

BYLAWS

ARTICLE I – NAME

The name of this organization is the FALMOUTH GENEALOGICAL SOCIETY, INC. (the Society), a non-profit Massachusetts corporation.

ARTICLE II - OBJECTIVES

The objectives of the Society are to:

1. Promote an interest in genealogy and family history.
2. Encourage and instruct members in the performance of genealogical research and promote the maintenance of quality genealogical standards and documentation.
3. Promote adherence to accepted standards for the use and care of genealogical records and artifacts.
4. Help preserve public and private records and artifacts, and work to ensure that they are accessible for historical and genealogical purposes.
5. Contribute records to libraries, historical societies and genealogical societies.
6. Publish genealogical and historical information in a regularly issued newsletter and other publications, as directed by the membership.

ARTICLE III – MEMBERSHIP AND DUES

Section A. Membership.

1. Membership is open to all persons and organizations interested in genealogy and family history. Members are required to pay annual dues. Individual and Family membership is granted once the membership chair has received a completed application and annual dues. Class c membership is granted by a majority vote of the Board of Directors.
2. Classes of Membership
  - a. Individual (voting privileges, newsletter).
  - b. Family (voting privileges, newsletter).
  - c. Institutional (no voting privileges, newsletter).
  - d. Honorary Life (voting privileges, newsletter). Honorary Life Membership may be conferred upon any member who has given exceptional service and shown outstanding effort to further the objectives of the Society. The recommendation shall be made in writing by two (2) members and approved by the Board of Directors before being presented to the membership for a vote. A three-fourths (3/4) vote shall elect.

Section B. Annual Dues

1. Dues shall be set by the Board of Directors. A majority vote of the Board of Directors is needed to recommend changes to annual dues. The recommended changes must then be approved by a majority vote of members at the next Annual Meeting, with changes to be effective immediately.
2. Dues shall be payable on June 01 for the Society’s fiscal year (June 01-May 31). If dues are not paid by September 01, the member shall be dropped from the membership rolls. The member shall be reinstated upon payment of the required dues and the submission of a new application form.
3. New members joining after March 01 are considered paid for the next fiscal year.

ARTICLE IV – MEETINGS

Section A. Quorum. For the purposes of conducting business at all regular, annual or special membership meetings, fifteen members, at least two of whom shall be elected officers, shall constitute a quorum.

Section B. Regular Meetings. Regular membership meetings of the Society are held monthly.

Section C. Special Meetings. Special meetings of the Society may be called by the President, the Board of Directors, or at the written request of ten (10) members. Written Call to the Special Meeting shall: 1) include the purpose of the meeting; and 2) be provided to all members at least ten days prior to the said meeting. No business other than that stated in the call to the Special Meeting can be conducted.

Section D. Annual Meeting.

1. The regular meeting in June is the Annual Meeting.
2. An agenda, and a proposed budget for the next fiscal year, must be provided to members no later than two weeks before the Annual Meeting.

ARTICLE V – OFFICERS

Section A. The Elected Officers of the Society shall be President, Vice President, Secretary and Treasurer.

Section B. Term of Office. The Elected Officers serve for a two-year term and an Elected Officer may not serve more than two consecutive terms (four years) in any office except by three quarters vote of the membership. All officers shall assume office at the close of the Annual Meeting when elected. No individual shall hold more than one Elected Officer position at any time.

Section C. Officers shall be elected at the June Annual Meeting.

1. President and Secretary are elected in odd numbered years.
2. Vice President and Treasurer are elected in even numbered years.

Section D. Vacancies in Office

1. In the event of a vacancy in the office of President, the Vice President shall automatically succeed to the office of President for the remainder of the unexpired term.
2. In the event of a vacancy in the office of Vice President, Secretary or Treasurer, the President will consult with the Nominating Committee and nominate a candidate who, upon confirmation by a majority vote of the Board of Directors, will serve the remainder of the unexpired term of the office.

ARTICLE VI – DUTIES OF OFFICERS

Section A. President.

The President shall:

1. Preside at the Regular, Special, Annual and Board of Directors Meetings.
2. Preside at Executive Committee meetings and vote only in the event of a tie.
3. Appoint or replace all Directors and the At Large Member subject to the approval of the Board of Directors.
4. Appoint the Nominating Committee Chair and the Audit Committee.
5. Establish Special Committees, as needed.
6. Sign, with the Secretary, all contracts and documents authorized by the Society.
7. In the absence of, or due to illness of the Treasurer, sign checks for authorized disbursements on behalf of the Society.
8. Present a written report at the Annual Meeting.
9. See that proper notice is given of all meetings.

Section B. Vice President

The Vice President shall:

1. Assume the duties of the President in the absence of, or at the request of, the President.
2. Assume the duties of the President for the remaining term of office in the event of a vacancy in the office of President.
3. Plan programs for Regular Membership meetings and other appropriate activities of the Society within the Society's budget and with approval of the Board of Directors.

Section C. Secretary

The Secretary shall:

1. Keep a record of the proceedings of the Society.
2. Keep and have available for reference at all meetings a book with copies of the current Bylaws.
3. Sign, with the President, all contracts and documents authorized by the Society.
4. Maintain a file of the Society's correspondence.
5. Receive and maintain a file of all annual reports.
6. Maintain a record of terms of office for elected officers and members of the Board of Directors.

Section D. Treasurer

The Treasurer shall:

1. Be custodian of all funds of the Society.
2. Sign checks for authorized disbursements on behalf of the Society.
3. Make all financial records available for Audit Committee review before the last Board of Directors meeting prior to the Annual Meeting.
4. Report delinquent dues to the Membership Director and the Board of Directors.
5. Present a statement of finances at each meeting of the Board of Directors and Regular Membership Meetings.
6. Present a financial report at the Annual Meeting covering the previous fiscal year.
7. Prepare a proposed annual budget for the Society to be presented to the Board of Directors for approval two (2) months before the Annual Meeting. The proposed budget shall be voted on by the members at the Annual Meeting.
8. Oversee fund-raising projects approved by the Board of Directors.
9. Complete necessary Commonwealth of Massachusetts and Federal Reports.
10. Maintain the tax exempt status of the Society.

ARTICLE VII – BOARD OF DIRECTORS

Section A. Quorum: For the purpose of conducting business at all Board of Directors meetings, six (6) Board of Directors members, at least two (2) of whom shall be elected officers, shall constitute a quorum.

Section B. The Board of Directors shall consist of the elected officers, the Immediate Past President, the various Directors and one At Large Director.

Section C. There shall be at least six (6) regular meetings of the Board of Directors annually.

Section D. The Board of Directors shall:

1. Organize and administer the activities and properties of the Society subject to the requirements of these bylaws and the will of the membership as expressed by its votes.
2. Authorize disbursements of the Society's funds.

Section E. Special Votes: When a Board of Directors meeting is impractical due to time constraints, the President may conduct a telephone or electronic mail vote of all Board of Directors members. Six (6) affirmative votes are necessary for approval.

Section F. Board of Director members (Officers and Directors) shall not be held personally liable for any debt, liability, or other obligation of the Society, unless the debt, liability or obligation is the result of an illegal act by the individual.

Section G. The various Directors shall be: Library, Membership, Newsletter, Publicity, NERGC, Technology.

1. Appointment and Term of Office:

- a. Directors shall serve for a term of two (2) years from the date of appointment, or for the remainder of the then President's term of office. Directors may be re-appointed for no more than two (2) successive terms in office at the discretion of the Board of Directors.
- b. Each Director shall submit a written report to the President prior to each Annual Meeting.

2. Director Duties:
  - a. **Library Director** shall:
    - i. Serve as liaison between the Society and the Falmouth Public Library and/or other libraries.
    - ii. Be responsible for maintaining the genealogical records of the Society.
    - iii. Maintain reference materials for the use of Society members.
  - b. **Membership Director** shall:
    - i. Maintain a current listing of members of the Society.
    - ii. Maintain the membership brochure and application form.
    - iii. Maintain meeting attendance records and member name tags.
    - iv. Deliver notification of dues payable one month prior to the Annual Meeting.
    - v. Notify delinquent members of suspension of membership.
  - c. **Newsletter Director** shall:
    - i. Publish the newsletter of the Society on a regular basis.
    - ii. Collect and receive materials to be considered for publication in the Society newsletter.
  - c. **NERGC Director** shall: Maintain contact with the New England Regional Genealogical Consortium (NERGC) and represent the Society at NERGC committee meetings.
  - d. **Publicity Director** shall:
    - i. Be responsible for all publicity on behalf of the Society.
    - ii. Make the media aware of the Society's activities and special programs.
  - e. **Technology Director** shall: Act as webmaster and social network coordinator.

#### ARTICLE VIII –STANDING COMMITTEES

Section A- **Nominating Committee** shall:

1. Nominate candidates for those offices to be filled at the Annual Meeting. All nominations shall require the approval of the person being nominated.
2. Submit the proposed slate of officers to the Board of Directors one (1) month prior to the Annual Meeting.
3. Consult with the President to nominate candidates to fill the unexpired term of an elected officer.

Section B. **Audit Committee** shall: Consist of two (2) society members in good standing who are not members of the Board of Directors to report on the correctness of the Treasurer's accounts to the Board of Directors at their last meeting before the Annual Meeting.

#### ARTICLE IX – NOMINATION AND ELECTIONS

Section A. Elections.

1. Elections shall be held at the Annual Meeting.
2. Voting
  - a. Eligibility: All members in good standing may vote in Society elections.
  - b. Voting shall be by voice or show of hands. Majority vote of those present and voting elects.

Section B. Nominations.

1. The Nominating Committee Chair shall present a slate of officers with at least one nominee for each office to be vacated (as per Article VIII, Section A, Parts 1 and 2).
2. Nominations may be made by the general membership from the floor at the Annual Meeting, provided the nominee is present to give consent or provides written consent to serve if elected.
3. Nominees must be members in good standing.

ARTICLE X – FISCAL YEAR

The fiscal year of the Society shall be June 01 to May 31.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern the Society in all cases where they are applicable, and which are not inconsistent with these Bylaws.

ARTICLE XII – DISSOLUTION OF SOCIETY

Section A. If the Board of Directors concludes that the Society can no longer continue to function, a special meeting of the membership must be called. The Board of Directors must deliver to all members a notice of the date, time and location of the meeting and an explanation of the proposed actions no later than four (4) weeks before the proposed meeting.

Section B. If dissolution is approved by at least two thirds (2/3) of the members present and voting at the above stated special meeting, the Board of Directors must make provision for the payment of all debts and/or obligations of the Society and determine a recipient or recipients of any remaining assets in accordance with Federal and State laws governing dissolution of non-profit organizations.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended at any meeting of the Society, provided a notice of the proposed amendment(s) is submitted in writing to the Board of Directors and sent to all members at least one month before the meeting where action on the proposed amendment(s) will be taken. A two-thirds (2/3) affirmative votes of those members present and voting is required to adopt the amendment(s).

These Bylaws were adopted by the general membership of the Falmouth Genealogical Society on 11 September 1993 and amended by the general membership on 12 June 2004 and amended by the general membership on 8 June 2019.