

BYLAWS OF
PLYMOUTH COUNTY GENEALOGISTS, INC

Established November 22, 1993

First Revision April 1999

Second Revision March 2008

Third Revision December 2010

Fourth Revision October 2012

Fifth Revision - December 2017

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ARTICLE I - General Provisions

Section 1 - The name of the corporation shall be Plymouth County Genealogists, Inc.

Section 2 - The fiscal year of the corporation shall end on the thirty-first (31st) day of August each year.

ARTICLE II - Purposes

Section 1 - To provide a place and form of assembly for all interested in genealogy, particularly in Plymouth County, Massachusetts, for discussion and instruction in procedures for research.

Section 2 - To promote interest in genealogy, town and family histories and all other activities associated with genealogical research and historical events affecting all families in Plymouth County, Massachusetts and elsewhere.

Section 3 - To do all and everything necessary, suitable and proper for the accomplishment of any purpose or the attainment of any of these genealogical objectives.

Section 4 - To do all in the furtherance of any power herein set forth, either alone or in joining with other individuals, corporations, firms, or associations.

Section 5 - To do every act or acts, thing or things, incidental or appurtenant to or connected with or growing out of the aforesaid purpose.

Section 6 - To do so provided that all of the above is not inconsistent with these bylaws under which this Corporation is organized.

ARTICLE III - Membership

Section 1 - There are two (2) levels of Membership: Individual and Institutional. Both membership levels are for the fiscal year.

Section 2 - The members of the corporation shall consist of any Individual or Institution who supports the purposes of the corporation and so indicated support by submitting a membership application and meeting the requirements of the Annual Membership Requirement. Membership is renewable, and each Member shall be advised before June 30th of the options of the Annual Membership Requirement for the next Fiscal Year.

Section 3 - The Annual Membership Requirement shall be determined by the Board of Directors. All Members must have met the Annual Membership Requirement in order to vote, nominate, be nominated, or be elected to either a Director or an Officer position.

Section 4 - Members receive Membership Cards for the fiscal year. Members are entitled to attend all meetings. Member, regardless of age, may participate in and be members of any Committee. Members over the age of eighteen (18) are entitled to vote.

Section 5 - Meetings of the Corporation consist of the “Annual Meeting of the Corporation” and “Special Meetings of the Corporation”. The Annual Meeting shall be held in October; the precise date shall be determined by the Board of Directors, as well as the manner of notice to the members. Any matter pertaining to the purpose of the Corporation may be taken up for consideration at the Annual Meeting. Special Meetings may be called by the President, the Board of Directors, or by ten percent (10%) of the Membership; the precise date shall be determined by the Board of Directors, as well as the manner of notice to the members. Matters must be specific in order to be taken up for consideration at Special Meetings.

Section 6 - At all meetings of the Corporation, the vote of each member must be cast in person. The quorum to act shall consist of at least twenty percent (20%) of the Individual Membership. The vote of the majority of those present shall decide any matter, unless a different vote is specified by law, our Articles of Organization, or these bylaws.

Section 7 - No member of the Corporation shall derive pecuniary profits from the Corporation or its activities, directly or indirectly.

Section 8 - No members of this Corporation shall have rights, titles or interests, whatsoever, in income, property or its assets. No asset may be distributed to any member on the dissolution or termination of this Corporation. All members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments, except for any annual dues owed.

ARTICLE IV - Board of Directors

Section 1 - The Board of Directors shall consist of no fewer than (3) three people and no more than (15) fifteen people. The Officers of the Corporation shall comprise four (4) of the Board of Directors positions. The non-Officers of the Board of Directors are Directors. All members of the Board of Directors may vote on all matters.

Section 2 - The business and property of the corporation shall be managed by the Board of Directors, who shall establish policies and standards and may exercise all of the powers of the corporation which are not expressly reserved to the membership by law, or by the Articles of Organization, or these bylaws.

Section 3 - Most Directors shall be elected by the membership at the Annual Meeting and hold office until their respective successors are chosen and qualified at the next annual meeting.

Section 4 - The Board of Directors shall have the power to appoint Directors. “Appointed Directors” shall serve until the next Annual Meeting of the Corporation. At the next Annual Meeting of the Corporation, the “Appointed Directors” shall be eligible to be elected to the Board of Directors by the Members of the Corporation. Directors may not be appointed for two (2) consecutive terms.

Section 5 - The Board of Directors shall elect a person from amongst themselves to serve as Chairperson of the Board of Directors. The Chairperson shall be elected at the Board of Directors Meeting that follows the Annual Meeting of the Corporation. If the Chairperson is unable to attend a Board of Directors Meeting, then the Chairperson may appoint a Director to serve at the meeting in their absence.

Section 6 - The Board of Directors shall meet from time to time as required or as requested by the Chairperson or President of the Corporation. Notice of such meetings may be any communication (telephone, email, newsletter or any other form of written method) provided as soon as possible to all Board members in some agreed manner.

Section 7 - Directors may communicate between and among one another by mail, email, fax or telephone and any other manner for preliminary majority approval. All matters communicated will be presented at the next Board of Directors meeting. No official vote may be held except at a called Board of Directors meeting.

Section 8 - A majority of the Board of Directors shall be required to act on behalf of the Corporation. Directors must be present to vote.

Section 9 - If a Director is not present for three consecutive Board of Directors meetings (without cause as determined by the Chairperson of the Board of Directors) then that Director shall be considered to have vacated their Director position. The former Director shall not be eligible for election to the Board of Directors in the following year.

Section 10 - Any Director may resign by delivering a written and signed resignation to the Corporation. All resignations shall be effective upon receipt unless it is specified to be effective at some later time.

Section 11 - Any Director may be removed from office with cause by an affirmative vote of the majority of the members at a Special Meeting of the Corporation duly called for the purpose of such removal.

ARTICLE V - Officers

Section 1 - The Officers of the Corporation shall be the President, the Vice-President, the Clerk, and the Treasurer. All Officers are members of the Board of Directors, but must follow the establish policies and standards as determined by the Board of Directors. Officers shall be elected at the Annual Meeting of the Corporation. Officers shall be at least eighteen (18) years of age.

Section 2 - Each of the four Officers shall be elected by the Membership in staggered years at the Annual Meeting of the Corporation. The President and Treasurer shall be elected at the Annual Meetings of odd-numbered years. The Vice-President and Clerk shall be elected at the Annual Meetings of even-numbered years.

Section 3 - Each Officer shall be hold office for **a term of two fiscal years**, until their respective successors are chosen and qualified at the respective annual meeting.

Section 4 - The **President** shall have the duties as follows:

Subsection A - represent the Corporation at public functions.

Subsection B - preside over all Meetings of the Corporation.

Subsection C - sign and provide printed membership cards to members who have met their Annual Membership Requirement.

Subsection D - Report directly to the Board of Directors.

Subsection E - be responsible for special or other assignments that the Board of Directors may delegate to him/her from time to time.

Section 5 - The **Vice-President** shall have the duties as follows:

Subsection A - act on behalf of the President during his/her absence.

Subsection B - aid and assist the President in the operation of the Corporation.

Subsection C - be responsible for special or other assignments that the President or the Board of Directors may delegate to him/her from time to time.

Section 6 - The **Clerk** shall have the duties as follows:

Subsection A - maintain records of all meetings of the Board of Directors and all Meetings of the Corporation.

Subsection B - shall record and transmit whatever notices, forms or communications may be required.

Subsection C - conduct and provide the correspondence for the Board of Directors and the Corporation in all matters.

Subsection D - communicate the time and place of the Annual Meeting of the Corporation, and all Special Meetings of the Corporation, to the Membership at least fourteen (14) days in advance.

Subsection E - be responsible for special or other assignments that the Board of Directors may delegate to him/her from time to time.

Section 7 - The **Treasurer** shall have duties as follows:

Subsection A - maintain either written or printed and/or electronic financial ledgers or records of the Corporation.

Subsection B - collect and take charge of the Annual Membership Requirement and any other donations or gifts given to and belonging to the Corporation.

Subsection C - pay all of the Corporation's expenses, bills and fees as approved by the Board.

Subsection D - establish and keep a checking and/or savings account in the name of the Corporation.

Subsection E - be responsible for special or other assignments that the Board of Directors may delegate to him/her from time to time.

Section 8 - Any Officer may resign by delivering a written and signed resignation to the Corporation. All resignations shall be effective upon receipt unless it is specified to be effective at some later time.

Section 9 - Any Officer may be removed from office with cause by an affirmative vote of the majority of the membership at a Special Meeting of the Corporation duly called for the purpose of such removal.

ARTICLE VI - Amendments of Bylaws

Section 1 - These bylaws may be amended from time to time by written form from any member and discussed by the Membership. Bylaw changes shall be voted upon and approved by the members of the Corporation at any Meeting of the Corporation. The meeting shall be set by a notice having been communicated at least fourteen (14) days in advance. Members will have access to a sample set of the changes before the vote.