

GENEALOGICAL SOCIETY OF HISPANIC AMERICA BYLAWS

Article I – Name

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

Article II – Purpose and Objectives

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

- A. To promote the sharing and dissemination of genealogical research and information, to create mutual support for genealogical research, to promote and maintain communication with the Hispanic community and with other societies and organizations which provide genealogical and historical information.
- B. To educate and encourage its members and the public to share information and to create support for genealogical research and appropriate documentation. The Society will encourage and may engage in the publication and/or acquisition of books, films, documents and other materials related to the field of genealogy and history to enhance and benefit the activities of the membership.

Article III – Membership

- A. Eligibility: Any individual, family or organization which subscribes to the purposes of the Society shall be eligible for membership. The Society 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 website.
- 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 1. Initial dues are due and payable with the submission of application for membership. Each membership shall receive a subscription to the official journal and newsletter of the Society.
- D. Membership Categories: There shall be two categories of membership. Dues shall be established by the Board of Directors, subject to the approval of the general membership, and incorporated in the Standing Rules of the Society.
 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. (Refer to Standing Rules of Procedure #7.)
 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 made contributions as a Society volunteer which has benefitted the entire Society or a chapter.
 - a. A recommendation for the award of Honorary Member of the Society may be made by any member of the Board or by a Chapter 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. One membership per chapter annually will be paid by the Society. The rights to participate and vote are conveyed.

- b. Chapters may award additional Honorary Memberships at their discretion, with membership fees to be paid to the Society by the awarding Chapter. The rights to participate and vote on Chapter affairs are conveyed. The Board must be notified of such awards.
 - c. The award shall be for one year but may be renewed.
3. Members at Large who are institutions do not have voting privileges, nor can they submit a member of their group or staff as officer of the Society. They are actually supporters of the Society and subscribers of the Society's publications but are categorized as Members at Large. The same rules stated above also apply to those institutions who choose to join through a chapter. If they choose to belong to a chapter or a chapter recruits them, they should be separated from the rest of the members of that chapter and considered part of the chapter but are Members at Large with no voting privileges.
- 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 February 28 shall cause such member to be deemed delinquent and all benefits are thereby forfeited, including the right to vote, hold office or belong to a committee.
 - 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 the Society as determined by the Board.
 - b. Upon determination by the Board pursuant to F-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 Section 7-126-302 of the Colorado Revised Nonprofit Corporation Act.

Article IV – Officers

- A. Four officers may be elected by the general membership as follows: President, Vice-President, Secretary and Treasurer. All officers shall serve a two-year term and may be re-elected.
 - 1. The President and the Treasurer 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 appointed by and elected by a majority vote of the Board. Board appointees shall fulfill the unexpired term of such vacancy.

Article V – Duties of Officers

- A. The President shall be the chief executive officer of the Society and preside over the Annual and Special Meetings; all meetings of the Board of Directors and of the Executive Committee; may designate the Vice-President as a temporary Chairperson; appoint standing and special committee chairmen with the

approval of the Board of Directors; coordinate the duties of officers and committees; serve as an ex officio, non-voting member of all committees except the Nominations Committee. With the Secretary, the President shall sign all contracts and documents authorized by the Society. With the Treasurer or other authorized person, the President shall sign checks for all authorized disbursements. The President shall present a yearly report at the Annual Business Meeting. The President will be responsible for the long-range planning and direction of the Society as well as the general conduct of the Society in finance, contracts and grant writing on a national level. The President shall be the official spokesman for the Society.

- B. The Vice-President 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 national membership list/roster, including complete addresses and phone numbers. In addition, she/he will coordinate these activities with the Treasurer and have the membership list available in accordance with Sections 7-136-101, 7-136-102 and 7-136-105 of the Colorado Revised Nonprofit Corporation Act.
- C. The Secretary shall be responsible for the recording of the minutes for all Annual and Special Meetings, meetings of the Board of Directors and the Executive Committee and maintain custody of all records of those proceedings and any associated reports, including any other documents and records of the Society's business. At each meeting the Secretary shall make available all official documents of the Society, 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 the Society. The Secretary is responsible for appropriate coordination with the Journal and Newsletter Editor for timely and proper notice of Annual and Special Meetings; mailing the Society's publications, preparing all official correspondence and maintaining appropriate files. The Secretary will present a yearly report at the Annual Business Meeting.
- D. The Treasurer shall be custodian for all funds of the Society; sign checks with the President or other properly 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 and/or presentation at meetings of the Board of Directors and distribution to any member in good standing that requests a copy and annual financial statements for the Annual Business Meeting. The Treasurer will prepare quarterly and Annual reports for printing in the Society newsletter. The Treasurer shall be an ex officio in all fundraising efforts wherein the Society has liability.

Article VI – Executive Committee

- A. The Executive Committee shall be comprised of the four elected officers and shall:
 - 1. Be responsible to the Board of Directors.
 - 2. Be authorized to make decisions necessary to manage and administer the day-to-day activities of the Society in accordance with policies and procedures approved by the Board of Directors.
 - 3. Provide verbal and/or written progress reports to the Board of Directors. This can be in the form of recorded minutes or as an agenda item when the Board meets in regular or special session.
 - 4. Develop and recommend to the Board of Directors policies and administrative procedures as needed.
 - 5. Be responsible for all assets of the Society with the exception of assets which are the property of the affiliated Chapters.
 - 6. Be responsible for yearly inspection of the Society's property.

B. Vacancy:

A vacancy in the Executive Committee, other than that of the Presidency, shall be elected by a majority vote of the Board of Directors.

C. Meetings of the Executive Committee:

1. Meetings of the Executive Committee shall be called by the President or as a result of a petition to the President signed by two members of the Executive Committee. The Executive Committee will meet in regular session or by any communication medium available to all the members. Any action taken by such Committee at its meetings shall be reported and ratified by the Board of Directors.
2. The Executive Committee shall convene in regular session during the month prior to the Annual Business Meeting.

D. Notice:

Notice of meetings may be by mail, personal contact, telephone or other means of communication and shall be given not less than three (3) days prior to the meeting.

E. Quorum:

Three members of the Executive Committee shall constitute a quorum. One member may move to require the vote of the entire committee.

F. VOTING:

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

Article VII – Board of Directors

A. Duties:

The Board of Directors (hereinafter referred to as the Board) shall set policy for the Society. The Board shall delegate to the Executive Committee the responsibility of managing the Society 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 Society budget for approval by the general membership at the Annual Meeting.
 - b. Amendment of the annual budget to meet the needs of the Society, including approval in advance of expenditures not otherwise provided in the budget.
 - c. Provide for an annual review and written report concerning all funds and other assets, excluding Chapter funds and assets.
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 the Society. Any national project proposed by the Board which requires a commitment relegating liabilities to all chapters must be approved by a majority of all chapters.

B. Membership:

The Board will be composed of the four elected officers and one representative from each Chapter appointed by each Chapter, and one representative appointed annually by the Board from the pool of Members at Large (MAL). The board must give priority to the MAL group and must contact each MAL who is an individual (no libraries or organizations) to determine their interest in serving as MAL Representative. If no MAL chooses to serve in this position, the Board may appoint a member from another chapter.

C. Voting:

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

D. Terms of Members of the Board:

1. The four elected officers shall serve their elected terms.

E. Vacancy on the Board:

1. Vacancies on the Board of officers. (See Article IV, A-3.)
2. Vacancies on the Board of chapter representatives shall be replaced by the respective Chapter.

F. Meetings of the Board:

The Board shall meet at least three times annually. 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. Multi-party telephone or other electronic conferences are authorized. A majority of the Board must participate, and 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. The Board of Directors shall meet during the month prior to the Annual Meeting or Special meetings of the Society and may convene at the call of the President or upon petition to the President signed by three members of the Board.

G. Notice:

Notice of meetings may be by telephone, fax, mail, personal contact or electronic mail and shall be given not less than five days prior to the meeting.

H. Quorum:

A majority shall constitute a quorum.

I. Alternate Representative:

If the Member at Large Representative cannot attend a scheduled Board meeting for good reason, the MAL Representative may appoint an alternate who is a member in good standing and who is not affiliated with any chapter. Should the Member at Large not find a suitable alternative representative, the Member at Large may vote in absentia. The alternate will have full voting rights and responsibilities.

Article VIII – Nominations and Elections

A. Nominations:

1. The Board of Directors shall appoint the Nominations Committee at the Annual Meeting. This committee shall present a list of qualified candidates in accordance with The Standing Rules of Procedure #3.

B. Elections:

1. Election of officers shall be conducted by 1st class mail for those members not having a computer and by electronic means for those who have a computer or other electronic device. Electronic voting software 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 for more details.)
2. Notice of 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:

All elections shall be determined by a majority.

D. Quorum:

All votes, whether for election of officers and directors or for approval of a proposed Bylaw amendment shall be determined by a majority of votes cast by the members legally entitled to vote.

E. Proxy Voting:

A proxy vote is not permitted in any action of the Society.

F. Exception:

Presidents of Chapters may not serve as President of the Society concurrently.

Article IX – Committees

The Society shall have committees. Special committees shall be created by the President, the Board of Directors or by the general membership as required. Standing Committees will be appointed as necessary. The Standing Committees are the Conference Planning Committee and the Rules Committee. The following rules apply to the committees:

- A. All Committee Chairmen shall serve for one year.
- B. All Committee Chairmen may be re-appointed for successive terms of office with the approval of the President and the Board.
- C. General duties and responsibilities:
 1. All Committee Chairmen shall request and direct the assets required to perform the assigned duties.
 2. All Committee Chairmen will submit annual reports of expenditures.
 3. All Committee Chairmen 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 Chairmen are responsible for the satisfactory supervision and completion of tasks assigned to them and their committees.

D. Conference Planning Committee:

1. Is responsible for the coordination and production of the genealogical conferences of the Society under the supervision of the Board of Directors who shall appoint a board member as liaison to the committee.
2. Chooses the date, location, speakers, topics, and theme of the genealogical conference in accordance with Article X-A. Shall provide a meeting place and time for the Society's Annual Business Meeting within the conference's schedule of events.
3. Submits a preliminary budget for approval by the Board of Directors. The Board of Directors has final approval of all registration fees.
4. Provides publicity information to the Society's editors, the Publicity Committee, Society and Chapter Facebook and Blog editors, and Society and Chapter Webmasters to insure that the conference is publicized.
5. Provides regular status reports on the progress of the committee.

E. Rules Committee:

The Rules Committee shall have jurisdiction over proposed amendments to these Bylaws, Standing Rules of Procedure and Standing Orders and may submit recommendations to the GSHA BOD, and those agreed upon proposed amendments sent to the members for a vote.

Article X – Meetings of the Society

- A. The Annual Business Meeting shall be convened between the first day of June and the last day of August during the Society's Annual Genealogical Conference at a time and place recommended to the Board by the Conference Planning Committee. If for any reason a physical meeting cannot be held, then the board may convene an Annual Business Meeting of the Society's members via electronic or video conferencing services.
- B. A reminder of the Annual Business Meeting with specifics as to date and place will be included in the Newsletter and distributed to the Chapter and Society bloggers, Facebook editors and webmasters. Members in good standing on the date of the meeting are entitled to vote at the meeting. The Vice-President of the Society shall have available for inspection and for roll call purposes a list of members with their contact information, eligible to vote at the Annual Business Meeting.
- C. Special meetings of the Society may be called by a majority of the Board; however, a member(s) may petition the Board for a vote to convene a special meeting. Official notice of the convening of a Special Meeting must be communicated to each member within five days of the scheduled meeting.
- D. Quorum for the Annual Business Meeting or Special meetings of the Society shall be thirty members.

Article XI – Chapters

- A. A group of not less than fifteen members of the Society who meet regularly to promote activities consistent with the purposes of the Society may petition the Board for a charter.
 1. Upon petition to the Board, the group will coordinate its petition efforts through the Chapter Committee. A prospective Chapter will not be chartered until all requirements as spelled out in Section D, below, are met.
- B. A Chapter shall promote the goals and objectives of the Society; meet regularly, elect officers during the fourth quarter of each year for installation during the first quarter of the following year and notify the Board

of Directors of the names of new officers as soon as possible (prior to December 31). They shall conduct meetings on a regular basis.

- C. A Chapter's membership shall consist of those members of the Society who have chosen to affiliate with the chapter. All members of a Chapter must maintain membership in the Society.
- D. New Chapters:
 - 1. An initial group of at least five Society members may apply to the Charter Committee to organize a Chapter. A petition form shall be provided. An organizing Chapter shall meet three times before it may submit the completed form and supporting documents.
 - 2. An organizing Chapter shall submit to the Charter Committee the completed petition; the proposed name of the Chapter must include the GSHA name and a local identifying name; a record of attendance at each of the three organizing meetings; a membership and officers roster; and two copies of the proposed Bylaws and Standing Rules of Procedure and any other forms deemed necessary by the Charter Committee per IRS regulations. Two copies of any proposed changes must be sent to the Charter Committee for review and approval at least ninety days prior to approval. All documents of organization shall show the date of approval and shall be filed by the Charter Committee.
 - 3. An organizing Chapter shall be recognized as a Chapter only after the petition and the proposed Bylaws and Standing Rules have been reviewed by the Charter Committee and approved by the Board. A Chapter charter will be thereupon issued at the Annual Meeting.
 - a. A Chapter shall have the authority to adopt its own Bylaws and Articles of Incorporation provided that they are consistent with the Bylaws and Articles of Incorporation of the Society. It shall elect its own officers, but must nominally have a president, vice-president, secretary and treasurer and establish its own committees.
 - b. A Chapter may maintain its own reference library and may own real property.
 - c. A Chapter may maintain its own funds. All chapters shall submit quarterly reports of their membership dues.
 - d. A Chapter shall collect and promptly transmit the members' dues to the Treasurer of the Society.
 - e. Chapters shall submit all reports required by statutes of the Society.
 - f. A Chapter may publish a newsletter, books, and other educational materials; may produce video tapes; it may become involved in fund raising, applying for grants, loans and other funding, but may not use the title "The Genealogical Society of Hispanic America" without the specific approval of the Board. Chapters may use their Chapter designation name in applying for grants, loans and fundraising without obtaining permission from the Board.
 - g. No individual or Chapter may use the name GSHA by itself to engage in any activity without Board approval.
 - h. Any benefits from fundraising by a Chapter is the sole property of the Chapter unless it is a joint fundraising effort with the Society or another Chapter.
- E. Suspension:
 - 1. The charter of a Chapter which fails to comply with the Bylaws, Articles of Incorporation and rules of the Society shall be suspended. Such action shall require a two-thirds vote of the Board, provided a prior notice of at least thirty days has been given to the Chapter.

2. A Chapter whose charter has been suspended may be reinstated upon proof of compliance with requirements and approval of the Board by a two-thirds affirmative vote.

F. Dissolution:

1. Voluntary Dissolution

- a. A Chapter 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 and to the Board of Directors of the Society. After approval, the report of the vote to disband, the Chapter charter and the Chapter minutes book or files shall be delivered to the Board within ten days following the meeting. Any existing funds or other assets shall be distributed to one or more local organizations engaged in activities with similar objectives to those of the Society. Property donated to the Chapter shall be returned to the donor(s) if a request is made by the donor(s) or a designated representative.

2. Involuntary Dissolution

- a. A Chapter shall be involuntarily disbanded upon the recommendation of the chairperson of the Charter Committee when a Chapter has not met for one year. The Chapter will be dissolved and its charter revoked by a majority vote of the Board following 30 days' notice to the last known Chapter officers and members. A Chapter that is dissolved involuntarily shall return its charter, minutes book or files, as well as all funds or other assets to the Board within ten days.

Article XII – Dissolution

The Society may dissolve itself by following the provisions set forth in the “Colorado Revised Nonprofit Corporation Act,” Section 7-134-102, Dissolution by Directors and Members.

- A. The President and Board of Directors are responsible for the discharge of all liabilities and of the Society or for adequate provision for later disposal.
- B. The liquidation of all remaining assets held by the Society 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 XIII – Indemnification

- A. Any person who, in good faith, lawfully, and with the authority of the Society, 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. The Society 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 of settlement of any action shall be counsel mutually agreeable to the person to be indemnified and the Society;
 2. The Society 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. The Society 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 the Society.

4. The Society 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 XIV – Parliamentary Authority

The latest version of *The Standard Code of Parliamentary Procedure* by Alice Sturgis and revised by the American Institute of Parliamentarians 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 bylaws of rules of the Society.

Article XV – 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 Rules Committee directly or through the Executive Committee no later than February 1 of each year. The petition should include a short explanation or rationale for the proposed change. The Rules Committee will submit its recommendations for Board action no later than March 31.
- 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 Annual Business 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 the Society.
- C. The Executive Committee, 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 Annual Business Meeting. Any and all protests concerning voting procedures shall be filed in writing no later than thirty days following the Annual Business Meeting or Special Meeting of the Society.
- D. The invalidity of any provision of these GSHA 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 Bylaws and Standing Rules of Procedure shall be valid in all other respects.

Article XVI – Staff 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 Staff Position.

- A. Standing Rules of Procedure:
 1. The Order of Business:
 - a. Follows the Report of Special Committees.
- B. Staff Positions and Duties are as follows:
 1. Archivist(s)
 - a. Maintain permanent issues of the newsletter, journal and other GSHA-created publications.
 - b. Mail purchased past journals.
 - c. Mail missed journal copies to members.

2. Editors

a. Newsletter:

- (1) The newsletter editor is responsible for publishing quarterly, *Noticias de Nuestras Raices*, the official Newsletter of the Society. Items to be published include timely notices of the Society's genealogical conference, voting results on Bylaws or Standing Rules of Procedure changes, election of officers, notice of all Annual Business Meetings, Special Meetings, actions of the board of directors and activities at national and chapter events. The newsletter will be made available to the public and to all members on the Society's website. Members, libraries and archives that are unable to access or download from a website shall be mailed a hard copy by U.S. Mail. The newsletter editor will send the newsletter to the webmaster for uploading on the website quarterly.

b. Journal

- (1) The journal Editor is responsible for publishing the official Journal of the Society; no more than four journals and no less than one journal to be published annually. The journal's publication schedule shall be established by the Editor with the approval of the Board of Directors.

3. Web Master

- a. Duties may include ensuring that the web servers, hardware and software are operating correctly; designing the website with the approval of the Board of Directors; generating and revising web pages; replying to user comments and examining traffic through the site.

- (1) Updates website with Board-approved content to promote the Society's events, including the Annual Genealogical Conference and events of the chapters, either by links or stand-alone announcements.
- (2) Posts downloadable copies, both current and archived, of the Society's newsletter, *Noticias de Nuestras Raices*.
- (3) Posts links to the chapter's websites, and may provide links to other societies, organizations, libraries, archives, or entities that provide assistance to researchers.
- (4) Posts other items of interest to members such as vacant board positions, voting results, etc.

4. Parliamentarian:

- a. The Board of Directors shall recruit and appoint a non-voting parliamentarian to attend meetings of the Board of Directors, the Executive Committee, the Annual Business Meeting and to act as a resource for the Rules Committee. The Parliamentarian should be familiar with and able to interpret the Society's Bylaws and Standing Rules of Procedure. This person should also have working knowledge of the latest version of *The Standard Code of Parliamentary Procedure* by Alice Sturgis and revised by the American Institute of Parliamentarians. The Parliamentarian will guide the board's decisions and actions so that they are in compliance with the Society's Bylaws and Standing Rules of Procedure.

5. Other: As need arises.

Adopted by the Genealogical Society of Hispanic America at the ninth Annual Meeting, July 19, 1997; amendments approved by the membership in May 1998 and presented at the tenth Annual Meeting, June 6, 1998; amendments approved by the membership in May 1999 and presented at the eleventh Annual Meeting, June 26, 1999; amendments approved by the membership in June 2000 and presented at the twelfth Annual Meeting, July 22, 2000; amendments approved by the membership in June 2003 and presented at the fifteenth Annual Meeting, July 4, 2003; Amendments approved by the membership in May 2013 and presented at the twenty-fifth Annual Meeting, June 15th 2013; Amendments approved by the membership in May 2017 and presented at the twenty-eighth Annual Meeting, August 19th 2017; Amendments approved by the membership in July 2018 and presented at the twenty-ninth Annual Meeting, August 18th 2018; Amendments approved by the membership in July 2019 and presented at the thirtieth Annual Meeting, August 16th 2019.

President: Frank Dominguez

Secretary: Jeanette Martinez

GENEALOGICAL SOCIETY OF HISPANIC AMERICA

Standing Rules of Procedure

The following Standing Rules of Procedure shall govern the proceedings of the Annual Assemblies of the membership unless suspended in a particular case by general consent. When applicable, the rules may be used by the Board of Directors and by committees.

1. **The Order of Business.** The presiding officer shall call the meeting to order. The order of business shall be as follows:

Report of the Credentials Committee

Report by the Secretary
Standing and Special Rules for the Assembly

Report of the Program Committee
Adoption of the Agenda

Report of the Officers
President
Vice-President
Secretary
Treasurer

Reports from the Chapters

Reports from the Standing Committees
Conference Planning Committee
Rules Committee

Reports of Special Committees

Reports of Staff Positions

Unfinished Business

New Business

Announcements

Adjournment

The foregoing series of headings prescribes only the sequence of business, not the time allotted to each, nor must the assembly remain in continuous session to complete all of the program.

2. **Special Committees.** The following special committees could be appointed prior to an Annual Assembly with sufficient time to prepare for the proper performance of duties.

Nominations Committee -- to prepare a slate of candidates to fill all scheduled vacancies.

Credentials Committee -- to supervise registration at the assembly and be responsible for an accurate count of registered votes in good standing.

Program Committee -- to supervise and coordinate concerned local chapters with arrangements and facilities for the Annual Assembly; to prepare with the President for approval by the Board, a detailed

agenda for the assembly and prepare a consent agenda when possible. Supervises the installation of newly elected officers and directors.

Teller Committee -- to be responsible for the accurate report of any voting, whether by ballot or otherwise.

Facilities Committee -- to make appropriate arrangements for seating the Annual Assembly, arranging space for exhibits, etc.

Other Committees as needed.

3. Nominations, Elections and Voting on Candidates & Amendments to the Bylaws and Standing Rules of Procedure

The Board of Directors shall appoint a Nominations Committee of five members of the Society at least 60 days before the Annual Business Meeting. These five members shall elect their own chairperson. Simultaneously, the committee shall announce to Society members by first class mail and/or by electronic means, the officer and director vacancies to be filled. Such announcement shall include instructions and time frames for submitting names of potential candidates. Nominations shall be made by the general membership of the Society within the time frame and structural format as announced. Candidates must be members in good standing and must have agreed to serve if elected. The election is to be held no later than the last day in November. (See Article IV, Section A and Article VIII, Sections A-E.)

The Nominations Committee shall evaluate the proposed candidate(s), keeping foremost in mind the requirements of the Society. Ineligible candidates shall be eliminated and immediately notified.

If there is only one candidate for each of the two offices, the board of directors will declare the candidates elected by acclamation.

If there is more than one candidate for any one of the offices, the Board of Directors will appoint a Teller Committee composed of three members in good standing of the Society to count the ballots. Ballots for an election and/or changes to the Bylaws and Standing Rules of Procedure will be sent and tallied according to the following schedule:

For those voting by US mail, not less than twenty days prior to the election, the Nominations Committee shall send by first class mail, a short biography for each candidate and a ballot packet to each member of the Society. This packet shall contain an official ballot listing all qualified nominees for each office vacancy or bylaw amendment. The Nominations Committee may make recommendations on candidates. Each packet sent by first class mail shall contain two return envelopes—one with the name of the voter on it, the other one blank.

The blank envelope containing the completed ballot must be inserted in the second envelope bearing the name of the voter and returned to the Teller Committee by first class mail. The postmark must indicate a date at least five days prior to the last day in November.

The Teller Committee will check the names on the returned sealed outer envelopes prior to being opened against a roster of qualified members. Only those outer envelopes returned by members in good standing shall be opened. The unmarked, unopened envelopes containing the completed ballots shall be set aside until all ballots received have been checked and verified.

The three members of the Teller Committee will count all ballots. One member will open the envelope and announce each vote for officers, Directors and any amendments which may be included. A second member will score the announced vote, while the third member watches to make certain of accuracy.

The Teller Committee Report will be given to the President without comment. The report will state the number of qualified voters who participated, the number of legal ballots cast, the number of illegal ballots rejected, the number of legal (and illegal) votes cast for each office, the number of votes necessary to elect for each office and the number of votes each candidate received. The report will not state the names of those elected.

Election of officers shall be by majority vote. Whatever the case, the President will immediately announce the results of the election to the candidates and the Chapter Presidents. Depending on the circumstances, the general membership should be notified as soon as possible, either by mail or electronic means, and/or through a regular or special edition of the Society newsletter.

4. Any member may move that any particular item of business must be decided by a two-thirds majority vote.
5. The fiscal year shall be from January 1 through December 31.
6. Annual dues shall be: \$25.
7. If a person and their spouse, a person and their significant other, a pair/group of siblings/family, etc., complete the GSHA Membership application, that grouping of persons is considered a household and is entitled to a single vote as a group. Members in good standing are entitled to a single vote per household and one copy of each issue of the newsletter and journal per household. (Refer to Article III-D-1.)
8. Unincorporated GSHA Chapters will be required to file quarterly financial reports.
9. **Conference Division of Revenues:**
 - a. Conference seed money is returned to GSHA.
 - b. GSHA gets 50% of revenues.
 - c. Host chapter gets 25% of remaining revenues. The Conference Planning Committee (known as the Conference Committee), with the approval of the BOD decides if there is to be a host chapter.
 - d. The BOD decides if revenues are to be divided among chapters.
 - e. If total revenues are \$5,000 or more the revenues are prorated by the number of members of each chapter on June 30th.
 - f. If the revenues are less than \$5,000, they are divided equally by all Chapters. New chapters with less than 125 members will get their share prorated by the number of members in their chapter on June 30th.