

# **OAKLAND COUNTY GENEALOGICAL SOCIETY BYLAWS**

## **ARTICLE I: NAME**

The name of this organization shall be Oakland County Genealogical Society hereinafter known as the Society.

## **ARTICLE II: PURPOSE**

**Section 1.** This organization is incorporated in the State of Michigan and is organized and operated in compliance with the purposes described in Section 501 (c)(3) of the Internal Revenue Code.

**Section 2.** The Society shall promote and encourage an interest in genealogy and related fields among its members and the general public.

**Section 3.** Objectives of the Society shall include:

- A. To locate, publish, and safeguard public and private genealogical records.
- B. To encourage and instruct in the science of genealogical research and compilation through workshops, sharing and other educational means.

## **ARTICLE III: MEMBERSHIP**

**Section 1.** Membership in the Society shall be open to those who are interested in the purpose of the organization.

**Section 2.** No officer, agent, or member of the Society shall have the power or authority to bind such Society by any contract or engagement or pledge its credit for any purpose or to any amount unless authorized by the Board of Directors.

## **ARTICLE IV: DUES**

**Section 1.** The fiscal year shall be from June 1 – May 31.

**Section 2.** Dues shall be decided annually by the Board of Directors after review of the budget.

**Section 3.** Dues shall be payable annually on the member's anniversary date.

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## **ARTICLE V: MEETINGS**

**Section 1.** Meetings of the Society are open to the general public. They shall be held once a month from October through June, inclusive, except when unforeseen circumstances cause cancellation. Times and places of meeting shall be established by the Board of Directors.

**Section 2.** The Society business shall be conducted under Robert's Rules of Order Newly Revised.

**Section 3.** The members present at a regularly scheduled or properly called meeting shall constitute a quorum for the transaction of business.

## **ARTICLE VI: OFFICERS**

**Section 1.** Officers: The officers shall be the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. The officers shall perform the duties usually associated with the offices and duties specifically listed in these Bylaws. These officers shall be members in good standing.

**Section 2.** Executive Board: The elected officers shall constitute the Executive Board and shall have authority over the affairs of the Society when deemed necessary between regular meeting of the Board of Directors.

**Section 3.** Term of Office: The term of all officers shall be two years and they may succeed themselves.

**Section 4.** Vacancies: A vacancy in any office, except President, because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term.

**Section 5.** Removal: Any officer or committee chair may be removed by the Executive Board whenever, in its judgment, it is to the best interest of the Society.

### **Section 6.** President:

- A. Shall be the official representative of the Society.
- B. Shall be the chief executive of the Society and shall supervise and coordinate all activities.
- C. Shall preside at all meetings of the Society.
- D. Shall submit an annual report of achievements of the past year and goals of the coming year.
- E. Shall, with the Treasurer, be responsible for the preparation of a budget and its presentation to the membership after approval by the Board of Directors.
- F. Shall call such special membership meetings as may be required to perform the Society's functions.

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- G. Shall seek the help of the Executive Board on all matters pertaining to the welfare of the Society.

**Section 7. Vice-President**

- A. In the event of the President vacating office in mid-term, the Vice-President shall become President for the remainder of the unexpired term.
- B. In the event the Vice-President is unable to assume the office of President, the position will be filled by the Executive Board for the remainder of the unexpired term.
- C. Shall assume such duties as are assigned by the President or the Executive Board.

**Section 8. Recording Secretary:**

- A. Shall keep the minutes of all meetings including membership meetings, Board of Director Meetings, and Executive Board meetings.
- B. Shall provide copies of the minutes of the Board of Directors meetings to all members of the Board of Directors.
- C. Shall tally the results of all roll call votes and other elections.
- D. Shall make all records available at the reasonable request of any member.

**Section 9. Corresponding Secretary:**

- A. Shall conduct correspondence of the Society including notification to the members of meetings and special events.
- B. Shall distribute all correspondence to the proper officers and committee Chairs.
- C. Shall maintain a master list of all members.

**Section 10. Treasurer:**

- A. Shall have custody of and deposit all funds of the Society in the bank approved for such purpose by the Board of Directors.
- B. Shall disburse funds as authorized by the budget.
- C. Shall disburse any other funds as authorized by the Board of Directors.
- D. Shall keep an itemized account of all receipts and disbursements.
- E. Shall make a financial report at all Board of Directors Meetings and regular membership meeting and shall provide a written report to the President and Recording Secretary.
- F. Shall seek an audit of accounts at the end of the term of office or at the discretion of the Board of Directors. Such audit shall be presented to the Board of Directors.
- G. Shall present an annual account of all receipts and disbursements.
- H. Shall be bonded if in the opinion of the Executive Board, the funds in custody are such that good business practice would so dictate. A bonding request in no way is to be construed as a lack of confidence in the Treasurer and will be paid for by the Society.
- I. Shall make available for inspection by the general membership all records upon reasonable request.
- J. Should the Treasurer vacate the office mid-term, there shall be an audit of all financial records of the Society.

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**ARTICLE VII: BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of the five officers, the immediate past president, the chairs of all standing committees, one delegate from each affiliated organization, and two members-at-large.

**Section 2.** The Board of Directors shall meet not less than once a quarter.

**Section 3.** The Board of Directors shall assist the President on all matters pertaining to the welfare of the Society.

**Section 4.** The President shall act as moderator of the Board of Directors.

**Section 5.** All board members, upon leaving office, shall deliver to their successors, all monies, accounts, records, books, papers, or other property belonging to the Society.

**Section 6.** All board members shall present a written report to be filed with the Recording Secretary annually and also with their successor at the end of their term of office.

**Section 7.** Seven (7) members of the Board of Directors shall comprise a quorum for conducting business at a Board of Directors Meeting.

**Section 8.** Throughout the year, the Executive Board shall be authorized to act in an emergency by polling the members of the Board of Directors by telephone, electronic means, or in person. Such action shall be subject to ratification at the next regular meeting of the Board of Directors following a written report on the results of the poll.

**ARTICLE VIII: COMMITTEES**

**Section 1.** The President shall appoint, with the approval of the Executive Board, Chairs of the following Standing Committees:

- A. Finance and Budget
- B. Library and Archives
- C. Membership
- D. Program
- E. Publication Development
- F. Publication Distribution
- G. Publicity
- H. Quarterly Publication
- I. Query Research

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**Section 2.** The President shall establish other special Committees from time to time as may be deemed necessary to carry on the work of the Society.

**Section 3.** The committee Chairs will select the committee members.

**Section 4.** All funding for Committee projects shall be approved by the Board of Directors.

### **ARTICLE IX: NOMINATIONS AND ELECTIONS**

**Section 1.** The election of officers shall be conducted every two (2) years in May.

**Section 2.** The President shall appoint a nominating committee no later than March prior to the May election to seek out candidates for election of office.

**Section 3.** The Nominating Committee shall present a slate at the April membership meeting prior to the May elections.

**Section 4.** Nominations shall be permitted from the floor with the consent of the nominee

**Section 5.** The election for office shall be conducted by secret ballot if there is more than one nominee for any office.

**Section 6.** The terms of all officers shall begin at the end of the June meeting.

### **ARTICLE X: AMENDMENTS**

**Section 1.** The power to amend the Bylaws of the Society is reserved exclusively to the Board of Directors.

**Section 2.** The Bylaws of the Society may be amended at any Board of Directors' meeting by two thirds (2/3) vote of all board members present and voting.

### **ARTICLE XI: DISSOLUTION**

The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure to be distributed to the members of the Society. In the event of dissolution, all assets, real and personal, shall be distributed to such organizations approved by the Board of Directors and exempt under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.

### **ARTICLE XII: LIMITATION OF PERSONAL LIABILITY OF VOLUNTEER DIRECTORS**

**Section 1.** No volunteer director of the Society shall be personally liable to the Society or its members for monetary damages for breach of the director's fiduciary duty; provided, however, this provision shall not eliminate or limit the liability of a director for any of the following:

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- A. A breach of the director's duty of loyalty to the Society or its members;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- C. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- D. A transaction from which the director derived an improper personal benefit; or
- E. An act or omission that is grossly negligent.

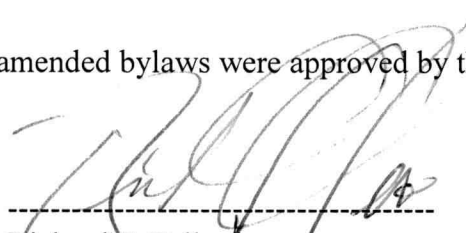
**Section 2.** The term "volunteer director" shall have the same definition as set forth in Section 110(2) of the Michigan Nonprofit Corporation Act, as the same presently exists or may hereafter be amended.


**Section 3.** Any repeal or modification of this Article shall not adversely affect any right or protection of a volunteer director of the Society existing at the time of, or for or with respect to, any acts or omissions occurring before the effective date of such repeal or modification.

**Section 4.** The Society hereby assumes any and all personal liability of a volunteer director to any person other than the Society or its members for monetary damages for all acts or omissions of the director occurring on or after the effective date of the adoption of this provision (upon filing with the Michigan Department of Commerce).

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These amended bylaws were approved by the Society membership on 7 June 2016

  
Richard F. Fellrath  
President

  
Pamela A. Warren  
Chair, Ad Hoc By-Laws Committee

OCGS History:

Organized: 1977

Bylaws History:

Original Bylaws Adopted:

November 14, 1977

Subsequent Amendments:

November 10, 1987

April 3, 1990

June 6, 2000

April 6, 2010

June 7, 2016