

St. Louis Genealogical Society Bylaws

I. Identity

Section 1 – Name: The name of the Society shall be the St. Louis Genealogical Society and hereinafter referred to as the Society.

Section 2 – Mission: The St. Louis Genealogical Society promotes family history research by providing educational and research opportunities, offering community services in related fields, and collecting, preserving, and publishing genealogical and historical records.

II. Business Site

The principal office of the Society shall be within the City or County of St. Louis, Missouri, at a location selected by the Board of Directors (Board).

III. Membership, Dues, Fees

Section 1 – Dues: The dues structure shall be determined by the Board of Directors based on membership categories.

Section 2 – Categories of Membership: The membership of the Society shall be organized into two groups: individual and organization. The Board shall define categories and dues structures within each group. Each membership in the individual group shall be entitled to one (1) vote. Organizational members do not vote on Society business. The membership categories and dues structures shall be published in the Society's policies.

Section 3 – Payment of Dues: To remain an active voting member of the Society, member(s) shall be liable for the payment of annual dues on the membership anniversary date, based on the dues structure defined by the Board. On failure of the member(s) to pay the dues within 30 days of membership anniversary date, such membership shall be terminated and shall be dropped from the rolls of this Society. Memberships shall not be transferable.

Section 4: Conduct of Members: If a Society member is reported to have acted in a manner detrimental to the Society, the Board of Directors shall consider the charge. The Board may appoint one or more members to examine the matter. The matter shall be handled in a fair and reasonable manner considering all the facts and circumstances. The Board shall make a final decision as to what, if any, action shall be taken, including revocation of membership. Such decision shall be communicated to the alleged offending member in writing after a decision has been reached.

Section 5 – Ownership of Volunteer Work: Publications, lists, records, and other works created for the benefit of the Society by any member in any capacity on a Society project shall become the property of the Society and may not be used for any purpose without the written approval of the Board.

IV. Meetings

Section 1 – General Meetings: A general meeting of the Society shall be conducted during specific months of the calendar year at times and places designated in a prearranged schedule. This schedule for any year shall be approved by the Board of Directors no later than 30 November of the previous year and shall be communicated to every member of the Society.

Section 2 – Special Activities: Special Activities may be conducted upon approval of the Board of Directors.

V. Board of Directors

Section 1 – Composition: The Board of Directors shall comprise seven (7) elected officers and four (4) appointed officers. The elected officers are President, Vice President – Programs, Vice President – Membership, Treasurer, Secretary, Librarian, and Historian. The appointed officers are Education Director, Publications Director, Research Director, and Technology Director. The duties of these officers are defined in Section VI.

Section 2 – Meetings and Quorum: The Board of Directors shall meet each month on dates it shall approve and on special call. A quorum of the Board of Directors shall be a majority of the Board members. A Board meeting “on special call” requires 24 hours advance notice to the Board members. Such a meeting can be called by the President or by any three (3) Board members. The schedule of regular Board meetings shall be communicated to the membership.

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Section 3 – Duties: The Board of Directors shall transact the day-to-day business of the Society and shall be subject to the will of the membership.

Section 4 – Attendance: Any Board member who misses more than two (2) consecutive Board meetings or more than three (3) Board meetings during the span of a 12 month period without due cause shall be removed from office.

Section 5 – Meetings: Society members may attend the Board of Directors' meetings to make presentations or recommendations regarding the operation of the Society, but such members shall have no vote in the Board of Directors decision-making process. The Board of Directors may further define such members' participation in those meetings.

VI. Officers

Section 1 – President: The President shall be the principal executive officer with responsibility for the general supervision of the affairs of the Society, shall be the official spokesperson for the Society and its Board of Directors, and shall conduct all meetings in a businesslike manner. The President shall appoint the Education, Publications, Research, and Technology Directors with the approval of the elected members of the Board of Directors. The President shall be an ex officio member of all committees. The President shall call for a written report from each committee chair as needed or at the expiration of that committee.

Section 2 – Vice President – Programs: The Vice President – Programs shall assist the President and assume all duties and responsibilities of the President during the President's temporary absence or inability to serve. The Vice President – Programs shall be responsible for the programs for all regular meetings, Special Interest Groups, and special events of the Society. This officer shall appoint the members responsible for leading these activities with approval of the Board of Directors.

Section 3 – Vice President – Membership: The Vice President – Membership shall maintain all membership records. This officer shall be responsible for a process to attract and retain new members and for recruiting and developing the Society's volunteer workers, and shall work closely with such officers and committees requiring volunteers or membership information.

Section 4 – Treasurer: The Treasurer shall be custodian of all Society funds and shall keep accurate records to account for the same. Treasurer shall deposit funds in a bank or other investment fund approved by the Board of Directors and make disbursements as directed by the Board, keeping financial accounts of the Society according to Generally Accepted Accounting Principles. The Treasurer shall prepare monthly and annual financial statements. The year-end annual Treasurer's report shall be published in March of each year. The Treasurer shall prepare an annual budget for presentation to the Board in October of each year. The Board shall approve the annual budget in November. The Treasurer shall recommend appropriate insurance for the Society for approval by the Board. The Treasurer is an ex officio member of the Finance Committee.

Section 5 – Secretary: The Secretary shall keep accurate records of all Board of Directors meetings and handle the general correspondence and notices of the Society. The Secretary shall maintain a record of all Society Policies and Procedures.

Section 6 – Librarian: The Librarian shall be responsible for acquiring, cataloguing, and maintaining the research materials for use by Society members, including but not restricted to books, periodicals, microform materials, and CDs. This officer shall be the logistics liaison for the Society with libraries.

Section 7 – Historian: The Historian shall keep records of the history (both written and pictorial) of the Society, its events and business actions, and copies of all Society publications for the archives at the Society's Office.

Section 8 – Education Director: The Education Director shall coordinate all classroom-oriented activities of the Society – whether at the Society office or at other institutions – and shall recommend to the Board of Directors policies and goals for these activities.

Section 9 – Publications Director: The Publications Director shall be responsible for recommending to the Board of Directors the standards for Society publications. The Publications Director shall be responsible for the professional and timely publishing of all Society printed and electronic documents – both regular (e.g., newsletter, quarterly) and occasional (e.g., special project publications). The Publications Director shall chair the Publications Committee.

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Section 10 – Research Director: The Research Director shall be responsible for recommending to the Board of Directors the standards for planning, managing, and reporting on the Society’s research projects. The Research Director shall be responsible for promoting awareness of these research efforts within the Society. The Research Director shall chair the Projects Committee.

Section 11 – Technology Director: The Technology Director shall be responsible for recommending to the Board of Directors the technology directions, standards, and policies for managing the Society’s digital information. The Technology Director shall be responsible for acquiring and managing the Society’s electronic assets (computers, networks, hardware, software) and for training Society volunteers in the use of these assets.

VII. Elections, Nominations, Terms

Section 1 – Term of Office: Election voting shall be closed on 1 November every year. Elections for President, Treasurer, and Historian shall be held in even-numbered years. Elections for Vice President – Programs, Vice President – Membership, Secretary, and Librarian shall be held in odd-numbered years. Terms of office shall begin on the first day of January following the election and shall be for two (2) years.

Section 2 – Succession in Office: An individual may only hold a particular elected office for two (2) consecutive terms; however, that individual may again be eligible for election to the same office after one term (2 year) time lapse. For purposes of succession only, an officer holding a position for at least one year is considered to have been in that office for a full two-year term.

Section 3 – Qualification: No person shall be eligible for election to office whose voting membership has not been in effect for at least the one (1) year immediately prior to nomination.

Section 4 – Nominating Committee: The Nominating Committee shall be appointed by the President with approval of the Board of Directors by at least 1 August and shall be dissolved after certifying the election. This committee shall consist of an appointed chair and four (4) additional members and shall have these duties:

- a) Develop a slate of at least one (1) nominee for each elective office. At the September general meeting, accept nominations from the floor for the offices being elected that year, provided the nominator is a member in good standing and presents to the Nominating Committee written consent of the person being nominated.
- b) By 1 October, submit an official ballot to the voting membership, by mail as a separate ballot or by insertion in another regular Society publication.

Section 5 – Ballots: All candidates shall be elected by ballot that shall contain the name of each candidate listed alphabetically under the office for which that candidate is nominated. Candidates shall submit a brief biographical sketch to be included on the ballot. Ballots shall be returned to the Society office in a sealed envelope marked **BALLOT**. To be counted, a ballot must be received at the Society office no later than 1 November. The Nominating Committee shall certify the winners of each office and communicate the results of the election by mail to all members of the Society. Results of the election shall be announced in November. All candidates shall be notified of the officers elected within a reasonable time.

Section 6 – Vacancies: The Board of Directors shall declare a Board office vacant upon: a) death, b) resignation, or c) failure to perform the duties of the office. The Board of Directors shall declare an office vacant by a two-thirds (2/3) vote of the other elected Board members. The elective members of the Board of Directors shall fill a vacancy in an elective Board position until the next election for that office with a Society member satisfying the qualifications in Section 3 of this Article. In addition to the previous terms of this section, the Education, Publications, Research, and Technology Directors shall serve at the will of the President.

VIII. Committees

Section 1 – Constitution of Committees: Except as otherwise provided in the Bylaws, committee chairs shall be appointed by the President with approval of the Board of Directors and serve at the will of the President. Each committee chair shall prepare a written report of the committee’s status annually or as called for by the President. Committee chairs shall be responsible for the activities of their respective committees. Except as otherwise provided in the Bylaws, the Board of Directors may determine that certain committees may be more advantageously appointed by Board members other than the President. All chairs and appointees shall turn over to the President all records pertaining to their respective committee or appointed activity within twenty (20) days after their service, or that of the appointing officer, has ended.

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Section 2 – Primary Operating Committees: In addition to the Nominating Committee previously defined, six (6) primary operating committees shall be formed. Except as otherwise specified in these Bylaws, the chairs and members of these committees shall be appointed by the President with the approval of the Board of Directors. These committees shall be:

A) Finance: The Finance Committee shall advise the Treasurer in preparation of the annual budget, shall recommend investments to the Board of Directors, and shall develop and monitor the Society’s financial plan. The Finance Committee is a standing committee. The chair of the Finance Committee shall not be the Treasurer and shall be an ex officio member of the Long Range Plan Committee.

B) Audit Committee: Each January, the Board of Directors shall appoint an Audit Committee. The Audit Committee shall review the financial records of the Society as submitted by the Treasurer, shall reconcile any questions about those records, and shall report its findings to the Board at or before the submission of the annual Treasurer’s report. Neither the Treasurer nor any member of the Finance Committee shall serve on the Audit Committee.

C) Long Range Plan Committee: The Long Range Plan Committee shall develop the Society’s Long Range Plan. This plan shall have a specific time horizon, be tied to the Society’s mission, shall identify specific and measurable goals, tasks, deadlines, and responsible members, and shall be completely reviewed for revision annually. The chair of this committee shall regularly report progress on the plan’s tasks to the Board of Directors. The Technology Director and Chair of the Finance Committee shall be ex officio members of this committee.

D) Projects Committee: The Projects Committee shall solicit and collect ideas for genealogical research projects, prioritize Society research projects for time and resources, develop and promote a project plan (including tasks and completion dates) for any project undertaken, and monitor the projects to assure compliance with the Society’s project management and reporting guidelines. The Research Director shall be chair of this committee and appoint its members.

E) Publications Committee: The Publications Committee shall establish the guidelines for all Society publications – print and/or electronic. It shall recommend publication priorities, directions, and policies for approval by the Board of Directors. The Publications Director shall be the chair of this committee and appoint its members.

F) Office Management Committee: The Office Management Committee shall be responsible for effective, safe, and secure operation and maintenance of the Society’s office, including, but not restricted to, receipt of correspondence, printing and mailing of Society publications, storage of Society records and properties, purchase of supplies within the Society’s office budget, and staffing of the public contact office area. This committee shall recommend to the Board of Directors policies and procedures and purchases of equipment and services to support office operations.

Additional operating committees may be formed by the Board of Directors as it deems appropriate upon recommendation by the President, by petition by a member, or by a proposal of interested members at a regular Board of Directors meeting.

IX. Special Interest Groups

Section 1 – Formation: Those members of the Society wishing to pursue their interest in a particular area of genealogy may submit a request for approval by the Board of Directors for a Special Interest Group (SIG) to further this interest.

Section 2 – Leader: Special Interest Groups shall be self-governing but operate under the auspices of the Society. Each group shall have a leader who shall report group activities to the Vice President – Programs. All major actions shall be reviewed by the Board of Directors.

Section 3: Responsibilities: The leader of each Special Interest Group shall be responsible for the group’s actions, carrying on the business of the group, ensuring that they do not conflict with objectives of the Society. The group leader shall submit to the Board of Directors an annual report that includes financial requirements.

Section 4: Dissolution: When a Special Interest Group wishes to be dissolved, the group’s leader shall give written notice to the President. A final report of activities and finances shall be required. On dissolution any monies, property, or supplies allotted to the group shall revert to the Society.

X. Financial Matters

Section 1 – Finances: This Society is not intended as a profit making organization, nor is it founded with the expectation of making a profit. This Society shall use its funds only for objects and purposes specified in its Articles of Incorporation and in these Bylaws. All funds shall be received and disbursed by the Treasurer based on the yearly budget approved by the Board of Directors. Only the Board shall authorize disbursements not provided for in the approved budget.

Section 2 – Fiscal Year: The fiscal year for the Society shall be the calendar year.

Section 3 – Bonding: At the discretion of the Board of Directors, persons entrusted with handling Society funds may be required to furnish, at Society expense, a suitable fidelity bond.

XI. Amendments

Proposed Bylaws may be adopted or these Bylaws amended or repealed. A ballot with a copy of the proposed changes shall be provided to all the voting members at least twenty-one (21) days prior to the date of ratification thereof. Ballots returned by mail must be postmarked not later than three (3) days prior to the date of the next regular Board of Directors meeting or a date specified on the ballot. A two-thirds (2/3) majority of those voting shall be required for approval. The amended Bylaws shall be announced and become effective at the next general meeting of the membership. The membership shall be notified of the changes separately or in the next regular Society mailing.

XII. Copies of Bylaws

Each member upon joining the Society shall be provided a copy of the current Bylaws.

XIII. Dissolution

The Society may be dissolved by a vote of two-thirds (2/3) majority of its voting members as described in the Articles of Incorporation.

XIV. Application of These Bylaws

Section 1 – Effective Date: The Bylaws shall become binding on the Society as per Article XI, except that the existing structure of the Board of Directors shall be retained through 31 December 2003.

Section 2 – Transition: To clarify the transition to these Bylaws from those previously in place, these transition measures are provided:

A) Terms of Office: The elections for President, Treasurer, and Historian to be held in the calendar year 2003 shall be for one (1) year.

B) Succession: For purposes of term limits only, the terms of the President, Treasurer, and Historian elected in the calendar year 2003 shall be considered full two-year terms. For purposes of term limits only, the Secretary elected in the calendar year 2003 shall be considered to be a successor to both the Corresponding Secretary and the Recording Secretary serving during the 1 January 2002 through 31 December 2003 period. For purposes of term limits only: the Vice President – Programs elected in 2003 succeeds the First Vice President; the Vice President – Membership elected in 2003 succeeds the Second Vice President; the Historian elected in 2003 succeeds the Historian/Archivist.