

Amended and Restated
Bylaws of the
Massachusetts Society of Genealogists, Inc.
October 28, 2019

Amended 28 October 2019

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Article I—Name

The name of this organization shall be the Massachusetts Society of Genealogists, Inc., a corporation organized under the laws of the Commonwealth of Massachusetts, (the Society).

Article II—Purpose

1. The purpose of the Society is to bring together all persons interested in genealogy (beginner, amateur, and professional), to set standards of conduct, to inure public access to records, to provide education in genealogical research, to act in whatever manner needed to promote genealogy and family history, and to bring together families both past and present.
2. Notwithstanding any other provisions of these Bylaws (the Society Bylaws), the corporation is organized exclusively for educational purposes as specified in Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and 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, as amended.
3. No part of the net earnings of the Society shall inure to the benefit of any Society Member (as defined herein) or member of the Society Board of Directors (a Director; and such board, the Society Board) (except that expenses approved by the Society Board may be reimbursed).
4. No substantial part of the activities of the Society shall include the use of propaganda or other attempts to influence any legislation except as otherwise provided by Internal Revenue Code Section 501(h), or participation in or intervention in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Article III—Members

1. Any person or institution interested in the purposes of the Society as stated in Article II, Section 1 and who applies for membership and pays the required dues shall become a member of the Society (a Society Member).
2. There are three classes of membership: Individual Membership, Family Membership, and Subscription Membership. Other classes of membership may be offered at the discretion of the Society Board.
3. Individual Membership is open to all persons who pay the annual dues. Individual Membership entitles the Society Member to one copy, either electronic or physical, of *MASSOG: A Genealogical Magazine for the Commonwealth of Massachusetts*, and one vote on any matter brought before the general membership. It also includes attendance at any meeting of any Chapter (as defined herein) and specific affiliation to a single Chapter of the Society Member's choice, if any, and voting privileges within that Chapter.

4. Family Membership is open to two persons living in the same household who pay the annual dues. A Family Membership entitles the family to one copy, either electronic or physical, of *MASSOG: A Genealogical Magazine for the Commonwealth of Massachusetts*, and the privileges of individual membership as detailed in Article III, Section 3. Voting privileges are extended to each member of the Family Membership.
5. Subscription Membership is open to any corporation or institution that pays the annual dues. This membership entitles the corporation or institution to one copy, either electronic or physical, of *MASSOG: A Genealogical Magazine for the Commonwealth of Massachusetts*. A Subscription Membership shall have no voting privileges associated with it.
6. Membership dues are payable in advance of the membership year. Dues are divided between the Society and the Chapter. The division of dues between the Society and the Chapter may be adjusted by the Society Board.
7. Communications with Society Members is via electronic means: either on the Society website or via email. Society Members not using email are mailed a ballot for voting.
8. A Society Member may be permanently expelled from the Society by a two-thirds majority vote of the Society Board for violating the Society Bylaws and/or the Society's policies and procedures (the Society Policies) or for taking actions detrimental to the Society. The Society Member must be informed via registered or certified mail thirty days in advance of the Society Board meeting and the Society Member has the right to speak on his/her own behalf before a vote is taken.

Article IV—Meetings of Members

1. The Society shall hold an annual meeting each year (the Annual Meeting). The election of Society officers is announced at Annual Meetings held in even-numbered years.
2. Special meetings of the Society (Special Members' Meetings) may be called by the President or must be called by the President at the request of three Directors or at the request of five percent of the Society Members on record, who petition the President in writing. Such petition must state the agenda and proposed date of the Special Members' Meeting. Should the President fail to act upon a membership petition, any Director may, under the authority of the petition, call the requested Special Members' Meeting. No business other than the stated agenda in the meeting notice may be acted upon at the Special Members' Meeting.
3. The Corresponding Secretary shall cause all Society Members to be notified by email or mail at least thirty days in advance of any Special Members' Meeting with the date, time, and place, and the agenda to include any issue requiring a vote by Society Members.
4. Provided that due notice is given to the membership, a quorum shall consist of the Society Members present at the meeting.

Article V—Officers

1. The officers of the Society shall be: the President, the Vice-President, the Corresponding Secretary, the Recording Secretary, the Membership Director, the Treasurer, the Historian/Archivist, and any other officer positions deemed necessary by the Society Board (collectively, the Society Officers).
2. The Society Officers shall be elected for a term of two years, from January 1 of the first year through December 31 of the following year.
3. Only Society Members in good standing may be elected to office or appointed to serve as committee chairs. A Society Member serving as an elected officer or committee appointee, whose membership has lapsed, must relinquish that position immediately.
4. A Chapter President shall not simultaneously hold office at the Society level and the Chapter level except for overlap during transition, and as approved by the Society Board.
5. The President shall have executive supervision over the activities of the Society with the scope provided by these Society Bylaws. He/she shall preside at all meetings of the Society and shall report annually to the membership by submitting a report for publication on the activities of the Society. He/she shall appoint committees as set forth elsewhere in these Society Bylaws.
6. The Vice-President shall assume the duties of the president in the event of absence, incapacity, or resignation of the President. He/she shall chair the Committee to establish the site and program of the Annual Meeting.
7. The Recording Secretary shall be the Clerk of the Corporation and shall keep the minutes of the Society and of the meetings of the Society Board, and shall preserve all minutes, reports, and legal documents. He/she shall keep and have available for reference at State meetings the Society's Charter, Society Bylaws, and Society Policies. The Recording Secretary shall keep current a list of all committee Chairs and members. Minutes of meetings of the Society and the Society Board shall include all motions and final votes.
8. The Corresponding Secretary shall receive any correspondence directed to the Society and distribute the same to various persons as appropriate, shall prepare any correspondence of the Society as directed, shall cause Directors to be notified in advance, of scheduled and Special Society Board meetings, shall cause all Society Members to be notified by email and by mail of the Annual Meeting and Special Members' Meetings at least thirty days in advance.
9. The Treasurer shall be responsible for the safekeeping of Society funds and for maintaining adequate financial records and preparing an annual financial report, Form 990 tax documents, and State and Federal reports. The Treasurer shall maintain a checking account in the name of the Society for receipt of dues, etc., and for payment of bills. The Treasurer shall collect membership dues and shall accept gifts and bequests on behalf of the Society. The Treasurer is the Chair of the Financial Planning Committee.

The Treasurer's books shall be audited annually, at the end of the fiscal year by the Audit Committee, as provided elsewhere.

10. The Membership Director shall be responsible for notifying members when dues are payable; shall receive all new and/or renewal membership data and record same to maintain an up-to-date complete Society membership list. Chapter membership lists shall be provided to Chapter officers, as needed.
11. The Historian/Archivist shall compile and keep a record of the activities, honors, and achievements of the Society and its members; shall collect and preserve all items of historical interest to the Society and shall maintain a permanent file of Society publications.
12. A Director may be removed by majority vote of the Society Board for any of the following: failing to perform his/her responsibilities, violating the Society's Bylaws and/or Society Policies, failing to attend two Society Board meetings during his/her term, violating the Society's code of ethics, or taking actions detrimental to the Society. The Director must be informed of the proposed removal via registered or certified mail thirty days in advance of the meeting and has the right to speak on his/her own behalf before the vote is taken.

Article VI—Board of Directors

1. The Society Board shall consist of the Society Officers as well as the *MASSOG* Editor, *Past Times* Editor, Webmaster, and the Chapter Presidents (as defined herein). The *MASSOG* Editor, *Past Times* Editor, and Webmaster have no fixed term and serve at will.
2. Each Director shall prepare a written report to be shared with the Society Board at least ten days prior to each Society Board meeting.
3. The President of the Society shall be the Chair of the Board. The Vice-President shall serve in the absence of the President. In case of absence of both, a temporary Chair shall be elected from those Directors present, to preside at that meeting.
4. The Society Board shall meet at least four times annually, with the place and time of the meeting at the discretion of the President in consultation with the Society Board. The Corresponding Secretary must notify all Directors of the meeting by email or mail, not less than seven days prior to the date of the regularly scheduled Society Board meeting, with said notice to include the time and place of the meeting.
5. A Chapter President, if unable to attend a Society Board meeting, may send, as an alternate, another officer from that Chapter. The *MASSOG* Editor may send an alternate from the Editorial Board. Alternates named by the Chapter presidents and by the *MASSOG* Editor may vote. The officers of the Society may not be represented by alternates. An alternate cannot be a member of the Society Board.

6. Seventy-five percent of the Society Board shall represent a quorum and action may be taken by a majority of those present. Each Society Board position shall have one vote. The Chair shall have a vote only in the case of a tie.
7. If any or all Directors or any committee elected or appointed by the Society Board participate in a meeting by means of a telephone or similar communication equipment in which all persons participating can hear each other at the same time, then participation by such means shall constitute presence in person at a meeting.
8. Any three Directors may call a special board meeting (Special Board Meeting) as necessary for whatever purpose such Directors shall deem appropriate, provided that no business other than the stated agenda of the official meeting notice may be acted upon at a Special Board Meeting.
9. The Corresponding Secretary shall cause all Directors to be notified of the Special Board Meeting by email or mail not less than fourteen days prior to the date of the Special Board Meeting with the time, place, and agenda of the meeting. Seventy-five percent of the Society Board must be present electronically or physically to conduct business at such Special Board Meetings and action may be taken by a majority of those present.
10. The President may appoint chairpersons to handle specific functions of the Society and its operation, with approval of the Society Board.
11. Directors may form committees to assist them in the performance of their duties, with approval of the Society Board.
12. Any action required or permitted to be taken at any meeting of the Society Board may be taken without a meeting if ratified unanimously by the Society Board by written consent setting forth the action so taken. Such consents shall be treated for all purposes as a vote at a meeting.

Article VII—Committees

1. There are two standing committees: the Audit Committee and the Financial Planning Committee.
2. The Audit Committee shall consist of one or more qualified persons, who are not Society Officers or Chapter Treasurers (as defined herein), and shall annually examine the Treasurer's books, funds, and inventories of other assets at the end of the fiscal year. The President shall appoint the members of the Audit Committee, with the approval of the Society Board. The Audit Committee Chair may select additional members as required. If the committee finds everything in order, it shall certify to the accuracy of the records. The Treasurer shall provide the financial information to the Audit Committee before the end of the second quarter of the new fiscal year, the audit to be completed within sixty days of receiving the financial information. The Audit Committee shall report its findings to the President and the Treasurer immediately, and to the membership.

3. The Financial Planning Committee shall consist of the State Treasurer as Chair and the Chapter Treasurers. The committee shall develop an annual budget and a long-range financial plan, updated annually, both reviewed by the Society Board prior to the call for the Annual Meeting, and both shall be made available to the Society Members at the Annual Meeting.
4. The Nominating Committee shall be comprised of one or more members from each chapter appointed by the Chapter Presidents, if so desired, prior to the biennial Annual Meeting. The Nominating Committee shall make nominations for all State offices and the Society Board positions for which elections are to be held. The Nominating Committee shall ensure that all nominees are eligible for election and are willing to serve. A member of the Nominating Committee may not be a candidate for office.
5. The Nominating Committee shall report the slate of candidates in *Past Times* and on the Society website two months before the election. Additional candidates may be added to the ballot by the petition of least seven members, sent to the Recording Secretary within thirty days of the publication of the Nominating Committee's Report.
6. The Nominating Committee shall prepare an electronic ballot for voting and assure that all eligible voters are informed by email, or by mail. A written ballot shall be available for members who do not use email.
7. The President, with the approval of the Society Board, may establish additional committees as needed. The President shall be a member, ex officio, of all committees with the exception of the Nominating Committee and the Audit Committee.
8. All Committee Chairs shall prepare an annual report to be presented at the Annual Meeting.

Article VIII—Publications

1. A periodical known as *MASSOG* shall be published and distributed to all paid members as provided elsewhere in these bylaws. This publication shall be the responsibility of the Editorial Board, empowered to solicit material, edit, publish and distribute the Society's periodical. The *MASSOG* Editor shall be appointed by the Society Board and a supporting Editorial Board of at least three members shall be appointed by the Editor with the approval of the Society Board. The *MASSOG* Editor, when seated, shall be a voting Director.
2. A monthly newsletter known as *Past Times* shall be used to provide members with current information on meetings and news of interest. The Editor, appointed by the Society Board, when seated, shall be a voting Director.
3. A website shall be used to provide up-to-date information on the Society and report on its events. The website shall be managed by a Webmaster appointed by the Society Board. The Webmaster, when seated, shall be a voting Director.

Article IX—Chapters

1. Chapters may be formed upon the request of fifteen Society Members who petition the Society to form a Chapter in their area. Following the acceptance of the petition by the Society Board, an election of Chapter Officers (as defined herein) and an organizational meeting shall be held. The Society Board shall assign the geographical area within which the Chapter will operate. The Chapter shall have all the rights and obligations of a Chapter at such time.
2. Each Chapter shall have a Chapter President and a Chapter Treasurer, and other officers as it deems necessary (collectively, the Chapter Officers). Each Chapter Officer must be a current Society Member. The Chapter Officers shall be elected for a term of two years.
3. The Chapter Presidents shall inform the Society President of the names, addresses, telephone numbers, and email addresses of the Chapter Officers.
4. Chapter membership is open to all Society Members without any additional fee. Membership in any Chapter is not limited to the geographical boundaries set for the Chapter.
5. Each Chapter shall function under the Society Bylaws. Addendums may be added as necessary subject to the Society Board. Each Chapter President shall provide a current copy of its Chapter addendums to the Society President.
6. Funds of each Chapter may be used by that Chapter to fulfill purposes as expressed in Article II. Materials, books, and other property of the Chapter, if no longer in use by the Chapter, shall become the property of the Society.
7. Each Chapter may collect gifts or donations to be used for the purposes of the Chapter.
8. If a Chapter's membership falls to ten members or fewer, or if it becomes necessary for other reasons for a Chapter to dissolve, the Chapter President shall appear before the Society Board at its next regularly scheduled meeting to discuss options for continuation or dissolution of the Chapter. Should dissolution of the Chapter be determined to be in the best interest of the Chapter or Society, then a special meeting of the Society Board, the Chapter Board, and Chapter members shall be called. All interested parties shall be notified in writing of the time, place, and reason for the meeting at least thirty days in advance. Provided sixty percent of the Chapter's current members are present (or have submitted proxy votes) and a quorum of the Society Board is present, dissolution is approved by a three-quarters vote of each of these bodies.
9. Upon dissolution of a Chapter, all funds or property, both real and personal, remaining after payment of all liabilities, as well as all records of the Chapter, shall be promptly returned to the custody of the Society.

Article X—Dissolution of the Society

1. If it becomes necessary for the Society to dissolve, a Special Members' Meeting shall be called by the Society Board. The Corresponding Secretary shall cause all current members to be notified of the time, place, and reasons for the meeting at least thirty days in advance
2. If dissolution is approved by a vote of three-quarters of Society Members present, the Society Board shall, after payment of necessary expenses thereof, distribute all of the remaining assets and property of the corporation to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Judicial Court of the Commonwealth of Massachusetts will best accomplish the general purpose for which this corporation was formed; and provide for the return to the rightful owners of any property in temporary custody of the Society.
3. No Society Member or Society Officers shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Article XI—Bylaw Amendments

Society Bylaws may be adopted, deleted, or amended by the Society Board, or by a petition signed by twenty Society Members, both subject to the ratification by a two-thirds of the vote. A summary of the bylaws amendments and a ballot shall be posted on the website and a notice emailed or mailed to all Society Members in advance of a vote. Bylaws amendments may be initiated at any time.

Article XII—Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Society in all cases to which they are applicable and, where they are not inconsistent with these Society Bylaws, or with any special rules of order that the Society may adopt.

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