. Appoint, with the approval of the Executive Committee, an Auditor;
7. Be responsible for the sending of notices of all meetings;
8. Be an ex-officio member of all committees with the exception of the Nominations Committee and the Redistribution Committee;
9. Perform such other duties as these bylaws or the Board of Directors shall assign.

**B. The Vice President** shall

1. Assume the duties of the President in the absence of, or at the request of, the President;
2. Assume the office and duties of the President for the remaining term in the event of a vacancy in the office of President;

3. Perform such other duties as the President or Board of Directors shall designate.

**C. The Secretary** shall

1. Be responsible for the minutes of all Executive Committee meetings, all meetings of the Board of Directors, and all meetings of the general membership;
2. Supervise custody of the records of the Association;
3. Attest documents as necessary;
4. Perform such other duties as the President or Board of Directors shall designate.

**D. The Treasurer** shall

1. Pay all budgeted expenses;
2. Make a financial report to the annual meeting of the Board of Directors;
3. File required reports with the IRS and other governmental bodies;
4. Make the financial records available for an annual audit;
5. Perform such other duties as the President or Board of Directors shall designate.

**ARTICLE VI. NOMINATIONS, ELECTIONS, AND TERMS OF OFFICE**

**Section 1. Nominations.**

**A. Nominations Committee.** The Nominations Committee shall make nominations for all offices for which elections are to be held.

1. The Nominations Committee shall ensure that all nominees are eligible for election.
2. The Nominations Committee shall ensure that the nominations for the Board of Directors from each established region are sufficient for the election of two (2) directors in even-numbered years and two (2) in odd-numbered years from each established US/Canada

region. One (1) director will be elected from each designated international region.

3. Prior to preparing the voting ballot, the Nominations Committee shall issue a Call for Recommendations for Nomination. Recommendations shall be solicited from the membership via the Quarterly.

#### **Section 2. Elections.**

- A. Balloting.** The Nominations Committee shall prepare written ballots for voting and oversee their distribution to all eligible voters.
- B. Teller.** The most immediate past Chair of the Nominations Committee willing to serve shall be the Elections Teller and shall tally the votes and report the election results. The teller shall, with approval of the Executive Committee, appoint assistants to tally the votes.

#### **Section 3. Terms of Office.**

- A. Officers.** Officers shall serve for two (2) years beginning on the first day of January following election and may serve two (2) consecutive terms.
- B. Members of the Board of Directors.** Directors shall serve for two (2) years beginning on the first day of January following election and may serve no more than three (3) consecutive terms.
- C. Nominations Committee** members shall serve for one (1) year beginning on the first day of January following election and may serve no more than one (1) consecutive term.

### **ARTICLE VII. MEETINGS**

**Section 1. Annual meeting.** The President shall call an annual general meeting, which will be held

at a date and location to be determined by the Board of Directors.

**Section 2. Special meetings.** A special meeting of the membership of APG may be called by a two-thirds (2/3) vote of the Board of Directors or by written demand of at least 10% of members entitled to vote on issues proposed (per Utah Code 16-6a-702).

**Section 3. Quorum.** Thirty (30) members shall constitute a quorum.

### **ARTICLE VIII. BOARD OF DIRECTORS**

**Section 1. Composition.** The members of the Board of Directors shall be:

- A. The elected officers
- B. The elected directors
- C. The most recent past President willing to serve.

**Section 2.** The Board of Directors shall be the policy-making body of the Association and shall exercise all powers and perform all duties not vested by these bylaws in the officers, the Executive Committee, or in the members.

**Section 3.** The Board of Directors shall hold at least one (1) meeting annually at such time and place as it shall determine. The President shall give notice of each meeting not later than sixty (60) days before the date of the meeting. The President may also call and set the time and place of any special meetings of the Board of Directors.

**Section 4.** A majority of directors shall constitute a quorum for transacting business at any meeting.

**Section 5.** A vote by mail or e-mail may be taken when necessary. Action taken by either means shall be verified and made a part of the minutes of the next session of the Board of Directors.

**Section 6.** In the event a vacancy occurs on the Board of Directors, the Executive Committee shall

appoint a qualified member of the Association to fill the unexpired term, with the approval of a majority of the remaining directors.

## **ARTICLE IX. EXECUTIVE COMMITTEE**

**Section 1. Composition.** The members of the Executive Committee shall be the President, the Vice President, the Secretary, and the Treasurer. The Parliamentarian and the Executive Director may attend meetings of the Executive Committee in an advisory capacity.

### **Section 2. Duties.**

- A. The Executive Committee shall be the managerial and operating body of the Association and shall maintain the Procedures Manual.
- B. The Executive Committee, with the advice and approval of the Board of Directors, shall establish an annual operating budget, a summary of which shall be published and distributed to the members.

**Section 3. Meetings.** The Executive Committee shall meet and report its activities to the Board of Directors on a regular basis by e-mail or other means.

**Section 4. Vacancies.** In the event a vacancy occurs on the Executive Committee, the Board of Directors shall elect, within forty-five (45) days, another member to fill the unexpired term.

## **ARTICLE X. COMMITTEES**

### **Section 1. Standing Committees.**

- A. **Redistribution Committee.** In each year divisible by four (4) a Redistribution Committee consisting of three (3) members, one of whom must be a director, shall be appointed by the Executive Committee and approved by the Board of Directors. As

outlined in the Policy Manual, the Redistribution Committee shall establish electoral regions and make its recommendation to the Executive Committee which shall accept or modify the recommendation. The Board of Directors will approve the regions.

- B. **Nominations Committee.** A Nominations Committee consisting of three (3) members shall be formed annually. One member must be a director of the Association and shall be appointed by the Executive Committee, with the approval of the Board of Directors. Two members of the Nominations Committee will be elected annually by the membership. The Nominations Committee will elect the Chair from within their committee.

- C. **Professional Review Committee.** A Professional Review Committee consisting of at least three (3) members, one of whom must be a director, shall be appointed by the Executive Committee and approved by the Board of Directors. It shall review and mediate in accordance with the guidelines as outlined in the Policy and Procedures Manuals.

- D. **Chapter Review Committee.** A Chapter Review Committee consisting of at least three (3) members, one of whom must be a director, shall be appointed by the Executive Committee and approved by the Board of Directors. The chair of this committee will be the Chapter Liaison, appointed by the Executive Committee and approved by the Board of Directors. This committee shall review the bylaws of chapters applying for charters and make recommendations to the Board of Directors regarding approval.

**E. Publications Advisory Committee.** A Publications Advisory Committee consisting of at least three (3) members, one of whom must be a director, will be appointed by the Executive Committee and approved by the Board of Directors. The committee is to make recommendations to ensure that printed materials and electronic materials best represent the standards and policies of the organization, as stated in the bylaws.

#### **ARTICLE XI. DISCIPLINARY PROCEDURE**

The Association shall have the power to withdraw the membership of any member for a serious violation of the Association's Code, or for conduct prejudicial to the best interests of the Association, provided that any member so charged has had the opportunity to defend himself before the Executive Committee. Written charges with specifications must be filed with the Executive Director. Should the charges be sustained, the Executive Committee may by a majority vote expel the defendant from membership in the Association for a period of from one (1) to five (5) years. An appeal may be made to the Board of Directors. A majority vote of the directors is needed to confirm the Executive Committee's action.

#### **ARTICLE XII. PARLIAMENTARY AUTHORITY**

**Section 1.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of APG in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that APG may adopt.

**Section 2.** The parliamentary authority of APG shall be adopted by each chapter.

#### **ARTICLE XIII. AMENDMENT OF BYLAWS**

Two-thirds (2/3) of the members of the Board of Directors or at least 10% of the members of the Association in good standing, may submit proposed amendments to the Association. The vote shall be taken by ballot mailed to all members of the Association in good standing. An amendment shall be adopted by a two-thirds (2/3) vote of those voting.

#### **ARTICLE XIV. DISSOLUTION**

In the event of dissolution, all assets shall be assigned by the Board of Directors to qualifying nonprofit organizations in accordance with Section 501(c)(6) of the Internal Revenue Code. No assets shall inure to the benefit of individual members.