

## **By-laws of Longmont Genealogical Society, Inc.**

### **Article I: Name**

The name of this organization is the Longmont Genealogical Society, Inc., hereinafter known as the Society, a non-profit corporation.

### **Article II: Non-profit Status**

Section A: The Society shall maintain a Certificate of Incorporation (non-profit) in the State of Colorado.

Section B: The Society will designate a registered office in Colorado and a registered agent at such office as required by every non-profit corporation in Colorado.

Section C: The Society shall file Form 990N (e-postcard) each year before May 15, in accordance with IRS regulations, in order to maintain tax-exempt status with the IRS. (See Article VII, I-4)

### **Article III: Objectives**

Section A: To promote and encourage an interest in genealogy

Section B: To aid members in their genealogical pursuits by offering the means and opportunity to share, collaborate and assist each other in their research

Section C: To educate members and the interested public in genealogical research

Section D: To maintain and elevate genealogical standards among members and the general public

Section E: To stress the importance of accuracy in research through careful documentation

Section F: To locate, preserve, publish and index public and private genealogical and historical records

Section G: To assist and support any genealogical institutions or repositories in Colorado which are open to the public.

### **Article IV: Membership and Dues**

Section A: Any applicant interested in furthering the objectives of this Society shall be accepted for membership upon submission of a completed application form and payment of dues.

Section B: Dues shall be recommended by the Board of Directors (hereafter referred to as the Board) with the approval of the general membership. Dues are payable January 1<sup>st</sup> of each year. The Membership Officer will notify members whose dues have not been paid by the March general membership meeting. Members whose dues are not paid by the April general membership meeting will be removed from the membership roll (See Article VII, G-4).

Section C: Dues for new members are payable upon admittance to the Society and are in effect for that calendar year. A new member who joins after September 1<sup>st</sup> is a member for the remainder of the current year and the entire following year.

Section D: Irrespective of membership category (individual, family, honorary, life, or organizational) each Society member is entitled to one vote.

Section E: Society members should be courteous, professional and conduct themselves in a positive manner when interacting with other members in meetings or as a

representative to the public. A member whose conduct at meetings or other Society events is disruptive, disrespectful of fellow members or the public, destructive of Society or other property, or refuses to comply with a reasonable request by a Society officer or other Board designated event leader may at the discretion of the Board be removed from Society membership. A warning instead of removal may be issued for a first offense.

## **Article V: Membership Meetings**

Section A: There shall be a general membership meeting held once each month at a date, time and place to be determined by the Board. Some of these meetings, or portions of meetings, shall be business meetings and the remainder shall be program meetings. Program meetings may include announcements and discussions of general interest to the Society. They will not be considered business meetings so long as a vote is not taken, or some other official business as described in these By-laws does not occur. Program meetings shall be open to anyone interested in the objectives of the Society. However, after repeated attendance it is expected a guest should support the Society by becoming a member.

Section B: At the discretion of the Board, any membership meeting, or a portion of the meeting, may be declared a business meeting if official Society business is to be conducted, i.e. voting to approve the budget, voting to approve a By-laws amendment or for the election of officers, or announcement of candidates for office or By-laws amendment, etc. The President shall provide at least a five day notice to the membership of any membership meeting which is to have a business meeting component. This notice shall include the stated purpose for the business meeting.

Section C: A quorum for conducting a business meeting shall be 20% of the Society's membership being in attendance (attendance may be either in-person or via a virtual meeting platform).

Section D: For any vote to be approved by the general membership it shall be passed by a majority of the members in attendance. Proxy voting shall not be permitted by the Society.

Section E: At least three business meetings must be held each year.

1. January – A business meeting shall be held to approve the annual budget for the Society
2. November – A business meeting shall be held to announce the slate of candidates for election.
3. December - A business meeting shall be held for the election and installation of new officers plus a new member(s) of the Nominating Committee. An installation ceremony shall be held immediately following the election; however terms for new officers do not begin until January 1st of the next year (See VII-A).
4. Other business meetings may be held as necessary.

## **Article VI: Board of Directors**

Section A: The Board shall consist of the five elected officers as per Article VII.

Section B: The Board shall meet at least bi-monthly, or more frequently if agreed to by the majority of the Directors. Any Director may request an additional meeting if they feel it is in the best interest of the Society. The President should poll the other Directors for their concurrence and to establish a time and place for the meeting to occur. Board meetings may be held via electronic means when necessary. As above, the President shall canvas the Board to determine a suitable time and method to

assure at least a quorum will be in attendance. As with physical Board meetings, the Secretary shall keep minutes of meetings held via any electronic means and incorporate them into the minutes of the next regular meeting.

Section C: The Board shall have control and management of the affairs and funds of the Society (See Article VII, I-2).

Section D: A quorum of the Board shall consist of a majority of the Directors. No vote shall be taken without a quorum. No motion shall pass without the affirmative vote of at least three Directors. An e-mail vote may be taken, if appropriate.

Section E: No member shall serve as an elected officer on the Board for more than six consecutive years. (See Article VII-B)

## **Article VII: Elected Officers**

Section A: The elected officers shall consist of President, Vice President, Membership Officer, Secretary, and Treasurer. Elected officers take possession of the office beginning January 1 of the year following their election.

Section B: The officers shall serve a term of one year, not to exceed four consecutive terms (four years) in the same office, except for the office of President which shall be limited to two consecutive terms (two years).

Section C: All outgoing officers shall give all material pertaining to their office to their successors upon the expiration of their terms. Further, all officers shall prepare a report at the end of each term of office to report on the affairs of their office for the year just ended, with a copy of their report provided to their successor, if the officer is being replaced, and to the President for record keeping. Reports may be hardcopy or electronic (Portable Document Format/ “.pdf”) as mutually agreed to by all parties.

Section D: Additional duties and procedures for officers shall be documented in the Standing Rules and a Society Procedures Manual. All officers should familiarize themselves with the contents of these documents for additional details regarding the conduct of their office.

### **Section E: President**

1. The President shall preside at all meetings of the Board and general membership meetings.
2. The President shall appoint Volunteer Coordinators subject to the approval of the Board (See Article X-A.1).
3. The President and Secretary shall sign all legal documents on behalf of the Society.
4. The President shall represent the Society to other organizations or designate a member as a delegate on their behalf.
5. The President shall serve as a signatory on all Society financial accounts.

### **Section F: Vice President**

1. The Vice President shall assume the duties of the President in their absence, or at the request of the President.
2. The Vice President shall assume the duties of the President in the event of a vacancy in the office of President.
3. The Vice President shall be responsible for programs and may appoint assistants to be in charge of subcommittees such as; seminars, speakers for general membership meetings, and physical arrangements and equipment

### **Section G: Membership Officer**

1. Enrolls new members, collects dues and such member data as may be necessary.

2. Solicits and collects renewal membership dues, and updates to renewing member's information.
3. Serves as a 'greeter' at monthly membership meetings to record attendance by members and guests.
  - a. Contacts guests following a meeting to answer any questions they may have regarding the Society.
  - b. Prepares and oversees distribution of a welcome kit for new members, to include a letter of welcome, a name tag, a copy of the Society's membership roster, and other introductory material as may be appropriate (parts may be sent electronically).
4. Notifies members who have not renewed their membership by the March meeting, within ten days of that meeting, and removes them from the roster if payment is not received by the April meeting (See Article IV-B).
5. Maintains a record of past and present membership information in order to:
  - a. Create a Society membership roster.
  - b. Maintain a list of members' e-mail addresses, and phone numbers.
  - c. Maintain a list of members' postal addresses, as needed.
6. May appoint assistants to help with the 'greeter' and other membership tasks, as appropriate.

**Section H: Secretary**

1. The Secretary shall record and keep the minutes of the business portion of a membership meeting and all Board meetings. The minutes shall be available to the membership at all membership meetings, and shall be provided to a member, in electronic format, upon request.
2. The President and Secretary shall sign all legal documents.
3. The Secretary shall be a signatory on all of the Society's financial accounts and will handle the Treasurer duties during a temporary absence of the Treasurer.

**Section I: Treasurer**

1. The Treasurer shall keep a record of all funds and provide an accounting of all funds at the meetings of the general membership and the Board.
2. The Treasurer shall have custody of all funds, be a signatory on all Society financial accounts, and shall, along with a co-signatory, make disbursements of funds as approved by the Board (See Article VI-C).
3. Signing of checks or other disbursement of Society funds shall require two signatures among the Treasurer, Secretary and President.
4. The Treasurer shall be responsible for filing the annual reports with the IRS and Colorado Secretary of State to maintain status as a non-profit corporation.
5. Make available to the appointed person all necessary records for the conduct of an annual financial review of the Society's records and accounts (See Article XI-D.1&2)

**Article VIII: Nominating Committee: Elections and Appointments**

**Section A: Nominating Committee structure**

1. The Nominating Committee shall consist of three elected members.
2. Members of the nominating committee are not considered members of the Board. However, one member of the Board, excluding the President, may serve on the nominating committee.
3. Each member shall serve for a term of two years, with elections structured to maintain staggered terms to the extent possible. Two members shall be elected

one year and one the next. If necessary, one member may be elected for a one year term to avoid all terms ending concurrently.

4. A person may not serve on the nominating committee for more than two consecutive terms (e.g. four consecutive years).
5. After their election the nominating committee will elect one member as its Chair and report that selection to the Board by not later than the 2<sup>nd</sup> Board meeting of the year.

**Section B: Nominating Committee functions**

1. It shall begin its primary function in August of each year.
2. It shall prepare a slate of nominees for all Society elective offices.
3. It shall nominate candidate(s) to fill any vacancy/vacancies of its member(s).
4. It shall recommend candidates for Volunteer Coordinators for special functions (See Article X-A.1). However, these positions are not elected, but are appointed by the newly elected President with the concurrence of the incoming Board.
5. The nominating committee may consult with an outgoing Volunteer Coordinator(s) and with the outgoing Board to assist in finding suitable candidates.

**Section C: Presenting the slate of nominees**

1. All nominations shall be presented at the November business meeting and the December business meeting.
2. Nominations shall also be heard from the floor at the December business meeting.
3. Nominees must give consent prior to nomination.
4. All nominees shall be members in good standing of the Society.

**Section D:** Following the report of the Nominating Committee, all officers shall be elected by a simple majority vote of the members present at the December business meeting (a quorum is required). If there are multiple nominations for an office, voting shall be by ballot. An installation ceremony shall immediately follow the elections.

**Section E:** The Nominating Committee shall find a replacement for a vacancy to an elective office for the remainder of the unexpired term with the approval of the Board. Exception; a vacancy to the office of the President shall be filled by the Vice President (See Article VII F-2). However, if the Vice President will be required to permanently fill the position of President the nominating committee will find a replacement for the office of Vice President.

## **Article IX: Special Interest Groups**

**Section A: Formation of Special Interest Groups**

1. Any sub-group of Society members may form a Special Interest Group (SIG) by presenting their ideas and rationale to the Board for approval to use the Longmont Genealogical Society, Inc. as their parent organization.
2. The Board can approve the SIG if they agree with the purpose of the group and how it benefits the mission and objectives of the Society and its members based on their ideas and rationale as presented.
3. Each SIG shall appoint one of their members, subject to Board approval, to be the SIG Leader for their sub-group. That person shall be the liaison between the SIG and the Board.
4. A SIG may petition the Board for financial or other support as they may feel appropriate. Approval is solely at the discretion of the Board. Such factors as; overall benefit to the objectives of the Society (See Article III), benefit to the

other Society members, size of the sub-group, and the amount of funds or other support requested may be considered.

5. A SIG may meet for such purposes as supports their goals and at such times and venues as they may arrange.

Section B: Procedures for Special Interest Groups

1. Refer to the Society's Standing Rules for any specific duties and responsibilities as may be defined for SIG Leaders.
2. If a SIG is new, they are encouraged to document a statement of purpose, list of members, and any procedures as may be desirable for the continuity and proper functions of the SIG.

## **Article X: Volunteer Coordinators**

Section A: Filling Volunteer Coordinator Positions –

1. The incoming Board approves Volunteer Coordinator appointments as made by the new President. The Nominating Committee will solicit Volunteer Coordinators during the period of August to December for the following year to perform special functions such as, but not limited to:
  - a. Webmaster
  - b. Newsletter editor
  - c. Education
  - d. Fund raising (when appropriate)
  - e. Publicity
  - f. Technical (IT)
2. Any member in good standing with the Society may volunteer to fill any of these positions, either directly to the Board or through the nominating committee. In the event of multiple volunteers for a position the nominating committee, working with the outgoing Board, will screen the candidates and make a recommendation to the incoming President and Board.
3. If no one volunteers to fill a Coordinator position, that function may not be provided by the Society during the year.

Section B: Performing Volunteer Coordination Functions

1. Volunteer Coordinators are not voting members of the Board.
2. Volunteer Coordinators may serve as long as they are willing and have the approval of the Board.
3. Volunteer Coordinators shall, in consultation with their predecessor, or other knowledgeable person(s) as appropriate, prepare an input to the annual Budget committee for a budget line item to cover the expected expense of their functional area for the upcoming year. Approval of funding shall otherwise follow the budgeting process (See Article XI-A&B), or the Board's discretion for the expenditure of Society funds.
4. Volunteer Coordinators are encouraged to attend Board meetings, or otherwise communicate with the Board, as necessary and desirable for the proper functioning of the Society and their functional area.
5. Duties and responsibilities of Volunteer Coordinators shall be defined in the LGS Procedures Manual with the concurrence of the Board.
6. Volunteers Coordinators shall give all materials; such as procedures manual, any materials, equipment, and information specific to their functional area to their successor. At the end of each year a Volunteer Coordinator shall submit a report of the affairs of their area for the year just ended to the President for record

keeping, with a copy to their successor if they will no longer be filling that Volunteer Coordinator role. Reports may be hardcopy or electronic (Portable Document Format/“.pdf”) as mutually agreed to by all parties.

## **Article XI: Finances**

Section A: The Budget Committee shall consist of four members; the current and outgoing Presidents and Treasurers. If the incoming and outgoing Presidents and Treasurers don't equal four persons, the incoming President may appoint other budget committee members as needed.

Section B: The budget shall be sent by e-mail to the Board for approval at the January board meeting. Once approved it shall be presented for adoption at the next general membership business meeting.

Section C: It is expected that expenditure of Society funds will follow the approved budget. If it is found that expenditures are needed which were not included in the budget, or amounts are needed in excess of the budget line amount, then the appropriate person(s), be they officers on the Board, Volunteer Coordinators, or members of the Society in general, shall bring the matter before the Board and request approval for the over budget items before expending funds for those items/needs. The Board may approve requests made post facto, if they feel they were in the Society's interest and a contingency prevented prior submission.

Section D: With board approval, the President shall appoint a qualified person (preferably a Society member), but not a member of the Board, to conduct a financial review of the Society's financial records prior to the second board meeting of the calendar year.

1. The Treasurer shall make available all necessary records, reports, bank statements, check carbons, and deposit slips, as are necessary and sufficient to the chosen person to complete the financial review.
2. The financial review report and findings shall be received by the President and when deemed to be complete, accurate and satisfactory will be presented to Board for information and any necessary action. It will be included by the Secretary as an attachment to the minutes of the Board meeting at which it is presented.

## **Article XII: Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the By-laws and any special rules of order the Society may adopt.

## **Article XIII: Amendment of the By-laws**

Section A: Proposing a By-law amendment;

1. A petition for amendment of the By-laws, signed by at least five members, shall be submitted in writing to the Board for consideration. This petition shall be accompanied with a complete draft of the proposed amendment to the By-laws as requested by the petitioners.
2. Alternatively, the need for a By-law amendment may originate with the Board when approved by at least four board members.
3. In either event, the Board shall appoint an ad-hoc committee of at least three persons to review the proposal and to work with the petitioners to craft amendment language to be submitted to the Society membership. If the proposed amendment originated from the membership (e.g. outside the Board) the

committee shall include some of the petitioners as well as other Society members who are not members of the Board. (This may result in a committee larger than the minimum of three persons; that is encouraged.)

Section B: Approving an amendment;

1. The proposed amendment language once completed shall be forwarded to the membership by e-mail or other appropriate means, and shall be presented for discussion at a business meeting by a representative of the ad hoc By-law committee.
2. A vote on the proposed amendment shall be held at the Society's next business meeting. The amendment must pass by a two-thirds vote of members present and voting (a quorum is required).

Section C: An amendment to the By-laws shall become effective immediately upon its adoption by the general membership. Job duty changes will become effective on January 1<sup>st</sup> of the following year, or immediately with the agreement of any effected job holder.

### **Article XIV: Dissolution**

In the event of the dissolution of the Society, all materials on loan to the Society shall be returned to the lender. Assets remaining after existing debts are paid shall be donated to genealogical societies or other organizations dedicated to the preservation of genealogical materials and records and agreed upon by the Board.

These By-laws were revised 2000, 2003, 2008, 2011, 2014, 2017, 2018, 2019, and 2022.