**ByLaws**

*of the*

**Downstate Delaware Genealogical Society**

## ARTICLE I – NAME

The name of this nonprofit organization shall be the Downstate Delaware Genealogical Society (hereinafter referred to as "Society").

## ARTICLE II – PURPOSE

The purpose of the Society is to further the interest in genealogical research among its members, the general public, and to assist other groups and organizations with the same interest whenever possible.

## ARTICLE III – MEMBERS

An individual becomes a member of the Society upon payment of dues. Dues will be determined by the Board of Directors and voted on and approved by the membership. Members shall be notified of their dues in September of each year, and those whose dues are not paid by December 31 thereafter shall be automatically dropped from membership.

## ARTICLE IV – OFFICERS

**Section 1. Duties of Officers**

The Officers of this Society shall be a President, a Vice President, a Secretary, and a Treasurer, having duties specified below.

(a) The President shall preside at meetings, appoint committees, and oversee Society activities. The President shall be an ex-officio member of all committees.

(b) The Vice President shall assume the duties of the President when the President is absent or temporarily unable to carry out the duties. The Vice President shall chair the Programs Committee and Co-Chair the Budget Committee.

(c) The Secretary shall have custody of the records of the Society and shall prepare and maintain written minutes of the meetings and decisions made by the Society and shall send notification of meetings and dues to Society members. The Secretary shall maintain a list of the Board of Directors, their designated roles, and service times.

(d) The Treasurer shall have custody and maintenance of financial records of the Society's operations and assets, prepare and deliver accurate financial reporting to the society, shall

maintain member records, shall prepare bi-monthly and annual reports, and shall prepare and file required nonprofit organization forms with federal and/or Delaware governments, and cooperate with audits and financial reviews.

i. The Society may select a financial institution for the purpose of opening a checking account. Funds in the checking account can be withdrawn by checks or electronic means by the Treasurer President or any other officer of the Society authorized to do so, with proper justification for the expenses and proper documentation of the transaction.

**Section 2. Election of Officers & Directors**

(a) At the regular meeting held in February, the President shall appoint a Nominating Committee that shall establish a slate of candidates for the officers to be filled, which shall consist of one Director and two non-Board members. The Nominating Committee shall present its slate of candidates at the regular meeting in April. Before the election at the annual meeting, additional nominations from the floor shall be permitted with consent of the nominee.

(b) The Officers and Directors shall be elected by ballot whenever more than one candidate is nominated for an office. If there is only one candidate for each office, the Secretary shall cast the ballot for all those on the slate.

(c) Officers shall serve a two-year term, and may be re-elected. In the event that an Officer resigns, the Board shall select a volunteer as replacement for the duration of the resigning officer's term, whereupon the replacement officer will have the right to be nominated for a subsequent full term if he/she desires.

(d) Directors shall serve staggered terms of three years or until a successor is elected.

(e) The Board may fill an unexpired term of an officer or director until the next scheduled election.

(f) The term of office for Officers and Directors shall begin at the close of the annual meeting.

(g) The annual meeting shall be held in June of each year.

## ARTICLE V – MEETINGS

Section 1. The regular meeting of the Society shall meet at a location within Kent County via electronic or hybrid with regular membership meetings held in February, April, June, October and December, unless otherwise ordered by the Society or its Board.

**Section 2.** Six (6) members of the Society shall constitute a quorum.

**Section 3**. All regular meetings of the Society shall be open without charge to the public. The Board has the option to charge non-member a publicized fee for presentations at its discretion.

## ARTICLE VI – BOARD OF DIRECTORS

**Section 1**. The Board of Directors (herein referred to as "Board") shall consist of the four Officers, three Directors, and the immediate Past President of the Society.

**Section 2**. The Board of Directors, shall administer and manage the business and affairs of the Society, and shall be responsible for establishing policies and furthering the Society's purpose. The Board shall approve the annual budget for the expenditures of the Society's funds and all expenditures not already approved as part of the annual budget.

**Section 3**. The Board shall meet during the months of July or August for the purpose of planning for the regular membership meetings. Special meetings of the Board may be called by the President or by the written request of two members of the Board. The Board members shall be notified of meetings by the Society's President or Secretary, stating date, time and location.

## ARTICLE VII – COMMITTEES

The Society shall have the following standing committees:

- **Program Committee**. The Program Committee shall plan and arrange a program for the Society's regular meetings, and the Vice President shall serve as its chairperson.

- **Budget Committee**. Shall be Co-Chaired by the Treasurer and the Vice President. The committee shall also include one Director and one non-Board member appointed by the President. The annual budget is to be presented at the January Board meeting for review and presented at the February regular meeting for approval.

- **Audit Committee**. The Audit Committee shall audit the financial records of the society as of the close of the calendar year ending December 31 and shall report its findings at the annual meeting. The audit Committee shall be composed of two (2) members appointed by the President.

- **Queries' Committee**. The Queries' Committee shall receive, evaluate, and refer queries for the Society.

Such other committees, standing or special shall be appointed by either the President of the Society of the Board as deemed necessary to carry out the purpose of the Society.

## ARTICLE VIII – PARLIAMENTARY

The rules contained in the current edition of *Robert's Rule Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

## ARTICLE IX – AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the Society by a two-thirds vote provided that the amendment has been submitted by a member in writing or submitted electronically to the President by or at the previous meeting.

## ARTICLE X – DISSOLUTION

In the event of dissolution of the Society, all assets shall be transferred to the Secretary of State of the State of Delaware for the use of the Delaware Public Archives. Subject to the provisions of 501 (c)(3) of the Internal Revenue Code, as amended and other applicable codes, the funds shall be used for genealogical / historical resources.

Original date: January 14, 1998
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Approved by Members: May 15, 1999
Amended to add Article X: September 2002
Amended Article III: Fall 2003
Amended Article V: January 2008
Amended Articles I through X: January 17, 2009
Amended Articles IV§2; V, §1; VI, §3; and VII: *December 5, 2009*
Amended Articles VI, §2: *April 12, 2014*
Amended Articles II, IV§1a-di, §2a,c,old d,h; V§1-3; VII; IX: February 10, 2023