

*Cobb County Genealogical Society, Inc.*  
**Bylaws**  
Revised July 25, 2017

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# *Cobb County Genealogical Society, Inc.*

## **Bylaws**

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### **ARTICLE I - NAME**

The name of the organization shall be the "Cobb County Genealogical Society, Inc." and shall be referred to as the "Society," hereafter in this document. The Charter was granted under Georgia law on August 17, 1982 as "Northeast Cobb Genealogical Society, Inc." and amended May 8, 1990, to be "Cobb County Genealogical Society, Inc" and continues.

### **ARTICLE II - NON-PROFIT SOCIETY**

The Society was incorporated under Georgia Code Title 14, Chapter 3, Corporations, Partnerships, and Associations – Nonprofit Corporations.

To confirm its non-profit purpose, the Cobb County Genealogical Society, Inc. was not organized, has not been operated, nor shall it be operated for pecuniary gain or profit.

No part of the net earnings of the Society shall inure to the benefit of its members, officers, or other private persons, except that the Society shall authorize payment for reasonable compensations for products and/or services rendered by any persons or entity for the benefit of the Society. Reimbursement is allowed for expenses incurred on behalf of the Society for which properly authorized and duly executed vouchers (receipts) are approved by the President and Treasurer, or for services rendered to the Society for which remuneration is approved by the Board of Directors.

No substantial part of the activities of the Society shall be the carrying on of any propaganda, political activity, or otherwise attempting to influence legislation.

The Society shall have authority to accept gifts, bequests and/or contributions, provided the object of such bequests is granted in the Society's Corporate Charter under date of July, 1982. Otherwise, such funds shall neither be accepted nor used in any manner. All income received by the Society, after deducting necessary expenses, shall be fully expended in accordance with said Section IV of the Corporate Charter referred to herein before.

### **ARTICLE III - OBJECTIVES**

The objectives of the Society are these enumerated in the Charter and are:

- A. To raise the standards of genealogical research through educational programs, workshops, and the publication of genealogical and historical data;
- B. To constitute a "Friends of the Georgia Room" group for the Cobb County Public Library System. To assist said library in improving its genealogical and historical collections; and
- C. To promote the collection and preservation of the early records of Cobb County and its citizens.

#### **ARTICLE IV - MEMBERSHIP**

- Section 1. Membership in the Cobb County Genealogical Society, Inc. shall be open to any person interested in promoting the objectives stated in Article I upon payment of annual dues.
- Section 2. Institutions and Societies within and outside the State of Georgia shall be eligible to non-voting membership in the Society on payment of annual dues.
- Section 3. Membership shall be terminated for non-payment of dues as herein specified.

#### **ARTICLE V - CLASSES OF MEMBERSHIP, DUES, AND FISCAL PERIOD**

- Section 1. The classes of membership of the society shall be:
- A. Individual/Family (living in the same residence),
  - B. Institution/Society (non-voting), and
  - C. Life Membership (Grandfathered for remaining founding organizers so honored).
- Section 2. A member who has not paid current annual dues by the last day of February shall be dropped from active membership, and shall receive no publications or other society benefits thereafter.
- Section 3. A member who has been dropped may reinstate his/her membership by payment of all current annual dues.
- Section 4. The annual dues and membership term of the Society shall be established by the Board of Directors.

#### **ARTICLE VI - BOARD OF DIRECTORS**

- Section 1. The Board of Directors, referred to as the "Board", shall consist of the eight elected officers of the Society, the six elected Directors, and the Ex-officio Board Members. As the Ex-Officio Board Members are under the authority of the Society, there is no distinction between them and the other board members, having all the privileges of Board membership including the right to make motions, to debate, and to vote. The retiring President of the Society shall be an Ex-Officio Member of the Board for the one year immediately following his/her retirement.
- Section 2. The Board shall have all the power and authority over the affairs of the Society during the interim between meetings of the Society.

- Section 3. The current President and Secretary of the Society shall respectively serve as Chairman and Secretary of the Board.
- Section 4. The Directors shall be elected for two year terms in the same manner as the Officers. Three Directors are elected on each even numbered year and three Directors are elected on odd numbered years. No Director shall be eligible to serve more than three consecutive two year terms. The President, with approval of the Board, shall appoint a member to fill any unexpired term vacated by a Director.
- Section 5. The Board shall meet at least quarterly. A special meeting of the Board may be called by the President or upon request of five members of the Board.
- Section 6. The Board may conduct the business of the Society in person, by telephone, or via electronic communication.
- Section 7. Order of Business – Board:  
A. Call to order,  
B. Minutes report,  
C. Officer reports,  
D. Appointment reports,  
E. Unfinished business,  
F. New business, and  
G. Announcements and adjournment.
- Section 8. All issues to be voted on shall be decided by a simple majority of the Board present at the meeting in which the vote is taken.

## **ARTICLE VII -OFFICERS**

- Section 1. The officers of the Society shall be:  
  
President, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Membership Coordinator, Archivist/Historian, each to be elected by a majority vote of the membership present and voting at an election.
- Section 2. The term of office for elected officers shall be one year. No officer shall be eligible to serve more than three consecutive terms in any one office. Officers shall be elected and installed at the November meeting. Officers will assume the duties of their respective offices in January following and shall continue in office until the end of the calendar year.
- Section 3. To be eligible to hold the office of President, a proposed candidate shall have first served a full term as an elected Officer (one year), an elected Director (two years), or an Appointee (one year), and have been a regularly participating member of the Board for two years.

- Section 4. Vacancies occurring in any elective position shall be filled by the Board.
- Section 5. Any person considered for any office (except president) or directorship must have been a member in good standing who regularly attends meetings, votes, and/or volunteers in Society functions for nine months before taking office.
- Section 6. All members of the Board shall deliver to their successors in office or to the President all records, files, and property of the Society within 30 days following their retirement, resignation, or removal from office.

### **ARTICLE VIII - DUTIES OF OFFICERS AND DIRECTORS**

- Section 1. **President.** The duties of the President shall be:
- A. To preside at all meetings of the Society and the Board;
  - B. To be ex-officio member of all committees except the Nominating Committee.
  - C. To make Appointments as may from time to time be considered necessary, provided, however, that such are not in conflict with other provisions of these Bylaws;
  - D. To enforce the provisions of these Bylaws and all rules and regulations of the Society;
  - E. To call special meetings of the Society and the Board as necessary;
  - F. To approve all bills, etc., to be paid by the Treasurer which exceed the approved budget or are not accounted for in that budget;
  - G. To maintain the Society's Safe Deposit Box, being a co-signer and having a key; and
  - H. To be responsible for reserving the meeting rooms for general and Board meetings.
- Section 2. **Vice-President.** The duties of the Vice-President shall be:
- A. To perform the duties of the President in his/her absence;
  - B. To perform any other duties as may be assigned by the President;
  - C. To provide the programs for the general meetings and any equipment for such programs; and
  - D. To provide to the Board, each October, a current inventory of Society owned equipment.

Section 3. **Secretary.** The duties of the Secretary shall be:

- A. To keep a record of the proceedings of the general meetings and Board meetings,
- B. To handle the general correspondence of the Society,
- C. To have custody of Bylaws and other important documents and records,
- D. To be a co-signer on the Society's safe deposit box, and
- E. To maintain one key to the safe deposit box.

Section 4. **Assistant Secretary.** The duties of the Assistant Secretary shall be:

- A. To assist the Secretary in above duties, and
- B. To serve as Secretary in the absence of the Secretary.

Section 5. **Treasurer.** The duties of the Treasurer shall be:

- A. To be custodian of all funds of the Society;
- B. To collect all funds and deposit same in a bank approved by the Board;
- C. To disburse all funds as approved by the President;
- D. To prepare, submit and maintain custody of all records pertaining to Federal and State taxes, and report the same to the Board at the May meeting;
- E. To prepare, submit, and maintain custody of all records pertaining to the annual registration with the Georgia Secretary of State's Office concerning the Articles of Incorporation and report on the same to the Board no later than the June meeting;
- F. The Treasurer shall be one of the two authorized signatures on the Society banking account; and
- G. To maintain one key to the Post Office box.

Section 6. **Assistant Treasurer.** The duties of the Assistant Treasurer shall be:

- A. To work closely with the Treasurer in the keeping of the financial records of the Society;
- B. To serve as Treasurer in the absence of the Treasurer; and
- C. To be one of the two authorized signatures on the Society banking accounts.

Section 7. **Membership Coordinator.** The duties of the Membership Coordinator shall be:

- A. To keep a current roster of the membership of the Society,
- B. To provide mailing lists from the above roster, and
- C. To notify delinquent members and represent the Society in contacting prospective members and introducing new members to the Society.

- Section 8. **Archivist / Historian.** The duties of the Archivist / Historian shall be:
- A. Custodian of the permanent records of the society, and
  - B. To provide continuous, systematic care and storage of the records of the Society.
- Section 9. An officer who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Board. Failure to attend three consecutive Board meetings may be considered an adequate reason for relief from office.
- Section 10. Any designation in these Bylaws that any officer shall have custody of any permanent or valuable records shall be read to allow said officer to keep same in the Society's Safe Deposit Box.
- Section 11. The elected Directors shall support the achievement of the Society's objectives, and work to meet perceived needs, while overseeing policy and direction.

#### **ARTICLE IX - FINANCES**

- Section 1. In January of each year, the President and the Board shall agree on an individual or recognized accounting firm to audit the Society's records. The result of this audit is to be submitted to the President of the Society who shall then present it to the Board. The Board may by unanimous vote waive this requirement.
- Section 2. The Treasurer or the Assistant Treasurer shall sign all checks to pay all bills, etc. as approved by the President.
- Section 3. The Treasurer shall keep an accurate record of monies in each account established for the Society, reporting regularly to the Society of any disbursements therefrom.

#### **ARTICLE X - GENERAL MEETINGS**

- Section 1. Meetings shall be held at times and places as set by the Board.
- Section 2. The annual business meeting of the Society shall be held at the November general meeting. At this meeting, the Nominating Committee will make its report and an election will be held for officers for the next year, who will be duly installed and assume office in January.
- Section 3. Special meetings of the Society may be called by the President or any five members of the Board upon the disability of the President.

Section 4. Order of Business – General Meeting shall be:

- A. Welcome and recognition of visitors;
- B. Announcements (to include available minutes, financial report, et al.);
- C. Introduction of speaker;
- D. Program; and
- E. Closing remarks.

#### **ARTICLE XI - QUORUM**

Section 1. A majority of the members in attendance at a general meeting shall constitute a quorum and be empowered to transact the business of the Society.

Section 2. A majority of the filled positions of the Board shall constitute a quorum to transact the business of the Board.

Section 3. Manner of voting. The voting of all questions coming before the Society shall be "Ayes" and "Nays" and shall be entered upon the minutes of such meetings and a decision shall be determined by a majority of the votes of those present and in good standing. At the discretion of the President, any matter before the Society may be voted on by secret written ballot.

#### **ARTICLE XII -COMMITTEES**

Section 1. Committees shall be appointed by the President as needed, except the Nominating Committee.

Section 2. Any member in good standing, including Board Members, may serve on any committee as requested.

#### **ARTICLE XIII - NOMINATING COMMITTEE**

Section 1.

- A. A Nominating Committee of three (3) members, to serve no longer than the end of the year in which appointed, shall be elected by the Board in August. The chairman of the committee should have been a member of the preceding nominating committee the other two members should not have served on the preceding Nominating Committee, and
- B. To be eligible to serve on this Nominating Committee, members shall have been a member of the Society for at least one year and be a member in good standing.



- Section 2. The Nominating Committee shall notify the President in writing, prior to the October Board meeting, of their proposed slate of new officers which are to be submitted to the general membership at the annual November meeting. Acceptance of each nominee shall be secured prior to submittal of the slate.
- Section 3. The general membership shall have the privilege of submitting additional nominees for consideration by nomination from the floor, with the approval of the person being nominated, at the annual meeting. Said nominee must be a member in good standing.
- Section 4. Voting shall be by written ballot by each member present at the annual meeting when there are multiple candidates for an office. Otherwise, this may be waived by unanimous consent of those present and voting. Show- of- Hands suffices for the vote.

#### **ARTICLE XIV - PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order, Newly Revised*, (latest edition) shall be the parliamentary authority of the Cobb County Genealogical Society. Should any conflict develop between these Bylaws and said Rules of Order, the Bylaws take precedence.

#### **ARTICLE XV - AMENDMENTS**

- Section 1. These Bylaws may be amended at any general or called meeting of the Society by a two-thirds vote of those present and voting.
- Section 2. Proposed amendments shall be sent to the entire membership in writing at least thirty (30) days prior to the meeting for consideration.

#### **ARTICLE XVI - DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which are themselves exempt as organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or the Federal, State or Local Government for exclusive public purposes.

The following procedure will apply to voluntary dissolution. The Board shall adopt a resolution recommending that the Corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting (the date, place and time to be set by the Board) of members entitled to vote thereon.

Written notice from the Board to the Membership shall be sent one month in advance of such meeting. The Board notice shall state that the purpose of such meeting is to consider the advisability of dissolving the Corporation and the reasons therefore. At the meeting, the resolution to dissolve the Corporation shall be adopted upon receiving in writing at least two-thirds of the votes which members present at such meeting, or represented by proxy, are entitled to cast.

If there are no members, or no members entitled to vote, the dissolution of the Corporation shall be authorized at a meeting of the Board upon the adoption of the resolution to dissolve by written vote of a majority of Board then in office.

Winding up the business of the Corporation shall be left to the Board who are to conform with provisions of the U.S. Internal Revenue Code and applicable Georgia corporation laws.

The Board shall deposit all non-current records and books or one copy of such of the Society in the Georgia Department of Archives and History.

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