

Federation of Genealogical Society Bylaws

(revised December 2014)

ARTICLE I. – NAME

The name of the organization shall be the Federation of Genealogical Societies. It shall hereinafter be referred to as "FGS."

ARTICLE II. – NONPROFIT STATUS

The Federation was incorporated under the general Not-for-Profit Corporation Act of the State of Illinois on 17 January 1976.

ARTICLE III. – PURPOSES

The purpose of FGS shall be to:

Section 3.01 – Organize into a federation those genealogical or historical societies, family associations, library or archival institutions, other organizations, and individuals with similar interests that:

- A. Promote genealogy, family history, and family associations;
- B. Collect, preserve, and disseminate genealogical knowledge and information;
- C. Encourage public access to and preservation of records of genealogical value; and
- D. Promote ethical standards in genealogical research and practices.

Section 3.02 – Provide Members with services and products to help them be more effective and efficient.

Section 3.03 – Marshal the resources of FGS and its members to accomplish goals and objectives deemed to be in the best interest of the genealogical community.

ARTICLE IV. – MEMBERSHIP AND DUES

Section 4.01 – Membership:

FGS does not discriminate on any basis. FGS reserves the right to deny membership to any person or group whose purpose conflicts with the FGS mission.

Section 4.02 – Categories of Membership:

The Board of Directors may designate categories of membership, including special categories for those who would not otherwise qualify for membership.

- A. Each Member Society shall appoint or select annually from its own membership or staff one voting delegate to FGS who shall act as the official liaison between the Member Society and FGS. Each delegate shall have the right to cast one vote in official FGS elections so long as the Member Society is in good standing.
- B. Each Member shall be entitled to full benefits accorded by category as defined by the Board.

Section 4.03 – Dues and Fiscal Year:

- A. Annual dues for each category of membership for the next fiscal year shall be determined by the Board no later than the fall Board meeting or October 15th at the latest.
- B. Membership shall run on a continuous 12-month basis.
- C. Renewal dues shall be paid no later than the end of a 30-day grace period following the last month of membership or membership and its associated benefits shall automatically terminate.
- D. The fiscal year shall run from 1 January through 31 December.

Section 4.04 – Member in good standing:

A member in good standing is one whose current dues are paid and who complies with the provisions of the Articles of Incorporation and the bylaws.

ARTICLE V. – Officers, Directors, and Appointed Officials

Section 5.01 – Elected Officers:

- A. The officers of FGS shall be President, Vice President of Administration, Vice President of Development, Vice President of Membership Services, Secretary, and Treasurer.
- B. Officers shall be elected for a two-year term. Their terms of office shall begin on 1 January of the year following their election. The President, Vice President of Administration, and Secretary shall be elected in even-numbered years. The Vice President of Development, Vice President of Membership Services, and Treasurer shall be elected in odd-numbered years. Officers may not serve for more than two consecutive terms in the same office, and no person may serve more than twelve consecutive years as a Board member, including those filling an appointed position. Any officer who has served at least one-half a term shall be deemed to have served a term. The twelve-year limitation shall not apply to the Immediate Past President position.

Section 5.02 – Directors:

- A. There shall be twelve elected directors and may be up to two appointed directors. Directors may serve a maximum of twelve years.
- B. Directors shall be elected on a staggered basis, four per year, for three-year terms. Directors may not serve more than three consecutive terms as a director, and no person may serve more than twelve consecutive years as a board member. Any director who has served at least one-half a term shall be deemed to have served a term.
- C. Directors may be appointed by the President with the approval of the Board and shall serve from date of ratification by the Board until the end of the year of appointment. Directors appointed by the President have the same rights, privileges, and responsibilities as elected directors. Appointed directors may serve no more than four consecutive years as a Board member. There may be no more than two appointed directors serving at one time on the board. This does not include vacancies filled by the Board.
- D. Removal of Directors. Any Director of FGS may be removed either with or without cause at any time by an affirmative vote of three-fourths of the entire Board of Directors and one-half of the entire Executive Committee at any scheduled or special meeting of Directors called for that purpose.

Section 5.03 – Appointed Officials:

- A. The President, with the approval of the Executive Committee and ratification by the Board, shall have the authority to appoint officials as needed, including independent contractors.
- B. The term of office of appointed officials shall be for the same term as the President. The term of a contract will be defined therein.
- C. The Secretary shall present to the Board by 31 December an accounting of all contracts currently in effect.

ARTICLE VI. – DUTIES OF OFFICERS

Section 6.01 – In addition to the basic duties prescribed by these bylaws and by the parliamentary authority adopted by FGS, each officer shall be responsible for such other duties as may be assigned by the Board.

- A. The President shall:
 - 1. Preside at all meetings of FGS and the Board.
 - 2. Be the principal executive officer with responsibility for the general supervision of the affairs of FGS.
 - 3. Be the official spokesperson of FGS. Represent FGS in all matters concerning external affairs and relations with other organizations.
 - 4. Appoint, with the advice and consent of the Board, the chairs of all standing committees, except the Nominating Committee.
 - 5. Be a member ex-officio of all committees, except the Nominating Committee.
- B. The Vice President of Administration shall:
 - 1. Assume the presidency in the absence, incapacity, or resignation of the President.
 - 2. Oversee the management of FGS office.
- C. The Vice President of Membership Services shall:
 - 1. Serve as the chair of the Membership Committee.
 - 2. Maintain membership and delegate records.
 - 3. Determine the qualified delegates for any meeting or vote.
 - 4. Actively promote FGS to societies that are not members and coordinate the efforts of the Board to solicit new memberships.
- D. The Vice President of Development shall:
 - 1. Work with the President and the Board to establish priorities and goals for fundraising.
 - 2. Initiate and oversee all fund-raising activities for FGS.
 - 3. Chair the Development Committee.
 - 4. Coordinate all the fund-raising efforts of FGS, working with individuals, groups, and committees within and outside of FGS.
- E. The Secretary shall:
 - 1. Maintain an accurate record of the proceedings of FGS and the Board.
 - 2. Ensure that all official documents of FGS are in a safe repository.
 - 3. Maintain files of all committee reports.
 - 4. Receive a copy of the report of the tellers and notify all candidates of the results of the election.
 - 5. Present to the Board by 31 December an accounting of all contracts currently in effect.
- F. The Treasurer shall:
 - 1. Be custodian of the funds of FGS and disburse or invest them pursuant of the Board's policy or directive.

2. Present a proposed budget for the next fiscal year to the Board within the first thirty days of the fiscal year.
 3. Prepare financial reports for each Board meeting and at the end of the fiscal year.
 4. Make all financial records available for audit within thirty days after the close of the fiscal year.
- G. Removal of Officers. Any officer of FGS may be removed either with or without cause at any time by an affirmative vote of three-fourths of the entire Board of Directors and one-half of the entire Executive Committee, or by an affirmative vote of the entire Board of Directors and one member of the Executive Committee whenever in their judgment the best interests of FGS will be served thereby.

ARTICLE VII. – FEDERATION MEETINGS

Section 7.01 – Annual Meetings:

The Annual Meeting of FGS shall be held at a place and on a date as determined by the Board and announced in FGS publications at least one month in advance of the meeting. A quorum shall be fifteen delegates.

Section 7.02 – Special Meetings:

Special meetings of FGS may be called by the President with the approval of the Board, by a majority vote of the Board, or by request of ten or more Members Societies or one hundred Members. The call for such a meeting shall be given in FGS publications at least thirty days in advance and shall state the purpose of the meeting. No business other than that stated shall be conducted.

ARTICLE VIII. – BOARD OF DIRECTORS

Section 8.01 – Members:

The Board of Directors, hereinafter referred to as "the Board," shall consist of the elected Officers, Immediate Past President willing to serve, twelve elected Directors, and up to two appointed Directors.

Section 8.02 – Authority and Duties of the Board:

- A. The Board shall:
1. Manage the business and financial affairs of FGS.
 2. Authorize disbursements not provided for in the approved budget.
- B. Each Director shall:
1. Participate in at least two Board meetings annually.
 2. Be available by mail or electronic communication throughout the year.
 3. Serve as a chair or member of a standing or special committee.
 4. Promote FGS.

Section 8.03 – Meetings:

- A. Regular meetings:
1. There shall be at least four regular meetings of the Board each year and others as may be necessary on call of the President, with no less than thirty days' previous notice.
 2. Additional regular meetings may be held upon written request of five Board members, with no less than thirty days' previous notice.
- B. Special Meetings:

1. Special Board meetings may be called by the President or by five Board members upon written request, with no less than thirty days' previous notice.
 2. Notices of special meetings shall state the purpose of the meeting.
- C. Non-members may attend Board meetings in advisory capacities but may not vote.

Section 8.04 – Vacancies:

Any vacancy occurring on the Board, with the exception of the office of the President, shall be filled for the duration of that position's term by a majority vote of the remaining members of the Board. The vote may be taken by mail, by telephone, electronic communication or at a Board meeting.

Section 8.05 – Quorum:

The quorum for Board meetings shall be a majority of members of the Board of Directors.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 9.01 – Composition:

The President, Vice President of Administration, Vice President of Development, Vice President of Membership, Secretary, and Treasurer shall constitute the Executive Committee.

Section 9.02 – Duties:

The Executive Committee shall be authorized to act on behalf of the Board as the need arises, between regular Board meetings. Its actions shall be consistent with established policies of the Board. The Executive Committee shall inform the Board of votes, actions, or decisions made within ten days.

Section 9.03 – Methods of Conducting Business:

The Executive Committee may conduct the business of FGS in person, by telephone, electronic communication, or on-line conference.

Section 9.04 – Quorum:

For the purposes of conducting business, four officers shall constitute a quorum.

ARTICLE X. – STANDING AND SPECIAL COMMITTEES

Section 10.01 – Standing Committees:

- A. Standing committees are permanent committees charged with performing necessary functions of FGS.
- B. The standing committees of FGS shall be Auditing, Awards, Budget and Finance, Conference Planning, Development, Marketing and Publicity, Membership, Nominating, Publications, Records Preservation and Access, and such other standing committees as the Board deems necessary to carry out the work of FGS.
- C. Term of office: Standing committee chairs shall serve for a term of one year from the date of appointment or the remainder of the term of the appointing President, whichever is shorter. Chairs may be reappointed for successive terms at the discretion of the Board.

Section 10.02 – Duties of Standing Committees:

The standing committees and their duties are as follows:

- A. Auditing Committee: shall perform an annual audit of the Treasurer's books and an inventory of all FGS property and shall present a written report of its finding to the Board within sixty days after the close of the fiscal year. The committee shall also audit the Treasurer's books upon a change of Treasurer during the fiscal year and present its written report within sixty days after the change of Treasurer.
- B. Awards Committee: shall make recommendations to the Board concerning the number and category of awards to be presented by FGS and shall make recommendations as to the appropriate time and place to present the awards.
- C. Budget and Finance Committee: shall be responsible for conducting necessary planning to ensure adequate funds are available for operation of FGS. The committee shall advise the Board concerning any need for fund raising programs, dues adjustment, investment of funds, expenditure of excess funds, and shall assist the Treasurer in preparing the annual budget.
- D. Conference Planning Committee: shall establish a calendar for conferences and establish guidelines for the organization of conferences.
- E. Development Committee: is responsible for all of the fund-raising and grantsmanship activities of FGS.
- F. Marketing and Publicity Committee: shall be responsible for enhancing the image and reputation and increasing the visibility of FGS by stimulating awareness of FGS and interest in FGS in the genealogical community as well as the general public.
- G. Membership Committee: shall establish a program to encourage and ensure the growth of FGS and shall oversee the implementation of that program.
- H. Nominating Committee: shall select a slate of candidates for the available director and officer positions.
- I. Publications Committee: shall make recommendations as to what products should be provided by FGS and how the products should be produced, shall identify the financial impacts of those products, and shall oversee their production.
- J. Records Preservation and Access Committee: shall keep the members informed of pending legislation relating to record preservation and access and shall assist in preserving appropriate open access to vital records and documents of value to the genealogical community.

Section 10.03 – Special Committees:

Special committees of FGS are those committees appointed by the Board for a special purpose, which shall be defined by the Board. When the purpose of the special committee is accomplished, it shall cease to exist.

ARTICLE XI. - NOMINATIONS AND ELECTIONS

Section 11.01 – Nominations and Elections:

The President shall appoint a Convener to gather, but not serve on, the Nominations Committee.

- A. The Nominating Committee shall propose at least one candidate for each position to be filled by ballot in the annual election. Candidates must be a Member or belong to a Member Society in good standing.
- B. Methods by which a nominee may become a candidate:
 - 1. The Nominating Committee shall propose nominees for consideration as candidates.

2. Members may propose nominees to be considered as candidates by the Nominating Committee.
 3. The Nominating Committee shall determine which of the proposed nominees shall be placed on the ballot.
 4. A nominee whose nomination has been submitted by a Member in good standing accompanied by the signed endorsement of five other Members, along with the written consent of the nominee and a biographical sketch, shall be automatically included as a candidate on the ballot.
- C. All nominations for the Board must be postmarked or electronically dated prior to 1 June to be considered.
- D. The Nominating Committee shall prepare a slate of candidates by 1 August. Ballots shall be made available to all qualified Member Societies by 1 September.
- E. Newly elected persons take office on 1 January of each year.

Section 11.02 – Voting and Eligibility:

- A. Voting shall be by secret ballot. Ballots shall be received by 1 October. The tellers shall report the results of the election to the President and the Secretary by 15 October.
- B. When an office is contested, the candidate receiving the most votes is elected. When multiple director vacancies are contested, those candidates receiving the most votes are elected to the vacant positions, with those having the greatest number of votes being elected to the position having the longest terms.
- C. Election results shall be published in FGS publications. The Secretary shall notify each candidate of the election results.

ARTICLE XII. – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern FGS in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any standing rules FGS may adopt.

ARTICLE XIII. - AMENDMENT OF BYLAWS

Section 13.01 – Proposal of Amendments:

- A. Proposed amendments to these bylaws must be submitted in writing to the Secretary.
- B. Amendments may be proposed by: 1) an Ad Hoc Bylaws Committee; 2) any ten delegates; or 3) a majority of the Board, acting on its own initiative or in agreement with the suggestion of any Member or Supporting Societies.

Section 13.02 – Notice:

- A. Proposed amendments shall be posted on the official FGS web site.
- B. Members Societies shall be given notification not later than thirty days in advance of the voting of the proposed amendments.

Section 13.03 – Ratification:

A two-thirds vote of approval of all votes cast shall be required to ratify an amendment. Unless there is an enacting clause to the contrary, an amendment shall become effective immediately upon its adoption. Members shall be notified of the results by publication on the official FGS web site and in FGS publications.

ARTICLE XIV. – DISSOLUTION

Upon the dissolution of the Federation, the Board shall, after paying or making provisions for payment of all the liabilities of FGS, dispose of all assets of FGS exclusively for purposes of FGS to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 as amended (or corresponding provisions of any future United States Internal Revenue Law) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the general trial court of the county in which the principal office of FGS is then located exclusively for such purposes or to organizations determined by the court to be organized and operated exclusively for such purposes.