

BYLAWS OF THE AMERICAN-CANADIAN  
GENEALOGICAL SOCIETY

Rev. Jan., 2015  
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# AMERICAN-CANADIAN GENEALOGICAL SOCIETY BYLAWS

## ARTICLE I

THE NAME OF THIS SOCIETY shall be the AMERICAN-CANADIAN GENEALOGICAL SOCIETY, hereinafter referred to as the Society or ACGS.

## ARTICLE II

### PURPOSES AND FUNCTIONS

- Section 1. The purposes of the ACGS shall be to:
- a. foster the study of ancestral origins
  - b. encourage research into the history of families
  - c. foster high standards of ethics for genealogists
  - d. provide a common access by and for Americans and others of Canadian origins
- Section 2. The functions of the ACGS shall be to:
- a. provide aid to researchers in genealogy
  - b. encourage, aid, and engage in education, and hold seminars on genealogy and related subjects
  - c. disseminate information, knowledge, data and special studies of value to members
  - d. promote contributions of genealogical information to publications and other media
  - e. establish and maintain a reference library and research center for the benefit of members
  - f. publish bulletins periodically in order to provide members with pertinent information concerning the activities of the Board of Directors and the Society
  - g. publish a journal of genealogical and historical articles of general interest to the membership
  - h. publish genealogical books and other resource material
  - i. provide a code of ethics for genealogists
  - j. support legislation which insures availability of official resources for research by genealogists

## ARTICLE III

### MEMBERSHIP AND DUES

- Section 1. Eligibility
- a. Regular membership is open to any person, upon submission of application for membership, agreement to the ACGS ethics, and payment of dues.
  - b. There shall be five (5) classes of membership:
    - 1) Individual member (regular).
    - 2) Family member: The first person in family shall pay regular dues and each individual additional person from the same household shall pay 50% of the individual membership dues.

- a) only the full-payment member shall receive the American-Canadian Genealogist and other correspondence.
  - b) all members shall have equal voting rights.
- 3) Lifetime member: shall be fifteen (15) times the annual membership dues.
- 4) Life-Associate member: the first lifetime member in a family shall pay lifetime dues, and each additional person from the same household shall pay 50% of the lifetime dues:
  - a) only the full-paying member shall receive the American-Canadian Genealogist and other correspondence.
  - b) all members shall have equal voting rights.
- 5) Institution membership: institution membership dues shall be set by the Board of Directors.

Section 2. Policies relating to dues and membership shall be determined by the Board of Directors.

## ARTICLE IV

### OFFICERS

- Section 1. Composition
- a. There shall be a president, vice-president, treasurer, recording secretary, and corresponding secretary.
  - b. One person, including any of the officers and directors herein mentioned, may hold two (2) offices simultaneously. Such person shall be entitled to only one vote. An officer may not hold two officers' positions simultaneously.
  - c. Honorary presidents: By virtue of the fact that Roger W. Lawrence and Lucille Caron Lagasse were co-founders of ACGS, they shall be, for the remainder of their natural lives, Honorary Presidents of this Society. The Honorary President shall have a voice and vote at all meetings, including meetings of the Board of Directors, but shall not be considered in determining a quorum.
- Section 2. Term of Office
- Officers shall be elected annually for one year or until their successors are elected.
- Section 3. Vacancies
- a. In the event of a vacancy occurring in the office of president, the vice-president shall become president.
  - b. All other vacancies shall be filled by Board appointment.
  - c. In the event an elected or appointed officer is absent without due cause from three meetings in a term, the Board may declare the position vacant and filled according to these bylaws.
- Section 4. Functions of Officers
- a. Officers shall assume duties usually performed by such officers and as defined by these bylaws or by the Board.

b. The President shall:

- 1) be the chief executive officer of the Society and of the Board of Directors.
- 2) have general charge of the business of the Society, subject to the advice and control of the Directors.
- 3) execute, with approval of the Board of Directors all contracts and instruments.
- 4) carry out such other duties as may be assigned by the Board from time to time.
- 5) write a minimum of four (4) messages per year: one before and one after the annual meeting. Two (2) or more of these messages may appear in The American Canadian Genealogist.
- 6) be, ex officio, a member of all committees, with the exception of the Committee on Nominations.
- 7) prepare and send an agenda for board meetings to the Directors and Officers.

c. The Vice-President shall:

- 1) perform such duties connected with the Society as may be assigned by the President or the Board of Directors.
- 2) be vested with all the powers and shall perform the duties of president in case of disability or unavailability of the president.

d. The Treasurer shall:

- 1) keep all necessary records pertaining to the receipts and disbursements of the funds of the Society.
- 2) account for all receipts, disbursements, and balances on hand.
- 3) submit, at the Board of Directors meetings, a written report to be kept on file.

e. The Recording Secretary shall:

- 1) keep minutes of all meetings.
- 2) submit minutes from the previous meeting for approval by the Board of Directors to be kept on file.

f. The Corresponding Secretary shall:

- 1) handle all matters that require correspondence pertaining to the Society or its members.
- 2) notify the membership three (3) weeks prior to the Annual meeting.
- 3) file all correspondence.

## ARTICLE V

### BOARD OF DIRECTORS

#### Section 1. Definition

The Board of Directors shall:

- 1) be the governing body of the Society between annual meetings.
- 2) assume such duties as stated in these bylaws.
- 3) be composed of the elected officers, Honorary Presidents, and eight (8) directors.

Section 2. Term of office of elected Directors

a. Directors shall:

1) be elected for a two (2) year term with four (4) Directors elected each year.

b. Vacancies

1) vacancies to complete a Director's term shall be filled by the Board.

2) In the event that an elected or appointed Director is absent from three meetings within a 12-month period, the position may be declared vacant, and the vacancy filled according to these bylaws.

Section 3. Functions of the Board of Directors

The Board of Directors shall:

1) Assume general supervision of the affairs of the Society between its annual business meetings.

2) fix the hour and place of meetings.

3) make recommendations to the Society.

4) determine policy and set direction of the Society.

5) perform such other duties as are specified in these bylaws and by the membership as approved at the annual meeting.

Section 4. Meetings

a. Regular meetings of the Board of Directors shall be called at any time and place to be determined by the president.

b. Special meetings may be called at any time on order of the president, or on order of any three (3) officers and/or directors.

c. Notice of regular or special meetings of the Board of Directors, stating time and place, shall be directly given to the members of the Board in writing, not later than 48 hours prior to the meeting.

d. When all members of the Board are present at any meeting, any business may be transacted without prior notice.

e. A quorum at any meeting shall be more than half the number of officers and directors. An affirmative vote by a majority of those present shall be necessary to pass any resolution or to authorize any act for and by the Society.

f. Where one person may hold two offices simultaneously, this person shall count as two for the purpose of a quorum, but such person shall be entitled to only one vote.

Section 5. Compensation

a. Board members shall not be entitled to salary, bonuses, or other remuneration for services performed while holding office on the Board of Directors.

b. A director may be reimbursed for actual out-of-pocket expenses incurred as a result of performing some extracurricular duty authorized by the Board.

c. Travel expenses to and from meetings are not subject to reimbursement.

## ARTICLE VI

### CHAPTERS

#### Section 1. Establishment

The Board of Directors may establish a chapter of the Society in any state, province, territory, or region, on the petition of fifteen (15) members of ACGS residing or employed within the area and will be governed by rules established by the Board of Directors.

## ARTICLE VII

### CONFLICT OF INTEREST

Any possible conflict of interest on the part of any member of the Board or employee of the Society shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board member or employee of the Society exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested members of the Board is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested members of the Board and publication in a newspaper of statewide circulation is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board and employee of the Society will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to this policy. The Board will comply with all the requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

## ARTICLE VIII

### MEMBERSHIP MEETINGS

#### Section 1. Annual Business Meeting

- a. The fall meeting shall be the annual business meeting of the Society and the elections of Officers and Directors shall be held at that meeting.
- b. The time and place of the meetings shall be determined by the Board of Directors.
- c. Notice of the date, time, and place of the meetings shall be made to each member at least three (3) weeks prior to said meetings.

#### Section 2. Special Meetings

Request for a special meeting may be made by petition of twenty-five (25) or more active members, and each such request shall within 45 days, set a time and place for the meeting.

- Section 3. Quorum
- a. At any meeting where the ~~total~~ membership has been notified, the quorum shall consist of a minimum of 25 members in attendance.
  - b. A majority vote of all members present, shall be necessary for the passage of any motion, resolution, or any act authorizing the involvement of the Society.

- Section 4. Order of Business
- 1) Call to order
  - 2) Reading and approval of the minutes of the previous annual meeting.
  - 3) Report of President
  - 4) Report of the Treasurer.
  - 5) Unfinished business.
  - 6) New business.
  - 7) Nomination of Officers and Directors.
  - 8) Elections.
  - 9) Adjournment.

## ARTICLE IX

### NOMINATION AND ELECTION OF OFFICERS

- Section 1. Nominations
- Nominations for officers and directors shall be, at the time of the annual meeting:
- 1) presented by the Committee on Nomination and Elections;
  - 2) made from the floor.
- Section 2. At the annual meeting, the members shall elect a full slate of officers and directors.
- Section 3. Elections
- a. A majority vote of members in attendance shall be required for the election of any officer or director.
  - b. In case of a tie, the choice shall be determined by lot.
  - c. The term of office shall begin upon adjournment of the annual business meeting.

## ARTICLE X

### STANDING COMMITTEES

- Section 1. Definition
- There shall be standing committees which shall assume such duties as specified in these bylaws, and such other duties as may be assigned.
- Section 2. Composition
- a. A standing committee shall consist of a number of members, as determined by the Board and the needs of the committee.

- b. A standing committee shall be appointed by the Board and serve until successors are appointed.
- c. Absence from three (3) consecutive meetings in a fiscal year may constitute a resignation, and the vacancy shall be filled by the Board.
- d. Committee chairs shall be appointed by and serve at the pleasure of the President.

Section 3. Committee on Bylaws

- a. Shall solicit and study suggestions for proposed amendments.
- b. Shall review the bylaws annually and make recommendations regarding same to the Board of Directors.
- c. Shall receive proposed amendments from members no later than May 1 for consideration at the annual meeting.

Section 4. Committee on Nominations and Elections

- a. Shall present a slate to the Board of Directors, in writing, at the September Board meeting.
- b. The Chairperson shall conduct the nominations and elections according to these bylaws and the parliamentary authority.

Section 5. Committee on Library

The committee chairperson shall be accountable to the Board of Directors.  
The committee shall:

- a. Have custody of the holdings, books, other written or printed matter, and equipment.
- b. Have control over members' access to the library holdings.

## ARTICLE XI

### OFFICIAL PUBLICATION

Section 1. Title

AMERICAN-CANADIAN GENEALOGIST shall be the official journal of this Society.

Section 2. Publication

The official journal of the Society shall be published as determined by the Board of Directors, and shall be provided to each member of ACGS.

## ARTICLE XII

### AMENDMENTS

Section 1. Amendments with Notice

- a. These bylaws may be amended at the annual meeting by a two-thirds vote of the members present and voting.
- b. Proposed amendments shall be submitted no later than May 1 for consideration at the annual meeting.



- c. Members shall be notified in writing or by electronic posting to the Society web site, of any recommended changes to the bylaws at least two (2) weeks prior to the date of the annual meeting.
- d. Amendments proposed by the Committee on Bylaws shall be presented to the Board by May 1.

Section 2. Amendments without Notice  
These bylaws may be amended without previous notice at any member meeting as defined in Article VIII by seventy-five (75) percent of the members present and voting.

### ARTICLE XIII

#### FISCAL YEAR

Section 1. The fiscal year shall be from January 1 through December 31 of each year.

Section 2. At the end of the fiscal year, the account books of the Society shall be audited and a written report made to the membership prior to April 1<sup>st</sup>.

### ARTICLE XIV

#### USE OF NAME

The ACGS, its local chapters and subsidiaries have the sole and exclusive use of the name:  
AMERICAN-CANADIAN GENEALOGICAL SOCIETY.

### ARTICLE XV

#### PARLIAMENTARY AUTHORITY

The rules contained in the most recent version of ROBERT'S RULES OF ORDER shall govern meetings of this Society in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

### ARTICLE XVI

#### DISSOLUTION

In the event that the American-Canadian Genealogical Society dissolves, all properties shall be donated to the Manchester (New Hampshire) City Library, and therefore would remain available to all researchers, with the exception of all materials on permanent loan to the Society.