

(Revised Recommendations, October 17, 2023 by the Board of Directors)

Note: The revisions are in blue.

BYLAWS of the AMELIA ISLAND GENEALOGICAL SOCIETY

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 **primarily** 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 by the **Secretary and managed 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. **Three types of memberships may be allowed**
- (1) Individual: a human being.**
 - (2) Family: Family memberships may be granted to two human beings living in the same household. Each person of a family membership is entitled to the same voting privileges as an individual member.**
 - (3) Organization Members, which may be either of two types:**
 - a. Organization Members who elect NOT to pay dues, including Honorary Organization members as may be recognized by the Board of Directors. These Organization Members are NOT eligible to vote, and do not contribute toward the determination of a quorum.**
 - b. Organization Members who elect to pay dues. this type of membership includes all forms of business entities, family trusts and partnerships, having more than two members. This type of membership has one (1) vote notwithstanding the number of individuals within its group, and shall file a statement with the Secretary designating the single individual who has the right to cast any vote.**

- Section 3. **All members who pay dues shall have equal right and privileges. A member who has paid dues for the current year may vote upon proposals put to the members**
- Section. 4. **All Amelia Island Genealogical Society members accepted for membership prior to December 31, 1992, shall be known as founding or charter members.**

ARTICLE V – DUES

- Section 1. The amount of annual dues shall be proposed by the Board of Directors. and approved by a simple majority of the members voting on the question. **Any change should be published twice and distributed to the membership.**
- Section 2 Membership dues shall be paid by January 1 of each year.

ARTICLE VI – OFFICERS and DIRECTORS

- Section 1. The Officers shall be: President, Vice President, Secretary and Treasurer.
- Section 2. **The number of Directors shall be set by the Board of Directors and confirmed by the membership, but shall not be less than three (3) human beings. The Board of Directors shall have seven (7) individuals, consisting of the four officers and three (3) Members elected at large which may include a past president. The Board of Directors shall be elected at the Society’s annual meeting in even-numbered years, and assume office on January 1st of the following year.**
- Section 3. **Officers and Directors are elected for a term of two (2) years.** An elected officer may serve no more than one (1) term 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. **Vacancies** in any of the elected positions shall be filled by the Board of Directors, except that the Vice President shall succeed to the presidency in the event the presidency is vacated.

ARTICLE VII – 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 **the president’s** 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 Bylaws, contracts and business related records of the Society; and, making conformed copies of the Bylaws 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 **of the Board and of general meetings when financial decisions are on the agenda; and make timely expenditures for the Society as authorized by the Board of Directors. The Treasurer shall be responsible for preparing any reports or returns required by governmental entities to maintain the continued legal existence and not-**

for-profit operation of the society consistent with applicable law.

Section 5. Each Board member is responsible for the functioning of the committees and activities assigned to him/her by the Board of Directors.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. **The currently elected Officers and Directors shall constitute the Board of Directors. The President shall serve as Chairman of the Board of Directors.**

Section 2. 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 3. **A majority of the members of the Board shall constitute a quorum.** No proxy votes are permitted.

Section 4. Regular meetings of the Board of Directors will be held **at least quarterly.** 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

Section 5. A Board member may hold only one board position at one time.

Section 6. Any meeting of the Board of Directors may be held electronically through the use of Internet meeting services.

ARTICLE IX. – STANDING COMMITTEES

Section 1. The Board shall timely 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.

Section 2. A Nominating Committee of three members shall be timely appointed by the Board of Directors to deliver a slate of nominees to the Board of Directors at least 60 days prior to the election.

(a) The Secretary shall provide the Nominating Committee with the list of Board positions to be filled.

(b) The Nominating Committee shall submit the names of at least one (1) member candidate, whose consent to serve has been obtained, for each elective position on the Board. The Board of Directors shall submit the slate of candidates to the November General Meeting. Additional nominations may be made from the floor at the Annual Meeting, provided the consent of the nominee shall first have been obtained.

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. These meetings fulfill the purpose of the Society as defined in Article III. 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 **and the Board of Directors is authorized to alter the budget to deal with contingencies that may develop.** 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 **in person or by proxy**. A simple majority of votes shall **determine the outcome of any motion except for a notice to amend the bylaws**.
Proxy votes are permitted if received prior to the start of the meeting.

ARTICLE XI. – 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 to be approved by the membership at the annual meeting.
- Section 3. At the close of each fiscal year, the accounts of the Treasurer shall be audited by an auditing committee appointed by the Board of Directors.

ARTICLE XII. PARLIAMENTARY AUTHORITY

- Section 1. 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 not inconsistent with these bylaws and/or special rules of order.

ARTICLE XIII– AMENDMENT OF BYLAWS

- Section 1. An amendment to these Bylaws 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.
- Section 2. A proposed amendment must be submitted to the Board in writing and a copy of the proposed amendment mailed **or sent electronically** to all members at least 21 days in advance of the date of voting.

Revised November 14, 2023 effective January 1, 2024