



**FALMOUTH GENEALOGICAL SOCIETY, INC.  
BYLAWS EFFECTIVE JUNE 7, 2025**

**ARTICLE I – NAME**

The name of this organization is the FALMOUTH GENEALOGICAL SOCIETY, INC. (the Society), a non-profit Massachusetts corporation, also known as Falmouth Genealogical Society (FGS).

**ARTICLE II – MISSION**

*Connecting People with Their Family and History*

The mission of the Falmouth Genealogical Society (FGS) is to engage and inspire individuals to explore their family history while promoting the importance of genealogy, history, and storytelling. FGS provides informative and interactive programs for members, prospective members, and the community at large to encourage and instruct in best practices for genealogical research and documentation.

**ARTICLE III – MEMBERSHIP AND DUES**

Section A. Membership.

1. Membership is open to all persons and organizations interested in genealogy and family history. Individual and Family Members are required to pay annual dues. Membership is granted once the membership dues are received.
2. Membership Types
  - a. Individual (voting privileges, newsletter).
  - b. Family (voting privileges, newsletter).
  - c. Institutional (no voting privileges, newsletter). Granted by a majority vote of the Board of Directors.
  - d. Honorary Life (voting privileges, newsletter). Conferred upon any member who has given exceptional service and shown outstanding effort to further the objectives of the Society. The recommendation will be made by a Board member and approved by the Board of Directors.

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 change annual dues. Any dues change would take effect at the beginning of the next fiscal year.
2. Dues will be payable on June 1 for the Society's fiscal year (June 1-May 31). If dues are not paid by September 1, the member will be dropped from the membership list. The member will be reinstated upon payment of the required dues.
3. New members joining after March 1 are considered paid for the next fiscal year.

*Connecting People with Their Family and History*



## ARTICLE IV – MEETINGS

### Section A. Quorum.

To conduct business at all regular, annual, or special membership meetings, fifteen members, at least two (2) of whom are elected officers, will constitute a quorum. Meetings may be held in person or electronically. Meeting notices or calls may be made electronically.

### Section B. Regular Meetings.

Regular membership meetings of the Society are held monthly unless specifically varied by the Board.

### 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" will: 1) include the purpose of the meeting; and 2) be provided to all members at least ten (10) 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 Annual Meeting is held each June.
2. An agenda and a proposed budget for the next fiscal year must be provided to members no later than two (2) weeks before the Annual Meeting.

## ARTICLE V – OFFICERS

### Section A.

The Elected Officers of the Society will be President, Vice President, Clerk and Treasurer.

### Section B. Term of Office.

The Elected Officers serve for a two-year term, Annual Meeting to Annual Meeting. An Elected Officer may not serve more than two consecutive terms (four years) in any office except by three quarters vote of the membership present and voting. All elected officers will assume office at the close of the Annual Meeting. No individual may hold more than one elected position at any time.

### Section C.

Officers will be elected at the Annual Meeting.

1. President and Clerk 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 or another Board member will succeed to the office of President for the remainder of the unexpired term upon confirmation by a majority vote of the Board of Directors.
2. In the event of a vacancy in the office of Vice President, Clerk, or Treasurer, the President will nominate a candidate who will serve the remainder of the unexpired term upon confirmation by a majority vote of the Board of Directors.

#### Section E. Removal of Officer.

Upon recommendation of one (1) Board member, an Officer may be removed from office by majority vote of the Board of Directors.

### **ARTICLE VI – DUTIES OF OFFICERS**

#### Section A. President.

The President will:

1. Preside at the Regular, Special, Annual, and Board of Directors Meetings.
2. Appoint or replace all Directors subject to the approval of the Board of Directors.
3. Establish Special Committees, as needed.
4. Sign, with the Clerk, all contracts and documents authorized by the Society.
5. Present a written report at the Annual Meeting.
6. In the absence of, or due to illness of the Treasurer, sign checks for authorized disbursements on behalf of the Society.

#### Section B. Vice President.

The Vice President will:

1. Assume the duties of the President in the absence of, or at the request of, the President.
2. Assist the President in fulfilling the mission and strategic goals of the Society.

#### Section C. Clerk.

The Clerk will:

1. Keep minutes of all formal meetings of the Society.
2. Keep and have available for reference the current Bylaws.
3. Sign, with the President, all contracts and documents authorized by the Society.
4. Receive and maintain a file of all required annual reports.
5. Maintain a record of terms of office for elected officers and members of the Board of Directors.



#### Section D. Treasurer.

The Treasurer will:

1. Be custodian of all funds of the Society.
2. Sign checks for authorized disbursements on behalf of the Society. Ensure that there are additional authorized signers on record at the Society's banks.
3. Make all financial records available for review upon the request of any member of the Board of Directors.
4. Present a statement of finances at each meeting of the Board of Directors and the Annual Meeting.
5. Present a proposed annual budget for review and approval by the Board of Directors two (2) months before the Annual Meeting. The Board approved budget will be voted on by the membership at the Annual Meeting.
6. Complete necessary Commonwealth of Massachusetts and Federal Reports in order to maintain the tax-exempt status of the Society.

### **ARTICLE VII – BOARD OF DIRECTORS**

#### Section A.

The Board of Directors will consist of up to fifteen (15) Directors comprised of the four elected officers, the Immediate Past-President, and the At-Large members.

#### Section B.

Quorum: To conduct business at any Board of Directors meeting, a simple majority, including at least two (2) of whom are elected officers, will constitute a quorum.

#### Section C.

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

#### Section D.

The Board of Directors will:

1. Ensure compliance with the Society's bylaws.
2. Authorize disbursements of the Society's funds.

#### Section E. Removal of Director.

Upon the recommendation of one (1) Board member, a Board Member may be removed from office by majority vote of the Board of Directors.

#### Section F. Special Votes.

When a Board of Directors meeting is impractical to address an immediate issue, the President may conduct a telephone or electronic mail vote of all Board of Directors members.



### Section G.

Board of Director members will 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 H.

Directors are nominated by the President and approved by majority vote of the Board of Directors. Directors will work to fulfill the mission and strategic goals of the Society. Directors are encouraged to assume one or more programmatic responsibilities that could include: E-Communications, Finance, Community Outreach, Help Desk, Membership, NERGC, Newsletter, Programs, Publicity, Senior Center, Social Media, Technology, Web Development, others as needed.

#### 1. Appointment and Term of Office.

- a. Each Director will serve for a term of two (2) years from the date of appointment. Directors may be reappointed to successive terms of two (2) years at the discretion of the Board of Directors.

## **ARTICLE VIII – NOMINATION AND ELECTIONS**

### Section A. Elections.

#### 1. Election of Officers will take place at the Annual Meeting.

#### 2. Voting

- a. All eligible members in good standing may vote.
- b. Voting will be by voice or show of hands. Officers are elected by a simple majority vote of those present and voting, except as specified in Article V.
- c. Electronic voting is permitted.
- d. Proxy voting is not permitted.

### Section B. Nominations.

1. The President will present a slate of officers with at least one nominee for each office to be vacated (as per Article V, Section C, 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 IX – FISCAL YEAR

The fiscal year of the Society will be June 1 to May 31.

## ARTICLE X – PARLIAMENTARY AUTHORITY

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

## ARTICLE XI – 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 XII – AMENDMENTS

These Bylaws may be amended at any Annual Meeting of the Society subject to the prior approval of the Board of Directors. Notice of the proposed amendment(s) must be sent to all members at least two (2) weeks prior to the Annual Meeting. A simple majority of those present and voting confirms adoption of the amendments.

These Bylaws were adopted by the membership of the Falmouth Genealogical Society on 11 September 1993 and amended by the membership on 12 June 2004, 8 June 2019, 9 June 2021 and 7 June 2025.