

By-laws of the Ohio Genealogical Society

ARTICLE I – NAME

The name of this organization shall be the Ohio Genealogical Society, hereinafter, referred to as the Society or OGS.

ARTICLE II – PURPOSE

The purpose of this Society is to meet the educational needs of its members and the general public through the acquisition, preservation, and dissemination of genealogical and historical information pertaining to the peoples of Ohio.

ARTICLE III – NON-PROFIT STATUS

This Society shall operate solely for educational purposes as provided in Section 501(c)(3) of the Internal Revenue Code, and Ohio Revised Code Chapter 1702, “Nonprofit Corporation Law”, or the corresponding section of any future tax code, and shall limit its activities as required by an organization exempt under this section of these Codes.

ARTICLE IV – NON-DISCRIMINATION

This Society will not restrict membership, employment and/or activity by reason of age, citizenship, color, disability, gender, race, religion, national origin, political affiliation, sexual orientation, or status as a veteran.

ARTICLE V – MEMBERSHIP

Any person interested in the purpose of the Ohio Genealogical Society may become an active member by completing an application and payment of dues.

5.1 Membership: The following classes of membership shall include the right to vote and to hold office in the Society, unless otherwise specified in these Bylaws. Membership benefits are listed in the Standing Rules.

- 5.1.A Individual Membership shall be granted to any interested adult (aged 18 years or over) upon payment of annual dues.
- 5.1.B Joint Membership shall be granted to two adults residing at the same address upon payment of annual dues. Each of the two adults shall have one vote.
- 5.1.C Sustaining Membership shall be granted to members upon payment of twice the annual dues in any membership category including Life Membership. The amount paid over the amount of dues is considered a donation to the Society.

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- 5.1.D Life Membership, Individual or Joint, shall be conferred upon payment of the designated dues.
- 5.1.E Youth Membership shall be granted to any person under age eighteen (18) upon payment of the designated dues. Youth members shall not have the right to vote or hold office.
- 5.2 The following membership categories shall not include the right to vote or to hold office:
 - 5.2.A Honorary Membership may be conferred upon a person whose roots are in Ohio. Procedures are listed in the Standing Rules.
 - 5.2.B Complimentary Membership may be conferred upon a person, chapter, special interest group or other organization for one year. Procedures are listed in the Standing Rules.

5.3 Dues

- 5.3.A Dues for all classes of membership shall be established by the Board of Trustees, listed in the Standing Rules, and found on the Society website.
- 5.3.B Memberships shall begin on the day the payment is received and shall be for a term of one year.
- 5.3.C Life memberships shall expire upon the death of the member(s).
- 5.3.D Any member who fails to pay annual dues by their renewal date shall have their membership and all rights terminated. Membership and rights shall be reinstated upon the receipt of the annual dues.

ARTICLE VI – GENERAL MEMBERSHIP MEETINGS

- 6.1 A general membership meeting shall be held at a time and place to be determined by the Board of Trustees. In the event an in-person conference cannot be held due to circumstances beyond the Society's control, the general membership meeting may be held using videoconferencing and/or teleconferencing.
- 6.2 Special meetings of the general membership may be called by the President with the approval of the Board of Trustees, or shall be called upon a petition, signed by at least one hundred (100) members, and filed with the Board Secretary at least ninety (90) days prior to the date requested in the call.
- 6.3 Notice of all meetings of the general membership shall be given to all members at least sixty (60) days prior to the meeting and shall include the purpose of the meeting.
- 6.4 Members present shall constitute a quorum for the transaction of business.

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- 6.5 A majority vote of those present and voting shall be necessary for action by the body unless a greater vote is required by these Bylaws.

ARTICLE VII – OFFICERS

- 7.1 The elected Officers of the Society shall be a President, a Vice President of Administration (1st VP), a Vice President of Member Services (2nd VP), a Vice President of Development (3rd VP), a Secretary, and a Treasurer. The Society will be managed by the Officers, as the Executive Committee, and the Executive Committee shall be a part of the Board of Trustees as outlined in Sections 8.1 and 8.5.

7.2 Qualifications

- 7.2.A President and the three Vice Presidents: To be eligible for these offices, a person shall be a member of the Ohio Genealogical Society and, in the two years prior to the nomination deadline, shall have served as an Officer, Trustee, or Committee Chair of OGS and shall have attended a majority of regular Board of Trustees meetings each year.
- 7.2.B All other offices: To be eligible for election, a person shall be a member of OGS and an active member of an OGS chapter, Special Interest Group, or Affiliated Organization of OGS one year prior to the nomination deadline.

7.3 Duties of Executive Committee

Supervise the activities of the Society, assist in carrying out the policies determined by the Board of Trustees, promote the purposes of the Society, and make recommendations to the Board of Trustees.

7.3.A President shall:

- 7.3.A.1 Preside over Society meetings.
- 7.3.A.2 Enforce all laws and regulations pertaining to the administration of the Society.
- 7.3.A.3 Appoint chairs of all committees, except the Nomination and Election Committee.
- 7.3.A.4 Appoint special committees as necessary to carry out the work of the Society.
- 7.3.A.5 Appoint a Parliamentarian for the Society.
- 7.3.A.6 Call meetings of the Executive Committee as deemed necessary.
- 7.3.A.7 Obtain a blanket bond in an amount approved by the Board of Trustees covering all Society officers, employees, and specific volunteers who are in charge of handling the Society's funds.
- 7.3.A.8 Perform other duties as authorized in the governing documents and as requested by the Board of Trustees.

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7.3.A.9 Fill vacancies in any executive position, on a temporary basis, until the next regular Board of Trustees meeting. The position will then be filled as outlined in Section 8.4.F.

7.3.B The Vice President of Administration (1st VP) shall:

7.3.B.1 Assist the President in carrying out the duties of that office, work under the direction of the President and oversee committee responsibilities as determined by the Standing Rules.

7.3.B.2 Preside in the absence of or at the request of the President.

7.3.B.3 Succeed to the office of President for the un-expired term in the event of the death, incapacity, or resignation of the President.

7.3.C The Vice President of Member Services (2nd VP) shall work under the direction of the President and oversee committee responsibilities as determined by the Standing Rules.

7.3.D The Vice President of Development (3rd VP) shall work under the direction of the President and oversee committee responsibilities as determined by the Standing Rules.

7.3.E The Secretary, in person or through agents designated by the Board of Trustees, shall keep an accurate record of the proceedings of all meetings of the Board of Trustees, the Executive Committee, and all general membership meetings; and oversee committee responsibilities as determined by the Standing Rules.

7.3.F The Treasurer, in person or through agents designated by the Board of Trustees, shall oversee all income and expenditures of the Society; provide a year-end detailed financial report; and provide for a triennial review as designated by the Board of Trustees; and oversee committee responsibilities as determined by the Standing Rules.

7.3.G No OGS Board member shall hold two or more elected Board positions at any time.

ARTICLE VIII – BOARD OF TRUSTEES

8.1 The Board of Trustees, hereafter referred to as the Board, shall be the governing body of the Society, and shall consist of the President, the Vice Presidents, the Secretary, the Treasurer, the Trustees, and the immediate Past President of the Society. All members of the Board must remain active members of the Society and shall conform to all Board adopted policies.

8.1.A Qualification for Trustee: To be eligible for election, a person shall be a member of an OGS chapter, Special Interest Group, or Affiliated Organization of OGS for at least one year.

8.1. B Members of the Board shall not campaign for any individual nominated for election for Officer or Trustee of the Society.

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- 8.1.C Members of the Board should have held a leadership position(s) in a chapter of the Society, and/or show other leadership skills.

8.2. Tenure of Board Membership

- 8.2. A The President, Secretary, and Treasurer shall be elected for a term of three (3) years beginning with the 2021 election. The three (3) Vice Presidents shall be elected for a term of three (3) years beginning with the 2022 election. Terms shall begin at the close of the annual business meeting at which they were installed.
- 8.2. B The elected Trustees shall serve for a term of three (3) years. One-third (1/3) shall be elected each year and terms shall begin at the close of the annual business meeting at which they were installed.
- 8.2.C The president shall not serve more than two consecutive terms but shall remain until their successor is elected or appointed and to provide a continuum of leadership.

8.3 Meetings of the Board

- 8.3.A A special meeting of the Board, including newly installed members, shall be held following the business meeting during the Annual Conference.
- 8.3.B The Board shall hold regular meetings as determined by majority vote.
- 8.3.C The date and place of regular Board meetings shall be announced in the *Ohio Genealogy News* and in other communication venues.
- 8.3.D Special meetings may be called by the President or shall be called upon the request of any five (5) Trustees with at least ten (10) days' notice to all members of the Board of Trustees, giving the purpose of the meeting in the call.
- 8.3.E A majority of the members of the Board shall constitute a quorum for the transaction of business.
- 8.3.F A majority of those present and voting shall be required for all action taken unless a greater vote is required by these Bylaws.
- 8.3.G Officers and Trustees are expected to attend all meetings in person. Under certain circumstances, arrangements can be made to attend the meetings of the Board through videoconferencing and/or teleconferencing; provided that all participants can hear one another and that they have prior approval of two Executive Board members. Such participation shall constitute attendance at the meeting and shall be counted towards the required quorum and in any vote.

8.4. Duties of the Board shall be to:

- 8.4.A Determine the policies of the Society.
- 8.4.B Hold title to and manage all funds and property, both real and personal.

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- 8.4.C Be responsible for the development of adequate funding to meet present and future needs of the Society.
- 8.4.D Establish and maintain a financial program designed to encourage gifts of cash and tangible assets to carry out the purposes of the Society.
- 8.4.E Maintain a complete record of all proceedings and report its actions annually to the membership including a complete financial report.
- 8.4.F Fill any vacancies in Trustee or Officer positions by nomination and written ballot at a regular board meeting or using videoconferencing and/or teleconferencing.
- 8.4.G Attend scheduled Board meetings and the Annual Conference.
- 8.4.H Be responsible for compliance with all federal, state and local requirements for 501 (c) (3) organizations.

8.5 Executive Committee:

The Executive Committee shall be the President, the Vice President of Administration (1st VP), the Vice President of Member services (2nd VP), the Vice President of Development (3rd VP), the Secretary, and the Treasurer. The Executive Director and the Immediate Past President may participate in Executive Committee meetings but do not have a vote.

- 8.5.A The Executive Committee shall be responsible for the administration of the affairs of the Society between meetings of the Board. No single member of the Executive Committee shall make independent decisions between meetings of the Board. All administrative decisions shall require a majority vote made by a quorum.
- 8.5.B Four (4) Officers of the Executive Committee shall constitute a quorum.
- 8.5.C All actions taken by the Executive Committee shall be submitted to the Board for approval at its next meeting.

8.6 Duties of the Trustees shall be to:

- 8.6.A Assist the officers in carrying out the purpose and activities of the Society.
- 8.6.B Represent the membership as a voting member of the Board.
- 8.6.C Serve as a liaison between the Board and its Chapters, Special Interest Groups, and Affiliated Organizations.
- 8.6.D Represent the Society to other organizations and to the general public in a professional manner.
- 8.6.E Encourage and assist in the growth of the Society.

ARTICLE IX – DISTRICTS

- 9.1 The Board may divide the state into Districts. The designation of Districts shall be listed in the Standing Rules.
- 9.2 Each District shall have the right to organize and hold meetings as deemed necessary.

ARTICLE X – COMMITTEES

- 10.1 Committees of the Society shall be designated in the Standing Rules.
- 10.2 The President shall be an ex officio member of all committees except the Nomination and Election Committee.
- 10.3 Additional members of all committees except the Nomination and Election Committee and the Fellows and Awards Committee shall be selected by the Committee chairs.

ARTICLE XI – CHAPTERS, SPECIAL INTEREST GROUPS AND AFFILIATED ORGANIZATIONS

- 11.1 A Chapter shall be an organization of not less than fifteen (15) members of the Ohio Genealogical Society, having OGS approved Bylaws, meeting regularly, conducting programs consistent with the purposes of OGS, and having been chartered by OGS. Formation guidelines and rules are in the Standing Rules.
- 11.2 A Special Interest Group (SIG) may be authorized to function independently, like a Chapter of OGS, by the Ohio Genealogical Society upon Board approval of their governing documents, Formation guidelines and rules are in the Standing Rules.
- 11.3 Existing 501(c)3 Family History Groups may petition the Ohio Genealogical Society Board to become an Affiliated Organization of the Society. Such organizations' missions and goals shall not conflict with those of OGS, its existing Chapters, Special Interest Groups, or Affiliated Organizations. Affiliation guidelines and rules are in the Standing Rules.

ARTICLE XII – LEGACIES and GIFTS

- 12.1 The Treasurer is authorized to accept legacies and gifts made to the Society, crediting them to the General fund, unless otherwise specified by the donor, or to special funds as determined by the Board. Legacies include all bequests made by wills and testaments of decedents. Gifts include memorial gifts designated to a special funds by the donor, and all gifts for which no designation is made by the donor.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

- 13.1 The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Standing Rules and any special rules the Society may adopt.
- 13.2 The parliamentary authority of the Society shall be adopted by all associate bodies of the Society.

ARTICLE XIV – AMENDMENTS

- 14.1 Amendments to these Bylaws may be proposed in writing by the Board or by petition of at least twenty-five (25) members. Proposed amendments shall include the exact wording and rationale for the proposal. The proposal shall be submitted in writing to the Secretary. The proposal(s) shall be reviewed by the Board and, if approved, be placed on the next ballot.
- 14.2 Proposed amendments shall be voted upon by ballots as provided in the Standing Rules. A two-thirds (2/3) vote of ballots received shall be required for adoption. An adopted amendment shall take effect at the close of the Annual Conference unless otherwise stipulated in the proposal.
- 14.3 Standing Rules are the means of further defining the detailed operation of the Society.
- 14.4 Notification of amendments adopted by the membership shall be published in the Ohio Genealogy News and on the OGS website.

ARTICLE XV – INDEMNIFICATION

The Society as a 501(c)(3) corporation hereby agrees to indemnify and save harmless the trustees, officers, employees, agents, and servants from any and all liabilities that said persons may incur as a result of carrying out their duties and obligations to the Society, except for willful and malicious injuries to persons or property.

ARTICLE XVI – DISSOLUTION

In the event of the dissolution of this Society, all funds and tangible assets, or revenue from the sale of such assets, shall be distributed at the direction of the Board to an Ohio organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code and having similar objectives as the Society.

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Amendments adopted July 1995

Amended Bylaws effective April 1996

Amended April 1997

Amended April 1999

Amended April 2002

Amended April 2003

Amended April 2008

Amended April 2012

Amended April 2016

Amended November 2022