

BY-LAWS OF THE AMELIA ISLAND GENEALOGICAL SOCIETY

Revised 16 Nov 2010

ARTICLE I – Name

The name of this organization shall be Amelia Island Genealogical Society.

ARTICLE II - Purpose

- Section 1. The purpose of this Society is educational. The Society is devoted exclusively to furthering genealogical research and promoting interest in family history.
- Section 2. To further this educational purpose, this Society may conduct meetings, offer classes, compile and print research materials, receive, hold and manage gifts; and engage in other activities within the intent of Section 501(c)(3) of the Internal Revenue Code, and consistent with the laws of the State of Florida.

ARTICLE III – Dedication of Assets

- Section 1. Property of the Amelia Island Genealogical Society shall be logged in the Society's official records and maintained as provided by the Board of Directors.
- Section 2. The properties and assets of the Society are irrevocably dedicated to educational purposes. No part of the net earnings, properties or assets of the society, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or of any member, director or Officer of the Society.

ARTICLE IV – Membership

- Section 1. Any person who supports the purpose of this Society may become a member upon payment of the prescribed dues to the Society.
- Section 2. Two types of memberships may be granted, Individual or Family. Family memberships may be granted to two persons living in the same household. All members shall have equal rights and privileges. Each person of a family membership is entitled to the same voting privileges as an individual member. A member who has paid dues for the current year may vote upon proposals put to the members.
- Section 3. All Amelia Island Genealogical Society members accepted for membership prior to December 31, 1992, shall be known as founding or charter members.

ARTICLE V – Board of Directors

- Section 1. The affairs of this organization shall be managed by a Board of Directors, consisting of the four (4) Officers (Article VII/Section 1), four (4) Members-at-Large, and the immediate Past-President. If the immediate Past President is not an active member of the organization, a fifth (5th) Director-at-Large shall serve on the Board. In all cases, the Board of Directors shall number nine (9) individuals, all elected at the Society's annual meeting. The President shall serve as Chairman of the Board of Directors.
- Section 2. A quorum for board meetings shall be a majority of board members as defined in Article V, Section 1. A majority of "Yes" votes by the board members present shall constitute election or passage of motions before the Board. No proxy votes permitted.
- Section 3. The Board of Directors shall have the responsibility to manage the business, assets, activities and programs of the Society, and to establish administrative policies and procedures and committees for the operation of the Society.
- Section 4. Regular meetings of the Board of Directors will be held monthly. Special meetings of the Board may be held at a convenient time and place when called by the order of the President or of any three members of the Board of Directors. Legal notice of time and place shall be given to all Board members.
- Section 5. A Board member may hold only one board position at one time.

BY-LAWS OF THE AMELIA ISLAND GENEALOGICAL SOCIETY

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ARTICLE VI – Dues

- Section 1. A continuation of annual dues at the same rate shall be approved yearly by a simple majority of the Board of Directors.
- Section 2. A proposed change in annual dues upon approval by the Board of Directors shall be ratified by a simple majority of the members voting on the question.
- Section 3. Membership dues shall be paid by January 1 of each year.

ARTICLE VII – Officers and Directors

- Section 1. The Officers and Directors shall be: President, Vice-President, Secretary, and Treasurer.
- Section 2. Officers and Directors will assume office at the beginning of the each fiscal year.
- Section 3. An elected Officer may serve no more than two successive one (1) year terms in a single position. A member is eligible to be elected to the position again following one (1) full term out of that office.
- Section 4. Interim vacancies in any of the elected positions shall be filled by election by the Board of Directors, except that the Vice-President shall succeed to the Presidency in the event the Presidency is vacated.

ARTICLE VIII – Duties of Officers and Directors

- Section 1. The President shall preside at regular and special meetings of the Society and the Board of Directors, serve as ex-officio member of all committees except the Nominating Committee and Audit Committee, and exercise the usual executive powers pertaining to the office of President.
- Section 2. The Vice President shall assist the President in the performance of his duties and assume them in the absence of the President or upon the inability of the President to serve.
- Section 3. The Secretary shall be responsible for recording proceedings of the Society and the Board of directors; giving notice of special meetings; furnishing copies of all minutes to the board of directors, maintaining copies and a record of society business and contractual related matters and correspondence; keeping records of attendance at all Board Meetings; retaining custody of the By-Laws, contracts and business related records of the Society; and making conformed copies of the By-Laws available to the Board and members of the Society.
- Section 4. The Treasurer shall be responsible for all funds received by the society and for their deposit in banks approved by the board of Directors; keep an accurate record of all money received and expended by the society; provide a finance report for each business meeting; and make timely expenditures for the Society as authorized by the Board of Directors.
- Section 5. Each board member is responsible for the functioning of the committees and activities assigned to him/her by the Board of Directors.
- Section 6. In the event of a vacancy in elected positions(s), the Nominating Committee shall present nominee(s) for the vacant position(s) to the Board of Directors within forty-five (45) days. A Board member may nominate additional candidate(s) for the vacant office(s). The Board elects from the slate of nominees.

ARTICLE IX – Standing Committees

- Section 1. Standing Committees will be: Audit Committee, and Nominating Committee.
- Section 2. Duties of the Audit Committee appear in Article XII of this document and responsibilities of the Nominating Committee will be found in Article XI.

ARTICLE X – General Meetings

- Section 1. General meetings will be held monthly. The Board shall designate the time and place and make an announcement thereof at least thirty (30) days prior to the general meeting. This

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Revised 16 Nov 2010

constitutes legal notice. These meetings fulfill the purpose of the Society as defined in Article II. Any business that must be presented to the members shall be conducted at these meetings.

Section 2. The general meeting at the end of the fiscal year will be known as the annual meeting. Election of Officers and Directors and approval of budget for the next fiscal year shall take place at this meeting. A simple majority of the quorum of the general membership will elect the Officers and Directors and approve the budget.

Section 3. Special membership meetings may be called at any time by the Board of Directors or by a minimum of five members of the Society upon legal notice to all members.

Section 4. A quorum for the transaction of business at any general meeting shall be 25% of the membership. A simple majority of votes in the affirmative shall constitute election or passage of motions. Proxy votes are permitted if received prior to the start of the meeting.

ARTICLE XI – Nominations and Elections

Section 1. A Nominating Committee of three members shall be appointed by the Board of Directors no later than August of the current fiscal year.

Section 2. The Board of Directors shall provide the Nominating Committee with the list of Board positions to be filled for the next fiscal year, including titles of positions and responsibilities of each position, by September 1.

Section 3. The Nominating Committee shall submit the names of at least one (1) member candidate for each elective position on the Board by October 1. The Board of Directors shall approve the slate of candidates submitted by the Nominating Committee at the October Board Meeting. Additional nominations may be made from the floor at the Annual Meeting.

ARTICLE XII – Finances

Section 1. The fiscal year shall be from January 1 through December 31.

Section 2. The Board of Directors shall adopt a budget for the next fiscal year.

Section 3. The Treasurer shall account for and preserve the integrity of special types of funds, such as funds contributed for specific use(s), special Society projects with substantial financial significance, capital reserves and the like.

Section 4. The Board shall, not later than November 15, appoint an audit committee composed of three persons deemed to be qualified by the Board. These persons shall not be members of the Board of Directors. The Audit Committee shall submit their report to the Board of Directors no later than February 1.

ARTICLE XIII – Interest Groups

Section 1. Members with mutual genealogical interests may request from the Board of Directors authorization to form an Interest Group.

ARTICLE XIV – Removal from Office or Membership

Section 1. Removal from Society membership shall follow the procedure in the parliamentary authority. A Member once removed from membership shall not be reinstated except by a two-thirds (2/3) vote of the membership casting ballots.

Section 2. Any elected member of the Board of Directors may be removed from office by procedures the same as those detailed for removal of membership.

ARTICLE XV – Governing Rules

Section 1. The By-Laws shall constitute the governing rules of the Society.

BY-LAWS OF THE AMELIA ISLAND GENEALOGICAL SOCIETY

Revised 16 Nov 2010

- Section 2. Any matter not covered by said documents shall be controlled where applicable by parliamentary authority of Robert's Rules of Order, Newly Revised.
- Section 3. These By-Laws shall become binding on the Society on October 1, 1992, and as periodically amended and approved by the membership.

ARTICLE XVI – Amendment of By-Laws

- Section 1. An amendment to these By-Laws may be made at any general meeting of the Society providing the proposed amendment receives a two-thirds (2/3) affirmative vote by those members present and proxies received prior to the start of the meeting.
- Section 2. A proposed amendment must be submitted to the Board in writing and a copy of the proposed amendment mailed to all members at least 21 days in advance of the date of voting.