

Vermont French-Canadian Genealogical Society

Bylaws

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Current Version: 14 October 2023

Article I. SOCIETY.

- Section 1. The name of this society shall be the Vermont French-Canadian Genealogical Society, also referred to herein as the Society.
- Section 2. The name of the Society's library shall be the Vermont Genealogy Library.

Article II. PURPOSE.

- Section 1. THE PURPOSE OF THE SOCIETY SHALL BE TO:
 - a. Assist individuals in their research.
 - b. Be a repository for genealogical and historical resources and data, with a specialty in French-American and French-Canadian.
 - c. Promote a high standard of ethics for genealogists.
- Section 2. THE FUNCTIONS OF THE SOCIETY MAY BE TO:
 - a. Disseminate genealogical and historical information via conferences, seminars, and/or publication (books, journals, etc.) as needed.
 - b. Maintain a reference library and research center for in-person and online research.
 - c. Outreach:
 - 1. Communicate periodically with members concerning the activities of the Board of Directors and Society.
 - 2. Maintain an online presence for Society members and the public.
 - 3. Serve as a liaison with other genealogical and historical societies.
 - 4. Support legislation to assure access to official records for researchers.
 - 5. Engage in community activities to promote genealogical research and encourage membership.

Article III. MEMBERSHIP.

- Section 1. Any person may submit an application for membership.
- Section 2. Membership categories and dues will be set by the Board.
- Section 3. All members in good standing (i.e., paying dues in a timely manner and following the Code of Ethics) shall have all the benefits of their membership category.
- Section 4. All members in good standing are entitled to vote, with the exception of Institutional members.
- Section 5. The benefits of membership shall be set by the Board.
- Section 6. SUSPENSION OR TERMINATION OF MEMBERSHIP.
 - a. Membership may be suspended or terminated for conduct or activity detrimental to the Society. Decisions by the Board shall be fair, reasonable, and carried out in good faith.
 - b. Unless consideration of all of the relevant facts and circumstances dictate otherwise, the member shall be given written notice not less than 15 days in advance of the planned suspension or termination. The reasons for this action will be given. Written notice will be given by first class mail, sent to the address on file.

- c. The member will have an opportunity to address the Board, orally or in writing, not less than five days before the action will take place. Following any such hearing, the Board's decision will be final.

Article IV. BOARD OF DIRECTORS.

Section 1. DEFINITION.

- a. The Board is the governing body between the annual business meetings and referred to as "the Board" in these bylaws with the duties described herein. The Board shall consist of the Executive Committee (the named officers of the Society), the Past President, and the four Directors. With the exception of the Past President, all are elected from the membership at the annual business meeting, with the procedures for filling vacancies described in Section 8 of this Article.
- b. The Executive Committee is the named officers of the Society, that is, the President, Vice President, Secretary, and Treasurer.

Section 2. FUNCTION OF THE BOARD SHALL:

- a. Be the fiduciary trust of the Society's physical and financial assets.
- b. Set direction and determine policy for the Society.
- c. Make recommendations to the Society.
- d. Establish standing committees.
- e. Appoint special committees.
- f. Fix the date, time, and place of Board and membership meetings.

Section 3. MEETINGS OF THE BOARD SHALL:

- a. Be held quarterly at a time, place, and manner as predetermined by the President.
- b. Be held only with notice given to all Board members two weeks prior to the meeting, unless all Board members are present.
- c. May be addressed by a member of the Society in good standing, or the public, as directed by the President or the Board.
- d. Special meetings may be called by the President or majority of the Board members for a specific topic, with notice to date, time, place, and manner communicated at the earliest opportunity.

Section 4. QUORUM FOR THE BOARD SHALL:

- a. Be a simple majority of the current Board membership.
- b. Be required before any actionable vote can take effect.

Section 5. REIMBURSEMENT AND EXPENDITURES.

- a. No member of the Board shall be entitled to any remuneration except for out-of-pocket expenses incurred as a result of performing duties authorized by the Board.
- b. No member of the Society shall profit from the earnings of the Society except for reasonable compensation for services provided.
- c. Board members must receive permission from the Executive Committee or the Board for compensation of purchases for the Society that were not previously approved in the budget.

Section 6. DUTIES OF THE MEMBERS OF THE BOARD.

- a. President – is the Chief Executive Officer for the Society having general charge of the operation of the Society subject to the advice and control by the Board; shall execute all contracts in conjunction with the Treasurer and/or the Secretary, and be an ex-officio member of all committees (except those regarding nominations and elections).
- b. Vice President – shall perform such duties as assigned by the President or the Board and shall perform the duties of the President when they are disabled or unavailable.

- c. Treasurer – shall maintain and account for all receipts and disbursements of funds of the Society, and balances on hand; submit in writing a financial report quarterly for the Board meetings and annually for the annual business meeting of the membership; and make the records available for the annual audit. There will be a policy established for approvals of expenses over a certain amount.
- d. Secretary – shall keep minutes for all Board meetings they (or assignee) attend, submit the previous minutes of each meeting for possible correction and approval, and provide the minutes for anyone who may request them.
- e. Past President – is the previously elected President or other Past President who is willing to serve, and advise the current Board.
- f. Director – is elected from the membership to provide general counsel to the Board.

Section 7. ELECTIONS.

- a. Each June quarterly meeting, the President will appoint a Chair of the Nominating Committee and send notice to the membership for them to submit recommendations to the Chair.
- b. Current Board Members may be re-nominated to their positions by the Nominating Committee. The Committee may also seek other members for nomination to serve.
- c. All members of the Board (except the Past President) are elected for a single year term, except the Directors, who will each serve a two-year term with half of them up for election each year. The term of office shall begin at the beginning of the next fiscal year.
- d. A nominee must be a member of the Society in good standing. Institutional members are excluded from candidacy for the Board.
- e. Elections are held at the Annual Business Meeting of the membership with the slate presented by the Chair of the Nominating Committee (or their designee) with nominations from the floor allowed.
- f. A simple majority of the membership and Board of Directors present is needed to elect a person and the entire slate can be voted by the members present if all the positions are uncontested.

Section 8. VACANCIES.

- a. In the event the President is no longer able to serve or has been removed, the Vice President shall step up and serve the remainder of the term.
- b. All other Board membership vacancies shall be filled by a simple majority appointment of the current Board membership for the remainder of the term.
- c. If a Board member is absent without just cause from three meetings in a fiscal year, then the President or a simple majority of the Board can declare that position vacant and follow the procedures herein to fill the vacancy.

Section 9. CONFLICT OF INTEREST AND PROHIBITED ACTIVITIES.

- a. No Board member shall place themselves in any position that is or appears to be a conflict of interest with the mission, programs, or activities of the Society. Any possible conflict of interest shall be reported to the Board of Directors in writing.
- b. No Board member shall engage in activities that would jeopardize the Society's non-profit status under federal or state law. Such activity may be grounds for immediate suspension of that person's membership in the Society.

Article V. COMMITTEES.

Section 1. GENERAL RULES (except the Executive Committee).

- a. The President shall appoint the chair of all Standing and Ad Hoc Committees with approval of the Executive Committee.

- b. The Chair of a committee may select other persons (who are not required to be a member of the Society) to serve on the committee without remuneration.
- c. The Chair shall coordinate any volunteers who assist the committee.
- d. The Chair is responsible for submitting a budget request, if needed, during the budgeting process.
- e. If requested, the Chair shall provide regular reports to the Board or Executive Committee regarding committee activities and expenditures. The Chair may be requested to present to the Board as directed to answer any questions about the committee report, but shall not have a vote to accept the report or any action on the report.
- f. Committee members shall be accountable to the Board. If a member is suspended or terminated, they are immediately removed from all committee assignments. To remove a non-member from a committee, the Board will follow the same procedure.
- g. Absence without just cause from three meetings in a fiscal year may constitute a resignation. Any vacancy shall be filled by the Committee Chair.

Section 2. STANDING COMMITTEES.

a. Executive Committee.

This Committee has the authority to act for the Board between quarterly meetings and for any emergencies that might arise, and shall report its actions to the Board at its next meeting. This Committee shall set the agenda for all meetings of the Board. All other committees listed in this Article, or created, report to this Committee.

b. Nominating Committee.

This Committee is set up annually in the June quarter to seek and receive nominations to the Board, and the work ends when the Chair presents a slate to the annual business meeting of the membership.

c. Audit Committee.

This Committee shall conduct an annual audit of a sufficient number of Society records as appropriate for validating the integrity of the records. The Committee may make recommendations to the Board for improvements. This audit shall be completed with a written report to the next quarterly meeting of the Board within three months of the close of the fiscal year (31 Oct. each year), promptly communicated to the membership, and referenced in the minutes of the annual business meeting. The Board may authorize the Committee to hire a CPA if deemed necessary.

d. Operations Committee.

This Committee works behind the scenes to make sure the activities by other committees have the tools they need to successfully implement their activity by facilitating online setups, event planning, class scheduling, and managing a calendar of activities of the Board and Society.

e. Library Committee.

This Committee manages library staffing, acquisitions, deaccessioning, cataloging, conservation, journal and database subscriptions, and visitor help.

f. Digital Resources Committee.

This Committee manages all internet, network, computers, printers, and digital archives.

g. Research Services Committee.

This Committee manages all genealogical research requests and lookups plus all consultations.

h. Communications Committee.

This Committee manages all forms of communication to the membership and general public. Activities may include weekly emails to the membership, press releases, calendar events, advertising, social media (Facebook, Twitter, blogs, etc.), brochures, and membership applications.

i. Website Committee.

This Committee manages the website, its security, and updates to keep up with current technology and practices.

j. Education Committee.

This Committee manages all educational events from lectures, programs, and Special Interest Groups, outreach programs, and the pin programs.

k. Finance Committee.

This Committee manages the budgeting process; all fees, donations, and dues collected; sales; and expenses of the Society. In addition, it develops and manages prudent investment of a portion of the Society's savings and identifies opportunities for additional sources of income.

l. Facilities Committee.

This Committee manages our building space, security, and parking.

m. Volunteers Committee.

This Committee manages needs assessment for staffing, job descriptions, skills, recruitment, training, maintains a register of volunteers, and recognition of volunteers.

n. Publications Committee.

This Committee manages all book, journal, and newsletter publishing in print or digital.

o. Membership Committee.

This Committee oversees membership recruitment and retention.

Section 3. AD HOC COMMITTEES.

a. Bylaws Committee.

This Committee is enacted when the President or the Board decides that a review of the bylaws is needed in order to keep up with the changing legal requirements and the evolving work of the Society. The Chair will report its findings to the June quarterly meeting of the Board.

b. Other Committees.

The President or the Board may create other committees as needed for a specific task to be delineated upon creation of the committee with a timetable included.

Article VI. MEETINGS OF THE MEMBERSHIP.

Section 1. GENERAL.

The meetings will follow the rules outlined in the most recent revision of *Robert's Rules of Order* as adapted to the needs of the Society. Meetings may be in person, virtual, or a combination.

Section 2. ANNUAL BUSINESS MEETING.

- a. This is the business meeting for the Society held in the fall quarter, with the date, time and place determined by the Board, and notice provided at least three weeks prior to the meeting. The current President will preside over the meeting that will include the annual reports of the committees, nominations and elections for the next year, and other business that may be needed to present to the Membership.
- b. Any needed in-person vote by the membership shall be by voice vote. If such method cannot easily determine the vote or a member present at the meeting requests, a show

and count of hands will be required. If the vote is close, then a break in the meeting will be made to prepare a ballot vote.

- c. Procedures for votes for meetings held totally or partially virtually shall be governed by the policy of the Society.
- d. Minutes will be taken by the Secretary of the Board, or alternate, and reviewed and approved at the next quarterly meeting of the Board. The minutes will be reviewed at the next annual business meeting.
- e. A quorum for the annual business meeting shall be a simple majority of the current Board and at least one member of the Society.

Section 3. SPECIAL MEETINGS.

- a. Special meetings of the Membership may be called by the President with approval of a simple majority of the Board or by petition from at least twenty-five (25) current members in good standing. The Board shall, within thirty (30) days, set the date, time, and place of the meeting, and provide three weeks prior notice, including the purpose of such meeting, to the membership.
- b. Minutes are to be taken by the Secretary of the Board, or alternate, and reviewed and approved at the next quarterly meeting of the Board. The minutes will be reviewed at the next annual business meeting.

Article VII. AMENDMENTS OF BYLAWS.

Section 1. AMENDMENTS WITH NOTICE.

- a. These bylaws may be amended at the annual business meeting, or at any special meeting called for that purpose, by a two-thirds vote of the members present.
- b. Members shall be notified by mail of any recommended bylaws changes at least two weeks prior to the date of said meeting.
- c. All suggestions for amendment to these bylaws shall be referred to the Bylaws Committee for study.
- d. Amendments proposed by the Bylaws Committee shall be in the hands of the Board at least two months prior to the scheduled annual business meeting or special meeting, and shall be subject to review by and approval of the Board.

Section 2. AMENDMENTS WITHOUT NOTICE.

These bylaws may be amended without previous notice given, at any annual business meeting by ninety-nine percent of the members present.

Article VIII. DISSOLUTION.

Section 1. DEFINITION.

Dissolution is the act or process of ending this official organization, and related legal agreement(s).

Section 2. ASSETS.

- a. Any financial assets remaining after obligations are met will be disposed of in a manner prescribed by the Board of Directors. Such disposition shall be made in accordance with applicable laws and only donated to an organization(s) whose purpose and objectives are in keeping with those of the Society.
 - b. Any material not belonging to the Society or on “permanent loan” to the Society shall be returned to its legal owners, if they can be found.
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