

Manasota Genealogical Society, Inc.

BYLAWS

ARTICLE I. NAME AND OFFICES

Section 1. Name. The name of the organization shall be the Manasota Genealogical Society, Inc.

Section 2. Offices. The Society shall have principal offices in the City of Bradenton, County of Manatee, State of Florida. However, it may have such other offices, either within or outside the County of Manatee, State of Florida, as the Board of Directors may from time-to-time determine or as the affairs of the Society may dictate.

ARTICLE II. STATEMENT OF PURPOSE

Section 1. Purpose. The Society was formed to:

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

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. 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.

Section 2. Dues.

- a. Each member of the Society shall pay annual dues as determined from time-to-time by the Board of Directors, except as indicated in *Article III, Section 6* below.
- b. Joint memberships are available for two persons in the same household at a reduced rate determined by the Board of Directors. Joint members are entitled to all of the rights and privileges of membership. .
- c. Members of Special Interest Groups (SIG) may be assessed additional dues as determined from time-to-time by the Board of Directors.

Section 3. Enrollment. The membership year shall be from June 1 to May 31 to correspond with the Society's fiscal year. Dues shall be paid by all members not later than November 30, after which they will be dropped from the rolls. New members may join at any time by completing an application and payment of dues. Dropped members may be readmitted at anytime upon payment of dues, although a new application may be required.

Section 4. Privileges. Only members in good standing shall be eligible to receive the Society's newsletter, *Cracker Crumbs*, participate in Society business meetings or special activities of the Society or hold elective or appointive office.

Section 5. Voting Rights. Each member in good standing, except as indicated herein, of the Society shall be

entitled to one vote on each matter submitted to a vote of the membership.

Section 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, and shall be exempt from payment of dues for life. A Roll of Honor shall be maintained by the Membership Secretary. A biographical sketch for the proposed honorary member will be submitted to the Board of Directors by the Society member proposing the nomination. The sketch will include, but is not limited to, full name, address, date of membership, date and place of birth and a brief narrative of the member's contributions to the Society and the reasons for nomination shall be stated.

Section 7. Regular Meetings. Regular meetings of the members of the Society shall be held in the County of Manatee, State of Florida as determined by the Board of Directors. Normally no meetings are scheduled during the months of June, July, August and September. If the regular meeting of the Society is changed, the change will be announced at business meetings, by a notice posted in the *Cracker Crumbs*, on the Society's website, or voice or electronic mail if available, or the local media may be asked to carry the announcement on their community activities forum or publication.

Section 8. Special Meetings. Special meetings of the membership may be called by the President or the Board of Directors. Notice shall be given to the members at least fourteen (14) days prior to such special meeting.

Section 9. Annual Meeting. The annual meeting of the Society shall be the regular meeting in the month of April of each year.

Section 10. Quorum and Manner of Acting.

a. Twenty (20) percent of the average annual membership over the preceding three (3) years shall constitute a quorum for purposes of transacting business at any meeting of the Society. The Membership Secretary shall notify the President and the Secretary that a quorum is present before any vote is taken.

b. 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.

Section 11. Agenda. The President shall determine the agenda for each business meeting of the Society. A copy of the agenda will be provided to the Secretary, the Vice President (Program), and others as needed at the beginning of the meeting. The President or a designated representative shall preside at each meeting.

ARTICLE IV. SOCIETY OFFICERS

Section 1. Officers. The officers of the Society shall be President, Vice-President (Programs), Treasurer, Secretary, and Membership Secretary.

Section 2. Term. The officers shall be elected by the members of the Society at the annual meeting for a term of two (2) years. In even-numbered years the President, Secretary, and Membership Secretary will stand for election. In odd-numbered years the remaining officers of the Society will stand for election.

Section 3. Qualifications. To stand for election to any office, or to be appointed to any position in the Society, a candidate must:

- a. be a member in good standing of the Society.
- b. be at least eighteen (18) years of age.
- c. demonstrate an active interest in genealogy.
- d. be capable of being bonded.

Section 4. Election. Officers shall be elected by a vote of the members at the annual meeting of the Society. Each officer shall hold office until his successor has been elected and installed. The term of each officer commences on June

1st following the election, and terminates on May 31, two (2) years after election.

Section 5. Removal. Any Officer may be dismissed or suspended by a vote of the membership or a two-thirds vote of the Board of Directors.

Section 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, and approval by vote of the Board of Directors. The incumbent shall serve the unexpired term of his predecessor.

Section 7. Funds, Equipment, Materials, Records and Documents. Officials of the Society shall turn over to their successors all Society funds, stamps, materials, documents, records, correspondence, etc. pertaining to their office within fifteen (15) days of taking office. Upon resignation or dismissal, an officer shall immediately turn over all materials and records to the President.

Section 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.

Section 9. Primary Duties of Elected Officials.

a. **President.** The President shall be the Chief Executive Officer of the Society and Chairman 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 chairman 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 \$500 and periodically reports on the state of the Society to the members and/or the Board of Directors.

b. **Vice-President (Program).** The Vice-President (Program) develops, plans, schedules and manages the program for monthly, special and joint meetings of the Society; insures 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 chairman of membership meetings in the temporary absence of the President and serves as Acting President upon the resignation, dismissal, death or long-term disability of the President until the Board of Directors appoints an Interim President, or a new President is elected.

c. **Treasurer.** The Treasurer manages and administers all funds and securities of the Society; prepares and administers the Society's annual budget; insures 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; responsible for insuring that the President is an alternate signer on all Society accounts; he is the alternate signing authority for contracts with the approval of the President; maintains official file of current contracts, agreements, licenses, and insurance policies for the Society; maintains an up-to-date inventory of material and equipment owned and leased by the Society, including donations; annually submits all Society accounts to audit, usually during the month of May, 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.

d. **Secretary.** The Secretary takes the minutes of each meeting of the members and Board of Directors; a copy of the minutes for meetings of the Board of Directors is provided to each officer and director; 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.

e. **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.

ARTICLE V. THE BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage all affairs of the Society.

Section 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.

Section 3. Composition.

a. The Board of Directors shall be composed of a varying number of Directors (a minimum of 5 and maximum of 9), of whom five (5) shall be the elected officers of the Society. The standing Board may appoint other Directors, as needed, for the effective conduct of Society business; the total number of Board members shall not exceed nine. For the appointed Directors, one (1) shall be the Immediate Past President of the Society, and others may include the Editor of the Society newsletter, the Chairpersons or representatives of the principal board-approved standing committees, or Special Interest Groups.

b. Vacancies may be filled by those temporarily appointed by the President or the Board, except that the Immediate Past President position for which no substitute is authorized. In the case of vacancy of the latter, this position will not be considered when determining a quorum. [*See Art. V. Sec. 5. b. below.*]

Section 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 during the first term of his successor to provide continuity and assistance to the President and the Board.

Section 5. Term.

a. Officers of the Society shall serve as Directors only during their incumbency.

b. The Immediate Past President of the Society shall be appointed by the Board of Directors to a single two (2) year term and may not succeed himself.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be scheduled by the President at least four (4) times during the fiscal year with five (5) days advance notice of each. Upon notification of the meeting each Director shall provide agenda items to be discussed to the President. Every effort should be made to make meetings as convenient as possible to insure maximum attendance.

Section 7. Special Meetings. Special meetings of the Board of Directors may be requested by the President, or any three (3) or more Directors. Such requests, signed by those desiring the session, shall be in writing, with a copy provided to each director, stating the specific purpose for the meeting and the recommended time and place.

Section 8. Attendance. Directors are expected to attend each meeting of the Board of Directors. Selected members and chairman of standing, special or ad-hoc committees may be asked to attend meetings of the Board of Directors.

Section 9. Open Meetings. Members of the Society are encouraged to attend meetings of the Board of Directors, and whenever possible the dates, time, and place of scheduled meetings of the Board of Directors, will be announced or published in appropriate vehicles. 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.

Section 10. Quorum.

- a. A majority of the Board of Directors shall constitute a quorum for the transaction of all business at any meeting of the Board.
- b. No Society business may be transacted, nor may any vote be taken, unless a quorum is present at any meeting of the Board.

Section 11. 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. [*See Art. IV, Sec. 5. and Art. V, Sec. 13.*]

Section 12. Financial Matters.

- a. The Board of Directors shall approve the Society's budget prior the first meeting of members each fiscal year.
- b. All non-budgeted expenditures over \$500 shall have prior approval of the Board of Directors.
- c. Annually the Board of Directors shall establish a financial reserve, usually expressed as a percentage of anticipated member dues, this reserve is intended for emergency or unplanned expenditures during the fiscal year, or as determined by the Board of Directors. Whenever possible, the Society reserve should be retained in an interest-bearing account with an accredited financial institution.
- d. Each year during the month of April, the Board shall appoint a chairman and at least one (1) other member as an Auditing Committee. They will examine all Society financial records and report their status to the Board prior to the end of the fiscal year.

Section 13. Removal. A Director may be suspended or removed by a vote of the membership, or by a two-thirds vote of the Board of Directors.

ARTICLE VI. COMMITTEES AND SPECIAL INTEREST GROUPS (SIG)

Section 1. Nominating Committee. Prior to the March meeting of the members each year, the President shall appoint a chairman of the Nominating Committee; the chairman shall engage at least one (1) other member, and neither shall be a director or an officer whose term is expiring. It shall be the duty of this committee to identify qualified candidates for each officer position whose term is expiring. 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.

Section 2. Approved Standing Committees.

a. Formation of standing committees shall be designated by resolution of the Board of Directors. Unless otherwise provided in the resolution, the President shall appoint a chairman 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 committees, except the Nominating Committee.

Standing Committees.

- 1. Library Committee.
- 2. Obituary Filing Committee.
- 3. Web Site Committee

Section 3. Ad-Hoc Committees. The President may, from time to time, appoint chairmen and/or members to ad-hoc committees. These committees are usually organized to perform a single, specific function, after which they are disbanded. An Audit Committee is an example. No action of the Board of Directors is required for these committees unless funding is required.

Section 4. Special Interest Groups (SIG).

a. 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.

b. The Board of Directors shall promptly review requests for SIG and their approval shall be in the form of a resolution. A chairman may then be appointed by the President or the Board of Directors.

c. If the Board of Directors rejects the request for SIG, the Secretary will promptly notify the principals. The notification shall state the reasons for the rejection.

d. A Computer Interest Group (CIG) is a Special Interest Group (SIG) as defined herein.

ARTICLE VII. DISSOLUTION

Should two-thirds (2/3) of the Directors vote to dissolve the Society, and two-thirds (2/3) of the members representing a quorum and present at a designated general membership meeting, or special meeting, approve dissolution, the assets remaining after settlement of outstanding liabilities shall be transferred to one or more civil or private groups as determined by the Board of Directors consistent with current law. Historical files and records of the Society shall be turned over to the Director of the Manatee County Historical Records Library.

ARTICLE VIII. MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Society shall begin on the first day of June and end on the last day of May of the following year.

Section 2. 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.

Section 3. Definitions.

a. Chairman. A term used for the leader of a group without regard to gender.

b. Vote. Implies a preference indicated by a simple majority, unless otherwise stated.

c. All terms within this document are used without regard to gender.

Section 4. Rules of Order. Robert's Rules of Order, Newly Revised, shall guide the proceedings of the Society in all instances not covered by these bylaws

Section 5. Supersession. Upon approval of the membership of the Society these Bylaws are immediately in force and supersede all previous bylaws, constitutions, rules and regulations.

~~~~ last item ~~~~

**AUTHENTICATION**

The Board of Directors approved these bylaws by unanimous vote at their regular meeting on February 28, 2007.

These bylaws were submitted for review to the membership of the Society on March 16, 2007 and were adopted by a majority vote of the members on April 4, 2007.

date: 4-25-07

attest: Linda M. Leber

Linda Leber  
Secretary,  
Manasota Genealogical Society, Inc.

date: April 25, 2007

witness: Anne Young

Anne Young  
President,  
Manasota Genealogy Society, Inc.