

By Laws

When the YNGHA incorporated in 1980 as a not-for-profit educational and research entity under the laws of the Commonwealth of Virginia, there were two major classes of membership – (1) full member, with voting privileges; and (2) associate member, with no privileges other than participation in the annual conferences and receipt of the Yarbrough Family Quarterly. At the YNGHA conference in Huntsville, Alabama, in 1993, the By-Laws were changed to reflect a single membership class, with all members in good standing having full privileges. In recognition of this, the annual dues were set at \$20.00, this being a compromise between the dues for the former two classes of membership. The Association's fiscal year was set as August 1st through July 31st of the following year. This latter stipulation was a frequent a source of confusion, but the fiscal year remained as originally stipulated. Subsequently, the YNGHA's fiscal year was then changed to be concurrent with the calendar year. However, the record of when this action was taken is missing.

In 2005 and again in 2016, acting on recommendations, a number of changes, mostly cosmetic, were accepted by the Board of Directors. However, additions were made to include standing committees, and authority for meetings conducted by electronic media was broadened. Currently, membership dues are \$15.00/year.

ARTICLE I NAME

Section 1.1. Name. The name of the corporation is the **YARBROUGH NATIONAL GENEALOGICAL & HISTORICAL ASSOCIATION, INC.** (the "corporation").

ARTICLE II PURPOSES

Section 2.1. Purposes. The corporation is organized and shall be operated exclusively for nonprofit education and charitable purposes, including without limitation, the purposes stated in the corporation's Articles of Incorporation.

ARTICLE III OFFICES

Section 3.1. Principal Office. The principal office of the corporation shall be in Commonwealth of Virginia, located at such place as the Board of Directors shall from time to time designate.

Section 3.2. Other Offices. The corporation may have such other offices, located within or without the Commonwealth of Virginia, as the Board of Directors may determine from time to time.

ARTICLE IV
MEMBERS

Section 4.1. Classes of Members. Membership in the corporation shall be unlimited in number. The members of the corporation shall be designated as regular members. The qualification for membership shall be a voting member who claims connection to the Yarbrough **or an allied** family and who pays the annual membership dues **and submits**.

~~**Section 4.2. Admission of Members.** Anyone claiming connection to a Yarbrough (however the name may be spelled) or allied family is admissible to the corporation upon payment of the annual membership dues and submission of his/her name, address and if known, the name of his/her oldest Yarbrough ancestor.~~

Section 4.2. Voting Rights. Regular members in good standing shall have the right to vote for Directors of the Corporation and on all matters requiring membership approval by law, the Articles of Incorporation or these By-laws.

Section 4.3. Eligibility to Serve as Director or Officer. Regular members in good standing shall be eligible to serve as Directors and officers of the corporation.

Section 4.4. Dues and Special Assessments.

(a) The dues shall be fixed by the Board of Directors at the annual meeting of the corporation for the ensuing fiscal year.

(b) Dues shall be payable in advance at the beginning of each fiscal year of the corporation. Any member whose dues are in arrears for one (1) year shall be notified in writing of such arrearage by the Treasurer. If the member fails to pay the arrearage within two (2) months after such notice is sent, such member's membership may be terminated by a vote of the majority of the Board of Directors at its next annual meeting.

(c) Special assessments necessary for the work of the corporation may be recommended by the Board of Directors to the members, and shall be levied only on the majority vote of the active members at the special meeting of members.

Section 4.5. Termination of Membership. The Board of Directors, by the affirmative vote of two-thirds (2/3) of the entire Board, may suspend or expel a member for cause after an appropriate hearing. The Board may also by a majority vote ~~may~~ terminate the membership of any member who defaults payment of dues as provided in Section **4(b)** of these by-laws.

Section 4.6. Resignation. Any member may resign by filing a written resignation with the Secretary of the corporation, but such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments or other charges accrued and unpaid prior to such resignation.

Section 4.7. Reinstatement. On written request signed by a former member and filed with the Secretary of the corporation, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the entire Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 4.8. Transfer of Membership. Membership in the corporation shall not be transferable or assignable.

ARTICLE V MEMBERS' MEETINGS

Section 5.1. Annual Meeting. The annual meeting of the members of the corporation shall be held each year at such time and place as shall be designated by the Board of Directors **or shall be held by teleconference or other extant electronic means.**

Section 5.2. Special Meetings. Special meetings, for any purpose or purposes, unless prescribed by statute, may be called by the President, the Board of Directors, **or by 15 or more active** members. ~~having one twentieth (1/20) of the votes entitled to be cast at such meeting.~~ Business transacted at all special meetings shall be confined only to business within the purpose or purposes described in the notice of the meeting.

Section 5.3. Notice. Notice of the date, time and place of each annual and special meeting of members shall be given by mail, electronic messaging (e-mail) or facsimile of the same to each member no less than ten (10) nor more than sixty (60) days before the date of the meeting, except that notice of a members' meeting to act on an amendment of the Articles of Incorporation, a plan of merger, a proposed sale of assets or the dissolution of the corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the date of such meeting. ~~Only notice of a~~ **The special meeting notice** must state the purpose or purposes for which the meeting is called. Notices shall be transmitted to each member of record of the corporation addressed to the member's contact information appearing on the books of the Corporation. All meetings shall be held at a date, time and place fixed by the Board of Directors.

Section 5.4. Record Date. The Board of Directors may fix in advance a date as the record date for a determination of members for any purpose, such date to be not more than seventy (70) days before the meeting or action requiring such determination of the members.

Section 5.5. Proxies. At any meetings of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. A proxy shall become effective when received by the Secretary of the corporation or other officer or agent authorized to tabulate votes. ~~No~~ **The proxy shall be valid after eleven (11) months from the date of its execution, unless a longer period is provided for in the proxy stipulate an expiration date, not to exceed one year from the date of issue.**

Section 5.6. Quorum and Voting Requirements. ~~Active~~ **Fifteen or more active** members ~~holding one tenth (1/10) of the votes entitled to be cast,~~ represented in person or by proxy, shall constitute a quorum. The vote of the majority of votes entitled to be cast by the active members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the active members, unless a greater proportion is required by law, the Articles of Incorporation or these by-laws.

Section 5.7. Conduct of Meetings. The President shall preside over all meetings of the members. If he is not present, the Vice President shall preside. If he is not present, or if there is no Vice President, then either the Secretary or the Treasurer shall become the presiding officer. If none of the officers are present, a Chair shall be elected by the meeting. The Secretary of the

Corporation shall act as secretary of all meetings if the Secretary is present. If the Secretary is not present, the Chair of the meeting shall appoint a Secretary **the Executive Director shall act as Secretary** for the meeting.

~~**Section 5.8. Actions Without a Meeting.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting and without action by the Board of Directors if the action is taken by all of the members entitled to vote on the action. Such action shall be evidenced by one or more written consents describing the action taken, signed by all of the members entitled to vote on the action, and delivered to the Secretary of the corporation for filing with the corporate records.~~

ARTICLE VI BOARD OF DIRECTORS

Section 6.1. General Powers. The management of all the affairs, property and business of the corporation shall be vested in the Board of Directors.

Section 6.2. Number, Qualifications, Election, Classes and Term.

(a) The number of Directors of the corporation shall consist of not less than nine (9) nor more than twelve (12).

~~(b) The initial Directors are those persons elected by the incorporator of the corporation, and they shall serve until the first annual meeting of members. At the first annual meeting of members and at each annual meeting thereafter, the active members shall elect the Directors of the corporation. Candidates for election to the Board of Directors shall be nominated by the Board. Also, nominations may be made by any active member from the floor at the Annual Membership Meeting.~~

(c) ~~As of the first annual meeting of members, the~~ **The** Board of Directors shall ~~be divided into~~ consist of three (3) classes, designated as Class One, Class Two, and Class Three. Each class shall consist of not less than three (3) nor more than four (4) directors.

~~(d) The active members shall elect Directors to fill all positions on the first annual meeting of the members. The initial term of office for the Class One Directors shall expire at the second annual meeting of members, the initial of office for the Class Two Directors shall expire at the third annual meeting of members, and the initial term of office for the Class Three Directors shall expire at the fourth annual meeting of members. Upon expiration of the initial term of office, all Directors shall be elected for the term of three (3) years, so that one-third (1/3) of the Directors shall be elected each year. A director shall serve until the expiration of his term or until his a successor is elected and qualified. There is no limit on the number of terms a Director may serve.~~

Section 6.3. Regular Meetings. The annual meeting of the Board of Directors shall be held without notice other than this Bylaw immediately after and at the same place as the annual meeting of members. Additional regular meetings of the Board of Directors may be held at such times and places as may be fixed by resolution of the Board **or by the President or Secretary.** ~~without notice other than such resolution.~~

Section 6.4. Special Meetings and Notices. Special meetings of the Board of Directors may be held at such times and places as may be fixed by resolution of the Board, or upon call by the President. Notice of any such special meeting ~~not held at a time fixed by a resolution of the Board~~ shall be given **by telephone or e-mail** to each Director at least twenty-four (24) hours before the meeting at his residence or business address. ~~or by delivering such notice to him or by telephoning, telegraphing, or telecopying it to him at least twenty-four (24) hours before the meeting.~~ Any such notice shall contain the time and place of the meeting, but need not contain the purpose of any meeting. Meetings may be held without notice if all of the Directors are present or those not present waive notice before or after the meeting.

Section 6.5. Telephone and Electronic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference or electronic media (teleconference, internet forum, e-mail, chat rooms or similar means) and participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

Section 6.6. Quorum. A quorum at all meetings of the Board of Directors shall consist of **a minimum of five members of the Board.** ~~one-third (1/3) of the entire Board.~~ If less than a quorum is present at a meeting, a majority of those present may postpone the meeting to a subsequent date without any further notice to any of the Directors. A quorum shall be necessary at such subsequent meeting for all purposes except, as noted below, for the filling of vacancies on the Board.

Section 6.7. Action of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater proportion is required by law, the Articles ~~or~~ **of** Incorporation or these by-laws.

Section 6.8. Action Without a Meeting. Any action which may be taken by the Directors in a meeting may be taken by the unanimous written consent of all Directors.

Section 6.9. Removal and Vacancies. The Board of Directors may remove any Director, with or without cause, and fill the vacancy. A Director may be removed by a vote of a majority of the Board of Directors only at a meeting called for the purpose of removing him and the meeting notice must state that the purpose, or one of the purposes of the meeting, is removal of the Director. Any vacancy arising from the Directors including vacancies created by an increase in the number of Directors occurring between the annual meetings ~~of members~~ shall be filled by the remaining members of the Board of Directors.

ARTICLE VII OFFICERS AND COMMITTEES

Section 7.1. Officers. Qualifications. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. President, Secretary and Treasurer shall be elected from the Board of Directors of the corporation. The Board of Directors may elect or appoint ~~other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, who need not be Directors.~~ **an Executive Director, who shall be accountable to the Board of**

Directors for the day-to-day operation of the Corporation, including but not limited to the collection and deposit of revenues, maintaining the Corporate accounts and ledgers, recording of minutes of the Board of Directors and the general membership meetings, and such other duties as may be delegated by the officers and directors. All officers **and the Executive Director** shall be active members of the corporation. Any officer may hold more than one office simultaneously.

Section 7.2. Election, Term and Removal. The regular membership at the Annual Meeting shall elect President, a Vice President, a Secretary and a Treasurer. All officers shall serve for a term of one year ~~and~~ **or** until their respective successors are elected and qualified, but any officer may be removed summarily with or without cause at any time by the vote of a majority of all the Directors. There is no limit on the number of terms an officer may serve. Vacancies among the officers may be filled by the Directors for the un-expired portion of the term.

Section 7.3 President. The President shall be the Chairman of the Board of Directors and chief executive officer of the corporation, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. **With the exception of the following duties, he may delegate such powers and duties as he/she sees fit to the Executive Director.** He/she shall preside at all meetings of the Board of Directors and members if present thereat, and shall have general supervision, direction and control of the business of the corporation. ~~The President shall be the Chairman of the Executive Committee and shall serve as an~~ *ex officio* member of all other committees created by the Board. Except as the Board of Directors shall authorize the execution thereof in some manner, he/she shall execute bonds, mortgages, and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer.

Section 7.4. Vice President. The Vice President shall have such powers and shall perform such duties as shall be assigned by the Board of Directors and the President. The Vice President shall become the President in the event of a vacancy in the office of President. **He/she may delegate such powers and duties as he/she sees fit to the Executive Director**

Section 7.5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and Directors, and all other notices required by law, the Articles of Incorporation or these by-laws, and in case of his absence or refusal or neglect to do, any such notice may be given by any person there unto directed by the President, or by the Directors, or members, upon whose requisition the meeting is called as provided in these by-laws. The Secretary shall record all the proceedings of the meetings of the members and Directors of the corporation in a book to be kept for that purpose. **With the exception of the following duties, he/she may delegate such powers and duties as he/she sees fit to the Executive Director.** The Secretary shall keep in safe custody the seal of the corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his/her signature or by the signature of an Assistant Secretary.

Section 7.6. Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the

corporation. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. **With the exception of the following duties, he/she may delegate such powers and duties as he sees fit to the Executive Director.** The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the President, taking proper vouchers for such disbursements. The Treasurer shall render to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request, an account of all the transactions as Treasurer and of the financial condition of the corporation. ~~If required by the Board of Directors, the Treasurer shall give the corporation a bond for the financial discharge of duties in such amount and with such surety as the Board shall prescribe.~~

~~**Section 7.7. Assistant Secretary and Assistant Treasurer.** Assistant Secretaries and Treasurers, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Board of Directors or officers.~~

Section 7.7. Executive Director. The Executive Director, upon appointment by the Board of Directors, shall conduct the day-to-day operations of the Association, including but not limited to the collection and deposit of revenues, maintaining the records and ledgers, overseeing the Web Sites, and publishing the Yarbrough Family Quarterly and other documents and records as may be required from time to time. He/she shall perform such other duties as may be assigned by the President, Secretary and Treasurer of the Association. The Executive Director, if not already an officer or director, shall be an *ex officio* Director of the Association.

Section 7.8. Webmaster. The Webmaster shall maintain the websites of the Association, and may be assisted by one or more assistant webmasters as he/she sees fit, and he/she shall be an *ex officio* Director of the Association, if not already an officer or director of the Association.

Section 7.9. Editor. The editor shall edit and publish the Yarbrough Family Quarterly and other documents and publications as may be required from time to time, and may be assisted by one or more assistant editors as he sees fit. He/she shall be an *ex officio* Director of the Association, if not already an officer or director of the Association.

Section 7. 10. Committees. Both permanently standing and *ad hoc* committees may be created, in accordance with the limitations as may be placed upon them by the Board of Directors. These committees include but are not limited to:

- (a) An Archives Committee, whose purpose is to acquire and maintain historical relics and documents relating to the deeds and accomplishments of the extended Yarbrough families.
- (b) An Audit Committee, whose purpose is to review and certify the membership and financial records of the corporations annually and/or at such times as may be determined by the Board of Directors; **To my knowledge, we have never had such a committee; I think it might be worth having one.**
- (c) A Publications Committee, whose purpose is to publish The Yarbrough Family Quarterly and any other publications as may be determined by the Board of

Directors, and to, maintain and operate the corporation's web site; This varies from time to time; with Alice Holtin gone, it's been JoAnn and Leonard. Ann Bush also was part of this committee.

(d) A Conference Committee, whose purpose is to plan, schedule and oversee the annual conference; This should, insofar as possible, should best be filled by someone who resides at or near the proposed venue.

(e) A Research Committee, whose purpose is to plan, recommend and prosecute approved research projects, including the Yarbrough DNA Project. Frankly, I think this is a Board responsibility, and this committee isn't really needed..

ARTICLE VIII INDEMNIFICATION

Section 8.1. Advances. The corporation will reimburse the reasonable expenses incurred by a Director, officer, employee or agent who is a party to a proceeding if (i) the Director, officer, employee or agent furnishes the corporation with a written statement of his good faith belief that he has met the standard of conduct described in the Articles of Incorporation, (ii) the Director, officer, employee or agent furnished to the corporation a written undertaking, executed personally, to repay the advance if it is ultimately determined that he did not meet the standard of conduct, and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Section.

Section 8.2. Determination and Authorization of Indemnification.

(a) The corporation will not indemnify a Director, officer, employee or agent unless authorized in the specific case after a determination has been made that indemnification of the Director, officer, employee or agent is permissible in the circumstances because he has met the standards of conduct.

(b) The determination shall be made by any of the following:

(i) A majority vote of a quorum of only the members of the Board of Directors who are not at the time parties to the proceeding;

(ii) a quorum cannot be obtained under paragraph (i), by a majority vote of a vote of a committee duly designated by the Board of Directors consisting solely of ~~two~~ **three** or more Directors not at the time parties to the proceedings;

(iii) by special legal counsel either selected by the Board of Directors or its committee or, if a quorum of the Board of Directors cannot be obtained and a committee cannot be designated, selected by a majority vote of the entire Board Directors, in which selection those Directors who are parties to the proceedings may participate; or,

(iv) by the active members, excluding active members who are, at the time, parties to the proceeding.

ARTICLE IX SEAL

Section 9.1. Seal. The Board of Directors shall provide a corporate seal, which shall be a circular

die containing the name of the corporation and the state and year of its incorporation.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 10.1. Contracts. With the exception of the Annual Conference, all contracts shall be executed by the President as stipulated In Section 7.3. The host for the Annual Conference will inform the President and the Treasurer as to the proposed cost before any agreements are executed with the hotel, conference facility and food service/catering firm. The President and Treasurer will review proposed agreements with the host prior to the host executing any agreements. To the extent practicable, all incidental expenses shall be covered by the registration and banquet fees.

Section 10.2. Checks, Drafts or Orders. Directors from time to time may authorize the issuance of checks, bank drafts and/or money orders. In the absence of such authorization by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer. ~~and countersigned by the President or Vice President. The signature of any such person may be a facsimile when authorized by the Board of Directors, provided that if two signatures are required on a particular instrument, one such signature must be an original signature.~~ So far as I know, this has never been enforced. – LSY

Section 10.3. 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 10.4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any of the corporation's purposes as set forth in the Articles of Incorporation.

ARTICLE XI FISCAL YEAR

Section 11.1. Fiscal Year. The fiscal year of the corporation shall be the same as the calendar year; i.e., January 1st to December 31st.

ARTICLE XII CERTIFICATES OF MEMBERSHIP

Section 12.1. Certificates of Membership. The Board of Directors may provide for the issuance of Certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. If any certificate is lost, mutilated or destroyed, a new certificate may be issued as a replacement.

ARTICLE XIII BOOKS, Ledgers, AND RECORDS

Section 13.1. Books and Records. The corporation shall keep correct and complete books,

ledgers, and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep a record giving the names and addresses of all of the members of the corporation. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

Section 14.1. Parliamentary Authority. Except as otherwise provided by law, the Articles of Incorporation or these by-laws, and Roberts' Rules of Order, shall be the parliamentary authority for the conduct of all meetings of the corporation, Directors and committees.

**ARTICLE XV
AMENDMENT OF BYLAWS**

Section 15.1. Alteration, Amendment or Repeal. These by-laws may be altered, amended or repealed, in whole or in part, by a vote of two-thirds (2/3) of the entire Board of Directors at any regular or special meeting, or by a vote of two-thirds (2/3) of all active members at any regular or special meeting called for such purpose.

Adopted: July 27, 1992 **Signed: /s/ Roger Yarbrough**
President

Amended: August 19, 2005 **Signed: /s/ Tee U. Devine**
President

Amended: (Pending) Signed: _____
President