

Old Broad Bay Family History Association Constitution and Bylaws

Constitution approved November 2007

Bylaws approved February 2008

Constitution

ARTICLE I ORGANIZATIONAL NAME

The name of this organization shall be Old Broad Bay Family History Association.

ARTICLE II PURPOSE

The purpose of the Association shall be to unite people who are descended from the founders of Old Broad Bay (now known as Waldoboro), Maine to:

- (1) preserve the memory of the German founders of the community
- (2) work with the town, county, and state to preserve the original records of the area
- (3) undertake research on the founding families and the community in general

ARTICLE III DURATION

The Association shall be of perpetual duration or until dissolved by the Board of Directors.

ARTICLE IV LOCATION OF ASSOCIATION

The address of the Association's office shall be PO Box Box 1242, Waldoboro, ME 04572, unless otherwise voted on by the Board of Directors.

ARTICLE V MEMBERSHIP

Membership in the Association shall be open to anyone interested in Waldoboro genealogy and history. A member shall remain on the rolls, and be entitled to all prerogatives and rights of membership, provided that the individual has met any requirements for maintaining membership as may be established hereunder.

There are three types of membership: individual, family, and library. An individual membership confers the right to one vote. A family membership confers the right to two votes. A library membership is solely for the purpose of allowing distribution of the newsletter to libraries and historical societies and confers no right to vote. Those members able to cast votes shall be referred to as qualified members in the remaining portions of this document and in the by-laws.

ARTICLE VI ASSOCIATION BUSINESS

The affairs of the Association shall be managed by the Board of directors which shall consist of the duly elected officers and directors. This management shall be subject to, and directed by, action properly taken by the membership at duly called meetings.

ARTICLE VIII AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Amendments to the Constitution and Bylaws shall be made in accordance with the guidelines set forth in Robert's Rules of Order, Newly Revised. Amendments to the Constitution and Bylaws will be presented to the Board of Directors at least sixty (60) days prior to the Annual Reunion and Membership Meeting. Amendments, if approved by the majority of the Board of Directors present at this meeting, will be submitted to the membership of the Association. Notification will be made by mail or through the publication of amendments in the Association's newsletter at least thirty (30) days prior to the Annual membership meeting. Qualified members will cast votes for or against said amendments at the Annual Reunion and Membership Meeting. If approved by the majority of qualified members, the adopted changes will be incorporated into the Constitution and Bylaws.

BYLAWS

I. ANNUAL REUNION AND MEMBERSHIP MEETING

One meeting, determined by the Board of Directors, shall be designated the Annual Reunion and Membership Meeting of the Old Broad Bay Family History Association. The agenda for this meeting will include certain reports, transaction of business that may properly be considered and the election of directors and officers of the Association. Members of the Association shall receive a notice of the Annual Reunion and Membership Meeting via the Association newsletter at least thirty days in advance of the date thereof.

II. SPECIAL MEMBERSHIP MEETINGS

Special membership meetings may periodically be held and may be called by the President, a majority of all directors in office, or fifteen members, provided proper notice is given to the membership, for the purpose of transacting business as may properly be acted upon by the membership. For the purposes of a special meeting, "proper notice" is a written announcement of meeting date, time, location, and purpose of the meeting. This announcement is to be mailed via first class U.S. mail or published in the association newsletter at least 30 days in advance of the meeting date to the membership.

III. QUORUM AND RULES

A quorum at any membership meeting for the transaction of business shall require the presence of at least fifteen qualified members and fifty-percent plus one of the duly elected Board of Directors. Rules for governing the conduct of any membership meeting may be made at and for such meeting by a majority vote of the qualified members present. Lacking definitive rules to the contrary, procedure shall follow Robert's Rules of Order, Newly Revised.

IV. OFFICERS AND DIRECTORS

A. Eligibility to Serve

Persons wishing to pursue election to the Board of Directors or as an officer in the association must have been a member of the association for at least six months prior to the date of their nomination.

B. Election, Number and Terms

1. There shall be a maximum of three (3) duly elected directors. Directors shall serve a term of two (2) years or the remainder of uncompleted terms of directors who were unable to complete their elected terms of office. Two (2) directors shall be elected by a majority of qualified members voting at each annual Membership Meeting. Directors may be elected to more than one term.
2. In addition to the directors, the members of the association shall also elect three officers. These officers will be: President, Vice President & Secretary, and Treasurer, each of whom shall serve a term of two (2) years. Officers may be elected to more than one term, but no more than two of those terms may be consecutive.
3. The Officers of the Board constitute an "Executive Committee" whose duties and powers shall be designated by the Board of Directors.
4. A "year" as used in this section is the time between two consecutive Annual Reunion and Membership Meetings.

C. Vacancies

Any office may be presumed vacant when in the deliberative opinion of the remaining members of the Board unanimously resolve that officer has substantially and continuously failed to perform his or her duty.

In the event a director or officer is removed from office or is unable to complete his or her term, the President or any member of the Board may nominate a replacement with the consent of the Board to serve until the next Annual Membership Meeting. If the unfinished term continues beyond the next Annual Membership Meeting, the membership must vote at that meeting on a replacement to fill the remainder of the term.

D. Removal by Membership

Any officer or director may be removed from office for cause, to be defined by the qualified membership and clearly stated prior to vote on removal, upon two-thirds affirmative vote of the qualified membership present at a duly called special meeting as prescribed in Item II of the Bylaws. The qualified membership shall then fill the vacancy by majority vote for the remainder of the term.

E. Meetings

Meetings of the Board of Directors shall be held two times per year at a regularly scheduled time and location which is to be published in the Association newsletter. One of these two meetings shall be in conjunction with the Annual Reunion and Membership Meeting. Special Board meetings may be called from time to time by the President (or in his or her absence, the Vice President).

Members of the Association may attend Board meetings and may address the Board, but have no vote in any action taken. The agenda for each Board meeting shall have on it a place for comments from members.

Non-members of the Association may attend Board meetings, but have no vote in any action taken.

F. Quorum and Rules of Order

Fifty-one percent of the Directors in office constitute a quorum for the transaction of business. The Board shall use Robert's Rules of Order, Newly Revised, with the right to set its own rule on pertinent issues. When voting on an action, the presiding officer shall have the tie-breaking vote.

Votes may be taken outside of board meetings with the majority consensus of the Board on issues that are time sensitive or extraordinary in nature. Such discussion and voting may be conducted by the President or designated officer(s) via e-mail, fax, or voice communication. The outcome of this vote must be announced to Board members within twenty-four (24) hours of the vote.

G. Actions and Duties

No Board action shall be taken which requests or requires an Officer, Board Member, or Association member to act in any manner contrary to state or federal law or city ordinance or against manifest public interest. It shall be the duty of each and every Board Member to fulfill his fiduciary responsibility conscientiously and in the interests of the Association and its members.

V. DUTIES OF OFFICERS

A. President

It shall be the duty of the President to preside at all membership and Board meetings at which he or she can be present; to appoint all committee chairs and members as may be required by the Bylaws, action of the membership or Board action, and to perform all other duties usually pertaining to this office. The President shall be ex-officio member of all committees, excepting the Nominating Committee.

B. Vice President & Secretary

It shall be the duty of the Vice President to perform as President in case of the absence of the latter from Membership or Board meetings and to accept such other responsibilities as may be properly given him or her by the Membership or Board of Directors. In the event the President is unable to complete his or her term, the Vice President shall assume the Office of President of the Association until such time as a new President can be elected.

In the absence of both President and Vice President, the chair may be temporarily filled from the qualified members present by election, provided the Treasurer is not present. For the purpose of filling the chair, temporarily, to hold such election, the ranking person shall be the Treasurer and then Directors in order of the Board tenure or expiration of their terms, the earliest expiration ranking first among them.

It shall be the duty of the Secretary to act as the Recording Secretary for the Board and to maintain the minutes of the proceedings of all membership and Board meetings. It shall be the duty of the Secretary to transmit by mail or the association newsletter, notices of all duly called Board and Membership meetings; and to perform all other duties usually pertaining to his or her office.

D. Treasurer

It shall be the duty of the Treasurer to receive and keep safe all moneys and to disburse same upon order of the Association or of its Board of Directors. In case of the absence of the Treasurer or of his/her inability or refusal to make withdrawal, any two of the other three officers shall be empowered to make such withdrawals. The Treasurer shall make a report in writing at each Annual Reunion and Membership Meeting, and shall also report at any other

meeting in a manner deemed advisable by the Board; and he/she shall perform all other duties usually pertaining to his/her office.

VI. COMMITTEES

A. Power to Appoint

Committees of one or more individuals may be appointed at the direction of the Board of Directors with appointments made by the President or presiding officer with the consent of the Board of Directors. All committees shall be responsible to report all findings or results of deliberation to the Board of Directors. In no instance will any appointed committee or committee member issue public statements or reports, or take any action, overt or covert, on behalf of itself or the Association, without first gaining approval of the Board of Directors. Members of committees may only be removed from their committee position by action of the President, with the advice and consent of the Board and/or committee chair. No committee chair may appoint additional members to the committee he or she is chairing. All committee members shall be members in good standing of the Association. A member of the Board of Directors shall be a member of each Standing Committee. Three consecutive absences from a duly called committee meeting without excuse shall be deemed a resignation from that committee.

B. Executive Committee

A committee of the officers of the Association, i.e., President, Vice President & Secretary, and Treasurer, will be designated the Executive Committee of the Board of Directors. The Executive Committee may act on issues that are delegated to it by the Board of Directors. In all instances of Executive Committee action, a written report must be created and distributed to the full Board of Directors. Action of the Executive Committee shall not act to relieve the Board and its members of legal responsibility.

C. Committees

Committees, for undertaking projects may be filled in part with non- members, who shall act in the name of the Association only under direction of, and be responsible to, the Board of Directors. A member of the Board of Directors shall be a member of each committee.

E. Nominating Committee

1. A Nominating Committee shall be appointed at least three (3) months prior to the next Annual Reunion and Membership Meeting for the purposes of developing a slate of nominees to fill expiring terms on the Board of Directors, any current vacancies that may exist on the Board. The committee shall also prepare a slate for officers of the association. The committee shall consist of a minimum of three members, none of whom are current officers of the Board, and at least one member shall not be a director, and such member shall be an Association member in good standing of at least one year prior to his appointment. Any director named to the Nominating Committee shall be one whose term is not expiring at the end of that year.

2. The Nominating Committee shall report their slate of candidates to the President and Secretary no less than two months prior to the Annual Membership Meeting. The report shall include biographical data pertinent to the nomination. The slate of nominees shall be published in the association newsletter published immediately prior to the Annual Reunion and Membership Meeting and will be announced at the Annual Reunion and Membership Meeting at which time nominations can be made from the floor by a member.
3. Additional nominations can be made in writing by any three qualified members of the Association, said nominations to be signed by the nominators along with the written acceptance of the nomination by the nominee, and must be in the hands of the Secretary five weeks before the date of the Annual Reunion and Membership Meeting. All nominees must meet the eligibility criteria specified in Item IV-A of these by-laws.
4. A notification of the candidates shall be distributed to all eligible members in the Association's newsletter. This notification must be mailed at least fifteen days prior to the Annual Membership Meeting.

VII. FISCAL YEAR

The official fiscal year shall run from 1 July of one year to 30 June of the succeeding year.

VIII. ADOPTION AND AMENDMENTS

- A. The Board of Directors or qualified members by a majority vote at any membership meeting may originate an amendment to these bylaws. All proposed amendments shall be submitted in writing and shall be subject to regular parliamentary action.
- B. Any amendment thus passing the Board of Directors or the qualified membership shall be mailed via first class U.S. mail to all qualified members at least ten days before a membership meeting, the agenda of which shall include a call for consideration of the amendment(s). The suggested amendment shall be accompanied by the current bylaw it purports to amend, and may include arguments pro and con regarding the amendment.
- C. Only those members of record on the date of the origination of the amendment shall be eligible to vote on the amendment.
- D. The amendment shall be considered adopted and in effect when it is ratified by a majority vote of qualified voting members present at a duly called membership meeting.