



Minnesota Genealogical Society

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<http://mngs.org>

Constitution and bylaws as approved 17 September 1988
updated 10 March 1990
updated 14 Sept 1991
updated 29 Sept 2007

ARTICLE I. -NAME

The name of this organization shall be the MINNESOTA GENEALOGICAL SOCIETY, INC., a Minnesota non-profit corporation, hereinafter referred to as the Society (or MGS).

ARTICLE II. -PURPOSE

The purposes of this Society are exclusively educational, and specifically shall be:

- A. to provide an association of those interested in genealogy
- B. to collect and when practicable, to publish genealogical, biographical and historical material relating to Minnesota families and their forebears
- C. to hold meetings for the instruction and interest of its members
- D. to foster and increase an interest in genealogy
- E. to encourage the establishment of genealogical departments in libraries throughout the state, either its own or in cooperation with any other organization, agency, or municipality

ARTICLE III. -MEMBERSHIP

- A. Society Membership. Categories of membership for the Society shall be established by the Society. Any person, institution, firm or organization who has paid the current dues for a category of membership shall be considered a member of the Society.
- B. Branch Membership. Any organization within the State of Minnesota formed for purposes consistent with Articles II, III and IX of the Society's Articles of Incorporation and Articles II, III-B, VII-A, VII-B and VII-H herein may apply for Branch Membership. In addition, the Branches shall conform to the following standards:

1. Branch Officers. All Officers of the Branch are required to be members of the Society.
2. Fiscal Affairs. Branches shall conduct their fiscal affairs in compliance with the non-profit status of the Society. This requires that the Branch Treasurer quarterly prepare and file financial statements with the Treasurer of the Society. Also, assets of the Branch shall become property of the Society upon termination of Branch membership unless said Branch:
 - a) has itself incorporated in the State of Minnesota under existing Minnesota and IRS statutes
 - b) has mailed to each of its members an explanation of the reasons for the branches motion to terminate branch membership, and a written ballot requesting approval or disapproval of that motion, and has received approval from a majority of its members voting on that motion, each member of the branch having no less than 30 days to respond to such a ballot.
 - c) presents to the Society a copy of acceptance of its incorporation from the State of Minnesota and
 - d) presents to the Society documentation from the IRS granting tax-exempt status of proof of donation of all assets to one or more tax-exempt organizations.
3. Honorary Board Membership. The President of each Branch shall be an honorary, non-voting member of the Society Board.
4. Operating Procedures. Branches shall comply with applicable Society policies and procedures currently in effect.
5. Application. Any organization meeting standards set for Branches and pledging itself to act within them, may apply for Branch Membership according to applicable Society policies and procedures currently in effect.
6. Branch Requirements. Branches shall send a copy of their Constitution and bylaws and all subsequent amendments to the Society on a timely basis for review and approval.
7. Acceptance. The Society may accept any such Branch by a $\frac{3}{4}$ vote of the total Board at any regularly scheduled Board meeting. The application for Branch Membership shall be received and reviewed by the Executive Committee at least 60 days prior to a meeting of the Board.

8. Suspension. The Board by a 2/3 vote of those present at any Board meeting may, without prior notice, temporarily suspend privileges of a Branch when there is a question of adherence by that Branch to the rules of the Society. There shall be a limit of 60 days to appeal and correct the issues.
9. Termination. The Board may terminate or reinstate a suspended Branch by a 3/4 vote of the total Board at any regularly scheduled Board meeting, provided that leaders and members of said Branch whose names are on file at the Society are notified and given the opportunity to respond to questions and concerns of the Board. Notification shall be at least 10 days prior to said Board meeting for review and action. In case of termination, the provisions in Fiscal Affairs (Section III-B-2) shall apply.

ARTICLE IV. -ORGANIZATION AND MANAGEMENT

- A. Organization. The affairs of the Society shall be coordinated by a Board of Directors, Officers and Executive Committee. Ultimate responsibility and authority shall reside in the Board, elected by and responsible to the membership of the Society. Day-to-day management shall be provided by the Executive Committee, whose actions are subject to approval by the Board.
- B. Office. The location of the principal office of the Society shall be determined by the Board.
- C. Officers.
 1. Officers. The Officers of the Society shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, all of whom are required to be members of the Society.
 2. Responsibilities. Officers are responsible for providing leadership, implementing operating procedures, and fulfilling duties assigned them by the Board.
- D. Board of Directors.
 1. Board Membership. The Board shall consist of the Officers and the nine Directors elected by the Society, and the Immediate Past President.
 2. Quorum. A quorum for Board meetings shall be 1/2 of the Board members.
 3. Responsibilities. The Board shall establish policy, and oversee and manage the affairs and funds of the Society, and none of its actions shall conflict with the purposes of the Society. The responsibilities of the Board members individually and collectively shall be:
 - a) to establish policies of the Society,

- b) to direct the activities of the Society in a well-planned and practical manner for the benefit of the membership,
- c) to operate the Society as a non-profit organization so that no part of the organization's assets shall benefit any single individual,
- d) to assure that Society expenditures are allocated for educational purposes according to the requirements of the IRS code for non-profit organizations, and
- e) to establish, monitor and adjust sound fiscal management policies.

E. Executive Committee

- 1. Executive Committee Membership. The Executive Committee shall consist of the Society Officers, the Immediate Past President, and one member at large. The President shall chair the committee and recommend a member at large for approval by the Board.
- 2. Quorum. A quorum for Executive Committee action shall be a majority of its members.
- 3. Responsibilities. The Executive Committee shall be charged with carrying out policies of the Board between Board meetings and to present programs, policies, and issues to the Board. Authority. The Executive Committee shall exercise authority as granted by the Board. Executive Committee actions shall be reported to the Board at the next Board meeting. These actions are subject to the Board's review.

- F. Committees. Standing or special committees may be created or dissolved by the Board as deemed necessary to carry on the work of the Society. The President shall appoint committee chairs of all standing and special committees with the advice and consent of the Board. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE V. -MEETINGS

A. Society Meetings. The Society shall meet at least once each year on days and times established by the Board. One meeting each year shall be designated as the Annual Meeting of the Society.

B. Society Meeting Quorum. A quorum for Society meetings shall be 50 Society members. Unless otherwise specified, approval of motions shall be by majority vote of the Society members present at the meeting.

C. Board Meetings. The Board shall hold at least six meetings each year.

D. Special Board Meetings. Special Board meetings may be called at any time by the President. Special Board meetings may also be called on the request of six Board members in writing to the President at least 30 days prior to the meeting.

ARTICLE VI. -ELECTION PROCEDURES AND TERMS OF OFFICE

A. Nominating Committee. The Immediate Past President shall chair the Nominating Committee and propose committee membership to the Board for approval. Committee membership shall consist of a minimum of three and no more than seven Society members.

B. Nominations. The Nominating Committee shall present nominations for Officers and Board members to the Board for approval, and publish them in the Society newsletter to notify the membership prior to the March Meeting. Nominations may be made from the floor at the March meeting with the consent of the nominee. Nominations will be closed at this meeting and the names of consenting nominees will be placed on the ballot. The ballot will, in addition, contain a space for write-in candidates.

C. Elections. Officers and Board members shall be elected by July 1, by ballot enclosed in the Society Newsletter prior to the June meeting. Election is by majority vote of those casting a ballot. The nominating committee shall serve as the Election Committee. Those elected shall take office at the September meeting of the Board or at the close of the membership meeting in September, whichever ever comes first, except for the Treasurer, who shall take office at the beginning of the next fiscal year.

D. Eligibility for Office. To hold office, a person must be a member of the Society.

E. Term of Officers. Officers shall be elected for a one-year term.

F. Term of Directors. Directors shall be elected for a three-year term. To provide for staggered terms, one-third of the directors terms shall expire each year.

G. Resignation. If an Officer or Board member is unable to fulfill his or her position, that individual may resign by a letter of resignation to the Board.

H. Removal. If a person is not fulfilling his or her position, and cannot be contacted, or after being contacted does not wish to resign, the Board may remove that person by a $\frac{3}{4}$ vote of the total Board, for the well-being of the Society.

I. Vacancy Appointments. Vacancies in any elective office shall be filled until the next Annual Meeting by Presidential recommendation of the candidate for approval by the Board.

J. Vacancy Elections. Directors shall be elected at the Annual Meeting to fill the remainder of any vacated three-year term.

ARTICLE VII. -FISCAL POLICY AND FINANCIAL MANAGEMENT

A. Non-profit Policy. The society shall not have or issue shares of stock. It shall pay no dividends or pecuniary profits whatever to its organizers or members.

B. Educational Disbursement Policy. Disbursements by the Society shall be made in such a manner that at the end of each fiscal year of the Society, at least fifty-one (51) percent of all funds expended by the Society since the date of its incorporation shall have been used in the State of Minnesota for educational purposes.

C. Fiscal Year. The Society fiscal year shall be the calendar year.

D. Annual Budget. The annual budget for the next fiscal year shall be approved by the Board no later than the last Board meeting of the current fiscal year.

E. Dues. The Board shall recommend to the membership the amount for dues, which shall be set by a majority vote of members present at any Society meeting. A notice stating the proposed dues structure shall be mailed to each member at least ten days before that meeting.

F. Income and Expenditures. The Board shall establish orderly procedures for collection of all income. Authority for approval of all expenditures shall be defined by the Board.

G. Auditing. The Board shall appoint a committee independent of the Board to audit the Society's fiscal records annually. This committee shall report its findings no later than the end of the third quarter of the next fiscal year.

H. Dissolution Policy. The Society shall protect its property, collections, and assets in the event of voluntary dissolution; so as first to satisfy any liabilities and obligations; with the remaining assets to be distributed for exclusively educational purposes to one or more genealogical or historical societies, libraries, museums, or educational institutions in the State of Minnesota operated or incorporated exclusively for educational purposes in accordance with the provisions of the Minnesota Statutes, and Section 501©(3) of the Internal Revenue Code. In the event of involuntary dissolution, title to such property, collections, and assets shall be vested in the Minnesota Historical Society. The Society shall provide for the keeping of proper records for the protection of the interest of its donors and contributors.

ARTICLE VIII. -PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Society in all cases to which they are applicable, and are not inconsistent with this Constitution/ bylaws or any special rules of order that Society may adopt.

ARTICLE IX. -AMENDMENTS

This Constitution/bylaws may be amended at any regular meeting of the Society by a 2/3 vote of those members present, provided that the proposed amendment has been:

A. presented to the Board at any Board meeting, and

C. mailed to each Society member at least ten days before that regular Society meeting.

Update Details

10 March 1990 - Article VI, Section B Previously: Nominations. The Nominating Committee shall present nominations for Officers and Board members to the Board for approval, and publish them in the Society newsletter to notify the membership prior to the Annual Meeting. Nominations may be made from the floor at the annual meeting with the consent of the nominee.

10 March 1990 - Article VI, Section C Previously: Elections. Officers and Board members shall be elected at the Annual Meeting by a majority vote of members present. Those elected shall take office at the close of the annual meeting following their election, except the Treasurer, who shall take office at the beginning of the next fiscal year.

14 Sept 1991 - Article III, Section B. subsection 2, part B previously: has written approval of a majority of its members to separate from the Society

11 Sept 1999 - Article III, Section B, subsection 3 - previously:Ex-Officio Board Membership. The President of each Branch shall be an ex-officio, non-voting member of the Society Board.

11 Sept 1999 - Article IV, Section D, subsection 2 - previously: Quorum. A quorum for Board meetings shall be 2/3 of the Board members.

11 Sept 1999 - Article IV, Section B - previously: Office. The location of the principal office of the Society is St. Paul, Minnesota, or as directed by the Board.

29 Sept 2007 – Article IV, Section B – previously: The location of the principal office of the Society is 5768 Olson Memorial Highway, Golden Valley, Minnesota 55422, or as directed by the Board.

29 Sept 2007 – Article IV, Section D, subsection 1 – previously: The Board shall consist of the Officers and the twelve Directors elected by the Society, and the immediate Past President.

29 Sept 2007 – Article IV, Section E, subsection 1 – previously: The Executive Committee shall consist of the Society Officers, the immediate Past President, and two members-at-large. The President shall chair the committee and recommend two members-at-large for approval by the Board.