

**African-American Genealogical Society
Of
Northern California**



BYLAWS

Revised November 20, 2004

**BYLAWS OF AFRICAN-AMERICAN GENEALOGICAL
SOCIETY OF
NORTHERN CALIFORNIA
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the society for the transaction of its business is located in Alameda County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the society'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 society 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. MISSION STATEMENT

The African-American Genealogical Society of Northern California (AAGSNC) is a 501(c)(3) non-profit organization dedicated in its commitment to national and international African-ancestry family history research. The society provides a unique approach to education, research skills and support to anyone interested in genealogy.

SECTION 2. OBJECTIVES

The objectives of this society shall be:

- (a) To promote interest in genealogy, biography, and related history among anyone interested in African ancestry research.
- (b) To supplement and enrich the education of African-Americans through the collection, preservation and maintenance of African-American genealogical materials.
- (c) To promote the accumulation and preservation of African-American genealogical and related historical material, and make such material available to all.
- (d) To promote and maintain ethical standards in genealogical research and publications.

**ARTICLE 3
DIRECTORS****SECTION 1. NUMBER**

The society shall have five 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 below.

SECTION 2. POWERS

The activities and affairs of this society shall be conducted 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 society.

SECTION 3. DUTIES

Directors shall:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this society, 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 officers, agents and employees of the society;
- (c) Direct all officers, agents and employees of the society 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 Secretary of the society. Notices of meetings mailed or telegraphed to them at these addresses shall be considered valid notices.

SECTION 4. TERMS OF OFFICE

Each director shall hold office for a term of three years. The expiration of the terms of directors will be staggered so that no more than two directors will be elected at any one time.

SECTION 5. COMPENSATION

Directors shall serve without compensation.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of the society unless otherwise provided by the board or at such place within or without the State of California, which has been designated from time to time by resolution of the Board of Directors.

SECTION 7. ANNUAL MEETING

A regular meeting of Directors shall be held in January where the election of directors shall be conducted by the membership in accordance with these bylaws. Directors will be considered elected when they receive the majority of the votes of members in attendance at the annual meeting or receive the majority of the ballots returned from a mailing to the membership for the purpose of voting. If mailed ballots are selected, ballots must be returned for counting in sufficient time to ensure that the election results can be announced at the annual meeting.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the board, or by any two directors. Such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the society.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special 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 electronically. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the Telegraph Company. Such notices shall be addressed to each director at his or her address as shown on the books of the society. In the event that a meeting must be adjourned and continued at a later time, the subsequent meeting shall be designated an adjourned meeting. 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 10. QUORUM FOR MEETINGS

A quorum shall consist of three directors. The transactions of any meeting of the board will be valid provided a quorum as hereby defined, is present.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this society, or by law, any business considered by the board at any meeting at which a quorum, is not present, will be considered business of an executive session and cannot be accepted until validated by a board meeting where a quorum is present. The only motion which the Chair shall entertain at such meeting is a motion to adjourn.

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 the society.

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 society, or provisions of law, require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the society shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as 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 society, 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. 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 society 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 on the death, resignation or removal of any director, and 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 judgment of any court to have breached any duty.

Directors may be removed without cause by vote of a majority of the votes of members represented at a membership meeting at which a quorum is present.

Directors may also be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving notice to the Chairperson of the Board, unless the notice specifies a later time for such resignation. No director may resign if the society would

then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General of the State of California.

Vacancies created by the removal of a director may be filled only by the approval of the members who may elect a director at any time to fill any vacancy on the Board of Directors. A person elected to fill a vacancy as provided by this Section shall hold office for the unexpired period of the vacant Director

SECTION 15. NON-LIABILITY OF DIRECTORS AND OFFICERS

Neither the directors nor officers shall be personally liable for the debts, liabilities, or other obligations of the society.

SECTION 16. INDEMNIFICATION BY SOCIETY 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 society has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the society, or has been successful in 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 judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this society but only to the extent allowed by, and in accordance with the requirements of, the law.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the society shall be President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Historian. The society shall also have, as determined by the Board of Directors, a Chairperson of the Board, or other officers as required. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member may serve as officer of this society. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

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

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving notice to the Board of Directors or to the President or Recording Secretary of the Society. 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. 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 PRESIDENT

The President shall be the chief executive officer of the society and shall, subject to the control of the Board of Directors, supervise and control the affairs of the society 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 society, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. If applicable, the President shall preside 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 society, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF THE 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 the President, the law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARIES**The Recording Secretary shall:**

Certify and keep at the principal office of the society the original, or a copy of these Bylaws as amended or otherwise altered to date.

He or she shall keep at the principal office of the society, or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

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

Keep at the principal office of the society a membership book containing the name and address of all 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 society, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the society.

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

The Corresponding Secretary shall:

Send out proper notice of all meetings, notifying officers, committees, and delegates of any special meetings as necessary. Mail the Society journal. Assist in any Society mailings as requested by the officers and committees. Conduct the correspondence of the Society. Maintain a Society correspondence file. Be responsible for gathering the Society's mail and distribute it the proper officers and committees.

SECTION 9. 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 society, and deposit all such funds in the name of the society 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 society from any source whatsoever.

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

Keep and maintain adequate and correct accounts of the society'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 Society, or to his or her agent or attorney, on request therefore.

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 society.

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

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 society, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. HISTORIAN

The Historian shall be responsible for the collection and preparation of a record of the Society's significant activities and events arising throughout the year.

The Historian shall be the official recorder of the events, memoirs, symbols, biographies, and experiences which combine to make the history of the Society. He or she shall be responsible for the custodial care of all documents and memorabilia which form the foundation of the Society.

The Historian shall publish a written update of the Society's history every five years.

All Society materials, documents and other matter collected, assembled, or otherwise deposited with the Historian is and will remain the property of the Society.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

To carry out the day to day business operations of the Society, the President shall convene from time to time the Executive Committee composed of the Officers and Standing Committee chairpersons. The committee will serve as a planning body and advisory group to the President. The Executive Committee will be responsible for developing an annual budget for approval of the Board of Directors and implementing the programs of the Society.

SECTION 2. STANDING COMMITTEES

The Standing Committees will be as follows; Chairpersons will be appointed by the President and the committee members selected by the committee chair:

- (a) Program Committee – will develop an annual program and administer its execution throughout the year.
- (b) Membership Committee – will solicit, record, and maintain the membership records of the Society. The committee will collect and record the membership fees for all categories of members.
- (c) Fund Raising Committee – will develop activities throughout the year that will generate income for the Society.
- (d) Publicity Committee – will insure that the Society and its activities receive suitable publicity.
- (e) Journal Committee – will be chaired by the Journal Editor and will cause to be published to the membership and other interested parties a periodic journal chronicling the activities of the Society and its members.

SECTION 3. OTHER COMMITTEES

The society shall have such other committees as may from time to time be designated by the President.

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 and the Executive Committee, 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 or Executive Committee and its members, except that the time for regular meetings of committees may be fixed by the committee. The Board of Directors may 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 6**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS****SECTION 1. EXECUTION OF INSTRUMENTS**

No officer, agent or employee shall have any power or authority to commit the Society to any expenditure in excess of 10% of the annual budget line item amount without the prior approval of the Board of Directors. The only exception being that, in the judgment of and with the approval of the Treasurer, sufficient funds are available for transfer from another budget line item to cover the expenditure.

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 society shall be signed by the Treasurer and

countersigned by the President of the society. In the absence of either of these officers, the signature of the Chairperson of the Board of Directors may substitute.

SECTION 3. DEPOSITS

All funds of the society shall be deposited from time to time to the credit of the society in such banks, trust companies, or other depositories as the Treasurer may select, and the Board of Directors approve.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the society any contribution, gift, bequest, or device for the charitable or public purposes of the society.

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The society shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, if this society has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the society's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the society at all reasonable times during office hours.

SECTION 2. 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 society.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Each 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 and addresses, at reasonable times, upon five (5) business days prior written demand on the Society, 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 for a purpose reasonably related to such person's interests as a member.

SECTION 4. 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 5. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the society's fiscal year to all directors of the society and, to any member who requests it, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the society 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 society, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the society, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 6 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the society that such statements were prepared without audit from the books and records of the society.

If this society receives TWENTY FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, the society 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 society officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

The society 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 its fiscal year which briefly describes the amount and circumstances of any indemnification or any transaction in which the society, or its parent or its subsidiary, was a party, and in which any director or officer of the society had a direct or indirect material financial interest.

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 persons 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 as directed by law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the society, 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. The society shall provide in its annual report the information required by this Section.

SECTION 7. ANNUAL BUDGET

Under the direction of the Treasurer, an operating budget will be prepared to govern the income and expenditures for the following fiscal year.

Each September the Executive Committee will convene physically or electronically to decide the programs to be undertaken, their costs, and the income necessary to cover these expenses for the subsequent fiscal year. This information will be provided to the Treasurer no later than October 15. Failure to provide this information leaves the Treasurer free to formulate an operating budget from whatever data is available.

The Treasurer prepares the budget and presents it to the Executive Committee for review and comment in a meeting scheduled for this purpose each November.

Each December, in a meeting convened for that purpose, the President and/or the Treasurer will present the final budget to the Board of Directors for approval. The budget will be approved by an affirmative vote of the majority present. Failure of the Board to approve the budget will result in its being returned to the Executive Committee with recommendations for reformulation and resubmission to the Executive Committee no later than December 31 of the same year.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE SOCIETY

The fiscal year of the society shall begin on the January 1 and end on the December 31 of each year.

ARTICLE 9 AMENDMENT OF 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 by approval of the Board of Directors. If the Bylaw amendment would materially and adversely affect the rights of members, specify or change the fixed number of directors of the society, the maximum or minimum number of directors, or change from a fixed to variable board the provision, may not be adopted, amended, or repealed except by approval of the members of the Society.

**ARTICLE 10
AMENDMENT OF ARTICLES OF INCORPORATION**

SECTION 1. AMENDMENT

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the majority of voting members of this society.

SECTION 2. CERTAIN AMENDMENTS

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

**ARTICLE 11
PROHIBITION AGAINST SHARING SOCIETY PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING SOCIETY PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this society, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the society, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the society in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the society. All members, if any, of the society shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the society, whether voluntarily or involuntarily, the assets of the society, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this society and not otherwise.

**ARTICLE 12
MEMBERS**

SECTION 1. DETERMINATION OF MEMBERS

Any applicant interested in furthering the objectives of the "Society" shall be eligible for membership upon submission and acceptance of a completed application form and payment of dues.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as directors of the African-American Genealogical Society of Northern California, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 12 pages, as the Bylaws of this society.

Dated: _____

Lisa B. Lee, Director, Chairperson

M. Howard Edwards, Director

Thelma Elbert, Director

George Geder, Director

Annette Madden, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the society named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said society on the date set forth below.

Dated: _____

, Recording Secretary