

Federation of Genealogical Societies Bylaws

Article I. – Name

The name of the organization shall be the Federation of Genealogical Societies. It shall hereafter be referred to as "the Federation."

Article II. – Nonprofit Status

The Federation was incorporated under the general Not-for-Profit Corporation Act of the State of Illinois on 17 January 1976.

Article III. – Purposes

The purpose of the Federation shall be to:

Section 3.01 – Organize into a federation those genealogical or historical societies, family associations, library or archival institutions, and other organizations with similar interests that:

- A. Promote genealogy, family history, and family associations;
- B. Collect, preserve, and disseminate genealogical knowledge and information;
- C. Encourage public access to and preservation of records of genealogical value; and
- D. Promoting ethical standards in genealogical research and practices.

Section 3.02 – Provide member societies, associations, and institutions with services and products to help them be more effective and efficient organizations.

Section 3.03 – Marshal the resources of the Federation and its members to accomplish goals and objectives deemed to be in the best interest of the genealogical community.

Article IV. – Membership and Dues

Section 4.01 – Membership:

Membership is open to any genealogical or historical society, family association, library, archive, or other society, association or institution with genealogical interests without regard to the sex, race, color, creed, or national origin of its membership.

Section 4.02 – Categories of Membership:

- A. A member genealogical or historical society or family association shall hereafter be referred to as a Member Society.
 - 1. Each Member Society shall appoint or select annually from its own membership or staff one voting delegate to the Federation who shall act as the official liaison between the Member Society and the Federation.
 - 2. Each Member Society shall receive two copies of the FORUM and full membership benefits.
 - 3. Each delegate shall have the right to cast one vote so long as the Member Society is in good standing.
- B. A library, archives, educational institution, genealogical vendor, or other business entity shall hereafter be referred to as an Associate Organization.
 - 1. An Associate Organization shall receive two copies of the FORUM and discounts on publications.
 - 2. An Associate Organization shall have the right to attend meetings and speak but not to make motions, vote, or receive any other benefits of membership.

Section 4.03 – Dues and Fiscal Year:

- A. Annual dues for each category of membership shall be determined by the Board no later than the fall Board meeting for the next fiscal year.
- B. Annual payment of dues shall be made no later than 31 January of each year.
- C. If dues are not received by 15 February, the member shall be removed from the membership rolls.
- D. Membership and the fiscal year shall run from 1 January through 31 December.

Section 4.04 – Member in good standing:

A member in good standing is one whose current dues are paid and who complies with the provisions of the Articles of Incorporation and the bylaws.

Article V. – Officers, Directors, and Appointed Officials

Section 5.01 – Elected Officers:

- A. The officers of the Federation shall be President, Vice-President of Administration, Vice-President of Development, Vice-President of Membership Services, Secretary, and Treasurer.
- B. Officers shall be elected by for a two-year term and shall serve until their successors are elected. The President, Vice-President of Administration, and Secretary shall be elected in even-numbered years. The Vice-President of Development, Vice-President of Membership Services, and Treasurer shall be elected in odd-numbered years. Their terms of office shall begin on 1 January of the year following their election. Officers may not serve for more than two consecutive terms in the same office, and no person may serve more than twelve consecutive years as a Board member. Any officer who has served at least one-half a term shall be deemed to have served a term. The twelve-year limitation shall not apply to the Immediate Past President position.

Section 5.02 – Directors:

- A. There shall be twelve elected directors and may be up to two appointed directors. Directors may serve a maximum of twelve years.
- B. Directors shall be elected on a staggered basis, four per year, for three-year terms. Directors may not serve more than three consecutive terms as a director, and no person may serve more than twelve consecutive years as a board member. Any director who has served at least one-half a term shall be deemed to have served a term.
- C. The appointed directors serve from one to three years and are appointed by the President with the approval of the Board. Upon ratification by the Board, appointed directors may take office immediately. These directors have the same rights, privileges, and responsibilities as elected directors. Appointed directors may serve no more than twelve consecutive years as a Board member.

Section 5.03 – Appointed Officials:

- A. The President shall appoint, subject to confirmation by the Board, the following officials:
 - 1. Outside Accountant
 - 2. Family Association Liaison
 - 3. FORUM Editor
 - 4. Genealogical Exhibits Liaison
 - 5. Legal Advisor
 - 6. National Archives Liaison
 - 7. Office Administrator
 - 8. Parliamentarian
- B. Unless the term of office has been provided for by contract, the term of office of appointed officials shall be for the same term as the President.

Article VI. – Duties of Officers

Section 6.01 – In addition to the basic duties prescribed by these bylaws and by the parliamentary authority adopted by the Federation, each officer shall be responsible for such other duties as may be assigned by the Board.

- A. The President shall:
 - 1. Preside at all meetings of the Federation and the Board.
 - 2. Be the principal executive officer with responsibility for the general supervision of the affairs of the Federation and be the official spokesperson of the Federation.
 - 3. Represent the Federation in all matters concerning external affairs and relations with other organizations.
 - 4. Appoint, with the advice and consent of the Board, the chairs of all standing committees, except the Nominating Committee.
 - 5. Be a member ex-officio of all committees, except the Nominating Committee.

B. The Vice President of Administration shall:

1. Assume the presidency in the absence, incapacity, or resignation of the President.
2. Oversee the management of the Federation office and the maintenance of membership and delegate records.
3. Determine the qualified delegates for any meeting or vote.

C. The Vice President of Membership Services shall:

1. Serve as the chair of the Membership Committee or as the liaison between the Board and the chair.
2. Actively promote FGS to societies that are not members and coordinate the efforts of the Board to solicit new memberships.
3. Oversee the production of the Membership Directory.

D. The Vice-President of Development shall:

1. Work with the President and the Board to establish priorities and goals for fundraising.
2. Initiate and oversee all fund-raising activities for the Federation.
3. Chair the Development Committee.
4. Coordinate all the fund-raising efforts of the Federation, working with individuals, groups, and committees within and without the Federation.

E. The Secretary shall:

1. Maintain an accurate record of the proceedings of the Federation and the Board.
2. Ensure that all official documents of the Federation are in a safe repository.
3. Maintain files of all committee reports.
4. Receive a copy of the report of the tellers and notify all candidates of the results of the election.

F. The Treasurer shall:

1. Be custodian of the funds of the Federation and disburse or invest them pursuant of the Board's policy or directive.
2. Present a proposed budget for the next fiscal year to the Board within the first thirty days of the fiscal year.
3. Prepare financial reports for each Board meeting and at the end of the fiscal year.
4. Make all financial records available for audit within thirty days after the close of the fiscal year.

Article VII. – Federation Meetings

Section 7.01 – Annual Meetings:

The Annual Meeting of the Federation shall be held at a place and on a date as determined by the Board and announced in the FORUM at least three months in advance of the meeting. Quorum shall be fifteen delegates.

Section 7.02 – Special Meetings:

Special meetings of the Federation may be called by the President with the approval of the Board, by a majority vote of the Board, or by written request of ten or more Member Societies. The call for such a meeting shall be given at least thirty days in advance, shall be by written notice, and shall state the purpose of the meeting. No business other than that stated shall be conducted.

Article VIII. – Board of Directors

Section 8.01 – Members:

The Board of Directors, hereafter referred to as "the Board," shall consist of the elected officers, immediate past president willing to serve, twelve elected directors and up to two appointed directors.

Section 8.02 – Authority and Duties of the Board:

A. The Board shall:

1. Manage the business and financial affairs of the Federation.
2. Authorize disbursements not provided for in the approved budget.

B. Each Director shall:

1. Attend at least two Board meetings annually.
2. Be available by mail or fax communication throughout the year.
3. Serve as a chair or member of a standing or special committee.
4. Promote the Federation.

Section 8.03 – Meetings:

A. Regular meetings:

1. There shall be at least two regular meetings of the Board each year and others as may be necessary on call of the President, with no less than thirty days' previous notice.
2. Additional regular meetings may be held upon written request of five Board members, with no less than thirty days' previous notice.

B. Special Meetings:

1. Special Board meetings may be called by the President or by five Board members upon written request, with no less than thirty days' previous notice.
2. Notices of special meetings shall state the purpose of the meeting.

C. Individuals may attend Board meetings in advisory capacities but may not vote.

Section 8.04 – Vacancies:

Any vacancy occurring on the Board, with the exception of the office of the President, shall be filled until the next regular election by a majority vote of the remaining members of the Board. The vote may be taken by mail, by telephone, electronic communication or at a Board meeting.

Section 8.05 – Quorum:

The quorum for Board meetings shall be a majority of members of the Board of Directors.

Article IX – Executive Committee

Section 9.01 – Composition:

The elected Federation officers shall constitute the Executive Committee.

Section 9.02 – Duties:

The Executive Committee shall be authorized to act on behalf of the Board, as the need arises, between regular Board meetings. Its actions shall be consistent with established policies of the Board.

Section 9-03 – Methods of Conducting Business:

The Executive Committee may conduct the business of the Federation in person, by telephone conference, fax communication. or on-line conference.

Section 9-04 – Quorum:

For the purposes of conducting business, four officers shall constitute a quorum.

Article X. – Standing and Special Committees

Section 10.01 – Standing Committees:

- A. Standing committees are permanent committees charged with performing necessary functions of the Federation.
- B. The standing committees of the Federation shall be Auditing, Awards, Budget and Finance, Conference Planning, Development, Malcolm H. Stern NARA Gift Fund Advisory, Marketing, Membership, Nominating, Publications, Records Preservation and Access, and such other standing committees as the Board deems necessary to carry out the work of the Federation.
- C. Term of office: Standing committee chairs shall serve for a term of one year from the date of appointment or the remainder of the term of the appointing President, whichever is shorter. Chairs may be reappointed for successive terms at the discretion of the Board.

Section 10.02 – Duties of Standing Committees:

The standing committees and their duties are as follows:

- A. Auditing Committee: shall perform an annual audit of the Treasurer's books and an inventory of all Federation property and shall present a written report of its finding to the Board within sixty days after the close of the fiscal year. The

committee shall also audit the Treasurer's books upon a change of Treasurer during the fiscal year and present its written report within sixty days after the change of Treasurer.

- B. Awards Committee: shall make recommendations to the Board concerning the number and category of awards to be presented by the Federation and shall make recommendations as to the appropriate time and place to present the awards.
- C. Budget and Finance Committee: shall be responsible for conducting necessary planning to ensure adequate funds are available for operation of the Federation. The committee shall advise the Board concerning any need for fund raising programs, dues adjustment, investment of funds, expenditure of excess funds, and shall assist the Treasurer in preparing the annual budget.
- D. Conference Planning Committee: shall establish a calendar for conferences and establish guidelines for the organization of conferences.
- E. Development Committee: is responsible for all of the fund-raising and grantsmanship activities of the Federation of Genealogical Societies.
- F. Malcolm H. Stern NARA Gift Fund Advisory Committee: shall make recommendations to the Development Committee for the allocation of funds for the preservation of, and access to, records held by the National Archives and its regional branches.
- G. Marketing Committee: shall be responsible for enhancing the image and reputation and increasing the visibility of the Federation by stimulating awareness of the Federation and interest in the Federation in the genealogical community as well as the general public.
- H. Membership Committee: shall establish a program to encourage and ensure the growth of the Federation and shall oversee the implementation of that program.
- I. Nominating Committee: shall select a slate of candidates for the available director and officer positions.
- J. Publications Committee: shall make recommendations as to what products should be provided by the Federation and how the products should be produced, shall identify the financial impacts of those products, and shall oversee their production.
- K. Records Preservation and Access Committee: shall keep the members informed of pending legislation relating to record preservation and access and shall assist in preserving appropriate open access to vital records and documents of value to the genealogical community.

Section 10.03 – Special Committees:

Special committees of the Federation are those committees appointed by the Board for a special purpose, which shall be defined by the Board. When the purpose of the special committee is accomplished, it shall cease to exist.

Article XI. - Nominations and Elections

Section 11.01 – Nominations and Elections:

- A. The Nominating Committee shall propose at least one candidate for each position to be filled by ballot in the annual election. Candidates must be a member of a Member Society in good standing.
- B. Methods by which a nominee may become a candidate:
 - 1. The Nominating Committee shall propose nominees for consideration as candidates.
 - 2. Member Societies may propose nominees to be considered as candidates by the Nominating Committee.
 - 3. The Nominating Committee shall determine which of the proposed nominees shall be placed on the ballot.
 - 4. A nominee whose nomination has been submitted by a Member Society in good standing accompanied by the signed endorsement of five other delegates, along with the written consent of the nominee and a biographical sketch, shall be automatically included as a candidate on the ballot.
- C. All nominations for the Board must be postmarked prior to 1 June to be considered.
- D. The Nominating Committee shall prepare a slate of candidates by 1 August. Ballots shall be made available to all qualified Member Societies by 1 September.
- E. Newly elected persons take office 1 January of each year.

Section 11.02 – Voting and Eligibility:

- A. : Voting shall be by secret ballot. Ballots shall be received to the Federation office by 1 October. The tellers shall report the results of the election to the President and the Secretary by 15 October.
- B. When an office is contested, the candidate receiving the most votes is elected. When

multiple director vacancies are contested, those candidates receiving the most votes are elected to the vacant positions, with those having the greatest number of votes being elected to the position having the longest terms.

- C. Election results shall be published in the next issue of the FORUM. The Secretary shall notify each candidate of the election results.

Article XII. – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Federation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any standing rules the Federation may adopt.

Article XIII. - Amendment of Bylaws

Section 13.01 – Proposal of Amendments:

- A. Proposed amendments to these bylaws must be submitted in writing to the Secretary.
- B. Amendments may be proposed by a) any ten delegates or b) a majority of the Board, acting on its own initiative or in agreement with the suggestion of any Member Society or Societies.

Section 13.02 – Notice:

- A. Proposed amendments shall be posted on the official FGS web site.
- B. Member societies shall be given written notification not later than thirty days in advance of the voting of the proposed amendments.

Section 13.03 – Ratification:

A two-thirds vote of approval of all votes cast shall be required to ratify an amendment. Unless there is an enacting clause to the contrary, an amendment shall become effective immediately upon its adoption. Member societies shall be notified of the results by publication on the official FGS web site and in the next issue of the FORUM.

Article XIV. – Dissolution

Upon the dissolution of the Federation, the Board shall, after paying or making provisions for payment of all the liabilities of the Federation, dispose of all assets of the Federation exclusively for purposes of the Federation 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 as amended (or corresponding provisions of any future United States Internal Revenue Law) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the general trial court of the county in which the principal office of the Federation is then located exclusively for such purposes or to organizations determined by the court to be organized and operated exclusively for such purposes.