

# **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 corporation with a mailing address of PO Box 1394, Harwich, Massachusetts 02645.

## **ARTICLE II OBJECTIVES**

The Objectives of the Society shall be:

1. To promote an interest in genealogy.
2. To maintain, develop and make available to members and the general public a collection of materials relating to genealogy, with the emphasis on Cape Cod and New England, and including both published and unpublished materials.
3. To instruct members in the art and practice of genealogical research and compilation.
4. To publish genealogical and historical information.

The Society is organized exclusively for educational and research purposes, including the distribution of genealogical information to libraries and organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Law.

No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Society is authorized and empowered to pay reasonable compensation for services rendered, subject to the restrictions of Section 5.10 and Section 6.5, and to make payments and distributions in furtherance of the purposes set forth in this Article II.

No substantial part of the activities of the Society shall be the promulgation of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the Society shall carry on only activities permitted to be carried on a) by an organization exempt from Federal Income Tax under Section 510(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue Law; or b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Law.

## **ARTICLE III MEMBERS**

**3.1 Qualifications.** All applicants interested in furthering the objectives of this Society shall be accepted for membership upon submission of a completed application form and the payment of dues.

**3.2 Requirements.** Members are required to pay annual dues. The amount of these dues shall be determined by the Board of Directors. These dues are due and payable on January 1<sup>st</sup> of each calendar year. If dues have not been paid by March 1<sup>st</sup>, the member shall be sent a reminder notice by the Membership Chairman and his or her subscription to Society publications shall be suspended as of that date. If dues are not paid by July 1<sup>st</sup>, 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.

**3.3 Classes.** Classes of membership and dues shall be determined by the Board of Directors.

**3.4 Honorary Life Membership.** An Honorary Life Membership with full voting privileges 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 the majority of the Board of Directors. Upon approval of the Board of Directors, the nomination must be approved by a three-fourths (3/4) vote at a membership meeting.

## **ARTICLE IV MEETINGS**

**4.1 Place.** All meetings of the members shall be held at such place within the Commonwealth of Massachusetts as is named by the Board of Directors.

**4.2 Membership Meetings.** The members shall hold a monthly meeting each month excepting July and August on a day set by the Board of Directors. In the case of an emergency, however, a meeting or meetings may be canceled or rescheduled by the Board of Directors.

**4.3 Annual Meeting.** The membership meeting in June shall be known as the Annual Meeting, where the Society's officers, the Nominating Committee, and Directors-at-Large whose terms are expiring shall be elected. The specific date in June, the time, and the place of the meeting shall be fixed by the Board of Directors, and notice given to each member at least ten (10) calendar days before said meeting.

**4.4 Special Meetings.** Special meetings may be called by the President, the Board of Directors, or upon the written request of at least ten (10) members in good standing.

**4.5 Notice.** For members who have filed their e-mail addresses with the Membership Chair, notices of all meetings at which items shall be voted upon, or their rescheduling, if required, shall be delivered by e-mail. This notice shall include a description of the matters upon which a

vote shall be taken. All other members shall be so notified by regular mail. All such notices shall be given at least ten (10) calendar days prior to such meeting.

**4.6 Quorum.** Twenty-five (25) members shall constitute a quorum.

**4.7 Voting.** At all meetings of the members, every member shall be entitled to vote. The vote of a majority of the members present and voting shall, except where a larger majority vote may be required by law, the Articles of Organization or these bylaws, decide any question brought before the meeting. Voting in elections shall be by ballot with a candidate needing a plurality of the valid ballots cast in order to be elected. In cases where there is but a single nominee for each office or position, the election can be accomplished by passing a motion that the nominee or nominees be elected.

## **ARTICLE V OFFICERS**

**5.1 Enumeration:** The Officers of the Society shall be a President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.

**5.2 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.

**5.3 Officers.** The members at the Annual Meeting shall elect a President, Vice President, Treasurer, Recording Secretary (Clerk), and Corresponding Secretary who shall hold office for one year or until their respective successors are elected.

**5.4 President.** The President shall be the Chief Executive Officer of the Society and as such shall have charge of the affairs of the Society subject to the supervision of the Board of Directors and shall preside at all meetings at which he or she is present. The President shall also:

- Preside at all meetings of the membership.
- Appoint chairpersons of all Standing Committees and a Financial Reviewer, with the approval of the Board of Directors, excepting the Nominating Committee which is elected.
- Sign, with the Recording Secretary/Clerk, all contracts, documents authorized by the Society.
- Sign, with the Treasurer, checks for the authorized disbursements on behalf of the Society over \$500.00.
- Be an ex-officio member of all committees, except the Nominating Committee.

**5.5 Vice President.** The Vice President shall assist the President and, if willing, assume all the President's responsibilities for the remainder of his or her term should he or she be unable to do so. The Vice President normally serves as Chairperson of the Program Committee.

**5.6 Treasurer.** The Treasurer shall be the Chief Financial Officer of the Society. The Treasurer shall:

- Be custodian of all funds of the Society.

- Maintain a checking account in the name of the Society for receipt of dues, etc. and payment of bills. The account shall have the signature privilege of the President or Treasurer.
- Maintain adequate financial records.
- Present a statement of finances at each meeting of the Board of Directors.
- Provide copies of these reports upon request to any member.
- Complete necessary Commonwealth of Massachusetts and Federal Reports.
- Submit the Treasurer's books to be reviewed by the Financial Reviewer immediately prior to the Annual Meeting each year.

**5.7 Recording Secretary.** The Recording Secretary (Clerk) shall be the custodian of records of the Society except such as are specifically assigned to others. In addition, the Recording Secretary shall keep a record of the proceedings of the Society, and keep and have available for reference at all meetings, one book in which copies of the Society's Articles of Organization, Roster of Committees, and bylaws are kept current. The Recording Secretary of the Society shall also maintain a current list of all Standing Committees, their members and each committee's responsibilities.

**5.8 Corresponding Secretary.** The Corresponding Secretary shall:

- Conduct the correspondence of the Society.
- Maintain a file of Society correspondence.

**5.9 Financial Reviewer.** The Financial Reviewer is appointed by the President and approved by the Board of Directors, and shall conduct the yearly review of the financial books of the Society and submit his or her report to the Board of Directors prior to each Annual Meeting

**5.10 No Right to Compensation.** Unless otherwise provided in these bylaws, no officer shall have any right to any compensation outside of reimbursement for out-of-pocket expenses as reasonably determined by the Board of Directors.

**5.11 Resignation.** Any officer may resign at any time by giving his or her resignation in writing to the President.

**5.12 Removal of Officers.** Officers may be removed from office at any time with or without cause by a three-fourths (3/4) vote of the members at a special meeting. Following such removal the membership shall vote for an interim officer to serve in the removed person's place pending new elections at the Annual Meeting.

## **ARTICLE VI BOARD OF DIRECTORS**

**6.1 Enumeration.** The Society shall have a Board of Directors consisting of not more than fifteen (15) members who shall have the powers and duties of a Board of Directors under Massachusetts law. The Board of Directors shall consist of the five (5) Officers of the Society, the immediate past president, the Chairpersons of the Education, Publications, Programs,

Membership, and Library Committees, plus four (4) Directors-at-Large elected by the membership.

**6.2 Qualifications.** No person shall be elected, appointed, or continue to serve as director, unless that person is a member in good standing and has been a member of the Society for one year.

**6.3 Chairperson of the Board of Directors.** The President of the Society as elected under these bylaws shall preside over the Board of Directors as its chairperson for his or her term as President.

**6.4 Powers.** The Directors shall be responsible for the general management and supervision of the Society except with respect to 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 those general powers identified above, the Board of Directors shall:

- Approve membership meeting programs and projects as recommended by the Program Committee.
- Authorize expenditures in excess of \$500.00 for a single disbursement.
- Establish and direct committees, appoint committee members and approve committee chairpersons as appointed by the President.

**6.5 No Right to Compensation.** Unless otherwise provided in these bylaws, no director shall have any right to any compensation outside of reimbursement for out-of-pocket expenses as reasonably determined by the Board of Directors.

**6.6 Vacancies.** Any vacancy occurring among the Board of Directors or officers shall be filled until the end of the term of the replaced board member or officer by a vote of the remaining board members. The person filling a presidential vacancy must have previously been, or currently be, a director of the Society.

**6.7 Sponsors, Benefactors, Contributors, Advisors, Friends of the Society.** Persons or groups of persons designated by the Board of Directors as sponsors, benefactors, contributors, advisors or friends of the Society or such other title as the Board of Directors deems appropriate shall, except as the Board of Directors otherwise determines, serve in an honorary capacity. In such capacity, they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

**6.8 Directors-at-Large.** The candidates for Directors-at-Large shall be included in the slate of nominees which are voted on at the Annual Meeting when their terms expire. The Directors-at-Large shall each have a term of two (2) years and can run for the office of Director-at-Large for an unlimited number of terms. The terms of the Directors-at-Large shall be staggered so that two Directors-at-Large are elected each year. Removal of a Director-at-large may be accomplished by the procedure applicable to the removal of Officers as described in Section 5.12.

## ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

**7.1 Meetings.** There shall be at least five (5) regular meetings of the Board of Directors annually in Massachusetts. The date, time and place of each meeting shall be determined by the board. Meetings of the Board of Directors are open to all members of the Society.

**7.2 Special Meetings.** Special meetings of the Board of Directors may be called by the President or by the written request of three directors.

**7.3 Notice.** Four (4) days advance notice is needed for special meetings of the Board of Directors.

**7.4 Agenda.** The agenda for each board meeting shall be prepared in advance by the President. It shall be amended, if necessary, and adopted as the first order of business at each meeting. The agenda shall, at a minimum, include the approval of the minutes of the previous meeting, a report by the Treasurer and any other officers or committee chairs who have business to report. All actions and decisions of the Board of Directors shall be accomplished by means of passed motions that are duly recorded in the minutes.

**7.5 Quorum.** A majority of the Board of Directors shall constitute a quorum.

**7.6 Action by Consent.** Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing, including electronic mail reflecting such consent, and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

**7.7 Telephone Conference Meeting.** Members of the Board of Directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation by such means shall constitute presence in person at a meeting.

**7.8 Vote of Interested Directors.** A director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the Society contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall vote on such contract or transaction, but he or she shall be counted for the purpose of determining a quorum. The affirmative vote of the disinterested directors shall be required before the Society may enter into such contract or transaction.

In case the Society enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, trustee, director, officer or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such directors have or may have interests therein that are or might be adverse to the interests of the Society. No director, having disclosed such adverse interest, shall be liable to the Society or to any creditor of the Society or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

Notwithstanding the foregoing, nothing in this section shall require a director who is a member, stockholder, trustee, director, officer or employee of an affiliate of the Society to disclose his or her relationship with such affiliate in connection with a discussion of, or vote on, any matter dealing with such affiliate and such relationship shall not be deemed a conflict of interest for any purpose, unless otherwise expressly determined by an affirmative vote of the directors then in office.

## **ARTICLE VIII COMMITTEES**

**8.1 *Standing Committees.*** The Standing Committees shall be as follows:

- **Membership Committee:** The Membership Committee shall collect annual dues, keep a record of members and membership numbers, and issue membership cards. It shall also send reminder notices to those members whose dues are not paid.
- **Program Committee:** The Program Committee shall plan the monthly programs and activities for the coming year and present the same to the Board of Directors for approval.
- **Education Committee:** 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 a survey of interest from the Society membership from time to time. Educational experiences are usually open to members and non-members, and are designed to enhance the genealogical expertise of participants as well as to recruit possible new Society members.
- **Publication Committee:** The Publication Committee shall be responsible for soliciting and editing articles and information for Society publications and for printing and mailing such publications.
- **Library Committee:** The Library Committee advises the Librarian on the policies and operations of the Genealogy Room. The committee assists with planning and setting priorities and may assist with administrative functions, such as staff scheduling, training and subscription renewals. At least two of the committee members should be active volunteers at the Genealogy Room.

**8.2 *Appointed Committees.*** The Board of Directors may establish such other committees as may be necessary or appropriate to further the purposes of the Society, and may approve committee chairpersons appointed by the President and appoint committee members. Committees may be composed of members or non-members. Committees shall report to the Board of Directors.

**8.3 *Elected Committee.*** There shall be a Nominating Committee consisting of three (3) members elected at the Annual Meeting each year. This committee shall bring in the slate of officers, Directors-at-Large, and the Nominating Committee for the following year. The slate so recorded shall constitute the nominees of the Society for the Annual Meeting elections. Additional nominations by members may be received from the floor of the Annual Meeting.

**ARTICLE IX  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Society shall, to extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the Society, or any of its subsidiaries, or who at the request of the Society may serve or at any time has served as a director, officer or director of, or in a similar capacity with another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized the Society or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Society, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Society of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make payment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Society if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Society, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the Society approves the payment of indemnification, such director shall be wholly protected, if:

- The payment is approved or ratified by (a) a vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, or by (b) a vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full Board of Directors (in which selection directors who are parties may participate), or by (c) a vote of the members of the Society if disinterested; or
- The action is taken in reliance upon the written opinion of independent legal counsel (who may be counsel to the Society) appointed for this purpose by a vote of the directors; or



- The payment is approved by a court of competent jurisdiction; or
- The directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly and in any event within thirty (30) days, after the receipt by the Society of a written request thereof from the person to be indemnified, unless with respect to a claim for indemnification the Society shall have determined that the person is not entitled to indemnification. If the Society denies the request or if payment is not made within such 30 day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Society.

The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this Article shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Society, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the Society who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Society.

The right of indemnification under this article shall be in addition to and not exclusive to all other rights to which such director or officer or other person may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Society employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

## **ARTICLE X FISCAL YEAR**

The fiscal year of the Society shall end on June 30<sup>th</sup> in each year.

## **ARTICLE XI AMENDMENTS**

Bylaws may be adopted, deleted or amended by the Board of Directors subject to the ratification by a two-thirds (2/3) vote of the members at a meeting of the Society. A resolution setting forth the proposed amendments and/or revisions shall be sent to each member of the Society not less than thirty (30) days prior to the meeting. Further adoptions, deletions or amendments may be

presented in writing from the floor at such a meeting. Any proposed amendment, alteration or repeal of a bylaw by the Board of Directors as provided for in this article shall not be adopted unless and until ratified by a vote of the membership.

**ARTICLE XII  
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 current members to be notified of the time, place and reasons for the meeting, at least thirty (30) days in advance.

If dissolution is approved by a three-fourths (3/4) majority vote of members present and voting, the Board shall direct the payment of liabilities, arrange for distribution of all the remaining assets and property of the Society to such organization 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 this Society was formed and to provide for the return to the rightful owners of any property in temporary custody of the Society.

No member or Honorary Life Member of the Society, or, pursuant to Section 6.5, sponsor, benefactor, contributor advisor or friend of the Society shall be entitled to share in the distribution of any of the Society assets upon dissolution of the Society.

**ARTICLE XIII  
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 these bylaws and any special rules of order the Society may adopt.

The foregoing revised bylaws were adopted by the Board of Directors at the meeting of the membership on \_\_\_\_\_ pursuant to Article XI of the bylaws in effect at the time of the ratification.

Signed by:

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David Martin  
President

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Ellen Geanacopoulos  
Clerk/Recording Secretary  
Date: \_\_\_\_\_