



Bylaws of Family History Information Standards Organisation, Inc.

11 December 2019

Enacted on 21 September 2013, and last updated on 11 December 2019.

Article 1: Name

The name of the corporation shall be Family History Information Standards Organisation, Inc., herein after “FHISO,” the “Organisation” or the “Corporation.”

Article 2: [Deleted]

Article 3: Mission and Scope

3.1 Mission

FHISO’s mission is to bring together individuals, organisations and companies of all sizes to collaborate on open standards, supporting documentation and services on the digital representation, processing and exchange of data by genealogists and family historians worldwide.

[Deleted]

3.3 Scope

The scope of FHISO’s work encompasses all aspects of technical standards and guidelines used to manage information in genealogy and family history:

- a. Identify existing technical, scientific data practices or emerging trends in the international community that require standardisation.
- b. Provide a collaborative environment for innovation and problem solving.
- c. Prepare new international standards and guidelines.
- d. Publish and disseminate standards and guidelines.
- e. Provide education and support to encourage adoption and use of the published standards.
- f. Review, modify, reaffirm or terminate, as appropriate, existing standards or guidelines.
- g. Review and participate in developing relevant regional international standards.
- h. Monitor interoperability between implementations and, if relevant, develop test suites and cases or manage a certification process for selected FHISO standards.
- i. Cooperate with other organisations developing standards that fall within the scope of, or may relate to, FHISO standards.

Article 3A: Non-discrimination Policy

FHISO does not and shall not discriminate on the basis of race, colour, creed, gender, gender expression, age, national origin, disability, marital status, sexual orientation or military status, in any of its activities or operations. These activities include, but are not limited to, dealing with the public, selection of volunteers and vendors, hiring and firing of staff, and provision of services.

Article 4: Membership

Membership shall be voluntary and open to all who are active in, interested in or materially affected by technology standards for genealogy and family history. FHISO membership shall not be conditional on any other memberships or associations, nor unreasonably restricted on the basis of technical qualifications or other such requirements.

4.1 Code of Conduct

All members shall agree to abide by the FHISO Code of Conduct, which may be amended from time to time by the Board of Directors.

4.2 Membership Categories

Members shall be classified as Individual Members or Organisational Members.

4.2.1 Individual Members

An Individual Member shall be a natural person and is entitled to a single vote.

4.2.2 Organisational Members

An Organisational Member shall be a corporation or other organisation, and is entitled to appoint one or more Organisational Member Representative each of whom is entitled to a single vote. An Individual Member may be appointed as an Organisational Member Representative but only gets a single vote.

The Board may establish different classes of Organisational Member, which may have differing Membership Fees and be entitled to appoint different numbers of Organisational Member Representatives. Any change to the number of Organisational Member Representatives which an Organisational Member is entitled to appoint shall only take effect when their annual Membership Fee next becomes due.

Organisational Members shall identify in writing those individuals designated as Organisational Member Representatives with confirmation that each has agreed to abide by the Code of Conduct. FHISO must receive timely notification of any changes to the designated Organisational Member Representatives in writing.

4.3 Membership Applications

All members shall submit a completed membership application without falsification and pay the applicable Membership Fee. The Board approves the form of membership applications, determines the annual Membership Fee, and may establish other membership goals and policies. The Board has the authority to waive the Membership Fee on a case-by-case basis.

Article 5: Participation

5.1 Voting Privileges and Member Participation

Individual Members and Organisational Member Representatives shall be eligible to participate in meetings and activities of the Organisation, if they are determined to be “in good standing” as defined by the Board and set forth in the FHISO Manual. New applicants shall be eligible to participate in meetings and activities of the Organisation as Individual Members or Organisational Member Representatives upon submitting the application, remitting the payment of annual dues, and otherwise meeting the criteria to be “in good standing.”

The Board of Directors may establish a waiting period of not more than 60 days from the receipt of a new member’s completed application before a new Individual Member or Organisational Member Representative becomes eligible to vote. An Individual Member or Organisational Member Representative who is eligible to vote is referred to as a Voting Member.

5.2 Associate Participation

An Associate is any natural person who has an expressed interest in technology standards for genealogy and family history and has agreed to the Code of Conduct, but who is neither an Individual Member nor an Organisational Member Representative of FHISO. Associates may be invited to participate in activities managed by FHISO.

5.3 Founding Members

Individuals and Organisations who become members of FHISO during the extended organisational period will become designated as “Founding Members.” Organisational Member Representatives during this period will also become designated as “Founding Members.”

The Board may from time to time confer benefits on Founding Members in accordance with the FHISO Manual and consistent with Article 6 herein.

Article 6: Supporters and Benefactors

In accordance with the FHISO Manual, the Board may establish guidelines and confer benefits on members or non-members, whether individuals or organisations, in accordance with the Organisation's purposes, including but not limited to recognition of those individuals or organisations who provide exceptional support to FHISO. Benefits conferred shall not affect voting rights, nor shall they increase or decrease the number of or weight of votes otherwise granted by these bylaws.

Article 7: Registered Office and Registered Agents

7.1 Registered Office

The Organisation shall continuously maintain a registered office in the state of Arizona at a place designated by the Board of Directors. The principal office of the Corporation, and such other offices as it may establish, shall be located at such place(s), either within or outside the state of Arizona, as may be designated by the Board of Directors.

7.2 Registered Agent

The Organisation shall continuously maintain within the state of Arizona a registered agent, which shall be designated by the Board of Directors.

7.3 Changes

Any changes in the registered office or the registered agent of the Organisation shall be accomplished in compliance with the Arizona Nonprofit Corporation Act and as provided by these Bylaws.

Article 8: Officers, Coordinators and Co-coordinators

8.1 Officers

The Officers of the Corporation shall be the Chair, Vice-chair, Treasurer, Secretary and optionally, at the discretion of the Board, an Assistant Secretary.

8.1A Coordinators and Co-coordinators

Coordinators and Co-coordinators are Directors who are tasked with overseeing specific aspects of FHISO's work, and regularly reporting back to the Board on their remit. There shall be a Technical Coordinator and a Technical Co-coordinator, together with such other Coordinators and Co-coordinators that the Board may establish by majority vote.

The Board may abolish any Coordinator or Co-coordinator position except the positions of Technical Coordinator and Technical Co-coordinator. If the incumbent Coordinator or Co-coordinator was elected to that position as a Directly Elected Office, then a two-thirds vote of the Board is required

to abolish the position, and the Director holding that position remains on the Board as a Director at Large. Otherwise a simple majority vote is required.

8.2 Duties

- a. Chair. The Chair is the head of FHISO and has overall responsibility for the smooth running of the Organisation. The Chair should normally serve as the public face of the Organisation and be active in promoting FHISO's activities to the genealogical community. The Chair is the chief officer of the Corporation and, under the jurisdiction and supervision of the Board of Directors, directs the Corporation. The Chair serves as chair of the Board of Directors and presides over meetings. The Chair may also serve as an ex officio member without right to vote on all Board committees. The Chair, with the approval of the Board of Directors, may discharge one or more members of any Committee.
- b. Vice-chair. The Vice-chair shares with the Chair responsibility for the smooth running of the Organisation, and has a responsibility to bring to the attention of the Board of Directors any problems with the running of the Organisation. In the temporary absence of the Chair, the Vice-chair shall preside over meetings and temporarily assume the responsibilities of the Chair.
- c. Treasurer. The Treasurer shall assist in the development of the annual budget and the financial plan and shall assist in raising funds for the Corporation's operation. The Treasurer is responsible for developing and reviewing fiscal procedures, and shall assist any committee in the preparation and administration of committee or project budgets.
- d. Secretary. The Secretary is also the Chief Transparency Officer of the Organisation. The Secretary shall maintain the FHISO Manual, agendas and minutes of Board and Member meetings, and such other records of the Corporation as required by Arizona Law, these bylaws, the Articles of Incorporation or FHISO Manual.
- e. Technical Coordinator. The Technical Coordinator serves as chair of the Technical Standing Committee, and has overall responsibility for FHISO's standardisation and specification work, and any other technical work being undertaken.
- f. Technical Co-coordinator. The Technical Co-coordinator serves as Vice-chair of the Technical Standing Committee, assists the Technical Coordinator, and is responsible for ensuring records are maintained reporting the activities of the Technical Standing Committee and other technical work. In the temporary absence of the Technical Coordinator, the Technical Co-coordinator shall chair meetings of the Technical Standing Committee and temporarily assume the responsibilities of the Technical Coordinator.
- g. [Deleted]
- h. [Deleted]
- i. Assistant Secretary. The Assistant Secretary shall assist the Secretary and Treasurer in the execution of their duties, as directed by the Board of Directors.

8.3 Terms of Office

A Directly Elected Office is any Officer, Coordinator or Co-coordinator position whose holder is elected to that specific position for a two-year term by the Voting Members of FHISO in accordance with Article 15. The Chair and Technical Coordinator are Directly Elected Offices. The Board may designate any other Officer, Coordinator or Co-coordinator position except that of Assistant Secretary as a Directly Elected Office.

Except for the position of Assistant Secretary, any Officer, Coordinator or Co-coordinator position which is a Directly Elected Office shall be filled in accordance with Section 8.6 of these Bylaws.

An Assistant Secretary may be appointed by the Board. The Assistant Secretary is not required to be a Voting Member and does not become a Director by virtue of being appointed Assistant Secretary. The Assistant Secretary has no fixed term of office and may be removed by majority vote of the Board at any time without cause. The position of Assistant Secretary may be left vacant at the direction of the Board.

8.4 [Deleted]

8.5 Succession

If the position of Chair becomes vacant, the Vice-chair shall become Chair and serve until the next Annual Board Election. In the event that the position of Vice-chair is also vacant, both positions shall be filled according to Section 8.6 of these Bylaws.

If the position of Technical Coordinator becomes vacant, the Technical Co-coordinator shall become Technical Coordinator and serve until the next Annual Board Election. In the event that the position of Technical Co-coordinator is also vacant, both positions shall be filled according to Section 8.6 of these Bylaws.

8.5.1 [Deleted]

8.6 Officer Vacancy

If the position of any Officer, Coordinator or Co-coordinator other than the Assistant Secretary becomes vacant, and these Bylaws provide no successor to the position, the vacancy shall be filled by the Board of Directors from their number by majority vote. Any person so elected has no fixed term of office and may be removed by majority vote of the Board at any time without cause.

A Director may hold more than one position, except that the positions of Chair and Vice-Chair must be held by different people, as must the positions of Technical Coordinator and Technical Co-Coordinator.

Article 9: Board of Directors

9.1 General Powers and Duties

The governing body of FHISO shall be the Board of Directors (“Board”). The Board shall manage and control FHISO’s affairs and property, it shall establish member policies and set member dues and be responsible for all other aspects of FHISO’s policies and direction. The Board shall exercise all powers and perform all duties that are necessary or convenient to carry out FHISO’s purposes, except as may be otherwise provided it in the Arizona Nonprofit Corporation Act or the Articles of Incorporation.

9.2 Composition

The composition of the Board shall, in so far as possible, reflect FHISO’s international scope and purpose including that it shall be representative of the varied stakeholder interests and provide required technical, standardisation and project management expertise.

9.3 Size and Constituency

The Board shall consist of no fewer than three Directors. The maximum number of Directors shall be determined by a two-thirds vote of the Board or by a majority vote of Voting Members at a Business Meeting. A vote to reduce the size of the Board shall not have the effect of removing any Director from the Board, and Board may exceed its determined size until the number of Directors is reduced by elections, resignations or removals.

A person elected to a Directly Elected Office shall be a Director by virtue being elected to a Directly Elected Office. A Director who was not elected to a Directly Elected Office is called a Director at Large. Directors at Large are elected to a position on the Board by the Voting Members, and may be assigned a specific position by majority vote of the Board.

9.4 [Deleted]

9.5 Resignation and Removal

A Director may resign at any time by giving written notice to the Chair. A Director may be removed for cause by a two-thirds vote of the Board, or by a majority vote of Voting Members at a Business Meeting.

Any Officer, Coordinator or Co-coordinator who resigns or is removed from the Board of Director immediately ceases being an Officer, Coordinator or Co-coordinator.

9.6 [Deleted]

9.7 Board Member Compensation

The members of the Board shall receive no compensation for serving as Directors of the Organisation.

9.8 Regular Board Meetings

The Board shall hold regular meetings at least quarterly, to be called as agreed at previous Board Meetings.

9.9 Special Board Meetings

A special meeting of the Board may be called by the Chair, the Vice-chair, or a number of directors, which may include directors on sabbatical, equal to half the quorum needed for board business. At least two days' notice shall be given.

9.10 Conduct of Meetings

Meetings shall be conducted in accordance with Article 17.

Meetings of the Board of Directors shall be presided over by the Chair, or, in the absence of the Chair, by the Vice-Chair, or in the absence of these officers, by a Chairperson chosen by a majority of the voting Board members in attendance.

9.11 Quorum of the Board

Three-fifths of those voting members of the Board who are not taking a sabbatical shall constitute a quorum for transacting business at any meeting, except that if a quorum is not present at a meeting, a majority of the voting Board members present may adjourn the meeting to another time without notice.

9.12 Majority Vote

Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Board members present and voting at a meeting at which a quorum exists. All Directors shall have an equal vote.

9.13 Board Action by Written Consent Without a Meeting

Any action which may be taken by majority vote at a Board Meeting may be taken without a meeting provided that:

- a. a written proposal is made available to all Board members;
- b. written consent is received from sufficient Board members to constitute a quorum; and
- c. no request is made under Section 9.9 of these Bylaws to hold a Board Meeting to discuss the proposed action.

9.14 Attendance

Board Members are expected to attend meetings of the Board of Directors. Any Director who is absent from three consecutive regular meetings of the Board shall be deemed to be on sabbatical unless the Board determines otherwise, and may give cause for removal under Section 9.5 of these Bylaws.

9.15 Sabbaticals

A Director wishing to take a break from FHISO may ask the Board for permission to take a sabbatical. Sabbaticals must be approved by majority vote of the Board and may be subject to a time limit. If approved or as provided in Section 9.14 of these Bylaws, the Director shall be considered on sabbatical until the expiry of any time limit applied to the sabbatical or until written notice of the Director's return is given to the Chair.

A Director on sabbatical shall be deemed temporarily absent for purpose of Section 8.2 of these Bylaws, and any duties not otherwise reassigned by these Bylaws may be reassigned amongst the Board for the duration of the sabbatical as the Board sees fit. A Director on sabbatical may participate in all Board activities and retains full voting rights, but is not counted when determining the quorum for Board Meetings.

9.16 Appointed Directors

If the Board is smaller than the maximum size as determined in Section 9.3 of these Bylaws, the Board may appoint a new Director to the Board, providing that by doing so the number of appointed Directors on the Board does not equal or exceed the number elected by the Voting Members in accordance with Article 15. This limit on the proportion of appointed Directors on the Board is waived if the Board drops below the minimum size specified in Section 9.3 of these Bylaws.

Any person appointed to the Board must meet the qualifications in Section 15.2 of these Bylaws, and must either retire or stand for re-election at the next Annual Board Election.

Article 9A: Budget

The Treasurer is responsible for developing and reviewing the annual budget. FHISO's budget requires Board approval, and only expenditures within the approved budget may be authorised for payment.

The fiscal year shall be the calendar year.

Article 9B: The FHISO Manual

The Secretary is responsible for maintaining the FHISO Manual, containing the various policies and governance documents approved and published by the Board.

Article 10: Committees

There shall be one Standing Committee — the Technical Standing Committee. The Board may create other committees as appropriate to meet FHISO's goals. All committees shall keep regular minutes of meetings and report the same to the Board in accordance with the FHISO Manual. Any reference to a committee that no longer exists shall be interpreted as referring to the Board of Directors.

10.1 [Deleted]

10.2 FHISO Technical Standing Committee

The Technical Standing Committee (TSC) is responsible for coordinating work towards FHISO's technical goals.

The committee

- a. determines the overall strategy for technical work, which is reviewed by the Board and made available to the general membership;
- b. determines the requirements for all technical work, including the scope of work, expected deliverables, time and resource requirements; and
- c. determines technical priorities unless the Board determines otherwise, either on their own or following an appeal from members per Article 18.

Additional roles of the Technical Standing Committee are documented in the Technical Standing Committee Charter, including

- d. defining of technical processes and policies;
- e. overseeing all technical work;
- f. assigning technical leadership roles to FHISO members as appropriate;
- g. defining which roles provide Technical Standing Committee membership beyond those outlined in these by-laws; and
- h. recommending proposed standards for ratification under Article 10A.

The Technical Standing Committee Charter is subject to approval by the Board.

There shall be no fewer than two officers of the Technical Standing Committee; their titles and duties are set forth below. The Board may appoint and/or remove additional members to the TSC in order to ensure sufficient expertise or regional diversity. These are known as TSC Special Members. The Technical Standing Committee reports to the Board.

10.2.1-2 [Deleted]

10.3-4 [Deleted]

10.5 Other Board Committee Formation

The Board may create or dissolve other committees (“Board Committees”) as needed, such as fundraising, public relations, etc. At the direction of the Chair, the functions, scope, and responsibilities of a Board Committee, together with rules for operation and guidance (collectively, “Committee Charter”), shall be developed. The approved Committee Charters are filed with the Secretary, and become part of the FHISO Manual.

Article 10A: Standards

At the recommendation of the Technical Standing Committee, each recommended standard shall be made available to the general public and its recommended status shall be announced to the FHISO membership and the general public.

A recommended standard does not become a standard until approved by a vote of FHISO’s Voting Members. These votes are administered by the Board in accordance with policies on who may vote given in Articles 4 and 5; the Board may optionally produce an additional Vote Administration Policy to clarify the voting process. The vote should be scheduled no less than 60 days after the recommended policy’s recommended status was announced to the FHISO membership and no more than 365 days after it became a recommended standard.

If the recommended standard passes by a simple majority of the votes cast, it shall become a full standard and be returned to the Technical Standing Committee to be published and maintained, following the process outlined in the Technical Standing Committee Charter. If it does not pass by a simple majority it shall be identified as a “rejected standard proposal” and published along with the results of the vote.

Ratified standards shall be made available to all at no cost from FHISO’s website. Any person, organisation or company may implement FHISO standards for any purpose, without royalty or license fees.

Articles 11-13: [Deleted]

Article 13A: Annual and Special Board Elections

13A.1 Annual Board Elections

FHISO shall hold an Annual Board Election before each Annual General Meeting so that Voting Members may elect Directors to serve on the Board. Any Director who was not elected at the previous Annual Board Election or at a subsequent Special Board Meeting must either retire or stand for re-election.

The total number of Directors to be elected at an Annual Board Election shall be the maximum size of the Board at that time, as determined in accordance with Section 9.3 of these Bylaws, less the number of Directors who are continuing on the Board without needing to be re-elected.

Additionally, the minimum number of places of the Board being elected at any Annual Board Election shall be one less than half the maximum size of the Board at that time. This may necessitate putting the place of one or more Directors whose terms have not expired on the ballot, causing those Directors to stand for early re-election. Directors to stand for early re-election shall be determined by first seeking volunteers from among the Directors. If more Directors volunteer than are needed, the Board shall select from among the volunteers. If fewer Directors volunteer than are needed, additional Directors shall be selected randomly from among those of the remaining Directors at Large, and if that fails to produce sufficient places, then from among all other Directors.

The results of an Annual Board Election shall be announced to Voting Members at the Annual General Meeting. If an Annual Board Election results in a new Chair being elected, the incoming and outgoing Chairs may by mutual agreement allow the outgoing Chair to continue presiding over the Annual General Meeting.

13A.2 Special Board Elections

A Special Board Election to fill the vacancies on the Board may be called by a two-thirds vote of the Board, or by a majority vote of Voting Members at a Business Meeting.

A motion by Voting Members to call a Special Board Election may nominate up to two Voting Members who will, subject to them consenting, serve on the Nominating Committee alongside those eligible Directors. If the motion passes, the Board shall constitute a Nominating Committee which shall instigate a Call for Nominations within 7 days of the motion passing.

The total number of Directors to be elected at a Special Board Election shall be the maximum size of the Board at that time, as determined in accordance with Section 9.3 of these Bylaws, less the number of Directors at the time of the election.

Article 14: Nominating Committee

When the Board sets a date for an Annual or Special Board Election, a Nominating Committee is formed to oversee the process and ensure it is conducted in an unbiased manner in accordance with these Bylaws. The Nominating Committee consists of any Director who consents to serve on it, and who is either continuing on the Board without needing to be re-elected or has decided not to seek re-election. In addition, any Voting Members appointed under Section 13A.2 of these Bylaws shall serve on the Nominating Committee. If this would result in a Nominating Committee with fewer than two members, the Board shall appoint further consenting Voting Members to the Nominating Committee to bring its membership up to two. Members of the Nominating Committee are not permitted to stand in any election they are overseeing, but may vote in them.

Article 15: Nomination and Election of Directors

15.1 Call for Nominations

The Nominating Committee shall secure proposals for nominations for the Board by preparing a Call for Nominations and distributing it to all Voting Members. The Call for Nomination shall identify each Directly Elected Office being elected and the duties of the position. It shall also identify the number of Directors at Large being elected, which shall be the total number of Directors being elected less the number being elected to Directly Elected Offices. The Call for Nominations shall contain all information necessary for Voting Members to nominate candidates, and shall state when the Call for Nominations closes which shall be no less than 14 days after the distribution of the Call for Nominations.

The Nominating Committee may make additional Calls for Nominations if in their judgement this is necessary to get a full roster of eligible candidates. Additional Calls for Nominations shall also state when they close, but need not run for 14 days.

Any vote to change the maximum size of the Board shall not affect an election once the initial Call for Nominations has been issued.

15.2 Qualifications for Directors

Members being nominated to serve on the Board of Directors shall (a) be a Voting Member of FHISO; (b) have consented to their name being entered into candidacy; and (c) commit to both time and resources demands required for the duration of the term.

Nominations must be submitted in a timely fashion and should be accompanied by brief biographical information on the candidate to be included in the ballot. Nominations shall only be made by Voting Members. A person may nominate themselves. A person may not simultaneously stand for election to more than one Directly Elected Office, but may stand for election to a Directly Elected Office and as a Director at Large.

15.3 [Deleted]

15.4 Designation of Nominees and Preparation of Ballots

The Nominating Committee shall produce a ballot for each Directly Elected Office being elected, and a single ballot for all Directors at Large. All candidates who have been properly nominated and who are eligible per Section 15.2 of these Bylaws shall be included on the ballot.

Each ballot shall indicate the number of Directors being elected from that ballot. If the number of candidates on a ballot is less than or equal to the number of Directors being elected from that ballot, the Nominating Committee shall declare those candidates elected without holding an election for that ballot.

The ballots shall also include a statement encouraging members to consider both individual qualifications for the position and increasing the diversity of the Board.

15.4A Permitted Voting Systems

The Nominating Committee shall determine which of the Permitted Voting Systems will be used in each election, and shall include this information clearly on the ballot.

The “instant runoff” system is a Permitted Voting Systems for the election to a Directly Elected Office, or for election as a Director at Large when only a single Director at Large is being elected. The “single transferable vote” system is a Permitted Voting System for the election of multiple Directors at Large. Other Permitted Voting Systems may be approved by majority vote of the Voting Members prior to the ballot being distributed.

15.5 Election Schedule

The Nominating Committee shall deliver ballots to every FHISO Voting Member at least 14 days prior to the close of voting. Voting shall remain open for 14 day. The Nominating Committee shall also provide for and oversee whatever electronic balloting procedures are required for the voting.

15.6 Election to Office

For each Directly Elected Office, the winning candidate under the specified voting system shall be elected. If the winning candidate was also a candidate as a Directors at Large, they shall be disqualified from the ballot for Directors at Large. Once all the ballots for Directly Elected Offices have been counted, the ballots for Directors at Large shall be counted, and the appropriate number of winning candidates under the specified voting system shall be elected.

There is no minimum number of votes which needs to be cast for the election to be valid. The Nominating Committee shall tabulate the votes, determine the results and promptly notify the nominees of the election results. The results of the election shall then be announced to Voting Members, and shall take effect immediately after being announced.

15.7 Tie Vote

In the case of a tie vote, the FHISO Board shall break the tie by majority vote.

Article 16: General Membership Meetings

16.1 Business Meetings

The Voting Members, when gathered electronically for the purpose of transacting business of the Corporation, shall constitute a Business Meeting of the Corporation. At least one such Business Meeting, which shall constitute the Annual General Meeting, will be called by the Board of Directors each fiscal year, at a time and date determined by the Board.

16.1.1 Notice of Business Meetings

Written notice of the Annual General Meeting shall be provided to Voting Members at least 42 days prior to the meeting. Written notice of all other Business Meetings shall be provided to Voting Members at least 30 days prior to the meeting.

The Secretary shall make all agendas, proposals, exhibits and any prepared remarks (collectively, the “Business Meeting Materials”) available to members at least 14 days prior to the meeting and shall make arrangement for members to attend by electronic connection.

16.1.2 Quorum for Business Meeting

Five Voting Members or 5% of the FHISO’s Voting Members, whichever is greater, shall constitute a quorum for a Business Meeting.

A Business Meeting may be conducted without a quorum being present, but no binding vote may be taken.

16.1.3 Majority Vote

All matters to be voted on by Voting Members at a Business Meeting shall be voted on electronically following opportunity for discussion at the Business Meeting. Voting shall begin within three days of the start of the Business Meeting, and the Secretary shall deliver a ballot to every Voting Member before the start of voting. If the proposer of the motion provided any accompanying material explaining the proposal, the Secretary shall circulate this alongside the ballot. The Secretary may also circulate additional explanatory material, opinions or statements with the ballot.

Voting shall remain open for 14 days, after which the Secretary shall count the votes and notify all Voting Members of the outcome within three days of the end of voting. Unless the motion states otherwise, the motion shall come into effect when the Secretary announces it has passed. A vote conducted in this manner is deemed to have occurred at a Business Meeting.

The vote shall be conducted in a manner that allows abstentions to be recorded, as well as votes in favour or against the motion. The motion shall pass if there are more votes in favour of the motion

than against, and the total number of votes cast, including abstentions, is sufficient to constitute a quorum for a Business Meeting.

16.2 Special Membership Meetings

Business Meetings other than the Annual General Meeting are known as Special Membership Meetings and may be called by the Chair, by majority vote of the Board of Directors, or by a petition of twenty percent of the Voting Members submitted in writing to the Secretary.

In the case of Special Membership Meetings proposed by petition of the Voting Members, the Secretary shall give written notice of the Special Membership Meeting to the Voting Members within 14 days of receiving the petition, with the Special Membership Meeting to be held on a date and at a time determined by the Board within 45 days of receiving the petition.

16.3 Notice of Motions

Advanced notice must be given to the Secretary of all matters that are to be put to a vote at a Business Meeting. This must be received within 14 days of written notice of the Business Meeting given under Section 16.1.1 of these Bylaws unless that notice allowed a longer period for motions. Details of all motions received shall be included in the Business Meeting Materials.

16.4 Amendment of Motions

The proposer of a motion to be voted on at a Business Meeting may amend the proposal as a result of discussion at the Business Meeting providing it does not substantially change the purpose of the proposal. Any such amendment must be notified to the Secretary within 24 hours of the start of the Business Meeting. The Chair's ruling on whether an amendment substantially changes the purpose of the proposal is final.

16.5 Delegation of Secretary's Duties

The duties of the Secretary described in this Article of the Bylaws may be delegated to another person by the Secretary or by two-thirds vote of the Board.

Article 17: Conduct of Meetings

17.1 Meeting Accessibility

Meetings shall be conducted in a manner accessible to those not present in the same physical location, for example by phone or other electronic communication. A reasonable effort should be made to facilitate participation from all regions.

17.2 Notice of Meetings

Reasonable advance notice of meetings shall be given to intended participants in an appropriate form.

17.3 Meeting Materials

A reasonable effort shall be made to ensure that any agendas, proposals, reports, or other meeting materials are available to intended participants in an appropriate form and sufficiently in advance of the start of the meeting.

17.4 Meeting Minutes

Minutes shall be taken during the non-executive session of all meetings, and shall be made accessible to the general membership.

17.5 Chairing Meetings

The person chairing the meeting (the “Meeting Chair”) shall be responsible for:

- a. managing the use of time during the meeting;
- b. making a reasonable effort to ensure that any agenda is followed;
- c. providing all participants in the meeting have an equal opportunity to share their views to the degree the meeting schedule permits; and
- d. ensuring that all participants adhere to the Code of Conduct.

In balancing these objectives, the Meeting Chair may encourage some participants to be more succinct in their remarks, impose time limits on comments, or limit the number of people called on to speak. In doing so, the Meeting Chair must ensure that no particular point of view is unfairly favoured or disadvantaged. If necessary, the Meeting Chair may have participants who violate the Code of Conduct removed from the meeting.

Article 18: Appeals of Decisions

Appeals of decisions made by individuals, committees, teams, or groups acting as part of FHISO shall be governed by the FHISO Appeals Process Policy as determined by the Board of Directors and set forth in the FHISO Manual.

Article 19: [Deleted]

Article 20: Construction

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Arizona Nonprofit Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.

Article 20A: Special Resolutions

Certain major changes to FHISO’s governance, as specified in these Bylaws, are made by means of a Special Resolution in the following manner. A Special Resolution may be proposed by a majority vote of the Board, or by a petition of twenty percent of the Voting Members submitted in writing to the Secretary.

20A.1 Governance Review Committee

Within 14 days of receiving the proposal, the Secretary may convene a Governance Review Committee consisting of the Directors and chaired by the Secretary. In the case of Special Resolutions proposed by petition of the Voting Members, the petitioners may appoint up to three of their number to represent them on the Governance Review Committee.

The Governance Review Committee shall meet as required to review the proposed Special Resolution, may obtain advice on the proposed Special Resolution, and shall within 30 days of being convened produce a written statement of its finding on the proposed Special Resolution, after which it shall disband. This statement may include a recommendation on whether it be accepted.

20A.2 Special Resolution Ballot

The Secretary shall produce a ballot containing the text of the Special Resolution, together with any explanatory material provided by the proposers. If no Governance Review Committee was convened, the ballot shall be circulated to all Voting Members within 14 days of receiving the proposal; otherwise it shall be circulated alongside the Governance Review Committee’s statement within seven days of the Governance Review Committee disbanding.

Voting on the Special Resolution shall be by electronic ballot which shall remain open for 14 days. The Special Resolution shall pass if either (a) at least two-thirds of the votes cast are in favour of the Special Resolution, and the total number of votes cast is sufficient to constitute a quorum for a Business Meeting per Section 16.1.2 of these Bylaws; or (b) if more than half of all Voting Members vote in favour of it.

Article 21: Dissolution

21.1 Action of Board and Members

FHISO may only be dissolved by a Special Resolution which shall include a Plan of Dissolution. If the Special Resolution passes, the Board shall carry out the Plan of Dissolution and dissolve FHISO.

21.2 Plan of Dissolution

The Plan of Dissolution shall include provisions to implement the following in the priority set forth below:

- a. Payment and discharge of all liabilities and obligations
- b. Compliance with all conditions of any applicable tax exemptions
- c. Return, transfer, or conveyance of all assets received and held upon condition that the assets be returned, transferred, or conveyed upon dissolution
- d. Transfer or conveyance of all assets received and held subject to limitations on their permitted use, but not held upon condition set forth in item c, above, to one or more organisations engaged in activities substantially similar to those of the Organisation
- e. Liquidation of all remaining assets with all proceeds being donated to one or more foundations engaged in furthering the use of standards in genealogy and family history and/or promoting genealogy and family history information technology interoperability.

Article 22: Revising the Bylaws and/or Articles of Incorporation

22.1 Revisions to the Bylaws

Except as allowed elsewhere in these Bylaws, the Bylaws may only be amended by a Special Resolution. The amendment shall be effective as of the date the Special Resolution is passed, or at such later date as provided in the Special Resolution itself.

22.2 Trivial Corrections to the Bylaws

Typographical errors or errors of omission, consistency or terminology use shall be corrected, by or with the concurrence of the Secretary, without recourse to a ballot of the membership.

22.3 Revisions to the Articles of Incorporation

The Articles of Incorporation may only be amended by a Special Resolution. The amendment shall be effective as of the earliest date so permitted by the laws of the State of Arizona.

Article 23: Severability

If any provision of these Bylaws is held to be invalid or unenforceable for any reason, the remaining provisions shall remain in full force and effect.

Article 24: [Deleted]