Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

Article I – Name

The name of this society is the Dallas Genealogical Society, hereinafter referred to as the Society.

Article II – Object

The object of this Society shall be to educate, by creating, fostering, and maintaining interest in genealogy; to assist and support the genealogy section of the J. Erik Jonsson Central Library in Dallas, Texas, hereinafter referred to as Central Library, or to its legal successor; and to collect, preserve, copy, and index information relating to the Dallas area and its early history.

Article III – Membership

Section 1. Membership

Any person or organization who pays membership dues and supports the Object (Article II), Bylaws, and standing rules of the Society is a member in good standing.

Section 2. Categories

Categories for membership may be proposed by the Board of Directors for approval by the general membership. Any proposed changes in the categories for membership shall be published on the Society’s website at least fifteen (15) days before the general business meeting in which the proposed change is presented to the general membership for a vote. Notice of such publication will be distributed to members via mail or email.

Section 3. Dues

Dues shall be proposed by the Board of Directors for approval by the general membership. The dues are payable initially upon application for membership, and annually thereafter by the last day of the member’s anniversary month, in order to remain a member in good standing. Any proposed changes in the dues shall be published on the Society’s website at least fifteen (15) days before the general business meeting in which the proposed change is presented to the general membership for a vote. Notice of such publication will be distributed to members via mail or email.

Article IV – Society Meetings

Section 1. General Business Meetings

The general business meetings of this Society shall be held at such time and place as may be determined by the Board of Directors.
Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

Section 2. Annual Meeting

The general business meeting in September shall be known as the annual meeting; the business conducted at that meeting shall include the installation of the Officers and Directors, receipt of reports, and any other business that may arise.

Section 3. Quorum

The number of members required to constitute a quorum at Society general business meetings will be set at 5% (numerically rounded up/down) of the current Society membership.

This number shall be updated annually following the installation of the new board of directors. Additional updates may be initiated at any time by a majority vote of the board of directors.

Changes in the number of members required to constitute a quorum shall be communicated to the membership electronically and will be documented on the society website.

Section 4. Called Meetings of the Membership

Special meetings of the membership may be called by the President, by written request of a majority of the Board of Directors, or upon the written request of thirty members of the Society. The written request shall be delivered to the Secretary and the called meeting shall be held not later than twenty (20) days after the said delivery. Fifteen (15) days’ notice shall be given to the general membership by the Secretary by email and notice of such meeting published on the website. Business transacted at any called meeting is limited to the business specified in the call.

Article V – Officers and Their Election

Section 1. Officers

The elected Officers of this Society shall be a President, Vice President, Treasurer and Secretary.

Section 2. Nominating Committee

A Nominating Committee composed of three members of the Board of Directors and two members-at-large shall nominate a slate of officers to be elected at the May general meeting. The Board representatives shall be elected at the February Board meeting. The President shall appoint one of the three Board representatives as the Chair of the Committee. The Chair shall call the first meeting of the Nominating Committee. The Committee shall nominate a member in good standing who is qualified to fill the position for each officer position and report its nominations at the General Meeting in April.

Section 3. Qualifications for Serving as an Officer of the Society

Each Officer must be a member in good standing of the Society. An Officer shall hold only one elected position at a time; and may serve in the same position for not more than three full consecutive one-year terms. A partial term
Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

Section 3. Treasurer

served because of a vacancy does not count as a one-year term; The President shall have served as an Officer or Director of the Society for at least one year.

Section 4. Election of Officers

The election will proceed once the nominations have been closed.

In the event that a quorum of members is not present the election will be conducted by electronic balloting as prescribed by the standing rules.

The Officers shall be installed at the annual meeting in September and shall assume their official duties upon installation. Officers shall serve for a term of one year or until their successors are assigned.

Article VI – Duties of Officers

The duties of the Officers shall include, but are not restricted to, those set forth below. Each Officer shall appoint, as needed and with the approval of the Board of Directors, aides to assist in the accomplishment of these duties.

Section 1. President

The President shall be the Chief Executive Officer and the official spokesperson for the Society; shall affix the official signature for the Society on all legal documents; shall provide general supervision of the Society activities; shall preside at all general business meetings and Board of Directors meetings of the Society; and shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint advisors to the Board as specified in Article X, Section 1, and all committees and their chairs as are necessary to carry on the work of the Society. The President shall write an annual report to the membership for publication in the DGS Newsletter. The President shall be responsible for annually archiving the official records of the Society.

Section 2. Vice President

The primary responsibility of the Vice President is scheduling and managing seminars presented by the society. In the absence or incapacity of the President, the Vice President shall temporarily assume the duties of the President at the request of the President or Executive Committee. In the event that the President resigns or is removed from office as specified in these Bylaws the Vice President shall assume the office of the President.

Section 3. Treasurer

The Treasurer shall chair the Budget Committee; shall have custody of all the funds of the Society; shall make all authorized disbursements; shall sign on bank accounts; shall present a financial statement at general business meetings and Board of Directors meetings; and shall be responsible for the filing of all government tax forms. The Treasurer shall supervise the accounting activity of the Society and shall propose a person, to be approved by the Board of Directors, to perform these functions, if necessary. The registered agent for the Society shall be the Treasurer, who shall notify the Secretary of State of such status upon taking office.
Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

Section 4. Secretary

The Secretary shall record all business transacted at the general business meetings and Board of Directors meetings of the Society, and present the minutes for approval at the next meeting. The Secretary shall provide the President with a copy of all the Society’s minutes, attachments, reports, required electronic backups, and newsletters to be placed annually in the Society archives. The Secretary shall be responsible for managing the Society’s correspondence, voice mail, and comments from the website.

Section 5. Immediate Past President

The Immediate Past President is a voting member of the Board of Directors and the Executive Committee and provides continuity with discussions and decisions made by the previous Board. If the Immediate Past President is unavailable or unwilling to serve, the Executive Committee shall elect a replacement deemed to be qualified.

Article VII – The Executive Committee

The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and Immediate Past President. The Executive Committee shall appoint, subject to the approval of the membership, the directors enumerated in Article VIII. The Executive Committee may perform the duties of the Board of Directors concerning emergency matters between Board meetings. The Executive Committee shall have the authority to approve line item expenditures before the Society budget is approved by the membership.

Article VIII – Directors and their Appointment and Confirmation

Section 1. Directors

The appointed Directors of the Society shall consist of Director for Education, Director for Membership, Director of Printing & Distribution, Director of Publicity and Public Relations, Director of Volunteer Coordination and Director of Publication Content.

These directors shall be appointed by the Executive Committee after the election at the May meeting. The appointments are subject to ratification by the general membership at the general meeting in October.

The duties of the Directors shall include, but are not restricted to, those set forth below. Each Director shall appoint, as needed and with the approval of the Board of Directors, aides to assist in the accomplishment of these duties.

Section 2. Director for Education

The Director for Education shall be responsible for obtaining programs for the general business meetings of the Society and shall coordinate the special interest groups. The Director for Education shall be responsible for scheduling the use of Library facilities by the Society.
Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

Section 3. Director for Membership

The Director for Membership shall be responsible for the promotion of Society membership; maintaining accurate and up-to-date membership data using the CRM (customer relationship manager); recording the names of members and visitors at each General Meeting and providing accurate counts of each group to the Secretary so they can be recorded in the minutes; providing an accurate count of the number of members in all categories at each Board meeting.

Section 4. Director for Printing & Distribution

The Director for Printing & Distribution shall be responsible for printing and processing Society mailings and publications and for obtaining resources and assisting in publishing the Society’s printed publications.

Section 5. Director for Publicity and Public Relations

The Director for Publicity and Public Relations shall be responsible for promoting the Society and its activities, and shall establish and maintain harmonious relationships with other organizations in the community having interests consistent with those of the Society and marketing for society activities.

Section 6. Director for Volunteer Coordination

The Director for Volunteer Coordination shall be responsible for developing a volunteer corps and managing its utilization. This includes maintaining a record of potential volunteers, actual volunteers and their activities.

Section 7. Director for Publication Content

The Director for Publication Content shall be responsible for soliciting content for the Society’s publications, ensuring consistency in information published in the newsletter, on the website, and on all social media platforms. This position will also be responsible for developing and maintaining style guides/standards for all printed and online communications and publications.

Article IX – Board of Directors

Section 1. The Board of Directors

The Board of Directors consists of the Officers and Directors of the Society and the Immediate Past President. No action may be taken by the Board of Directors or its members that is in conflict with the Bylaws, Standing Rules, or directives of the membership.

Section 2. Duties

The duties of the Board of Directors shall be to supervise the affairs of the Society; to establish additional duties of the Officers and Directors as deemed necessary; to schedule the time and place of the Society’s general business meetings; to present reports and make recommendations at the general business meetings and Board of Directors meetings of the Society; and shall perform such other duties as are specified in these Bylaws. Each Officer and
Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

Director shall maintain an inventory of any equipment or records in his or her possession and shall provide a list of the inventory to the Secretary at the Board of Directors meeting at Board turnover. All official materials shall be delivered to the newly installed Board of Directors at Board turnover.

Section 3. Expenditures

All proposed expenditures in addition to the Society’s approved budget must have Board of Directors approval. No Board member may vote on any matter in which he or she has a pecuniary interest. A two-thirds vote is required by the Board of Directors for any increase to a previously approved budget.

Section 4. Board of Directors Meetings

A Board of Directors meeting shall be held each month beginning in September and ending in May. The Board shall meet at least once and may meet more often during the summer (June, July and August). Any business conducted at the Board of Directors meeting that requires approval by the general membership shall be presented to the membership at the next general meeting following the Board meeting at which the issue is raised. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors, upon written or email notice delivered to the Secretary. Business transacted at any special meeting is limited to that specified in the call. Only members of the Board of Directors or appointees may speak at Board of Directors meetings; others may speak if special permission has been granted by a majority vote. A majority of the members of the Board of Directors shall constitute a quorum. Unless otherwise specified in these Bylaws, a majority vote of those in attendance shall constitute action by the Board of Directors. The President shall preside at meetings of the Board of Directors and may vote to make or break a tie vote (but not both). Meetings shall be held in-person, via conference call, utilizing online meeting tools or any combination of the preceding means.

Section 5. Vacancies

In the event of a vacancy in the office of the President, the Vice President shall become President. If the Vice President declines the position of President, the President’s position shall be filled by the Board of Directors, retaining the requirement that no member may serve as President unless he or she has served as an Officer of the Society for at least one year. A vacancy in any other position on the Board of Directors shall be filled by the Board of Directors by a majority vote.

Resignation of Officers or Directors shall be by letter or by electronic means to the President, except in cases of death or serious illness, when the Board of Directors on its own motion may declare the office vacant.

Section 6. Removal of Officers or Directors

An Officer or Director may be removed for failure to perform the duties of the office, or for missing three consecutive meetings of the Board of Directors. Removal shall require three fourths vote of the entire Board of Directors.

Article X – Appointed Advisors to the Board of Directors
Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

Section 1. Appointees

The President may appoint the following non-voting advisors to the Board: Library Liaison, Information Technology (IT) Administrator, Webmaster, Editor of the DGS Newsletter, and Mail Administrator. Unless otherwise specified in these Bylaws, the appointed advisors shall be allowed to participate in discussions at Board of Directors meetings.

Section 2. Library Liaison

The Library Liaison shall keep the Board of Directors informed of the needs of the genealogy section of the J. Erik Jonsson Central Library. The Library Liaison may serve an unlimited number of terms.

Section 3. Information Technology (IT) Administrator

The IT Administrator is responsible for the operation of the Society’s technology systems as directed by the Board of Directors. This officer’s responsibilities include, but are not limited to:

- Maintaining the CRM
- Maintaining and replacing PCs and software
- Keep mailing lists updated in the bulk email distribution platform
- Managing the Society email service and online file space
- Assisting the Director of Membership and Vice President with membership and Seminar activities as required

Section 4. Webmaster

The Webmaster is responsible for maintaining the Society’s website under the direction of the Board of Directors.

Section 5. Editor of the DGS Newsletter

The Editor of the DGS Newsletter shall be responsible for editing and publishing the Society Newsletter, which shall include notice of general business meetings as directed by the Board of Directors.

Section 6. Mail Administrator

The Mail Administrator is responsible for picking up and distributing correspondence of the Society from the Society’s post office box.

Article XI – Standing and Special Committees

Section 1. The Budget Committee

The Budget Committee shall consist of three (3) members: the Treasurer, who shall be chair; the President; the Vice President. This Committee shall prepare a Society budget prior to the annual meeting in September, for a vote of approval by the Board of Directors at its next meeting. The budget shall be presented to the general membership for a vote of approval at the first general business meeting following Board approval.
Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

Section 2. The Financial Review Committee

The Financial Review Committee shall consist of at least three (3) members and shall be appointed by the President in November to review the Society’s fiscal year financial transactions in February, in accordance with current official procedures established by the Board of Directors. Accounting or bookkeeping training or experience for at least one of the members is highly desirable. It shall report to the Board of Directors in November and to the membership at its next general business meeting after November.

Section 3. Special Committees

The President may create and appoint such committees and their chairs, standing or special, as deemed necessary to carry on the work of the Society, unless otherwise provided in these Bylaws. Committees may consist of members and non-members of the Society, but shall consist of a majority of Society members and the Chair must be a member in good standing. No committee shall act in the name of the Society without the prior approval of the Board of Directors. The President or the Board of Directors shall require the committee chair to submit annually a summary report, and one or more of the following: a plan of work, a request for budget or expenses, or recommendations. Any committee may be terminated by a majority vote of the Board of Directors.

Article XII – Special Gifts of the Society

Section 1. Gifts Made by the Society

Gifts from the Society to the Genealogy Section of the Dallas Public Library or other organizations in alignment with our mission shall be used as directed by the Board of Directors for the purchase of books and equipment, the preservation of materials, or other items that pertain to genealogy and related research. The amount of any such gift shall be determined after: (1) all current operating expenses are paid or accrued; (2) the accrued liabilities for ongoing events have been determined; (3) a reserve equivalent to the budgeted operating expense for the subsequent six months is established; and (4) after due consideration of the long-term ability of the Society to make future gifts, or to obtain grants.

Section 2. Gifts Made to the Society

Gifts made to the Society, either from members or other persons, including any grants received, shall be used in accordance with the donor’s designation. If necessary, the Treasurer will establish and maintain separate ledger accounts to identify designated gifts. Undesignated gifts shall become part of the general operating fund.

Article XIII – Records of the Society

Section 1. Society Records

All records of the Society, printed or electronically generated, prepared by a member or non-member in pursuance of activities, projects, or as a part of their job in the Society shall be the property of the Society. These records shall include, but are not limited to, Society minutes, correspondence, newsletters, publications, syllabuses,
Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

membership and other lists, documents, research records, and other Society materials. These records shall be archived annually.

Section 2. Society Archives

The Texas/Dallas History and Archives Division of the J. Erik Jonsson Central Library in Dallas, Texas, or its legal successor shall be the repository for the archival collection of the Society.

Article XIV – Fiscal Year

The fiscal year of this Society shall begin October 1 and end September 30.

Article XV – Standing Rules

The Standing Rules shall consist of the policies and procedures adopted by the Board of Directors for the operation of the Society. Proposed changes, additions, or deletions to the standing rules must be presented in writing to the Board of Directors for approval by a majority vote of the entire Board. Such rules shall not conflict with these bylaws.
Dallas Genealogical Society Bylaws, revision adopted on 7 Mar 2020

Article XVI – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the conduct of the business of the Society in all cases in which they are applicable and which are not in conflict with the charter and Bylaws of the Society and any other special rules of order.

Article XVII – Amendments

These Bylaws may be amended or revised at any general business meeting of the Society by a two-thirds affirmative vote of members present and voting provided that the proposed amendment or revision has been either read or copies thereof distributed at the previous general business meeting, and that notice of said amendment or revision has been published on the Society website at least fifteen (15) days prior to the general business meeting at which the proposed amendment or revision is read or copies thereof distributed. Notice of such publication will be distributed to members via mail or email.

Article XVIII – Dissolution of the Society

Section 1. Procedure

In the event dissolution of the Society appears desirable or necessary, the Board of Directors shall adopt a resolution recommending dissolution of the Society, together with a plan for distribution of assets. The President shall transmit the proposals to the members. The procedure for voting and the requirements for approval shall be the same as provided for amending the Bylaws, Article XVII – Amendments except that forty-five (45) days’ notice shall be given.

Section 2. Limitations on Distribution of Assets

Upon the dissolution of the Society, any assets which are held under stipulations requiring their return, transfer, or conveyance upon dissolution of the Society shall be distributed in accordance with the said stipulations. Any remaining assets shall first be applied to final payment and discharge of all liabilities and obligations of the Society. Remaining assets, if any, shall be conveyed to the Central Library or its successor. Any such assets not so disposed shall be offered to one or more similar organizations or institutions then existing within the United States of America which are dedicated to perpetuation of objectives similar to those of the Society and which are specified in the plan of distribution adopted by the Board of Directors, provided that such entities are tax exempt under Section 501(c)(3) of the Internal Revenue Code as amended or under such succeeding provisions of the Code as may be in effect at the time of dissolution. No portion of the Society’s assets remaining after satisfying final operating obligations shall be conveyed to any individual or to any for-profit organization or firm.

These Revised Bylaws of the DGS were:

- Presented by the Bylaws Revision Committee to the Board of Directors via email on: 30 Oct 2019
- Approved by the Board of Directors on: 1 Feb 2020
- Submitted for Notice Purposes to the General Membership via email on: 16 Feb 2020
- Adopted by a majority of the General Membership of the Dallas Genealogical Society at its regular meeting on: 7 Mar 2020
- To be effective on: 7 Mar 2020