

BYLAWS
MASSACHUSETTS SOCIETY OF GENEALOGISTS
As amended 10 October 2014

ARTICLE I – NAME

The name of this organization shall be the MASSACHUSETTS SOCIETY OF GENEALOGISTS, INC. (a corporation organized under the laws of the Commonwealth of Massachusetts), hereinafter referred to as the Society.

ARTICLE II – PURPOSE

1. The purpose of the Society is to bring together persons interested in genealogy, to stimulate and encourage an interest in genealogy, to provide education in the methods and sources of genealogical research, and to do all things incident to the perpetuation of the Society.
2. Notwithstanding any other provisions of these Articles, the corporation is organized exclusively for educational purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.
3. No part of the net earnings of the Society shall inure to the benefit of any member or member of the Board of Directors (except that expenses approved by the board may be reimbursed).
4. No substantial part of the activities of the Society shall include the use of propaganda or other attempts to influence any legislation (except as otherwise provided by Internal Revenue Code Section 501 (h), or participation in or intervention in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III – MEMBERSHIP, DUES AND COMMUNICATIONS

1. Any person interested in the purposes of the Society as stated in Article II, Section 1, and who applies for membership in any classification and who tenders the necessary dues shall thereby become a member.
2. There are three classes of membership: Class 1 - Individual Membership Class 2 - Family Membership Class 3 - Organization Membership. Other classes of membership may be offered at the discretion of the Board of Directors.
3. INDIVIDUAL MEMBERSHIP (Class 1) is open to all persons who contribute the appropriate dues. Individual membership entitles the member to one copy, either electronic or physical, of the Society's regular publications, as described in Article III, Item 8, and one vote on any matter brought before the general membership. It also includes attendance at any meeting of any Chapter and specific affiliation to a single Chapter of the member's choice including that Chapter's mailing, if any, and voting privileges within that Chapter.

4. FAMILY MEMBERSHIP (Class 2) is open to two persons living in the same household. A family membership entitles the family to receive the Society's regular publications, electronic or physical, as described in Article III, Item 8, and to the privileges of individual membership as detailed above. Voting privileges are extended to each member of the family membership.
5. ORGANIZATION MEMBERSHIP (Class 3) is open to any corporation or institution. This membership is entitled to receive the Society's regular publications, electronic or physical, as described in Article III, Item 7. An organizational member shall have no voting privileges.
6. MEMBERSHIP DUES. Prior to the Annual Meeting, the Board of Directors shall recommend dues for each class of membership for the following year. Dues are ordinarily divided approximately 55% to the Society and 45% to the Chapter, rounded to the nearest 10 cents. The Society's Board of Directors may determine a different percent breakout if determined to be fiscally necessary. Any member serving as an elected officer or committee appointee, whose membership has lapsed, must relinquish that position unless the situation is immediately corrected.
7. Communications with the members will be via electronic means: either on the Society web site (<http://www.msoginc.org>) or standard electronic messaging (e-mail). Any member who requires standard postal communication can notify their Chapter officer of the requirement. However, that member may be assessed a fee to offset the additional postal cost incurred. It is each member's responsibility to maintain a current email address.

ARTICLE IV – OFFICERS AND THE BOARD OF DIRECTORS

1. The officers of the Society shall be: President, Vice-President, Corresponding Secretary, Recording Secretary, Membership Director, Treasurer, and Historian/Archivist. The officers shall be elected for a term of two years at the biennial meeting of the Society.
2. The Board of Directors shall consist of the above officers plus the *MASSOG* Editor, *Past Times* Editor, Webmaster, and the Presidents of the Chapters.
3. The President of the Society shall be the Chair of the Board. The Vice President shall serve in the absence of the President. In case of absence of both, a temporary Chair shall be elected from those Directors present, to preside at that meeting.
4. A majority of the members of the Board must be present electronically or physically to constitute a quorum for the conduct of business.
 - a. Each member of the Board shall have one vote.
 - b. The Chair shall have a vote only in the case of a tie.
5. The Board shall meet at least four (4) times a year, with the place and time of the meeting at the discretion of the President. The Corresponding Secretary must cause notification of all Board Members of the meeting by email or mail, not less than ten (10) days prior to the date of the meeting, with said notice to include the time, place, and agenda of the meeting. After the initial announcement, changes in time and place may be made, as necessary.

6. A Chapter President, if unable to attend a Board meeting, may send as an alternate another officer from that Chapter. The MASSOG Editor may send an alternate from the Editorial Board. The officers of the Society may not be represented by alternates, and proxy voting is not permitted. Voting electronically through telephone or online means is permitted.
7. Special meetings of the Board of Directors may be called by the President, or must be called by the President at the request of three (3) members of the Board. The Corresponding Secretary must cause notification of all Board members of the Special Board Meeting by email or mail, not less than ten (10) days prior to the date of the special meeting. The meeting notice must include the time, place, and agenda of the meeting. No business other than the stated agenda of the official meeting notice may be acted upon at a special meeting. A majority of the Board of Directors must be present electronically or physically to conduct business at such special meetings.
8. A chapter president shall not simultaneously hold office at the state level except for overlap during transition, as approved by the Board.
9. The term of office for each officer shall be January 1 of the first year through December 31 of the following year. The *MASSOG* Editor, *Past Times* Editor, and Webmaster have no fixed term and serve at will.
10. The President may appoint chairpersons to handle specific functions of the Society and its operation, with approval of the Board of Directors.
11. Board members may form committees to assist them in the performance of their duties, with approval of the Board of Directors.

ARTICLE V – DUTIES OF THE OFFICERS

1. The PRESIDENT shall have executive supervision over the activities of the Society with the scope provided by these bylaws. He/she shall preside at all meetings of the Society and shall report annually by submitting a written report for publication on the activities of the Society. He/she shall appoint committees as set forth elsewhere in these bylaws.
2. The VICE-PRESIDENT shall assume the duties of the president in the event of absence, incapacity, or resignation of the President. He/she will chair the Committee to establish the site and program of the Annual Meeting.
3. The RECORDING SECRETARY shall be the Clerk of the Corporation, and shall keep the minutes of the Society and of the meetings of the Board of Directors, and shall preserve all minutes, reports, and legal documents. He/she shall keep and have available for reference at all meetings, a book in which the Society's Charter, Bylaws, and Policies are kept current. The Recording Secretary shall keep current a list of all Committee chairs and members. Minutes of meetings of the Society and the Board of Directors shall include all motions, seconds, and final votes.
4. The CORRESPONDING SECRETARY shall receive any correspondence directed to the Society and distribute the same to various persons as appropriate, shall prepare any correspondence of the Society as directed, shall cause Board members to be notified

at least ten (10) days in advance, of scheduled and special Board meetings, shall cause all members of the Society to be notified in writing of the Annual Meeting and Special Society Meetings at least thirty (30) days in advance. The call to such Society meetings must include the date, time, and place, and the agenda to include any issue that requires a vote by Society members.

5. The TREASURER shall be responsible for the safekeeping of Society funds and for maintaining adequate financial records and preparing an annual financial report, tax forms, and State and Federal reports. The Treasurer shall maintain a checking account in the name of the Society for receipt of dues, etc., and for payment of bills. He/she shall collect Chapter membership dues from the Chapters, and In-State/Out-of-State membership dues, and shall accept gifts and bequests on behalf of the Society. The Treasurer is the Chair of the Financial Planning Committee. The Treasurer's books shall be audited annually, at the end of the fiscal year by the Audit Committee, as provided elsewhere.
6. The MEMBERSHIP DIRECTOR shall be responsible for notifying members when dues are payable; shall receive all new and/or renewal membership data as received or submitted by each Chapter, recording same to maintain an up-to-date complete Society membership list. Chapter membership lists will be provided to Chapter officers, as needed.
7. The HISTORIAN/ARCHIVIST shall compile and keep a record of the activities, honors, and achievements of the Society and its members; shall collect and preserve all items of historical interest to the Society; shall receive and preserve genealogies submitted to the Society by its members; and shall maintain a permanent file of Society publications.

ARTICLE VI – COMMITTEES

1. The Standing Committees and their objectives shall be as follows:
 - a. AUDIT COMMITTEE shall consist of one(1) or more qualified persons who are not officers of the Society or chapter treasurers, and shall annually examine the Treasurer's books, funds and inventories of other assets at the end of the fiscal year. The Audit Committee shall be appointed by the President, with the approval of the Board. The Audit Committee Chair may select additional members as required. If the Committee finds everything in order, it shall certify to the accuracy of the records by signing the ledger after the last entry for the fiscal year. The audit shall be completed within sixty (60) days of the end of the fiscal year. The Committee shall report its findings to the President and the Treasurer immediately, and to the membership.
 - b. FINANCIAL PLANNING COMMITTEE shall include the State Treasurer as Chair and the Chapter Treasurers. The Committee shall develop an annual budget and a long-range financial plan updated annually, which documents will be reviewed by the Board prior to the call for the Annual meeting, and which shall be made available to the members at the Annual Meeting.

2 OTHER COMMITTEES

- a. The President, with the approval of the Board of Directors, may establish additional committees as the need may arise.
 - b. The President shall be a member, ex officio, of all committees except the Nominating and Audit Committees.
- C.** All Committee Chairs shall prepare an Annual Report to be presented at the Annual Meeting. These reports then become part of the permanent records of the Society.

ARTICLE VII – ELECTIONS

1. NOMINATING COMMITTEE, comprised of one or more members from each chapter appointed by the Chapter Presidents , if so desired, prior to the biennial Annual Meeting. The Nominations Committee shall make nominations for all offices and board positions for which elections are to be held. The Nominations Committee shall ensure that all nominees are eligible for election and willing to serve. Prior to preparing the voting ballot, the Nominations Committee shall issue a Call for Recommendations for Nomination. Recommendations shall be solicited from the membership via an email or mail where appropriate announcement to the members.
2. ELECTIONS The Nominations Committee shall prepare an electronic ballot for voting and assure that all eligible voters are informed by an insert in *Past Times*, by email, or by postal mail. A written ballot will be available for anyone who does not use email. It is each member’s responsibility to maintain a current and valid email address with the Society.

ARTICLE VIII – MEETINGS

1. The Society shall hold an Annual Meeting in the fall of each year. The Annual Meeting held in the even-numbered year is called the biennial meeting, at which election of Society officers is announced.
2. Special meetings for the Society may be called by the President, or must be called by the President at the request of three (3) members of the Board of Directors or by 5% of the members who petition the President in writing. Such petition must state the purpose of the call. Should the President fail to act upon a membership petition, any member of the Board of Directors may, under the authority of the petition, call the requested meeting. No business other than the stated agenda in the meeting notice may be acted upon at the Special Meeting.
3. The Corresponding Secretary shall cause all Society members to be notified via e-mail and the Society web site at least thirty (30) days in advance of any Annual or Special Society Meeting with the date, time and place, and the agenda to include any issue requiring a vote by Society members.

4. Provided that due notice is given to the membership, a quorum shall consist of the members present at the meeting.

ARTICLE IX – PUBLICATIONS

- 1 A periodical known as *MASSOG* shall be published and distributed to all paid members as provided elsewhere in these bylaws. This publication will be the responsibility of the Editorial Board, empowered to solicit material, edit, publish and distribute the Society's periodical. The *MASSOG* Editor shall be appointed by the Board of Directors and a supporting Editorial Board of at least three more members shall be appointed by the Editor with the concurrence of the Board of Directors. The *MASSOG* Editor, when seated, shall be a voting member of the Board of Directors.
- 2 A monthly newsletter known as *Past Times* will be used to provide members with current information on meetings and news of interest. The Editor, appointed by the Board of Directors, when seated, shall be a voting Board Member.
- 3 A web site shall be used to provide up-to-date information on the Society and report on its events. The web site shall be managed by a Webmaster appointed by the Board of Directors. The Webmaster, when seated, shall be a voting member of the Board.

ARTICLE X – CHAPTERS

- 1 Chapters may be formed upon the request of fifteen (15) people who petition the Society to form a Chapter in their area. Following the acceptance of the petition by the Board of Directors of the Society, an election of Chapter officers and an organizational meeting will be held. The Board of Directors will assign the geographical area within which the Chapter will operate. The Chapter shall have all the rights and obligations of a Chapter at such time.
- 2 Each Chapter shall have a President and a Treasurer, and other officers as it deems necessary. Each Chapter officer must be a current member of the society.
- 3 The officers of the Chapter shall be elected for terms of two (2) years.
- 4 The Chapter Presidents shall inform the Society President of the names, addresses, telephone numbers, and e-mail addresses of the officers of the Chapter.
- 5 Chapter membership is open to all Society members without any additional fee. Membership in any Chapter is not limited to the geographical boundaries set for the Chapter, but is open to individual choice.
- 6 Each Chapter will function under the bylaws of the Society. Addendums may be added as necessary subject to the Society Board of Directors. Each Chapter President shall provide a current copy of its Chapter Addendums to the Society president.
- 7 Funds of each Chapter may be used by that Chapter to fulfill purposes as expressed in the "Purposes" article of Society bylaws. Materials, books, and other property of the Chapter, if no longer in use by the Chapter, shall become the property of the

Society.

- 8 If a Chapter's membership falls to ten (10) members or less, or if it becomes necessary for other reasons for a Chapter to dissolve, then the Chapter President shall appear before the Society's Board at its next regularly scheduled meeting to discuss options for continuation or dissolution of the Chapter. Should dissolution of the Chapter be determined by either party to be in the best interest of the Chapter or Society, then a Special Meeting of the Society Board of Directors, the Chapter Board of Directors, and Chapter members shall be called. All interested parties shall be notified in writing of the time, place, and reason(s) for the meeting at least thirty (30) days in advance. Provided 60% of the Chapter's current members are present (or have submitted proxy votes) and a quorum of the Society Board members are present, then dissolution is approved by a three-quarters vote of each of these bodies. Proxy votes for out-of-state Chapter members shall be allowed.
- 9 Upon dissolution of a Chapter, all remaining funds or property (both real and personal) remaining after payment of all liabilities, as well as all records of the Chapter, shall be returned to the custody of the Society.
- 10 The Chapters may collect gifts or donations to be used for the purposes of the Chapter.

ARTICLE XI – DISSOLUTION

1. If it becomes necessary for the Society to dissolve, a Special Meeting shall be called by the Board of Directors. The Corresponding Secretary shall cause all current members to be notified of the time, place, and reasons for the meeting at least thirty (30) days in advance.
2. If dissolution is approved by a vote of three-quarters (3/4) of members present, the Board shall direct the payment of all liabilities; arrange for distribution of all the remaining assets and property of the corporation to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the Commonwealth of Massachusetts will best accomplish the general purpose for which this corporation was formed; and provide for the return to the rightful owners of any property in temporary custody of the Society.
3. No member or officer of the Society shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

ARTICLE XII – PARLIAMENTARY AUTHORITY

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 applicable and where they are not inconsistent with these bylaws, or with any special rules of order that the Society may adopt.

ARTICLE XIII – BYLAW AMENDMENTS

Bylaws may be adopted, deleted, or amended by the Board of Directors, or by a petition

signed by 20 members, subject to the ratification by two-thirds (2/3) of the members voting on the proposed change. A summary and ballot will be posted on the web site and a notice emailed to all members. Bylaws changes may be initiated at any time.