

BYLAWS OF

PLACER COUNTY GENEALOGICAL SOCIETY

a California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office of the corporation for the transaction of its business is located in Placer County, California.

SECTION 2. CHANGE OF ADDRESS. The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ Dated: _____, 19__
_____ Dated: _____, 19__
_____ Dated: _____, 19__

SECTION 3. OTHER OFFICES. The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2. PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES. The primary objectives and purposes of this corporation shall be to encourage an active interest in the study of genealogy and related interests by its members and the general public; to instruct and educate its members and the general public in the use of genealogical research techniques and procedures; to promote the preservation of public and private records of genealogical and historical value; to publish books, bulletins and newsletters relating to family history and genealogy; and to assist in the development, maintenance and enhancement of a genealogical research library in Placer County.

ARTICLE 3. MEMBERS

SECTION 1. DETERMINATION, QUALIFICATIONS AND RIGHTS OF MEMBERS. The corporation shall have two classes of membership: individual memberships and family memberships. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all members shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS.

- (a) Any person is qualified to become an individual member of this corporation.
- (b) Any family is qualified to hold a family membership in this corporation. For membership purposes, a family is defined as two or more persons residing at a single mailing address.

SECTION 3. ADMISSION OF MEMBERS. Applicants shall be admitted to membership upon payment of the first annual dues, as specified in the following sections of this Bylaw.

SECTION 4. FEES, DUES AND ASSESSMENTS.

- (a) No fee shall be charged for making an application for membership in the corporation.
- (b) The annual dues payable to the corporation by members shall be on a calendar year basis and shall be due on the first day of January. The annual dues amount to be determined by the Board of Directors.
- (c) First annual dues paid by new members joining on or after the first day of October in any calendar year shall be deemed paid for the following calendar year.
- (d) Memberships shall be non-assessable.

SECTION 5. NUMBER OF MEMBERS. There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK. The corporation shall keep a membership book containing the name and address of each member and the type of membership held. Termination of membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept in the possession of the Registrar and shall be available for inspection by any Director or member of the corporation upon request at any reasonable time.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to member's interest as a member.

SECTION 7. NON-LIABILITY OF MEMBERSHIPS. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP.

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Corresponding Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective on the first day of April of the current calendar year. A written notification of delinquency shall be given personally or mailed to such member by the Registrar of the corporation at least fifteen (15) days prior to the effective date of termination. A member may avoid such termination by paying the amount of delinquent dues prior to the effective date of termination.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) Any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP. All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS. Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4. MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS. Meetings of members shall be held at the Auburn-Placer County Library or such other place within Placer County as may be designated by the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS. The members shall meet annually in November of each year, for the purpose of electing Officers and Directors and transacting other business as may come before the meeting. The Board of Directors shall designate the time and place for the annual meeting and notify the membership in accordance with Section 3 below. The annual meeting of members for the purpose of electing Officers and Directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

Other regular meetings of the members shall be held on the fourth Thursday of each month, at 7:00 P.M. No meeting shall be held in December.

If the day fixed for the annual or other regular meeting falls on a legal holiday, such meeting shall be held at a time and place designated by the Board of Directors.

SECTION 3. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written or e-mail notice of the meeting shall be given by the Corresponding Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally, or by mail, by e-mail or addressed to the member at the address or e-mail address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, by public publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by e-mail.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and those matters which the Board, at the time notice is given, intend to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of the members at which the Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of directors without cause;

- (2) Filling of vacancies on the Board by members;
- (3) Amending the Articles of Incorporation; and
- (4) An election to voluntarily wind up and dissolve the corporation.

SECTION 4. QUORUM FOR MEETINGS. A quorum shall consist of those voting members of the corporation who attend the meeting, provided it is a stated meeting or one that has been properly called.

SECTION 5. MAJORITY ACTION AS MEMBERSHIP ACTION. Every act or decision done or made by a majority of the voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 6. VOTING RIGHTS. Each individual member is entitled to one vote on each matter submitted to a vote by the members. Family memberships are entitled to one vote per family member in attendance at the meeting, not to exceed two votes per family. Voting at duly held meetings shall be by voice vote. Election of Officers and Directors, however, shall be by ballot in accordance with Section 9 of Article 4 of these Bylaws.

SECTION 7. PROXY VOTING. Members entitled to vote shall not be permitted to vote or act by proxy, and no provision in the Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

SECTION 8. CONDUCT OF MEETINGS. Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the members present in person. The Recording Secretary of the corporation shall act as Recording Secretary of all meetings of members, provided that in his or her absence, the presiding officer shall appoint another person to act as Recording Secretary of the meetings.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 9. NOMINATION AND ELECTION PROCEDURES. Nominations for Officers and Directors shall be made by the Nominating Committee and the names of the nominees shall be announced at the October stated meeting. Any person who is qualified to be elected to the Board of Directors may be nominated from the floor at the annual meeting of the members held for the purpose of electing Officers and Directors by any member present at the meeting in person. Only members who have consented to serve, if elected, shall be eligible for nomination, either by committee or from the floor. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5521 of the California Non-profit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

If this corporation has five thousand (5000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the Board of Directors. Cumulative voting for the election of Directors shall not be permitted. Each voting member shall cast one vote, with voting being by ballot. When there is only one candidate for an office or the number of candidates for Director does not exceed the number of positions open, then the candidate(s) may be declared elected by the casting of an unanimous ballot.

SECTION 10. RECORD DATE FOR MEETINGS. The record date for the purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5. DIRECTORS

SECTION 1. NUMBER. The corporation shall have nine Directors, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The officers of the corporation shall serve as ex-officio officers and members of the Board of Directors and any reference in these Bylaws to the Directors or the Board of Directors shall refer to the Officers. The remaining positions on the Board of Directors shall be filled by Directors at large.

SECTION 2. POWERS. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES. It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation.
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their addresses with the Recording Secretary of the corporation, and notices of meetings to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE. Each Director shall hold office from the first day of December following the annual meeting until the last day of the November following the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION. Officers and Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable.

SECTION 6. MEETINGS. Meetings of Directors shall be held as called by the President, the Vice President, the Recording Secretary, or any two Directors, and such meetings shall be held at the time and place, within Placer County, designated by the person or persons calling the meeting. The President is required to call not less than six (6) meetings of the Board of Directors during his/her term of office.

SECTION 7. NOTICE OF MEETINGS. Meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or e-mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 8. CONTENTS OF NOTICE. Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 9. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and noticed, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director 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 or made a part of the meeting.

SECTION 10. QUORUM FOR MEETINGS. A quorum shall consist of five (5) Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 7 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 11. MAJORITY ACTION AS BOARD ACTION. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter of the Board.

SECTION 12. CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Recording Secretary of the corporation shall act as Recording Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Recording Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 13. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 14. VACANCIES. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of

unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgement of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any Director who misses three (3) or more consecutive Board meeting without, reasonable cause, may be removed by a majority of the Directors then in office.

Any Director may be removed, either with or without cause, by the members, at any time.

Any Director may resign effective upon giving written notice to the President, the Recording Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director. Vacancies created by the removal of a Director may be filled only by the approval of the members. The members of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided in this Section shall hold office until the last day of November following the next annual meeting of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15. NON-LIABILITY OF DIRECTORS. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgement against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful of defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgement against him or her, then indemnification against expenses, judgements, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 6. OFFICERS

SECTION 1. NUMBER OF OFFICERS. The officers of this corporation shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, a chief financial officer who shall be designated the Treasurer, and a Registrar, and a Past President. Any number of offices may be held by the same person except that neither the Recording Secretary nor the Treasurer may serve as the President or Chairman of the Board.

SECTION 2. QUALIFICATIONS OF OFFICERS. Any member may serve as officer of this corporation, except for the office of Past President. Any member who has served a full term as President may serve as Past President of this corporation.

SECTION 3. SUBORDINATE OFFICERS. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the members, at any time. Any officer may resign at any time by giving written notice to the Board of

Directors or to the President or Recording Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. The members of this corporation may elect an Officer at any time to fill any vacancy not filled by the Directors. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF THE PRESIDENT. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, binds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF RECORDING SECRETARY. The Recording Secretary shall:

Certify and keep in his or her possession or at such other place as the Board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep in his or her possession or at such other place as the Board may determine, a book of minutes of all meetings of the Directors and of the members, recording therein the time and place of holding and the proceedings thereof.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the Directors and the minutes of the proceedings of the members of the corporation.

In general, perform all duties incident to the office of Recording Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF CORRESPONDING SECRETARY. The Corresponding Secretary shall:

See that all notices are duly given in accordance with provisions of these Bylaws or as required by law, except that notices of delinquency shall be given by the Registrar as provided in Article 6, Section 11, of these Bylaws.

Conduct correspondence of the corporation under the direction of the President, and keep and maintain a file of such correspondence.

In general, perform all duties incident to the office of Corresponding Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF TREASURER. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation,

and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President, and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 11. DUTIES OF REGISTRAR. The Registrar shall:

Keep in his or her possession or at such other place as the Board may determine, a membership book containing the name, address and type of membership of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the membership book of the corporation.

In general, perform all duties incident to the office of Registrar and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 12. DUTIES OF THE PAST PRESIDENT. The Past President shall act as advisor to the President. He or she shall act as parliamentarian at meetings of the Board of Directors and at meetings of the members. The Past President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

ARTICLE 7. COMMITTEES

SECTION 1. STANDING COMMITTEES. The corporation shall have standing committees with duties as herein defined. Such committees may consist of members who are not also members of the Board. Chairmen of standing committees shall be appointed by the President of the corporation and approved by the Board of Directors.

(a) Hospitality Committee. The Hospitality Committee shall be responsible for providing refreshments at the regular meetings of the members.

(b) Library Committee. The Library Committee shall assist in the organization and maintenance of books and materials in a genealogical library within Placer County, such library to be designated by the Board of Directors. The committee shall make recommendations to the Board of Directors regarding the acquisition of library books, materials and equipment. The Chairman of the committee shall hold the title of Librarian and shall serve as liaison between the library personnel and the Board of Directors of this corporation.

(c) Program Committee. The Program Committee, upon approval of the Board of Directors, shall organize and schedule guest speakers, panel discussions, workshops and other appropriate programs for the regular meetings of the members.

(d) Publicity Committee. The Publicity Committee shall promote the meetings, activities and events of the corporation by means of press releases to local media and through other available methods.

The committee shall publish and distribute a Society newsletter under policies set forth by the Board of Directors. The Chairman of the committee shall hold the title of Editor.

(e) Research Committee. The Research Committee shall answer all research correspondence received by the corporation and perform reasonable amounts of research if requested.

SECTION 2. SPECIAL COMMITTEES. The corporation shall have special committees as herein defined. Such committees may consist of members who are not also members of the Board.

(a) Bylaws Committee. The Bylaws Committee shall consist of three (3) members appointed by the President in even numbered years. The committee shall review the Bylaws of the corporation and make recommendations to the Board of Directors regarding changes to the Bylaws.

(b) Nominating Committee. The Nominating Committee shall consist of three (3) members appointed by the President. Prior to the October regular meeting, the committee shall be given a current membership list and, from this list, shall select and confirm one or more nominee(s) for each position on the Board of Directors to be elected at the next annual meeting of the members for the purpose of electing Officers and Directors.

SECTION 3. OTHER COMMITTEES. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Capital expenditures in excess of \$250.00 shall require authorization by the members.

SECTION 2. CHECKS AND NOTES. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by any two of the following four officers of the corporation: President, Vice President, Recording Secretary and Treasurer.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public benefit purposes of this corporation.

ARTICLE 9. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep at its principal office in the State of California a copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

SECTION 2. CORPORATE SEAL. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept in the possession of the Recording Secretary of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS. Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT. The Board shall cause an annual report to be read at the annual meeting after the close of the corporation's fiscal year which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants. If there is no such report, the President shall appoint a member of the corporation to document an internal review of the books and records of the corporation and certify that the annual report accurately reflects those records. The member conducting the internal review shall not be a member of the Board of Directors.

If this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS. This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of the fiscal year which briefly describes the amount and circumstances of any indemnification of transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following has a direct or indirect material financial interest:

(1) any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transaction, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 10. FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the corporation shall begin on the first day of November and end on the last day of October in each year.

ARTICLE 11. BYLAWS

SECTION 1. AMENDMENT. Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted only by approval of the members of this corporation.

ARTICLE 12. AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES. Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

SECTION 2. CERTAIN AMENDMENTS. Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

Adopted 22 August 1991
Amended 17 November 1994
Amended 22 February 1996
Amended 30 November 1998
Amended 25 November 2002
Amended 27 October 2005

Amended 23 November 2015

I certify these bylaws were approved by the membership November 23, 2015.
