

BYLAWS OF THE CAPE COD GENEALOGICAL SOCIETY, INC.

ARTICLE I NAME

The name of this organization is CAPE COD GENEALOGICAL SOCIETY, INC. hereinafter known as the "Society", a non-profit 501(c)(3) corporation with a mailing address of P.O. Box 1394, Harwich, Massachusetts, 02645.

ARTICLE II OBJECTIVES

The objectives of the Society shall be:

1. To promote an interest in genealogy through charitable and educational activities that are inclusive and respect diversity.
2. To maintain, develop, and make available to members and the general public a collection of materials relating to genealogy, with the emphasis on, but not limited to, Cape Cod and New England, and including both published and unpublished materials.
3. To encourage, instruct and support members and others in genealogical and historical research through careful documentation and the maintenance of quality genealogical proof standards.
4. To publish and disseminate genealogical and historical information through the use of appropriate media.
5. To promote community involvement in genealogical and historical activities.

ARTICLE III MEMBERS

Section 1: Qualifications. All applicants interested in furthering the objectives of the Society shall be accepted for membership upon submission of an approved application form and payment of dues.

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Section 2: Requirements. To be in good standing, members are required to pay annual dues. The amount of the dues shall be approved annually by the Board of Directors and published in the Standing Rules. Dues are due and payable on January 1st of each calendar year. If dues have not been paid by March 1st, the member shall be sent a reminder by the Membership Committee Chairperson advising the delinquent member that their subscriptions to Society publications are suspended as of that date. If dues are not paid by July 1st, the member shall be dropped from the membership rolls. Members shall be immediately reinstated upon payment of the required dues. Members who join during the year shall pay annual dues for that calendar year at the time they join. New members joining on or after November 1st shall have their dues credited to the next calendar year.

Section 3: Classes of Membership.

- a. Individual Member - Individual members pay dues, have a voice and vote, receive the newsletter and the Journal of the Cape Cod Genealogical Society (herein after the Journal).
- b. Joint Members - Individual membership may be extended to a domestic partner without payment of additional dues. Each individual shall have voice and vote and all the rights of membership.
- c. Youth Member - Youth membership is open to those who are between 12 and 18 years of age. Dues for youth members shall be determined from time to time by the Board of Directors and published in the Standing Rules. Youth members have a voice but no vote. Youth members shall receive an electronic copy of the Journal.
- d. Honorary Life Member - An Honorary Life Membership with full voice and vote may be conferred upon any member who has given exceptional service to the Society. Honorary Life Members shall not be required to pay annual dues. Any individual member may nominate any other member for the award of an Honorary Life Membership by written nomination presented to the Board of Directors. Such nomination must then receive the approval of a two-thirds vote of the members of the Board of Directors.
- e. Patron - An institution or business that has made a donation of \$5000.00 or more to the Society shall be considered a Patron. They are not considered active members but shall receive a digital copy of the Journal. Patrons do not have voice or vote
- f. Honorary Member - Upon recommendation of the Board of Directors and a

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two-thirds vote of the members present and voting at any regular meeting of the Society, Honorary Membership may be conferred upon an individual who is not a member but who has made significant contributions to the Society. An Honorary Member has no right to vote or hold office.

- g. Fellow - Upon recommendation of the Board of Directors and a two-thirds vote at any regular meeting of the Society, the designation Fellow may be conferred only upon a member who has compiled and published genealogical or historical works or who is an eminent researcher of subjects within the purposes of the Society. As they are dues paying members of the Society, they have voice and vote.

ARTICLE IV OFFICERS

Section 1: Enumeration. The Officers of the Society shall be President, Vice President, Treasurer, Recording Secretary (Clerk), and Corresponding Secretary.

Section 2: Qualifications: No person shall be elected or appointed, or continue to serve as an Officer, unless that person is a member in good standing and has been a member of the Society for one year.

Section 3: How elected: The members, at the Annual Meeting, shall elect Officers as follows: President and Recording Secretary in even numbered years and Vice President, Treasurer and Corresponding Secretary in odd numbered years. Officers shall serve for a term of two years or until their respective successors have been elected. An Officer may not serve more than two consecutive terms in any office except by a three-quarters vote of the general membership present and voting. No individual shall hold more than one elected office position at one time. The term of office for all officers begins on July 1 following their election.

Section 4: No Right to Compensation: Unless otherwise provided in these Bylaws, no Officer or Director of the Society shall have any right to any compensation outside of reimbursement for out-of-pocket expenses as reasonably determined by the Board of Directors.

Section 5: Resignation: Any Officer may resign at any time by giving his or her

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resignation in writing to the President or the Board of Directors.

Section 6: Removal of Officers: Officers may be removed from office at any time with or without cause by a three-fourths vote of the general membership present and voting at a duly called Meeting or Special Meeting of the Society.

Section 7: Conflict of Interest: An Officer or member of the Board of Directors should not vote on a motion in which he/she has a direct personal or monetary interest not common to other members. However, he/she cannot be compelled to abstain. (RONR 12th Edition 45:1, 45:4)

ARTICLE V DUTIES OF OFFICERS

Section 1: President: The President shall be the Chief Executive Officer of and the official spokesperson for the Society. As such, he/she shall have charge of the affairs of the Society subject to the supervision of the Board of Directors. The President shall also:

- a. Preside at all meetings of the membership where he/she is present.
- b. Sign all contracts under \$500.00.
- c. Appoint interim or replacement officers to fill vacancies as they arise subject to subsequent approval by the Board of Directors.
- d. Appoint chairpersons of all Standing Committees and the Financial Reviewer subject to approval of the Board of Directors.
- e. Appoint Special Committees as may from time to time be required.
- f. Sign with the Recording Secretary (Clerk), all contracts over \$500.00 and other documents as authorized by the Board of Directors.
- g. Be an ex officio member of all committees except for the Nominating Committee.

Section 2: Vice President: The Vice President shall assist the President and, in case of disability or incapacity of the President, shall assume all the President's responsibilities for the remainder of the term. The Vice President shall also:

- a. Serve as Chairperson of the Program Committee.
- b. Preside at meetings of the membership in the absence of the President.
- c. In the absence of the President is authorized to sign contracts and documents in accordance with Section 1.b and f.

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Section 3: Treasurer: The Treasurer shall be the Chief Financial Officer of the Society. The Treasurer or Assistant Treasurer, who may perform all the duties of Treasurer in the absence of that officer, shall:

- a. Be custodian of all funds of the Society.
- b. Maintain a checking account in the name of the Society for receipt of all monies and payment of bills as authorized by the Society. The account shall have the signature privilege of the President or Treasurer or Assistant Treasurer. All checks over \$500 shall require the signature of the President and the Treasurer or Assistant Treasurer.
- c. Maintain adequate financial records.
- d. Present a statement of finances at each meeting of the Board of Directors.
- e. Present a proposed budget no later than the May meeting of the Board for final approval at the June meeting.
- f. Provide copies of financial reports to any member upon request
- g. Complete and submit in timely fashion all reports required by the Federal Government and/or the Commonwealth of Massachusetts.
- h. Upon request, submit the necessary documents to the Financial Review Committee or Auditor for review.

Section 4: Recording Secretary (Clerk): The Recording Secretary (Clerk) shall be the custodian of the records of the Society except such as are specifically assigned to others. In addition, the Recording Secretary shall:

- a. Record minutes of the proceedings of the Society.
- b. Keep and have available for reference at all meetings, one book in which copies of the Society's Articles of Organization, Bylaws and Standing Rules are kept current.
- c. Maintain a current inventory of all legal documents, records and equipment belonging to the Society.
- d. Maintain a current list of all Standing Committees and their chairpersons and send the list to the Board annually.
- e. File a "Certificate of Change of Directors or Officers" with the office of the Secretary of the Commonwealth whenever changes have occurred.

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- f. Sign with the President, all contracts and documents authorized by the Board of Directors.

Section 5: Corresponding Secretary: The Corresponding Secretary shall conduct the correspondence of the Society and maintain a file of all Society correspondence.

ARTICLE VI MEETINGS

Section 1: Setting. All meetings of the members shall be held at such a setting within the Commonwealth of Massachusetts as is named by the Board of Directors.

Section 2: Membership Meetings. Meetings shall be held at a day, time, and in a format, set by the President and Program Committee Chair in consultation with the Board of Directors. There shall be at least ten meetings a year. In cases of emergency a meeting or meetings may be cancelled or rescheduled by the President.

Section 3: Annual Meeting. The membership meeting in June shall be designated the Annual Meeting, where Society Officers, Directors-at-Large, and the Nominating Committee (whose terms are expiring) shall be elected. The specific date in June, time, setting and format of the meeting shall be fixed by the Board of Directors, and notice given to each member at least ten calendar days before said meeting.

Section 4: Special Meetings. Special meetings may be called by the President, the Board of Directors, or upon written request of at least ten members in good standing. Only the items on the call to the meeting may be discussed at a Special Meeting.

Section 5: Notice. Notice of all meetings at which items shall be voted upon, or their rescheduling, is required. For members who have filed their email addresses with the Membership Chair, such notice shall be delivered via email. All members not notified by email shall be notified by regular postal mail. All notices shall be

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sent at least ten calendar days prior to such meeting or in the case of a rescheduled meeting as soon as practical after the decision to reschedule is made. This notice shall include a description of the matters upon which a vote shall be taken as well as information on whether remote participation shall be available. If remote participation is to be available, the notice shall include the method to be employed, the telephone number, link, or web address of the hosting method and, if applicable, the password or means of registration for the meeting.

Section 6: Electronic Meetings. Regular and Special Meetings of the Society, Including the Annual Meeting, the Board of Directors, Committees, Sub-Committees and Special Interest Groups shall be authorized to meet by any means of communication media as long as all participants can simultaneously hear each other and participate during the meeting. Participation by such means shall constitute presence in person at a meeting and count towards the quorum.

Section 7: Quorum. At a regular or special meetings of the members, twenty-five members shall constitute a quorum.

Section 8: Voting. At all meetings of the members, every member in good standing shall be entitled to vote. The vote of a majority of the members present and voting shall decide any question brought before the meeting., except when a larger ratio vote (such as a 2/3 vote) may be required by law; the 'Articles of Organization'; or these Bylaws. Voting in elections shall be by secret (anonymous) ballot, paper or electronic, with a candidate needing a majority of the valid ballots cast to be elected. In cases where there is but a single candidate for an office or position, or the proposed slate of officers has only one candidate for each office or position the election can be accomplished by instructing the Recording Secretary to cast one ballot for the candidate or entire slate of officers.

ARTICLE VII BOARD OF DIRECTORS

Section 1: Enumeration: The Society shall have a Board of Directors consisting of not less than nine or more than 20 members who shall have the powers and duties of a Board of Directors under Massachusetts law. The Board of Directors

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shall consist of the five officers of the Society, the Immediate Past President, Chairpersons of all Standing Committees and four Directors-at-Large elected by the membership. An Officer, Director, or the Immediate Past President who is also a Standing Committee Chair shall have only one vote.

Section 2: Directors-at-Large: The candidates for Director-at-Large shall be included in the slate of nominees to be voted on at the Annual Meeting. Each candidate shall serve an initial term of two years and may stand for election for a second consecutive term. The terms of Director-at-Large shall be staggered so that two are elected each year.

Section 3: Qualifications: No person shall be elected, appointed, or continue to serve as a Director, unless that person is a member in good standing.

Section 4: Chairperson of the Board of Directors: The President of the Society as elected under these Bylaws shall preside over the meetings of the Board as its Chairperson.

Section 5: Powers: The Board of Directors shall be responsible for the general management and supervision of the Society except for those powers reserved to the Members by law, the Articles of Organization, or these Bylaws. The Board of Directors may from time to time, to the extent permitted by law, delegate any of its powers to Committees, subject to such limitations as these Bylaws may impose. In addition to the general powers identified above, the Board shall:

- a. Authorize expenditures in excess of \$500.00
- b. Establish and direct Committees as specified in Article VIII.
- c. The Board of Directors may appoint from the membership an Assistant Treasurer, who may perform all duties of the Treasurer in the absence of that Officer.
- d. The Board of Directors shall annually set the dues for the Society and publish them in the Standing Rules.

Section 6: Vacancies: Any vacancy occurring within the Board of Directors, Officers or Nominating Committees shall be filled by appointment by the President with the approval of the Board of Directors and shall serve until the end of the unexpired term.

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Section 7: Resignation: Any member of the Board of Directors may resign at any time by giving his or her resignation in writing to the President or the Board of Directors.

Section 8: Removal: A Board member may be removed from office by a two-thirds vote of the Board members present and voting at a **duly noticed** meeting. Any Board member with three consecutive unexcused absences may be asked to resign.

Section 9: Meetings: There shall be at least five regular meetings of the Board of Directors held annually in the Commonwealth of Massachusetts. The date, time, and place of each meeting shall be determined by the Board. Meetings of the Board are open to all members of the Society, excepting those instances when a motion for an executive session is approved.

Section 10: Special Meetings: Special Meetings of the Board may be called by the President or upon written request of three Directors. Four days advance notice shall be required for a Special Meeting.

Section 11: Quorum: A majority of the Board of Directors including at least two Society Officers shall constitute a quorum.

Section 12: Agenda: The agenda for each Board meeting, regular and special, shall be prepared in advance by the President. It may be amended, if necessary, and adopted as the first order of business at each meeting.

Section 13: Action by Consent: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting provided the members of the Board consent to the action in writing, including by electronic mail, reflecting such consent. The written consents should be filed with the records of said meeting. Such consents have the same force and effect as if they were voted on at a meeting.

Section 14: Conflict of Interest: Members of the Board of Directors shall be held to the same standard as Article IV, Section 7.

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ARTICLE VIII COMMITTEES

Section 1: The President shall appoint all Standing Committee Chairs and Special Committees. The Committee Chair may ask for volunteers from the membership to serve on the Committee. Committee Chairs shall maintain a current roster of the members of his/her Committee. All Committees shall consist of a Chair and a minimum of two additional members, one of whom shall be available to perform the duties of Chair, in his or her absence. All committees are required to conform to the Bylaws of the Society and are subject to oversight by the President and the Board of Directors. All Committees shall report to the general membership at least annually.

Section 2: Nominating Committee – The Nominating Committee shall consist of three members elected at the Annual Meeting each year for a one-year term. Each individual shall be limited to three consecutive terms and no current Officer may serve on the Nominating Committee. At the Board of Directors meeting in May, the Nominating Committee shall present its slate of Officers, Directors-at-Large and Nominating Committee which shall constitute the nominees of the Society for the Annual Meeting elections. The slate shall be presented at the regular monthly membership meeting in May and voted upon at the Annual Meeting in June. Additional nominations may be made from the floor at the Annual Meeting.

Section 3: Standing Committees (listed alphabetically)

a. Bylaws - The Bylaws Committee shall consist of three members whose duties are:

- i. To receive recommended amendments from the membership.
- ii. Prepare amendments in proper form to be voted upon by the membership.
- iii. Review the full code of Bylaws every three to five years to insure they reflect the current needs of the Society.

b. Communications - The Communications Committee shall prepare notices, advertisements, and articles related to meetings and events of the

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Society and disseminate this information to the members and the public through community organizations and electronic media. Members shall also receive information via periodic newsletters and special announcements.

- c. Education** - The Education Committee shall plan and carry out events related to genealogy education on behalf of the Society. Activities include the provision of special one-time workshops as well as workshop series. The program of education is established through discussion by committee members as well as, from time to time, a survey of Society member interests. Educational experiences are usually open to members and non-members alike and are designed to enhance the genealogical expertise of participants as well as to recruit possible new members.
- d. Financial Review Committee** – The Financial Review Committee shall consist of three members who are not Officers. They shall review the financial records of the Treasurer after the close of the fiscal year and report to the Board of Directors the results of the review and any recommendations.
- e. Library** - The CCGS maintains a Library within a local library. The Library Committee advises the host public library librarian on the policies and operations of the Cape Cod Genealogical Society Library. The committee assists with planning and setting priorities and may assist with administrative functions such as staff scheduling and training. At least two of the committee members should be active volunteers at the library.
- f. Membership** - The Membership Committee shall collect annual dues and keep a record of members and membership numbers and notify members if their dues have not been paid.
- g. Program** - The Vice President is the Program Committee Chair. The Committee shall plan the monthly programs and activities for the coming year and present the proposed schedule to the Board of Directors. The Committee shall work with the chosen speakers to assure a successful program for all concerned.

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- h. Publications** - The Publications Committee shall be responsible for soliciting and editing articles and information for Society publications and for the printing and mailing of same.
- i. Technology** - The Technology Committee shall be responsible for the development and use of current and future technology used by the Society including, but not limited to, websites, social media platforms, podcasts, webinars, and subscriptions.
- j. Youth Services** - Through community outreach and programs the Youth Services Committee shall encourage participation in genealogical activities by youth and families. The Committee will develop age-appropriate activities and programs to further their goal.

Section 4: Special Committees - The President, subject to approval of the Board, may establish such other ad hoc committees as may be necessary or appropriate to further the purposes of the Society. The Committees may include non-members with a particular area of expertise. Special Committees disband once their purpose has been achieved.

ARTICLE IX SPECIAL INTEREST GROUPS

Special Interest Groups (SIGS) may be established for groups of members with particular genealogical interests. Special Interest Groups are a benefit of Society membership and are required to conform to the Bylaws and Standing Rules of the Society and are subject to oversight and direction by the President and the Board of Directors.

ARTICLE X DONATIONS AND CONTRIBUTIONS

It is the responsibility of all Officers, Board Members, Committee Chairs, Special Interest Group Leaders, and all members to direct all donations of any kind to the Treasurer for processing and distribution.

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ARTICLE XI FISCAL YEAR

The fiscal year of the Society shall begin on the 1st of July and end on June 30th of the following year.

ARTICLE XII AMENDMENTS

These Bylaws may be adopted, amended, or deleted by the Board of Directors subject to the ratification by a two-thirds vote of the members present and voting at a regularly called meeting of the Society. A resolution setting forth the proposed amendments and/or revisions shall be presented to each member of the Society not less than 30 days prior to the meeting at which action will be taken. As stipulated in Article 6, Section 5, this notification may be delivered by email to those members who have provided an email address to the Membership Chair. All members not notified by email shall be notified by regular mail. The proposed amendments and/or revisions shall also be made available in the Members Only section of the Society website. Further adoptions, amendments, or deletions may be presented in writing from the floor at such a meeting.

ARTICLE XIII DISSOLUTION

If it becomes necessary for the Society to dissolve, a Special Meeting of the Membership shall be called by the Board of Directors. The Corresponding Secretary shall cause all the current members to be notified of the time, place, and reason for the meeting at least 30 days in advance.

If dissolution is approved by a three-fourths majority vote of the members present and voting, the Board shall direct the payment of all liabilities, arrange for distribution of all the remaining assets and property of the Society 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 will best accomplish the general purpose for which the society was formed,

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and to provide for the return to the rightful owners or any property in the temporary custody of the Society.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with Federal or State Law, these Bylaws, or Special Rules of Order the Society may adopt.

The foregoing bylaws were adopted by the Board of Directors on 4 May 2022, and ratified by the membership at a meeting on 17 May 2022, pursuant to Article XI of the bylaws in effect at the time of ratification.

Attest:



Walter Murphy, President



Judith Needham, Recording Secretary (Clerk)

Amended on January 17, 2023

Article VIII, section 3, k

Long Range Planning

The Long Range Planning Committee is responsible for developing plans, policies and procedures that develop cooperative relationships with other organizations and further the mission and purposes of the Society and its Members. It also addresses issues that relate to outreach to the general public in expanding the purposes of CCGS. It is tasked with developing strategic plans and objectives to advance the aims of the Society and its Members. Additionally, the committee pursues tasks as assigned by the President and the BOD that are deemed in the best interest of completing the mission and purposes of the Society.
