

Bylaws of the 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; revised 15 March 2010, 20 March 2012, 31 July 2013, 15 May 2017.

ARTICLE I. NAME

The name of this association, incorporated as a nonprofit 501(c)(6) business organization, shall be the Association of Professional Genealogists, hereinafter referred to as APG or the Association. The Association shall be operated as a nonprofit 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.

ARTICLE II. PURPOSE

The mission of the Association of Professional Genealogists is to support those engaged in the business of genealogy through advocacy, collaboration, education, and the promotion of high ethical standards.

ARTICLE III. OBJECTIVES

The objectives of this Association shall be:

- A. To provide education and support for those engaged in genealogical business pursuits;
- B. To engage in and advocate for activities that preserve, improve access to, and facilitate research in records used in the fields of genealogy and local history;
- C. To promote awareness of activities and/or laws that may affect genealogical and historical research;
- D. To facilitate collaboration among members;
- E. To promote professional standards in the field of genealogy; and
- F. To promote awareness of, and interest in, professional genealogical services.
- G. To represent the diversity of the

genealogical community worldwide, and to encourage inclusiveness in our membership and on our board of directors.

ARTICLE IV. MEMBERS

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

Section 2. Voting Privileges

A. Voting. All members of APG, including those under disciplinary action, have voting privileges. 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 policy and procedure manuals and who is not under disciplinary action. Only members in good standing may hold an elected position or chair a committee.

ARTICLE V. CHAPTERS AND SPECIAL INTEREST GROUPS (SIGS)

Section 1. Chapters and Special Interest Groups may be organized to promote the objectives and programs of APG.

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

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

ARTICLE VI. 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, a parliamentarian as needed;
 3. Enter into agreements on behalf of the Association, with the approval of the Board;
 4. Pay reasonable compensation for materials or services rendered in pursuit of the Association's objectives;
 5. With the advice and consent of the Executive Committee, 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 delegating or sending 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, 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 shall designate.

D. The Treasurer shall

1. Pay all approved expenses;
2. Oversee management and reporting of financial information, including a year-end financial statement.
3. File required reports with the IRS and other governmental bodies;

4. Make the financial records available for an annual review or audit;
5. Develop an annual budget for approval by the board.
6. Perform such other duties as the President or Board of Directors shall designate.

ARTICLE VII. 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 are sufficient to maintain twelve (12) directors "at large" from the APG membership, in addition to the four (4) Executive Committee members.
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.
4. The nominations committee shall strive to assure that the diversity of the nominations reflects the diversity of APG, as well as assuring that sufficient non-U.S. members, be nominated.

Section 2. Elections.

A. Balloting. The Nominations Committee shall prepare an electronic ballot for voting and assure that all eligible voters are informed.

B. Teller. The most immediate past Chair of the Nominations Committee willing to serve shall be the Elections Teller and shall certify the election results.

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 VIII. 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 percent 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 IX. 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 or his/her designee 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 electronic means may be taken when necessary. Action taken in this manner shall be verified and made a part of the minutes of the next meeting 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 X. EXECUTIVE COMMITTEE

Section 1. Composition. The members of the Executive Committee shall be the President, the Vice President, the Secretary, and the Treasurer. When the Parliamentarian and the Executive Director may attend meetings of the Executive Committee, they do so 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 on a regular basis.

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 XI. 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 assure that there is representation on the ballot for the APG Board of Directors that reflects the geographic distribution (including a minimum percentage of international members) and characteristics of APG membership.

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 in accordance with the guidelines as outlined in the Policy and Procedures Manuals.

D. Chapter and SIG Review Committee. A Chapter and SIG 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. The chair of this committee will be the Chapter and SIG Liaison, appointed by the Executive Committee and approved by the Board of Directors. This committee shall review the bylaws of chapters and SIGs applying for charters and make recommendations to the Board 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.–

F. Professional Development Committee. A Professional Development 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 will encourage and promote educational opportunities for those engaged in genealogical business pursuits, and promote professional standards in the field of genealogy.

ARTICLE XII. DISCIPLINARY PROCEDURE

The Association shall have the power to discipline any member for a 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 respond to the allegation.

ARTICLE XIII. 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 XIV. AMENDMENT OF BYLAWS

Two-thirds (2/3) of the Board of Directors or thirty (30) members of the Association in good standing, may submit proposed amendments to the Association. The vote shall be taken by electronic ballot, notice of which will be given to all members of the Association. Bylaws changes will be passed with a 2/3 majority of members voting.

ARTICLE XV. 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.