

# **BYLAWS OF THE GERMAN GENEALOGY GROUP, INC.**

## **ARTICLE I - Name**

Section 1. The name of this organization shall be the "German Genealogy Group, Inc.", also known by its acronym as the "GGG."

## **ARTICLE II - Purposes**

Section 1. The purposes of the GGG are to:

- a. Promote education in the research of Germanic ancestry.
- b. Encourage and aid members in the pursuit of their genealogical research.
- c. Provide a convenient, friendly, and authoritative forum through which members may participate in and learn about genealogy.
- d. Promote preservation, indexing, and access to records relevant to the field of German-American genealogy and family history.

Section 2. To advance its purposes, the GGG may, among other things:

- a. Publish a newsletter on subjects related to German-American and German genealogy, family history, culture, and kindred topics.
- b. Evaluate and recommend reliable resources.
- c. Hold regular general meetings of the membership featuring programs on genealogical or other topics of interest to members.

Section 3. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE III - Board of Directors**

Section 1. The Board of Directors (Board) shall consist of nine members of the GGG in good standing, elected by the general membership. Each Board member shall have one vote. The nine Board members shall be elected in three groups of three members each whose terms shall be three years.

Section 2. The Board shall be the policy-making body of the GGG. A quorum for conducting the business of the Board shall be not less than five members of the Board. A majority of the votes of Board members present and voting shall be required for the passage of business.

Section 3. The general membership attending the Annual Business Meeting in June shall elect members to fill vacancies on the Board for terms of three years. The term of office

shall commence on July 1<sup>st</sup> and end on June 30<sup>th</sup> three years thereafter. Qualification for membership on the Board shall be membership in good standing in the GGG. Upon a lapse in GGG membership for failure to pay dues in accord with Section 3 of Article VI, or the revocation of GGG membership in accord with Section 5 of Article VI, the Board member's seat shall be deemed vacant.

Section 4. If an interim vacancy occurs on the Board, it shall be filled by a special election conducted by the remaining Board members and a majority vote shall govern. The person so elected shall hold office only until the next election of Board members at the Annual Business Meeting. If at that time, time remains in the three-year term of the member whose departure created the vacancy, the election to fill that position shall be to fill the unexpired balance.

Section 5. Board meetings shall be open, upon request, to any member in good standing. Upon the vote of a majority of Board members attending any Board meeting, the Board may go into executive session and any member-guest present shall be excused for the duration of the discussion and/or vote on the sensitive material that was the cause of entry into executive session.

Section 6. A member of the Board may be removed from office for failure to attend three consecutive Board meetings without reasonable excuse. A motion for removal shall be on reasonable notice of the ground for removal and the Board member so charged shall have the right to speak in his or her own defense. Adoption of the motion shall require the affirmative vote of two-thirds of the members of the Board.

#### **ARTICLE IV — Officers**

Section 1: The Board shall elect the Officers of the GGG from among its members at its first meeting after June 30<sup>th</sup>. Officer terms shall be for one year.

Section 2: The Officers of the GGG shall be a President, Vice President, Treasurer, and Secretary. The Officers and their appointees shall manage the regular business of the GGG.

Section 3: The President shall be the chief executive officer of the GGG and shall conduct Board meetings and preside at General Membership Meetings.

Section 4. The Vice President shall assist the President with the executive functions and in the absence of or at the request of the President, shall conduct the Board meetings or preside over the General Membership Meetings.

Section 5. The Secretary shall keep minutes of all general and special meetings of the Board and of the Annual Business Meeting and be responsible for official correspondence of the GGG.

Section 6. The Treasurer shall be responsible for the safekeeping of all funds of the GGG and shall serve as the chairperson of the Finance Committee. GGG funds shall be kept on deposit in a financial institution approved by the Board. The Treasurer shall pay authorized expenses. Checks shall have one authorized signature. In addition to the Treasurer there shall be at least one other member, selected by the Board, who shall be authorized to sign checks in the absence of the Treasurer. The Board may authorize the issuance of up to two bank debit cards to make authorized withdrawals upon the funds deposited in the GGG checking account. The Treasurer shall make a monthly report to the Board and an annual report at the Annual Business Meeting in June.

Section 7. If an office becomes vacant by reason of death, disability, or resignation, the Board shall fill the vacancy from among its members for the remainder of the former incumbent's term.

Section 8. Officers, members of the Board and other members shall not receive a salary or remuneration for their services. Reimbursement shall be made for duly authorized expenses incurred by any member in transacting GGG business.

## **ARTICLE V - Committees**

Section 1. There shall be the following standing committees of the GGG:

- a. Archives – responsible for maintaining and safekeeping the records of the GGG.
- b. Budget and Finance – responsible for developing the GGG annual budget, and periodic review of financial records, including dues receipts, invoices, expenditures, and bank statements.
- c. Member Support – responsible for mentoring, translation, and correspondence services, etc.
- d. Nominating – responsible for developing a slate of candidates to fill vacancies on the Board.
- e. Programs, Technical Support, and Facilities – responsible for (i) selection of program topics and speakers, (ii) technical aspects of GGG hybrid and webinar meetings, such as audio, video, on-line live broadcasting, and recording of presentations, and (iii) the selection of and arrangements for the venue of in-person meetings.
- f. Publications – responsible for the publication and distribution of the GGG newsletter, *Der Ahnenforscher*, and such other publications as the GGG may from time to time produce.
- g. Records Preservation, Indexing, and Database Development – responsible for volunteer efforts to (i) index vital and other records relevant to German-American genealogy, (ii) prepare digital indices for posting on the GGG web

site, and (iii) seek out records of interest whose preservation is endangered and encourage archival copying and preservation of the originals in appropriate custodial settings.

- h. Website and Social Media – responsible for management of the GGG website, including updating of individual web pages, and adding data to databases, Facebook, etc.

Section 2. Committee chairpersons shall hold their office during the GGG fiscal year. The Secretary shall be the chairperson of the Archives Committee and the Treasurer shall be the chairperson of the Budget and Finance Committee. At the first Board meeting of each fiscal year the President, with the advice and consent of the Board, shall appoint the chairpersons of the other standing committees and shall assign a member or members of the Board to serve on each.

Section 3. The Budget and Finance Committee shall consist of the Treasurer as chairperson and at least two other GGG members selected by the President. The fiscal year for the GGG shall be from July 1<sup>st</sup> through June 30<sup>th</sup> of the following year. In the spring the Finance Committee shall prepare a draft budget for the following fiscal year based upon (a) the actual income and expenses of the GGG during the then-current fiscal year, and (b) budget recommendations made by committee chairpersons and members of the Board. The draft budget shall be presented to the Board for its consideration at the May Board meeting and shall, subject to appropriate amendment and revision by the Board, be approved at its June meeting. Any monies not expended within the budget year may not be carried forward to the following year. Expenditures in excess of the budget must first be authorized by the Board.

Section 4. The Nominating Committee shall be composed of three GGG members, at least one of whom shall be a member of the Board whose term is not to be filled at the forthcoming election. The Nominating Committee shall seek potential candidates and ascertain their willingness to serve. It shall make its report at the March Board meeting. The candidates approved by the Board shall become the Board's slate of candidates. The Secretary shall give notice to the general membership of the upcoming June election in the April and May newsletters and at the April and May General Membership Meetings. The slate of Board candidates shall be published in the May newsletter and announced at the May general meeting. Additional nominations shall be accepted from the floor at the May General Membership Meeting, if seconded and the nominee is willing to serve. Any candidate nominated from the floor must accept his or her nomination at or prior to the May General Membership Meeting. The election of members of the Board shall occur at the Annual Business Meeting in June. Candidates receiving the most votes shall be elected.

Section 5. The President, with the advice and consent of the Board, may establish and appoint the chairpersons of such ad hoc committees as may be necessary to facilitate the management of the GGG.

Section 6. When requested by the President, the chairpersons of the various committees shall provide the Board with a written report on their activities.

## **ARTICLE VI - Membership**

Section 1. Any person interested in the purposes of the GGG may join by the payment of dues. Members in good standing in the GGG shall be entitled to one vote, to stand for a position on the Board, to receive notices of meetings, and to receive newsletters and other publications that the GGG may issue. Annual dues shall cover one full year of membership beginning from the date the dues are received and recorded by the membership committee. A member in good standing shall be defined as one whose dues are current. Only members in good standing shall be eligible to vote.

Section 2. The Board may recommend changes in the annual dues. Changes in the membership dues must be approved by a majority vote of those attending the Annual Business Meeting in June.

Section 3. Members shall be provided with notice prior to the expiration of the term of their membership and the opportunity to renew by the payment of the annual dues. When any member of the GGG fails to renew prior to the expiration of the term of his or her membership, a second notice shall be provided. If the member fails to renew his or her membership within 30 days from its expiration, his or her name shall be removed from the membership roll.

Section 4. The Board may award Honorary and Special memberships for one year. Honorary and Special members shall be exempt from the payment of dues or assessment of fees. Honorary and Special members have no voting privileges. By a unanimous vote of the board, Honorary memberships may be extended for longer than one year.

Section 5. Membership in the GGG may be revoked for cause, which shall consist of dishonesty, an act of immorality or misconduct tending to bring the reputation of the GGG in disrepute, or the intentional or negligent damage to records held in the custody of any government agency, religious institution, library, etc. Proceedings for the revocation of membership in the GGG shall be on stated charges preferred by resolution of the Board. The charges shall be in writing and may be served personally or by regular mail or email, after which the member so charged shall have 10 days to respond in writing. The charges shall form the first item of business at the next regularly scheduled meeting of the Board following the receipt of a response. The member so charged shall have the right to speak in his or her own defense. A motion to confirm the charges shall require the affirmative vote of two-thirds of the members of the Board.

Section 6. The GGG shall make available its services and membership without regard to race, creed, age, sex, color, ancestry, or national origin.

### **ARTICLE VII—General Membership Meetings**

Section 1. Meetings of the membership of the GGG may be in person, virtually by means of electronic communication over the Internet, or a hybrid form of both in-person and virtual attendance. A quorum for the transaction of business shall be 100 members in good standing or 10% of the total number of members in good standing, whichever is less. The affirmative votes of a majority of members in attendance shall be sufficient for the passage of business before the meeting and the election of members of the Board.

Section 2: The location of in-person meetings of the membership of the GGG shall be determined by the Board and notice thereof shall be given in the GGG newsletter.

Section 3. General Membership Meetings shall be held monthly, except in July and August. The Board shall by resolution fix a regular recurring date for such monthly meetings but may, in its discretion, schedule additional membership meetings and may alter the date, time, and place of regular monthly meetings, when necessary.

Section 4. The Annual Business Meeting of the GGG shall be conducted during a portion of the regular General Membership Meeting held in June. At the Annual Business Meeting the Nominating Committee shall present the Board-recommended candidates and any other candidates nominated by the membership during the May General Membership Meeting. The Nominating Committee shall then conduct the voting and shall tally and announce the results. Candidates receiving the greatest numbers of votes shall be elected to fill vacancies.

### **ARTICLE VIII - Amendments to the Bylaws**

Section 1. Amendments to these Bylaws may be proposed by any member in good standing at a General Membership Meeting of the GGG. If, after being seconded by another member, one third of the members present at that meeting vote in favor of the proposed amendment, then the proposed amendment shall be published in the next regular edition of the newsletter of the GGG. It may then be adopted by a simple majority of the members present and voting at the next General Membership Meeting following the publication of the GGG newsletter containing the proposed amendment.

Section 2. The Secretary shall be responsible for the publication of any proposed bylaws or amendment(s) initiated in accordance with Section 1 of this Article, and for submitting them to the members for consideration at a General Membership Meeting.

## **ARTICLE IX - Records of the GGG**

Section 1. All records of the GGG, printed or electronically generated, prepared by a member or a nonmember in pursuance of activities, projects, or duties as an officer, board member, or committee chair or committee member of the GGG shall be the property of the GGG. Such records shall include, but shall not be limited to, newsletters, quarterlies, publications, syllabi, membership and other lists, minutes of meetings, documents, research records and other GGG material.

Section 2. The archival records of the GGG may be kept in electronic or physical form, or both. The Board shall by appropriate resolution (a) designate the classes of GGG records to be kept in its archives, (b) establish a retention schedule for each such class, (c) adopt approved formats for the keeping of electronic records and the place or mode of keeping such electronic files, and (d) select the location for the safekeeping of physical records.

Section 3. Members in good standing may, upon request, examine the archival records of the GGG. The Board may require the payment of a fee to cover the costs of copying, printing, and mailing of requested records.

## **ARTICLE X - Dissolution**

Section 1. Dissolution of the GGG shall be in accordance with the provisions of Articles 10 or 11 of the New York Not-for-Profit Corporation Law, as from time to time amended.