

BYLAWS OF THE TEXAS STATE GENEALOGICAL SOCIETY
Founded 1960

As Amended on 12 November 2022 at the Annual Business Meeting

ARTICLE I
NAME, FISCAL YEAR, AND PURPOSE

Section 1. Name: This Corporation shall be known as the Texas State Genealogical Society, Inc. (hereinafter Society).

Section 2. Fiscal Year: The fiscal year of the Society shall commence on the first day of January each year and end on the thirty-first day of December. Annual Business Meetings shall be held in November or at other times established by the Board of Directors.

Section 3. Purpose: The purpose of the Society shall be to promote, develop, and preserve genealogical and historical resources of and for Texas; to improve communications among genealogical societies in Texas; to cooperate with local, regional, national, international, and statewide groups in promoting family heritage; and to advance the education of family historians as they pursue their past.

Section 4. Office: The Society shall maintain in the State of Texas a registered office and an agent whose address is identical with the registered office. The registered office of the Society shall be at the residence of the President; however, supplemental mailing addresses may be designated as the affairs of the Society may require.

ARTICLE II
MEMBERSHIP AND DUES

Section 1. General: Membership is by calendar year as defined in Article II, Section 5, and is not transferable. Membership shall be open to all persons and member-based organizations supporting the purposes of the Society. Membership shall be subject to such limitations as the Society may impose without regard to sex, race, color, creed, or national origin of individuals. Membership shall be extended upon receipt of a completed membership form and the payment of at least one year's dues. The Society reserves the right to deny membership to any person or group whose purpose conflicts with the Society's mission.

Section 2. Categories: Members shall be accepted according to the procedures set forth by the Board of Directors in the following categories.

- A. Individual Member: Any person over 18 years of age who is not a member in another category.
- B. Household Member: Any two persons over the age of 18 residing at the same address.
- C. Honorary Member: Any person recommended by a two-thirds vote of the Board of Directors and approved by majority vote of the general membership to be honored for their contribution to the fields of genealogy or history. Honorary members shall not be required to pay dues. Fellows of the Society shall be considered Honorary Members.
- D. Partner Society: Any non-profit genealogical, historical, or scholarly organization that maintains a membership.

Section 3. Benefits: The Board of Directors will determine and publish membership benefits

Section 4. Dues: The Board of Directors will determine the amount of annual dues payable to the Society by members of each category. Such dues shall be determined for the following year and published no later than October for the following year.

Section 5. Payment of Dues: Dues are payable initially upon application for membership and annually thereafter as defined by the Board of Directors. Current members who fail to renew before their membership expires are considered delinquent and their membership shall be terminated for nonpayment of dues. Membership shall run on a continuous 12-month basis.

Section 6. Members in Good Standing. A member in good standing is one whose current dues are paid and who complies with the provisions of the Articles of Incorporation and Bylaws.

Section 7. Resignation and Removal of Members: A member may resign from the Society by delivering a written resignation to the President or the Secretary, and thereupon membership shall terminate. Any member may be removed from membership or from office for conduct detrimental to the interest of the Society by affirmative vote of three-fourths of the Board of Directors, registered in person or by written or electronic ballot at any regular or special meeting called for that purpose. Such member must be notified in writing by certified or registered mail; at least thirty (30) days prior to such meeting at which removal is to be proposed and voted upon. The member shall be entitled to appear before and be heard at such a meeting. This meeting may be conducted electronically.

Section 8. Libraries: There is no separate membership category for libraries. Libraries may subscribe to the Society's quarterly publication(s), if any, at a rate established by the Executive Committee.

ARTICLE III DISTRICTS

The Society is a statewide organization; representation on the Board of Directors shall be accomplished by the election of representatives for distinct areas of the State. The Executive Committee shall set the number of such District Representatives and the district boundaries. The number may increase or decrease from time to time provided there be no fewer than six such representatives.

ARTICLE IV ORGANIZATION AND OPERATION

Section 1. Board of Directors: The Society is governed by the Board of Directors and managed by the Executive Committee. The Board of Directors shall consist of elected Officers, elected District Representatives, Committee Chairs, and appointments to the Board of Directors. As their authority is directly derived from the membership, the only voting members of the Executive Committee and the Board shall be the elected Officers and the elected District Representatives as specified below. Society members are welcome at all regular Board meetings.

Section 2: Authority and Duties of the Board. The Board shall manage the business and financial affairs of the Society and authorize disbursements not provided for in the approved budget. Each Director shall participate in at least two Board meetings annually, be available by mail or electronic communication throughout the year, serve as a chair or member of a standing or special committee, and promote the Society.

Section 3. Annual Budget: The base operating document shall be the Annual Budget and Project Plan, as approved by the Board of Directors. The plan shall list all official projects and active committees of the Society, designate responsible individuals, and assign specific funding limits to each. No Society member may commit resources in excess of such limits. The Executive Committee may revise the plan throughout the fiscal year, as necessary. See Article 5, Section 4 regarding Budget Committee.

Section 4. Qualification of Elected Officers: No person shall serve as an elected Officer who is not a member in good standing. All Officers must have been a dues-paying member in good standing for at least one full year prior to being elected. The President shall have served on the Board of Directors for at least one full term, two years, prior to their election.

Section 5. Term of Office: Elected members of the Board of Directors shall serve for a two-year term beginning on 1st January immediately after election. The President, the Director of Education, the Director of Membership, and half of the District Representatives, as defined by the EC, shall be elected in even-numbered years. The Director of Development, the Secretary, the Treasurer, and half of the District Representatives, as defined by the EC, shall be elected in odd-numbered years. Inasmuch as they are elected for such two-year terms they shall pay their dues for the two-year term immediately upon such election, except when specified as a one-year term. Appointed members of the Board of Directors shall serve for a one-year term, or at the pleasure of the President.

Section 6. Executive Committee: The Executive Committee (EC) shall supervise the Society's activities and have full authority to direct its operations between the Annual Business Meetings of the general membership and shall consist of the following elected Officers.

- A. **President** shall preside at meetings of the Membership, Board of Directors, and the EC; have and exercise general charge and supervision of the affairs of the Society; appoint all Committee Chairs with the consent of the EC; be an ex officio member of all committees except the Nominating Committee; and perform such duties associated with the office as may be assigned by the Board.
- B. **Director of Education** shall have overall responsibility for the educational activities of the Society; monitor awards and recognition programs; monitor planning of the annual conference(s) and institute planning, and perform other duties as assigned by the President and the Board.
- C. **Director of Membership** shall have overall responsibility for the membership activities of the Society; chair the Membership Committee; manage Individual, Household, and Partner Society Membership support; represent the District Representatives on the Executive Committee, including training and reporting to and from District Representatives; and other duties as assigned by the President and the Board.
- D. **Director of Development** shall be responsible for the fundraising and technological activities of the Society; chair the Development, Technology, Publications, and DNA Committees; manage fundraising programs, and perform other duties as assigned by the President and the Board.
- E. **Secretary** shall take, obtain approval of, and publish minutes of the Society Board, EC, Annual Business Meetings; and Special Called Meeting; conduct general correspondence for the Society; represent the Archivist-Historian on the Executive Committee; maintain the official active records of the Society; and perform other duties as assigned by the President and the Board.
- F. **Treasurer** shall have custody of all funds and securities of the Society and receive monies due and payable; deposit such monies in the name of the Society in banks or depositories as approved by the Executive Committee; maintain the financial records of the Society for inspection by the Financial Review Committee; submit financial statements and reports to the President prior to each Board and

Annual Meeting and to the Financial Review Committee; monitor sales and inventory; and perform other duties as assigned by the President and the Board.

Section 7: District Representatives: District Representatives (DRs) shall be elected to make up a portion of the Board of Directors and shall be voting members. DRs are not required to live in the district they represent. It shall be the duty of such representatives to 1) represent the Society within their district; 2) actively solicit membership; 3) contact each society in their district; 4) assist genealogical organizations in their district to find such needed assistance as may be requested by such organizations; 5) answer correspondence from researchers that pertains to their respective district. DRs may not serve more than five consecutive terms, i.e., ten years. They are, however, eligible for nomination to other elected offices or appointed positions. DRs may serve in other capacities, elected, or appointed, on the Board of Directors concurrently. If serving in more than one position, DRs will have one vote and only count as one toward quorum

Section 8. Immediate Past President: The Immediate Past President shall assume the role of advisor and consultant to the President and other Officers in carrying out the activities of the Society and shall be a non-voting member of the Board of Directors. At the request of the President he or she may preside over special meetings, advisory boards, or committees. If the Immediate Past President is unable or unwilling to serve, the EC shall have the option to appoint a former Officer or Director to serve in this position as a Director-at-Large.

Section 9. Former Presidents: All other former Presidents who qualify as members of the Society shall be eligible to serve on the Board of Directors if they so wish. Such former Presidents shall not have a vote but serve only in an advisory capacity. A Former President is eligible to be elected to an open board position at the discretion of the Nominating Committee and the general membership or to be appointed to an open Board position upon approval of the EC as stated in these bylaws. If they are voted or appointed to fill a Board position, they become a voting director for their term of office in this position.

Section 10. Appointments to the Board of Directors. The President, with the approval of the EC, may appoint certain members to the Board of Directors. Appointments to the Board of Directors shall be non-voting positions. These appointments may include but are not limited to the following.

- A. **Journal Editor(s):** The Journal Editor shall be responsible for publishing and distributing the Society's quarterly publication(s), under the guidelines of the assigned Director.
- B. **Website Manager:** The Website Manager shall be responsible for operating the website in accordance with procedures submitted to and approved by the Board of Directors. The Website Manager shall be a non-voting member. The Website Manager operates under the guidelines of the Director of Development.
- C. **Parliamentarian:** The Parliamentarian may be a Society member and therefore become a nonvoting member of the Board of Directors; however, the President may elect to secure the services of a professional parliamentarian for the Annual Business Meeting as the need arises. The fee for such a parliamentarian must have approval of the EC. The Parliamentarian must be present at the Board of Directors meeting held before the Annual Business Meeting and should be available to any Officer or Committee Chairperson for consultation prior to the meeting.
- D. **Archivist:** The Archivist shall chair the Archives and Grants Committee; advise the President, Executive Committee and Board on how well the Society is meeting its preservation objectives; maintain the Society archives in safe permanent storage including past minutes, documents, publications, papers and books as required by United States law, Texas law, and these Bylaws; and perform other duties and responsibilities as assigned by the President. EC. and the Board
- E. **Texas Records Preservation and Access Committee:** The Texas Records Preservation and Access Committee(TRPAC) shall advise the President, EC, Board, and membership on issues related to records preservation and access activities within the State of Texas; be the Texas representative to the National

RPAC; be responsible to the President; and perform other duties and responsibilities as assigned by the President, EC, and the Board.

- F. **DNA Committee:** The DNA Committee shall advise the President, EC, Board, and membership on issues related to DNA technology, programs, and what is needed to further the education of TxSGS membership about DNA; be responsible to the President or other Director as assigned, and perform other duties and responsibilities as assigned by the President and the Board. The Chair of the DNA committee serves as a non-voting member of the Board.

Section 11. Attendance: A member of the Board who fails to attend three regular Board meetings in a term without an excuse acceptable to the EC shall be considered to have resigned. The Board, by a two-thirds majority vote, may remove any Officer or Director from the Board for what that Board deems to be excessive absences or other actions that negatively affect the Society's purpose or activities.

Section 12. Vacancies: Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A member selected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 13. Reports: Each member of the Board of Directors, including appointed members and Past Presidents, shall be prepared to make a report at the Board of Directors meeting preceding the Annual Business Meeting. This written report shall be submitted to the President and will be forwarded with the President's Report to the Secretary and shall become part of the Society's records.

ARTICLE V COMMITTEES

Section 1. Ad Hoc Committee Membership: Committee membership shall be open to all members of the Society. Special advisors and ex-officio members may serve on committees but shall have no vote. Committee Chairs are appointed by the EC. Committee Chairs are non-voting members of the Board of Directors.

Section 2. Term of Service: Each committee member will continue to serve until such committee shall be either terminated, or until such member is removed from such committee or cease to qualify as a member. Vacancies shall be filled by appointment by the President or Committee Chair for the unexpired part of the term.

Section 3. Rules: Each committee may adopt rules for its operation that are not inconsistent with these Bylaws or the rules adopted by the Board of Directors.

Section 4. Standing Committees: The EC may designate one or more standing committees. The funding limit for each committee shall be established in the Annual Budget. Committees are not authorized on their own authority to commit time, funds, or property of the Society, or establish policy. The committees include, but are not limited to:

- A. **Budget and Projects Committee:** The Budget and Projects Committee shall consist of five (5) members: the Treasurer, who shall be chair; the President; the Director of Development; the Director of Education, and the Director of Membership. This Committee shall submit a Society budget prior to the first Executive Committee meeting of the fiscal year, for a vote of approval by the EC before presentation to the full Board of Directors for approval. The EC shall have the authority to manage operations using this preliminary budget until the Board of Directors has met and approved the final budget.
- B. **Membership Committee:** The EC shall appoint a Membership Committee, to be chaired by the Director of Membership. The committee shall coordinate Society efforts to develop the general membership.

- C. **Awards Committee**: The EC shall appoint the Awards Committee and designate one member as chairperson.
- D. **Honors Committee**: The President shall appoint the Honors Committee and designate one member as the chairperson. Nominees for honors shall be approved by the EC prior to their notification. Recipients may be notified before the meeting at which recognition is to be made.
- E. **Nominating Committee**: The EC shall appoint three to five members to serve on the Nominating Committee. This committee shall present nominations for Officers and District Representatives during the Annual Business Meeting as described in Article I and Article VI.
- F. **Financial Review Committee**: The EC shall appoint a Financial Review Committee of at least three Board of Directors members and shall designate one of them as chairperson thereof. The President shall be an ex-officio member. The committee shall meet on call of either the President or the Chairperson of the committee. Financial Reviews shall be conducted annually, as of the close of the fiscal year; upon change of the President or Treasurer; or at other times as directed by the Board of Directors. The Financial Review Committee shall: 1) receive the Annual Financial Statement from the Treasurer; 2) examine accounting ledgers, vouchers files, check registers, canceled checks, membership lists, and documents maintained by the Treasurer to determine their accuracy; 3) ascertain the balance of Corporation funds and assets; 4) submit a Financial Review Report to the President within ninety days after the end of the fiscal year or ninety days after they are appointed, whichever comes first. A complete Financial Audit by an outside individual or qualified CPA may be conducted on a periodic basis upon approval by the EC. A complete Financial Audit should be conducted at least every five (5) years or at the discretion of the EC
- G. **Heritage Certificates Committee**: The President shall appoint the committee and designate one member as the chair. This committee shall be responsible for the administration of all Heritage Certificates offered by the Society. The Heritage Certificates Committee operates under the guidelines of the assigned Director.
- H. **Publicity Committee**: The President shall appoint the Publicity Committee and designate one member as the chair. This committee shall be responsible for the publicity for the Society, including posting on the Society's blog and social media platforms under the guidelines of the assigned Director.

Section 5. Special or Ad hoc Committees: The President shall have the authority to designate and appoint ad hoc committees for special functions and terminate such committees after they have served their purpose. The President designates the Committee Chair; the Committee Chair selects members for the committee. The committees may include but not be limited to:

- A. Annual Business Meeting Committee
- B. Conference / Event Committee.
- C. Speakers Bureau Committee.
- D. Special Projects Committee.
- E. Website Committee.
- F. Bylaws Committee.

ARTICLE VI MEETINGS

Section 1. Conduct of Meetings: All meetings of the Society shall be in person and/or by electronic communications as defined in these Bylaws and Roberts Rules of Order Newly Revised (RONR) latest edition. All meetings that include participation via electronic communications must have the option of attending extended to all who are eligible to attend that meeting. At any meeting of the Board of Directors, one half of the members

in person or via electronic communications shall constitute a quorum. At any meeting of the Executive Committee, two-thirds of the members in person or via electronic communications shall constitute a quorum.

Section 2. Annual Business Meeting: Voting members of the Society shall be called to meeting at least once each calendar year for the purpose of conducting such business as may come before the Society. The date and place of the Annual Business Meeting shall be determined by the Board of Directors. Announcement of the meeting shall be published digitally or in print at least sixty (60) days prior to such meeting. Should the Annual Business Meeting be cancelled, a succeeding meeting may be called following the requirements of special meetings in these Bylaws.

Section 3. District Meetings: Meetings may be held within the State of Texas by a District Representative or any Officer for the purpose of enlisting membership. No Society affairs shall be discussed or voted upon at such meetings. Permission for district meetings must be requested in writing, either by mail or electronically, to the President at least thirty (30) days in advance.

Section 4. Special Meetings: Special meetings of the members may be called by the President, the EC, the Board of Directors, or by not less than one-tenth of the current members. Notice of such special meetings must be communicated electronically or via mail to the members not less than ten days nor more than one hundred twenty days prior to such called meeting. The business of special meetings must be recorded and published for the Society by the Secretary.

Section 5. Board Meetings: The Board of Directors and EC shall meet as frequently as the business of the Society may require. The Board of Directors must meet annually prior to the Annual Business Meeting. The EC must meet at least quarterly. The business of the Board and EC meetings must be recorded in detail in the minutes of the board and EC and retained for the Society by the Secretary.

ARTICLE VII QUORUM, VOTING, ELECTIONS

Section 1. Quorums: At any general meeting of the Society, the presence of ten (10) members in person, excluding Board members, shall be necessary to constitute a quorum for all purposes, except as otherwise provided, and a vote of a majority of those members present shall be required on all matters, except as may be otherwise specifically provided by these Bylaws. At any meeting of the Board of Directors, one-half of the members in person or by electronic communications shall be necessary to constitute a quorum. At any meeting of the Executive Committee, two-thirds of the members in person or by electronic communications shall be necessary to constitute a quorum.

Section 2. Voting: At every membership meeting each Individual Member, Household, or Partner Society present shall be entitled to one vote. No member of the Society shall have their right to vote limited or infringed because of office or appointment. Upon the request of ten members, voting will be by secret ballot.

Section 3. Elections: Elections may be held at the Annual Business Meeting or electronically via ballot. The EC may designate the method of elections according to the following criteria:

1. An invitation shall be made available to Society members to submit recommendations in writing to the Nominating Committee for consideration.
2. A list of nominations made by the Nominating Committee shall be reported to Society members approximately twenty-eight (28) days prior to the beginning of the election. Additional nominations may

be made by a petition signed by not less than ten (10) members of the Society submitted to the Nominating Committee at least fourteen (14) days prior to the beginning of the election. Persons so nominated by petition must previously have agreed to serve if elected. No nominations may be made from the floor of the annual meeting at which the Nominating Committee's report is made.

3. No person shall be eligible for office who is not a member of the Society in good standing when nominated for office.
4. All elected officers and directors shall be elected by a majority of the votes cast.
5. All elected officers and directors shall commence their terms of office on the first day of the fiscal year following their elections and shall continue for the periods for which they were elected, or until their successors have been elected and qualified. Except as hereinafter provided, Directors and officers shall be elected for terms of two years.
6. Voting may be conducted electronically or via a virtual meeting, at the discretion of the EC.
7. The results of the election will be reported at the Annual Business Meeting.

ARTICLE VIII EXECUTIVE DIRECTOR AND PROFESSIONAL STAFF

The Board of Directors shall have the authority to engage the services of an Executive Director and/or contract individuals or businesses (professional staff) to carry out the organization, administration, and coordination of the Society's activities. Such Executive Director shall be the chief administrator of the Society and shall serve at the pleasure of the Board of Directors. In accordance with an agreement negotiated by the Board of Directors, the Executive Director shall have the authority to manage and direct the operations of the Society, including the power of appointing and discharging the professional staff and all employees of the Society according to the policies established by the Board of Directors. Professional staff, if any, shall report to the EC or other individual as designated in the agreement negotiated at the time of engagement. The Executive Director shall present regular reports to the Board of Directors.

By virtue of the position, the Executive Director serves as a non-voting member of the Board of Directors. All or a portion of a meeting of the board may be held in executive session without the presence or participation of non-voting board members.

The Executive Director is selected by and reports to the Board of Directors as a whole, coordinated through the board president, or president's designee. The role of the Executive Director will be subject to the provisions of the contract or employment agreement and/or position description.

ARTICLE IX RECORDS MANAGEMENT

Section 1. Official Files: The official files of the Society are the following: 1) Charters from the State of Texas; 2) Documents establishing tax-exempt status with the State or the United State Government; 3) Bylaws; 4) Annual Budget and Project Plans; 6) Minutes of Annual Business Meetings; 6) Minutes of Executive Committee Meetings; 7) Minutes of Board of Directors Meetings; 8) Membership Lists; 9) Copies of Honorary Membership Certificates; 10) Accounting Records and supporting Vouchers Files; 11) Quarterly Financial Statements; 12) Financial Review or Audit Reports with attached Annual Financial Reports; 13) Capital Equipment Records; 14) Texas State Genealogical Society's Scrapbooks; 15) Publications, including the Society's journal and newsletters.

Section 2. Files Retention: The above files will be closed-out on December 31st. Current and previous year files will be retained by the applicable Officer or Committee Chairperson. Older files will be transferred to the Archivist. The Executive Committee may authorize funds to defer storage costs. Files three years old will be reviewed by the Executive Committee and documents not required for legal or tax purposes will be disposed of, except for the following permanent files; 1) Charters and Papers establishing Tax-exempt Status; 2) Past Annual Budget and Project Plans; 3) Past Minutes of Annual Business, Executive Committee, and Board of Directors Meetings; 4) Past Audit Reports and Annual Financial Reports; 5) Copies of Honorary Membership Certificates; 6) Texas State Genealogical Society's Scrapbooks; 7) Past journals and newsletters

Section 3: Policies and Procedures: The Board of Directors may document its standing rules, policies, procedures and best practices in a Policies and Procedures document. This document shall be one of the Official Files of the Society and may be amended from time to time upon approval of the Executive Committee.

ARTICLE X FULL DISCLOSURE

In order to ensure that members are adequately informed of decisions made, along with the associated cost, the following shall be made available to members: the Annual Budget; minutes of the Annual Business Meeting, the EC meetings, and Board meetings; and the Annual Financial Review and Financial Statement. These documents shall be accessible as part of a Members Only area of the Society's website or other designated repository approved by the Society

ARTICLE XI PROHIBITED ACTIVITIES

Section 1. Endangering Tax-exempt Status: No member or employee of the Society shall take any action or carry on any activity on behalf of the Society that would place the Society in jeopardy as to its tax-exempt status with the State of Texas or the Government of the United States.

Section 2. Prohibition Against Indicating Affiliation: No member or activity which engages in the collection of funds for services of any kind may indicate an affiliation with the Society, or use the Logo, Seal, equipment, data, or funds of the Society without the prior written approval of the Board of Directors.

Section 3. Prohibition Against Sharing in Society Earnings: No member or employee or any person connected with the Society, or any other private individual shall receive at any time any of the net earnings or pecuniary benefit from the operation of the Society, provided that this shall not prevent the payment to any such person such reasonable compensation for services to the Society. No such person or persons shall be entitled to share in the distribution of any of the Society assets upon the dissolution of the Society.

ARTICLE XII DISSOLUTION

If members of the Society shall deem, consent, and agree, that dissolution of the Society, be it voluntary or involuntary, be necessary, the assets of the Society, after all debts have been satisfied, shall be distributed,

transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to genealogical, historical, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIII
AMENDMENTS**

These Bylaws may be altered, amended, revised, or repealed at any meeting of the members of the Society by a majority vote of members present and voting in person, by electronic balloting and/or by postal ballot provided that the proposed action is announced to the members at least sixty (60) days prior to the vote. Written notice may be via a regular publication of the Society, by postal mail and/or by electronic communications. Approval shall be by simple majority of the total votes cast, whether in person, postal ballot, or electronic ballot.

These Bylaws supersede all Bylaws, Amendments and Revisions to date.

Revised Bylaws of the Texas State Genealogical Society were:

Adopted by a majority of the General Membership of the Texas State Genealogical Society at its regular meeting on 12 November 2022

Attest: Chair of Bylaws Committee

/s/ Sandra J. Crowley, Director of Development

12 November 2022
