

Bylaws of the Arkansas Genealogical Society, Inc.

Article I. Membership and Dues.

- A. **Membership.** Any applicant interested in furthering the objectives of this Society shall be eligible for membership upon application and payment of dues.
- B. **Dues.** Dues are payable annually and entitle members to one year's membership, receipt of four issues of the Society's quarterly publication, *The Arkansas Family Historian*, and access to the Members Only section of the Society's website. New members are accepted at any time during the year.
- C. **Classes of Membership and Dues.** Classes of membership are individual, household, and foreign. Dues for each class of membership shall be determined by the board.

Article II. Nominations, Elections and Voting.

- A. **Nominations.** The president shall appoint a nominating committee and its chair with the consent of the board. It will consist of three members, including the chair. The nominating committee shall present, to the board of directors before the annual meeting, a list of at least one nominee for each office being vacated. The nominating committee also shall present to the general membership at the annual meeting a list of at least one nominee for each board position with an expiring term. All nominees must have given their consent to serve if elected. Nominations may be made by the general membership from the floor at the annual meeting, provided each nominee is present or has given consent to serve if elected.
- B. **Elections.** Elections shall be held at the annual general meeting.
- C. **Voting.** All members whose dues are currently paid, and who are present, may vote in Society elections. Voting shall be by voice or show of hands. A majority vote elects.

Article III. Meetings

- A. **Regular Meetings.** A general meeting of the membership shall be held at least once a year at the time of the annual conference. A quorum shall be twenty-five members.
- B. **Special Meetings.** Special meetings of the Society may be called by the president, the board of directors, or the written request of ten members. The call for such a meeting stating its purpose shall be given by written notice at least ten days before the proposed meeting date. No business other than that stated shall be conducted.

C. Board Meetings. The board of directors shall meet at least quarterly. A quorum of the board shall be a simple majority.

D. Bylaws. The bylaws may be waived, effective for one meeting only, by a two-thirds vote of the members present, in order to facilitate business at that meeting.

Article IV. Board of Directors

A. The board of directors shall consist of nineteen members, including the officers. All must be members of AGS.

B. Board members will be elected to three-year terms from Society members. One-third of the board members will be elected each year at the general membership meeting.

C. Duties of the Board shall be:

1. to transact the business of the Society.
2. to elect from its membership a president, first vice-president, second vice-president, treasurer, recording secretary, membership secretary, and historian.
3. to approve general membership meeting programs.
4. to authorize disbursements.
5. to approve standing committee chair appointments.
6. to perform such other duties as specified in the Articles of Incorporation or these bylaws.

D. Any vacancy occurring on the board of directors before a term expires, with the exception of the president, may be filled by a person proposed by the president and elected by a majority of the board members. A vacancy in the president's office will be filled by the first vice-president.

E. Membership on the board shall be automatically terminated if a member is absent for three consecutive meetings. The board by two thirds vote may remove a member for behavior inimical to the Society. A petition signed by ten board members stating the cause for removal, shall be sufficient to bring it to the consideration of the board.

Article V. Officers.

A. Officers shall be president, first vice-president, second vice-president, treasurer, recording secretary, membership secretary, and historian. Officers shall be elected for one-year terms from the members of the board of directors.

B. Duties of Officers:

1. The President shall:
 - a. be the principal executive officer with responsibility for supervising the affairs of the society.
 - b. preside at all meetings of the general membership and the board of directors.

- c. appoint all standing committees and chairs with the approval of the board, and ensure they are familiar with their duties.
 - d. be an ex-officio non-voting member of all committees except the nominating committee.
 - e. appoint all special committees for specific tasks.
 - f. appoint a parliamentarian.
2. The First Vice-President shall:
 - a. assist the president and shall assume all duties of the president in the absence of that officer.
 - b. serve as chair of the Education Committee, arranging seminars, programs and workshops for the Society subject to the approval of the Board of Directors and in accordance with the interests of the membership.
 - c. oversee the review and revision of the Society's bylaws and *Policy and Procedures Manual* subject to the approval of the Board of Directors.
 3. The Second Vice-President shall:
 - a. be the First Vice-President designate, to succeed the First Vice-President upon completion of that officer's terms of office.
 - b. serve as chair of the Membership Development committee.
 - c. maintain a current inventory of all legal documents, records, and equipment belonging to the Society.
 4. The Membership Secretary shall:
 - a. keep an accurate and up-to-date list of dues-paying members.
 - b. forward dues to the treasurer.
 - c. answer queries about the Society and send out brochures and membership applications.
 5. The Recording Secretary shall:
 - a. maintain a record of the proceedings of each meeting of the Society and of the board.
 - b. mail or e-mail minutes of board meetings within two weeks after a meeting to each member of the board and to the newsletter editor.
 - c. preserve committee reports among the Society's records.
 6. The Treasurer shall:
 - a. be custodian of all funds of the Society and shall have them deposited in a bank or banks approved by the board.
 - b. present a printed detailed statement of financial condition to the board at each meeting.
 - c. sign checks for authorized disbursements on behalf of the Society.
 - d. make all of the Society's financial records available for audit by the audit committee at the beginning of each year.

- e. prepare and take the Society's financial records to a certified public accountant for tax return preparation, if the audit committee deems necessary.
 - f. prepare an annual financial statement and furnish it to the editor for publication in the Society's journal.
7. The Historian shall:
- a. collect and preserve in a scrapbook all items of historical interest to the Society and display it at the annual general meeting.
 - b. present an annual summary report to be placed on file in the Society's records.
8. The Parliamentarian shall:
- a. give advice to the presiding officer and, when requested, to any other member.
 - b. keep and have available for reference at all meetings, one book in which copies of the Society's Articles of Incorporation and Bylaws are kept current, and a current edition of *Robert's Rules of Order, Newly Revised*.

Article VI. Committees.

- A.** Standing committees shall be: nominating, audit, membership development, education, publications, and publicity.
- B.** The president shall appoint, at the first board meeting of the year, members and the chair of all standing committees with the consent of the board, and the president may also appoint special committees for specific purposes. Specifically the audit committee shall consist of three members.
- C.** The duties of the standing committees shall be:
 - 1. nominating: as stated in Article II (Nominations, Elections and Voting).
 - 2. audit: examine the Society's financial records at the close of each fiscal year and present a report of the status of the account to the board of directors and, being satisfied that the treasurer's report is correct, sign a statement or certificate to that effect.
 - 3. membership development: shall promote membership in the Society.
 - 4. publications: shall oversee printing and sale of non-serial publications as approved by the board.
 - 5. education: develop, organize and produce seminars, workshops and programs, as the board deems appropriate, and organize research trips to various repositories.
 - 6. publicity: be responsible for all publicity.

Article VII. Fiscal Year.

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

Article VIII. Parliamentary Authority.

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern the proceedings of the Society except in such cases as are governed by the Society's Articles of Incorporation or Bylaws.

Article IX. Amendments.

Bylaws may be amended by a two-thirds vote of the board of directors and a majority vote of the general membership at the annual meeting, or a called meeting.

Article X. Enacting Clause.

These Bylaws become effective September 4, 2009. These Bylaws supersede all previously adopted Bylaws for the Society, including amendments.