

BYLAWS of the POLISH GENEALOGICAL SOCIETY of AMERICA, INC.

Revised May, 2009

ARTICLE I

Name and Background

The name of the organization shall be THE POLISH GENEALOGICAL SOCIETY of AMERICA, INC. The SOCIETY was incorporated in the State of Illinois on August 23, 1978.

ARTICLE II

Mission

The POLISH GENEALOGICAL SOCIETY of AMERICA exists as an international non-profit educational organization to collect, disseminate and preserve information on POLISH and POLISH AMERICAN family history and to help researchers use that information.

ARTICLE III

Members

- Section 1 Anyone interested in the mission of the SOCIETY shall be eligible for membership.
- a. A spouse may be a non-paying member and may hold office. Such couples shall be entitled to only one (1) vote.
 - b. Only one (1) household member shall be a member of the Board at any time.
 - c. A member shall be supportive of the mission of the SOCIETY. Any member/potential member whose words or actions are judged detrimental or injurious to the SOCIETY may have his/her membership denied or revoked by a two-thirds (2/3) vote of Board Members present at a regular Board meeting.

- Section 2 A person or group (library, society, organization, etc.) will be declared a member upon filing an application form and the payment of annual dues. Institutional subscribers (libraries, societies, organizations, etc.) are not eligible for members only benefits.
- a. A membership year begins on the date the initial application is processed.
 - b. Renewal dues are payable in the quarter preceding the membership expiration date.
- Section 3 Membership dues shall be reviewed annually by the Board of Directors. Changes in the amount of dues shall be announced in two (2) issues if the membership publication(s) prior to implementation.
- Section 4 Members giving voluntary service to the SOCIETY are not compensated.
Reasonable PGSA expenses may be reimbursed

ARTICLE IV

Directors and Officers

- Section 1 There shall be ten (10) elected Directors on the Board. A Director may be elected for up to three (3) consecutive two (2) year terms, sit out a full term and then be eligible to return to the Board. The same applies to a Committee Chair. A retired Board Member or Committee Chair may serve on a committee. All Board nominees shall be SOCIETY Members in good standing for a minimum of one (1) year. The Board is authorized to waive this requirement if it is deemed in the best interest of the SOCIETY.
- Section 2 The Officers of the SOCIETY shall be a President, a Vice-President, a Secretary and a Treasurer. These Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the SOCIETY.

- Section 3 The Officers shall be elected from among the incoming Board of Directors at a transitional meeting prior to January 1st. Officers may not serve in a position for more than two (2) consecutive terms. At the same transitional meeting Directors will confirm Standing Committee Chairs.
- Section 4 Incoming Officers and Directors shall begin their terms of office on January 1st.
- Section 5 The Board of Directors shall appoint a replacement for any vacancy arising on the Board for the remainder of the term.
- Section 6
- a. Three (3) absences by an Officer or Director from Board meetings in a calendar year is cause for removal from the Board.
 - b. An Officer can be removed from his/her position by a simple majority vote of the Board at an executive meeting.
 - c. A Director can be removed from the Board by a two-thirds (2/3) vote of the members present and voting at any general meeting of the SOCIETY, provided that notice of such meeting is delivered to all members not less than twenty (20) days or more than sixty (60) days before the meeting. The notice shall state that the purpose of the meeting is to vote upon the removal of the Director(s) named in the notice. Only the named Director(s) may be removed at such meeting.

ARTICLE V

Nominations and Elections

- Section 1 No later than the February meeting of even numbered years, the Board of Directors shall appoint Nominating Committee of not less than four (4), composed of at least one (1) Board Member and at least three (3) non-Board PGSA members.

- Section 2
- a. The Committee shall call for nominees thru the use of PGSA publication(s), website, meetings, etc. Nominations from the membership are to be directed to the Nominating Committee Chair. A completed Candidate Qualification Form shall be submitted by each nominee dated by July 1st.
 - b. The Nominating Committee shall prepare a list of candidates to fill all Director positions having first obtained the consent of each such candidate.
 - c. The Nominating Committee shall submit a final slate of candidates to the Board.
 - d. A list of candidates, each with a statement of qualifications not to exceed fifty (50) words, will be publicized.

- Section 3
- a. In the event there are only ten (10) candidates to fill the ten (10) positions, and if there are no objections by the members of the SOCIETY present at the November general meeting, the Secretary shall be instructed to cast a unanimous ballot for the slate proposed. There will be no general membership mailing of ballots.
 - b. If an election is necessary all members will receive a ballot that must be received by the Nominating Committee Chair by November 1st. Electronic voting, when available, may be used for voting purposes.

- Section 4
- a. The Nominating Committee shall serve as the Election Committee. The Chair shall Serve as the Judge and the Committee Members as Election Vote Counters.
 - b. The ten (10) candidates with the most votes will be elected to the Board.
 - c. In the event of a tie, the Election Committee will break the tie by the drawing of names.

ARTICLE VI

Duties of Officers and Directors

- Section 1 The President shall preside at meetings of the SOCIETY and the Board of Directors in the manner prescribed by the parliamentary authority adopted by the Society.
- a. The President shall be an ex-officio member of each committee except the Nominating Committee. The President shall be given notice of every committee meeting.
 - b. The PGSA seat on the Polish Museum of America Board is the responsibility of the President. If the President cannot serve, the duties will become those of the Vice-President. If neither is able to serve the PGSA Board will determine who will serve, by majority vote.
- Section 2 The Vice-President shall perform the duties of the President in the President's absence and perform duties delegated by the President.
- a. The Vice-President shall be an ex-officio member of each committee except the Nominating Committee. The Vice-President shall be given notice of every committee meeting.
- Section 3 The Secretary shall keep a record of all proceedings of the Society and shall take minutes at every meeting.
- a. The Secretary shall distribute a draft of the minutes of all Board and General meetings to the Board of Directors within ten (10) days after the meetings, and corrections returned to the Secretary within ten (10) days. The corrected draft will be distributed prior to the next Board Meeting.
 - b. The Secretary shall keep on file all committee reports, and shall be custodian of all nonfinancial documents belonging to the SOCIETY.

- c. The Secretary shall maintain records in which the Bylaws, Guidelines, Action Items, Board and Volunteer directories special rules of order, standing rules, operating procedures and minutes are entered, with any amendments to these documents properly recorded.

Section 4 The Treasurer shall be accountable for receipt of payments of funds made to the SOCIETY, maintenance of accurate records of all funds, and all financial documents and receipts belonging to the SOCIETY.

- a. The treasurer shall be accountable for the payout of funds in accordance with the Operational Guidelines established by the Board of Directors.
- b. The Treasurer shall submit a written financial report to be distributed in advance of each Board meeting.
- c. The Treasurer shall give a full financial accounting at the first Board meeting of the year.

Section 5 Any Member handling SOCIETY funds on a regular basis shall be bonded in such sum as the Board of Directors shall determine. The cost of such bond will be paid for by the SOCIETY. Members automatically covered will include all those with signature authority and Chairs of Standing Committees as needed.

Section 6 The Board shall appoint the Chairs to all Standing and Ad Hoc Committees. A Chair not acting in the best interest of the SOCIETY can be removed by a majority vote of the Board present.

Section 7 The Directors shall promote membership in the SOCIETY and provide assistance in accordance with the Operational Guidelines.

Section 8 In addition to the duties listed for each office, Officers and Directors may be asked to assume other duties as needed.

ARTICLE VII

Board of Directors

- Section 1 The Board of Directors is responsible for the business of the SOCIETY.
- Section 2 The Board of Directors shall consist of four (4) Officers, six (6) Directors, Chairs of Standing Committees and a Family History Library Representative. Standing Committee Chairs shall have the same status as elected Directors.
- a. Each Board Member is entitled to one (1) vote.
 - b. A majority of the voting Board Members shall constitute a quorum.
 - c. A Board Member may be elected or appointed, but not both.
- Section 3 The Board shall authorize disbursements not provided for in the approved budget.
- Section 4 Each Member of the Board of Directors shall submit a written annual report at the November meeting. Reports shall include goals and accomplishments.
- Section 5 Voting
- a. Board votes are to be taken at regularly scheduled meetings or specially called meetings where a quorum is present. "Present" is defined as in person or via teleconference.
 - b. A telephone, e-mail or similarly remote poll of the Board can only be conducted when the Officers deem it necessary due to an emergency situation. Approval of such emergency action becomes an official act of the Board when the action is ratified at the next regular Board meeting.

ARTICLE VIII

Standing Committees and Ad Hoc Committees

- Section 1 a. The composition of Standing and Ad Hoc Committees can be changed, subject to the approval of the Board of Directors. Any committee , Standing or Ad Hoc, shall submit a report at least three (3) days prior to each Board meeting.
- b. Committees shall abide by the same parliamentary procedures as the Board.
- c. Committee actions that affect the entire SOCIETY are subject to the Board's approval.
- d. The Board shall be permitted to establish other Standing or Ad Hoc Committees as deemed necessary to carry out the work of the SOCIETY.
- e. A Standing Committee Chair shall have the option of being a non-voting member of the Board.
- Section 2 The Conference Committee (Standing) will direct all aspects of the Conference.
- Section 3 The Library Committee (Standing) shall respond to all genealogical related Communication received by the SOCIETY.
- Section 4 The Marketing Committee (Standing) shall be responsible for the promotional activities of the SOCIETY, including advertising and publicity.
- Section 5 The Media committee (standing) shall oversee and be responsible for the sale of products, both through order fulfillment and direct sales at meetings and conferences. An inventory of products will be provided annually or more frequently, as requested by the Board.
- Section 6 The Membership Committee (Standing) shall oversee the receipt of payment for dues, A current membership roster, issuing membership cards, providing member packets And sending renewal notices to members.

Section 7 The Publications Committee (Standing) shall oversee the preparation and publishing of a journal and other publications. Periodical editors shall be members of the Publications Committee.

Section 8 The Volunteer Committee (Standing) shall identify volunteer needs and recruit volunteers to fill positions. The Committee is responsible for monitoring volunteers, volunteer program evaluation and volunteer recognition. The Chair shall be known as the Volunteer Coordinator.

Section 9 The Website Committee (Standing) shall oversee the administration and updating of the SOCIETY'S Website and shall direct its operation.

ARTICLE IX

Audit

Section 1 The fiscal year shall be January 1st to December 31st.

Section 2 An annual internal audit shall be performed on the SOCIETY'S books by the Auditing Committee (Ad Hoc) and published for the membership.

Section 3 A certified audit may be performed on the SOCIETY'S books at the discretion of the Board.

ARTICLE X

Meetings

- Section 1 The SOCIETY shall meet quarterly and may have additional administrative Board meetings as needed. The quarterly meetings will consist of a Board of Directors Meeting followed by a general meeting.
- a. The meetings both Board and general, shall be held in a manner prescribed by the parliamentary authority adopted by the SOCIETY.
 - b. General members may attend Board meetings as observers, but may not speak without permission from the President/Presiding Officer.
 - c. The President is authorized to poll the Board regarding holding a special meeting only when requested to do so by three (3) or more Board Members. A meeting shall be called if at least fifty percent (50%) of the Board Members concur.
 - d. Twenty (20) voting members of the SOCIETY shall constitute a quorum for general meetings.

ARTICLE XI

Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order shall govern the SOCIETY in all cases to which the rules are applicable.

ARTICLE XII

Amendment of Bylaws

- Section 1 The Board will receive, review and evaluate all proposed bylaw amendments from the membership.
- Section 2 Amendments to the bylaws shall be initiated by a two-thirds (2/3) vote of the Board At any regular Board Meeting of the SOCIETY and will become final upon subsequent publication followed by a two-thirds (2/3) favorable vote of the members present and voting at the next general meeting.

ARTICLE XIII

Dissolution

The dissolution of the SOCIETY may be considered by the Board of Directors at any regular meeting, if dissolution is deemed necessary. The Board shall appoint a committee of three (3) general members to review and make a recommendation to the Board regarding dissolution.

Upon approval of dissolution by the Board, a written notice shall be sent to each current paid member of the Society. After all creditors are paid, followed by a waiting period of two (2) months, assets of this SOCIETY shall be donated to our host, the Library of the Polish Museum of America.