

Aug 5, 2024

## BYLAWS

### PONTIUS FAMILY ASSOCIATION

#### ARTICLE 1-Name

Section 1. The Pontius Family Association was organized under the laws of the State of Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa 1983.

#### ARTICLE II-Purposes

Section 1. The purposes for which the corporation is organized are:

- a) To promote the preservation of family history and genealogy,
- b) To conduct research, accumulate, organize, analyze, and disseminate family history and genealogy,
- c) To compile, edit and publish family history and genealogy,
- d) To market or otherwise distribute such publications of family historical and genealogy,
- e) To identify, locate, rehabilitate and rebuild any generation of family graves, memorials, markers and edifices. To initiate, install and maintain any generation of family markers or memorials. To finance such work and rehabilitation through designated Association funds, voluntary contributions by members of the Association or others desiring to contribute or donations from the family of the deceased to a dedicated Cemetery and Memorial Fund, and
- f) To provide a Pontius Family Legacy Fund and Award Program to foster heritage and involvement in the Association. Program to be separately funded by bequests and other donations.

#### ARTICLE -III- Members

Section 1. There are three (3) classes of membership: Regular, Life and Junior. The membership of a deceased Life member may be extended for the life of the member's spouse at the latter's option. A Junior member receives the Newsletter but does not receive THE BRIDGE BUILDER.

#### Section 2. Voting

- a) Regular and Life members, and their spouses, who are in good standing have voting and motion privileges.
- b) Voting by proxy shall be prohibited.
- c) A Junior member is not eligible to make motions or to vote.

#### Section 3. Dues shall be established for the three (3) class of membership.

- a) The Board of Directors shall set the dues rate for each class of membership.
- b) Each member shall pay the applicable amount of dues for a minimum of one (1) year.
- c) Regular dues may be established for periods of one-, two- or three-years.

Section 4. The Treasurer shall notify members of whose dues are in arrears. Those members whose dues are not paid within six (6) months of the original due date shall be dropped from the membership roll and are no longer members in good standing.

#### ARTICLE IV-Meetings of the Association

Section 1. The annual meeting of the members of **the Pontius Association shall be held preferably in June or July, unless otherwise approved by the Board of Directors and changed by the previous annual meeting. This is for the** purpose of electing Directors and Officers and for the transaction of such other business as may come before the Association. See ARTICLE XV-Contingency Procedures for emergency deviations to this section.

Section 2. Special meeting of the members of the Association for any purpose may be called by the President or by any seven (7) members of the Board of Directors. See ARTICLE XV-Contingency Procedures for emergency deviations to this Section.

Section 3. The annual meeting, or any special meeting of the Association, shall be held at a place and time designated by the Board of Directors. Notice stating the place, purpose, day and hour of any special meeting shall be sent to all members of the Association not less than thirty (30) days before the date of the meeting. See ARTICLE XV-Contingency Procedures for emergency deviations to this Section.

#### ARTICLE V-Directors

Section 1. The business and affairs of the Association shall be managed by its Board of Directors, which shall meet annually except as provided by ARTICLE XV-Contingency Procedures.

Section 2. Directors shall be members of the Association, or a spouse of a member of the Association, for three (3) years and shall be elected by the members of the Association at the annual meeting of the Association. Each such Director shall hold office until the next annual meeting of the members. Candidates for each Director position shall be presented by the Nominating Committee. Additional candidates may be nominated from the floor. No nomination will be honored without acceptance by the nominee. See ARTICLE XV-Contingency Procedures for emergency deviations to this Section.

Section 3. The total number of Directors of the Association shall be twenty-two (22). Forty percent of the number of Directors shall constitute a quorum. Attendance and voting by proxy shall be prohibited. Out of cycle Director vacancies may be left unfilled as long as there is a quorum. If the remaining Board members want to or need to fill these vacancies, the Nominating Committee shall provide candidates to the Board of Directors. The Directors will select and appoint new members to serve until the next annual membership meeting and elections.

Section 4. The annual meeting of the Board of Directors shall be held within the two (2) day period preceding, and at the same place as, the annual meeting of the Association. See ARTICLE XV-Contingency Procedures.

Section 5. Special meetings of the Board may be called by the President or by any seven (7) members of the Board. Notice stating the place or virtual/electronic method, purpose, day and hour of any special meeting of the Board shall be sent to all members of the Board not less than thirty (30) days before the date of the meeting. Attendance and voting by proxy shall be prohibited.

Section 6. As qualifications for Director, a person shall:

- a) Be a member, or spouse of a member, of the Pontius Family Association in good standing,
- b) Be surnamed Pontius, married to a Pontius, or a descendant of a Pontius, including, in each case, a person with one of the variant spellings of the surname,
- c) Be able to attend the meetings, and
- d) Have shown continued interest through participation in activities of the Association.

Section 7. Any Director absent for three (3) consecutive **Annual Board of Directors Meetings** shall become ineligible for reelection for a period of one (1) year. Annual or Board meetings attended by virtual media or electronic means shall satisfy this requirement. Overseas Directors are exempt from these requirements.

Section 8. The members of the Association may elect at any annual meeting one or more persons, from among the previous Directors, to be a Director Emeritus in recognition of long service or unusual contributions to the advancement of the purposes of the Association. A Director Emeritus shall have none of the obligations of membership in the Association; but shall be entitled to all the privileges except for making motions, voting, and holding office.

Section 9. The Board may designate from among the members and spouses of the Association, persons to serve as Chaplain (~~Attorney~~), Parliamentarian, Archivists, Bridge Builder Editor, Newsletter Editor, Webmaster, Facebook Administrator and Corporate Agent, without holding office. Other appointees may be designated as determined and approved by the Board of Directors. Non-member technical assistance to these appointments may be approved by the Board of Directors.

Section 10. The Board of Directors shall establish the maximum number and amount of the Legacy Awards allowed per fiscal year. As a means of Legacy Fund sustentation, the Board of Directors may authorize the raising of funds and/or transfer of funds to the Legacy Fund. The Board of Directors retains the right to suspend or to terminate the Legacy Program and transfer any available funds to the PFA general fund. Thirty (30) days' notice shall be given to the membership and be approved by the majority attending an annual PFA business meeting.

## ARTICLE VI-Officers

Section 1. Officers of the Association shall be:

President, Senior Vice President, Second Vice President, Vice President, Secretary and Treasurer.

Section 2. **At the Annual Meeting of the Association, the Members shall elect the Officers for a term ending at the next Annual Meeting. Candidates for each office shall be selected from the current Board of Directors and shall be presented by the Nominating Committee.** Except for the President, Officers may be reelected for as many consecutive terms as the members vote for them. The President may be reelected no more than three (3) times in a row after which said person

shall not be voted into the office of President for at least one (1) year. Said person may serve as President for as many terms as the Association votes them in, but each period of four (4) years must be separated by at least one (1) year out of office. See ARTICLE XV- Contingency Procedures for emergency deviations to the four (4) years in a row term limit.

Section 3. Except for the office of President, any Officers vacancies due to death, resignation, or personal reasons may be filled by the President to serve until the next annual membership meeting. If no Vice President is willing or able to fill a vacant President office, the Board of Directors shall select and appoint one of the Board's members to become the President until the next annual membership meeting.

Section 4. Duties of the Officers are as follows:

The President shall be the principal executive officer of the Association and subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Association. The President shall be the signing official for contracts and other official documents. The President shall ensure an inventory of Article XII property is done each fiscal year. The President shall be the custodian of master copies of all Association continuity files, property inventories and bylaws. The President shall submit an article for each Newsletter. The President shall, when present, preside at all meetings of the Board of Directors and at meetings of the Association; shall perform such other duties as may be prescribed by the Board of Directors. The President shall chair the Legacy Committee.

The Senior Vice President, in the absence of the President or in the event of the death, inability to serve, or at the President's request, shall perform the duties of the President and, as such, shall have all the powers and be subject to the same restrictions as the President. The Senior Vice President shall also be responsible to recruit and support hosts and coordinate the arrangements for the annual meetings of the Association.

The Second Vice President, in the absent of the President and the Senior Vice President, shall act as President and shall have all powers and be subject to the same restrictions as the President. The Second Vice President shall chair the Membership Committee.

The Vice President shall serve in the absence of the three (3) above mentioned Officers of the Association. The Vice President shall chair the Cemetery and Memorial Committee.

The Secretary shall: (a) keep in writing the minutes of the meetings of the Association and of the meetings of the Board of Directors; (b) send all notices in accordance with the bylaws; (c) be custodian of the minute books for all meetings of the Association; (d) be a custodian of copies of all Association continuity files and property inventories; and (e) may be responsible for all Federal, state and local requirements for corporate registration, licenses and reports, other than tax matters which are the responsibility of the Treasurer.

The Treasurer shall: (a) have charge and custody of, and be responsible for, all receipts (including membership dues and bequests) of the Association and shall deposit such money in a bank insured by the Federal Deposit Insurance Corporation or in the United States Government or in other instruments, money market funds, or securities approved by the Board of Directors; (b) maintain a safety deposit box and appoint a member as a second authority and key holder for the

box; (c) maintain a Cemetery and Memorial Fund; (d) maintain a separate accounting method for the Legacy Fund; (e) keep the Secretary and the Second Vice President apprised of any additions to or deletions from the membership rolls; (f) maintain a membership fees when due; (g) send notices of membership fees when due; (h) be responsible for all contacts with Federal, state and local taxing jurisdictions, including the filing of tax returns; and (i) perform all duties as may be assigned to the Treasurer by the Board of Directors.

Section 5. The President, Senior Vice President, Second Vice President, Vice President, Secretary and Treasurer shall establish and maintain the means to ensure a continuity of Association operations if anyone listed is replaced or unable to perform the duties of a position. The means may be hard copies or electronic media that can be readily transferred to a new person assuming the duties. Personal information, account numbers, usernames and passwords shall not be sent by electronic means. Adobe portable documents format (pdf) is the preferred format for continuity documents. The President and Secretary shall maintain copies of this information from each of the above listed in a clearly marked binder. A copy of these continuity files shall be placed in the safety deposit box of the Association **by the Treasurer.**

#### ARTICLE VII-Fiscal Year

The fiscal year of the Association shall begin on July 1 and end on June 30 of the following year.

#### ARTICLE VIII-Executive Committee

Section 1. The Officers of the Association shall constitute the Executive Committee.

Section 2. The Executive Committee shall have general supervision of the Association between the annual meetings and shall report all actions taken to the Board of Directors at its next annual meeting.

#### ARTICLE IX- Committees

Section 1. Nominating Committee: A Nominating Committee, consisting of three (3) members, shall be elected by the members of the Association at the annual meeting. It shall be the duty of the Nominating Committee to present candidates for Directors, Officers, Directors Emeritus, the Nominating Committee, the Audit Committee, the Membership Committee, the Cemetery and Memorial Committee and the Legacy Committee of the Association for election at the next annual meeting of the Association. Members of the Nominating Committee themselves shall not be barred from becoming nominees for any of these positions.

Section 2. Auditing Committee: At each annual meeting of the Association, an Auditing Committee consisting of two (2) members shall be elected by the members of the Association. It shall be the duty of the Auditing Committee to audit the financial statements at the end of the last fiscal year and the Treasurers accounts for the fiscal year ending on that same date.

Section 3. Membership Committee: The Second Vice President shall chair this committee. At each annual meeting of the Association, two (2) additional members shall be elected by the members of the Association. It shall be the duty of the Membership Committee to develop and pursue various means to actively recruit new members, encourage former members to rejoin and to give a membership report at each annual meeting. The Membership Committee shall take attendance at

each annual business meeting. If new members attend an annual meeting, this Committee will welcome them and introduce them to the group. Additionally, the Committee shall assist the Treasurer in attempting to locate those members with whom contact has been lost. The Committee has the authority to approve expenditures up to \$500 per fiscal year. Higher amounts need the Board of Directors' approval.

Section 4. Cemetery and Memorial Committee: The Vice President shall chair this committee. At each annual meeting of the Association, two (2) additional members shall be elected by the members of the Association. It shall be the duty of the Cemetery and Memorial Committee to identify and to respond to the requests for the upkeep or restoration of any generation of family graves, memorials, markers and edifices. Additionally, this Committee may initiate, approve, install and maintain markers or memorials not necessarily located in cemeteries. The Committee has the authority to approve expenditures up to \$500 from the Cemetery and Memorial Fund. Higher amounts need the Board of Directors' approval. A report shall be given at each annual meeting.

Section 5. Legacy Committee: The President shall chair this committee of three members. At each annual meeting of the Association, two (2) members shall be elected by the members of the Association for a one (1) year term. It shall be the duty of the Legacy Committee to administer the Legacy Fund and Award Program. The Committee shall (a) establish the protocols for the application and distribution processes of the awards; (b) have the authority to select recipients and designate varying amounts for the individual awards up to the maximum set by the Board of Directors; (c) have the authority to solicit voluntary contributions to keep the Fund financed; (d) permanently maintain hard and electronic copies of all applications, verifications, responses, and all supporting documentation for continuity and audit purposes; (e) send separate copies of all verified, approved, and funded applications to the Treasurer. The Committee shall give a report at the annual PFA business meeting.

Section 6. Other Committees: Other Committees, standing or special, shall be appointed by the President from time to time as deemed necessary. The President shall be an ex officio member of all committees except for the Nominating Committee, Auditing Committee, Membership Committee and Cemetery and Memorial Committee. Every five (5) years, starting in 2025, the President shall appoint a Bylaws Committee to review the Bylaws of the Association.

## ARTICLE X-Finances

Section 1. There shall stand in place a schedule of dues as determined by the Board of Directors.

Section 2. The signature of at least two **Board of Director Members**, one of whom shall be the Treasurer, shall be recorded on signature cards and other documents requiring registration of signatures for withdrawal of funds; for transfer or exchange of funds between accounts, certificates of deposit, or other instruments; or for sale of securities or other property. Any of the listed activities may be accomplished by use of a single signature.

## ARTICLE XI-Publications

Section 1. There shall be two (2) publications: a magazine currently published as THE BRIDGE BUILDER and a newsletter. Any change in the name of the magazine shall be determined by the vote of the members of the Association upon the recommendation of the Board of Directors.

Section 2. The Association may acquire, fund and maintain web sites to promote the Association and its activities with the approval of the Board of Directors. If so established, the Board shall appoint a person(s) to manage and maintain the sites, for example: a Webmaster or a Facebook Administrator. The Board shall establish guidelines for the contents of all sites. Site managers shall ensure contents are consistent with these guidelines.

#### ARTICLE XII-Property

Section 1. All personal property belonging to the Association, such as antiques, artifacts, books, and records, and all real property which may be bequeathed or donated to the Association, or purchased by it, shall remain the property of the Association until a disposition is made by the Board of Directors.

(The original manuscripts of founder Joseph Philip Pontius shall remain the property of his family)

Section 2. The President, or other Officers or Directors designated by the President, shall confirm possession of such property and shall arrange for the taking and recording of an inventory of such property at some time during each fiscal year. A copy of the inventory shall be transmitted to the President, **Secretary and Treasurer (for the safety deposit box)**.

Section 3. If it becomes advisable for any reason to dissolve the Association, all personal property including genealogical records shall be turned over to a historical or genealogical society designated by the Board of Directors with instructions to make the records available to the public. It shall be deemed proper to give a copy of any unpublished records to the Officers of the Association **and/or** the last Archivist(s).

Section 4. If funds are left in the Association treasury at the time of dissolution, all just debts shall be paid and the balance donated to an organization performing genealogical research, as shall be selected by the Board of Directors.

#### ARTICLE XIII-Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order" shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

#### ARTICLE XIV-Amendment of Bylaws

Section 1. These bylaws may be altered, amended, or repealed, and new bylaws adopted by a two-thirds vote of the members of the Association present at any annual or special meeting held after a minimum of thirty (30) days' notice to the members of the Association.

Section 2. Typographical, format and spelling errors may be corrected at the direction of the President with the consent of the Executive Committee without a vote by the Members at the Annual Meeting. The Board of Directors shall be furnished with corrected copies. The corrected document shall be annotated: Corrected copy / date.

## ARTICLE XV-Contingency Procedures

The provisions of this article only take precedent over the above bylaws in an officially declared emergency by the President of the Association as provided for in the following Sections:

Section 1. For any number of good reasons, it may be necessary to cancel the in-person annual Board of Directors and membership meetings and put on hold the in-person voting. These reasons could be but are not just limited to restrictions on travel or public assembly by Federal, State or Local authorities. Based on the circumstances, the President shall convene a meeting of the Executive Committee to establish a date to begin an Article XV emergency and to institute its protocols. A simple majority vote of the Executive Committee shall establish the date for this action. The Secretary shall send notice of this action to the Board of Directors and the membership as soon as practicable after the decision of the Executive Board.

Section 2. While the Annual Meetings and voting are in an on-hold period, the Officers and Directors will retain their positions until there can be a normal Annual Membership Meeting and elections. During the emergency, the four (4) year term limit for President may be waived by the Board of Directors until the next Annual Membership Meeting. Article V, Section 7 attendance requirements for the Directors will be waived until the next Annual Membership Meeting.

Section 3. The Board of Directors shall designate the place, date and method for the next Annual Membership Meeting. Whereas in-person meetings are preferred, the annual and special meetings and voting may be done via United States postal Service mailings or by electronic methods. The Board of Directors will decide the date and method to be used and the Secretary shall send notice to the membership as soon as practicable after the decision of the Board. ARTICLE IV Section 1 requirement for an **Annual** Meeting may be waived by the Board of Directors during a current emergency.

Section 4. Based on the lifting or reduction of restrictions for public assemblies, the President shall convene a meeting of the Executive Committee to establish a date to end an Article XV emergency and the return to normal bylaws and procedures. A simple majority vote of the Executive Committee shall establish the date for this action. The Secretary shall send notice of this action to the Board of Directors and the membership as soon as practicable after the decision of the Executive Board to terminate an Article XV emergency period.

Drafted by the 2024/2025 Bylaws Committee: Fred Weaver, Dawn Currie and Betty Hall

Approved and adopted by membership voting on \_\_\_\_\_. (Vote to be taken 7/19/25.)

Replaces all previous PFA Bylaws versions.

**New Additions/changes to the PFA Bylaws in bold and underlined type.**