

BY-LAWS of the AMERICAN-CANADIAN GENEALOGICAL SOCIETY of NH, INC.
2022

Article 1

Name

The name of this Society shall be the American-Canadian Genealogical Society of NH, Inc., hereinafter referred to as the Society or ACGS.

Article II

Purposes and functions

Section 1: The purpose of the ACGS shall be to:

1. foster the study of ancestral origins.
2. encourage research into the history of families.
3. foster high standards of ethics for genealogists.
4. provide a common access by and for Americans and others of Canadian origins.

Section 2: The functions of the ACGS shall be to:

1. provide aid to researchers in genealogy.
2. encourage, aid, and engage in education, and hold seminars on genealogy, and related subjects.
3. disseminate information, knowledge, data, and special studies of value to members.
4. promote contributions of genealogical information to publications and other media.
5. establish and maintain a reference library and research center for the benefit of members.
6. publish bulletins, as digital files, in order to provide members with pertinent information concerning the activities of the Board of Directors and the Society.
7. publish a journal, as a digital file, of genealogical and historical articles of general interest to the membership.
8. publish genealogical books and other resource material.
9. provide a code of ethics for genealogists.
10. support legislation which insures availability of official resources for research by genealogists.

Article III

Membership and Dues

Section 1: Eligibility

1. Regular membership is open to any person, upon submission of application for membership, agreement to the ACGS **code of** ethics, and payment of dues.

2. There shall be four (4) classes of membership:
 - a. Individual membership
 - b. Family Membership:
 - i. Only the full-payment member shall receive the American-Canadian Genealogist and other correspondence.
 - ii. Two votes per family membership.
 - c. Lifetime Individual membership: shall be fifteen (15) times the annual individual membership dues then in effect
 - d. Lifetime Family Membership: Shall be fifteen (15) times the annual family membership dues then in effect.
 - i. Only one email address shall receive the American-Canadian Genealogist and other correspondence.
 - ii. Two votes per family membership.

Section 2: Policies relating to membership, the amount of dues, and the procedures for payment of dues and membership shall be determined by the Board of Directors.

Article IV

Officers

Section 1: Composition

1. There shall be a president, vice-president, treasurer, and secretary.
2. A person, including any of the officers and directors herein mentioned, may hold an office and director position simultaneously. Any person holding two offices simultaneously shall be entitled to only one vote. An officer may not hold two officers' positions simultaneously.

Section 2: Term of Office

1. Officers shall be elected for a term of two (2) years beginning (January 1, through December 31) or until their successors are elected.

Section 3: Vacancies

1. In the event of a vacancy occurring in the office of president, the vice-president shall become president.
2. All other vacancies shall be filled by Board appointment.
3. In the event an elected or appointed officer is absent without due cause from three meetings in a year, the Board may declare the position vacant and filled according to these By-Laws.

Section 4: Functions of Officers

1. Officers shall assume duties usually performed by such officers and as defined by these By-Laws or by the Board.

2. The President shall:
 1. be the chief executive officer of the Society and Chair of the Board of Directors.
 2. have general charge of the business of the Society, subject to the advice and **consent 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. **submit to the membership a minimum of four (4) messages per year.**
 6. be, ex officio, a member of all committees.
 7. prepare and distribute agendas for board meetings.
 8. **be a signatory on all bank accounts.**
3. 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 the president in In case of disability or unavailability of the president.
4. The Treasurer shall:
 1. keep all necessary records pertaining to the receipts and disbursement 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.
 4. **be a signatory on all investment and bank accounts.**
 5. **be responsible for all reports for all taxing authorities.**
5. The Secretary shall:
 1. keep minutes of all meetings.
 2. submit minutes from the previous meeting at least 2 weeks before the next Board meeting for approval by the Board of Directors to be kept on file.
 3. handle all matters that require correspondence pertaining to the Society or its members.
 4. 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 By-Laws.
3. **be composed of the elected officers, and at least four (4), but not more than six (6) Directors.**

4. have the authority to elect up to two (2) additional directors each year for a two (2) year term to serve concurrent with the term of the other Directors elected by the membership at the annual business meetings.

Section 2: Term of office of elected Directors

1. Directors shall:
 1. be elected for a two (2) year term, with **two (2)** Directors elected each year by the Membership at the fall voting.
 2. the Board of Directors may elect up to two (2) additional directors each year, to provide specific knowledge, skills, or competencies that the Board of Directors finds necessary or desirable for the purpose of furthering the Society.
2. Vacancies
 1. in the event of a vacancy in the office of Director, the Board may fill the vacancy for the remainder of the unexpired term. The Board of Directors shall fill a sufficient number of vacancies as is necessary to maintain a minimum of **four (4)** Directors.
 2. in the event that an elected or appointed Director is absent, **without cause**, from three (3) meetings within a twelve (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

1. assume general supervision of the affairs of the Society.
2. fix the hour and place of meetings.
3. set the days and hours of operation, and policies for visitors to the library.
4. perform such other duties as are specified in these By-Laws and by the membership as approved at the annual meeting.

Section 4: Meetings

1. regular meetings of the Board of Directors shall be called at any time and place to be determined by the President.
2. special meetings may be called at any time on order of the President, or on request of any three (3) officers and/or directors.
3. 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.
4. a quorum at any meeting shall be more than half of the number of Officers and Directors and shall be based on the total number of eligible votes. 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.
5. where one person may hold two offices simultaneously, this person shall count as two (2) for the purposes of a quorum, but such person shall be entitled to only one vote.
6. the Board may, by use of electronic, web-based or other means, conduct business

between meetings via email, polling, or other means determined by the Board, in which all officers and directors are provided with the relevant information, the motion, and an opportunity to have their vote reflected. A copy of these materials shall be incorporated into the Secretary's records, and the electronic vote shall be ratified at the following scheduled board meeting.

7. the President shall not make or second any motion, but may participate in discussion and voting.

Section 5: Compensation

1. Board members, officers and directors, shall not be entitled to salary, bonuses, or other remuneration for services performed while holding office on the Board of Directors.
2. Officers and directors may be reimbursed for actual out-of-pocket expenses incurred as a result of performing some activity or purchasing certain items on behalf of the Society as authorized by the Board.
3. Travel expenses to and from meetings are not subject to reimbursement.

Article VI

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 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 VII

Membership Meetings

Section 1: Annual

1. The annual meeting will be held in the fall virtually and/or in-person. The Annual Reports will be available on our website, days prior to the annual meeting. The names of all candidates for officer and director positions shall be listed on our website, in our journal, and in our newsletter. Biographies will be included when

submitted by the candidate(s). The Ballot will be provided on-line, and downloaded by the member, who will then mail it to headquarters. The Board shall appoint two or more Ballot Clerks, who shall not be a candidate for office on the ballot. The Ballot Clerks will tally the vote, and the names of voters will remain anonymous.

2. The time and place of the meetings shall be determined by the Board of Directors.
3. Notice of the date, and time of the meetings shall be made to each member at least three (3) weeks prior to said meeting.

Section 2: Special Meetings

Request for a special meeting of the membership may be made by petition of fifty (50) or more active members. After each such request, the Secretary, shall within forty-five (45) days, set a time and place for the meeting. The petition shall be submitted to the Secretary, and notice of the meeting shall be communicated to the membership through the Society's website, and periodic print or electronic newsletter.

Section 3: Quorum

1. At any meeting where the total membership has been notified, quorum shall consist of a minimum of fifty (50) members.
2. 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—Virtually and/or in person

1. Call to order
2. Reading and approval of the minutes of the previous meeting
3. Report of President
4. Report of Treasurer
5. Unfinished business
6. New business
7. Announcement of the election

Article VIII

Nomination and Election of Officers

Section 1: Nominations

1. Nominations for officers and directors may be made to our address at acgs@acgs.org up to thirty (30) days before ballots are put online.

Section 2: Election of Officers and Directors

1. The Board shall establish a voting period of not less than thirty (30) days preceding the annual meeting for members to vote for officers and directors. A majority of

- votes of returned ballots by members shall be required for the election of any officer or director.
2. In case of a tie, the choice shall be determined by lot.
 3. The term of office shall begin January 1 of the coming year.

Article IX

Standing Committees

Section 1: Definition

There shall be standing committees which shall assume such duties as specified in these By-Laws, and such other duties as may be assigned.

Section 2: Composition

1. A standing committee shall consist of a number of members, as determined by the **President** and the needs of the Society.
2. A standing committee shall be appointed by the **President** and serve until successors are appointed.
3. For purposes of this section, a “year” shall run concurrent with the terms of officers and directors elected in accordance with Article VII, Section 1.
4. Absence of three (3) consecutive meetings in a year may constitute a resignation, and the vacancy shall be filled by the **President**.
5. Committee chairs shall be appointed by and serve at the pleasure of the President.

Section 3: Committee on By-Laws

1. shall solicit and study suggestions for proposed amendments.
2. shall review the By-Laws at least biennially in even-numbered years and make recommendations regarding same to the Board of Directors.
3. shall receive proposed amendments from members no later than May 1.

Section 4: Committee on Library

1. The committee chair shall report to the **President**.
2. The committee shall have custody of the holdings, books, other printed or written matter, and equipment.

Article X

Amendments

Section 1: Amendments

1. The Board of Directors may amend the By-Laws at any time with a 60% majority vote.
2. All amended By-Laws shall be posted on our website and included in our monthly newsletter.

Article XI

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 board prior to April 1 and submitted to the membership upon request.

Article XII

Use of Name

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

Article XIII

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 By-Laws.

The Secretary shall serve as Parliamentarian at all Board Meetings and shall rule accordingly.

Article XIV

Dissolution and or Merger

1. In the case of a corporate dissolution or merger, the Board of Directors shall appoint a three-member Special Committee that will be responsible for the presentation of a Plan of Dissolution or Merger to the Board for its approval.
2. The Plan of Dissolution or Merger shall provide for proper disposition of all of the Society's assets, including physical property, library holdings, and electronic files and media. There will be no refunds of Members' dues.
3. Any dissolution or merger must comply with the laws of the State of New Hampshire, U.S. Federal Government, and any other ruling jurisdiction(s). Additionally, all required reports will be submitted to such authorities as required.
4. In order to pass, the Plan of Dissolution or Merger shall require a 60% vote of the Board of Directors.
5. After the Plan of Dissolution or Merger has been approved by the Board, the Secretary shall notify the Membership of the specifics, including the fact that no refund of dues will be forthcoming. Additionally, the information will include the final date that the Research Library will be open for use.