

ROCHESTER GENEALOGICAL SOCIETY, INC.

BYLAWS

ARTICLE 1: NAME AND OFFICES

1.1 Name

The name of the organization shall be the Rochester Genealogical Society, Inc.

1.2 Offices

The Society shall have principal offices in the County of Monroe, State of New York. However, it may have such other offices, either within or outside the County of Monroe, State of New York, as the Board of Directors may from time-to-time determine or as the affairs of the Society may dictate.

ARTICLE 2: STATEMENT OF PURPOSE

2.1 Purpose

The Society was formed to:

- Promote individual and community awareness in genealogy, family history and allied fields of study
- Encourage original genealogical research and publication of findings
- Publish a high-quality newsletter on a regular basis
- Promote genealogical education within the Society and the community
- Conduct genealogical workshops and seminars
- Organize field trips for Society members to research centers
- Sponsor projects to promote and preserve genealogical knowledge
- Support worthwhile genealogical activities of other organizations

ARTICLE 3: MEMBERSHIP

3.1 Eligibility

3.1.1 Any person with an interest in genealogy, family history or allied fields of study may become a member of the Society upon payment of dues.

3.1.2 The membership, programs and activities of the Society shall be open to all people without regard to race, color, religion, sex, age, ethnicity, nationality, disability, and sexual orientation.

3.2 Dues and Membership Classifications

- 3.2.1 **Individual Membership:** Any individual may apply for an individual membership.
- 3.2.2 **Joint Membership:** Family members residing at the same address, including spouses, parents, children, or domestic partners, may apply for a Joint Membership. Joint members are entitled to all of the rights and privileges of membership, except only one (1) copy of the newsletter will be sent to the joint member's address. All Joint Members shall be listed in the membership application.
- 3.2.3 **Special Interest Group (SIG) Membership:** SIG members may be assessed additional dues.
- 3.2.4 **Dues:** The Board of Directors shall establish annual dues for each membership classification, except for honorary members as defined in Article 3, Section 3.6.

3.3 Enrollment

The membership year shall be from July 1 to the following June 30th to correspond with the Society's fiscal year. Current members who fail to pay dues will be dropped from the membership list. Dropped members may be readmitted for the remainder of the membership year, at any time upon payment of dues, although a new application may be required. New members may join at any time by completing an application and payment of dues.

3.4 Privileges

All members of any classification in good standing shall be eligible to receive the Society's newsletter, participate in Society business meetings or special activities of the Society or hold elective or appointive office.

3.5 Voting Rights

Each member in good standing of the Society shall be entitled to one vote on each matter submitted to a vote of the membership.

3.6 Honorary Members

The Board of Directors may from time to time elect honorary members of the Society. Those so honored shall have all the privileges of membership, except they may not hold elective office or vote, and shall be exempt from payment of dues for life. The Membership Secretary shall maintain a Roll of Honor. Nominations may be made to the Board of Directors and require a biographical sketch and a brief narrative of the nominee's contributions to the Society.

3.7 Regular Meetings

Regular meetings of the Society to present programs of interest to members shall be held at places, dates and times fixed by the Board of Directors. Information about the meetings shall be published in the Society's newsletter and web page. If a regular meeting is changed or cancelled, the Society shall make reasonable efforts to notify the members.

3.8 Annual Meeting and Special Meetings

The annual meeting of the Society shall be held in May of each year for the election of officers and the transaction of other business requiring action by the members. In addition, special meetings of the members may be called at other times by the President or the Board of Directors to transact business

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requiring action by the members. Whenever possible, the annual meeting and special meetings shall be held at the same place, date and time as the regular meetings of the Society.

3.9 Notice of Annual Meeting and Special Meetings

Written notice of the annual meeting and each special meeting shall be provided to all members, stating the place, date and time of the meeting. In addition, the notice of each special meeting shall specify the person(s) calling the meeting and the purpose(s) for which the meeting is called. If the notice is given personally or by first class mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date.

3.10 Quorum and Manner of Acting.

3.10.1 Ten (10) percent of the members shall constitute a quorum for purposes of transacting business at the annual meeting or any special meeting of the members. The Membership Secretary shall notify the President and the Recording Secretary that a quorum is present before any vote is taken.

3.10.2 The act of the majority of the members present at a meeting, at which a quorum exists, shall be the act of the membership, unless a greater number is required by law or these bylaws.

ARTICLE 4: SOCIETY OFFICERS

4.1 Officers

The officers of the Society shall be President, First Vice-President, Second Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, Membership Secretary and Historian/Genealogist.

4.2 Term

The officers shall be elected by the members of the Society at the annual meeting for a term of two (2) years or until their successors are duly elected and installed, The term of each officer commences on July 1st following the election and terminates on June 30th of their last year. In odd-numbered years the President, Recording Secretary, Corresponding Secretary, and the Second Vice-President will stand for election. In even-numbered years the remaining officers of the Society will stand for election.

4.3 Qualifications

Officers of the society must:

- Be a member in good standing of the Society
- Demonstrate an active interest in genealogy
- Be at least eighteen (18) years of age
- Be capable of being bonded

4.4 Election

Officers shall be elected by a vote of the members at the annual meeting of the Society.

4.5 Dismissal and Suspension

An officer may be dismissed or suspended, with or without cause, by vote of the members at an annual or special meeting. An officer may be suspended, with cause, by a two-thirds vote of the Board of Directors.

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4.6 Vacancy

A vacancy in any elected office, due to death, resignation, removal or otherwise, shall be filled temporarily upon the recommendation of the President by a vote of the Board of Directors. The appointee shall serve the unexpired term of the predecessor.

4.7 Materials, Records and Documents

Officers of the Society shall turn over to their successors all Society funds, property, equipment, materials, documents, records, correspondence, etc. pertaining to their office within fifteen (15) days of their successor taking office. Upon resignation or dismissal an officer shall immediately turn over all materials and records to the President.

4.8 Fidelity Bond

The Board of Directors may, from time to time, require fidelity bonding of some or all officers and/or directors of the Society. Such bonding is usually renewed annually and shall be at the sole expense of the Society. Officers and directors designated by the Board of Directors to be bonded are required to cooperate with the insurance carrier.

4.9 Primary Duties of Elected Officials

4.9.1 President

The President shall be the Chief Executive Officer of the Society and Chairperson of the Board of Directors; presides at meetings of the membership and the Board of Directors; assigns and coordinates work of officers, directors and committees of the Society; designates chairperson and appoints members to standing, special and ad-hoc committees; is the alternate signer on all Society financial accounts; is the officer authorized to negotiate and execute contracts for the Society; approves all non-budgeted expenditures up to \$100 and periodically reports on the state of the Society to the members and/or the Board of Directors.

4.9.2 First Vice-President

The First Vice-President develops, plans, schedules and manages the program for regular meetings of the Society; assures that the program plan receives the prior approval of the Board of Directors; chairs and appoints members to the program planning committee; prepares and administers the Program portion of the Society budget; performs such other duties as may be assigned from time to time by the President or the Board of Directors; serves as chairperson of membership and Board of Directors meetings in the temporary absence of the President and serves as Acting President upon the resignation, dismissal, death or long-term disability or other inability of the President to serve until the Board of Directors appoints an interim President or a new President is elected.

4.9.3 Second Vice-President

The Second Vice-President serves as chairperson of the Computer Interest Group (CIG); presides over CIG monthly meetings; prepares and administers the CIG portion of Society budget; provides a CIG update for each edition of the newsletter, periodically advises the President and the Board of Directors on the state of the CIG; performs such other duties as may be assigned from time to time by the President or Board of Directors.

4.9.4 Treasurer

The Treasurer manages and administers all funds and securities of the Society; prepares and administers the Society's annual budget; assures that the budget is approved by the Board of Directors prior to expending funds; personally approves all budgeted expenses for payment and all non-budgeted expenses up to \$100; is

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responsible for assuring that the President is an alternate signer on all Society accounts; is the alternate signing authority for contracts with the approval of the President; maintains an official file of current contracts, agreements, licenses, and insurance policies for the Society; maintains an updated inventory of material and equipment owned and leased by the Society, including donations; annually submits all Society accounts to audit, although accounts may be audited at any time as required by the President or the Board of Directors; maintains a historical file of Society financial records, contracts and related materials; periodically reports to the President, the Board of Directors and the membership on the state of the Society's finances and performs such other duties as may be assigned from time to time by the President and the Board of Directors.

4.9.5 **Recording Secretary**

The Recording Secretary takes the minutes of each meeting of the members and Board of Directors; provides a copy of the minutes for meetings of the Board of Directors to each officer and director within fourteen (14) days; reads the minutes of the last meeting of the members when requested by the President; records the official results of the vote at the Society's Annual Meeting; maintains a separate file of Minutes and Resolutions of the Board of Directors for the preceding twelve (12) months; maintains the historical file of minutes, resolutions, and other documents of the Board of Directors; and performs such other duties as may be assigned from time to time by the President or the Board of Directors.

4.9.6 **Corresponding Secretary**

The Corresponding Secretary receives, sorts, edits, files, and answers all general correspondence addressed to the Society; manages genealogical queries for the Society; administers the Society's post office box and voice mail; prepares and manages that portion of the Society budget dealing with correspondence; and performs such other duties as may be assigned from time to time by the President or the Board of Directors.

4.9.7 **Membership Secretary**

The Membership Secretary prepares and maintains the Society's membership records; collects dues, delivers funds and reports activity promptly to the Treasurer; prepares and administers the Membership portion of the Society's budget; and performs such other duties as may be assigned from time to time by the President or the Board of Directors.

4.9.8 **Historian/Genealogist**

The Historian/Genealogist maintains the official historical records of the Society; prepares, maintains and distributes the Society's Surname List; assists the Corresponding Secretary with the processing of genealogical queries; prepares and administers the Historian's portion of the Society's budget, and performs such other duties as may be assigned from time to time by the President or the Board of Directors.

ARTICLE 5: THE BOARD OF DIRECTORS

5.1 General Powers

The Board of Directors shall manage all affairs of the Society.

5.2 Qualifications

Each member of the Board of Directors shall be at least eighteen (18) years of age, a member in good standing and subscribe to the purposes of the Society.

5.3 Composition

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The Board of Directors shall be composed of nine (9) directors, of who eight (8) shall be the elected officers of the Society and the other shall be the immediate past President of the Society.

5.4 Purpose

The directors are expected to bring experience, competence and maturity to all endeavors of the Society. Elected officials constitute the majority of the directors as they are charged with the daily administration and operation of the Society. The immediate past President of the Society has a seat on the Board of Directors to provide continuity and assistance to the President and the Board.

5.5 Term

5.5.1 Officers of the Society shall serve as directors only during their incumbency.

5.5.2 The immediate past President of the Society shall serve as a director until the current President has completed his/her term(s). Should the current President resign or otherwise vacate the office during his/her term, the immediate past President shall serve as a director during the term of the interim administration and for the full term of the next elected President.

5.6 Regular Meetings

Regular meetings of the Board of Directors shall be held at least once a year, at places, dates and times fixed by the Board. Written notice of regular meetings is not required.

5.7 Special Meetings

The President or any three (3) or more directors may call a special meeting of the Board of Directors. Notice of the special meeting shall be provided to all directors, specifying the person(s) calling the meeting; the place, date and time of the meeting; and the purpose(s) for which it is called. Notice may be provided by regular mail posted at least five (5) business days prior to the meeting, or by electronic mail or telephone at least one (1) business day prior to the meeting. Directors may participate in the meeting by conference call allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

5.8 Action Without a Meeting

The Board of Directors may take action without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents of the directors shall be filed with the minutes of the Board.

5.9 Attendance

Directors are expected to attend each meeting of the Board of Directors. Selected members and chairpersons of standing, special or ad-hoc committees are encouraged to attend meetings of the Board of Directors.

5.10 Open Meetings

Members of the Society are encouraged to attend regular meetings of the Board of Directors, and whenever possible the dates, time, and place of scheduled meetings of the Board of Directors, shall be announced at regular meetings of the members and published in the newsletter. Participation of non-voting members may be restricted or curtailed due to time or space constraints. Non-voting members will not be allowed to delay or disrupt any meeting.

5.11 Quorum

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A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

5.12 Manner of Acting

The act of the majority of the directors present at a meeting, at which a quorum exists, shall be the act of the Board of Directors, unless a greater number is required by law or these bylaws.

5.13 Removal

An officer who is removed or suspended pursuant to Article 4, Section 5 shall also be removed or suspended as a director.

ARTICLE 6: COMMITTEES AND SPECIAL INTEREST GROUPS (SIG)

6.1 Nominating Committee

Prior to the March meeting of the members each year, the President shall appoint a chairperson of the Nominating Committee and at least two (2) other members, none of whom shall be an officer whose term is expiring. It shall be the duty of this committee to identify qualified candidates for open offices. The permission of such candidates shall be obtained by the committee prior to adding their names to the recommended slate. Upon completion of the annual election, their work being done, the Nominating Committee is automatically dissolved.

6.2 Standing and Special Committees

6.2.1 Standing and special committees shall be established by resolution of the Board of Directors or amendment of these bylaws. Unless otherwise provided in the resolution, the President shall appoint a chairperson of the committee and fill any vacancies therein, with the approval of the Board of Directors. The President is an ex-officio member of all standing, special and ad hoc committees, except the Nominating Committee.

6.2.2 Standing Committees

- Education Committee
- Hospitality Committee
- Liaison(s)
- Publications Committee
- Publicity Committee
- Reception Committee
- Finance Committee
- Church Records Preservation Committee

6.3 Ad-Hoc Committees

The President may, from time to time, appoint chairpersons and/or members to ad-hoc committees. These committees are usually organized to perform a single, specific function, after which they are disbanded. No action of the Board of Directors is required for these committees unless funding is required.

6.4 Special Interest Groups (SIG)

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- 6.4.1 Any member may request the formation of a Special Interest Group (SIG) at any time and for any purpose consistent with these bylaws. All such requests shall be made to the Board of Directors in writing, stating the purpose of the SIG, names of interested members, the dues policy and any requirements for funding. All members of the SIG must be members in good standing of the Society.
- 6.4.2 The Board of Directors shall promptly review requests for SIG and their approval shall be in the form of a resolution. The President with the approval of the Board of Directors may then appoint a chairperson.
- 6.4.3 If the Board of Directors rejects the request for SIG, the Corresponding Secretary will promptly notify the principals. The notification shall state the reasons for the rejection.
- 6.4.4 The existing Computer Interest Group (CIG) is a Special Interest Group (SIG).

ARTICLE 7: BUDGET & FINANCE

7.1 Financial Matters

- 7.1.1 The Board of Directors shall approve the Society's budget prior to the beginning of the fiscal year.
- 7.1.2 All non-budgeted expenditures over \$100 shall have prior approval of the Board of Directors.
- 7.1.3 Annually the Board of Directors shall establish a financial reserve. Usually expressed as a percentage of member dues, this reserve shall only be used in the event of an emergency, or as determined by the Board of Directors. The Society reserve shall be retained in an interest-bearing account in an accredited financial or investment institution, whenever possible.

7.2 Fiscal Year

The fiscal year of the Society shall begin on the first day of July and end on the last day of June of the following year.

ARTICLE 8: MISCELLANEOUS

8.1 Amendment, Repeal and Replacement of Bylaws

These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of the members at any regular or special meeting of the members. Any proposed change to these bylaws shall be published and made available to each member at least fourteen (14) days before the meeting at which the change is to be considered.

8.2 Supersession

Upon approval of the membership of the Society these Bylaws are immediately in force and supersede all previous bylaws, constitutions, rules and regulations.

***** END OF BYLAWS *****