

VERMONT FRENCH-CANADIAN GENEALOGICAL SOCIETY BY-LAWS

With changes approved at VT-FCGS Board Meeting 2-14-2001

With additional changes approved by the membership at the Annual Meeting on October 23, 2010

ARTICLE I - SOCIETY NAME

The name of this society shall be the VERMONT FRENCH-CANADIAN GENEALOGICAL SOCIETY, also referred to as the Society or the VT-FCGS.

ARTICLE II - PURPOSES AND FUNCTIONS

Section 1. The purpose of VT-FCGS shall be to:

- a. Assist individuals in researching their French-American genealogy.
- b. Encourage them to learn more about their rich history.
- c. Be a repository for Vermont French-American genealogical and historical data.
- d. Promote a high standard of ethics for the membership.
- e. Promote other genealogical research.

Section 2. The functions of VT-FCGS shall be to:

- a. Provide aid to genealogical researchers.
- b. Define the French and American genealogical resources available in Vermont.
- c. Establish and maintain a reference library and research center for Society members focusing on French, French-Canadian, Acadian, Cajun and North-Eastern U.S resources.
- d. Encourage donations of genealogical information to the library.
- e. Disseminate genealogical information, knowledge, data to Society members.
- f. Hold conferences and/or seminars on genealogical and historical subjects.
- g. Publish bulletins periodically in order to provide members with pertinent information concerning the activities of the Board of Directors and the Society.
- h. Promote contributions of genealogical information for publication.
- i. Publish a journal of genealogical and historical articles for the membership.
- j. Publish genealogical books and other resource material.
- k. Provide a code of ethics for the membership.
- l. Maintain communications and exchange information with sister societies.
- m. Serve as liaison with all types of Franco-American groups and assist as possible.
- n. Support legislation that assures access to official resources for research by genealogists.

Section 3. Activities not permitted

- a. Notwithstanding any other provisions of these articles, the Society is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.
- b. No substantial part of the activities of the Society shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Eligibility

- a. Regular membership is open to any person, upon submission of application for membership, agreement to the VT-FCGS code of ethics, by signature and payment of dues.
- b. There shall be the following classes of membership:
 1. Regular membership:
 - a. Only one Society Journal shall be sent to a regular membership address.
 - b. Each member in good standing shall have a single vote.
 - c. A household shall be assessed full dues for the first member of the household plus one-fifth of the full dues for each additional household member.
 2. Lifetime membership: Shall be fifteen times the annual regular membership dues. Lifetime members shall receive the Society Journal.
 3. Institution membership: Shall be one and one half times the regular membership dues; only one delegated member of said institution shall be a voting member. Institutional members shall receive the Society Journal.
 4. Benefactor membership: Membership as a benefactor shall be assigned to people approved by the Board who donate generously to the Society and such benefactor member shall be entitled to receive copies of the Society Journal but cannot vote.
 5. Honorary membership: The Board of Directors may, from time to time, award lifetime honorary memberships. These honorary members shall be entitled to receive the Society Journal, and shall not be subject to dues assessments and shall be entitled to vote.
 6. The first fifteen founding members who joined the society in the year 1996 are considered "The Founding Members." They are named in Volume 1, Number 1 of the first LINKS journal.
 7. Youth membership: any person seventeen years of age or younger. This membership shall be free until the person reaches the age of eighteen.
 8. Students at Saint Michael's College in Colchester, VT are allowed free use of our facilities during regular hours of operation.
- c. Membership records shall be maintained by the President or a designee. Records shall include a membership number which is assigned consecutively from number one. A permanent ledger of membership numbers shall be maintained. A membership number, once used, will not be assigned to a different member, but will be reassigned to the original member should application for reinstatement be made.

- d. Membership lists are the exclusive property of the Society, and will not be sold, lent, or given to non-members without the approval of the Board of Directors. Members of the Society shall have access to membership lists at any time, provided that the use of this information shall be to aid the member in genealogical research. Institutional members must apply to the Board of Directors in writing for any information on individual members.

Section 2. Dues:

- a. The rate of assessment of dues shall be minimal, commensurate with the financial obligations of the Society and the scope of the services provided, as approved by the Board of Directors.
- b. No additional assessments shall be made upon the membership. Requests for voluntary contributions shall be encouraged at the direction of the Board of Directors.
- c. Dues shall be paid to the Treasurer.
- d. When new members join the Society their annual dues will be assessed starting with the first of the next month and become due each year on the first of that month. New members will receive the next journal published.

Section 3. Privileges

- a. All members in good standing shall be entitled to full privileges, as provided by the Society.
- b. A member will remain in good standing up to 90 days after the individual's dues become payable. Thereafter such a member will be treated as a non-member and subject to respective fees for services provided.

ARTICLE IV – OFFICERS

Section 1. Composition

- a. There shall be a President, Vice President, Treasurer, Recording Secretary, who shall be, ex officio, members of the Board of Directors. The immediate Past President shall also be a member of the Board. The President may appoint a Corresponding Secretary who will have voice but no vote at Board meetings
- b. A person may hold two offices simultaneously but shall be entitled to only one vote.

Section 2. Vacancies

- a. In the event of a vacancy occurring in the office of the President, the Vice President shall become President.
- b. All other vacancies shall be filled by Board appointment.
- c. In the event that an officer is absent without just cause from three consecutive

meetings in a fiscal year, the position may be declared vacant by the Board and the vacancy filled in accordance with these bylaws.

- d. An officer who has served more than six months in office shall be considered to have served a full term in that office.

Section 3. Functions of Officers

- a. Officers shall perform duties usually performed by such officers and as defined by these bylaws or as directed by the Board.

- b. The President shall:

1. Be the Chief Executive Officer of the Society.
2. Have general charge of the business of the Society, subject to the advice and control of the Board.
3. Execute, with the Recording Secretary and/or the Treasurer, all contracts and instruments.
4. Write a minimum of two messages per year to be published in the Society Journal.
5. Be, ex officio, a member of all committees with the exception of the Committee on Nominations and Elections.
6. Notify each member of the Board of meetings of the Board.

- c. The Vice President shall:

1. Perform such duties connected with the Society as may be assigned by the President or the Board.
2. Be vested with all the powers and shall perform the duties of the President in case of disability or unavailability of the latter.

- d. The Treasurer shall:

1. Keep all necessary records pertaining to the receipts and disbursements of the funds of the Society.
2. Account for all receipts, disbursements, and balances on hand.
3. Execute, in the name of the Society, all membership identification cards.
4. Submit, at the Board of Directors' meetings, a written report to be kept on file.
5. Submit a financial report at each general meeting.

- e. The Recording Secretary shall:

1. Keep minutes of all meetings.
2. Submit at Board meetings the minutes of the previous meeting which will then be kept on file.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Definition

- a. The Board of Directors shall:

1. Be the governing body of the Society between general meetings.

and shall be known as “the Board.”

2. Assume such duties as stated in these bylaws.
3. Consist of nine members, namely the President, the Vice President, the Treasurer, the Recording Secretary, the Immediate Past President and four members elected from the Society membership.

Section 2. Terms of office:

a. Officers

1. The President, Vice President, Treasurer, Recording Secretary and Immediate Past President shall serve on the Board for one-year terms.
2. Two of the four members elected to the Board by the Society membership, shall be elected each year for two-year terms.
3. The resignation of an officer from his/her officer position shall automatically result in resignation from membership on the Board.

b. Vacancies

1. Vacancies on the Board shall be filled by the Board and the term of said vacant appointment shall continue till the next general election of Board members.
2. In the event that a Director is absent without just cause from three consecutive meetings in a fiscal year, the position may be declared vacant, and the vacancy filled in accordance with these bylaws.
3. A member elected to the Board by the Society membership who shall have served more than one year shall be considered to have served a full term in that office.

Section 3. Function of the Board of Directors

a. The Board of Directors shall:

1. Determine policy and set direction of the Society.
2. Perform such other duties as are specified in these bylaws and by the Society membership.
3. Make recommendations to the Society.
4. Establish standing committees.
5. Appoint special committees.
6. Fix the date, time and place of meetings.
7. Recommend a Code of Ethics for adoption by the Society.

Section 4. Meetings

- a. Regular meetings of the Board shall be called at any time and place to be determined by the President of the Board.
- b. Special meetings may be called at any time by the President of the Board or a majority of the Directors.
- c. Notice of regular or special Board meetings, stating date, time and place, shall be mailed, given in person, phoned or e-mailed to the Board members at least two weeks prior to the meeting.
- d. When all Board members are present business may be transacted without prior notice given.
- e. More than half of the then current Board membership shall constitute a quorum. An affirmative vote by a majority of those present shall be necessary to pass any motion or resolution or to elect or appoint a person to any office.

ARTICLE VI - REIMBURSEMENT AND EXPENDITURES

- a. No officer or other Board member shall be entitled to salary, bonuses, or other remuneration for services performed, except for out-of-pocket expenses incurred as a result of performance of extra-curricular duty which had been ordered by the Board. Travel expenses to and from meetings are not subject to reimbursement.
- b. No part of the net earnings of the Society shall inure to the benefit of any member, Director or officer, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society), and no member, Director or officer, or any private individual shall be entitled to share in the distribution of any of the Society's assets upon dissolution.
- c. Board members must get the approval of the Board of Directors before purchasing or ordering anything other than the usual purchases and supplies in the name of the Society. This may be done at a Board meeting or the President can poll the Directors for verbal approval of said expenditures from at least five directors and/or officers.

ARTICLE VII – MEETINGS

Section 1. General Meetings

- a. Each year there shall be at least one general meeting of the members of the Society. It shall be held in the fall of the year.
- b. The meeting shall be the annual regular business meeting of the Society and the elections of the officers and Directors shall be held at that meeting.
- c. The date, time and place of **a** general meetings shall be determined by the Board.
- d. Notice of the date, time and place of the **a** general meeting shall be mailed to each member in good standing not later than three weeks prior to said meeting.

Section 2. Special Meetings

- a. Special meetings of the Society membership may be called and held at such date, time and place as requested by the President and approved by a majority vote of the Board.
- b. Notice of such meetings, stating date, time, place and purpose, shall be given in the same manner as notices of general meetings.
- c. Request for a special meeting may be made by petition of twenty-five or more current members, and such request must include the purpose of the special meeting.
- d. The Board of Directors, upon receipt of such request shall, within forty-five days, set a date, time and place for the meeting.

Section 3. Quorum

- a. At any duly warned meeting a quorum shall consist of those in attendance, in addition to a majority of the Board of Directors.
- b. A majority vote of those in attendance, with a majority of the Board of Directors present, shall be necessary for the passage of any motion, resolution, or for the election of a person to any office.

Section 4. Order of Business

- a. The order of business at the annual business meeting shall be as follows:
 1. Welcoming remarks by the President of the VT-FCGS
 2. Roll call of Board members.
 3. Written report of the Treasurer.
 4. Nominations for Officers and Directors
 5. Elections.
 6. Other business

ARTICLE VIII - NOMINATIONS AND ELECTION OF OFFICERS

Section 1. Nominations for Officers and Directors shall be made from the floor at the annual meeting.

Section 2. At the annual meeting, the members shall elect, by secret ballot, a full slate of officers and of Directors. However, if there shall be but one candidate for any office, the vote may be taken by voice vote.

Section 3. Elections

- a. A majority vote of those in attendance shall be required for the election of any officer or Director, or the slate as a whole.

- b. In case of a tie, an additional vote shall be taken
- c. The term of office shall begin at the beginning of the next fiscal year.

ARTICLE IX - COMMITTEES AND APPOINTMENTS

Section 1. Definition

- a. There shall be standing committees which shall assume such duties as specified in these bylaws, and such other duties as may be assigned by the Board.
- b. These committees shall be established when deemed necessary by the Board.

Section 2. Appointments

- a. The President of the Board may to appoint, subject to the approval of the Board, Chairperson of the Library Committee, an Acquisitions Supervisor, a Webmaster, a Journal Editor, a Volunteer Coordinator, a Publicity Supervisor, a Correspondence Secretary, a Query Supervisor, and a Sales Supervisor and other functional positions as may be deemed necessary. Persons thus appointed shall not be restricted to the limitation of one year of service but shall be in tenure at the pleasure of the Board.

Section 3. Special Committees

- a. Appointment to special committees shall be made by the President with the approval of the Board.

Section 4. Composition

- a. A standing committee shall consist of a number of members as determined by the Board.
- b. The Chairperson of a standing committee shall appoint such members of the committee who shall serve until their successors are appointed.
- c. Absence without just cause from three meetings in a fiscal year may constitute a resignation. Any vacancy shall be filled by the Board.

Section 5. Committee on Bylaws

- a. The committee shall study suggestions for amendments it shall have received.
- b. The committee shall review the bylaws annually and make recommendations regarding same to the Board.

Section 6. Committee on Nominations and Elections

- a. The Committee on Nominations and Elections shall consist of a Chairperson and three members who shall be appointed by the President prior to the general meeting.
- b. The Chairperson shall conduct the nominations and elections in accordance with the bylaws.

Section 7. Committee on Ethics and Legislation

a. The Committee on Ethics and Legislation shall:

1. Interpret the Code of Ethics for genealogists.
2. Formulate and recommend revisions to same.
3. Devise methods for implementation and enforcement of the Code.
4. Be accountable to the Board and submit a report at the general meeting.

Sections 8. Committee on Library

The Chairperson shall:

1. Be accountable to the Board.
2. Subject to the approval of the Board, be responsible for acquisitions, cataloging, and organization of the Library.
3. Have custody of the holdings, books, other written or printed matter, and equipment.
4. Have control over members' access to the Library holdings.
5. Maintain an inventory of all Society property.
6. Direct any assistant volunteers in Library activities.

ARTICLE X - OFFICIAL PUBLICATION

Section 1. Title

- a. The "LINKS" shall be the official journal of the Society and shall be published bi-annually or as determined by the Board, and shall be provided to each member by VT-FCGS, or as stated in ARTICLE III.
- b. The Society's publication may be exchanged with another institution which publishes a journal if that institution's objectives are in accordance with those of the Society. A list of exchange institutions will be maintained by the Society.

ARTICLE XI – AMENDMENTS

Section 1. Amendments with notice

- a. These bylaws may be amended at any general meeting, or at any special meeting called for that purpose, by a two-thirds vote of the members present and voting.
- b. Members shall be notified by mail of any recommended bylaws changes at least two weeks prior to the date of said meeting.
- c. All suggestions for amendment to these bylaws shall be referred to the committee on bylaws for study.
- d. Amendments proposed by the committee on bylaws shall be in the hands of the Board of Directors at least two months prior to the scheduled general or special

meeting, and shall be subject to review by and approval of the Board.

Section 2. Amendments without notice

- a. These bylaws may be amended without previous notice given, at any general meeting by ninety-nine percent of the members present and voting.

ARTICLE XII - FISCAL YEAR

Section 1. The fiscal year shall be from November 1 through the next October 31.

Section 2. At the end of the fiscal year the account books of the Society shall be audited and a written report shall be made to the members in the next communication to the membership.

ARTICLE XIII - USE OF NAME

The VT-FCGS has the sole and exclusive right and use of the name:
VERMONT FRENCH-CANADIAN GENEALOGICAL SOCIETY.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in the most recent revision of ROBERT'S RULES OF ORDER shall govern meetings of the Society in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XV – DISSOLUTION

In the event of dissolution, all of the then remaining assets and property of the VERMONT FRENCH-CANADIAN GENEALOGICAL SOCIETY shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Vermont.

Any material not belonging to the Society or on "permanent loan" to the Society shall be returned to its legal owners.

In the year in which this organization is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.