

# Middlesex Genealogical Society, Inc.

## By Laws

Adopted May 10, 1983

Revised March 10, 1986, September 16, 2008, April 26, 2011, January 06 2014

### ARTICLE I

#### Name

The name of this organization shall be the MIDDLESEX GENEALOGICAL SOCIETY, INC.

### ARTICLE II

#### Purpose

The Middlesex Genealogical Society (hereinafter referred to as MGS) is a non-profit, volunteer organization established under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 for literary, historical, and educational purposes. Its mission is to:

- promote interest in the study of family history
- educate members concerning techniques of gathering, evaluating, and recording genealogical data
- inform members regarding available sources of genealogical material
- collect, preserve, and disseminate genealogical information and research.

### ARTICLE III

#### Membership

**Section 1 Eligibility** -- Membership in MGS shall be open to all individuals, organizations, and businesses in support of its purposes.

**Section 2 Categories** -- The Board of Directors shall have the discretion to establish various classes of membership and membership terms, including the membership fee structure.

## **Article IV**

### **Board of Directors**

**Section 1 Authority** -- There shall be a Board of Directors (hereinafter called the Board) responsible for managing the business, activities, property, and affairs of MGS.

**Section 2 Number of Directors** -- The Board shall consist of the number of directors serving as of the close of the last Annual Meeting so long as that number shall consist of not less than seven (7) and not more than seventeen (17) directors.

**Section 3 Election and Term of Directors** -- Directors shall be elected at the Annual Meeting of MGS in accordance with the requirements of Article VII, Section 1 (Nominating Committee). The term of a director elected at an Annual Meeting shall begin as of the date of such election and shall run for three (3) consecutive years. The term of a director elected at any time other than at an Annual Meeting shall begin on the date of election and shall run until the third Annual Meeting after such election. A director shall be eligible to serve a maximum of three (3) consecutive terms and will not be eligible for an additional term unless a period of at least one (1) year shall have elapsed following the end of the third such term. This limitation, however, shall not forbid appointment by the Board to fill a vacancy for the remainder of the unexpired term of the vacant position.

**Section 4 Qualifications** -- A director shall be at least eighteen (18) years of age and shall be a resident of the State of Connecticut and a member of MGS. The Board may from time to time provide for other qualifications of directors.

**Section 5 Compensation** -- Directors shall not receive any stated salary or fee for their services as directors, but shall be entitled to reimbursement of reasonable expenses actually incurred in connection with their duties.

## **Article V**

### **Officers**

**Section 1 Election and Term of Officers** -- The officers of MGS shall be the President, Vice President, Treasurer, and Secretary, who shall be

elected from among the directors at a regular board meeting. The terms of each office shall begin at the meeting at which he or she is elected and run as long as he or she remains a director of the organization or until his or her resignation, removal, or death. No person shall hold more than one office at any given time.

**Section 2 President** -- The President shall preside at each meeting of MGS, appoint the chairpersons of all committees except as provided otherwise under these By Laws, and carry on all other duties connected with the office in accordance with these By Laws. The President shall be a non-voting *ex officio* member of all committees except the Nominating Committee (Article VII, Section 1). At the request of the President, or in case of the President's absence or inability to act, the duties of the President shall be performed by and in order of 1) the Vice President, 2) the Treasurer, and 3) the Secretary, who when so acting shall have all the authority of and be subject to all the restrictions on the President.

**Section 3 Vice President** -- The Vice President shall preside in the absence of the President and shall perform such duties as requested by the President and in accordance with these By Laws.

**Section 4 Treasurer** -- The Treasurer shall be responsible for maintaining complete and accurate records of the assets, liabilities, receipts, disbursements, and other transactions of MGS in books belonging to MGS; depositing all moneys and other valuable effects in the name of and to the credit of MGS in such banks or other depositories as may be designated by the Board; disbursing the funds of MGS in accordance with the directions of the Board; and maintaining all financial statements and membership lists in the permanent files in MGS's office. The Treasurer shall render to the President and the directors at the regular meetings of the Board an account of the financial condition of the society, and shall in general perform all the duties as may from time to time be assigned to him or her by the President of the Board.

**Section 5 Secretary** -- The Secretary shall give notice of, record, transcribe, and distribute the minutes of all meetings of the Board; shall have charge of the books, records, and papers of MGS relating to its organization as a corporation, and shall see that the reports, statements, and other documents required by law are properly kept or filed; and shall in

general perform all the duties as may from time to time be assigned to him or her by the Board or by the President.

**Section 6 Appointment of Other Officers, Agents and Employees --**

The Board may from time to time appoint such other officers, agents, and employees of MGS as the Board may deem necessary or advisable, each of whom shall hold office or employment for such period, have such authority, and perform such duties as the Board may from time to time determine.

**ARTICLE VI**

**Meetings**

**Section 1 Regular Meetings --** Regular meetings of the Board shall be held at least four times each fiscal year which shall begin on the first day of January (meetings are generally held in January, March, September and November) at such place as shall be specified by resolution of the Board. Such resolution shall constitute notice of the regular meetings and separate notice need not be given.

**Section 2 Annual Meeting --** An Annual Meeting shall be held on a day designated by the Board each year for the election of directors and for the transaction of such business as may properly come before it. The order of the meeting shall be:

- Reading of the minutes of the last Annual Meeting
- Reading of the Treasurer's Report
- Report of the Nominating Committee
- Election of Directors
- General Business

(See Article VII Section 1 for additional details).

**Section 3 Program Meetings --** In addition to the regular and annual meetings, there shall be at least three general meetings of the membership each year on dates to be determined by the Board. The Program Committee shall make the necessary advance arrangements for these meetings including written advance notice of such meeting to the general membership.

**Section 4 Attendance at Meetings --** Directors are required to attend regular, annual and program meetings of the Board unless such attendance is excused by oral, written, or electronic notice to the Secretary of the Board.

Three (3) consecutive unexcused absences by a director shall constitute an automatic dismissal of such director from the Board.

**Section 5 Quorum, Adjournment, and Manner of Acting** -- A majority of directors shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present at the time of the vote shall constitute an act of the Board, except as otherwise specifically provided by statute or these By Laws.

Any meeting of the Board may be adjourned by a majority vote of the directors present at the meeting. In the absence of a meeting, written, or electronic consent by all of the directors, severally or collectively, shall constitute the action of the Board.

**Section 6 Place of Meeting** -- The Board may hold its meetings at such place or places within the State of Connecticut as may be approved by resolution of the Board or shall be specified in the notice or waiver of notice of any such meeting. The headquarters of MGS shall be located in Darien, Connecticut.

## **Article VII Committees**

**Section 1 Nominating Committee** -- The Nominating committee shall consist of an odd number of not less than three directors, the chairman of which committee shall be the immediate past President, if available to serve. In the event that the immediate past President is not available, the Board shall appoint a chairman. The chairman, in consultation with the Board, shall appoint the other members, who shall be selected from the MGS at large. In the event of a vacancy on the Nominating Committee, the Board shall appoint a replacement.

The Nominating Committee shall approve and submit to the Board the nominations of persons eligible to serve as directors to fill vacancies on the Board. Director nominations shall be presented to the Board at least one (1) month prior to each Annual Meeting or at such other times as requested by the Board.

The Nominating Committee shall also approve and submit to the Board at

least one (1) month prior to each Annual Meeting the names of those directors whose terms are due to expire at such Annual Meeting and who wish to stand for re-election. (See Article VIII, Section 1, re mid-terms vacancies of officers.)

The notice of the Annual Meeting should contain, in addition to the time and place of the meeting, the names of those nominated for membership on the Board. Additional nominations may be made from the floor during the meeting or in writing prior to the meeting.

Directors shall be elected by a voice vote of the membership present or by a motion of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating Committee.

**Section 2 Standing Committees** -- The Board shall maintain the following standing committees:

- Membership - to assist in increasing the membership list
- Newsletter - to prepare, edit, and distribute a quarterly paper
- Program - to prepare and present several programs each year
- Publicity - to inform the public of MGS offerings and ensure orderly progression of MGS serious occasional publications

The President shall have authority to appoint the chairman of each committee from among the membership and shall announce the chairs of each committee at the first regular meeting of the fiscal year. The chair of a standing committee need not be a director of the Society. All chairs are expected to attend board meetings.

**Section 3 Other Committees** -- The Board may authorize other committees, and appoint chairmen, such as:

- Archivist - to file and maintain MGS records
- Curator - to maintain genealogical materials and assure they are properly available for research
- Liaison - to establish and maintain contact with other genealogical organizations, participate in local, national and international conferences, encourage mutual exchange of information.
- Hospitality - to provide refreshments and a convivial environment at the meetings of MGS.

The chairman of such a committee need not be a director of the Society.

## **Article VIII**

### **Vacancies, Resignations, and Removal**

**Section 1 Vacancies** -- Except as otherwise provided in these By Laws, if the office of an officer of MGS (President, Vice President, Treasurer, or Secretary) should become vacant due to death, resignation, or removal, the vacancy may be filled for the unexpired term by recommendation of the Nominating Committee and by action of the remaining directors.

**Section 2 Resignations** -- Any director or officer or any other officer, agent, or employee appointed by the Board may resign his or her office at any time by giving written notice of his or her resignation to the President or Secretary of MGS. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of its receipt, and the acceptance of the resignation shall not be necessary to make it effective.

**Section 3 Removal of Officers** -- Any officer of MGS may be removed for cause from his or her position as an officer at any time by an affirmative vote of two-thirds (2/3) of the directors of the Board.

## **Article IX**

### **Funds and Liability**

**Section 1 Authority** -- The Board shall have general charge, management, and control of the affairs, funds, and property of MGS and shall authorize and control all expenditures.

**Section 2 Books of Account** -- Adequate books of account shall be maintained by the Treasurer who shall be responsible for the same.

**Section 3 Transactions** -- The President, Secretary, and Treasurer shall be designated as signatories to MGS's banking and investment accounts. Any one of the designated signatories shall have authority to effect payments or withdrawals from the MGS's checking account. Joint authorization by two (2) of the designated signatories shall be required to effect any transfers, payments or withdrawals from MGS's investment accounts.

**Section 4 Audits/Reviews** -- The Board shall appoint an auditor, who is not an officer of MGS, to review the Treasurer's books on an annual basis if required. An audit is not required until MGS attains \$50,000 in cash donations. The results of the reviewed Treasurer's report shall be presented at the Annual Meeting.

**Section 5 Fiscal Year** -- The fiscal year of MGS shall be January 1 through December 31.

**Section 6 Expenses** -- No part of the funds of MGS shall inure to the benefit of or be distributed to its individual members, officers, or other private persons except that MGS may pay reasonable compensation for services rendered or reasonable expenses incurred in connection with the administration of the society.

**Section 7 Liability** -- No director, officer, or member of the society shall be liable to or on behalf of MGS except for unpaid dues, and no personal liability shall be attached to any director, officer, or member in connection with the administration and actions of MGS.

**Section 8 Dissolution** -- In the event of the dissolution of MGS, all of the remaining assets and property of MGS shall, after payment of necessary expenses, be distributed 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 State of Connecticut will best accomplish the general purposes for which this society was formed. It is recommended that the first choice be the Darien Historical Society and second the Darien Public Library.

## **Article X Administration**

**Section 1 Offices** -- The principal office of MGS shall be at such place in Darien, Connecticut, as the Board may from time to time determine. The Board may from time to time and at any time establish the office of MGS at whatever place or places it deems expedient.



**Section 2 Books and Records** -- There shall be kept correct and complete books and records of account and minutes of the proceedings of MGS incorporators, board, and committees.

**Section 3 Amendments and Interpretation** -- These By Laws may be amended or repealed or new By Laws may be adopted at any meeting of the Board of Directors by a two-thirds (2/3) vote of the members of the Board present or reporting their votes in writing, provided that notice of such amendments shall have been mailed to each member of the Board at least twenty (20) days before the meeting, or presented to the Board at the board meeting previous to the one at which the vote will be taken. All questions of interpretation or construction of these By Laws shall be decided by the Board, and its decision thereon shall be final.

(End of By Laws)