

Central Florida Genealogical Society, Inc.
Bylaws

Revised March 2018
Amended March 2023
Amended May 2024

Article I – Organization

Section 1: The name of this Corporate Society shall be the Central Florida Genealogical Society, Inc., hereinafter referred to as the Society. The Central Florida Genealogical Society, Inc. was formerly known as the Central Florida Genealogical and Historical Society, Inc. The abbreviation for the Society is C.F.G.S. (CFGS).

Section 2: The Society has a seal, which is in the following form: the seal consists of the Society name around the top of the perimeter of a vertical oval. The bottom of the perimeter of the oval contains the year 1969, which is the year the Society was established. The center of the seal of the Society consists of part of a trunk and branches of a tree offset to the right in the vertical oval. The tree symbolizes the family tree. The missing base, root, and branches of the tree symbolize the ancestry one needs to find in our genealogy research. The branches and trunk symbolize the present generations. The missing ends of branches symbolize future generations. The tree is offset to the right to symbolize that it is right to research one's ancestry, both to honor one's heritage and to gain family information, record it, and share it with others who are interested, both now and in generations to come.

Section 3: Non-Profit Status - The Society shall not carry on any activities not permitted by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future U. S. Internal Revenue Law or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any other corresponding provisions of any future Internal Revenue Law. The Society was not organized, has not been operated, nor shall it be operated for monetary gain or profit; and no part of its earnings, if any, shall ever benefit any member or members, except for reimbursement of actual expenses incurred on behalf of the Society for properly authorized purposes as approved by the Board of Directors. Receipts for such expenditures shall be maintained in the financial records of the Society. The Society shall not carry on any type of propaganda, or political activity, or shall not attempt to influence legislation. Further, the Society shall have authority to accept gifts, bequests, and/or contributions, provided the object of such gifts, bequests, or contributions granted is in the Society's Corporate Charter or Articles of Incorporation filed on October 21, 1981, and any subsequent amendments thereto; otherwise, such funds shall neither be accepted nor used in any manner. All income received by the Society, after deducting necessary expenses, shall be expended by the provisions of the Internal Revenue Code and/or the Corporate Charter or Articles of Incorporation and any amendments thereto. Correspondence from the Internal Revenue Service (IRS) proving Non-Profit Status is maintained by the Treasurer.

Section 4: The fiscal year of the Society shall be the period from June 1 through May 31.

Article II – Objectives

Section 1: Mission Statement - The Central Florida Genealogical Society promotes family history research by providing education and research opportunities to its members and the public. The Society collects, preserves, and publishes genealogical and historical records.

Section 2: The purpose of the Society shall be exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code including:

A: To encourage and promote interest in genealogical and historical matters, including the tracing of family backgrounds, the support of the genealogical departments of libraries, the gathering and sharing of genealogical and historical information, the publication and distribution of genealogical and historical news, and the presentation of programs of interest to members and to the community, including workshops and seminars related to searching for and tracing family backgrounds.

B: To foster and broaden the interest of its members and the community in genealogical and historical matters.

C: To actively assist in determining and preserving genealogical and historical items and information.

D: To search for and locate genealogical and historical original source records and materials.

E: To promote interest and provide instruction to all members in pursuing scientific genealogical and historical research on family lines, and to encourage each member to share documented genealogical data and knowledge with all other members.

F: To collect, preserve, house, and disseminate information concerning genealogical data and source records.

G: To champion and sustain ethical genealogical standards and to oppose incompetent and disreputable practices and practitioners in the genealogical field.

Article III – Membership

Section 1: All persons interested in sustaining and working for the objectives of the Society and who might share their genealogical data and knowledge with other members are eligible to become a voting member upon submission of a membership application and payment of dues.

Section 2: A voting member in good standing is one who has paid current dues, and is therefore entitled to all privileges and benefits accorded by the Society.

Section 3: A nonvoting membership is available to organizations. Such organizations will receive our periodicals.

Section 4: An Honorary Membership may be conferred upon any member who has given exceptional service to the Society as determined by the Board.

Section 5: Society membership dues shall be due and payable annually in September. If a new member joins in June through August, their membership carries over until September of the following year. A member whose dues are outstanding and unpaid as of October 1 shall be delinquent and considered not in good standing. They will be dropped from our email marketing system. Subsequent payment of the full amount of the dues reactivates membership. A full year's dues are payable for renewing members regardless of the date of renewal.

Section 6: Prospective members may make application for a single or family-membership. A family membership shall consist of two or more persons living in the same household, entitled to only one (1) copy of each publication if mailed.

Article IV – Meetings

Section 1: The Society's annual meeting shall be held at the general meeting in April.

Section 2: General Meetings - General meetings of the Society shall ordinarily be held once a month from September through May. Meetings shall be held at such location as determined by the Board.

Section 3: Other Meetings - Special Interest and Daytime Meetings shall be held at such times and places as may be decided by the SIG Leaders and the Board. Timely notice of special meetings shall be given to the membership in writing, by e-mail, or by telephone.

Section 4: Board of Directors Meetings

- A. The Board shall meet monthly unless waived by the Society President. The President, however, may not waive more than two consecutive monthly Board meetings.
- B. A special meeting of the Board may be called by the President or upon the request of a majority of the other members of the Board. The President and the Recording Secretary of the Society shall serve as Chairperson and Secretary, respectively, at all meetings of the Board.
- C. An email vote may be taken by the board, if immediate business comes to the attention of a board member before the next board meeting that must be addressed. The email vote must be ratified with a vote of the board at the next board meeting.

D. Board meetings may be held via video conference.

Section 5: Committee meetings shall be held on a date and at a time and place at the discretion of the committee chair or committee members, and may be held by video conference.

Article V — Quorum and Voting

Section 1: A quorum should be established before any business is conducted at a board, special, or general meeting.

Section 2: Ten percent (10%) of the voting members shall constitute a quorum and be empowered to transact the business of the Society at a general or special meeting.

Section 3: A simple majority of the members of the Board shall constitute a quorum to transact the business of a Board meeting.

Section 4: Manner of voting. The voting of all questions coming before the Society and the Board of Directors shall be by a majority of the votes cast by those members present except for dissolution of the Society, as provided for in Article XII, Section 2B, and Article XIII. Members may vote by means of video conferencing using a poll or other means of voting. Anonymous voting shall be enabled.

Article VI -- Nominations and Elections

Section 1:

A: The Nominating Committee shall be appointed by the Board of Directors at least three months before an election. This committee shall be composed of at least three (3) members of the Society who will not be considered eligible for nomination to any office during their term of service on the committee.

B: To be eligible to serve on the Nominating Committee one shall have been a member of the Society for at least one (1) year. No member of the Nominating Committee shall serve for more than two (2) consecutive terms.

C: This committee shall nominate at least one (1) candidate for each position to be filled at the next election. Consent of each nominee shall be obtained prior to nomination.

D. The Nominating Committee Chairperson shall give to the Board, prior to the March Board meeting, a list of the names of those they are recommending as nominees for Officers and Directors. The names of those nominated shall be presented to the membership in writing, either in the Society newsletter or by other means at least seven (7) days prior to the election meeting, provided, however, that the failure of any member

to receive such notice shall not delay or invalidate the election. Nominations also may be made from the floor at the election meeting provided that consent has been obtained from the nominee.

Section 2: Elections are held at the annual meeting in April. Members may vote for officers by means of video conferencing using a poll or other means of voting. Anonymous voting shall be enabled.

A: If at the general meeting there is only one (1) nominee for each position, the President may direct the Recording Secretary to cast a vote for acceptance of the entire slate of nominees and conclude the election with the approval of the general membership present.

B: In the event there is more than one (1) nominee for any position, voting for that position shall be carried out by written ballot and decided by a majority of the voting members present at the election meeting. Voting by proxy shall not be permitted.

Section 3. The Nominating Committee also serves as the Installation Committee at the general meeting in May in an election year. See Policies and Procedures for additional duties.

Article VII – Board of Directors

Section 1: The Board of Directors shall consist of nine (9) persons, which shall include six (6) Officers and three (3) Directors.

Section 2: The Board shall have general supervision of the affairs of the Society, manage the business affairs and funds of the Society, make recommendations to the Society-and perform such other duties as Officers as are specified in these bylaws and other operating documents.

Section 3:

A. Three (3) members in good standing who have been members of the society for at least six (6) month shall be elected to serve as voting members of the board of directors. They shall be called directors.

B. Directors shall be elected by the membership for a term of two (2) years.

C. Directors may accept assigned duties not inconsistent with the Bylaws. Directors shall be persons familiar with the duties of and serve in the absence of officers other than the President.

Section 4: Should a Board member be unexcused from three (3) consecutive board meetings, said member may be removed from membership on the Board by a simple majority vote of the Board membership.

Article VIII – Officers

Section 1: The Officers of the Society shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Counselor. They shall perform the duties prescribed by

these bylaws and by the parliamentary authority adopted by the Society. The President, with the Board of Directors' approval, shall appoint the Counselor, who shall ordinarily be the immediate past President of the Society, if still an active member.

Section 2: Officers shall be elected by the membership for a term of two (2) years except for the Counselor, who is appointed by the President. However, no person shall be eligible for office whose membership is not in good standing and who has not been a voting member of the Society for at least six (6) months.

Section 3: Officers shall be elected at the annual meeting held in April of odd-numbered years and installed at the general meeting in May of that year. They shall assume the duties of their respective offices immediately after being installed, and shall continue in office until successors have been appointed or installed.

Section 4: Vacancies occurring in the offices, except the office of President, shall be filled by a voting member chosen by the Board of Directors. A vacancy in the office of President shall be filled by the First Vice President.

Article IX – Duties of Officers

Section 1: The President shall:

- A. Preside at all meetings of the Society and Board of Directors.
- B. Call special meetings of the Society and Board when necessary.
- C. Appoint chairpersons of committees.
- D. Be the principal executive officer with responsibility for the general administration of the affairs of the Society.
- E. Be the official spokesperson for the Society.
- F. Be an *ex officio* member of all committees except the Nominating Committee.
- G. May appoint a Parliamentarian from the membership to serve and advise the Board of Directors, and members.
- H. Be custodian of the permanent records of the society and keep them in a safe place.

Section 2: The First Vice President shall:

- B. Preside in the absence of the President.
- C. Assist the President when called upon.
- D. Be responsible for those committee functions that are assigned.

F. Encourage board members and society members to recommend topics and speakers.

Section 3: The Second Vice President shall:

A. Preside in the absence of the President and the First Vice President.

B. Assist the President and the First Vice President when called upon.

Section 4: The Secretary shall:

A. Take minutes at all board, special, and annual meetings and transcribe them and email them to board members, and put them in the CFGS Office 365 file.

B. Make available minutes of all Board, annual, and special meetings to the members, if requested.

D. Update CFGS handouts/flyers on an as-needed basis and insure that an adequate supply is maintained.

E. Maintain elections and installation ceremony scripts and provide them to the President and Nominating/Installation Committee in appropriate months.

F. Attend to such correspondence as the President or Board may direct.

G. Maintain a physical and/or digital file of all correspondence.

I. Keep a record of all activities of the Society.

J. Receive all materials presented to the Society and disseminate as needed.

L. Determine, along with the board, which records should be retained in the Society's permanent physical and digital archives.

M. Pass on all items of a genealogical or historical nature to the appropriate officer, committee, or other organization.

Section 6: The Treasurer shall:

A. Receive all monies of the Society.

B. Pay all bills of the Society for approved expenses.

C. Present a Treasurer's report at the General and Board meetings.

D. Be responsible for selling Society publications and other items at any meetings (if allowed by the facility), at society seminars, and any other venues deemed appropriate.

E. Keep detailed records of all sales, by item, including appropriate sales tax. Prepare an annual budget.

F. Be the chairperson of the budget committee and prepare an annual budget.

G. Prepare a budget for all workshops/seminars.

H. Keep a copy of the speakers' contract for all seminars/, workshops, and meetings.

I. Maintain a database of treasury expenses/disbursements and prepare an annual financial report.

J. Deliver to the Board or Auditor upon demand, all books, papers, or other property of the Society, including but not limited to: checkbook, bank statements and copies of checks, computer database, paid bills and statements, requests for reimbursement.

K. Maintain all correspondence from the Internal Revenue Service (IRS) proving Non-Profit Status.

L. All checks disbursing Society funds shall ordinarily bear the signature of the Treasurer, except for checks in excess of \$500.00, which shall also bear the signature of the President. In the event of the absence or temporary incapacity of the Treasurer, all checks must bear the signature of two (2) designated members of the Board of Directors.

Section 8 7: The six (6) officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.

Article X – Committees

Section 1: The creation of both Standing Committees and Special Committees shall be decided by the Board of Directors, and such committees shall report to the Board. A Standing Committee is a permanent committee and one that is necessary for the successful operation of the Society.

Section 2: The Board of Directors and the Policies and Procedures, as approved by the Board of Directors, shall be the guideline used by all Board members, Committee Chairpersons, and Committee members.

Section 3: The President shall appoint all Committee Chairpersons, except the Nominating Committee which is appointed by the Board of Directors.

Section 4: The President shall, with the approval of the Board of Directors, appoint Special Committees.

Section 5: The President shall be an *ex officio* member of all committees except the Nominating Committee. The President has the right, but not the duty, of participating in the work of the committees.

Section 6: The term of office for Committee Chairpersons is two years, beginning after the installation of Officers. Chairpersons may serve consecutive terms if reappointed by the President, with approval of the Board of Directors.

Section 7: Committee Chairpersons may enlist other committee members from the Society's general membership. Committee Chairpersons may be called upon to periodically report their activities to the Board.

Section 8: Anyone representing CFGS as a SIG leader, Ancestry Revealed volunteer, or manning a booth at an event must be a member of CFGS.

Section 9: The Standing Committees and their duties are as follows:

A: Audit Committee – The Audit Committee shall be appointed by the Board of Directors. An audit shall be performed within thirty (30) days of the end of the fiscal year. The auditor shall use the annual Treasurer's report to conduct the audit. The auditor shall provide a copy of the audit to the Treasurer.

B. Publications Committee – The Chairperson shall oversee the publication of the two Society periodicals, *Treasure Chest News* and *Buried Treasures*, plus any books or other materials created by the Society. These may (or may not) actually be edited by the Chairperson.

- *Treasure Chest News* shall not be mailed. *Buried Treasures* is mailed to those members who request that a paper copy be mailed to them. We may elect to charge those members an extra fee for mailing.

C. Program Committee

1. The Program Committee Chairperson shall arrange for speakers for the monthly meetings of the society.
2. The Program Chairperson shall send all speakers a CFGS speaker's contract and follow up with the speaker to ensure the return of that contract. Completed and signed speaker contracts should be emailed to the treasurer so that payment can be sent according to the contract.
3. The Program Chairperson shall make sure that the speaker's equipment for an in-person speaker is available and in working order and shall remind speakers just before the meeting date.

4. The Program Chairperson shall arrange with the speaker for a practice Zoom session if requested by the speaker.
5. Maintain a database of speakers and programs.

Article XI – Parliamentary Authority

The Society intends to have an educational genealogy program at each meeting with a minimum of time devoted to necessary business. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern Society business sessions in all cases not covered by these Bylaws, or which are inconsistent with them, except that no actions shall conflict with Florida Corporation Laws.

Article XII – Dissolution

Section 1: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations that are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior to future Internal Revenue Code, or to federal, state or local government for exclusive public purpose.

Section 2: The following procedures shall apply to a voluntary dissolution:

A: The Board of Directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of general members entitled to vote thereon; the date, place, and time of such meeting shall be set by the Board.

B: Written notice from the Board of Directors to the membership shall be sent one (1) month in advance of such meeting. This notice shall state that the purpose of such meeting is to consider the advisability of dissolving the Corporate Society and the reasons there for. At the meeting, the resolution to dissolve shall be adopted by vote of at least two-thirds of the members present at such meeting.

C: If there are no members or no members entitled to vote, the dissolution of the Corporate Society shall be authorized at a meeting of the Board of Directors upon the adoption of the resolution to dissolve by written vote of a majority of the Board then in office.

D: Concluding the business of the Corporate Society shall be left to the Board of Directors, which is to conform to the appropriate provisions of the Internal Revenue Code and applicable Florida Corporation Laws.

E: The Board of Directors shall deposit all noncurrent records and books of the Society, or one (1) copy of such, in the Orlando Public Library, any other library with a genealogical collection, or a genealogical or historical society, as approved by the Board.

F: All current and other records that must be retained for a period of time to satisfy the requirements of the Internal Revenue Code; Treasurer applicable Florida Corporation Laws; and any other federal, state or local government laws, shall ultimately be deposited also as in Section 2E. of this article.

Article XIII – Amendments & Revisions

Section 1: All proposals by the Board of Directors to amend or revise these bylaws and all proposals for amendments or revisions submitted to the Board in writing and signed by at least five (5) members in good standing must be presented to the Society members for approval. A notice shall be provided to all voting members at least fourteen (14) days before the next general or special meeting, at which time a vote shall be taken.

Section 2: Any amendment or revision made to the bylaws shall be effective upon a two-thirds vote of those voting members present.

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