

# BYLAWS OF THE INDIANA GENEALOGICAL SOCIETY

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## ARTICLE I Name

The name of this organization shall be the Indiana Genealogical Society, Inc., hereinafter referred to as the Society.

## ARTICLE II Purpose

The purpose of this organization shall be to promote genealogical and historical research and education through:

- A. Fostering an interest in all the peoples who contributed in any way to the establishment and perpetuation of the state of Indiana.
- B. Searching for the reasons and forces behind the migration of early settlers into Indiana.
- C. Preserving and safeguarding manuscripts, books, cemeteries, memorabilia, and appropriate forms of electronic data relating to the early settlers into Indiana.
- D. Securing and holding copyrights, master copies and plates of books, periodicals, appropriate forms of electronic data, tracts, and pamphlets of genealogical and historical interest to the people of Indiana.
- E. Publishing, printing, buying, selling and circulating literature regarding the purposes, records, acquisitions, publications, proceedings and discoveries of the Society.
- F. Aiding others in the publication and dissemination of materials pertaining to Indiana, including biography, and family and local history.
- G. Receiving and holding gifts and bequests from any source for the benefit of the Society, disposing of such gifts and bequests not needed and using funds derived there from solely for the purposes of the Society.
- H. Doing all things incidental to the perpetuation of the purposes of the Society, and exercising the powers legally and properly requisite thereto.
- I. Organizing exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE III Membership

Section 1. The following classes of membership shall include the right to vote and hold office in the Society:

- A. Individual membership shall be conferred on any interested individual or organization upon payment of annual dues.
- B. Joint membership shall be conferred on two adults residing at the same address who pay annual dues and receive a single subscription to the Society's *IGS Newsletter* and *Indiana Genealogist* publications; each of the two adults shall have one vote.

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Section 2. Select members. Select membership, in itself, shall not include the right to vote and hold office.

- A. Fellows. A member who has made an outstanding contribution to the field of genealogy or to the Society may be honored by being named a Fellow of the Society. This honor, conferred for life, shall be announced at an Annual Conference. Procedures for nominating and approving are listed in the Standing Rules.
- B. Honorary Membership for one year may be conferred upon a prominent person. Procedures are listed in the Standing Rules.

Section 3. Dues and Fees

- A. Dues and fees for all classes of membership shall be established by the Board of Directors and listed in the Standing Rules.
- B. Dues shall be due on the first day of the calendar year and shall be sent to the mailing address of the Society.

Section 4. The membership year and the fiscal year shall be the calendar year.

## **ARTICLE IV Meetings of General Membership**

Section 1. Annual Conference. There shall be a meeting of general membership designated as the Annual Conference of the Society, at a place and time to be determined by the Board of Directors.

Section 2. Special meetings. Special meetings of the general membership may be called by the President with the approval of the Board of Directors, or shall be called upon a petition signed by at least fifty (50) members in good standing filed with the Recording Secretary at least ninety (90) days prior to the date requested in the call.

Section 3. Quorum. The members in good standing, present, shall constitute a quorum for the transaction of business.

Section 4. A majority vote of those present and voting shall be necessary for action unless a greater vote is required by these Bylaws.

## **ARTICLE V Officers**

Section 1. The elected Officers of the Society shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

Section 2. Qualifications

- A. To be eligible for the office of President or Vice President a person shall be a resident of Indiana, shall be a member in good standing, and shall have served as an elected Officer, Director, or as a committee chair on the Board of Directors for at least two years.

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- B. Except for the office of President or Vice President, any member in good standing who has been a member for at least one year shall be eligible for election to any other office.

Section 3. The Officers shall be elected for a term of two (2) years to begin at the close of the business meeting of the Annual Conference at which installed.

Section 4. Duties of Officers.

A. The President shall:

1. Supervise the activities of the Society, assist in carrying out the policies determined by the Board of Directors, promote the purpose of the Society, and make recommendations to the Board of Directors.
2. Preside over all Society meetings including meetings of the Board of Directors.
3. Enforce all laws and regulations pertaining to the administration of the Society.
4. Appoint committees chairs as defined in the Standing Rules and call meetings of these chairs as needed.
5. Appoint special committees as necessary to carry out the work of the Society.
6. Appoint a Parliamentarian as necessary for the Executive Committee, Board of Directors, and the business meeting of the Annual Conference.
7. Call meetings of the Executive Committee as necessary.
8. Fill vacancies on the Executive Committee for unexpired terms, subject to the approval of the Board of Directors.
9. Perform other duties as outlined in the parliamentary authority, as otherwise indicated in this document and as requested by the Board of Directors.

B. The Vice President shall:

1. Assist the President in carrying out the duties of that office and work under the direction of the President.
2. Preside in the absence of or at the request of the President.
3. Succeed to the office of President for the unexpired term in the event of the death, incapacity, or resignation of the President.

C. The Recording Secretary, in person or through agents designated by the Board of Directors shall keep an accurate record of the proceedings of the Board of Directors, the Executive Committee, and the business meeting of the Annual Conference.

D. The Corresponding Secretary shall be responsible for the general correspondence of the Society and shall perform other duties as may be assigned by the President.

E. The Treasurer, in person or through agents designated by the Board of Directors, shall oversee all income and expenditures of the Society, and arrange for an annual financial examination by a qualified individual as designated by the Board of Directors.

## **ARTICLE VI Board of Directors**

Section 1. The Board of Directors shall be the governing body of the Society and shall consist of the President, the Vice-President, the Recording Secretary, the Corresponding Secretary, the Treasurer, the immediate Past President, and elected District Directors. All members must remain active and be in good standing with the Society.

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## Section 2. Tenure of Board Membership

- A. The President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer shall serve on the Board for the term of their respective offices.
- B. The elected Directors shall serve for a term of three (3) years. Terms shall begin at the close of the annual meeting at which elected and installed.

## Section 3. Meetings of the Board of Directors

- A. A special meeting of the Board, including newly installed members, shall be held following the business meeting during the Annual Conference for the sole purpose of determining the date of the first regular board meeting.
- B. The Board shall hold a minimum of four (4) regular meetings annually as determined by majority vote of the Board at the first regular board meeting following the Annual Conference.
- C. The date and place of regular Board meetings shall be announced in the Society's publication.
- D. Special meetings may be called by the President or upon the request of any five (5) members of the Board of Directors with at least ten (10) days notice to all members of the Board, giving the purpose of the meeting in the call.
- E. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business.
- F. Voting. A majority vote of those present and voting shall be required for all action taken unless a greater vote is required by these Bylaws.
- G. Any member in good standing may attend meetings of the Board of Directors without voice or vote. Members wishing to be placed on the agenda must give their request no later than 72 hours prior to the meeting to the President who will then place the matter on the Board agenda for the next meeting.

## Section 4. Duties of the Board of Directors shall be to:

- A. Determine the policies of the Society.
- B. Hold title to and manage all funds and property, both real and personal.
- C. Be responsible for the development of adequate funding to meet present and future needs of the Society.
- D. Establish and maintain a financial program designed to encourage gifts of cash and tangible assets to carry out the purposes of the Society.
- E. Maintain a complete record of all proceedings and report its actions to the business meeting of the Annual Conference, including a complete financial and audit report based on the fiscal year.
- F. Determine districts within the state and designate them in the Standing Rules.
- G. Fill vacancies in the position of elected Director for the unexpired terms. District Directors shall be appointed from the district they represent.

## **ARTICLE VII Executive Committee**

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The Executive Committee shall be the President, the Vice President, the Recording Secretary, the Corresponding Secretary, and the Treasurer.

Section 1. The Executive Committee shall be responsible for the administrative affairs of the Society between meetings of the Board of Directors.

Section 2. All actions taken by the Executive Committee shall be submitted to the Board of Directors for approval at the next meeting of the Board.

Section 3. A majority of the Executive Committee shall constitute a quorum.

## **ARTICLE VIII Districts**

Section 1. The Board of Directors shall divide the membership into districts. The designation of districts shall be listed in the Standing Rules.

Section 2. Each District shall have the right to organize and hold meetings as deemed necessary.

Section 3. Each District within the state shall elect a District Director who shall reside in that district and who shall serve as liaison between the elected officers of the Society, the Board of Directors, member societies and members at large.

Section 4. The At-Large District shall elect a director who will have no residency requirement and who shall serve as liaison between the elected officers of the Society, the Board of Directors, member societies and members at large.

## **ARTICLE IX Committees**

Section 1. Committees of the Society shall be designated in the Standing Rules.

Section 2. The President shall be an ex-officio member of all committees except the Nomination and Election Committee.

Section 3. Additional members of all committees except the Nominating and Election Committee may be selected by the committee chairs.

Section 4. The Board shall elect by plurality vote, a Nomination and Election Committee of three (3) members of the Society. This committee shall elect its chair.

## **ARTICLE X Chapters**

Section 1. Any local genealogical society within the state of Indiana or the United States may apply for and be granted status as a Chapter of the Indiana Genealogical Society provided that the local society meets certain conditions as established by the Indiana Genealogical Society.

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Section 2. Conditions, procedures, and benefits of Chapter affiliation shall be detailed in the Standing Rules of the Indiana Genealogical Society.

## **ARTICLE XI Parliamentary Authority**

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the proceedings in the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Standing Rules, and any special rules of order the Society may adopt.

Section 2. The parliamentary authority shall be adopted by all associate bodies of the Society.

## **ARTICLE XII Amendment**

Section 1. Amendments to these Bylaws may be proposed in writing by the Board of Directors or by petition of at least twenty-five (25) members in good standing. Proposed amendments shall include the exact wording and rationale for the proposal. The proposal shall be submitted in writing to the Corresponding Secretary at least one hundred twenty (120) days prior to the Annual Conference. The proposal shall be reviewed by the Board of Directors. The Corresponding Secretary shall send a copy of the proposed amendment to every member of the Society at least ninety (90) days prior to the Annual Conference.

Section 2. Proposed amendments shall be voted upon by an every member ballot as provided in the Standing Rules, a two-thirds (2/3) vote of ballots received shall be required for adoption. An adopted amendment shall take effect at the close of the Annual Conference unless otherwise stipulated in the proposal.

Section 3. Standing Rules are the means of further defining the detailed operation of the Society. Changes may be proposed at any regular meeting of the Board of Directors by any member of the Board or by petition of at least ten (10) members in good standing.

Section 4. Proposed changes to the Standing Rules shall be voted upon at the next regular meeting of the Board of Directors. Approval shall require a majority vote of those present and voting.

Section 5. Adopted amendments to the Bylaws and changes in the Standing Rules shall be published in the next available issue of the Society's *IGS Newsletter* publication.

Section 6. No Standing Rule shall be in conflict with these Bylaws.

## **ARTICLE XIII Indemnification**

The Society as a non profit corporation hereby agrees to indemnify and save harmless the directors, officers, employees, agents, and servants from any and all liabilities that said persons may incur as a result of the carrying out of their duties and obligations to the Society, except for willful and malicious injuries to persons or property.

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## **ARTICLE XIV Non Profit Status**

The Society shall operate solely for educational purposes as provided in Section 501(c)(3) of the Internal Revenue Code and shall limit its activities as required by an organization exempt under this section of the Code.

## **ARTICLE XV Dissolution**

In the event of the dissolution of this Society, all funds and tangible assets or revenue from the sale of such assets, shall be distributed at the direction of the Board of Directors to an Indiana organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

Revised November 2006

Effective April 2007 at the close of the Annual Conference