

DALLAS GENEALOGICAL SOCIETY

BYLAWS

Article I – Name

The name of this society is the Dallas Genealogical Society, hereinafter referred to as the Society.

Article II – Object

The object of this Society shall be to educate, by creating, fostering, and maintaining interest in genealogy; to assist and support the genealogy section of the J. Erik Jonsson Central Library in Dallas, Texas, hereinafter referred to as Central Library, or to its legal successor; and to collect, preserve, copy, and index information relating to the Dallas area and its early history.

Article III – Membership

Section 1. Membership

Any person or organization who pays membership dues and supports the Object (Article II), Bylaws, and standing rules of the Society is a member in good standing.

Section 2. Categories

Categories for membership may be proposed by the Board of Directors for approval by the general membership. Any proposed changes in the categories for membership shall be published on the Society's web site at least fifteen (15) days before the general business meeting in which the proposed change is presented to the general membership for a vote. Notice of such publication will be distributed to members via mail or email. For the members who do not have online access, the Board of Directors, through its Standing Rules, shall provide for alternate form(s) of notice.

Section 3. Dues

Dues shall be proposed by the Board of Directors for approval by the general membership. The dues are payable initially upon application for membership, and annually thereafter by the last day of the member's anniversary month, in order to remain a member in good standing. Any proposed changes in the dues shall be published on the Society's web site at least fifteen (15) days before the general business meeting in which the proposed change is presented to the general membership for a vote. Notice of such publication will be distributed to members via mail or email. For the members who do not have online access, the Board of Directors, through its Standing Rules, shall provide for alternate form(s) of notice.

Article IV – Society Meetings

Section 1. General Business Meetings

The general business meetings of this Society shall be held at such time and place as may be determined by the Board of Directors.

Section 2. Annual Meeting

The general business meeting in September shall be known as the annual meeting; the business conducted at that meeting shall include the installation of the Officers and Directors, receipt of reports, and any other business that may arise.

Section 3. Quorum

Thirty members shall constitute a quorum at Society general business meetings.

Section 4. Called Meetings of the Membership

Special meetings of the membership may be called by the President, by written request of a majority of the Board of Directors, or upon the written request of thirty members of the Society. The written request shall be delivered to the Secretary and the called meeting shall be held not later than twenty (20) days after the said delivery. Fifteen (15) days notice shall be given to the general membership by the Secretary by email and notice of such meeting published on the web site. For the members who do not have online access, the Board of Directors, through its Standing Rules, shall provide for alternate form(s) of notice. Business transacted at any called meeting is limited to the business specified in the call.

Article V – Officers and Their Election

Section 1. Officers

The elected Officers of this Society shall be a President, Vice President, Treasurer and Secretary.

Section 2. Nominating Committee

A Nominating Committee composed of two members of the Board of Directors and three members-at-large shall nominate a slate of officers to be elected at the May general meeting. The three members-at-large shall be nominated and elected to the Nominating Committee by the general membership at the February general meeting and the Board representatives shall be elected at the February Board meeting. The President shall appoint one of the two Board representatives as the Chair of the Committee. The Chair shall call the first meeting of the Nominating Committee. The Committee shall nominate a member in good standing for each officer position and report its nominations at the General Meeting in April.

Section 3. Qualifications for Serving as an Officer of the Society

Each Officer must be a member in good standing of the Society. An Officer shall hold only one elected position at a time; and may serve in the same position for not more than two full consecutive one-year terms. A partial term served because of a vacancy does not count as a one-year term, The President shall have served as an Officer or Director of the Society for at least one year.

Section 4. Election of Officers

The Officers shall be elected at the general business meeting in May by a majority vote of those members present and voting. The presiding officer shall accept additional nominations from the floor, provided the nominee consents in person or in writing. The Officers shall be installed at the annual meeting in September and shall assume their official duties upon installation. Officers shall serve for a term of one year or until their successors are assigned.

Article VI – Duties of Officers

The duties of the Officers shall include, but are not restricted to, those set forth below. Each Officer shall appoint, as needed and with the approval of the Board of Directors, aides to assist in the accomplishment of these duties.

Section 1. President

The President shall be the Chief Executive Officer and the official spokesperson for the Society; shall affix the official signature for the Society on all legal documents; shall provide general supervision of the Society activities; shall preside at all general business meetings and Board of Directors meetings of the Society; and shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint advisors to the Board as specified in Article X, Section 1, and all committees and their chairs as are necessary to carry on the work of the Society. The President shall write an annual report to the membership for publication in the *DGS Newsletter*. The President shall be responsible for annually archiving the official records of the Society.

Section 2. Vice President

The Vice President is responsible for all revenue producing activities of the Society including workshops and merchandise sales but excluding collection of dues. In the absence or incapacity of the President, the Vice President shall temporarily assume the duties of the President at the request of the President or Executive Committee. In the event that the President resigns or is removed from office as specified in these Bylaws the Vice President shall assume the office of the President.

Section 3. Treasurer

The Treasurer shall chair the Budget Committee; shall have custody of all the funds of the Society; shall make all authorized disbursements; shall sign on bank accounts; shall present a financial statement at general business meetings and Board of Directors meetings; and shall be responsible for the filing of all government tax forms. The Treasurer shall supervise the accounting activity of the Society and shall propose a person, to be approved by the Board of Directors, to perform these functions, if necessary. The registered agent for the Society shall be the Treasurer, who shall notify the Secretary of State of such status upon taking office.

Section 4. Secretary

The Secretary shall record all business transacted at the general business meetings and Board of Directors meetings of the Society, and present the minutes for approval at the next meeting; shall keep current and have on hand for reference at all meetings: the Society Bylaws, standing rules, and the Secretary's record with the current and previous year's minutes of all Society meetings. The Secretary shall provide the President with a copy of all the Society's minutes, attachments, reports, required electronic backups, and newsletters to be placed annually in the Society archives. The Secretary shall be responsible for managing the Society's correspondence.

Article VII – The Executive Committee

The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and Immediate Past President. If the Immediate Past President is unavailable to serve, the Board of Directors shall elect a replacement. The Executive Committee shall appoint, subject to the approval of the membership, the directors enumerated in Article VIII. The Executive Committee may perform the duties of the Board of Directors concerning emergency matters between Board meetings. The Executive Committee shall have the authority to approve line item expenditures before the Society budget is approved by the membership.

Article VIII – Directors and their Appointment and Confirmation

Section 1. Directors.

The appointed Directors of the Society shall consist of Director for Education, Director for Membership, Director of Printing & Distribution, Director of Publicity and Public Relations, Director of Volunteer Coordination and Director of Publication Content.

These directors shall be appointed by the Executive Committee which is elected at the May meeting. The appointments are subject to ratification by the general membership at the general meeting in September.

The duties of the Directors shall include, but are not restricted to, those set forth below. Each Director shall appoint, as needed and with the approval of the Board of Directors, aides to assist in the accomplishment of these duties.

Section 2. Director for Education

The Director for Education shall be responsible for obtaining programs for the general business meetings of the Society and shall coordinate the special interest groups. The Director for Education shall be responsible for scheduling the use of Library facilities by the Society.

Section 3. Director for Membership

The Director for Membership shall be responsible for the promotion of Society membership; the accuracy of the official membership list; and shall provide printed copies of additions and changes in the membership list at each Board of Directors meeting; and shall place two printed copies of the official membership list (as of September 30) with the Society minutes.

Section 4. Director for Printing & Distribution

The Director for Printing & Distribution shall be responsible for printing and processing Society mailings and publications and for obtaining resources and assisting in publishing the Society's publications.

Section 5. Director for Publicity and Public Relations

The Director for Publicity and Public Relations shall be responsible for promoting the Society and its activities, and shall establish and maintain harmonious relationships with other organizations in the community having interests consistent with those of the Society.

Section 6. Director for Volunteer Coordination

The Director for Volunteer Coordination shall be responsible for developing a volunteer corps and managing its utilization.

Section 7. Director for Publication Content

The Director for Publication Content shall be responsible for chairing the Publication Committee (see Article XI, Section 3).

Article IX – Board of Directors

Section 1. The Board of Directors

The Board of Directors consists of the Officers and Directors of the Society and the Immediate Past President. If the Immediate Past President is unavailable to serve, the Board of Directors shall elect a replacement. No action may be taken by the Board of Directors or its members that is in conflict with the Bylaws or directives of the membership.

Section 2. Duties

The duties of the Board of Directors shall be to supervise the affairs of the Society; to establish additional duties of the Officers and Directors as deemed necessary; to schedule the time and place of the Society's general business meetings; to present reports and make recommendations at the general business meetings and Board of Directors meetings of the Society; and shall perform such other duties as are specified in these Bylaws. Each Officer and Director shall maintain an inventory of any equipment or records in his or her possession and shall provide a list of the inventory to the Secretary at the Board of Directors meeting at Board turnover. All official materials shall be delivered to the newly installed Board of Directors at Board turnover.

Section 3. Expenditures

All proposed expenditures in addition to the Society's approved budget must have Board of Directors approval. No Board member may vote on any matter in which he or she has a pecuniary interest. A two-thirds vote is required by the Board of Directors for any increase to a previously approved budget.

Section 4. Board of Directors Meetings

A Board of Directors meeting shall be held each month beginning in September and ending in May. The Board shall meet at least once and may meet more often during the summer (June, July and August). Any business conducted at the Board of Directors meeting that requires approval by the general membership shall be presented to the membership at the next general meeting following the Board meeting at which the issue is raised. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors, upon written notice delivered to the Secretary. Business transacted at any special meeting is limited to that specified in the call. Only members of the Board of Directors or appointees may speak at Board of Directors meetings; others may speak if special permission has been granted by a majority vote. A majority of the members of the Board of Directors shall constitute a quorum. Unless otherwise specified in these Bylaws, a majority vote of those in attendance shall constitute action by the Board of Directors. The President shall preside at meetings of the Board of Directors and may vote to make or break a tie vote (but not both). When necessary, the Board may conduct a meeting by electronic means. All Board votes that are cast by electronic means shall be reviewed at the next Board meeting and results incorporated into the meeting minutes.

Section 5. Vacancies

In the event of a vacancy in the office of the President, the Vice President shall become President. If the Vice President declines the position of President, the President's position shall be filled by the Board of Directors, retaining the requirement that no member may serve as President unless he or she has served as an Officer of the Society for at least one year. A vacancy in any other position on the Board of Directors shall be filled by the Board of Directors by a majority vote.

Resignation of Officers or Directors shall be by letter or by electronic means to the President, except in cases of death or serious illness, when the Board of Directors on its own motion may declare the office vacant.

Section 6. Removal of Officers or Directors

An Officer or Director may be removed for failure to perform the duties of the office, or for missing three consecutive meetings of the Board of Directors. Removal shall require three fourths vote of the entire Board of Directors.

Article X – Appointed Advisors to the Board of Directors

Section 1. Appointees

The President shall appoint the following non-voting advisors to the Board: Sales Manager, Parliamentarian, Library Liaison, Information Technology (IT) Administrator, Webmaster, Editor of *The Dallas Journal*, Editor of the DGS Newsletter, and Mail Administrator. Unless otherwise specified in these Bylaws, the appointed advisors shall be allowed to participate in discussions at Board of Directors meetings.

Section 2. Sales Manager

The Sales Manager shall be responsible for the merchandising of all Society materials for sale and shall maintain an inventory and locate appropriate storage facilities for such materials.

Section 3. Parliamentarian

The Parliamentarian shall advise on matters of parliamentary procedure at the Society's business meetings and Board of Directors meetings and have a current copy of the Bylaws, standing rules, and *Robert's Rules of Order Newly Revised* to all meetings. At the Board of Directors meetings the Parliamentarian shall not vote or participate in discussion, except as requested.

Section 4. Library Liaison

The Library Liaison shall keep the Board of Directors informed of the needs of the genealogy section of the J. Erik Jonsson Central Library. The Library Liaison may serve an unlimited number of terms.

Section 5. Information Technology (IT) Administrator

The IT Administrator is responsible for the operation of the Society's technology systems as directed by the Board of Directors.

Section 6. Webmaster

The Webmaster is responsible for the maintenance of the Society web presence under the direction of the Board of Directors.

Section 7. Editor of *The Dallas Journal*

The Editor of *The Dallas Journal* shall be responsible for the editing and publishing of an annual periodical, and shall ensure that a copy of the *Journal* is placed in the Dallas Public Library genealogical collection.

Section 8. Editor of the *DGS Newsletter*

The Editor of the *DGS Newsletter* shall be responsible for editing and publishing the Society Newsletter, which shall include notice of general business meetings as directed by the Board of Directors.

Section 9. Mail Administrator

The Mail Administrator is responsible for picking up and logging all correspondence of the Society from the Society's post office box.

Article XI – Standing and Special Committees

Section 1. The Budget Committee

The Budget Committee shall consist of five (5) members: the Treasurer, who shall be chair; the President; the Vice President; and two other members who previously have served as President or Treasurer. The Board of Directors may appoint either or both of "the other members" if there is not a former President or Treasurer available. This Committee shall prepare a Society budget prior to the annual meeting in September, for a vote of approval by the Board of Directors at its next meeting. The budget shall be presented to the general membership for a vote of approval at the first general business meeting following Board approval.

Section 2. The Audit Committee

The Audit Committee shall consist of at least three (3) members, at least one of whom shall have had accounting training or experience, shall be appointed by the President in September to review the Society's fiscal year financial transactions, in accordance with current official procedures established by the Board of Directors. It shall report to the Board of Directors in November and to the membership at its next general business meeting after November.

Section 3. The Publications Committee

The Publications Committee shall consist of at least three (3) members: the Director of Publication Content, who shall be chair; the editor of *The Dallas Journal*; the editor of the *DGS Newsletter*; and such other members as may be appointed by the President. This committee shall solicit and review content to insure consistency and suitability with Society objectives; shall edit content for publication; and shall coordinate with the Director for Printing and Distribution for publication.

Section 4. Special Committees

The President may create and appoint such committees and their chairs, standing or special, as deemed necessary to carry on the work of the Society, unless otherwise provided in these Bylaws. Committees may consist of members and non-members of the Society, but shall consist of a majority of Society members and the Chair must be a member in good standing. No committee shall act in the name of the Society without the prior approval of the Board of Directors. The President or the Board of Directors shall require the committee chair to submit annually a summary report, and one or more of the following: a plan of work, a request for budget or expenses, or recommendations. Any committee may be terminated by a majority vote of the Board of Directors.

Article XII – Special Gifts of the Society

Section 1. Gifts Made by the Society

Gifts from the Society to the Genealogy Section of the Dallas Public Library shall be used as directed by the Board of Directors for the purchase of books and equipment, the preservation of materials, or other items

that pertain to genealogy and related research. The amount of any such gift shall be determined after: (1) all current operating expenses are paid or accrued; (2) the accrued liabilities for ongoing events have been determined; (3) a reserve equivalent to the budgeted operating expense for the subsequent six months is established; and (4) after due consideration of the long-term ability of the Society to make future gifts, or to obtain grants.

Section 2. Gifts Made to the Society

Gifts made to the Society, either from members or other persons, including any grants received, shall be used in accordance with the donor's designation. If necessary, the Treasurer will establish and maintain separate ledger accounts to identify designated gifts. Undesignated gifts shall become part of the general operating fund.

Article XIII – Records of the Society

Section 1. Society Records

All records of the Society, printed or electronically generated, prepared by a member or non-member in pursuance of activities, projects, or as a part of their job in the Society shall be the property of the Society. These records shall include, but are not limited to, Society minutes, correspondence, newsletters, publications, syllabi, membership and other lists, documents, research records, and other Society materials. These records shall be archived annually.

Section 2. Society Archives

The Texas/Dallas History and Archives Division of the J. Erik Jonsson Central Library in Dallas, Texas, or its legal successor shall be the repository for the archival collection of the Society.

Article XIV – Fiscal Year

The fiscal year of this Society shall begin October 1 and end September 30.

Article XV – Standing Rules

The Standing Rules shall consist of the policies and procedures adopted by the Board of Directors for the operation of the Society. Proposed changes, additions, or deletions to the standing rules must be presented in writing to the Board of Directors for approval by a majority vote of the entire Board. Such rules shall not conflict with these bylaws.

Article XVI – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of the business of the Society in all cases in which they are applicable and which are not in conflict with the charter and Bylaws of the Society and any other special rules of order.

Article XVII – Amendments

These Bylaws may be amended or revised at any general business meeting of the Society by a two-thirds affirmative vote of members present and voting provided that the proposed amendment or revision has been either read or copies thereof distributed at the previous general business meeting, and that notice of said amendment or revision has been published on the Society web site at least fifteen (15) days prior to the

general business meeting at which the proposed amendment or revision is read or copies thereof distributed. Notice of such publication will be distributed to members via mail or email.

Article XVIII – Dissolution of the Society

Section 1. Procedure

In the event dissolution of the Society appears desirable or necessary, the Board of Directors shall adopt a resolution recommending dissolution of the Society, together with a plan for distribution of assets. The President shall transmit the proposals to the members. The procedure for voting and the requirements for approval shall be the same as provided for amending the Bylaws, Article XVII – Amendments except that forty-five (45) days' notice shall be given.

Section 2. Limitations on Distribution of Assets

Upon the dissolution of the Society, any assets which are held under stipulations requiring their return, transfer, or conveyance upon dissolution of the Society shall be distributed in accordance with the said stipulations. Any remaining assets shall first be applied to final payment and discharge of all liabilities and obligations of the Society. Remaining assets, if any, shall be conveyed to the Central Library or its successor. Any such assets not so disposed shall be offered to one or more similar organizations or institutions then existing within the United States of America which are dedicated to perpetuation of objectives similar to those of the Society and which are specified in the plan of distribution adopted by the Board of Directors, provided that such entities are tax exempt under Section 501(c)(3) of the Internal Revenue Code as amended or under such succeeding provisions of the Code as may be in effect at the time of dissolution. No portion of the Society's assets remaining after satisfying final operating obligations shall be conveyed to any individual or to any for-profit organization or firm.

These Revised Bylaws of the Dallas Genealogical Society were:

Presented by the Bylaws Revision Committee to the Board of Directors on: July 9, 2011

Approved by the Board of Directors on: September 10, 2011

Submitted for Notice Purposes to the General Membership at its regular meeting on: October 1, 2011

Adopted by a majority of the General Membership of the Dallas Genealogical Society
at its regular meeting on: November 5, 2011

To be effective on: November 5, 2011

Attest: Secretary (signature) _____ (Date) _____, 2011