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.

Article II - PURPOSE

2.1 To be a Chapter of, and to support the objectives of, The Ohio Genealogical Society.
2.2 To create and build interest in preserving and collecting genealogical and historical records of Franklin County, Ohio, and other areas.
2.3 To encourage active membership in The Franklin County Genealogical and Historical Society and in The Ohio Genealogical Society.
2.4 To take an active part in collection, preservation and publication of genealogical and historical records and in making them available for use in research.
2.5 To educate and assist individuals in the methods, procedures and sharing of genealogical and historical research.
2.6 To publish genealogical and historical materials compiled by The Franklin County Genealogical and Historical Society and to copyright these materials when possible.
2.7 All of the foregoing are for the purpose of carrying on the work of the Society, which is to operate solely for educational purposes under Section 501 (c)(3) of the Internal Revenue Code of 1954.
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 Section 501 (c)(3) of the Internal Revenue Code of 1954.
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 Executive Committee.

**Article IV - MEETINGS OF MEMBERS**

4.1 The Society will hold meetings of members throughout the year at the call of the Executive Committee.

4.2 The Society shall hold an annual meeting of members before the end of the calendar year.

4.3 The Society promptly shall hold a meeting of members after request in writing by at least 20% of the Voting Members.

4.4 At a properly noticed meeting of members, the members may remove any Trustee or Officer 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 OF TRUSTEES**

5.1 The Board of Trustees shall be composed of ten persons who must be Voting Members of the Society; and they shall be the President, President Elect, Treasurer, Secretary and six Trustees - two elected by the Voting Members each year for staggered three-year terms.

5.2 The President shall be the Chairman of the Board.

5.3 The Board shall elect one Trustee who is not an Officer to represent the non-Officer Trustees on the Executive Committee. This person shall have one vote on the Executive Committee.

5.4 The Board shall meet no less than two times per year at the call of the Chairman. One meeting shall be held prior to the annual meeting of members and shall be a joint meeting with the Executive Committee.

5.5 The Board shall plan and direct the long-term goals of the Society and shall advise the Executive Committee concerning investments, endowments, real estate and beneficial interests of the Society.

5.6 At a properly noticed meeting of the Board, the Board may remove any 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.

5.7 The meetings of the Board of Trustees shall be open to all Society members, but only members of the Board of Trustees may vote.

5.8 The procedures governing meetings or votes of the Board of Trustees shall be as prescribed in these Bylaws and the Standing Rules.

**Article VI - OFFICERS**
6.1 The Officers of the Society must be Voting Members of the Society; and they shall be the President, President Elect, Treasurer, and Secretary.

6.2 All Officers, except the President, shall be elected annually by the Voting Members; and their election shall be announced at the annual meeting of members. The Officers shall take office on January 1 following their election.

6.3 The President shall serve a one year term starting January 1. However, at its June meeting during a President’s first term, the Executive Committee may ask the President to serve a second one year term starting the following January 1. Should the second year term not be requested or if requested, it is not accepted by the President, the President Elect shall automatically succeed to the office of President on the following January 1.

6.4 Upon the completion of his or her term or terms, the President shall be automatically succeeded by the President Elect, who shall serve as President for the one year term starting on the following January 1.

6.5 If the offices of both President and President Elect are expected to become vacant by the following January 1, the President shall be elected by the Voting Members along with the President Elect, Treasurer and Secretary.

6.6 Subject to the approval of the Executive Committee, the President shall make appointments to fill any Trustee or Officer vacancy for the balance of the calendar year. In the absence of a President, the Executive Committee shall do so.

6.7 The responsibilities of the Officers shall be prescribed in the Standing Rules.

Article VII - NOMINATIONS

7.1 By June 1 of each year the President with the approval of the Executive Committee shall appoint a Nominating Committee of three to five Voting Members of the Society.

7.2 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.

7.3 Members of the Nominating Committee may be nominated for any Trustee or Officer position.

7.4 Nominations must be submitted by the Nominating Committee to the Executive Committee for its approval prior to September 30.

7.5 The Nominating Committee shall prepare a ballot of all nominees approved by the Executive Committee and shall submit the ballot and instructions to the Voting Members prior to the annual meeting of members.

7.6 Provision shall be made in the ballot and instructions for write-in candidates.

7.7 Eligible ballots must be voted by Voting Members and received by the Society prior to the close of voting at the annual meeting of members in accordance with the Standing Rules.

7.8 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 at the annual meeting of members.

7.9 Names of the elected Trustees and Officers shall be reported to all members of the Society.

Article VIII - EXECUTIVE COMMITTEE

8.1 The Executive Committee shall be composed of the Officers, the Executive Committee representative of the Trustees, the immediate past President and the elected representatives of Interest Groups as provided in Article XI of these Bylaws.

8.2 The Executive Committee shall meet monthly excluding December. One meeting shall be held
prior to the annual meeting of members and shall be a joint meeting with the Board of Trustees.

8.3 The Executive Committee shall govern the Society consistent with the long-term goals of the Society determined by the Board of Trustees under Section 5.5 of these Bylaws.

8.4 An annual report prepared by the President on the Society's activities during the year shall be presented at the joint meeting of the Executive Committee and the Board of Trustees and at the annual meeting of members.

8.5 The President or any three or more members of the Executive Committee may call a special meeting of the Executive Committee.

8.6 The meetings of the Executive Committee shall be open to all Society members, but only members of the Executive Committee may vote.

8.7 The procedures governing meetings or votes of the Executive Committee shall be as prescribed in these Bylaws and the Standing Rules.

Article IX - STANDING COMMITTEES

9.1 The Standing Committees of the Society shall be The Franklintonian, Finance & Grants, Library, Lineage Societies, Program & Education, Research, Projects, and Publicity.

9.2 The President shall appoint Voting Members of the Society as Standing Committee chairpersons, with the approval of the Executive Committee.

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 Executive Committee, 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 of Trustees or of the Executive Committee. The Audit Committee shall complete and present its written audit report to the Board of Trustees and the Executive Committee by February 28.

10.2 With the approval of the Executive Committee, 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 Executive Committee 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 of Trustees, Officers, Executive Committee, 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 Executive Committee of the Society as the representative of the Interest Group, as provided in Article VIII of these Bylaws.

11.4 The Executive Committee 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 on the Executive Committee no longer may serve on the Executive Committee.
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 of Trustees, the Executive Committee, 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 of Trustees, the Executive Committee, 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 of Trustees, Executive Committee, or any Committee under these Bylaws and the Standing Rules, a majority of the Board of Trustees, Executive Committee or Committee present or voting shall constitute a quorum.

Article XIV – STANDING RULES

14.1 The Executive Committee 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.