

Connecticut Society of Genealogists, Inc.



Bylaws

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ARTICLE I - NAME

Section 1. - Name

The name of the corporation is Connecticut Society of Genealogists, Inc., hereinafter referred to as the Society.

ARTICLE II - PURPOSE AND OBJECTIVES

Section 1. - Purpose and Objectives

The purpose and objectives of the Society are:

- to encourage and assist in the acquisition, location, preservation and indexing of public and private genealogical records, with emphasis on Connecticut records, and to make such records and collections available to members and to the general public;
- to encourage and instruct members in the technique and practice of genealogical research and compilation;
- to maintain and elevate genealogical standards; and
- to provide instructional and educational programs and publications throughout the year.

ARTICLE III - BOARD OF GOVERNORS

Section 1. - Number and Qualifications

The Society shall be governed by a Board of Governors, hereinafter referred to as the Board, consisting of five (5) Officers plus a minimum of six (6) and maximum of twelve (12) At-Large Governors. The full Board will, therefore, be a minimum of eleven (11) and maximum of seventeen (17) members. A Governor must be a member in good standing and must maintain a qualifying member classification, both requirements as defined in Article V.

Section 2. - Election and Term of Office

Election of Officers and At-Large Governors is to occur at the Annual Meeting of the general membership in May. Candidates for any Office or Board position shall come by the recommendation of the Nominating Committee. Any voting member may submit a nomination to the Nominating Committee. A simple majority of the eligible voting members shall determine the outcome of these annual elections.

Terms of office shall each begin immediately upon the conclusion of the Annual Meeting and last through the close of the Annual Meeting the following year. At-large Governors shall be elected for a term of two (2) years. The terms of the At-Large Governors shall be staggered with a goal of half the total positions to be elected at each Annual Meeting of the membership in May.

Section 3. - Powers and Duties

The Board of Governors shall:

- manage the activities, property, personnel, and affairs of the Society
- ensure the advancement of the purpose and objectives of the Society as stated in Article II, Section 1 of these Bylaws
- maintain the Society's nonprofit tax-exempt status
- act in good faith to establish policy and issue regulations and guidelines for the operation and well-being of the Society.

Section 4. - Removal

- A) A Governor's failure to attend the majority of Board meetings during a fiscal year may be grounds for removal if mid-way through a two-year term or grounds for withholding his/her re-nomination for a future term.
- B) A Governor may be removed at any time for just cause by a two-thirds (2/3) vote of the Board.

Section 5. - Vacancies

Vacancies on the Board, other than those caused by the natural expiration of term, may be filled for the balance of the unexpired term by recommendation from the Nominating Committee to and approval by the Executive Committee, subject to final approval by a simple majority of the Board.
(For Vacancies of Officers, see Article IV, Sec. 6)

Section 6. - Meetings (Frequency and Quorum)

- A) The Board of Governors shall hold regular meetings, at least six (6) within a fiscal year, at such time and place as called by the President with proper notice and with an accompanying Agenda to all Board Members.
- B) Special Meetings of the Board may be called by the President; three (3) members of the Executive Committee; or a minimum of five (5) Governors by giving five (5) days written notice to the Governors, such notice to include an Agenda.
- C) The presence of a simple majority of the Board of Governors shall constitute the quorum required for a legal meeting. (E.G. - A full board of eleven (11) would require the presence of six (6) for a legal meeting; a full board of seventeen (17) would require the presence of nine (9) for a legal meeting.)

Section 7. - Liability

The members of the Board of Governors shall not be liable for any mistakes of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith.

Section 8. - Compensation

Neither Governors nor Officers shall receive any financial compensation for duties performed in relation to their offices, other than for reimbursement, at cost, of pre-authorized expenses. Pre-authorized expenses are described as those expenditures made in support of Society programs, activities or operations and approved by the full Board or three (3) members of the Executive Committee.

Section 9. - Voting

For matters requiring a vote of the Board, a simple majority of those Board members present shall rule unless specified otherwise in these bylaws. Voting can only occur in the event a quorum of the full Board is present, as specified in Article III, Section 6C. The use of proxy voting is not permitted.

ARTICLE IV - OFFICERS

Section 1. - Election

Officers consisting of President, Vice President, Treasurer, Assistant Treasurer, and Secretary shall be elected annually for a term of one (1) year at the Annual Meeting of the general membership in May and as outlined in these bylaws under Article III, Sec. 2. Terms of office shall each begin immediately upon the conclusion of the Annual Meeting and last through the close of the Annual Meeting the following year. Officers shall be determined by a simple majority vote of the eligible members present at the Annual Meeting of the general membership in May. No President may serve more than two (2) consecutive full terms. No person may hold more than one (1) office at any given time.

Section 2. - Executive Committee

The President, Vice President, Treasurer, Assistant Treasurer and Secretary shall constitute the Executive Committee; three (3) affirmative votes are required to take action.

The Executive Committee shall be empowered to act for the full Board when an emergency exists or when a timely decision is required and a full Board meeting cannot be convened. Any action so taken shall be reported at the next Board meeting.

Section 3. - Signatories

Signature authority policy for the year shall be established by the Board as part of the annual Budget adoption process. [Detailed limit clause removed here.]

Section 4. - Duties of Officers

A) The **President** shall be the chief administrative officer, shall preside at all meetings of the general membership and of the Board of Governors, shall appoint all standing and ad-hoc committees with the approval of the Board of Governors, and shall be an ex-officio member of all committees, except the Nominating Committee and those to which he or she is specifically named. As an ex-officio committee member, attendance and participation at the committee-level is welcome, but not required. As an ex-officio committee member, the President shall not have the right to vote on committee motions. The President shall have explicit responsibility to ensure that a competent, periodic audit of the Society's financial records is conducted. At the Annual Meeting of the general membership, the President shall present a written report of the Society's activities during the previous year.

B) The **Vice President** shall act in the absence or incapacity of the President. In the event of death or resignation of the President, the Vice President shall become President for the remainder of the term. In addition to the duties of this office, the Vice President may also serve on one or more committees, either as member or Chairperson. The Vice President shall have explicit responsibility to Chair the Strategic Planning Committee and present a written summary at a meeting of the Board at least once during his/her term, but no later than the last day of February.

C) The **Treasurer** shall maintain correct and complete books and records of account. At intervals of not more than twelve (12) months, and more frequently if so requested by the Board, the Treasurer shall prepare a balance sheet showing financial condition of the Society and a statement of receipts and disbursements for the preceding twelve (12) months. Such annual balance sheet and statement shall be kept on file at the office of the Society for at least ten (10) years from such date. The Treasurer shall, no later than the regularly scheduled March meeting of the Board, present a budget for the Board's review in accordance with Article 6, Section 2 of these Bylaws. The Treasurer shall be responsible for filing whatever Federal, State, and Internal Revenue Service forms are required by law.

D) The **Assistant Treasurer**, in the absence or incapacity of the Treasurer, shall assume and perform the duties of the office of Treasurer.

E) The **Secretary** shall notify the Board members of all Board meetings at least five (5) days prior to a meeting date with the notice of such meeting to include an Agenda of items to be discussed and/or acted upon, shall keep minutes of the proceedings of the Board of Governors, and shall provide copies of minutes to Board members in a timely fashion.

Section 5. - Removal

The failure by an Officer to attend the majority of Board meetings during a fiscal year may be grounds for withholding his/her re-nomination for a future term. An Officer may be removed at any time for just cause by a two-thirds (2/3) vote of the Board.

Section 6. - Vacancies

Vacancies which may occur for the office of Vice President, Assistant Treasurer or Secretary may be filled for the balance of the unexpired term by recommendation from the Nominating Committee to and approval by the Executive Committee, subject to final approval by a simple majority of the Board.

ARTICLE V - MEMBERSHIP

Membership in the Society shall be open to anyone interested in the Purpose and Objectives of the Society as stated herein, subject to approval and Conditions of Membership as further stated herein.

Section 1. - Condition of Membership

Each individual seeking membership in the Society must provide a completed and signed application, a signed copy of the Society's Code of Ethics, and payment of corresponding dues as established by the Board. Upon approval by the Society, a unique membership number will be issued to each new member.

Once approved, membership may be renewed annually prior to the start of the fiscal year in May. Renewal dues are payable annually, prior to the start of each new fiscal year on May 1, within a grace period of thirty (30) days.

While there are no age restrictions for membership, the Society shall not, under any circumstances, issue a membership card to an individual under the legal age of majority, as defined by the laws of the state of Connecticut.

Members in violation of the Society's Code of Ethics shall be terminated from membership by a simple majority vote of the Board; membership cards, in such cases, are expected to be returned to the Society and voided. In the event of such termination, the individuals will be removed from our active member list, all member rights will be revoked, and no portion of any dues paid will be refunded. Appropriate authorities will be notified.

Section 2. - Classes, Definitions, & Rights

Following are the Classes of Membership:

A) **Membership** shall be available to those of legal age seeking to fully support the Society's Purpose and Objectives. Members shall have the right to vote, the right to hold office and/or serve as a member of the Board, and shall be issued a membership card upon acceptance of their application and receipt of

a signed copy of the Society's Code of Ethics. Members will, at their option, receive electronic or hard-copy mailings of all regular Society publications and member correspondence and shall have unrestricted online access to public and member content as may be made available via the Society's Web site during the course of their membership. Members shall be eligible to participate at the committee-level if appointed to do so by the Board.

B) **Life Membership** shall be available to those of legal age at a cost of twenty (20) times the baseline dues for Membership. The revenue thus generated shall be maintained in a separate Life Member Trust Fund and shall be administered in accordance with Article VI, Section 4 of these Bylaws. Life Members shall have the right to vote and to hold office, and shall have all other rights and privileges as defined herein for Members.

C) **Additional Classes**

The Board of Governors may elect to create additional, premium classes with higher dues rates, entitled to the same basic rights and privileges as the Membership class. In addition, these premium class members may receive special discounts or services, as designated by the Board of Governors.

D) **Subscription Memberships** shall be available to libraries, genealogical or historical societies, educational and other institutions. A Subscription Membership shall entitle an institution to receive physical hard-copy mailings of *The Connecticut Nutmegger* and Connecticut Genealogy News and electronic or hard copy of other Society publications and member communications as the Board may designate.

E) **Honorary Life Membership** may be awarded to an individual by the Board in recognition of substantial or outstanding contributions which advance the Purpose and Objectives of the Society. Honorary Life Members shall not be required to pay dues, but shall be entitled to all rights and privileges of a Life Member as defined herein.

Section 3. - Meetings

Unless specifically varied by the Board, meetings of the general Membership shall be on the third Saturday of the months of May (Annual Meeting), September, October, November, February, March and April.

Section 4. - Dues

Annual Dues for all Member Classes shall be set by the Board no later than November 30 for the fiscal year beginning the following May 1; notice of these Dues shall be published in the first Newsletter following the November 30 determination. Annual Dues shall be payable no later than May 1 to be considered a Member in good standing. Annual Dues received after June 1 shall be subject to a late penalty as set by the Board.

The Board may, from time to time, offer discounts or other incentives as may be required to ensure the continued growth and stability of Society membership.

Section 5. - Quorum & Voting

Meetings of the general membership will be deemed to have a quorum if a minimum of five (5) members in good standing are present, excluding those members who may currently serve as Officers or At-Large Governors. All eligible members, including Officers and At-Large Governors, may cast a vote on issues presented for approval by the general membership.

ARTICLE VI - OPERATION OF THE SOCIETY

Section 1. - Fiscal Year

The fiscal year shall begin May 1 and conclude the following April 30.

Section 2. - Budget

The Treasurer shall, no later than the regularly scheduled March meeting, present for the Board's consideration, a proposed budget for the ensuing year. The Board shall adopt a budget for the ensuing fiscal year no later than the regularly scheduled April meeting.

Section 3. - Board Appointments

The Board of Governors shall have ultimate authority for the hiring, appointment, and/or dismissal of such personnel as may be needed to staff the Society's office and library and edit its various publications. The Board may elect to act through the Personnel Committee in hiring and managing employees. The Personnel Committee may, upon recommendation to and approval by the Board, further delegate all or part of such authority to a designated employee.

Section 4. - Life Member Trust Fund

The President shall appoint three (3) Board members as Trustees of the Life Member Trust Fund, said appointees to serve at the pleasure of the President. Trustees shall establish and maintain a Trust Fund, the income from which may be transferred to the general operating fund to help offset the cost of servicing the Life Membership. No other money shall be transferred out of the Life Member Trust Fund except by explicit action of the Board.

Section 5. - Committees

A) There shall be a Nominating Committee, a Program Committee, a Personnel Committee, a Strategic Planning Committee, an Ethics Committee, and such other committees as the President may deem necessary.

B) At the Board of Governors meeting immediately following the May Annual Meeting, the President shall either appoint new or rename existing committees, subject to Board approval. The responsibilities of each committee and a list of the respective committee members and Chairperson shall be distributed to each member of the Board no later than June 30.

C) Committees shall make recommendations to the Board concerning matters within their jurisdiction and shall obtain Board approval before committing any Society funds beyond their budget.

Section 6. - Member Information

During the normal operation of the Society, Officers, At-Large Governors, committee members, and employees may have access to private information about Society members, either individually or as a group. Such information shall be treated as private, highly confidential, and not disclosed to any source in a way that may have the potential to cause harm to the Society or any individual member of the Society.

All membership lists of the Society, including the list of non-members registered with the Society regardless of purpose shall not be used for any non-Society purpose or made available for any form of solicitation whatsoever.

Notwithstanding the above restrictions, aggregate information about Society membership, demographics, and other general statistics may be made available outside the Society at the discretion of and by approval from the Board.

Section 7. – Logo and Seal

The name and the Seal of the Connecticut Society of Genealogists, Inc. are trademarks belonging to the Society and may not be used without the express prior written permission of the Board of Governors.

A copy of the Seal appears below:



ARTICLE VII - BYLAWS

Section 1. - Adoption, Repeal or Amendment

A proposal to adopt, amend or repeal these Bylaws may be initiated either by a majority vote of the Board or by submission to and approval by the Board of a petition signed by at least five (5) members of any class. Once so approved, the Board shall report the proposed change(s) to the general membership no later than the next regularly scheduled membership meeting following approval of such proposed change(s). The Board's report to the membership may also contain supplemental information and a recommendation by the Board. A discussion of the proposed adoption, repeal, or amendment(s) shall be conducted at a designated membership meeting and shall be adopted if the Resolution receives the affirmative vote of two-thirds (2/3) of the eligible voting members present.

Section 2. - Review

To ensure these Bylaws continue to serve as an appropriate governing document of the Society, a proactive review of the contents herein shall be made by designated members of the Board from time to time, but no less often than once every three (3) years.

ARTICLE VIII - DISSOLUTION OF THE SOCIETY

Section 1. - Dissolution of the Society

The Board may, at any time, resolve that the Society be dissolved. Such resolution shall require the affirmative vote of two-thirds (2/3) of the Board. Following approval by the Board, said resolution shall then be presented to the membership no later than the next regularly scheduled meeting of the general membership; adoption shall require approval by two-thirds of the eligible voting membership present.

Section 2. - Disposal of Assets

In such event, the Board shall promulgate a specific plan of action providing for:

A) The payment of all liabilities of the Society;

B) Disposal of any remaining assets to a tax-exempt institution or institutions having a purpose similar to the objectives of this Society such as, but not limited to, the Connecticut State Library, the Connecticut Historical Society, or local historical societies or libraries which maintain outstanding, active and publicly accessible genealogical collections relevant to Connecticut.

ARTICLE IX - ROBERT'S RULES OF ORDER**Section 1. - Robert's Rules of Order**

The usual parliamentary rules as set forth in "Robert's Rules of Order Newly Revised" shall govern when not in conflict with these Bylaws.

ARTICLE X - EFFECTIVE DATE OF REVISED BYLAWS**Section 1. - Effective Date of Revised Bylaws**

Any amendments or revisions to these bylaws shall take effect immediately upon approval as described in Article VII, Section 1. The date of such approval shall be recorded in this document's revision history.

Section 2. - Revision History

Adopted: May 18, 1968

Revised: May 17, 1986

Revised: May 18, 1991

Revised: May 17, 1998

Revised: May 20, 2006

Revised: May 16, 2009