

Bylaws Board for Certification of Genealogists

Ten-Year Revision Adopted

20 September 1998

Amended 9 August 1999, 19 October 2003, 16 October 2005

Ten-Year Revision Adopted

10 October 2009

Amended 8 May 2013, 12 October 2013

BOARD FOR CERTIFICATION OF GENEALOGISTS®
Post Office Box 14291 Washington, DC 20044 www.bgc certification.org

Article 1: Name

The name of the Corporation shall be *Board for Certification of Genealogists* [hereinafter the Corporation].

Article 2: Nonprofit Character

The Corporation shall function as a not-for-profit corporation pursuant to the laws of the District of Columbia for the purposes set forth in its Articles of Incorporation. No part of its net earnings shall inure at any time to the pecuniary benefit of any private individual.

Article 3: Corporation Offices

The principal office of the Corporation shall be in Washington, D.C., but other offices may be maintained at the place or places approved by the Board of Trustees.

Article 4: Seal and Insignia

The official seal of the Corporation shall be circular in form and bear the name of the Corporation, the year 1964, and the words "Corporate Seal, District of Columbia." At the center shall be a shield charged vertically with a genealogist's tree for three generations.

Article 5: Board of Trustees

1. Management of the affairs of the Corporation shall be vested in a Board of Trustees [hereafter the Board], who shall serve without compensation, except that expenses directly related to their duties may be reimbursed by the Corporation.

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2. Composition:

2.1. The Board shall be composed of fifteen (15) members but no act of the Corporation otherwise regular shall be void if fewer than fifteen trustees are in office.

2.2. Trustees shall serve for three years or until a successor is elected and takes office. If a trustee cannot complete his or her term, the Board may elect a qualified person to fill the vacancy. A trustee who has served three consecutive full terms shall not be eligible to serve again as a trustee until the close of the second annual meeting following the end of the final consecutive term, thereby providing for a two-year interval between maximum periods of consecutive service.

2.3. Trustees shall be certified persons only and shall maintain certification throughout their term of office. Trustees shall represent a cross-section of certification categories.

3. Duties:

3.1. The Board may adopt insignia to be protected by appropriate means, to identify persons who have met qualification standards established by the Corporation, and may authorize such persons to use after their names initial-letter designations, also to be protected by appropriate means, that identify their certification.

3.2. The Board shall establish standards, requirements, and procedures for certification in each of the certification categories established by the Corporation; shall determine the conditions of tenure for those whose applications are approved; and shall decide all appeals brought to it in writing by persons denied initial certification or renewal, or by persons disciplined by the Executive Committee.

3.3. The Board shall approve the annual budget of the Corporation and supervise directly the permanently invested funds, securities, property, and assets of the Corporation. The annual budget shall constitute authority to expend up to the amounts approved.

4. Meetings:

4.1. The annual meeting of the Board shall take place at the Corporate office in Washington, D.C. between 20 September and 21 October or at an alternative place and time designated by the Executive Committee. Notice of the annual meeting shall be given in writing to all trustees at least four (4) months prior thereto.

4.2. Special meetings of the Board shall be held at any time and place upon the call of the Executive Committee or upon the request of three (3) trustees. Written notice of special meetings shall be provided manually or electronically to all trustees at least sixty (60) days prior thereto. The Executive Committee may call emergency special meetings of the board upon fifteen (15) days written notice to all trustees, but no business may be transacted at such meetings unless a quorum participates.

4.3. A majority of the members in office shall constitute a quorum. Proxy votes shall not be permitted. As permitted under District of Columbia law, trustees may participate by personal attendance, or by a means of communication which permits simultaneous hearing of and oral

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participation in the deliberations by each trustee.

5. Committees:

5.1. There shall be an Executive Committee, composed of the president, vice-president, treasurer, secretary, the most immediate past-president willing to serve in a non-voting capacity, and at least one other trustee elected at the annual meeting. The Executive Committee shall have all the powers of the Board when the latter is not in session except the power to amend or rescind policy decisions or such other powers as the Board shall reserve to itself or delegate to other committees or officers. Actions by the Executive Committee shall be reported to the Board at its next annual or special meeting.

5.2. The Nominating Committee shall consist of three certified persons elected annually and shall include at least one trustee who shall serve as the Committee chair.

5.3. The Board may appoint other committees and delegate to them those duties and powers that it may deem necessary or desirable for the furtherance of the purposes of the Corporation. Such committees shall cease to exist immediately upon completion of the task for which they were appointed.

6. *Robert's Rules of Order, Newly Revised*, current edition, and the Policies and Procedures Manual of the Board shall be the authority for all matters of procedure not covered by these Bylaws.

Article 6: Elections

1. Certified persons in good standing shall elect annually from among themselves one-third of the members of the Board. Those elected shall take office upon adjournment of the annual meeting in the year elected. Each certified person in good standing is entitled to one vote.

2. Certified persons in good standing may offer nominee suggestions in writing to the Nominating Committee no later than the first day of May of the year in which the election will be held. Late nominee suggestions made in the form of write-in votes on the election ballot will not be accepted. The Nominating Committee may solicit other suggestions. The Nominating Committee shall inform all those nominated of the duties of the respective office, obtain their agreement to serve if elected, and notify them of election results with reasonable promptness.

3. The Nominating Committee shall prepare a paper ballot that consists of one or more nominees for each vacant office, and may also conduct balloting electronically through a secure Internet program that provides for the same choices as the paper ballot, for those certificants for whom an e-mail address is on file and who have not requested a paper ballot. Paper ballots shall be distributed through the Board office to each certificant for whom no e-mail address is available, or who has requested in writing that the office provide a paper ballot. A Teller appointed by the president shall count and total both votes submitted electronically and votes submitted on the official paper ballot and report the results to the president immediately, to the trustees at their annual meeting, and to the editor of the Board newsletter before 1 November. Ties that result from the ballot count shall be decided by majority vote of the trustees.

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4. The Board shall elect annually from among incumbent trustees a president, vice-president, treasurer, secretary, one or more at-large Executive Committee members, and a Nominating Committee. Those elected shall take office upon adjournment of the annual meeting in the year elected.

Article 7: Officers and Appointees

1. The officers of the Corporation shall be a president, a vice-president, a secretary, and a treasurer. Each officer shall serve for one year or until a successor is elected and takes office. The Board or the Executive Committee may appoint one or more assistant secretaries, assistant treasurers, and such other officers as the business of the corporation may require. At the direction of the Executive Committee the assistant secretaries and assistant treasurers shall perform the duties of the secretary or treasurer respectively.

2. The president with the approval of the Executive Committee may contract for the professional services of an executive director, auditor, parliamentarian, and general counsel to the Corporation.

3. A vacancy in any office of the Corporation except that of the president, by death, resignation, or otherwise, may be filled by Executive Committee appointment until the next regular elections or until a special meeting is called for election or appointment of successors.

4. Duties:

4.1. The president shall be the principal executive officer and have active management of the business affairs of the Corporation. The president shall preside at all meetings of the Board and Executive Committee; shall serve *ex officio* on all committees except the Nominating Committee; shall see that all orders and resolutions of the Board are carried out in an orderly manner; and shall execute all agreements and instruments under seal of the Corporation, including but not limited to certification certificates.

4.2. The vice-president shall perform the duties of the president in the absence or incapacity of the latter and shall assume the office of president in the event of a vacancy in that office by death, resignation, or otherwise; shall review annually the minutes of that year's meetings and update the Policies and Procedures Manual; and shall perform other duties that may be requested by the president, the Executive Committee, or the Board.

4.3. The secretary shall have charge of the records and seal of the Corporation and countersign with the president all sealed agreements and instruments of the Corporation including but not limited to certification certificates; shall be responsible for reporting the proceedings of the Board and the Executive Committee and distributing the report to members with reasonable promptness; shall give timely notice of all meetings of the Board and the Executive Committee; and shall perform other duties as requested by the president, Executive Committee, or Board. The secretary may delegate any of these duties except signing certificates to an assistant secretary or executive director.

4.4. The treasurer shall have custody of the Corporation funds and deposit or disburse them as directed by the Board; shall maintain accurate books of accounts and collect debts owed

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the Corporation; and shall file the Corporation tax returns within relevant deadlines and make payments as required. The treasurer shall prepare and present annually to the Board a proposed budget; shall render to the Board whenever required an account of the Board's financial status; and shall in any event submit to the Board prior to its annual meeting a report of the Corporation's property, receipts, and disbursements.

Article 8: Judges

1. Judges shall serve by appointment of and at the pleasure of the Executive Committee.
2. The submission by each applicant for certification shall be evaluated by at least three judges who shall hold appropriate certification and shall follow procedures pursuant to the directions of the Board. Judges shall review applications with reasonable promptness and render their evaluations and recommendations in writing.
3. The Board shall grant certification to applicants whose submissions receive three recommendations for approval by the judges. The Board shall deny certification to applicants whose submissions receive three recommendations for disapproval by the judges. A submission that receives mixed recommendations from three judges shall be reviewed by a fourth (or arbitration) judge.
4. The fourth judge shall examine the application and review the evaluations of the other three judges before recommending approval or disapproval of the application.
5. Appeals:
 - 5.1. Anyone who fails certification may appeal the decision to the full Board in which case the appellant shall resubmit the application as it was when judged and without alteration and shall set forth in writing the grounds for the appeal. The judges of the application shall be notified of the pending appeal and have the right to support in writing their evaluations.
 - 5.2. The Board may adopt, as a condition for accepting appeals, a fee bearing a reasonable relationship to the cost of processing. Appeals may be decided at any regularly called meeting of the Board. A two-thirds affirmative vote of the trustees present shall be required to alter the decision of the panel of judges. Such alterations may extend to: (a) certifying the applicant forthwith; and (b) submitting the application to a new panel of judges for review *de novo*. Failing a vote to alter the panel's decision, the denial of certification shall stand. The appellant shall be notified in writing of the results of the appeal.
6. Judges may receive nominal compensation, the terms thereof to be established by the Executive Committee, in addition to reimbursement for postage and other expenses directly related to their duties.

Article 9: Dispute Resolution and Discipline of Certified Persons

1. Disputes and Unprofessional Conduct.
 - 1.1. Certified persons shall be subject to a dispute resolution process, which any person may

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invoke where a dispute has arisen out of a professional relationship with a certified person. A complainant must submit to the president a written statement containing specific allegations of wrongful conduct, accompanied by supporting evidence. Upon receipt of a complaint, the president shall initially attempt, either personally or through a designated officer or trustee, to resolve the matter through mediation and agreement among those concerned.

1.2. Certified persons shall also be subject to individual discipline for conduct in violation of the Genealogist's Code or otherwise deemed unprofessional, however evidence of such conduct may come to the attention of the president.

1.3. Both dispute resolution and individual discipline processes shall be conducted privately, without identification of those concerned unless public sanctions are imposed.

2. The president shall present to the Executive Committee any dispute that could not be resolved through mediation, or any disciplinary matter, whether or not initiated by a written complaint. The Executive Committee may delegate to any member of the Board its responsibility to investigate the matter and frame the issues but the Executive Committee itself shall in each case make a determination of the fact of the breach and the nature of sanctions, if any, to be imposed. The Executive Committee shall consider but not be limited by the relief requested by a complaining party.

3. A copy of the complaint, or the written issues as formulated by the investigating trustee, shall be sent to the certified person, soliciting an answer in writing within thirty (30) days. After the answer is received or thirty (30) days has elapsed, unless otherwise ordered by the Executive Committee, the Committee shall make its determination in writing to the certified person, other parties to a dispute, and to the secretary or executive director for inclusion in the certified person's permanent file. All Committee communications with the parties shall be by postal service, with notice of delivery requested.

4. Action by the Executive Committee shall require a two-thirds affirmative vote and be measured by the gravity of the conduct alleged and the weight of the evidence supporting the allegations. The matter may be: (a) dismissed as ill-founded; (b) dismissed because both parties are found at fault; (c) found meritorious and the certified person admonished or censured; (d) found meritorious and the certified person directed upon pain of decertification to refund all or part of the fee received or take other appropriate corrective actions; (e) found to be so flagrant that certification may be suspended, terminated immediately, or directed to be terminated at the end of the certification period without opportunity of renewal. Sanctions imposed are intended to be corrective, rather than punitive, and public sanctions are appropriate when privately-imposed sanctions have not been complied with, or are necessary to protect the Board's own interests. A decertified person may apply for certification *de novo* after not less than five years by directing such application to the Executive Committee.

5. The certified person shall have the right to appeal to the full Board in writing within thirty (30) days after receipt of the Executive Committee's determination. The decision of the Board shall be by two-thirds affirmative vote, shall be final and binding, and shall be made available to the certified person in writing with reasonable promptness and included in the certified person's permanent file.

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Article 10: Fiscal Matters

1. The fiscal year of the Corporation shall begin on 1 July each year.
2. The treasurer shall prepare and present annually to the Board a proposed budget; shall render to the Board whenever required an account of the Board's financial status; and shall in any event submit to the Board prior to its annual meeting a report of the Corporation's property, receipts, and disbursements.
3. The permanently invested funds, securities, property, and assets of the Corporation shall be under the direct supervision of the Board.
4. At any time the Board may cause the accounts of the Corporation to be audited by an independent accountant whose written report shall be distributed to trustees at least thirty days before the annual meeting.

Article 11: Dissolution

In the event of dissolution of the Corporation, its assets shall be transferred to a non-profit tax exempt organization chosen by the Board of Trustees.

Article 12: Effective Date and Amendment

1. These Bylaws shall become effective as of 8 May 2013.
2. These Bylaws may be amended by affirmative vote of two-thirds of the Board present at any regularly called meeting provided that notice of proposed amendments is given to trustees at least thirty (30) days prior to the meeting.
3. Subject-headings for Bylaws articles and sections are provided for convenience but are not part of the text.
4. The Board shall provide for full review of these Bylaws at least every ten years.

(10/13)