

# BYLAWS OF TALLAHASSEE GENEALOGICAL SOCIETY, INC.

(Revised 19 March 2017)

## ARTICLE I NAME, PURPOSES, AND OFFICE

SECTION 1.10. *Name.* The name of this corporation is Tallahassee Genealogical Society, Inc., hereafter in these bylaws referred to as “society.” The society is a not-for-profit corporation organized and existing under Chapter 617 of the Florida Statutes.

SECTION 1.20. *Purposes.* This society is organized for the purposes of literary and educational work in the field of genealogy and related fields; to preserve and perpetuate the records of our ancestors; to encourage the study of family histories and genealogies; and to pool our knowledge and interests to aid individual members of the society and of the public in the compilation of their genealogies.

SECTION 1.30. *Principal Office.* The principal office of the society must be located at the same place as the currently designated registered agent for the society is located.

## ARTICLE II DEFINITIONS

SECTION 2.10. *Definitions of Terms Used.* As used in these bylaws, the term:

- (1) “articles of incorporation” refers to the articles of incorporation of the society;
- (2) “board of directors” refers to the board of directors of the society;
- (3) “committee” refers to a committee of the society;
- (4) “bylaws” refers to the bylaws of the society;
- (5) “director” refers to a member of the board of directors;
- (6) “member” refers to a member of the society, according to the context, and
- (7) “officer” refers to an officer of the society.

**ARTICLE III**  
**MEMBERSHIP AND DUES**

SECTION 3.10. *Eligibility for Membership.* Any person of good character is eligible for membership. Application for membership must be made on a form provided by the society and signed by the applicant, who must furnish the information requested thereon. Each application must be accompanied by the required dues and must be submitted to the vice president for membership for consideration.

SECTION 3.20. *Categories of Membership; Dues.* The four categories of membership in the society, and the dues applicable thereto, are:

- (1) **REGULAR MEMBER:** For an individual who is 18 years of age or older and resides in the United States, dues are \$20.00 per year. For two or more such individuals living in the same household dues are \$25.00 per year, but they receive only a single copy of each membership publication.
  
- (2) **ASSOCIATE MEMBER:** For an individual who has not reached their 18<sup>th</sup> birthday, the annual dues will be determined by the board of directors on an individual basis considering the costs and benefits to the society. An associate member is entitled to all rights and privileges of membership, except the rights to vote and hold office.
  
- (3) **HONORARY MEMBER:** For an individual who, by unanimous vote of the board of directors, is designated an honorary member, the payment of annual dues is waived. Such membership is perpetual during the life of the individual unless revoked by similar action. An honorary member is entitled to all rights and privileges of membership, except the rights to vote and hold office.
  
- (4) **SUSTAINING MEMBER:** For an individual or corporation desiring to support the purposes of the society, a donation is set in the minimum amount of \$50.00 per year. Appropriate recognition of the generosity of such individual or corporation will be made unless otherwise requested. A sustaining member is entitled to all rights and privileges of membership, except the rights to vote and hold office.

SECTION 3.25. *Membership Year.*

For all categories of membership, the membership year shall begin on the 1st day of the month following the date of membership application approval, as determined by the VP Membership.

SECTION 3.25.a.

Effective 1 January 2016, all then current memberships will acquire a membership renewal date of January 10<sup>th</sup>. This date will apply only to the membership renewal cycle and will not affect the member's actual anniversary date.

SECTION 3.30. *Dues: Renewal: Refunds.*

- (a) RENEWAL: Dues are payable every 12 months, on the member's renewal date. Dues not received by the last day of the renewal month are considered delinquent and all member benefits will be terminated.
- (b) REFUND OF DUES: Requests for refund of dues must be submitted in writing to the executive board and will be considered on an individual basis. Any refund must be approved by two-thirds vote of the board of directors.

SECTION 3.40. *Change in Dues.* Dues may be changed only by an affirmative vote of two-thirds of the membership of the board of directors at a meeting called for that purpose. The membership must be informed of any change in dues at least 30 days before the change becomes applicable.

SECTION 3.50. *Cessation of Membership; Reinstatement.*

- (a) REASONS: Membership ceases upon the resignation of the member, the death of the member, the failure of the member to pay dues in a timely manner, or the expulsion of the member.
- (b) REINSTATEMENT: Reinstatement to membership, in any case, must be upon such terms as may be fixed by the board of directors, considering the circumstances in each instance.

SECTION 3.60. *Expulsion.* Expulsion from membership must be upon petition of five members showing cause that the member is guilty of acts likely to bring discredit to the society or that such member's actions are likely to materially impede the accomplishment of the purposes of the society set forth in Article I and thereafter upon an affirmative vote of two-thirds of the board of directors. The board of directors may initiate such action, but, in such case, expulsion must be by a unanimous affirmative vote of the board of directors at a meeting called for that purpose. A member who is being considered for expulsion must be notified of the charges and given opportunity to respond to the charges before a final decision is made by the board of directors. The action of the board of directors is final.

SECTION 3.70. *Guests.* A member is extended the privilege of bringing guests to a society meeting provided any fee designated by the board of directors is paid for each guest. For any

meeting at which a capacity audience is expected, however, the board of directors may limit the numbers of guests that each member may bring.

SECTION 3.80. *Solicitation of Business or Support from Members.* A member may not use their membership in the society as a means of soliciting business from other members of the society; nor may a member use the membership list of the society, directly or indirectly, for the solicitation of business or for the support of candidates for public office. This provision, however, does not preclude a member from advertising either services or wares in society publications.

#### **ARTICLE IV** **BOARD OF DIRECTORS**

SECTION 4.10. *Powers and Duties.* The board of directors shall:

- (1) manage the affairs of the society and exercise the corporate powers and determine policies of the society;
- (2) adopt such rules for the conduct of its meetings and management of the corporation as it considers proper, not inconsistent with the law and these bylaws;
- (3) meet at the direction of the officers of the board or the call of the president;
- (4) conduct business by mail, email, or telephone, provided sufficient information and notice is given to each director;
- (5) select the nominating committee for the election of officers;
- (6) appoint the editor of each society publication;
- (7) appoint the web site manager;
- (8) appoint the education coordinator;
- (9) by resolution, establish a checking account in the name of the corporation in a state or national bank or other insured financial institution in Leon County, Florida, and require one or more signatures of designated officers of the corporation on all checks written on the corporate bank account;
- (10) fill each vacancy in an elective office for the remainder of the unexpired term;
- (11) approve the location of the annual business meeting of members of the society;
- (12) amend the bylaws and, to the extent permitted by the articles of incorporation, the articles; and
- (13) perform other duties as required.

#### **ARTICLE V**

## OFFICERS

SECTION 5.10. *Elective Officers.* The elective officers of the society are the president, vice president (programs), the vice president (membership), the recording secretary, the treasurer, the librarian, and the archivist.

SECTION 5.20. *Nominations and Elections; Term of Office.*

- (a) TIME OF ELECTION: The elective officers must be elected at the annual business meeting.
- (b) NOMINATIONS. The board of directors shall select a nominating committee of at least three members at least 45 days before the election. The nominating committee shall submit a nomination for each office to be filled by election. In addition, nominations from the floor are in order. Each nominee must be a regular member of the society in good standing. A nomination may not be made without the prior consent of the nominee.
- (c) ELECTION: If there is more than one candidate for any office, the election must be by ballot and a majority vote is required to elect. If there is only one candidate for any office, the election may be by voice vote.
- (d) TERM: Each officer is elected for a term of 1 year or until their successor is elected and qualified. The new officers shall assume their duties as of January 1, except as otherwise provided by these bylaws.

SECTION 5.30. *Duties of the Elected Officers.* Each elected officer shall perform their respective duties in accordance with the generally accepted standards for the position held and as specified by these bylaws.

- (1) **PRESIDENT:** The president shall:
  - (a) be the chief executive officer of the society and manage the business affairs of the society subject to the direction of the board of directors;
  - (b) preside at all meetings of the society and of the board of directors;
  - (c) in the absence of the recording secretary at any meeting of the board of directors or of the members, appoint an officer or a member to take the minutes of that meeting;
  - (d) sign checks or drafts of the society in the absence of the treasurer;
  - (e) appoint the chairperson of standing and special committees with the exception of the nominating committee and the publications committee;
  - (f) serve as an ex-officio member of each committee, except the nominating committee;

- (g) serve as liaison to the Florida State Genealogical Society, or designate another member in good standing who is a member of the state society to serve as liaison to the society.

**(2) VICE PRESIDENT (PROGRAMS):** The vice president for programs shall:

- (a) perform the duties of the president in the absence or inability of the president;
- (b) select, and make all arrangements for conducting the program for each general membership meeting, excluding the program for the first meeting of the fiscal year but including the program for the first meeting of the succeeding fiscal year;
- (c) provide hospitality for guest speakers at general meetings and handle all correspondence related to such speakers;
- (d) reserve the space for holding each meeting of the board of directors and each meeting of the members of the society; and
- (e) perform such other duties as may be requested by the president or the board of directors.

**(3) VICE PRESIDENT (MEMBERSHIP):** The vice president for membership shall:

- (a) perform the duties of the president in the absence or inability of both the president and the vice president (programs);
- (b) recruit new members, encourage members to renew their memberships, and promote the attendance of members at general meetings;
- (c) receive membership applications and payments at meetings and forward payments to the treasurer;
- (d) maintain a file of the original membership applications of current members and turn over the original membership application of former members to the archivist at the end of the fiscal year;
- (e) maintain the official roster of members, arranged in alphabetical order with postal addresses, telephone numbers, and email addresses (if applicable) included;
- (f) notify the president, the vice president (programs), and the webmaster of all new members and members who are past due;
- (g) periodically deliver copies of the current membership list to the president and the recording secretary;
- (h) provide attendance sheets for members and guests at general meetings;
- (i) welcome new members and guests at meetings;
- (j) make available membership information packets to visitors;

- (k) send renewal-of-membership notices as necessary;
- (l) supervise a telephone calling committee as necessary;
- (m) respond to correspondence pertaining to membership in the society; and
- (n) perform such other duties as may be requested by the president or the board of directors.

**(4) RECORDING SECRETARY:** The recording secretary shall:

- (a) record the proceedings of each business meeting of the society, and of the board of directors, and furnish the board a copy of the minutes of these meetings within 2 weeks following the event;
- (b) retrieve mail from the society's post office box and distribute as necessary;
- (c) authenticate records of the corporation;
- (d) keep the current articles of incorporation, the current bylaws and other rules of the society, and a copy of the current membership list;
- (e) be custodian of the corporate seal and of all minutes of the proceedings of the members, board of directors, and any committees having any of the authority of the board of directors and of all other records of the society except those assigned by these bylaws to others; and
- (f) perform such other duties as may be requested by the president or the board of directors.

**(5) TREASURER:** The treasurer shall:

- (a) be custodian of all moneys belonging to the society;
- (b) sign checks or drafts of the society and deposit all incoming funds;
- (c) pay the expenses of the society promptly;
- (d) maintain correct and complete books and records of the accounts of the society;
- (e) give a financial status report at each meeting of the board of directors;
- (f) close the books at the end of the fiscal year and submit to an auditor or auditing committee, as directed by the board of directors;
- (g) present a financial report at the annual business meeting of the members;
- (h) file all financial reports required by state and federal laws and regulations applicable to the society, including tax reports, and maintain copies thereof;
- (i) notify the vice president (membership) of the receipt of membership renewal payments as received;
- (j) maintain all financial books and records that state and federal law require the society to maintain;

- (k) prepare and timely file the annual uniform business report with the Florida Department of State; and
- (l) perform such other duties as may be requested by the president or board of directors.

(6) **LIBRARIAN:** The librarian shall:

- (a) be custodian of, and catalog, all genealogical materials owned by the society which are of a secondary-source nature;
- (b) coordinate the acquisition of such materials for the collection of the society;
- (c) serve as ex-officio member of the genealogical materials selection and acquisition committee;
- (d) coordinate any and all tasks necessary for the fulfillment of sales of previously published publications of the society; and
- (e) perform such other duties as may be requested by the president or the board of directors.

(7) **ARCHIVIST:** The archivist shall:

- (a) be custodian of all genealogical materials owned by the society which are of a primary-source nature;
- (b) collect and organize society materials and information related to the history and management of the society for a permanent archival file on that subject;
- (c) provide access to such materials and information to members at reasonable times;
- (d) keep a permanent archival file containing at least one copy of each issue of every society publication; and
- (e) perform such other duties as may be requested by the president or the board of directors.

SECTION 5.40. *Appointment of Editors.* The board of directors shall appoint the editor of each society publication. An editor shall serve at the pleasure of the board of directors. Each such appointment must be based on the particular qualifications of the appointee to prepare the particular publication for publishing in accordance with society standards and in a timely manner.

SECTION 5.50. *Duties of Editors.* The editor of a society publication shall:

- (1) adhere to the standards for society publication that apply to that publication;
- (2) except for the newsletter and the quarterly journal, submit the publication to the board of directors for review and approval before it is printed for distribution; and



- (3) deliver one copy of the publication to the archivist for the archives and also, in the case of the newsletter, one copy of each newsletter to the president, the recording secretary and the librarian.

SECTION 5.55. *Appointment of Web Master.* The board of directors shall appoint the web master, who shall serve at the pleasure of the board. Such appointment must be based on the particular qualifications of the appointee to mount and manage a web site.

SECTION 5.56. *Duties of Web Master.* The web master shall:

- (1) design and mount the official web site of the society;
- (2) maintain the web site by posting the most current and accurate information available;
- (3) serve as a consultant to a board-approved computer interest group; and
- (4) serve as ex-officio member of the publicity and public relations committee.

SECTION 5.57. *Appointment of Education Coordinator.* The board may appoint the educational coordinator, who shall serve at the pleasure of the board. Such appointment must be based on the particular qualifications of the appointee to address the educational needs of the society.

SECTION 5.58. *Duties of Education Coordinator:* The education coordinator shall:

- (1) coordinate the development of a comprehensive education plan for the society, subject to approval by the board of directors;
- (2) recruit persons to provide educational instruction and activities;
- (3) coordinate the administration of National Genealogical Society home study courses;
- (4) plan genealogical research and educational field trips; and
- (5) perform such other duties as may be requested by the president or the board of directors.

SECTION 5.60. *Dual Office-holding.* The same individual may simultaneously hold more than one office in the society.

SECTION 5.70. *Delegation of Duties.* An elected or appointed officer may appoint one or more assistant officers or project teams to assist them in their duties, but remains responsible for the proper performance of any duties delegated by them to an assistant officer or project team.

SECTION 5.80. *Resignation.* An elected or appointed officer may resign from office at any time by giving written notice of resignation to the board of directors. Such resignation takes effect upon receipt thereof by the chairman of the board of directors or at any later time specified in

the notice; except that, in case of the president's resignation, the resignation takes effect upon receipt thereof by any other director.

SECTION 5.90. *Removal.* The board of directors, with the assent of two-thirds of the membership of the board of directors (excluding the officer subject to removal), may remove any officer from office for nonperformance of duty.

## **ARTICLE VI COMMITTEES**

SECTION 6.10. *Appointment.* The president shall appoint the chairman of each standing committee and of each special committee other than the nominating committee. Unless otherwise provided by these bylaws, the chairman of a committee shall appoint the members of that committee; if, however, the chairman requests the president to appoint the members, the president shall do so.

SECTION 6.20. *Classes.*

(a) **STANDING COMMITTEES:** The standing committees of the society may include:

- (1) the audit committee (or auditor)
- (2) the budget committee;
- (3) the genealogical materials selection and acquisition committee;
- (4) the publications committee; and
- (5) the publicity and public relations committee.

(b) **SPECIAL COMMITTEES:** The special committees of the society include:

- (1) the seminar committee
- (2) the nominating committee
- (3) other committees established from time to time by the board of directors for a specified purpose.

SECTION 6.30. *Notice of Meetings; Correspondence.* Each committee shall provide notice to the president of each of its meetings and shall send copies of all correspondence to the president and the recording secretary.

SECTION 6.40. *Reports.* Each committee chairman shall present a written report at the annual business meeting and shall report at other times as requested by the president of the board of directors. The annual written report must be filed with the recording secretary; and in the case of a standing committee, a copy thereof must be retained in the committee files.

SECTION 6.50. *Resignation of Committee Chairman.* A committee chairman may resign at any time by giving written notice of resignation to the appointing authority. Such resignation takes effect upon receipt thereof by the president.

## **ARTICLE VII**

### **SPECIAL INTEREST GROUPS**

Section 7.10. *Formation.* Upon the written application of at least five (5), but not more than thirty (30) members of the society who are in good standing, the board of directors may approve the formation of a special interest group, that is, a small informal study group that will focus on a particular topic or geographical area. The board shall consider each such request at the next regular board meeting that is scheduled to be held at least seven (7) days after receipt of the request.

SECTION 7.20. *Duties of Moderator and Clerk.* Each such group shall choose a member of their group to serve as its moderator; and it shall also choose another member of the group to serve as its clerk, whose responsibilities will be to see that the members of the group are notified of group meetings and that the board is kept informed of the names of the currently designated moderator and clerk.

SECTION 7.30. *Limitations on Membership Size.* The number of members of a special interest group may not exceed thirty (30) or such lesser number specified by the board when it authorized formation of the group. If the number of members of a group should fall below five (5), the group may continue but must disband if it has not brought its membership up to five (5) within three (3) months.

SECTION 7.40. *Meeting Places.* A special interest group is responsible for making its own arrangements for places at which to conduct its meetings and activities.

SECTION 7.50. *Announcements in Society Newsletter.* Any special interest group approved by the society may arrange for announcements of its meetings and other activities to be published in the society newsletter.

SECTION 7.60. *Disbanding.* A special interest group may decide to disband at any time. The moderator, or the clerk at the moderator's direction, shall promptly notify the board that the group has been disbanded.

**ARTICLE VIII**  
ANNUAL BUSINESS MEETING

SECTION 8.10. *Time and Place.* The president shall call an annual business meeting of the members to be held during the 3-month period prior to the start of the fiscal year at a place designated by the board of directors.

SECTION 8.20. *Quorum.* The quorum for the annual business meeting is fifteen (15) regular members or 20 percent of the regular membership, whichever is the lesser number.

SECTION 8.30. *Emergency Suspension.* When, because of war or other great disaster or extraordinary emergency, the holding of an annual business meeting is impractical, all functions, powers, and duties of the society are hereby vested in the board of directors.

SECTION 8.40. *Time and Place.* The president shall call a meeting of the board of directors to be held each month, at a time and place designated by the president.

SECTION 8.50. *Quorum.* The quorum for the meeting of the board of directors is five (5) elected officers.

SECTION 8.51. *Absence of a Quorum.* In the absence of a quorum, the board may conduct business necessary for the timely exercise of its responsibilities. At any regularly scheduled board meeting not having a quorum, directors may discuss and vote on issues so long as the president and at least two other elected officers are present. Voting must be unanimous for a motion to pass. At any regularly scheduled board meeting not having a quorum and the president is not in attendance, directors may discuss and vote on issues so long as a vice president and at least two other elected officers are present. Voting must be unanimous for a motion to pass.

**ARTICLE IX**  
FISCAL YEAR, SEAL, AND NOTICES

SECTION 9.10. *Fiscal Year.* The fiscal year of the society begins at the beginning of the 1<sup>st</sup> day of January each year and ends at the close of the 31<sup>st</sup> day of December of the same calendar year.

SECTION 9.20. *Corporate Seal.* The board of directors shall provide a suitable corporate seal for the use of the society.

SECTION 9.21. *Corporate Seal, The use of.* The board of directors or individual members of the board shall be permitted to use the seal for such needs as advertisement, placement of ads, etc, for the promotion of the society.

SECTION 9.30. *Notices.* Any notice required by statute or by these bylaws to be given to the members, the directors, or any officers of the society, unless otherwise provided herein or in the statute, is sufficient if given by depositing the notice in a United States Postal Service mailbox, prepaid and addressed to each such member, director, or officer at the last address appearing on the records of the society; and such notice is deemed to have been given at the time of such mailing.

## **ARTICLE X** DISSOLUTION

SECTION 10.10. *Dissolution of the Corporation.* If the board of directors finds it desirable that the corporation be dissolved, the board may adopt a resolution to that effect. If, at a meeting of the members called for that purpose, a majority of the members who are eligible vote in favor of such a resolution, the corporation, upon fulfillment of all further procedural requirements of law, is dissolved. Article VI of the society's articles of incorporation directs the disposition of corporate liabilities and assets extant at the time of dissolution.

## **ARTICLE XI** PARLIAMENTARY AUTHORITY

SECTION 11.10. *Adoption of Parliamentary Authority.* The rules contained in the latest edition of "Robert's Rules of Order" govern the society in all cases in which they are not inconsistent with these bylaws or any special rules or orders of the society.

## **ARTICLE XII** AMENDMENTS

SECTION 12.10. *Amendment of Bylaws.* These bylaws may be made, altered, or rescinded by the board of directors. However, no bylaw may at any time permit any of the following actions to be taken without assenting vote of two-thirds of the membership of the board of directors:

the expulsion of a member; the reinstatement of an expelled member; the vacation of an appointment duly made; or the removal from office of any official for non performance of duty. A proposal for amendment of these bylaws may be submitted at any time by a member in good standing by sending a written copy of the suggested amendment to any member of the board of directors. A director who receives such a suggestion shall ensure that it is considered at the next meeting of the board of directors. The member who made the suggestion must be informed of the decision of the board of directors at the earliest opportunity.

### **ARTICLE XIII** **MISCELLANEOUS**

SECTION 13.10. *Captions and Headings.* The captions and headings pertaining to the articles and section(s) of these bylaws are solely for ease of reference. Such captions and headings do not define, limit, or in any way affect the substance of any provision contained in these bylaws.

SECTION 13.20. *Numbering System.* The sections of these bylaws are identified in accordance with the decimal numbering system, in order that a new section can always be inserted between any two existing sections without necessitating the renumbering of existing sections.

SECTION 13.30. *Number and Gender.* Wherever used in these bylaws, the singular number includes the plural, the plural number includes the singular, and the use of any one gender applies to all genders.

SECTION 13.40. *Conflicting Provisions.* If there is any conflict between the articles of incorporation and these bylaws, the terms and provisions of the articles of incorporation control.