

*Wabash Valley Genealogy Society, Inc.*

*Bylaws*

*As Originally Adopted 12 July 2004*

*And as*

*Amended 14 November 2005*

*Amended 13 November 2006*

*Amended 12 November 2007*

*Amended 11 January 2010*

*Amended 09 May 2011*

*Amended 14 May 2012*

*Amended 14 March 2016*

# Wabash Valley Genealogy Society, Incorporated

## Bylaws March 14, 2016

### Table of Contents

#### **Article I: Name, Official Year, Address, and No Debt Policy**

- Section 1. Name Page 4
- Section 2. Address Page 4
- Section 3. Financial Page 4
- Section 4. Partnerships Page 4

#### **Article II: Service Areas and Purposes**

- Section 1. Service Areas Page 4
- Section 2. Purpose Page 4

#### **Article III: Membership**

- Section 1. Membership Types Page 5
- Section 2. Membership Dismissal Page 5

#### **Article IV: Meetings**

- Section 1. Society Annual Meetings Page 6
- Section 2. Regular Society Meetings Page 6
- Section 3. Special Society Meetings Page 6
- Section 4. Board of Directors Regular Meeting Page 6
- Section 5. Corporation Meetings Page 6

#### **Article V: Officers and Executive Board of Directors / Elections**

- Section 1. President Page 7
- Section 2. Vice-President Page 7
- Section 3. Secretary Page 7-8
- Section 4. Treasurer Page 8
- Section 5. Directors-at-Large Page 8
- Section 6. Membership Manager Page 8
- Section 7. Vacancies and Impeachment Page 8-9
- Section 8. Past Presidents Page 9
- Section 9. Board of Directors Page 9

#### **Article VI: Committees**

- Section 1. Designated in WVGS Standing Rules Page 9
- Section 2. President's Role Page 9
- Section 3. Presidential Selection of Committee Chairs Page 9
- Section 4. Nominations and Elections Page 9

#### **Article VII: Rules and Procedures**

- Section 1. Society Page 9
- Section 2. Membership Page 9-10

**Article VIII: Amendments**

Section 1. Proposals for Amendments Page 9

Section 2. Procedures for Amendments Page 10

**Article IX: Non-Profit Status Page 10**

**Article X: Indemnification Page 10**

**Article XI: Dissolution**

Section 1. Mandate to Dissolve Page 10

Section 2. Petition to Dissolve Page 10

Section 3. Disposal of Society Assets Page 10-11

**ARCHIVED**

# *Wabash Valley Genealogy Society, Incorporated*

Bylaws Effective March 14, May 2016

## **Article I: Name, Official Year, Address, and No Debt Policy**

Section 1. The name of this organization shall be Wabash Valley Genealogy Society (hereafter identified as Society). The annual and fiscal years of this Society begin January 1.

Section 2. The official address of this Society shall be: Wabash Valley Genealogy Society, P.O. Box 9347, Terre Haute, Indiana 47808-9347. The email address is [wvgs@inwvgs.org](mailto:wvgs@inwvgs.org) and the website address [www.inwvgs.org](http://www.inwvgs.org). The Society does not maintain a telephone or fax service beyond those of the consenting officers.

Section 3. This Society will not have any power to enter into any debts or loans of monies for any reason, but may accept membership fees, prepaid service payments, and/or donations under the provisions and privileges of its non-profit corporation rules.

Section 4. This Society will have the power to enter into a Partnership with other Organizations for any reason that helps to maintain the purpose of the Wabash Valley Genealogy Society as described in Article II, Section 2, Purposes, and does not interfere with the non-profit status of the Society, nor violate the Society's *No Debt Policy* as described in Article 1, Section 3 above.

Additional policy and procedures defining and governing Partnerships are to be found in the WVGS Standing Rules, Article 3. Partnerships.

## **Article II: Service Areas and Purposes**

Section 1. Service Areas: The Society's geographical area is intended to serve the counties of Clay, Parke, Putnam, Sullivan, Vermillion, and Vigo of the state of Indiana. Also intended to serve the Illinois counties of Edgar, Clark, and Crawford.

Section 2. Purposes: The purposes of the Society shall be the promotion of genealogical and family history research and education, with specific focus upon the following:

- A. Fostering an interest in genealogy and family history throughout the area of the Society.
- B. Providing educational activities and programs to enrich genealogy research and resources in general, but in the geographical area of this Society in particular.
- C. Facilitating the research and resources related to genealogy in general, but in the geographical area of this Society in particular.
- D. Promoting and supporting volunteer efforts that enrich the efforts and/or resources of the geographical areas served by this Society.
- E. To offer various enrichment and encouragement activities related to genealogy to Society active members.

## **Article III: Membership**

**Section 1.** Membership Types: There shall be three types of Society members.

A. Regular Members: Regular Members are individuals who are current in Society dues and fees, and support the activities of the Society with usual attendance at Society events and/or provide contributions of genealogy value or general support to the Society. Regular Members are entitled to voting and serving as officers and/or committee chairpersons. They shall receive all general Society communications and be entitled to Member privileges as designated by the Society Board of Directors in all functions of the Society. There are two classes of Regular Members as follows:

1. Individual: One person entitled to one vote, one event notice to all Regular Members, and one copy of Regular Member communications. Individual Regular Member annual dues are \$15 if they have an email address for Society communications or \$25 if their Society communications must be via hard copy and/or U.S. postal mail.

2. Family: Persons living at the same address qualify as Regular Family Members with only one vote in all Society matters (any of those listed may cast that one vote, but any adult Regular Family Member is eligible to hold Society offices). Regular Family Member annual dues are \$20 if they have one email address or \$30 if their Society communications must be via hard copy and/or U.S. Postage. Family memberships receive only one copy of all Regular Members communications, but all family members are entitled to any special Family Membership registrations and fees to events of this Society.

B. Associate Members: Individuals, or groups, or businesses who are current with Society dues and fees with a desire to support the Society and to receive regular member Society publications and news may be Associate Members of the Society. They are not entitled to Society votes in elections to any Society business and are not eligible to hold elective offices in the Society. Associate Member annual dues are the same as Family Membership annual dues.

C. Honorary Members: The majority of the Board may nominate Individuals as a Lifetime Honorary Member of this Society for outstanding contributions to genealogy. Qualification is intentionally not detailed. This nomination shall be announced to the Society at least 30 days prior to an annual or special Society meeting where the nomination will be presented. Selection will require 2/3 vote of the current Regular Membership present at the Annual or Special Society meeting where that nomination is presented for approval. Lifetime Honorary Members pay no annual dues and have no Regular Member voting privileges unless otherwise a Regular Member of this Society.

**Section 2.** Membership Dismissal: In any case where any member of the Society is deemed by the unanimous vote of the Board of Directors a serious detriment to the Society, that membership may be terminated by the Society. Any Regular Membership so terminated may request to the Board of Directors and opportunity to appeal to a special hearing of the Board of Directors and all Standing Committee Chairpersons (called the Appeals Committee) at a time and place of mutual convenience announced by the Society President who shall preside at such a hearing unless the Board of Directors recommends a different Chairperson from the Board of Directors. At an appeal hearing the discussion must not exceed one hour and will conclude with a simple vote aye or nay to confirm the recommendation of the Board of Directors. A 2/3 vote of the present Appeals Committee will constitute the Society's final solution to dismissal matters.

## **Article IV: Meetings**

**Section 1.** Society Annual Meeting: There shall be an Annual Meeting of the Regular Members of the Society on a date and location to be determined by the WVGS Board of Directors. The WVGS Board of Directors will announce the date and place of the Society Annual Meeting by email or U.S. mail to the general membership at least two weeks in advance of that date. The Annual Meeting of the Society shall be chaired by the Society President (or in absence of the President, by the Society Vice-President). The current edition of "Robert's Rules of Order" shall be respected in proper conduct of the Annual Meeting. It shall be the specific purpose of the Society Annual Meeting to accomplish at least the following tasks:

- A. Elect officers for the following calendar year.
- B. Approve a Budget for the following calendar year.
- C. Conduct any other official Society business put before the membership.

**Section 2.** Regular Society Meetings: Bi-monthly meetings will be held on the second Monday, at 6:30 p.m. (Indiana time) at VCPL, unless notified otherwise.

**Section 3.** Special Society Meetings: With at least ten days advanced notice to all Regular Members of the Society by email (using the email address on file with the Society) or by postal delivery to the member (at the Society address on file when a member does not have an active email address on file with the Society), there may be Special Meetings of the Society called by the majority of the Board of Directors or by any ten Regular Members who formally in written petition request to the Board of Directors a Special Meeting of the Society. Special Meetings must be limited to the announced purposes of the Special Meeting and be conducted by the Current Board of Wabash Valley Genealogy Society Directors who shall designate the presiding Chairperson of the Special Meeting, usually the current Society President (unless the Board deems appropriate to designate a different officer) to preside over the Special Meeting).

**Section 4.** Board of Director Regular Meetings: The elected Board of Directors, hereafter referred to as the Board, shall meet at least monthly. The Board consists of nine members: President, Vice-President, Secretary, Treasurer, Membership Director, and four Directors-at-Large. The purpose of these meetings is to conduct the business of the Society within these Bylaws and Articles of Corporation.

Elected officers shall each have one vote at all meetings of the Board of any type or time and majority vote of a quorum constitutes official Board action unless otherwise specified in these Bylaws. Those present at the duly called meetings will constitute a quorum if there is a minimum of five officers present. All Board meetings will be chaired by the Society President or, in absence of the President, by the Vice-President. All official actions of the Board will be recorded and distributed to the Society at the earliest feasible Society regular news bulletins, but also be available within ten days upon request by any Regular Member to the Society Secretary. Meetings of the Board may be recessed to a time and place selected by majority vote of the Board members. The President (or Vice-President if the President is unable to provide the call) may call added meetings of the Board with ten days notice to all Board members, stating the initial purpose of the added meeting. However, at such added meetings the Board may, by majority vote of those present, also consider any business of the Board.

**Section 5.** Corporation Meetings: This Board shall also serve as the Board of Directors for the current Society Articles of Corporation. Others may attend the Board meetings only with the approval of the Society President with intent to assure efficient progress at these meetings. Meetings of the Corporation will be conducted similarly to the procedures of Society Annual or Special Meetings.

## **Article V: Officers and Executive Board of Directors**

The elected officers of this Society shall be Regular Members of this Society. If the Society is a chapter member of the Indiana Genealogy Society, the elected Board members must also be, or promptly upon election, become members of that Society also. Those elected officers constitute the Executive Board of Directors of this Society hereafter referred to as the Board.

Elections will be by written, private ballot (without exception) signed by a Regular Member at the Annual Meeting. However, if the Nominating Committee pre-approves a Regular Member request for due cause (such as being hospitalized, etc.) to be allowed an election absentee ballot, the nominating committee may accept a written absentee ballot as much as ten days in advance of the Annual Meeting, but not later than 24 hours prior to the announced opening of an Annual Meeting.

All officers will be elected at the Society Annual Meeting duly called and assume their office functions with induction at the first regular Society meeting of January. However, for the purpose of any and all Society reports required at the end of the calendar year, the active Board is authorized to report the new Board of Directors as officially elected as of their elections at the November Annual Meeting.

Section 1. President: The Society President shall be the official representative of the Society, preside over all Society meetings (regular, special, or Board), and all events of the Society. The President will be a member ex-officio of all committees (regular or ad hoc). The President will have the authority to appoint a designee (typically the Vice-President) to preside over any event or meeting when the President cannot appear for any reason. The President may also appoint any designee as member ex-official to any committee meeting when the President cannot appear. The President shall have one vote on the Board and one vote in all Society meetings.

Unless specifically accepted in these Bylaws (such as Chairperson of the Nominations Committee, the elected Membership Manager, etc), the President will appoint to serve at the pleasure of the President all Committee Chairpersons. The President will have authority to appoint and dismiss Ad hoc Committees, their members, and their Chairpersons who all serve at the pleasure of the President.

The President serves a term of one year and may be reelected to a total of three consecutive terms (four years total). It is permitted for a past President to be nominated for President again only after three years of the end of the last elected term of that person unless by 2/3 vote of the Society present in a special meeting these provisions are waived.

Section 2. Vice-President: The Vice-President shall serve as President of any official Society meeting, Board meeting, Society event, or Society representation at the request of the President or in absence of the Society President when approved by the majority of the Board.

The Vice-President shall serve as the Society Nominating and Elections Committee Chairperson.

The President may request the Vice-President to perform special services for the Society; however, the Vice-President shall have only one vote in the Board, regardless of the services performed by request or designation of these Bylaws.

The Vice-President is elected for one year, but may be reelected to that office for three terms (total four years). After two years since the end of the last term of this office, the Vice-President can be eligible for nomination as Vice-President.

Section 3. Secretary: The Secretary shall have one vote on the Board. The Secretary shall create for approval in writing, at the next following Board meeting, the official minutes of the previous Board and assure proper distribution of the official actions of the Board to the Society within ten days before Board or Society meetings. There will be at least one copy of all official minutes of the Society and/or Board

minutes submitted to the Archive Committee within ten days of any official meeting of those groups. The Secretary will also serve as recording and corresponding Secretary for the Board and/or the President.

The Secretary will be responsible for the production and distribution (via postal and email) of all even-month bi-monthly BULLETINS and necessary WVGS notices from contributions of the President, Board Members, Chairpersons, and Board approved submissions from general members.

The Secretary is elected for one year, and is eligible for re-election for multiple terms.

Section 4. Treasurer: The Treasurer shall be a co-signer with the Society President and/or Vice President of all Society checking and/or savings accounts or Society payments; chair the Society Financial Committee, and provide a written financial report at each Annual Meeting of the Society, every regular Board meeting, and at any special meeting of the Society or Board upon request of the presiding officer. If the Board deems it to be prudent for the Society, the Treasurer may be bonded. The Treasurer is elected for one year, and is eligible for re-election for multiple terms.

Section 5. Directors-at-Large: There shall be elected six Directors-at-Large, each serving two years; three shall be elected in odd years and three in even years with the intent of providing Board continuity and ample personnel for delegated Board tasks. Two new Director-at-Large positions will be filled by the President from WVGS members in good standing. One will be for the term ending December 31, 2016. One will be for the term ending December 31, 2017. Thereafter, terms will be for the usual two year terms. Directors shall have one vote at all Board meetings. The President shall appoint one Director-at-Large to serve as a voting member of the Nominations Committee, another Director-at-Large to a voting position on the Finance Committee, another Director-at-Large to a voting position on the Program Committee, and a fourth Director-at-Large to a voting position on the Membership Committee. Directors-at-Large may be reelected one time (total four years) and may serve in that capacity for re-election only after two years since their last service in that position.

Section 6. Membership Manager: Elected for a one year term and eligible for re-election for multiple terms, the Membership Manager is a voting member of the Board who automatically serves as Chairperson for the Society Membership Committee. It is the specific function of the Membership Manager to recruit and promote Society memberships, to assure a current and accurate membership roster at all times, and to report to the Board any deceased individual Regular Member. When known, the Membership Manager will also alert the Board of any special event of any Regular Member deemed by the Manager of particular Board recognition, such as public honors, family deaths, etc.

#### Section 7. Vacancies and Impeachment

A. President: Upon the unexcused absence of the President for three consecutive official Society meetings (regular, special, or Board), or events of the Society; or upon any circumstance that the President is unable to continue to function and serve as the President of the Society, the Vice-President shall call for a Board Special Meeting for the Replacement of President.

At the Board Special Meeting for the Replacement of President, the Board shall affirm that the vacancy circumstances are valid, and if so affirmed by the Board, the Vice-President shall become the President of the Society with all the authority and responsibilities of the office for the remainder of the term.

B. All Other Officers: Any Other Officer (Vice President, Secretary, Treasurer, Membership Manager, or Director at Large), who is absent for three consecutive Board meetings without Board excuse, or upon any circumstance that the Officer is unable to continue to function and serve in the elected duties of that position, that position will be deemed vacant. Such vacancies will



be filled by appointment by the President to serve the remaining term of the replaced officer with identical authorities and duties.

C. Impeachment: Any officer who, in the unanimous opinion of the remainder of the Board, does not represent the Society with public honor and dignity (specifically to include conviction of any criminal felony behavior) may be impeached without further Society action.

Section 8. Past President: The immediate Past-President shall be member ex-officio of the Board of Directors with voice, but without vote. The Past-President automatically serves with the Archives Committee. This position is primarily an advisory one, but will hopefully demonstrate active service to assure added continuity in the activities of the Board. The immediate Past-President serves to the last term of the current President unless he/she recruits replacement by another Past-President.

Section 9. Board of Directors: The Society Board is composed of the membership of the elected officers to act in behalf of the Society between Society meetings.

## **Article VI: Committees**

Section 1. Committees of the Society shall be designated in the WVGS STANDING RULES.

Section 2. The President shall be an Ex-Officio member of all Committees except the Nominations and Election Committee.

Section 3. The President shall select and appoint all Committee Chairpersons, except the Chairpersons of the Finance Committee, the Membership Committee, and the Nomination and Election Committee, which are part of the duties of those elected Officers in Article V.

Section 4. The Nomination and Election Committee shall be comprised of three persons: The Vice-President, who shall be the Chairperson, one Director-at-Large, and a Member in good standing.

## **Article VII: Rules and Procedures**

The Rules and Procedures of the Society will rely upon interpretations of our corporation articles, these Bylaws, and the current edition of "Robert's Rules of Order." If necessary, the Society President will appoint a qualified parliamentarian for any issue needing interpretation, but in cases of continued variance in interpretations, the Society President shall have authority to announce a resolution to any issue, including the option to refer to an Ad-hoc Committee for suggestions.

Section 1. Society: The Society will not sell or share any member information for financial gain. If a member requests, their information will not be distributed to outside sources without express member permission.

Section 2. Membership: No member of the Society will sell, distribute, or share any member information for financial gain. Use of Society membership information is for Society activity only.

Unless specifically mentioned otherwise, it is assumed that all procedures of the Society will be based upon Annual Meeting actions, actions of the elected Board functioning within the intensions of the above mentioned guidelines, and guided by the elected President or representatives delegated by the President.

It is desired that this Society will remain active, enriching, and enjoyable in part through the minimal volunteer demands of time, energy, talents, or finances of members, particularly officers and committee

members. It is not desired that the Society become heavily occupied in technical administrative minutia that distract from Society goals.

### **Article VIII: Amendments**

Amendments to these Bylaws can be made with the following procedure by the Society:

**Section 1.** Proposals for Amendments: All proposed amendments will be submitted to the Board, and by the Board, at any regular or special meeting of the Board; or upon receipt of any endorsed and clearly written recommendation of amendment by at least ten Regular Members to the Board. The Board will prepare a formal proposed amendment with explanations and recommendations to the Society within thirty days of recognition of the proposal at the earliest regular meeting of the Board.

**Section 2.** Procedures for Amendments: Upon routine distribution to all Society Regular Members of the proposed announcement by the Board no sooner than 30 days, nor later than 60 days of the announcement, there will be a special Society meeting called by the Board for the specific and sole purpose of Regular Member discussions on the proposed amendment, ending in referral to the Board for their moving the proposal forward to the Society. After this discussion meeting of the Society, the Board will prepare a formal amendment proposal consistent with the intent of the original proposal, adding comments and recommendations to be distributed to the total Regular Membership at least 30 days prior to an Annual or to a Special Meeting called for this matter as described for Special Meetings elsewhere in these Bylaws. At the designated amendment meeting, a vote of 2/3 of present Regular Members at that duly called Society meeting will prevail in the issue. All approved amendments will become effective 30 days following that vote unless there is unanimous vote of the Regular Members present to declare the amendment effective immediately.

### **Article IX: Non-Profit Status**

This Society shall qualify as a non-profit corporation (section 501 (c) (3) of the Internal Revenue Code) with the State of Indiana by virtue of our own approved application (or as a chapter of the Indiana Genealogy Society) and shall maintain that status by continually meeting all requirements for that status and shall limit its activities as required by that status.

### **Article X: Indemnification**

The Society as a non-profit corporation hereby agrees to indemnify and save harmless the directors, officers, employees, agents, and servants from any and all liabilities that said persons may incur as a result of the carrying out of their duties and obligations to the Society, except for willful and malicious injuries to persons or property. The private property of all officers of this Corporation shall be wholly exempt from liability for any and all debts, obligations, and liabilities of the Corporation.

### **Article XI: Dissolution**

**Section 1.** Mandate to Dissolve: If the Society fails to meet at least once per calendar year or its Board fails to meet at least twice per calendar year and the Society does not provide at least two genealogy programs for its membership per calendar year, this Society will be deemed officially inactive and the last elected Board will be responsible for taking all necessary steps in dissolving the Society.

**Section 2.** Petition to Dissolve: If 3/4 of the Regular Members present at any duly called Annual Meeting of the Society vote to dissolve, the elected Board shall be responsible for taking all necessary steps in dissolving this Society.

Section 3. Disposal of Society Assets: In the case that this Society is dissolved, all assets, real or otherwise, shall immediately and completely become the property of the Vigo County Public Library Board of Trustees, hopefully with their concern for needs of the special collections services.

**Article XII: ARCHIVED**

**Filed into WVGS Archives this 14 March 2016.**

**Wabash Valley Genealogy Society, Inc. Officers**

---

P. Timothy Phipps, President, WVGS

---

Patricia Rogers, Secretary, WVGS

**WVGS Bylaws Committee Members**

---

David Bonnett, Treasurer / Administrator - Corporate Organization Manager  
Chairman, Ad-Hoc Committee: Bylaws Amendments

---

Linda Gregory, Membership Manager  
Ad-Hoc Committee: Bylaws Amendments

---

Jennifer Cruse, Past President  
Ad-Hoc Committee: Bylaws Amendments

**Wabash Valley Genealogy Society, Inc.**  
**Special Meeting of the Membership to Amend the WVGS Bylaws**  
**14 March 2016**  
**Vigo County Public Library**  
**6:30p.m.**  
Held prior to Public Program Meeting

**Proposed Language for Partially Amending Article V, Section 5, of the Bylaws of the Wabash Valley Genealogy Society Adopted 12 July 2004, and as Amended from Time to Time Since.**

**Explanation and reasoning for the change in the language to "Article V. Officers and Executive Board of Directors."**

Certain Officers such as the President, the Vice President, and the Directors-at-Large are the true guiding influences on the direction of the activities of the Wabash Valley Genealogy Society. WVGS has grown to approximately 250 members furthering the need for new ideas, guidance, and input to enhance WVGS's future.

Currently there are four Director-at-Large positions, elected by the Society Membership at the Annual Meeting. Two are elected on the even years; two are elected on the odd years. After discussion by the BOD, it was determined that two additional Directors should be added.

**Article V. Officers and Executive Board of Directors: Page 8, May 12, 2012**

**Current Language of the Bylaws with language to be removed in *Bold Italics*:**

Section 5. Directors-at -Large: There shall be elected *four* Directors-at-Large, each serving two years; *two shall be elected in odd years and two in even years* with the intent of providing Board continuity and ample personnel for delegated Board tasks. *To initiate this rotation, the first election shall elect two Directors-at-Large for a one-year term and the other two for the usual two-year terms.* Directors shall have one vote at all Board meetings. The President shall appoint one Director-at-Large to serve as a voting member of the Nominations Committee, another Director-at-Large to a voting position on the Finance Committee, another Director-at-Large to a voting position on the Program Committee, and a fourth Director-at-Large to a voting position on the Membership Committee. Directors-at-Large may be reelected one time (total four years) and may serve in that capacity for re-election only after two years since their last service in that position.

Replacement Language to be added shall read: "There shall be elected six Directors..."

***"three shall be elected in odd years and three elected in even years."***

The following will be deleted from this section:

***"To initiate this rotation, the first election shall elect two Directors-at-Large for a one-year term and the other two for the usual two-year terms."***

Replacement Language to be added shall read:

*“Two new Director-at-Large positions will be filled by the President from WVGS members in good standing. One will be for the term ending December 31, 2016. One will be for the term ending December 31, 2017. Thereafter, terms will be for the usual two year terms.”*

End of the Bylaws Amendments.

There are to be no other changes in the WVGS Bylaws.

David L. Bonnett

Corporate Organization Administrator

Bylaws Committee Chair

**Motion and second to approve at general public meeting 14 March 2016.**

**Approval by unanimous vote of members in attendance.**