

Rush County Genealogical Society By-Laws

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Rush County Genealogical Society By-Laws

Article I: Name, Official Year, Address & No Debt Policy

Section 1: The name of this organization shall be Rush County Genealogical Society (hereafter identified as Society). The annual and fiscal years of this Society begin January 1.

Section 2: The official address of this Society shall be: Rush County Genealogical Society, PO Box 293, Milroy, IN 46156. The email address is rcgsociety@gmail.com. The Society does not maintain a telephone or fax service beyond those of the consenting officers.

Section 3: The Society will not have any power to enter into any debts or loans of monies for any reason, but may accept membership fees, prepaid service payments, and/or donations under the provisions and privileges of its non-profit corporation rules.

Article II: Service Areas and Purpose

Section 1: Service Areas: The Society's geographical area is intended to serve the county of Rush in the state of Indiana.

Section 2: Purposes: The purposes of the Society shall be the promotion of genealogical and family history research and education, with specific focus upon the following:

- A. Fostering an interest in genealogy and family history throughout the area of the Society.
- B. Providing educational activities and programs to enrich genealogy research and resources in general, but in the geographical area of this Society in particular.
- C. Facilitating the research and resources related to genealogy in general, but in the geographical area of this Society in particular.
- D. Promoting and supporting volunteer efforts that enrich the efforts and/or resources of the geographical areas served by this Society.
- E. To offer various enrichment and encouragement activities related to genealogy to Society active members.

Article III: Membership

Section 1: Membership Types

- A. Individual:** One person entitled to one vote, one event notice to all Regular Members, and one copy of Regular Member communications. Individual Regular Member annual dues are \$15.
- B. Family:** Persons living at the same address qualify as Regular Family Members with only one vote in all Society matters (any of those listed may cast that one vote, but any adult Regular Family Member is eligible to hold Society offices). Regular Family Member annual dues are \$20.

- C. **Student:** Must be a current high school or college student age 25 or under. Student members are eligible to vote on any society matter but are ineligible to hold a Society office. Student member annual dues are \$5.

Section 2: Membership Dismissal

In any case where any member of the Society is deemed by the unanimous vote of the Board of Directors a serious detriment to the Society, that membership may be terminated by the Society. Any Regular Membership so terminated may request the Board of Directors an opportunity to appeal to a special hearing of the Board of Directors and all Standing Committee Chairpersons (called the Appeals Committee) at a time and place of mutual convenience announced by the Society President who shall preside at such a hearing unless the Board of Directors recommends a different Chairperson from the Board of Directors. At an appeal hearing, the discussion must not exceed one hour and will conclude with a simply vote aye or nay to confirm the recommendation of the Board of Directors. A 2/3 vote of the present Appeals Committee will constitute the Society's final solution to dismissal matters.

Article IV: Meetings

Section 1: Society Annual Meeting

There shall be an Annual Meeting of the Regular Members of the Society during the regular November monthly meeting, which is held the second Saturday of the month at a specified location, at 11AM unless notified otherwise. The Annual Meeting of the Society shall be chaired by the Society President (or in the absence of the President, by the Society Vice-President). It shall be the specific purpose of the Society Annual Meeting to accomplish at least the following tasks:

- A. Elect officers for the following calendar year
- B. Approve a Budget for the following calendar year
- C. Conduct any other official Society business put before the membership

Section 2: Regular Society Meetings

Monthly meetings will be held every month on the second Saturday at 11:00AM at a specified location, unless notified otherwise.

Section 3: Special Society Meetings

With at least ten days advanced notice to all Regular Members of the Society by email (using the email address on file with the Society) or by postal delivery to the member (at the Society address on file when a member does not have an active email address on file with the Society), there may be Special Meetings of the Society called by the majority of the Board of Directors or by any ten Regular Members who formally in written petition request to the Board of Directors a Special Meeting of the Society. Special Meetings must be limited to the announce purposes of the Special Meeting and be conducted by the Current Board of Directors who shall designate the presiding Chairperson of the Special Meeting, usually the current Society President (unless the Board deems appropriate to designate a different officer to preside over the Special Meeting).

Section 4: Board of Directors Regular Meetings

The elected Board of Directors, hereafter referred to as the Board, shall meet quarterly. The Board consists of five members: President, Vice-President, Secretary/Membership Director, Treasurer, and Historian. The purpose of these meetings is to conduct the business of the Society within these By-Laws and Articles of Corporation.

Elected officers shall each have one vote at all meetings of the Board of any type or time and majority vote of a quorum constitutes official Board action unless otherwise specified in these By-laws. Those present at the duly called meetings will constitute a quorum if there is a minimum of 2/3 officers present. All Board meetings will be chaired by the Society President or in absence of the President, by the Vice-President. All official actions of the Board will be recorded and distributed to the Society at the earliest feasible Society regular news bulletins, but also be available within ten days upon request by any Regular Member to the Society Secretary. Meetings of the Board may be recessed to a time and place selected by majority vote of the Board members. The President (or Vice-President if the President is unable to provide the call) may call added meetings of the Board with ten days notice to all Board members, stating the initial purpose of the added meeting. However, at such added meetings the Board may, by majority vote of those present, also consider any business of the Board.

Section 5: Corporation Meetings

The Board shall also serve as the Board of Directors for the current Society Articles of Corporation. Meetings of the Corporation will be conducted similarly to the procedures of Society Annual or Special Meetings. Such Meetings will be open to any Society Member of good standing.

Article V: Officers and Executive Board of Directors

The elected officers of this Society shall be Regular Members of this Society. Those elected officers constitute the Executive Board of Directors of this Society hereafter referred to as the Board.

Elections will be by written, private ballot (without exception) signed by a Regular Member at the Annual Meeting. However, if the Nominating Committee pre-approves a Regular Member request for due cause (such as being hospitalized, etc.) to be allowed an election absentee ballot, the nominating committee may accept a written absentee ballot as much as ten days in advance of the Annual Meeting, but not later than 24 hours prior to the announced opening of an Annual Meeting.

All officers will be elected at the Society Annual Meeting duly called and assume their office functions with induction at the first regular Society meeting of January. However, for the purpose of any and all Society reports required at the end of the calendar year, the active Board is authorized to report the new Board of Directors as officially elected as of their elections at the November Annual Meeting.

Section 1: President

The Society President shall be the official representative of the Society, preside over all Society meetings (regular, special, or Board), and all events of the Society. The President will be a member ex-officio of all committees (regular or ad hoc). The President will have the authority to appoint a designee (typically the Vice-President) to preside over any event or meeting when the President can not appear for any reason. The President may also appoint any designee as member ex-official to any committee meeting

when the President cannot appear. The President shall have one vote on the Board and one vote in all Society meetings.

Unless specifically accepted in these By-laws (such as Chairperson of the Nominations Committee, the elected Membership Manager, etc), the President will appoint to serve at the pleasure of the President all Committee Chairpersons. The President will have authority to appoint and dismiss Ad hoc Committees, their members, and their Chairpersons who all serve at the pleasure of the President.

The President serves a term of one year and may be reelected to a total of three consecutive terms (four years total). It is permitted for a past President to be nominated for President again only after three years of the end of the last elected term of that person unless by 2/3 vote of the Society present in a special meeting these provisions are waived.

Section 2: Vice-President

The Vice-President shall serve as President of any official Society meeting, Board meeting, Society event, or Society representation at the request of the President or in absence of the Society President when approved by the majority of the Board.

The Vice-President shall serve as the Society Nominating and Elections Committee Chairperson.

The President may request the Vice-President to perform special services for the Society; however, the Vice-President shall have only one vote in the Board, regardless of the services performed by request or designation of these By-laws.

The Vice-President is elected for one year, but may be reelected to that office for three terms (total four years). After two years since the end of the last term of this office, the Vice-President can be eligible for nomination as Vice-President.

Section 3: Secretary/Membership Manager

The Secretary/Membership Manager shall have one vote on the Board. The Secretary/Membership Manager shall create for approval in writing, at the next following Board meeting, the official minutes of the previous Board and assure proper distribution of the official actions of the Board to the Society within ten days before Board or Society meetings. There will be at least one copy of all official minutes of the Society and/or Board minutes submitted to the Historian within ten days of any official meeting of those groups. The Secretary/Membership Manager will also serve as recording and corresponding Secretary for the Board and/or the President.

The Secretary/Membership Manager will be responsible for the production and distribution (via postal and email) of all quarterly BULLETINS and necessary RCGS notices from contributions of the President, Board Members, Chairpersons, and Board approved submissions from general members.

The Secretary/Membership Manager is elected for one year, but may be reelected for three years (four years total) and after two years since that end of a previous term may again be eligible for nomination as Secretary/Membership Manager.

It is the specific function of the Secretary/Membership Manager to recruit and promote Society memberships, to assure a current and accurate membership roster at all times, and to report to the Board any deceased individual Regular Member. When known, the Secretary/Membership Manager will also alert the Board of any special event of any Regular Member deemed by the Manager of particular Board recognition, such as public honors, family deaths, etc.

Section 4: Treasurer

The Treasurer shall be a co-signer with the Society President and/or Vice President of all Society checking and/or savings accounts or Society payments; chair the Society Financial Committee, and provide a written financial report at each Annual Meeting of the Society, every regular Board meeting, and at any special meeting of the Society or Board upon request of the presiding officer. If the Board deems it to be prudent for the Society, the Treasurer may be bonded. The Treasurer is elected for one year, but may be reelected for three years (four years total) and after two years since the end of the last elected term in that office may be eligible again for nomination to that office.

Section 5: Historian

The Historian shall have one vote on the board. The Historian will be responsible for keeping archived copies of all Meeting minutes, including Monthly Meetings, Special Meetings, Board Meetings, Annual Meetings and Corporation Meetings. The Historian will also keep a record of the group's accomplishments and activities for the year. The Historian will also keep copies of any transcribed records, photographs, etc the Society does as a group effort.

The Historian is elected for one year, but may be reelected for three years (four years total) and after two years since the end of the last elected term in that office may be eligible again for nomination to that office.

Section 6: Vacancies and Impeachment

- A. **President:** Upon the unexcused absence of the President for three consecutive official Society meetings (regular, special, or Board), or events of the Society; or upon any circumstance that the President is unable to continue to function and serve as the President of the Society, the Vice-President shall call for a Board Special Meeting for the Replacement of President.

At the Board Special Meeting for the Replacement of President, the Board shall affirm that the vacancy circumstances are valid, and if so affirmed by the Board, the Vice-President shall become the President of the Society with all the authority and responsibilities of the office for the remainder of the term.

- B. **All Other Officers:** Any Other Officer (Vice President, Secretary/Membership Manager, Treasurer, or Historian), who is absent for three consecutive Board meetings without Board excuse, or upon any circumstance that the Officer is unable to continue to function and serve in the elected duties of that position, that position will be deemed vacant. Such vacancies will be filled by appointment by the President to serve the remaining term of the replaced officer with identical authorities and duties.

- C. **Impeachment:** Any officer who, in the unanimous opinion of the remainder of the Board, does not represent the Society with public honor and dignity (specifically to include conviction of any criminal felony behavior) may be impeached without further Society action.

Section 7: Past President

The immediate Past-President shall be member ex-officio of the Board of Directors with voice, but without vote. The Past-President automatically serves with the Archives Committee. This position is primarily an advisory one, but will hopefully demonstrate active service to assure added continuity in the activities of the Board. The immediate Past-President serves to the last term of the current President unless he/she recruits replacement by another Past-President.

Section 8: Board of Directors

The Society Board is composed of the membership of the elected officers to act in behalf of the Society between Society meetings.

Article VI: Committees

Section 1:

Committees of the Society shall be designated in the RCGS Standing Rules.

Section 2:

The president shall be an Ex-Officio member of all Committees except the Nominations and Election Committee.

Section 3:

The President shall select and appoint all Committee Chairpersons, except the Chairpersons of the Finance Committee, the Membership Committee, and the Nomination and Election Committee, which are part of the duties of those elected Officials in Article V.

Section 4:

The Nomination and Election Committee shall be comprised of three persons: The Vice-President, who shall be the Chairperson, and two Society Members in good standing.

Article VII: Rules and Procedures

The Rules and Procedures of the Society will rely upon interpretations of our corporation articles, these By-laws, and the current edition of "Robert's Rules of Order." If necessary, the Society President will appoint a qualified parliamentarian for any issue needing interpretation, but in cases of continued variance in interpretations, the Society President shall have authority to announce a resolution to any issue, including the option to refer to an Ad-hoc Committee for suggestions.

Section 1: Society

The Society will not sell or share any member information for financial gain. If a member requests, their information will not be distributed to outside sources without express member permission.

Section 2: Membership

No member of the Society will sell, distribute, or share any member information for financial gain. Use of Society membership information is for Society activity only.

Unless specifically mentioned otherwise, it is assumed that all procedures of the Society will be based upon Annual Meeting actions, actions of the elected Board functioning within the intensions of the above mentioned guidelines, and guided by the elected President or representatives delegated by the President.

It is desired that this Society will remain active, enriching, and enjoyable in part through the minimal volunteer demands of time, energy, talents, or finances of members, particularly officers and committee members. It is not desired that the Society become heavily occupied in technical administrative minutia that distract from Society goals.

Article VIII: Amendments

Amendments to these By-laws can be made with the following procedure by the Society:

Section 1: Proposals for Amendments

All proposed amendments will be submitted to the Board, and by the Board, at any regular or special meeting of the Board; or upon receipt of any endorsed and clearly written recommendation of amendment by at least ten Regular Members to the Board. The Board will prepare a formal proposed amendment with explanations and recommendations to the Society within thirty days of recognition of the proposal at the earliest regular meeting of the Board.

Section 2: Procedures for Amendments

Upon routine distribution to all Society Regular Members of the proposed announcement by the Board no sooner than 30 days, nor later than 60 days of the announcement, there will be a special Society meeting called by the Board for the specific and sole purpose of Regular Member discussions on the proposed amendment, ending in referral to the Board for their moving the proposal forward to the Society. After this discussion meeting of the Society, the Board will prepare a formal amendment proposal consistent with the intent of the original proposal, adding comments and recommendations to be distributed to the total Regular Membership at least 30 days prior to an Annual or to a Special Meeting called for this matter as described for Special Meetings elsewhere in these By-laws. At the designated amendment meeting, a vote of 2/3 of present Regular Members at that duly called Society meeting will prevail in the issue. All approved amendments will become effective 30 days following that vote unless there is unanimous vote of the Regular Members present to declare the amendment effective immediately.

Article IX: Non-Profit Status

This Society shall qualify as a non-profit corporation (section 501 (c) (3) of the Internal Revenue Code) with the State of Indiana by virtue of our own approved application and shall maintain that status by continually meeting all requirements for that status and shall limit its activities as required by that status.

Article X: Society Corporation (Amendment added October 5, 2010)

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XI: Indemnification

The Society as a non-profit corporation hereby agrees to indemnify and save harmless the directors, officers, employees, agents, and servants from any and all liabilities that said persons may incur as a result of the carrying out of their duties and obligations to the Society, except for willful and malicious injuries to persons or property. The private property of all officers of this Corporation shall be wholly exempt from liability for any and all debts, obligations, and liabilities of the Corporation.

Article XII: Dissolution

Section 1: Mandate to Dissolve

If the Society fails to meet at least once per calendar year or its Board fails to meet at least twice per calendar year and the Society does not provide at least two genealogy programs for its membership per calendar year, this Society will be deemed officially inactive and the last elected Board will be responsible for taking all necessary steps in dissolving the Society.

Section 2: Petition to Dissolve

If 3/4 of the Regular Members present at any duly called Annual Meeting of the Society vote to dissolve, the elected Board shall be responsible for taking all necessary steps in dissolving this Society.

