

INTERNATIONAL SOCIETY OF FAMILY HISTORY WRITERS AND EDITORS

BYLAWS

PREAMBLE.

The name, primary purpose, and objectives of this organization shall be as stated in its Articles of Incorporation, as amended from time to time. The organization is referred to in these Bylaws as “the Society,” or as “ISFHWE,” or as “the corporation.” Its governing body is referred to as “the Board of Directors,” or as “the Board.”

BYLAW I – MEMBERSHIP QUALIFICATIONS AND DUES

Section 1: Individual Members. Active membership shall be open to columnists, writers, editors, broadcast hosts (TV, radio, web. etc.), reporters and others with an interest in genealogy and family history in any medium including any facet of print, audio, or visual technology. Any individual who is an active member in good standing shall be eligible to hold office and vote in matters and proceedings of the Society. A person shall be declared an active member in good standing upon filing an application form and payment of annual dues.

Section 2: Institutional Members. Membership shall be open also to organizations and institutions with all the rights and privileges as persons, except that organization and institution members shall be ineligible to hold office or vote in matters and proceedings of the Society.

Section 3: Other Classes of Membership. Honorary membership, associate (inactive) membership, and other classes of membership, may be established by action of the Board, with such rights, privileges, and dues as the Board shall determine.

Section 4: Dues. The amount of membership dues for each class of members shall be established from time to time by the Board. Dues are payable in advance for the calendar year. Dues become delinquent February 1, at which time any member whose dues remain unpaid shall be removed from the membership roll.

BYLAW II - OFFICERS AND BOARD OF DIRECTORS

Section 1: Control. Except as otherwise required by law or provided by the Articles of Incorporation or these Bylaws, the entire control of the Society and its affairs and property shall be vested in its Board of Directors (the “Board”).

Section 2: Composition. The Board shall consist of the elected officers and six (6) additional Directors. The elected officers shall be: President, First Vice President, Second Vice President, Secretary and Treasurer. Five (5) members, referred to as Regional Directors, shall be elected to represent five (5) regions established by the Board; and one (1) member, referred to as a Director-at-Large, to represent any members who live in a country other than the United States. The President, with Board approval, shall appoint the Editor of the ISFHWE Newsletter, who shall serve as an *ex officio* member of the

Board, without vote. The chairman of each committee also shall be an *ex officio* member of the Board during his or her period of service.

Section 3: Qualification and Term. All voting members of the Board shall be individual members of the Society and elected to a term of two (2) years, provided, however, that one half or the initial officers shall be elected for a term of three years.

Section 4: Vacancies. A vacancy in a Board position, other than that of the President, shall be filled by appointment by the Board. At the time of the next succeeding annual meeting of the members, an active member of the Society shall be elected to fill the position, or to serve the remainder of the term, if any. The resignation of any officer, editor, or director shall be tendered to the ISFHWE Board in writing.

Section 5: Term Limits. No person may serve more than six (6) years consecutively on the Board except anyone appointed to fill a vacant position may serve until the next annual meeting and for not more than six (6) additional consecutive years.

Section 6: Compensation Prohibited. No voting member of the ISFHWE Board shall be entitled, as such, to receive any salary, compensation, or employment from the Society. The Society may, however, pay compensation to employees or contractors for services rendered, and may authorize reimbursement of reasonable and necessary expenses advanced by a Board member on behalf of the Society.

Section 7. Staggered Elections. Subject to the provisions of Section 3 of this Article, from and after the second year following the adoption of these Bylaws, an election of officers shall be held each year. In addition to any election required to fill an unexpired term occasioned by a vacancy, the Society shall elect, in each even year, a President, a Second Vice President, Treasurer, and three additional Directors. In each odd year, the Society shall elect a First Vice President, Secretary, and three additional Directors.

BYLAW III - DUTIES OF OFFICERS, DIRECTORS AND EDITOR

Section 1: President. The President shall be the principal executive officer, with responsibility for supervising the affairs of the Society. The President shall preside at all meetings, shall appoint all committees with the approval of the Board, and shall be an *ex officio* member of all committees except the nominating committee.

Section 2: Vice Presidents. The Society shall have two Vice Presidents:

(a) The First Vice President shall assist the President in carrying out the duties of that office and work under the direction of the President; shall preside in the absence of or at the request of the President; will succeed to the office of the President for the unexpired term in the event of the President's death, incapacity or resignation; shall oversee new member solicitation; maintain the membership list; provide labels to the editor; and send copies of the current Articles of Incorporation, Bylaws and membership roll to new members.

(b) The Second Vice President shall handle all logistical aspects of membership meetings, luncheons and banquets, including the procurement of meeting places and times, speakers, furnishings and meals; and shall handle all promotional aspects of meetings including promotional notifications of the membership and media.

Section 3: Secretary. The Secretary shall handle all general correspondence of the Society; shall be the custodian of the records of the corporation; shall give notice to the members of all regular and special meetings of Society members; shall keep accurate records of the Society's meetings; shall provide minutes of the preceding regular meeting for review and approval during the business session of each regular meeting; shall keep records of Board meetings; shall provide minutes of the preceding Board meeting for review and approval during each Board meeting; and shall file all regulatory registration documents for the Society.

Section 4: Treasurer. The Treasurer shall be the custodian of all revenues received by the Society; shall deposit the funds in a bank approved by the Society; shall pay all bills incurred by the Society; shall prepare and file all necessary state and federal tax returns and financial reports for the Society; shall keep accurate financial records and shall present an annual report of the finances of the Society at the annual meeting of members.

Section 5: Regional Directors. The Regional Directors shall act as liaisons between members of the Society and the Board. Each shall live in the region that he or she represents.

Section 6: Director at Large. The Director-at-Large shall live outside the United States, shall represent the will of members residing in countries other than the United States, and shall act as a liaison between said members of the Society and the Board.

Section 7: Editor. The Editor of the Society newsletter shall publish and send by mail, electronic mail or other popularly available technology, the newsletter on a regular basis; collect and receive materials to be considered for publication in the newsletter; and publish in the newsletter any items specifically requested by the Board .

BYLAW IV- NOMINATIONS AND ELECTIONS

Section 1: Nominating Committee. The Board shall elect by plurality vote a Nominating Committee consisting of three (3) ISFHWE members. No member of the Nominating Committee shall serve consecutive terms. The committee shall solicit and receive nominations from members in good standing. These nominations shall be submitted in writing to the postal or electronic mail address of the Nominating Committee Chairman by 15 January of the year of an election. The Nominating Committee shall be responsible to assure that there is at least one candidate for each office to be filled at the election, and to that end, may nominate candidates.

Section 2: Conduct of Elections. Elections shall be by written ballot.

(a) The Secretary shall distribute to each voting member of record, not less than thirty (30) days, and not more than seventy (70) days before the annual meeting, a ballot with the names of the candidates and descriptions of their qualifications.

(b) Voting for election of officers and directors shall be by written ballot cast personally at the meeting, or by written absentee or proxy ballot submitted by mail, facsimile, or electronic mail, within the time and in the manner herein provided. Completed absentee or proxy ballots shall be returned to the Nominating Committee Chairman no later than twenty-one (21) days prior to the date of the annual meeting.

Absentee ballots and proxy authorizations and instructions shall be handed over, unopened, to the Ballot Committee, not less than fourteen (14) days prior to the date of the annual meeting.

(c) All ballots, whether cast in person or by proxy or absentee voting, shall be opened and counted by the Ballot Committee appointed by the Board. The Ballot Committee shall consist of two (2) persons who have not been nominated for an office. The candidate for each office receiving the highest number of votes shall be elected.

(d) The results of the election of officers and directors shall be announced at the annual meeting of the membership, following a count of the ballots. Those elected shall take office immediately following the meeting.

(e) An official record of total ballots cast and the tally for each nominee shall be filed with the Secretary and shall be available for examination by any member for a period of six (6) months following the announcement of results of the election at the annual meeting.

Section 3: Advisors. With the approval of the Board, the President may appoint persons to serve the Society in an advisory capacity on any matter the Board deems important or necessary. Such advisors may be reappointed from year to year, and need not be members of ISFHWE.

BYLAW V- MEETINGS OF THE SOCIETY AND THE BOARD

Section 1: Parliamentary Authority. The current edition of *Robert's Rules of Order*, Revised, shall be the authority for parliamentary procedure at all meetings of the Society and the Board.

Section 2: Membership Meetings. There shall be an annual meeting of the members held on such date, and at such time and place as may be selected by the Board. Special meetings of the members may be called at such date, time and place as shall be determined by the Board.

Section 3: Notice of Membership Meetings. Notice of all meetings of the Society members shall be given to each member at least thirty (30) days before each such meeting. The notice shall state the date, time, place and purposes of the meeting.

Section 4: Quorum for Membership Meetings. At regular and special meetings of the members, eight (8) active members in good standing present, either in person or by proxy, shall constitute a quorum.

Section 5: Notice of Board Meetings. Meetings of the Board may be called at any time by the President or by any two (2) members of the Board upon at least seven (7) business days notice to each member of the Board. The notice shall be given personally, by mail, fax, telegraph, telephone, electronic mail or other popularly available technology. Board members may vote by proxy at any meeting of the Board.

Section 6: Quorum for Board Meetings. At meetings of the Board a majority of elected officers plus one (1) Regional Director or Director-at-Large shall constitute a quorum for the transaction of business.

Section 7: Validation of Board Meetings Defectively Called or Noticed. The transactions of any meeting of the Board, however called and noticed and wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present and provided that either before or after the meeting, each member of the Board not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 8: Board Meeting Open. Any member in good standing may attend meetings of the Board without voice or vote. If members, other than the Editor and Committee Chairmen, wish to be placed on the agenda to address the Board, they shall give two (2) weeks notice to the President who will then place the matter on the agenda for the next meeting.

Section 9: Votes Required on Proposals. At membership meetings and Board meetings, a vote of a majority of the eligible members present in person or by proxy shall be necessary for action unless a greater vote is required by the Articles of Incorporation, by these Bylaws, or by the parliamentary authority referenced in Section 1 of this Bylaw.

BYLAW VI – MISCELLANEOUS PROVISIONS

Section 1: Authorized Means of Delivering Notice and Other Communications. Unless a different procedure is established by other provisions of the Articles or these Bylaws, any notice or other communication required or authorized to be given to members of the Society or members of the Board shall be in writing, and given personally, or by mail, fax, telegraph, or electronic mail. Routine announcements and informational communications may be posted to the Society’s “Members Only” web site.

Section 2: Dissolution. The corporation may terminate its corporate existence by undergoing voluntary dissolution. The Board must first approve a resolution proposing dissolution, which shall be submitted to the members for a vote. If the resolution is ratified by the members, the Board shall comply with the requirements of the Articles of Incorporation respecting dissolution. The assets, if any, remaining after discharge of the debts and liabilities of the corporation shall be distributed in accordance with the provisions of Section 2 of Article VII of the Articles of Incorporation.

Section 3: Voting on Miscellaneous Matters. Unless submitted to the membership for vote by a ballot furnished to voters before a meeting in the manner prescribed in the provisions of Section 2 of Bylaw IV of these Bylaws, all other matters considered at a membership meeting shall be determined by the requisite vote of members present at the meeting, a quorum being present, either in person or by proxy. Matters not required to be submitted to the membership shall be determined by a majority vote of members of the Board, unless otherwise provided in the Articles of Incorporation or these Bylaws.

(a) Resolutions for amendment of the Articles or Bylaws shall be submitted first to vote by the Board of Directors at a duly called and noticed meeting of the Board. The proposed amendments shall be considered by the Board *seriatim*, and a vote of at least two thirds of the Board members present, either in person or by proxy, shall be required for approval of each proposed amendment.

(b) Unless otherwise provided in the Articles or these Bylaws, all resolutions for amendment of the Articles or Bylaws shall be submitted to the members for ratification after the Board has approved the same. An affirmative vote of not less than two thirds of the members voting in person, or by proxy, or by mail ballot, shall be required for adoption of each such proposed amendment.

(c) Such clerical errors as misspelling, obvious omission or duplication of a word or phrase, and incorrect numbering or lettering of sections or subsections of the bylaws, may be corrected by the Secretary without necessity for a vote.

Section 4: Standing Rules. The Board, by majority vote, may establish standing rules governing such routine matters as fixing dues, rules of conduct, creating new and additional classes of membership, and the like, provided, however, that such standing rules shall not conflict with any provisions of law, the Articles of Incorporation, or these Bylaws. Ratification of standing rules by the members is not required.

Section 5. Bylaw Provisions Subordinated. If any clause or section of these Bylaws shall appear to conflict with any applicable federal or state law, the provisions of the law shall prevail. If any such clause or section shall appear to conflict with any provision of the corporation's Articles of Incorporation, the provisions of the Articles shall prevail.

BYLAW VII - AMENDMENTS

Section 1: Proposal to Amend. Amendments to the Articles or Bylaws may be proposed by the Board or by the petition of five (5) members in good standing submitted to the Board. The Board proposal or petition shall be submitted to the President, either by personal delivery, or by mail, or by electronic transmission.

Section 2: Notice of Proposed Amendment. Notice of proposed amendments to the Articles or Bylaws shall be sent by the Secretary to the members of record at least thirty (30) days before the annual meeting or special meeting called for the purpose of considering such proposed amendment(s).

Section 3: Amendment Vote by Ballot. Proposed amendments may be voted upon by ballot in the same manner as provided in Article IV for election of officers, *provided, however,* that an affirmative vote of no less than two thirds (2/3) of the votes cast shall be required for adoption.

Section 4: Effective Date. Adopted amendments shall take effect at the close of the meeting at which they are approved by the membership, unless otherwise determined by a vote of at least two thirds (2/3) of the members personally present at the time that the same are adopted.