

# **Dane County Area Genealogical Society**

## **BYLAWS**

### **Article I - Name**

The name of the organization shall be **Dane County Area Genealogical Society**. The main office shall be in Madison, WI.

### **Article II - Purpose**

#### **Section 1. Purpose**

The purpose of this organization shall be exclusively charitable and educational within the meaning of section 501 (c)(3) of the Internal Revenue Code. It aims to provide an association of persons interested in genealogy, to assist them in their personal genealogy pursuits by means of holding meetings for instruction and pleasure. It shall also foster and increase an interest in both traditional and computer assisted genealogy, and to work with persons of a like mind to ensure that public records in Wisconsin remain open for genealogical and historical research.

#### **Section 2. Inurement of Income**

No part of the net earnings of the society shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the society shall be authorized and empowered to pay reasonable compensation for services rendered.

#### **Section 3. Legislative or Political Activities**

No substantial part of the activities of the society shall be the carrying on of propaganda or otherwise attempting to influence legislation and the society shall not participate or intervene in (including the publishing or distribution of statements) any campaign on behalf of any candidate for public office.

#### **Section 4. Operational Limitations**

Notwithstanding any other provisions of these articles, the society shall not carry on any other activities not permitted to be carried on (a) by a society exempt from Federal Income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions, to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **Article III - Membership**

#### **Section 1. Qualifications**

- a. Any person, or organization, who is interested in genealogy, who intends to further the business and purposes of this Society and to abide by the rules thereof, who applies for membership and tenders the necessary dues, shall thereby become a voting member of this Society.
- b. The organization does not advocate, support or practice unlawful discrimination based on age, ethnicity, gender, national origin, disability, race, size, religion, sexual orientation or socioeconomic background.

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### Section 2. Good Standing

A member in Good Standing is defined as one that is current in payment of dues, has taken no action tending to injure the good name of the Society, disturb its well-being, or hamper it in its work, and who is otherwise in compliance with the Bylaws.

### Section 3. Categories of Memberships

- a. The Governing Board shall establish categories of membership and review these categories as needed.
- b. Categories of membership and associated dues will be published annually in the Society's newsletter and website.

### Section 4. Records

The Treasurer shall maintain a permanent membership file, containing the names of all members of record since the organization of this Society showing the type of membership held.

### Section 5. Removal from the Rolls

Any member who is declared to be no longer a member in good standing by majority vote of the Governing Board shall be removed from the rolls immediately upon action by the Governing Board, and shall be promptly notified of such removal by the Secretary. Except that removal for nonpayment of dues shall not take place until any period of grace established in the Policy and Procedures Manual has expired and shall not require a vote of the Governing Board. The fact of removal and the reason therefore shall be recorded in the individual membership file.

## **Article IV - Officers**

### Section 1. Identification and duties

- a. The elected Officers of this Society shall be President, Vice-president, Secretary, and Treasurer.
- b. The officers shall perform the duties prescribed by these Bylaws, officially adopted policies as published in the Policy and Procedures Manual, and by the parliamentary authority adopted by the Society.

### Section 2. Election

- a. Elections shall be conducted by ballot. Ballots will be distributed via the newsletter following the annual meeting. Ballots are to be returned on or before the next scheduled membership meeting. All members in good standing shall be entitled to cast one vote for each office listed on the ballot.
- b. The Nominating Committee shall nominate at least one person for each office to be filled. All nominees must be members in good standing.
- c. A simple majority of the votes cast for the office in question shall be required to elect.
- d. The timeline for actions related to the nomination and election of officers shall be established by the Governing Board and published according to procedures established in the Policy and Procedures Manual.

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- e. All candidates shall be informed of the results of the election, and the date of the next meeting of the Governing Board at which those elected shall assume office. The membership shall be informed of the results of the election in a publication of the Society.

### Section 3. Terms of Office

- a. Officers shall be elected to terms of two (2) years. In the organizing year the vice president and the treasurer will be elected to a one (1) year term.
- b. Officers shall serve no more than two full consecutive terms in the same office. This provision shall not be interpreted to bar election to a different office or election to an office previously held after a period of two years out of that office. A full term is defined as one-half or more of the term for which elected.

### Section 4. Removal from Office

- a. Any officer shall be removed from office immediately upon determination by the Governing Board that he or she is no longer a member of the Society in good standing.
- b. Two or more unexcused absences from the Governing Board meetings during any 12 month period shall be grounds for removal of a voting member from the Governing Board by two-thirds vote of the Governing Board even though the voting member remains a member in good standing of this Society. An unexcused absence is one in which neither the President nor Secretary has been notified before the meeting has been called to order that the member will not be present.

## Article V - Meetings

### Section 1. Membership Meetings

- a. The Society shall meet regularly, the dates and places to be set by the Governing Board.
- b. The Annual Business Meeting shall be held in November.
- c. Special meetings of the membership may be called at any time by the Governing Board or by petition signed by no less than twenty members in good standing, and shall be held at such place or places as may be designated in the notice of the meeting.
- d. Published notice of the time and place where a meeting is to be held, and the purpose, shall be distributed at least ten (10) days prior to the date of the meeting.
- e. A quorum shall consist of ten (10) members entitled to vote. A quorum must be present in person to constitute a valid meeting.
- f. The membership and fiscal years shall be January through December.

## Article VI - Governing Board

### Section 1. Composition

- a. Voting members of the Governing Board shall consist of the Officers, the immediate past president, and the Chairpersons of Standing Committees.
- b. The Plan of Merger jointly adopted with these Bylaws is incorporated in these Bylaws by reference as if it were herein fully set forth. Upon the effective date of merger the initial organization of the Society shall be in accord with the Plan of Merger.

### Section 2. Powers of the Governing Board

- a. The Governing Board shall conduct the affairs of the Society. Such matters as are subject to ratification by the members shall be submitted to the Membership for vote at the next business meeting unless special circumstances apply.

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- b. The Governing Board shall require the chairperson of each standing and special committee to keep records and to report at meetings of the Governing Board or of the Membership.
- c. The Governing Board shall fill any vacancy which may occur in any of the offices.

### Section 3. Policy and Procedures Manual

- a. The Governing Board shall adopt such policies as are necessary to establish rules governing the conduct of the Society's business. Such policies shall be in furtherance of and consistent with the purpose of this Society and these bylaws. Such policies shall include job descriptions for all officers and responsibilities and functions of standing committees.
- b. Policies adopted by the Governing Board shall be published and preserved in a Policy and Procedures Manual, a copy of which shall be provided to each officer and standing committee chair. The Policy and Procedures Manual shall include copies of all policies adopted by the Governing Board, procedural rules developed in implementation of policies, and such other documents as the Governing Board shall prescribe.

## Article VII - Committees

### Section 1. Standing Committees

- a. Following annual elections and promptly after the first meeting of the Governing Board, the President, in consultation with the Governing Board, shall appoint the following Standing Committees. The responsibilities and functions of each standing committee shall be defined in the Policy and Procedures Manual.
  - 1) The Executive Committee shall consist of the President, Vice-president, Secretary, Treasurer and immediate past president. It shall have and may exercise all powers of the Governing Board when the Board is not in session except that it may not appoint officers.
  - 2) The Membership Committee shall consist of one or more appointed members. It shall be responsible for active efforts to enlist and maintain the membership in the Society, shall determine benefits for members, and shall oversee the maintenance of membership records.
  - 3) The Public Relations Committee shall consist of one or more appointed members. It shall be responsible for extending the advantages of the society as well as to publicize and promote the activities and projects of the Society.
  - 4) The Program and Education Committee shall consist of two or more appointed members. It shall have general oversight for the planning and producing of events and programs.
  - 5) The Newsletter Committee shall consist of two or more appointed members. It shall have the responsibility of preparing the Society's newsletter.
  - 6) The Historian Committee shall consist of one or more appointed members. It shall have the responsibility of storing and cataloging the Society's historical records.
  - 7) The Webmaster committee shall consist of one or more appointed members. It shall have the responsibility of maintaining the Society's web page and linked sites

### Section 2. Special Committees.

When possible the nominating committee shall consist of the three most immediate past presidents. In other situations, if applicable, the immediate past presidents of each of the merged organizations; or members who are not prospective officers for that election, should be selected. The Nominating Committee shall choose its own chairperson, the duties of the Committee are detailed in Article IV, Section 2b.

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### **Section 3. Other Committees; President's Ex-Officio Committee Membership.**

Such other committees, standing or special, shall be appointed by the President, as the Society or the Governing Board shall from time to time deem necessary, to carry on the work of the Society. The President shall be an ex-officio member of all committees except the Nominating Committee.

### **Article VIII - Affiliation with the Wisconsin State Genealogical Society**

The Society will maintain "affiliate status" with the Wisconsin State Genealogical Society (WSGS).

### **Article IX - Parliamentary Authority**

The Standard Code of Parliamentary Procedure by Alice Sturgis shall govern the proceedings of this organization not herein provided for.

### **Article X - Amendments**

These Bylaws may be amended by a vote of two-thirds of the members voting. Notice of the proposal to amend, to include the text of the proposed amendment and a brief explanation of its effect shall be distributed to the membership at least 30 days prior to the scheduled vote.

### **Article XI - Dissolution**

#### **Section 1.**

The organization may be dissolved by a majority vote of the Governing Board and upon the adoption by a majority vote of the membership replying within thirty (30) days by a mail ballot sent to all voting members of the organization. All valid votes shall be counted by a committee appointed by the President and the results reported to the membership.

#### **Section 2.**

The assets and records of the Society shall be transferred to the State Historical Society and/or the Wisconsin Historical Foundation provided they are exempt as section 501 (c)(3) organizations. The Governing Board shall determine the final distribution.

#### **Section 3. Dissolution Clause**

Upon the dissolution of the society the officers shall after paying or making provisions for the payment of all liabilities of the society, dispose of all assets of the society exclusively for the purposes of the society in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the officers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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### **Article XII - Merger**

#### Section 1.

The Society may merge with another genealogical organization if determined by a majority vote of the Board and upon the adoption by a majority vote of the membership replying within thirty (30) days by a mail ballot sent to all voting members of the organization. All valid votes shall be counted by a committee appointed by the President and the results reported to the membership.

#### Section 2.

If the Society is merged into the other genealogical organization, rather than being the surviving entity into which the other organization is being merged, the assets held by the Society at the time of merger shall be used to the extent necessary to meet all expenses of the Society including the costs of merger. All remaining assets shall be transferred in accordance with Article XI Section 3.