

# **Bylaws of North Hills Genealogists of Pittsburgh Pennsylvania Inc. A Not for Profit Corporation**

## Article I. Organization Name

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- 1.1 The name of this organization is North Hills Genealogists of Pittsburgh Pennsylvania Inc. (“NHG” or “North Hills Genealogists”) This is a nonprofit organization incorporated under the laws of the State of Pennsylvania and in compliance with the Internal Revenue Code.

## Article II. Purposes

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- 2.1 The purposes of this organization include, but are not limited to:
  - 2.1.1 To provide instruction and education for its members and the general public in accepted methods of genealogy;
  - 2.1.2 To develop family researchers through the encouragement of beginners;
  - 2.1.3 To promote the preservation of genealogical records and resources of the North Hills of Pittsburgh, Pennsylvania; and
  - 2.1.4 To support the genealogical interests of the Northland Public Library.
- 2.2 North Hills Genealogists of Pittsburgh Pennsylvania Inc. is an equal opportunity organization and does not allow discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law.
- 2.3 This purpose meets all the IRS standards for seeking 501(c)(3) tax exempt status.

## Article III. Membership

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- 3.1 Membership is open to anyone interested in the purposes of the organization.
- 3.2 Membership is for the program year as established by the Board of Directors.
- 3.3 Annual dues shall be set by the Board of Directors prior to the beginning of the program year.
- 3.4 Members whose dues have been paid for the current membership year have the following rights; no other rights are granted or implied by other sections of these Bylaws:
  - 3.4.1 The Right to vote for the elected officers on the Board of Directors. Such officers are defined elsewhere in these Bylaws.
  - 3.4.2 The Right to vote to approve or reject proposed changes to these Bylaws, as defined elsewhere in these Bylaws.

- 3.4.3 The Right to vote on a motion to dissolve this organization, as described elsewhere in these Bylaws.

#### Article IV. Elected Officers

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##### 4.1 Elected Officers & terms of office:

- 4.1.1 The elected officers shall be President, Vice President, Secretary, and Treasurer, and must be members of the organization.
- 4.1.2 The term of office is one program year. The President and Vice President shall each be limited to serving two (2) consecutive terms. The Secretary and Treasurer are not limited in the number of terms to which they may be re-elected.
- 4.1.3 A vacancy in an elected office may be filled by appointment by the Board of Directors and shall be effective until the next annual election.
- 4.1.4 In the event of all elected officer positions being vacant, any board member may call and chair a meeting of the Board for the sole purpose of filling at least one of the elected officer positions.

##### 4.2 Nominations and elections

- 4.2.1 Elected officers must be elected during a properly called regular meeting of the organization, annually, held during the last quarter of the corporation's fiscal year.
- 4.2.2 The Board of Directors shall appoint a Nominating Committee whose purpose shall be to obtain nominations of members to stand for election to the elected offices.
- 4.2.3 For the purpose of electing officers, a quorum shall consist of those members casting a ballot.
- 4.2.4 The nominated member receiving the largest number of ballots cast for each office shall be declared elected to that office.

##### 4.3 Duties of Elected Officers

###### 4.3.1 President shall:

- 4.3.1.1 Preside at all general monthly meetings of the membership and at any duly called special meeting of the membership;
- 4.3.1.2 Preside at all meetings of the Board of Directors;
- 4.3.1.3 Be available to sign checks written on the NHG bank account;
- 4.3.1.4 Be available to other organizations to assist with projects and activities;
- 4.3.1.5 Answer letters written to the organization that need a response but do not fall into a particular officer's or committee's area;
- 4.3.1.6 Write the "President's Corner" article for each newsletter; and
- 4.3.1.7 Perform such other duties as the Board of Directors may direct.

###### 4.3.2 Vice President shall:

- 4.3.2.1 In the unavailability of the President, perform the duties of the office of the President;
- 4.3.2.2 Be available to sign checks written on the NHG bank account;

- 4.3.2.3 Represent the organization to other groups and individuals and report their news to the Board; and
- 4.3.2.4 Perform such other duties as the Board of Directors may direct.
- 4.3.3 Secretary shall:
  - 4.3.3.1 Keep records of all board actions;
  - 4.3.3.2 Prepare the minutes of each board meeting, distribute them to the board members prior to the next board meeting, and maintain a file of all board meeting minutes;
  - 4.3.3.3 Have available at each board meeting a copy of the current Bylaws and Policies and Procedures. These copies are to contain the date of adoption and date of latest revision. Also, have available the current edition of Robert's Rules of Order, Newly Revised;
  - 4.3.3.4 Be available to sign checks written on the NHG bank account;
  - 4.3.3.5 Retain for safe keeping any of the organization's papers, documents, correspondence, etc. as may be entrusted to the secretary, including a dated record of all proposed and approved changes to the Bylaws and Policies and Procedures; and
  - 4.3.3.6 Perform such other duties as the Board of Directors may direct.
- 4.3.4 Treasurer shall:
  - 4.3.4.1 Under the direction of the Board of Directors, have general charge of the funds of the organization and maintain an accurate and detailed accounting of the receipts and disbursements of all funds;
  - 4.3.4.2 The Treasurer is the finance committee chair, assists in the preparation of the budget, develops fundraising plans, and makes financial information available to Board Members and the public;
  - 4.3.4.3 Maintain a checking account in the name of the North Hills Genealogists at a financial institution approved by the Board of Directors.
  - 4.3.4.4 Disburse funds;
  - 4.3.4.5 Distribute a financial report at each board meeting in a manner and form as requested by the Board; and
  - 4.3.4.6 Make financial records available for auditing as requested.

## Article V. Organization Meetings

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- 5.1 The organization shall meet at a time and place determined by the Board of Directors.
- 5.2 Meetings of the organization are free and open to the public.
- 5.3 For the purpose of transacting official business at any organization meeting, a quorum shall consist of those present whose membership dues are paid for the current program year.
- 5.4 A majority of paid-up members voting on a motion is required for approval.
- 5.5 Special meetings of paid-up members may be called by three or more members of the Board of Directors upon notice being given to all paid-up members at least two weeks prior to the special meeting and, where possible, by prior notice in the newsletter. Such notice must specify the business to be discussed and voted upon.

## Article VI. Board of Directors

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- 6.1 Numbers and Powers: The board is responsible for the overall policy and direction of the organization and may delegate responsibility for daily operations to committees. The board may have up to UNLIMITED, but not less than four (4) members.
- 6.2 The Board of Directors shall consist of the elected officers, all committee and subcommittee chairs, and the immediate past president, all of whom must be current North Hills Genealogists members. The Board may, by majority vote, appoint additional persons to the Board of Directors on either a temporary or permanent basis.
- 6.3 Compensation: The Board receives no compensation other than reimbursement for reasonable expenses.
- 6.4 Meetings and Notice:
  - 6.4.1 The board must meet at least once each quarter at an agreed upon time and location, in person or electronically.
  - 6.4.2 An official board meeting requires that each board member receive written or electronic notice at least two weeks in advance, specifying the date, time, and location or access details of such meeting.
  - 6.4.3 Quorum: In order to transact business and pass motions, five Board members must be present at a meeting, including at least one elected officer.
  - 6.4.4 Only Board of Directors members can cast votes during Board meetings. Each board member receives a single vote regardless of the number of positions an individual might hold.
  - 6.4.5 Special meetings: Special meetings of the board may be called at the request of an elected officer or one third of the board. Notices of the time and place of any special meetings must be sent out by the secretary to each board member at least two weeks in advance.
  - 6.4.6 Telephone or Video Meetings: The Board of Directors may hold a meeting through a conference telephone, video screen, or other electronic transmission in compliance with these Bylaws so long as:
    - 6.4.6.1 Each Board member participating in the meeting can hear and communicate with the other Board Members; and
    - 6.4.6.2 Each Board member is provided with the means of participating in all matters before the Board, including the capacity to propose or interpose an objection to a specific action to be taken by the Board.
    - 6.4.6.3 Participation in a meeting pursuant to this section constitutes presence, in person, at the meeting.
- 6.5 The Board shall oversee and give guidance to the organization's general program and financial affairs through receiving and responding to reports by the officers and committee chairs. This shall include the receiving and disbursing of funds, reviewing and modifying the membership dues structure, establishing and monitoring needed budgets, and long range planning. This shall also include the establishment of needed committees.

- 6.6 The Board of Directors may, by majority vote, establish, monitor, and amend the Policies and Procedures to be used for the general guidance of the daily operations of the organization. Necessary changes will be identified during the monthly review of Board of Directors meeting minutes and considered as soon as is practical.
- 6.7 Board meetings are open to all North Hills Genealogists members, and to non-members by invitation.
- 6.8 The Board of Directors will appoint the Chairs and members of all Standing and Special Committees and define the duties of any Special Committees.
- 6.9 Any Board member may be removed from office for just cause at any regular meeting of the Board of Directors, provided that charges shall have been preferred against such officer at a previous regular meeting of the Board, and a copy of such charges have been sent by mail to said officer. A majority vote by the Board is required.
- 6.10 Resignation: Board members may resign by filing a written resignation with the secretary.

## Article VII. Standing Committees

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- 7.1 The Standing Committees of the organization shall be: Membership, Newsletter, Nominating, Program, Publications, Public Relations, and Finance.
- 7.2 Terms of Office: Standing Committee Chairs and Subcommittee Chairs shall serve at the pleasure of the Board of Directors.
- 7.3 Duties as described below:
  - 7.3.1.1 Membership Committee shall:
    - 7.3.1.2 Maintain a database of members;
    - 7.3.1.3 Give a status report to the Board at each Board Meeting that includes the number of members; and
    - 7.3.1.4 Prepare renewal notices to be sent to members in a timely manner.
  - 7.3.2 Newsletter Committee shall:
    - 7.3.2.1 Produce and distribute a newsletter periodically, which includes organization news, genealogical tips, instructional articles, and announcements concerning genealogy;
    - 7.3.2.2 Solicit articles of interest and accumulate materials to be considered for publication; and
    - 7.3.2.3 Archive newsletters.
  - 7.3.3 Nominating Committee shall:
    - 7.3.3.1 Consist of three members;
    - 7.3.3.2 Nominate candidates for offices to be filled. Candidates for offices must be members of the organization;
    - 7.3.3.3 Report the list of candidates to the Board of Directors and report at the regular organization meeting. Additional nominations from the floor shall be permitted provided the candidate agrees and meets the membership requirement; and
    - 7.3.3.4 Provide a biography of each candidate and a ballot to be published in the newsletter.

- 7.3.4 Program Committee shall:
  - 7.3.4.1 Arrange for programs of genealogical educational interest to be presented at the regular organization meetings;
  - 7.3.4.2 Arrange for the annual December Social event;
  - 7.3.4.3 Report at Board Meetings on the status of upcoming programs for the remainder of the current program year; and
  - 7.3.4.4 Provide information on near-term programs to the Newsletter Committee for publication.
- 7.3.4.5 Publications Committee shall:
  - 7.3.4.6 Be responsible for marketing, distributing, and accounting for the inventory of all organization publications.
- 7.3.5 Public Relations Committee/Subcommittees shall:
  - 7.3.5.1 Be responsible for publicity on behalf of the Society, including announcements of events; and
  - 7.3.5.2 Inform interested parties of upcoming meetings by maintaining an email list for distribution of organization news.
- 7.3.6 Finance Committee shall:
  - 7.3.6.1 Be composed of the treasurer and three other board members;
  - 7.3.6.2 Prepare an annual budget and submit it to the Board of Directors for approval;
  - 7.3.6.3 Develop and review fiscal procedures and fundraising plans;
  - 7.3.6.4 Submit annual reports to the board showing income, expenses, and pending income; and
  - 7.3.6.5 Make the organization's financial records available to the Board of Directors, the paid-up members, and to the public.

#### Article VIII. Executive Director and Staff

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- 8.1 The organization does not have an Executive Director or Staff.

#### Article IX. Banking Resolution

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- 9.1 The Board of Directors of the organization is hereby authorized to designate any bank or trust company in any city in the United States (the "Bank") as a depository for the funds of the organization.
- 9.2 Withdrawals from such account(s) shall require the signature of an elected officer of the organization, shall require approval of the Board of Directors, and shall be accounted for and reported upon by the treasurer.
- 9.3 No member of the Board of Directors or the general membership of the organization is authorized to enter into any type of loan obligation.

## Article X. Code of Conduct

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- 10.1 As a nonprofit organization at the forefront of genealogical education, North Hills Genealogists of Pittsburgh Pennsylvania Inc.'s policy is to uphold the highest legal, ethical, and moral standards. Our donors and volunteers support North Hills Genealogists of Pittsburgh Pennsylvania Inc. because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.
- 10.2 North Hills Genealogists of Pittsburgh Pennsylvania Inc. will comply with all applicable laws and regulations and expects its directors and officers to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect.
- 10.3 In general, the use of good judgment based on high ethical principles will guide directors, officers, and employees with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of North Hills Genealogists of Pittsburgh Pennsylvania Inc. Board members should raise any such concerns with the President or the Treasurer of North Hills Genealogists of Pittsburgh Pennsylvania Inc. Board. In all questions involving ethics and conduct, the board will make relevant determinations, except that any individual whose conduct is at issue will not participate in such decisions.

## Article XI. Conflicts of Interest

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- 11.1 Purpose: The purpose of this policy is to protect the interests of North Hills Genealogists by: (a) preventing the personal interest of the Board and Independent Contractors from interfering with their duties to the organization and (b) avoiding any unethical financial, professional, or political gain on the part of such individuals. The intent of this policy is to supplement, not replace, any applicable federal, state, or local laws regard Conflicts of Interest.
- 11.2 Persons Concerned: This statement applies to Board Members, Officers, and any Interested Person who can influence the governance and actions of North Hills Genealogists. This includes anyone who makes financial decisions, might be referred to as "management personnel," or have proprietary information regarding North Hills Genealogists.
- 11.3 Procedures:
- 11.3.1 Duty to Disclose: Each Board Member, Officer, and any other Interested Person is under an obligation to disclose the existence or potential existence of a Conflict of Interest as it arises.

- 11.3.2 Investigating Conflicts: When a potential Conflict of Interest is disclosed, the Board will then provide the individual with an opportunity to disclose all material facts. The Board will collect all pertinent information and question involved parties. If it turns out that a conflict does not exist, the inquiry will be documented but no further action will be taken.
- 11.3.3 Addressing a Conflict of Interest: If the Board determines that a Conflict of Interest exists, they will take the appropriate actions to address the conflict. This may include (but not be limited to): (a) prohibiting any Interested Parties from voting on any matter related to said Conflict of Interest or (b) terminating association with North Hills Genealogists.
- 11.3.4 Disciplinary Action: All Conflicts of Interest will be reviewed on a case-by-case basis. The board has full discretion to deem what disciplinary action is appropriate and necessary for disclosed Conflicts of Interest. If the governing officers reasonably believe a member failed to disclose an existing or possible Conflict of Interest, it shall inform the individual of the rationale for such belief and grant the individual an opportunity to explain the alleged failure to disclose the Conflict of Interest. After hearing the individual's response and investigating further as warranted by the circumstances, the governing officers may take appropriate disciplinary action, including removal from the position of the organization.
- 11.3.5 Notice of Annual Statements: Every Board Member, Officer, and any other Interested Person must sign a Conflict of Interest Disclosure Statement upon said individual's term of office or other relationship with North Hills Genealogists and must do so annually. Failure to sign does not nullify the policy.
- 11.4 Acknowledgement: By signing, the individual understands what constitutes a Conflict of Interest and understands the procedure for addressing them with North Hills Genealogists, including their duty to disclose any known or potential Conflicts of Interest. The signee agrees to abide by the procedures set forth by this policy for the duration of their relationship with North Hills Genealogists.
- 11.5 The current Policy shall be attached to these Bylaws.

## Article XII. Irrevocable Dedication of Assets

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- 12.1 All assets of the organization must be used for the charitable purposes of the organization, as defined elsewhere in these Bylaws.
- 12.2 No assets of the organization may be used to benefit any individual or group of individuals.
- 12.3 Upon dissolution of the organization, all assets are to be disposed of as provided for elsewhere in these Bylaws.

## Article XIII. Dissolution and Distribution of Assets

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- 13.1 If the Board of Directors determines by majority vote that the North Hills Genealogists is unable to continue with its purposes as described in Article II, it shall call a special membership meeting at which to consider dissolution.
- 13.2 If all of the elected officer positions are vacant, any five (5) current members may call a special meeting for the sole purpose of dissolving the society.
- 13.3 If, after two attempts within six (6) months of the Board's determination, a special membership meeting has not been held, a majority vote by the Board of Directors shall be sufficient action to dissolve the organization.
- 13.4 Upon dissolution of the North Hills Genealogists, the assets will be offered first to the Northland Public Library then to any other library or any other organization that has an interest in genealogy, provided that such entity is registered as a 501(c)(3) organization.

#### Article XIV. Parliamentary Authority

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- 14.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order or procedure that this organization may adopt.
- 14.2 Approval by the Board of Directors is by a majority vote as defined elsewhere in these Bylaws.

#### Article XV. Amendment of Bylaws

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- 15.1 These Bylaws can be amended at any membership meeting of the organization by a two-thirds vote of the members present, provided that the amendment(s) have been submitted by the Board of Directors in writing or electronically to the membership at least thirty (30) days prior to the meeting at which they are to be considered. Unless otherwise provided, the amendment(s) shall become effective upon adjournment of the meeting at which they are adopted.

#### Revision History:

Revised: 03 December 2005

Revised: 20 May 2008

Revised: 07 October 2008

Revised: 20 March 2018

Revised: 20 August 2018

Revised: 18 April 2022

**Conflict of Interest Policy**  
**North Hills Genealogists of Pittsburgh Pennsylvania Inc.**

**Article I**

Purpose

The purpose of this policy is to protect the interests of North Hills Genealogists of Pittsburgh Pennsylvania Inc. by: (a) preventing the personal interest of Persons Concerned from interfering with their duties to the organization and (b) avoiding any unethical financial, professional, or political gain on the part of such individuals. The intent of this policy is to supplement, not replace, any applicable federal, state, or local laws regarding Conflicts of Interest.

**Article II**

Persons Concerned

This statement applies to Board Members, Officers, any Interested Persons, or their immediate family members, who can influence the governance and actions of North Hills Genealogists of Pittsburgh Pennsylvania, Inc. This includes anyone who makes financial decisions, might be referred to as “management personnel,” or have proprietary information regarding North Hills Genealogists of Pittsburgh Pennsylvania, Inc.

For the purposes of the following statements, “immediate family member” means a spouse/domestic partner, child, grandchild, parent, grandparent, sibling, uncle, aunt, nephew, niece, person in an equivalent step- or in-law relationship, their spouses/domestic partners, and persons living in the same household as the undersigned declarant.

**Article III**

Procedures

1. Duty to Disclose
  - a. Each Director, Officer, and any other Interested Person is under an obligation to disclose the existence or potential existence of a Conflict of Interest as it arises.
2. Investigating Conflicts
  - a. When a potential Conflict of Interest is disclosed, the Board will then provide the individual with an opportunity to disclose all material facts. The Board will collect all pertinent information and question involved parties. If it turns out that a conflict does not exist, the inquiry will be documented but no further action will be taken.
3. Addressing a Conflict of Interest
  - a. If the Board determines that a Conflict of Interest exists, they will take the appropriate actions to address the conflict. This may include (but not be limited to): (a) prohibiting any Interested Parties from voting on any matter related to said Conflict of Interest or (b) terminating association with North Hills Genealogists of Pittsburgh Pennsylvania, Inc.
  - b. Affected parties both within and outside of North Hills Genealogists of Pittsburgh Pennsylvania, Inc., including shareholders, directors, and independent contractors,

will be notified. If the Conflict of Interest involves a member of the Board, that individual will be excused from deliberations.

4. Disciplinary Action

- a. All Conflicts of Interest will be reviewed on a case-by-case basis. The board has full discretion to deem what disciplinary action is appropriate and necessary for disclosed Conflicts of Interest.
- b. If the governing officers reasonably believe a Director, Officer, and any other Interested Person failed to disclose an existing or possible Conflict of Interest, it shall inform the individual of the rationale for such belief and grant the individual an opportunity to explain the alleged failure to disclose the Conflict of Interest.
- c. After hearing the individual's response and investigating further as warranted by the circumstances, the governing officers may take appropriate disciplinary action, including removal from the position at the organization.

5. Notice of Annual Statements

- a. Every Director, Officer, and any other Interested Person must sign a Conflict of Interest Disclosure Statement upon said individual's term of office or other relationship with North Hills Genealogists of Pittsburgh Pennsylvania, Inc. and must do so annually. Failure to sign does not nullify the policy.

Article IV

Acknowledgement

By signing, the individual named below understands what constitutes a Conflict of Interest and understands the procedure for addressing them with North Hills Genealogists of Pittsburgh Pennsylvania, Inc., including their duty to disclose any known or potential Conflicts of Interest.

The signee agrees to abide by the procedures set forth by this policy for the duration of their relationship with North Hills Genealogists of Pittsburgh Pennsylvania, Inc.

Neither I nor any member of my immediate family has an ownership or other financial interest in, or is a director, officer, agent or employee of, any genealogically related organization or other entity which might give rise to a conflict of interest.

OR

I or another member of my immediate family has an interest or role in a genealogically related organization or other entity that could lead to a potential conflict of interest, as follows:

"Self" or Family Relationship	Name of Organization or Entity	Interest, Office, or Role

Listing is continued on reverse side and made part of this declaration.

Name (printed): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Position or Role: \_\_\_\_\_