

**Franklin County
Genealogical and Historical Society
Bylaws**

Article I - NAME

- 1.1 The name of this nonprofit organization, incorporated under the laws of the State of Ohio, shall be Franklin County Genealogical and Historical Society, hereinafter, referred to as the Society or FCGHS.

Article II - PURPOSE

- 2.1 The purpose of the society is to create and build interest in preserving and collecting genealogical and historical records of local, regional, national, and international historical value relative to Franklin County, Ohio, and surrounding areas.
- 2.2 To encourage active membership in The Franklin County Genealogical and Historical Society and in The Ohio Genealogical Society.
- 2.3 To encourage and provide support for the development of methods of researching, organizing, indexing, retrieving, preserving, and disseminating genealogical information and records .
- 2.4 To educate and assist individuals in the methods, procedures and sharing of genealogical and historical research.
- 2.5 To publish genealogical and historical materials compiled by The Franklin County Genealogical and Historical Society and to copyright these materials when possible.
- 2.6 To be a Chapter of, and to support the objectives of, The Ohio Genealogical Society.
- 2.7 All of the foregoing is for the purpose of carrying on the work of the Society, which is to operate solely for educational purposes under Section 501 (c) (3) (Current Revision) of the Internal Revenue Code, and 1702.1 Nonprofit law of the Ohio Revised Code .
- 2.8 Notwithstanding any other provision of these articles, the Society shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501 (c) (3) (Current Revision) of the Internal Revenue Code and 1702.01 Nonprofit law of the Ohio Revised Code .
- 2.9 To receive and hold gifts and devises of real and personal property from any source for the benefit of the Society and to dispose of said property not needed, or to use such gifts and devises solely for the purpose and benefit of the society.
- 2.10 In the event of dissolution, funds and tangible property of the Corporation shall be distributed to an organization exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954 and whose purpose is similar to that of this Corporation or of the Ohio Genealogical Society.
- 2.11 The foregoing Purposes are the same as contained in the Articles of Incorporation of Franklin County Genealogical and Historical Society, and any changes hereof shall not be effective until the Articles of Incorporation are amended to include the same changes.

Article III - MEMBERSHIP

- 3.1 Membership shall be open to all persons who submit a membership application accompanied by the appropriate dues.
- 3.2 Classes of membership in the Society shall be as follows.
- a. VOTING: Categories, dues, and benefits of Voting Members shall be prescribed in the Standing Rules.
 - b. NON-VOTING: Categories, dues, and benefits of Non-Voting Members shall be prescribed in the Standing Rules.

- 3.3 Membership shall be for a calendar year, except for Life Membership, which shall last for the life of the Life Member.
- 3.4 Gift Non-Voting Memberships and publications exchanges may be issued by the Board.

Article IV - MEETINGS OF MEMBERS

- 4.1 The Society will hold meetings of members throughout the year at the call of the Board.
- 4.2 The Society will hold an annual meeting of members before the end of the calendar year. In the Event of a natural disaster or pandemic meetings may be held using acceptable technological programs such as Zoom.
- 4.3 The Society promptly shall hold a meeting of members after request in writing by at least 30% of the Voting Members. The request shall be filed with the Society at least (90) days prior to the date requested in the call and as further outlined in the Standing Rules.
- 4.4 At a properly notified meeting of members, the members may remove any Board Member by the affirmative vote of two thirds of the Voting Members voting on such removal.
- 4.5 The procedures governing meetings or votes of the members shall be as prescribed in these Bylaws and the Standing Rules.

Article V - BOARD

- 5.1 The Board shall be composed of the following: President, Vice President, Past President, Treasurer, Secretary and one representative from each Society Board sanctioned Interest Group, and three Trustees.
- 5.2 The President shall be the Chairman of the Board.
- 5.3 The Board shall meet monthly including no less than six face to face meetings and /or by acceptable technological platforms such as Zoom. At the call by the Chairman, meetings may be cancelled as deemed necessary. One meeting shall be held prior to the annual meeting of members.
- 5.4 At a properly notified meeting of the Board, the Board may remove any Board Member, Trustee or Officer by a vote of two-thirds of the votes cast in accordance with these Bylaws and the Standing Rules, for any of the following reasons:
 - a. Excessive absences, which shall consist of two consecutive, unexcused absences from regular meetings of the Board.
 - b. Incapacity due to illness or otherwise.
 - c. Malfeasance or nonfeasance, as may be determined and stated by the Board. Removal shall be effective as of a date determined by the Board.
- 5.5 The meetings of the Board shall be open to all Society members, but only members of the Board may vote.
- 5.6 The procedures governing meetings or votes of the Board shall be as prescribed in these Bylaws and the Standing Rules.

Article VI - OFFICERS

- 6.1 The Officers of the Board must be Voting Members of the Society; and they shall be the President, Vice President, Past President, Treasurer, and Secretary.
- 6.2 All Officers, shall be elected every two years by the Voting Members; and their election shall be announced to the membership. The Officers shall take office on January 1 following their election.
- 6.3 If the offices of either President or Vice President should become vacant during their unexpired term, the order of succession shall be: President, Vice President, Past President, Trustees, Secretary, and Treasurer for the balance of the remaining term.
- 6.4 Subject to the approval of the Board, the President shall make appointments to fill any other Trustee or Officer vacancy for the balance of the remaining term. In the absence of a President, the Board shall do so.
- 6.5 The responsibilities of the Officers shall be prescribed in the Standing Rules.

Article VII - TRUSTEES

- 7.1 One Trustee's shall be elected each year by the Voting Members, for a staggered three-year term
- 7.2 The Trustee's shall plan and direct the long-term goals of the Society and shall advise the Board concerning investments, endowments, real estate, and beneficial interests of the Society.

Article VIII - NOMINATIONS

- 8.1 By June 1 of each year the President, with the approval of the Board, shall appoint a Nominating Committee of three to five Voting Members of the Society.
- 8.2 By July 15 a call for nominations for all Trustee and Officer positions expected to become vacant by the following January 1 shall be submitted to Voting Members by the Nominating Committee.
- 8.3 Members of the Nominating Committee may be nominated for any Trustee or Officer position.
- 8.4 Nominations must be submitted by the Nominating Committee to the Board for its approval prior to September 30.
- 8.5 The Nominating Committee shall prepare a ballot of all nominees approved by the Board and shall submit the ballot and instructions to the Voting members.
- 8.6 Provision shall be made in the ballot and instructions for write-in candidates.
- 8.7 Ballots must be voted on by eligible Voting Members and received by the Society prior to the deadline in accordance with the Standing Rules.
- 8.8 The Nominating Committee shall count the eligible ballots. Each candidate receiving the most votes for a position shall be declared elected. The Nominating Committee shall announce the results to the membership.
- 8.9 Names of the elected Trustees and Officers shall be reported to all members of the Society.

Article IX - STANDING COMMITTEES

- 9.1 The Standing Committees of the Society shall be enumerated along with duties and responsibilities described in the Standing Rules as determined by the Board .
- 9.2 The President shall appoint Voting Members of the Society as Standing Committee chairpersons, with the approval of the Board.
- 9.3 The responsibilities and procedures governing meetings or votes of each Standing Committee shall be as prescribed in the Standing Rules.

Article X - AD HOC COMMITTEES

- 10.1 With the approval of the Board, the President shall appoint an Audit Committee of three Voting Members of the Society (not including the Treasurer for the previous year) by January 31 to audit the Treasurer's books for the previous year. At least one member of the Audit Committee shall not be a member of the Board. The Audit Committee shall complete and present its written audit report to the Board by February 28.
- 10.2 With the approval of the Board, the President may create and appoint the chair of other Ad Hoc Committees for addressing issues not readily falling into the jurisdiction of any Standing Committee. The procedures governing meetings or votes of each Ad Hoc Committee shall be as prescribed in these Bylaws and the Standing Rules.

Article XI – INTEREST GROUPS

- 11.1 In accordance with the Standing Rules, the Board may create Interest Groups to address any purpose of the Society in the name of the Society.
- 11.2 An Interest Group shall not replicate or conflict with the responsibilities of the Board, or any Committee of the Society.

- 11.3 The members of an Interest Group who are Voting Members of the Society shall elect a Voting Member of the Society to serve on the Board of the Society as the representative of the Interest Group, as provided in Article V of these Bylaws.
- 11.4 The Board may dissolve an Interest Group in accordance with the Standing Rules; and upon such dissolution, the Interest Group no longer may act in the name of the Society; and its representative may serve on the Board.

Article XII - PROCEDURES

- 12.1 Robert's Rules of Order, as currently revised, shall prevail in all matters not addressed by these Bylaws or the Standing Rules.
- 12.2 Participation in a meeting or vote by the Voting Members, the Board, or any Committee shall be in accordance with these Bylaws and the Standing Rules.
- 12.3 Notice for a meeting or vote by the Voting Members, the Board, or any Committee shall be in accordance with these Bylaws and the Standing Rules.
- 12.4 Notice for a meeting or vote will be waived by participation in the meeting or vote for any purpose other than protesting the meeting's or vote's compliance with these Bylaws or the Standing Rules.

Article XIII- QUORUM

- 13.1 At a properly noticed meeting or vote by members under these Bylaws and the Standing Rules the Voting Members present or voting shall constitute a quorum.
- 13.2 At a properly noticed meeting or vote by the Board, or any Committee under these Bylaws and the Standing Rules, a majority of the Board or Committee present, or voting shall constitute a quorum.

Article XIV – STANDING RULES

- 14.1 The Board may prescribe Standing Rules for the purpose of implementing these Bylaws.
- 14.2 Standing Rules shall be consistent with the Articles of Incorporation and these Bylaws

Article XV- AMENDMENTS

- 15.1 After proper notice in accordance with the Standing Rules, these Bylaws may be amended with or without a meeting by the affirmative vote of two thirds of the Voting Members voting on such amendment