

SYNOPSIS OF PROPOSED REPLACEMENT GGG BYLAWS

To facilitate your review, the following synopsis reviews the bylaw provisions and lists the major proposed changes to each article:

Article I - Name: No change.

Article II - Purposes:

Sections 1 and 2 contain simplified restatements of the objectives of the GGG and of means by which those objectives may be accomplished.

Section 3 remains unchanged.

Article III - Board of Directors:

Section 1 is changed to provide that members of the board must be members of the GGG in good standing.

Section 2 provides that a quorum of the board shall be five and that the concurrence of a majority of members present and voting shall be required for the passage of business.

Section 3 is changed by removing sentences relevant to the work of the nominating committee and by providing that upon a lapse in GGG membership, a board member's seat shall be deemed vacant.

Section 4 simplifies the language concerning filling interim vacancies on the board.

Section 5 is not substantively changed.

Section 6 limits the ground for removal of a board member to failure to attend three consecutive board meetings without reasonable excuse and provides the procedure for notice and hearing on the ground for removal. An affirmative vote of two-thirds of all board members is required for removal.

Article IV - Officers

Section 1 changes the method of electing officers and their terms. Previously, officers were elected from the general membership for a term of two years and were not counted as members of the nine-member board of directors. The revised version provides that officers shall be elected by the board from among their members and shall serve a one-year term.

Section 2 specifies that the officers of the GGG shall be a president, vice president, secretary, and treasurer, who with their appointees shall manage the regular business of the GGG.

Sections 3, 4, 5, and 6, specify the duties of the respective officers.

Section 7 governs filling of vacancies in office by vote of the board.

Section 8 provides that officers and board members shall not receive a salary or other remuneration for their services, but that reimbursement shall be made for duly authorized expenses.

Former sections 7 and 8 are omitted as their substance is covered elsewhere in the revised version.

Article V – Committees

Section 1 is new. It provides for eight standing committees of the GGG, namely, (a) archives, (b) budget and finance, (c) member support, (d) nominating, (e) programs, technical support, and facilities, (f) publications, (g) records preservation, indexing, and database development, and (h) website and social media, and it describes their respective responsibilities.

Section 2 provides for the appointment of committee chairpersons by the president, with the advice and consent of the board, and specifies their term of office.

Sections 3 and 4 describe in detail the work of the budget and finance committee and the nominating committee, respectively.

Section 5 provides that the president, with the advice and consent of the board, may establish such ad hoc committees as may be necessary and appoint their chairpersons.

Section 6 provides that committee chairpersons shall provide written reports of their activities when requested by the president.

Article VI – Membership

Section 1 deals with the qualifications for membership in the GGG, voting, annual dues, and the definition of membership in good standing.

Section 2 provides that the board may recommend changes in the annual dues which must be approved by the membership at the annual business meeting.

Section 3 governs the expiration of membership by reason of failure to pay dues, notice of arrears, and opportunity to cure.

Section 4 governs the award of honorary and special memberships by the board.

Section 5 governs the revocation of GGG membership for cause and specifies the procedure therefor.

Section 6 provides that membership in the GGG and the availability of its services shall be non-discriminatory without regard to race, creed, age, sex, color, ancestry, or national origin.

Article VII – General Membership Meetings

Article VII has been extensively revised.

Section 1 provides that meetings of the general membership may be in person, virtual over the Internet, or hybrid in form. It alters the quorum requirement from a majority of the total number of members to 100 members in good standing or 10% of the total number of members, whichever is less. A quorum being present, the affirmative votes of a majority of those present shall be sufficient for the passage of business and the election of board members.

Section 2 provides that the location of in-person meetings shall be determined by the board and that notice thereof shall be given in the GGG newsletter.

Section 3 provides that general membership meetings shall be held monthly, except in July and August, and that the board shall fix a recurring date for such meetings but may vary the schedule or hold additional meetings when necessary.

Section 4 provides that the annual business meeting of the GGG shall be held during the June meeting of the general membership and sets its agenda, consisting of the election of board members from among the slate of candidates proposed by the nominating committee and any members nominated from the floor by the membership during the May meeting.

Article VIII – Amendments to the Bylaws

Section 1 concerns proposals for amendments to the bylaws, publication in the GGG newsletter, and voting at the following general membership meeting. Passage will require the votes of a majority of the members present and voting, assuming the presence of a quorum for the transaction of business.

Section 2 sets forth the responsibility of the secretary for publication of revised bylaws or amendments initiated in accordance with the previous section and for submitting them to the membership at a general membership meeting.

Former section 2, authorizing the board to make non-substantive or grammatical corrections to the bylaws, has been omitted.

Article IX – Records of the GGG

Section 1 provides a New York corporation that all records created in the course of the activities of the GGG by officers, board members, committee chairpersons or committee members, shall be the property of the GGG.

Section 2 replaces the terms of the former section 2 that specified a place of the keeping of the physical records of the GGG and instead provides that they may be kept in electronic and/or physical form and authorizes the board to make provision therefor by resolution.

Section 3 permits members in good standing, upon request, to examine archival GGG records and permits the board to charge a fee to cover the costs of copying, printing, and mailing of requested records.

Article X – Dissolution

The GGG is a New York corporation organized under that state’s Not-for-Profit Corporation Law. The revised version of the bylaws replaces the dissolution provisions of the former version and substitutes a new section 1, simply providing that dissolution of the GGG shall be in accordance with the applicable provisions of articles 10 or 11 of the Not-for-Profit Corporations Law, as from time to time amended.