

**CARIBBEAN GENEALOGY LIBRARY, INC.  
BYLAWS**

**ARTICLE I - NAME**

The name of this organization is the Caribbean Genealogy Library, Inc. (hereinafter referred to as CGL), a non-profit organization.

**ARTICLE II - PURPOSE**

**Section 2.1 Vision Statement**

As a uniquely Caribbean-based genealogical library and family history research center, CGL will be a model for establishing other such libraries and centers throughout the Caribbean to promote, provide and share access to genealogical, historical and cultural heritage information resources. In strategic partnership with libraries, local governments, universities, and the community of stakeholders which it serves, CGL will increase both the quality and the quantity of Caribbean information resources accessible for genealogists and family historians through the use of technology, and the adherence to library best practices and professional research standards.

**Section 2.2 Mission Statement**

To identify, preserve and provide access to Caribbean genealogy, history and cultural heritage information resources for the Virgin Islands and the Caribbean, and to promote and encourage their use for family history documentation, education and scholarship.

**Section 2.3 Value Statement**

Committed to excellence in serving the needs of the genealogical and local history research community, CGL values:

- Its members and their need for expanded access to genealogical information services and products
- Equal access to Caribbean information and knowledge resources for all genealogists and family historians
- Diversity and inclusiveness of all people of whatever background, belief or nation
- The promotion of professional research standards through continuing education and practical workshops
- Opportunities for networking and collaborative partnerships with other organizations and individuals, throughout the Virgin Islands, the Caribbean, the U.S. and in other countries.
- The use of and reliance on technology to enhance the delivery of information and services to its patrons
- Ethical business practices, including the principles of confidentiality and copyright

- The leadership and mentorship roles of genealogical organizations such as the Federation of Genealogical Societies, the National Genealogical Society and the Genealogical Society of Utah
- The privileges and information access accorded as a recognized Branch of the Family History Library of The Church of Jesus Christ of Latter Day Saints
- The unwavering support and dedicated services of all its volunteers and financial contributors.

## **ARTICLE III - MEMBERSHIP**

### **Section 3.1 Qualification for Membership**

Any person or entity interested in the purposes of the organization is eligible for Membership and is considered a member in good standing upon submission of completed application form and payment of annual dues.

### **Section 3.2 Privileges**

Only members in good standing may vote, hold office or serve as members of a committee in the organization.

### **Section 3.3 Classes**

The classes of membership shall be as follows:

#### 3.3.1 Patron.

Any person who meets the requirements for membership, has paid annual dues specified in Section 3.4, or is otherwise determined by the Membership Committee to satisfy the prerequisites for Patron membership as established by the Board of Directors.

#### 3.3.2 Sustaining.

Any person who meets the requirements for membership, has paid annual dues specified in Section 3.4 or is otherwise determined by the Membership Committee to satisfy the prerequisites for Sustaining membership as established by the Board of Directors.

#### 3.3.3 Family.

Any person who meets the requirements for membership, has paid annual dues specified in Section 3.4 or is otherwise determined by the Membership Committee to satisfy the prerequisites for Family membership as established by the Board of Directors.

#### 3.3.4 Individual.

Any person who meets the requirements for membership, has paid annual dues specified in Section 3.4, or is otherwise determined by the Membership Committee to satisfy the prerequisites for Individual membership as established by the Board of Directors.

### 3.3.5 Student.

Any person who meets the requirements for membership, has paid annual dues specified in Section 3.4 and at the time of enrollment is 18 years old or younger or presents proof of enrollment as a fulltime student in an educational institution. All students, regardless of age, and whether matriculating full- or part-time, and in good standing, are also to be eligible for this class of membership subject to review by the Membership Committee in accordance with the standards for Student membership established by the Board of Directors.

### **Section 3.4 Dues**

The amount of dues shall be established from time to time by the Board of Directors. Dues for all classes of membership are payable at the time of the initial submission of an application form to the Membership Committee. Dues for all classes of membership, except Life Membership, shall be due and payable in advance annually.

## **ARTICLE IV – OFFICERS**

### **Section 4.1 Offices**

The Board of Directors shall elect or appoint from its members at the organizational meeting immediately following the Annual Meeting, a President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. The Board may elect or appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board of Directors may determine from time to time are necessary for the proper management and functioning of CGL. The immediate past President or, if such officer is unable to serve due to resignation, disability or any other reason, any other member of the Board, shall also be elected or appointed by the Board of Directors as Advisor.

### **Section 4.2 Qualifications of Officers**

All officers shall meet the qualifications for membership set forth in Section 3.01 and shall be duly elected or appointed members of the board during their respective term of office. Any two or more offices designated by the Board of Directors may be held by the same person except the offices of President and Secretary or President and Assistant Secretary.

### **Section 4.3 Terms of Office**

The term of office for each officer shall be one year or until a successor is duly designated. The Vice President shall serve in consecutive terms as President and Advisor but is limited to only one term in each office. Likewise, the President shall serve in consecutive term as Advisor but is limited to only one term for each office. All other officers may be elected to serve consecutive terms in the same office but, in any event, no more than three.

### **Section 4.4 Removal**

The Board of Directors may remove any officer from office with or without cause at any time.

## ARTICLE V - DUTIES OF OFFICERS

### **Section 5.1 President**

The President of the organization shall preside at all meetings of the Board of Directors, be responsible for the general management of the organization, appoint all chairs of standing and ad hoc committees, execute documents and instruments on behalf of the organization as authorized by the Board of Directors, and carry out the policies of the organization and resolutions of the Board of Directors and the membership. The President shall serve as member *ex officio* of all committees, except the Nominating Committee. In addition, the President, or his or her designee, shall serve as the organization's representative to the Federation of Genealogical Societies, Inc., and any other professional organizations or associations in which the organization holds membership status. When required, the President shall be empowered to certify resolutions made or actions taken by the Board of Directors or the membership.

### **Section 5.2 Vice President**

The Vice President of the organization shall assume the duties of the presidency in the absence or disability or at the request of the President, serve as Chair of the Long Range Planning Committee, and perform such other duties as may be prescribed by the Board of Directors.

### **Section 5.3 Recording Secretary**

The Recording Secretary shall serve notices for and take the minutes of meetings of CGL, be accountable for maintaining security and access to organizational records, and perform such other duties as may be prescribed by the Board of Directors.

### **Section 5.4 Corresponding Secretary**

The Corresponding Secretary shall receive and distribute all correspondence of the CGL, be responsible for responding to letters and other types of correspondence, and perform such other duties as may be prescribed by the Board of Directors.

### **Section 5.5 Treasurer**

The Treasurer shall have the care and custody of the assets and securities of the organization, oversee the financial budgeting, management, documentation, audit and reporting of the organization, execute documents and instruments on behalf of the organization as authorized by the Board of Directors, and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall serve as Chair of the Finance Committee.

### **Section 5.6 Advisor**

The immediate past President shall serve as Advisor to the Board and shall be a member of the Executive Committee.

### **Section 5.7 Other Officers**

Other officers duly designated, and elected or appointed from time to time by the Board of Directors, shall be prescribed such duties as the Board of Directors may determine necessary for the proper management of the organization.

## **ARTICLE VI - MEMBERSHIP MEETINGS**

### **Section 6.1 Meetings**

#### **6.1.1. Annual Meeting**

The Annual Membership Meeting shall be held, upon proper notice, in January of each year in St. Thomas, U.S. Virgin Islands, at a date, time and location determined by the Board of Directors.

#### **6.1.2 Special Meetings**

Special Meetings of the Membership may be held, upon proper notice, in St. Thomas at the request of the Board of Directors or by the Secretary on behalf of the Members when required to do so by law or by petition in writing of two-thirds (2/3) of the then current Members in good standing.

### **Section 6.2 Notices**

#### **6.2.1 Record Date**

Unless otherwise stated, the record date for the determination of Members in good standing entitled to notice of a membership meeting shall be the close of business on the day next preceding the day on which notice of such meeting is given pursuant to Section 6.2.2 or Section 6.2.3.

#### **6.2.2 Annual Meeting Notices**

Written notice, in writing, by fax or by email, stating the date, time and location of the meeting shall be given not more than 30 days and not less than 14 days in advance of the Annual Meeting.

#### **6.2.3 Special Meeting Notices**

Notices for Special Meetings shall state the purpose or purposes for which the meeting is called. At any Special Meeting only the business stated in the Notice of Meeting may be transacted thereat.

#### **6.2.4 Method of Delivery**

The Notice of Meeting shall be given not less than 10 days nor more than 30 days before the meeting date either personally, by first class mail, or via email to each Member at the address for said Member recorded on the records of the organization and, if mailed, shall be deemed given when deposited with postage prepaid in a U.S. Postal Service depository or, if emailed, transmitted electronically.

#### **6.2.5 Waiver**

The attendance of a Member in person at a meeting without protesting the lack of notice of the meeting shall constitute a waiver of notice by such Member.

### **Section 6.3 Quorum**

Except as otherwise may be provided by law, the Members entitled to cast a majority of the total number of votes entitled to be cast at the meeting shall constitute a quorum at a meeting of Members for the transaction of any business. In the absence of a quorum, the Members present may adjourn the meeting.

### **Section 6.4 Voting**

6.4.1 Each membership shall entitle the holder thereof to one vote.

6.4.2 Proxy Voting. At any Annual Membership Meeting or at any Special Meeting of the Membership, every Member entitled to vote at the meeting may do so either in person or by written proxy signed by the Member. Only proxies executed on a proxy form authorized by the Secretary will be recognized.

6.4.3 In the election of Directors, a plurality of the votes cast by the voters present in person or by proxy shall elect. Except as otherwise may be provided by law, all other action shall be by a majority of the votes cast.

6.4.4 Mail Ballot. Members may vote for Directors during the annual election of Directors on a mail ballot provided by the Secretary. Mail ballots must be completed, signed, and mailed to the Secretary by first class US mail and must be received on or before the election date.

### **Section 6.5 Action by Unanimous Written Consent**

Whenever the vote of Members is required or permitted, such action may be taken without a meeting by written consent setting forth the action taken and signed by all Members in good standing entitled to vote on such action.

### **Section 6.6 Attendance by Electronic or Digital Means**

Members of the board may participate in a meeting by conference call or similar means of voice or video communications equipment as long as the board is notified in advance and such equipment is available and operable at the time and location set for the meeting.

## **ARTICLE VII - BOARD OF DIRECTORS**

### **Section 7.1 Membership**

The organization shall be managed by a Board of Directors with a maximum membership of fifteen (15) persons, but in any event, not less than nine (9) persons, each of whom must be a member of good standing of CGL.

### **Section 7.2 Duties**

The duties of the Board of Directors shall be to provide governance to fulfill the mission and carry out the programs of CGL. The Members of the Board of Directors and its officers shall represent the organization in the community and by virtue of office accept ultimate legal

authority for the Board in organizational and operational oversight, strategic planning and audit responsibilities.

### **Section 7.3 Executive Committee**

An Executive Committee comprised of Members of the Board of the Directors of the organization appointed or elected as officers shall be empowered between the regular meetings of the Board of Directors to act on behalf of the organization in order to carry out the policies and objectives of the organization. From time to time the President may designate such other Members of the Board to serve on the Executive Committee on an interim basis as may be necessary or expedient to carry out the purposes of the organization.

### **Section 7.4 Quorum**

Except to the extent provided herein or in the Articles of Incorporation, a majority of all the Members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more Directors a quorum shall consist of a majority of the Directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the Members of the Board of Directors excluding the vacancy.

### **Section 7.5 Majority**

Except as otherwise provided by law or these Bylaws, actions authorized, acts approved or resolutions adopted by the Board of Directors shall first be subject to establishment of a quorum as provided in Section 7.4, and then agreed to by a majority of the Directors present at the time of vote.

### **Section 7.6 Unanimous Written Consent**

Any action authorized by resolution in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the organization shall be considered the approved act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a Board of Directors meeting duly convened under Section 7.7.

### **Section 7.7 Meetings**

#### **7.7.1 Regular Meetings**

The Board of Directors shall meet regularly each month at least ten (10) times a year. Meetings shall be convened at a place and time to be fixed by the Board of Directors. If approved by the Board of Directors, attendance at such meetings may be via telephone or video conferencing or other live electronic media.

#### **7.7.2 Annual Meeting**

Immediately following the election of the Board of Directors at the Annual Membership Meeting, an Annual Meeting of the Board of Directors shall be convened for the purposes of holding officer elections, fixing the dates for Regular Meetings for the forthcoming year and other organizational matters.

### 7.7.3 Special Meetings

Special Meetings of the Board of Directors may be called as needed by or at the direction of the President, or by a majority of Directors then elected.

## **Section 7.8 Notices**

### 7.8.1 Regular Meeting Notices

No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed.

### 7.8.2 Special Meeting Notices

Written, oral, electronic, digital or any other method of notice of the time and place shall be given for Special Meetings of the Board of Directors sufficiently in advance for the convenient assembly of the members of the Board. The notice need not specify the purpose of such meeting.

### 7.8.3 Waiver of Notice

The requirement for furnishing notice of a meeting under this section may be waived by any Director who executes a Waiver of Notice before or after the meeting or who attends the meeting without protesting lack of notice.

## **Section 7.9 Attendance by Electronic or Digital Means**

Members of the Board may participate in a meeting by conference call or similar means of voice or video communications equipment as long as the Board is notified in advance and such equipment is available and operable at the time and location set for the meeting.

## **Section 7.10 Elections and Terms**

Directors shall be elected by the Membership at the Annual Membership Meeting for two-year terms. No director shall serve more than two (2) consecutive terms. Each Director shall hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his or her prior resignation or removal as hereinafter provided. To provide continuity and consistency in planning, term expirations shall be staggered such that no more than one-half of the Members of the Board are elected by the Membership at any annual meeting. Initial staggered terms shall be recommended by the Nominating Committee.

## **Section 7.11 Resignation**

A Director may resign at any time by giving written notice to the Board of Directors or to an officer of the organization. Unless otherwise specified, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to be effective.

## **Section 7.12 Removal**

Any or all of the members of the Board of Directors may be removed with or without cause by vote of a majority of the Members of the organization. The Board of Directors may remove any Director for cause only. Reason for cause shall include but not be limited to, failure to attend three (3) consecutive regular board meetings.

### **Section 7.13 Interim Vacancies**

Interim vacancies in the Board of Directors may be filled by a vote of the majority of the remaining members of the Board of Directors, although less than a quorum, unless otherwise specified in the Articles of Incorporation. A Director elected under this section to fill a vacancy, whether caused by resignation, death or removal, shall be elected to hold office for the unexpired term of his or her predecessor.

### **Section 7.14 Honorary Positions**

From time to time, as it seems fit, the Board of Directors may designate persons as honorary members to fill non-voting positions. The number and terms of these positions shall be determined by the Board of Directors.

## **ARTICLE VIII - COMMITTEES**

### **Section 8.1 Establishment**

The Board of Directors shall establish Standing Committees for the purposes set forth in Section 8.5 below, as well as any other purposes deemed appropriate and so designated by the Board of Directors. The Board of Directors may also establish *ad hoc* committees as defined in Section 8.6. All committees and their members shall be accountable to the Board of Directors.

### **Section 8.2 Members**

Each Committee established by the Board of Directors shall be comprised of at least two (2) persons, at least one of whom shall be a Director. Members of all committees shall be members in good standing of the organization.

### **Section 8.3 Committee Chairs**

Unless otherwise provided by these Bylaws, the President, or in his absence the Board of Directors, shall designate as Chair of each Standing Committee and *ad hoc* committee a member of the Board of Directors.

### **Section 8.4 Meetings**

Committee members shall meeting at least quarterly or more often as required or desired. A report summarizing committee activities and plans shall be presented through the Chair to the Board at each meeting of the Board.

### **Section 8.5 Standing Committees**

8.5.1 Membership - The Membership Committee shall establish a program to enlist new members and to accurately and timely maintain the membership records of the organization.

8.5.2 Finance - The Finance Committee shall advise and report to the Board of Directors on the organization's financial matters, as well as assist the Treasurer annually with the preparation of an organizational budget for presentation to the Board of Directors for review and approval.

8.5.3 Programs and Services - The Programs and Services Committee annually shall develop a program of events, projects and workshops sponsored by the organization, the Annual Membership Meeting and any other special events that may be scheduled for the organization's participation or benefit. The program shall be presented to the Board of Directors for review and approval.

8.5.4 Fundraising - The Fundraising Committee shall be responsible for short-term and long-range fundraising and financial planning, including, but not limited to, the solicitation of donations and securing grants.

8.5.5 Communications - The Communications Committee shall be responsible for all publicity and public relations for the organization including, if appropriate, a Web site and a newsletter.

8.5.6 Long Range Planning - The Long Range Planning Committee shall be responsible for establishing long-range goals and strategic objectives for the organization to achieve its mission and presenting to the Board of Directors a plan for implementing and evaluating same.

8.5.7 Library Management - The Library Management Committee shall be responsible for the optimal care, management, organization and maintenance of CGL's library assets, and shall develop, maintain and periodically review, subject to the approval of the Board of Directors, policies and procedures for the efficient management of such assets.

8.5.8 Board Development - The Board Development Committee shall consist of three (3) members, comprised of one Board member and two non-Board members, and shall be responsible for matters pertaining to Board of Director's recruitment, nominations, orientation, training, and evaluation in accordance with the by-laws of the organization as well as established policies and practices approved by the Board of Directors.

### **Section 8.6 Ad Hoc Committees**

From time to time, as needs warrant, the Board of Directors may also establish *ad hoc* committees specifying the size, duration, purpose and responsibilities of such committees.

## **ARTICLE IX - INDEMNIFICATION**

Every member of the Board of Directors or officer of the organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board or officers in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board or an officer of the organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of

indemnification shall be in addition and not exclusive of all other rights which such member of the Board or officer is otherwise entitled.

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order*, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws, and any other special rules of order which may be adopted.

## **ARTICLE XI - AMENDMENT OF BYLAWS**

### **Section 11.1 By Membership**

All bylaws of the organization shall be subject to alteration or repeal, and new bylaws may be adopted, by a majority vote of the Members present, in person or by proxy, of the Members entitled to vote at any Annual Membership Meeting or at any Special Meeting of the Membership called for such purpose. All persons now Members of the organization or who hereafter may become Members of the organization are required to affix his or her signature to a copy of these Bylaws, and any subsequent amendments, maintained in the records of the organization, as required under Title 13, Chapter 3, Section 495 of the Virgin Islands Code.

### **Section 11.2 By Board of Directors**

The Board of Directors shall have the power to make, alter or repeal, from time to time, Bylaws of the organization, subject to repeal or alteration by the Members, except that the Board of Directors may not amend or repeal any bylaw in which control thereof is vested exclusively in the Members.

### **Section 11.3 Notice**

If any bylaw regulating an impending election of Directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of Members for the election of Directors, the bylaw so made, amended or repealed, together with a concise statement of the changes made.

### **Section 11.4 Effective Date**

Changes to these bylaws, as they may be amended or repealed from time to time under this Section, shall be effective (a) when duly adopted by a majority of the Membership or (b) when duly adopted by the Board of Directors.

*Approved and adopted by the members of the Caribbean Genealogy Library, Inc., at a annual meeting duly held on February 1, 2009.*

*Adopted by the Board of Directors of the Caribbean Genealogy Library, Inc., at a meeting duly convened on July 15, 2007.*