



## **GEORGIA GENEALOGICAL SOCIETY BYLAWS**

Revised and approved January 1, 1990, September 1991, September 1995, October 4, 1997, September 29, 2012, October 4, 2013, October 2014, October 2015, August 2016, September 16, 2017.

### **ARTICLE I. NAME**

The name of the organization shall be Georgia Genealogical Society, Inc. It shall hereinafter be referred to as “GGS” or the “Society.”

### **ARTICLE II. NONPROFIT STATUS**

Georgia Genealogical Society, Inc. was incorporated as a nonprofit 501(c)3, under the laws of the State of Georgia on April 17, 1964.

### **ARTICLE III. OBJECTIVES**

The objectives of the Society are those enumerated in the charter:

- a. To raise the standards of genealogical research over the State through educational programs, lectures, workshops, and the publication of genealogical information, and
- b. To constitute a support group for the Georgia Archives and to assist said Archives in building up its genealogical collections, and
- c. To promote the collection and preservation of the early records of the Colony and State of Georgia.

### **ARTICLE IV. MEMBERSHIP AND DUES**

**Section 4.0.1:** Membership in the Georgia Genealogical Society shall be open to any person interested in promoting the objectives stated in Article III upon payment of annual dues.

**Section 4.0.2:** Institutions and societies within and outside the State of Georgia shall be eligible to be non-voting members of GGS upon payment of annual dues.

**Section 4.0.3:** The classes of members of GGS shall be:

Individual

Family (any two persons at the same address and receiving one mailing from GGS),

Patron

Benefactor

Institutions / Organizations including Archives / Libraries

Additional classes may be added at the discretion of the Board of Directors as beneficial to GGS.

**Section 4.0.4:** Annual dues shall be determined by the Board of Directors. The yearly term of membership after receipt of application shall begin with the date dues are received and shall expire on that date in one year. If payment for dues is not received within 30 days of membership expiration date, the name will be removed from the list of members.

**Section 4.0.5:** Member in Good Standing – A member in good standing shall be one whose dues are current, who has no outstanding debts to GGS, and who is not under disciplinary action as determined by the Board of Directors. Only members in good standing may hold an elected position, chair a committee, or be an appointee.

## **ARTICLE V. FISCAL PERIOD**

The fiscal year of GGS shall be January 1 through December 31.

## **Article VI. MEETINGS OF THE GGS MEMBERSHIP**

**Section 6.0.1:** Regular meetings shall be held quarterly, including at least one all-day seminar or workshop each year. Meetings may be scheduled more frequently by the Board if interest of the membership is indicated. Timely notice of regular meetings shall be communicated to the entire membership.

**Section 6.0.2:** Elections of Officers and Directors shall be held at the third-quarter meeting in even-number years. Officers and Directors shall be installed at the fourth-quarter meeting following the election, and shall assume the duties of their respective offices on the first day of January of odd-numbered years except in case of vacancies occurring outside of the regular election cycle (see Section 6.0.3).

**Section 6.0.3:** Vacancies.

Vacancies in the office of President / Treasurer / IGHR Director shall be filled by the Vice President / Assistant Treasurer / Assistant IGHR Director respectively. All other vacancies that occur by any means as defined below between election cycles shall be filled by a special election using the following process:

- a. The President shall present to the Board of Directors a qualified GGS member as a candidate to ~~fill~~ 1) fill the unexpired term of the officer and / or director, 2) fill an officer and / or director position created by succession to a higher office, 3) fill a new officer / director position that has been approved by the GGS membership, or 4) replace any elected member of the Board of Directors who fails to attend 3 consecutive, regularly scheduled Board of Directors meetings (unless the President is notified in advance of the Director's absence).
- b. The Board of Directors shall ratify the candidate.
- c. The election by the GGS membership and installation of the officer and / or director shall be at the next GGS membership meeting provided a 30 day notice is given to the GGS membership.

Any officer and / or director who has been elected by this process shall serve until the next regularly scheduled election in even-numbered years.

**Section 6.0.4:** Special meetings of GGS membership may be called by the President, with the approval of the Education Director, Treasurer, and any other three members of the Board.

## **ARTICLE VII. QUORUM AND VOTING BY GGS MEMBERSHIP**

**Section 7.0.1:** Thirty members in good standing shall constitute a quorum and be empowered to transact the business of GGS at a duly called meeting of the GGS membership. Members must be present at the meeting in order to vote.

**Section 7.0.2:** Manner of Voting. The voting for election of Officers and Directors and on all questions coming before the GGS membership shall be by show of hands, except in the case of a contested election where voting will take place by written ballot. The outcome of the vote shall be determined by a majority of the votes cast by members in good standing.

## ARTICLE VIII. BOARD OF DIRECTORS

**Section 8.0.1:** The Board of Directors shall consist of the duly elected GGS Officers and Directors, the immediate Past-President, and the editors of the Society's Quarterly and newsletter.

**Section 8.0.2:** The Editors of the GGS *Quarterly* and the newsletter shall be appointed annually by the President with the approval of the Board of Directors.

**Section 8.0.3:** The Board of Directors shall have all the power and authority over the affairs of GGS during the interim between meetings of GGS membership.

**Section 8.0.4:** The President and Recording Secretary of GGS shall serve as Chairman and Secretary, respectively, of the Board of Directors.

**Section 8.0.5:** Officers and Directors shall be elected for a term of two years at the third-quarter meeting in even-numbered years except in the case of a vacancy described in Section 8.0.6. Officers and Directors shall be installed at the fourth-quarter meeting following the election, and shall assume the duties of their respective offices on the first day of January of odd-numbered years except in the case of vacancy as described in Section 8.0.6.

### **Section 8.0.6:** Vacancies

Vacancies in the office of President / Treasurer / IGHR Director shall be filled by the Vice President / Assistant Treasurer / Assistant IGHR Director respectively. All other vacancies that occur by any means as defined below between election cycles shall be filled by a special election using the following process:

- a. The President shall present to the Board of Directors a qualified GGS member as a candidate to 1) fill the unexpired term of the officer and / or director, 2) fill an officer and / or director position created by succession to a higher office, 3) fill a new officer / director position that has been approved by the GGS membership, or 4) replace any elected member of the Board of Directors who fails to attend 3 consecutive, regularly scheduled Board of Directors meetings (unless the President is notified in advance of the Director's absence).
- b. The Board of Directors shall ratify the candidate.
- c. The election by the GGS membership and installation of the officer and / or director shall be at the next GGS membership meeting provided a 30 day notice is given to the GGS membership.

Any officer and / or director who has been elected by this process shall serve until the next regularly scheduled election in even-numbered years.

**Section 8.0.7:** The Board of Directors shall meet at least quarterly. A special meeting of the Board of the Board of Directors may be called by the President or upon the request of any five members of the Board of Directors.

**Section 8.0.8:** The Board of Directors is authorized to adopt rules for the transaction of its business, provided such rules do not conflict with these Bylaws.

**Section 8.0.9:** The Elected Officers of the Society shall be President, Vice President, Treasurer, Assistant Treasurer, Recording Secretary, Corresponding Secretary, and Historian-Archivist.

**Section 8.0.10:** The elected Directors of GGS shall be Education, IGHR, Assistant IGHR, Membership, Publicity, Publications, Policies and Procedures, Volunteer, Technology, and Director-at-Large (with duties assigned by the President).

**Section 8.0.11:** No officer or elected Board member shall be eligible to serve more than two consecutive terms in any one office to which elected. Positions requiring special knowledge or skills may be exempt from this term limit requirement based on a recommendation from the Board of Directors.

### **Section 8.0.12:**

The Board of Directors may conduct business through an electronic meeting through the following format:

The President will convene an Electronic Meeting at his/her discretion or the request of another Officer or Director. This will be considered a duly-called meeting, as described in Article IX, Section 9.0.1.

The meeting will be announced to all members of the Board of Directors through a group email.

The President will state the issue with a request for any discussion and a closing date for the discussion will be set at the discretion of the President. All discussion will be sent in a group mail to all elected voting members of the Board of Directors.

At the end of the specified time, the President will call for a vote, again with a time limitation. All elected voting members of the Board of Directors shall respond to the entire group with a "yes," "no," or "abstain." Votes from a majority of the Board of Directors members eligible to vote must be cast to constitute a quorum for electronic voting.

The President then shall provide to all a final tally on the vote and minutes of the electronic action shall be recorded by the Recording Secretary who shall submit it to the next Board of Directors meeting at which time it will become a part of that Board of Directors meeting's official minutes.

## **ARTICLE IX: QUORUM AND VOTING BY OFFICERS / DIRECTORS**

**Section 9.0.1:** Quorum. A quorum for conducting the business of the Board of Directors shall be defined as a majority of the number of elected voting members of the Board of Directors. Neither the Past President nor any GGS appointee 1) shall be entitled to vote, 2) nor have the privilege of the floor during the motion and debate process.

**Section 9.0.2:** Manner of Voting – Non-electronic Meeting. Voting by the Board of Directors shall be by show of hands. The outcome of the vote shall be determined by a majority of votes cast.

**Section 9.0.3:** Manner of Voting – Electronic Meeting. The vote on all questions coming before the Board of Directors in an electronic meeting shall be by return email to the entire mailing group by the date specified when the vote is called.

## **ARTICLE X. DUTIES OF OFFICERS AND COMMITTEE CHAIRMEN**

**Section 10.0.1:** The President shall preside at all meetings of the GGS membership and of the Board of Directors; shall call special meetings of GGS membership and Board of Directors when necessary; shall be an ex-officio member on all committees except the Nominating Committee; shall appoint chairmen of committees as may from time to time be considered necessary, provided, however, such are not in conflict with other provisions of these Bylaws.

**Section 10.0.2:** The Vice President shall preside in the absence of the President and shall assume the office of President in case of a vacancy, absence, or inability to serve, and shall otherwise assist the President when called upon.

**Section 10.0.3:** The President and the Vice President shall serve as Trustees of The R. J. Taylor, Jr. Foundation as provided in the Trust Agreement of said Foundation.

**Section 10.0.4:** The Treasurer shall receive all monies of GGS, pay all bills, present a quarterly report to the Board of Directors, and present an annual report to be published in the newsletter. The Treasurer shall also be responsible for filing all reports required by the State of Georgia, the Internal Revenue Service, and other state and federal agencies.

**Section 10.0.5:** The Assistant Treasurer shall assist the Treasurer and shall assume all duties of the Treasurer during the Treasurer's absence or inability to serve.

**Section 10.0.6:** The Recording Secretary shall keep a record of the proceedings of the meetings of GGS and the Board of Directors. The minutes of the GGS membership meeting shall be recorded in the minutes of the next Board of Directors meeting.

**Section 10.0.7:** The Corresponding Secretary shall send out notices of Board of Directors meetings at the request of the President, and shall review all correspondence, in whatever form, addressed to GGS, and then answer / or distribute it to the appropriate member of the Board of Directors or appointee for a response.

**Section 10.0.8:** The Historian-Archivist shall be custodian of the permanent records of GGS in accordance with the policy of the Georgia Archives relative to organizations. The Georgia Archives shall be the depository for the Society.

## **ARTICLE XI. COMMUNICATION MEDIA**

**Section 11.0.1:** GGS will provide resources for the production of the *Georgia Genealogical Society Quarterly*. The Editor of the *Georgia Genealogical Society Quarterly* shall select the Quarterly staff and shall be responsible for preparing four issues per year. The editorial policy shall be consistent with the objectives of the Society.

**Section 11.0.2:** GGS will provide resources for the production of the Georgia Genealogical Society newsletter. The Editor of the Georgia Genealogical Society newsletter shall be responsible for producing newsletters of size and number per year specified by the Board of Directors. The Editor may select the Newsletter staff.

**Section 11.0.3:** Website: GGS will provide resources for the design and maintenance of a Website consistent with GGS values and objectives.

**Section 11.0.4:** Social Media. GGS will provide resources for the design and maintenance of a Social Media presence consistent with GGS values and objectives.

## **ARTICLE XII. NOMINATING COMMITTEE**

**Section 12.0.1:** A Nominating Committee of five (5) members, to serve for one term, shall be selected as follows: The Chairman shall be appointed by the President; and four members shall be elected by the Board of Directors at the second meeting of the Board in even-numbered years. No member shall serve on the Nominating Committee for two consecutive terms. To be eligible to serve on the Nominating Committee, a member shall have been a member of the Society for at least one year prior to selection and be in good standing within GGS.

**Section 12.0.2:** The Chairman of the Nominating Committee shall notify the President and Editor of the Newsletter in writing of the proposed slate of new officers at least two months prior to the regular meeting to be held in the third-quarter of even-numbered years.

**Section 12.0.3:** Any member of GGS shall have the privilege of submitting additional nominees for consideration by submitting each nominee's name in writing to the Chairman of the Nominating Committee in time to be received at least one week prior to the election. The nomination must be accompanied by the written consent of the member to be nominated.

**Section 12.0.4.** If any office is contested on or before one week prior to the election, the Chairman of the Nominating Committee shall prepare written ballots. Otherwise, the election shall be by show of hands. The outcome of the vote shall be determined by a majority of the votes cast by members in good standing who are present at the meeting.

## **ARTICLE XIII. NONPROFIT SOCIETY**

To confirm non-profit purposes: The Georgia Genealogical Society, Inc. was not organized, has not been operated, nor shall it be operated for pecuniary gain or profit; and no part of its earning, if any, shall ever inure to the benefit of any member or members, except for reimbursement of actual expenses incurred on behalf of said Corporation Society for which properly authorized and duly executed vouchers (receipts attached) are approved by the President and Treasurer, being maintained in the fiscal records of the Society. Nor shall said Society carry on any type of political activity or attempt to influence legislation. Further, said Society shall have authority to accept gifts, bequests, and/or contributions, provided such bequests are to be used to promote the objectives stated in the Society's Corporate Charter under date of

April 1964; otherwise, such funds shall neither be accepted nor used in any manner. All income received by the Society, after deducting necessary expenses, shall be fully expended in accordance with the Charter and these Bylaws or held in reserve for such purposes.

## **ARTICLE XIV. DISSOLUTION**

In the event of dissolution, the residual assets of the Society will be turned over to one or more organizations, which are themselves exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any prior or future Internal Revenue Code), or be expended exclusively for charitable or educational purposes. The following procedures will apply to voluntary dissolution: The Board of Directors shall adopt a resolution recommending that the corporation be dissolved directing that the question of such dissolution be submitted to a vote at a meeting (the date, place, and time to be set by the Board) of members entitled to vote thereon. Written notice from the Directors to the membership shall be sent thirty (30) days in advance of such meeting. The notice shall state that the purpose of such meeting is to consider the advisability of dissolving the corporation and the reasons thereon. At the meeting, the resolution to dissolve the Corporation shall be adopted upon receiving in writing at least two-thirds of the votes of members present at such meeting, or represented by proxy, are entitled to cast. If there are no members, or no members entitled to vote, the dissolution of the corporation shall be authorized at a meeting of the Board of Directors upon adoption of the resolution to dissolve by written vote of a majority of Directors then in office. Winding up the business of the Corporation shall be left to the Board of Directors who are to conform with applicable provisions of the U. S. Internal Revenue Code and applicable Georgia Corporation laws. The Directors shall deposit all non-current records and books of the Society, or one copy of such, in the Georgia Archives, consistent with the rules of said depository.

## **ARTICLE XV. PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, Newly Revised, shall be the parliamentary authority of the Georgia Genealogical Society. Should any conflict develop between the Charter and Bylaws and said Rules of Order, the Charter and Bylaws take precedence.

## **ARTICLE XVI. AMENDMENTS**

These Bylaws may be amended or revised at any third-quarter meeting of GGS membership by a two-thirds vote of those present and voting. Proposed amendments or revisions shall be communicated to the entire voting membership at least thirty (30) days prior to said meeting.

## **ARTICLE XVII. FINANCES**

**Section 17.0.1:** At the first Board meeting each year, the President shall appoint three qualified members to audit the Society's financial records during the first quarter of each year, and the result of such audit shall be presented to the President who will then present it to the Board of Directors at the next Board of Directors meeting. The preparation of any required state or federal return shall be prepared by or at the direction of the Treasurer.

**Section 17.0.2:** The President shall appoint a member of GGS to prepare annually an inventory of all property, of any type, owned by GGS, and its location.

**Section 17.0.3:** The Treasurer, Assistant Treasurer, or President shall sign all checks.

**Section 17.0.4:** The Treasurer shall keep an accurate record in all accounts, and shall report at all Board of Director meetings, as required, on the status of these funds to GGS, including receipts and disbursements.

**Section 17.0.5:** All authorization for any non-budgeted expenditures or expenditures of \$200 or more over a budgeted amount shall require prior approval of the President or Treasurer / Assistant Treasurer.

**Section 17.0.6:** A Budget Committee shall consist of the President, the Treasurer, Assistant Treasurer, and a Director appointed by the President. In even-numbered years the committee shall also include the President-elect, Treasurer-elect, and Assistant Treasurer-elect. The committee shall prepare a budget for approval at the first Board of Directors meeting of the fiscal year.

## **ARTICLE XVIII. IMPLEMENTATION**

These Bylaws shall become effective immediately after approval by the GGS membership.