

Cobb County Genealogical Society, Inc.

Bylaws

Revised November 14, 2023

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ARTICLE I – NAME

The name of the organization shall be the “Cobb County Genealogical Society, Inc.” (CCGS) 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 – Non-profit 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 August 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 III upon payment of annual dues.
- Section 2. The membership year shall run from January 1 through December 31. New members who join between January 1 and October 31 will immediately receive access to all member benefits including all publications already published for the current year. New members joining between November 1 and December 31 will immediately receive access to all member benefits and will receive the same for the following full year. Membership dues are nonrefundable.
- Section 3. The classes of membership of the Society shall be:
- A. Individual/ Family (living in the same residence):

Individuals who are members in good standing (as defined in Section 4) are entitled to vote and serve as officers, Directors, appointees, or committee chairpersons. They shall receive all general Society communications and be entitled to member privileges as designated by the Society Board of Directors.
 - B. Institution/Society (non-voting):

Institutions and societies within and outside the State of Georgia shall be eligible for non-voting membership on payment of annual dues. They will receive regular member Society publications and news. They are not entitled to vote on Society business and are not eligible to hold elective offices in the Society.
 - C. Life Membership (grandfathered for remaining founding organizers so honored).
 - D. Honorary Members:

The majority of the Board may nominate individuals as a Lifetime Honorary Member of this Society for outstanding contributions to genealogy. Qualification is intentionally not detailed. This nomination shall be announced to the Society at least thirty (30) days prior to an annual Society meeting where the nomination will be presented. Selection will require two-thirds (2/3) majority vote of the current general membership present at the annual business meeting where that nomination is presented for approval. Lifetime Honorary Members pay no annual dues and have no regular member voting privileges.
 - E. Past Presidents:

Individuals who have served as President of the Society shall pay no annual dues for the same length of time as their service as President of the Society.

- Section 4. *Members in good standing* are those members who have paid their dues in full for the current membership year and are not in violation of any specific provisions of these Bylaws.
- Section 5. Membership shall be terminated as herein specified, including for non-payment of dues.
- Section 6. A member who has not paid annual dues by the last day of February of the current membership year shall be removed from active membership and shall receive no publications or other society benefits thereafter.
- Section 7. A member who has been removed for non-payment of dues may reinstate his/her membership by payment of all current annual dues.
- Section 8. The annual dues and membership term of the Society shall be established by the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

- Section 1. The Board of Directors, referred to as the “Board,” shall consist of the seven (7) elected officers of the Society, the six (6) elected Directors, and the appointed ex-officio Board members (referred to as *appointees*). Board members must be Society members in good standing. 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 (right to vote only applies if the person is at least 18 years of age). The outgoing President of the Society shall be a non-voting member of the Board for the one (1) year immediately following his/ her last term. (NOTE: Georgia law explicitly states that youth under the age of 18 are only able to hold non-voting positions on the board of nonprofit organizations.)
- 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 serve as Chairman and Secretary of the Board, respectively.
- Section 4. The Board shall meet at least quarterly. A special meeting of the Board may be called by the President or upon request of five (5) members of the Board.
- Section 5. The Board may conduct the business of the Society in person, virtually, or via electronic communication.

Section 6. Order of Business – Board meeting shall be:

- 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 7. 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 VI – OFFICERS, DIRECTORS AND APPOINTEES

Section 1. The elected officers of the Society shall be:

President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Membership Coordinator are to be elected by a majority vote of the membership present at the annual business meeting in November.

Section 2. The term of office for elected officers shall be one (1) year. No officer shall be eligible to serve more than three (3) consecutive terms in any one (1) office. Officers shall be elected and installed at the annual business meeting in November. 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 must have first served a full term as a regularly participating member of the Board, either currently or in the past, as an elected officer (one year), an elected Director (two years), or an appointee (one year).

Section 4. The Directors shall be elected for a two-year term in the same manner as the elected Officers. Three (3) Directors are elected on each even numbered year and three (3) Directors are elected on odd numbered years. No Director shall be eligible to serve more than three (3) 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. Appointees are appointments made by the President as considered necessary and will serve in the appointed position for the length of time needed to perform the function.

Section 6. Vacancies occurring in any elective position shall be filled by the Board.

Section 7. Any person considered for any office (except President), Director, or appointee must have been a member in good standing who has paid their dues in full and is not in violation of any specific provisions of these Bylaws, who regularly attends meetings, votes, and/ or volunteers in Society functions for nine (9) months before taking office.

- Section 8. All members of the Board must deliver to their successors in office or to the President all records, files, and property of the Society within thirty (30) days following their retirement, resignation, or removal from office.
- Section 9. No member of the Board may accept any individual gifts, bequest, or contributions for personal use or gain.

ARTICLE VII – DUTIES OF OFFICERS, DIRECTORS AND APPOINTEES

- 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 (referred to as *appointees*) 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. May be one (1) of the three (3) authorized signatories on the Society banking accounts;
 - H. To be a co-signer on the Society's safe deposit box; and
 - I. To be responsible, or assign a designated person, for reserving the meeting rooms for general meetings and Board meetings, and educational events.
- 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 or holdings.
- 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, and other meetings when requested;
 - B. To handle the general correspondence of the Society;
 - C. To have custody of the Bylaws and other important documents and records; and
 - D. To be a co-signer on the Society's 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, including CCGS's 501(c) (3) status;
- 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; and
- F. Must be one (1) of the three (3) authorized signatories on the Society banking accounts.

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. Must be one (1) of the three (3) authorized signatories 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. An elected officer or Director may be removed from office by vote of Society members only. They may be removed from office by the members at a called, special meeting for the purpose of removing the elected officer or Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the elected officer or Director. An elected officer or Director may be removed if the number of written votes cast to remove the elected officer or Director would be sufficient to elect either position, i.e. a majority of the votes of those members present. Failure to attend three (3) consecutive Board meetings may be considered an adequate reason for relief from office.

Section 9. An appointee who does not comply with assigned responsibilities or call for action as requested by the President or Board may be relieved of his/ her appointed position by the President. Failure to attend three (3) consecutive Board meetings may be considered an adequate reason for relief from office.

- Section 10. Any designation in these Bylaws that any elected officer, Director, or appointee shall have custody of any permanent or valuable records shall be read to allow said officer, Director, or appointee to keep same in the Society's safe deposit box or in the Society's storage unit.
- 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 VIII – 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, use electronic bank payments or debit/ credit cards 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 IX – 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 at the annual business meeting and assume office in January.
- Section 3. Special meetings of the Society may be called by the President or any five (5) members of the Board.
- 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 X – 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 or by show of hands.

ARTICLE XI – 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 XII – 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 (2) 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 (1) 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 business meeting held in November. Acceptance of each nominee shall be secured prior to submission 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 prior approval of the person being nominated, at the annual business 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 business meeting in November 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 XIII – 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 XIV – AMENDMENTS

- Section 1. These Bylaws may be amended at any general or called meeting of the Society by a two-thirds (2/3) majority vote of those present and voting.
- Section 2. Proposed amendments shall be sent to the entire membership in writing or electronically at least thirty (30) days prior to the meeting for consideration.

ARTICLE XV – DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one (1) 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 or electronic notice from the Board to the Membership shall be sent thirty (30) days 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 (2/3) majority 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 (1) copy of such of the Society in an appropriate archival repository.

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