



# DALLAS GENEALOGICAL SOCIETY

EXPLORE YOUR FAMILY HISTORY WITH US

## Dallas Genealogical Society Bylaws

### Article 1 – Name

The name of this society is the Dallas Genealogical Society, hereinafter referred to as the Society.

### Article 2 – Mission

The mission of this Society shall be to educate, by creating, fostering, and maintaining interest in genealogy; to assist and support the genealogy section of the J. Erik Jonsson Central Library in Dallas, Texas, hereinafter referred to as Central Library, or to its legal successor; and to collect, preserve, copy, and index information relating to the Dallas area and its early history.

### Article 3 – Membership

#### Section 3.1 – Membership

Any person or organization who pays membership dues and supports the mission (see Article 2), Bylaws, and standing rules of the Society is a member in good standing.

#### Section 3.2 – Categories

Categories for membership may be proposed by the Board of Directors for approval by the general membership. Any proposed changes in the categories for membership shall be published on the Society's website at least fifteen (15) days before the general business meeting in which the proposed change is presented to the general membership for a vote. Notice of such publication will be distributed to members via email.

#### Section 3.3 – Dues

Dues shall be proposed by the Board of Directors for approval by the general membership. The dues are payable initially upon application for membership, and annually thereafter by the last day of the member's anniversary month, in order to remain a member in good standing. Any proposed changes in the dues shall be published on the Society's website at least fifteen (15) days before the general business meeting in which the proposed change is presented to the general membership for a vote. Notice of such publication will be distributed to members via email.

## Article 4 – Society Meetings

### Section 4.1 – General Business Meetings

The general business meetings of this Society shall be held at such time and place as may be determined by the Board of Directors.

### Section 4.2 – Annual Meeting

The general business meeting in September shall be known as the annual meeting; the business conducted at that meeting shall include the installation of the Executive Committee.

### Section 4.3 – Quorum

The number of members required to constitute a quorum at Society general business meetings will be set at 5% (numerically rounded up/down) of the current Society membership.

This number shall be updated annually following the installation of the new board of directors. Additional updates may be initiated at any time by a majority vote of the board of directors.

Changes in the number of members required to constitute a quorum shall be communicated to the membership and will be documented on the society website.

### Section 4.4 – Called Meetings of the Membership

Special meetings of the membership may be called by the President, by written request of a majority of the Board of Directors, or upon the written request of 10% of the members of the Society. The written request shall be delivered to the Secretary and the called meeting shall be held not later than twenty (20) days after the said delivery. Fifteen (15) days' notice shall be given to the general membership by the Secretary by email and notice of such meeting published on the website. Business transacted at any called meeting is limited to the business specified in the call.

## Article 5 – Officers and Their Election

### Section 5.1 – Officers

The elected Officers of this Society shall be a President, Vice President, and Secretary.

### Section 5.2 – Nominating Committee

A Nominating Committee composed of three members of the Board of Directors and two members-at-large shall nominate a slate of officers to be elected at the May general meeting. The Board representatives shall be elected at the February Board meeting. The President shall appoint one of the three Board representatives as the Chair of the Committee. The Chair shall call the first meeting of the Nominating Committee. The Committee shall nominate a member in good standing who is qualified to fill the position for each officer position and report its nominations at the General Meeting in April.

The candidate selected to fill the Director at Large position may be granted an honorary membership for his/her term in office if he/she is not already a member of the Society.

### Section 5.3 – Qualifications for Serving as an Officer of the Society

Each Officer must be a member in good standing of the Society. Prior service as an Officer or Director of the Society is desirable (but not required) for the office of President.

An Officer shall hold only one elected position at a time.

### Section 5.4 – Election of Officers

The election will proceed once the nominations have been closed.

In the event that a quorum of members is not present the election will be conducted by electronic balloting.

The Executive Committee shall be installed at the annual meeting in September and shall assume their official duties upon installation. The remaining Directors, Administrators and Advisors will be announced and approved at the October General Meeting. Officers shall serve for a term of one year or until their successors are assigned, as specified in Vacancies, Section 9.5.

## Article 6 – Duties of Officers

The duties of the Officers shall include, but are not restricted to, those set forth in the Society's operations manual. Each Officer shall appoint, as needed and with the approval of the Board of Directors, aides to assist in the accomplishment of these duties.

### Section 6.1 – President

The President shall be the Chief Executive Officer and the official spokesperson for the Society; shall affix the official signature for the Society on all legal documents; shall provide general supervision of the Society activities; shall preside at all general business meetings and Board of Directors meetings of the Society; and shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint advisors to the Board as specified in Article 8, Section 8.1, and all committees and their chairs as are necessary to carry on the work of the Society. The President shall write an annual report to the membership for publication in the DGS Newsletter.

### Section 6.2 Vice President

The primary responsibility of the Vice President is scheduling and managing seminars presented by the society. This individual is also responsible for communicating with SIG leaders, library scheduling and coordination, and arranging for hospitality at Society events.

In the absence or incapacity of the President, the Vice President shall temporarily assume the duties of the President at the request of the President or majority of the Board of Directors.

The Vice President directs and coordinates with the following Administrators:

- Seminar Administrator
- General Meeting Administrator

### Section 6.3 – Secretary

The Secretary shall record all business transacted at the general business meetings and Board of Directors meetings of the Society, and present the minutes for approval at the next meeting. The Secretary shall provide the President with a copy of all the Society's minutes, attachments, reports, required electronic backups, and newsletters to be placed annually in the Society archives. The Secretary shall be responsible for managing the Society's correspondence, voice mail, and comments from the website.

The Secretary shall also be responsible for handling and distributing mail arriving at the post office box, and may delegate this authority to a specific Mail Administrator.

Secretary shall arrange to archive a copy of all the Society's minutes, attachments, reports, required electronic backups, and newsletters to be placed annually in the Society archives.

### Section 6.4 – Immediate Past President

The Immediate Past President is a voting member of the Board of Directors and the Executive Committee and provides continuity with discussions and decisions made by the previous Board. The Immediate Past President oversees long-term preservation of Society records.

The following individuals coordinate with the Immediate Past President:

- Library Liaison
- NGS Society Delegate
- TxSGS Society Delegate

## Article 7 – The Executive Committee

The Executive Committee shall consist of the President, Vice President, Director of Finance, Secretary, Immediate Past President, and Director of Information Technology.

The Executive Committee shall appoint, subject to the approval of the membership, the directors enumerated in Article 8, Section 8.1.

The Executive Committee may perform the duties of the Board of Directors concerning emergency matters between Board meetings. The Executive Committee shall have the authority to approve line item expenditures before the Society budget is approved by the membership.

Each member of the Executive Committee will remain in office until:

- a. The installation of a duly elected or appointed replacement assumes responsibilities for their position, or
- b. Resignation, or

- c. Removal from office as outlined in section 9.6, or
- d. The completion of all steps required for the dissolution of the Society as outlined in Article 17.

## Article 8 – Appointment and Confirmation of Directors and Administrators

### Section 8.1 – Directors and Administrators

The appointed Directors and Administrators of the Society shall consist of:

- 8.1.1 Director of Information Technology
- 8.1.2 Director of Finance
- 8.1.3 Director of Membership
- 8.1.4 Director of Marketing
- 8.1.5 Director of Publication Content (eliminated in 2024)
- 8.1.6 Director of Volunteer Coordination
- 8.1.7 Director at Large
- 8.1.8 Seminar Administrator
- 8.1.9 Website Administrator
- 8.1.10 General Meeting Administrator
- 8.1.11 Newsletter Administrator

The Directors and Administrators are voting members of the Board.

These Directors and Administrators shall be appointed by the elected officers after the election at the May meeting. The appointments are subject to ratification by the general membership as described in section 5.4.

The duties of the Directors and Administrators shall include, but are not restricted to, those described in the Society's operations manual. Each Director or Administrators shall appoint, as needed and with the approval of the Board of Directors, aides to assist in the accomplishment of these duties.

Directors and Administrators are not term-limited.

#### Section 8.1.1 – Director of Information Technology

The IT Administrator is responsible for the operation of the Society's technology systems.

The following Administrators coordinate with the Director of Information Technology:

- Website Administrator

#### Section 8.1.2 – Director of Finance

The Director of Finance (formerly Treasurer) shall have custody of all the funds of the Society; shall make all authorized disbursements; shall sign on bank accounts; shall present a financial statement at general

business meetings and Board of Directors meetings; and shall be responsible for the filing of all state and federal tax forms.

The Director of Finance shall also chair the Budget Committee.

The Director of Finance shall supervise the accounting activity of the Society. In the case that the Director of Finance cannot perform all of the duties required, he/she may propose a person or firm, to be approved by the Board of Directors, to perform these functions.

#### Section 8.1.3 – Director of Membership

The Director of Membership shall be responsible for the promotion of Society membership and maintaining accurate membership data.

#### Section 8.1.4 – Director of Marketing

The Director of Marketing shall be responsible for promoting interest in the Society and its activities, and shall establish and maintain harmonious relationships with other organizations in the community having interests consistent with those of the Society and marketing for society activities.

This position is responsible for creating and implementing an overall Society marketing plan covering general meetings, SIGs, collaborative events, as well as individual marketing plans for each seminar.

This position is also be responsible for ensuring consistency with the DGS brand across all of our printed and online communications and publications.

The position is also responsible for the creation of Social Media content.

#### Section 8.1.5 – Director of Publication Content

This position was eliminated in 2024.

#### Section 8.1.6 – Director of Volunteer Coordination

The Director of Volunteer Coordination shall be responsible for developing a volunteer corps and managing its utilization.

#### Section 8.1.7 – Director at Large

The Director at Large is appointed by the Board of Directors.

The Director at Large has no specific duties, other than to advise. Ideally, they will have insight into the operation of a nonprofit organization and will possess knowledge, skills and/or experience relevant to the mission and values of our society.

The candidate selected to fill the Director at Large position may be granted an honorary membership for his/her term in office if he/she is not already a member of the Society.

The Director at Large is a voting member of the board.

#### Section 8.1.8 – Seminar Administrator

The Seminar Administrator plans and coordinates the Society's seminars. He/she coordinates with the Vice President.

#### Section 8.1.9 Website Administrator

The Website Administrator is responsible for maintaining the Society's website, in coordination with the Director of Information Technology.

#### Section 8.1.10 – General Meeting Administrator

The General Meeting Administrator coordinates with the Vice President. The General Meeting Administrator shall be responsible for scheduling programs for the general business meetings of the Society.

#### Section 8.1.11 – Newsletter Administrator

The Newsletter Administrator shall be responsible for editing and publishing the Society Newsletter.

#### Section 8.2 – Other Appointed Advisors, non-voting

The President may appoint the following non-voting advisors to the Board: Library Liaison and delegates to other societies as specified by the Standing Rules. Unless otherwise specified in these Bylaws, the appointed advisors shall be encouraged to participate in discussions at Board of Directors meetings.

##### Section 8.2.1 – Library Liaison

The Library Liaison shall keep the Board of Directors informed of the needs of the genealogy section of the J. Erik Jonsson Central Library. The Library Liaison may serve an unlimited number of terms. The Library Liaison coordinates with the Immediate Past President.

##### Section 8.2.2 – NGS Delegate

The NGS Delegate shall serve as the official liaison between the Society and the National Genealogical Society. He/she coordinates with the Immediate Past President.

##### Section 8.2.3 – TxSGS Delegate

The TxSGS Delegate shall serve as the official liaison between the Society and the Texas State Genealogical Society. He/she coordinates with the Immediate Past President.

#### Article 9 – Board of Directors

##### Section 9.1 – The Board of Directors

The Board of Directors consists of the Officers, Directors, and Administrators of the Society.

No action may be taken by the Board of Directors or its members that is in conflict with the Bylaws, Standing Rules, or directives of the membership.

## Section 9.2 – Duties

The duties of the Board of Directors shall be to supervise the affairs of the Society; to establish additional responsibilities of the Officers, Directors and Administrators, as deemed necessary; to schedule the time and place of the Society's general business meetings; to present reports and make recommendations at the general business meetings and Board of Directors meetings of the Society; and shall perform such other duties as are specified in these Bylaws.

Each Officer, Director, and Administrator shall maintain an inventory of any equipment or records in his/her possession and shall provide a list of the inventory to the Secretary at the Board of Directors meeting at Board turnover. All official materials shall be delivered to the newly installed Board of Directors at Board turnover.

## Section 9.3 – Expenditures

All proposed expenditures in addition to the Society's approved budget must have Board of Directors approval. No Board member may vote on any matter in which he or she has a pecuniary interest. A two-thirds vote is required by the Board of Directors for any increase to a previously approved budget.

## Section 9.4 – Board of Directors Meetings

A Board of Directors meeting shall be held each month beginning in September and ending in May. The Board shall meet at least once and may meet more often during the summer (June, July and August).

Any business conducted at the Board of Directors meeting that requires approval by the general membership shall be presented to the membership at the next general meeting following the Board meeting at which the issue is raised.

Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors, upon written or email notice delivered to the Secretary. Business transacted at any special meeting is limited to that specified in the call.

A majority of the members of the Board of Directors shall constitute a quorum. Unless otherwise specified in these Bylaws, a majority vote of those in attendance shall constitute action by the Board of Directors.

The President shall preside at meetings of the Board of Directors and may vote to make or break a tie vote (but not both). Meetings shall be held in-person, via conference call, utilizing online meeting tools or any combination of the preceding means.

## Section 9.5 – Vacancies

In the event of a vacancy in the office of the President, the Vice President shall become President. If the Vice President declines the position of President, the President's position shall be filled by the Board of Directors, retaining the requirement that no member may serve as President unless he or she has served as an Officer of the Society for at least one term.

A vacancy in any other position on the Board of Directors shall be filled by the Board of Directors by a majority vote.



Resignation of Officers, Directors, or Administrators shall be by letter or by electronic means to the President, except in cases of death, serious illness, or other incapacity, when the Board of Directors on its own motion may declare the office vacant.

#### Section 9.6 – Removal of Officers, Directors, and Administrators

An Officer, Director, or Administrator may be removed for failure to perform the duties of the office, or for missing three consecutive meetings of the Board of Directors. Removal shall require two-thirds vote of the entire Board of Directors.

### Article 10 – Standing and Special Committees

#### Section 10.1 – The Budget Committee

The Budget Committee shall consist of four (4) members: the Director of Finance, who shall be chair; the President and two other members of the Board of Directors.

This Committee shall prepare a Society budget prior to the board meeting in September. The budget shall be presented to the general membership for a vote of approval at the first general business meeting following Board approval.

#### Section 10.2 – The Financial Review Committee

The Financial Review Committee shall consist of at least three (3) members and shall be appointed by the President in November to review the Society's fiscal year financial transactions after January 1st and before February 28, in accordance with current official procedures established by the Board of Directors. It shall report to the Board of Directors by March and to the membership at its next general business meeting by April.

#### Section 10.3 – Special Committees

The President may create and appoint such committees and their chairs, standing or special, as deemed necessary to carry on the work of the Society, unless otherwise provided in these Bylaws.

Committees may consist of members and non-members of the Society, but shall consist of a majority of Society members and the Chair must be a member in good standing. No committee shall act in the name of the Society without the prior approval of the Board of Directors.

The President or the Board of Directors shall require the committee chair to submit annually a summary report, and one or more of the following: a plan of work, a request for budget or expenses, or recommendations.

Any committee may be terminated by a majority vote of the Board of Directors.

## Article 11 – Special Gifts of the Society

### Section 11.1 – Gifts Made by the Society

Gifts from the Society to the Genealogy Section of the Dallas Public Library or other organizations in alignment with our mission shall be made as directed by the Board of Directors for the purchase of books, equipment, preservation of materials, or other items that pertain to genealogy and related research.

### Section 11.2 – Gifts Made to the Society

Gifts made to the Society, either from members or other persons, including any grants received, shall be used in accordance with the donor's designation. If necessary, the Director of Finance will establish and maintain separate ledger accounts to identify designated gifts. Undesignated gifts shall become part of the general operating fund.

## Article 12 – Records of the Society

### Section 12.1 – Society Records

All records of the Society, printed or electronically generated, prepared by a member or non-member in pursuance of activities, projects, or as a part of their job in the Society shall be the property of the Society. These records may include, but are not limited to, Society minutes, correspondence, newsletters, publications, syllabuses, membership and other lists, documents, research records, and other Society materials.

These records shall be archived annually, under the direction of the Past President.

### Section 12.2 – Society Archives

The Texas/Dallas History and Archives Division of the J. Erik Jonsson Central Library in Dallas, Texas, or its legal successor shall be the repository for the archival collection of the Society.

### Section 12.3 – Operations Manual

The Society maintains an Operations Manual that defines the responsibilities of each Officer, Director, and Administrator. These individuals are responsible for keeping up to date his/her portion of the manual.

## Article 13 – Fiscal Year

The fiscal year of this Society shall begin October 1 and end September 30.

## Article 14 – Standing Rules

The Standing Rules shall consist of the policies and procedures adopted by the Board of Directors for the operation of the Society. Proposed changes, additions, or deletions to the standing rules must be presented in writing to the Board of Directors for approval by a majority vote of the entire Board. Such rules shall not conflict with these bylaws.

## Article 15 – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of the business of the Society in all cases in which they are applicable and which are not in conflict with the charter and Bylaws of the Society and any other special rules of order.

## Article 16 – Amendments

These Bylaws may be amended or revised at any general business meeting of the Society by a two-thirds affirmative vote of members present and voting provided that the proposed amendment or revision has been either read or copies thereof distributed at the previous general business meeting, and that notice of said amendment or revision has been published on the Society website at least fifteen (15) days prior to the general business meeting at which the proposed amendment or revision is read or copies thereof distributed. Notice of such publication will be distributed to members via mail or email.

## Article 17 – Dissolution of the Society

### Section 17.1 – Procedure

In the event dissolution of the Society appears desirable or necessary, the Board of Directors shall adopt a resolution recommending dissolution of the Society, together with a plan for distribution of assets. The President shall transmit the proposals to the members. The procedure for voting and the requirements for approval shall be the same as provided for amending the Bylaws, Article 16 – Amendments except that forty-five (45) days' notice shall be given.

### Section 17.2 – Limitations on Distribution of Assets

Upon the dissolution of the Society, any assets which are held under stipulations requiring their return, transfer, or conveyance upon dissolution of the Society shall be distributed in accordance with the said stipulations. Any remaining assets shall first be applied to final payment and discharge of all liabilities and obligations of the Society. Remaining assets, if any, shall be conveyed to the Central Library or its successor. Any such assets not so disposed shall be offered to one or more similar organizations or institutions then existing within the United States of America which are dedicated to perpetuation of objectives similar to those of the Society and which are specified in the plan of distribution adopted by the Board of Directors, provided that such entities are tax exempt under Section 501(c)(3) of the Internal Revenue Code as amended or under such succeeding provisions of the Code as may be in effect at the time of dissolution. No portion of the Society's assets remaining after satisfying final operating obligations shall be conveyed to any individual or to any for-profit organization or firm.

These revised Bylaws of the DGS were:

- Published to the membership via the newsletter in September and October, 2024.
- Approved by the board at the October 2, 2024 board meeting.
- Approved by the membership at the November 2, 2024 General Meeting