

North Carolina Genealogical Society, Inc.

Bylaws

Adopted:	17 November 1982	Amended:	15 November 2008
Amended:	7 November 1984	Amended:	13 November 2010
Amended:	26 October 1985	Amended:	29 October 2011
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Amended:	26 October 2024	Amended:	26 October 2025

Article I

Name

The name of this organization shall be the North Carolina Genealogical Society, Inc., hereinafter known as the Society.

Article II

Objectives

The objectives of the Society shall be:

- To increase interest in and raise the standards of genealogical research and compilation by means of educational programs, workshops, and the publication of genealogical data;
- To encourage and instruct members in the art and practice of genealogical research and compilation;
- To acquaint members with sources of genealogical material in North Carolina and elsewhere;
- To serve as a medium of exchange of genealogical information, through its publications, workshops, and otherwise; and
- To promote the collection, preservation, and utilization of manuscripts, documents, and other materials of genealogical or historical value.

Article III

Membership

Section 1. Classification

A. Active

1. Individual members shall be individual persons.

2. Patron members are individuals who contribute money in excess of annual dues. The amount is set in the Standing Rules of the Society.
3. Life members shall be those members who purchased a life membership before 31 December 2000.

B. Institutional

1. Institutional members shall be institutions or societies.
2. NC Society members shall be genealogical or historical societies located within the state of North Carolina.

Section 2. Qualifications

- A. Only Active members shall be entitled to vote or hold office in the society.
- B. Application and Admission:
 1. Application for active membership shall be made by submitting to the Society an application form approved by the Board of Directors accompanied by the current dues and upon receipt the applicant shall be a member of the Society.
 2. Application for an Institutional membership shall be made by submitting to the Society an application form approved by the Board of Directors accompanied by the current dues and upon receipt the applicant shall be a member of the Society.

Section 3. Dues and Fees

- A. Dues and fees shall be set by the Board of Directors.
- B. Membership dues shall be payable to the Society upon joining the Society and on or before the membership expiration date.

Article IV

Meetings

Section 1. Annual Meeting

The annual meeting of the Society shall be held during the last quarter of the year in the state of North Carolina at a time and place designated by the NCGS Board of Directors. It shall be held for the purpose of hearing reports of officers and committees, reporting the results of the election of officers, reporting any bylaw amendments ratified since the last Annual Meeting and conducting any other business that may properly come before the Society. The meeting may be held in person or by electronic means at the discretion of the Board.

Section 2. Special Meetings

Special meetings of the members may be called by the President; or by the Board of Directors; or by five percent of the active members provided those members request the special meeting in writing. A special meeting can only transact the business for which the meeting was called.

Section 3. Executive Committee Meetings

- A. The Executive Committee shall meet at the call of the President or at the call of any three of its members.
- B. The Executive Committee may conduct business by mail, telephone, email, or any electronic format. A report of action taken in this manner shall be verified and made a part of the minutes at the next meeting.
- C. A simple majority of the members shall constitute a quorum.

Section 4. Board of Directors Meeting

- A. The Board of Directors shall meet at least once each quarter at the call of the President or at the call of any seven of its members.
- B. The Board of Directors may conduct business by mail, telephone, email, and other electronic form. A report of action taken in this manner shall be verified and made a part of the minutes at the next meeting.
- C. A simple majority of the members shall constitute a quorum.

Section 5. Notice of Meetings

Written notice of meetings of members of the Society shall be given as directed by the Secretary not less than fifteen days or more than fifty days before the date of the meeting.

Section 6. Quorum

Twenty active members present in person shall constitute a quorum at the annual meeting.

Article V

Board of Directors

Section 1. Composition

The voting members of the Board of Directors shall be the Executive Committee and at least six additional directors. The Executive Director shall be a non-voting member of the Board of Directors.

Section 2. Duties

The Directors shall:

- A. serve as members of the Board of Directors;
- B. promote membership in the Society;
- C. promote the preservation and publication of records of genealogical or historical value to the Society;
- D. serve as a committee chair or a member of at least two committees; and
- E. perform such other duties as assigned by the Executive Committee or Board of Directors.

The members of the Board of Directors shall:

- A. manage the affairs of the Society between meetings of the Society. The Board of Directors or the Executive Committee may authorize aspects of these affairs to be performed by the Executive Director.
- B. report actions taken to the Society;
- C. adopt Standing Rules for the operation of the Society;
- D. establish policies for the Society, its programs, and publications;
- E. determine the type and amount of insurance to be carried by the Society and its independent contractors;
- F. select the bank, banks, or depositories for the deposit of monies of the Society;
- G. at its discretion, select an outside accountant to review and/or audit the records and accounts of the Society;
- H. authorize the investment, appropriation, and expenditures of the monies of the Society;
- I. upon a determination by the Board of Directors that the President has failed to act on appointments recommended by a committee chair, make such appointments; and
- J. if an elected member, attend all Board meetings during their term of office. The Executive Director shall attend all Board meetings during the term of their employment. If an elected member of the Board of Directors has two consecutive, unexcused absences, they forfeit their position on the Board. The remaining term of the forfeited position will be filled by a member of the Society, in good standing, appointed by the President with the help of the Staffing Committee chair, subject to the approval of the Board of Directors.

Article VI

Officers

Section 1. Designation

- A. The Officers shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer.
- B. The Officers and the Executive Director shall constitute the Executive Committee. The Executive Director will be a non-voting member of the Executive Committee.

Section 2. Eligibility

- A. Officers shall be Active Members of the Society for at least one year before taking office.
- B. The President shall have served as a member of the Board of Directors for at least one year previous to election to office.

Section 3. Duties

The officers shall perform the duties prescribed in these Bylaws and by the parliamentary authority adopted by the Society and shall deliver to their successors all records and property of the Society held in their custody.

A. The President shall:

1. preside at all meetings of the Society, Board of Directors, and Executive Committee;
2. with the approval of the Executive Committee, appoint a Chair for all Standing Committees not otherwise provided for in these bylaws;
3. upon recommendation of a committee chair, appoint all members of that committee;
4. serve as a member of the Budget and Finance Committee and serve ex officio as a member of all committees;
5. upon approval of the Board of Directors, appoint the Editor of *The North Carolina Genealogical Society Journal*;
6. upon approval of the Board of Directors, appoint the Editor of the newsletter of the Society;
7. upon authorization by the Board of Directors, make and approve payments on behalf of the Society;
8. execute all legal documents on behalf of the Society;
9. set the date and place of each meeting of the Society, Board of Directors, and Executive Committee and give timely notice to the Secretary;
10. approve, or designate someone to approve, all publicity issued in the name of the Society;
11. perform such other duties as assigned by the Board of Directors or Executive Committee;
12. with the approval of the Board of Directors, appoint a parliamentarian, if desired; and
13. with the approval of the Board of Directors, appoint a historian, if desired.

B. The First Vice President shall:

1. in the absence or inability of the President to serve, perform the duties of the President;
2. upon Authorization by the Board of Directors, make and approve payments on behalf of the Society;
3. perform such other duties as assigned by the Executive Committee or Board of Directors;

C. The Second Vice President shall:

1. perform such other duties as assigned by the Executive Committee or the Board of Directors; and
2. in the absence or inability of the President and the First Vice President to preside at a meeting of the Society, Board of Directors, or Executive Committee, preside at that meeting.

D. The Secretary shall:

1. issue proper notice of meetings of the Board of Directors, and Executive Committee;

2. manage and update the Standing Rules;
3. keep accurate records of the Board of Directors, Executive Committee and Annual Meeting of the Society.

E. The Treasurer shall:

1. be custodian of the funds and keep accurate records of all monies, credit, and properties of the Society;
2. oversee the expenditure of monies in accordance with the approved budget, or upon direction of either the Board of Directors or the Executive Committee;
3. keep all funds of the Society in a bank, banks, or depositories approved by the Board of Directors;
4. provide a quarterly report to the Board of Directors showing total receipts, disbursements, and balance on hand;
5. serve as chair of the Budget and Finance Committee;
6. receive from the bookkeeper, and review, all records and accounts prior to March 31 for the previous year and issue an annual report;
7. submit an annual report to the Board of Directors at the meeting immediately following its completion and to the Society at the following Annual Meeting;
8. advise the Board of Directors on the type and amount of insurance to be carried by the Society and its independent contractors;
9. oversee the duties and activities of the Bookkeeper; and
10. perform such other duties as assigned by the Executive Committee or Board of Directors.

Section 5. Election

A. Membership Notification.

1. Members must be notified of upcoming elections for board positions no less than 6 weeks and no more than 8 weeks prior to the Annual Meeting.
2. The notice will consist of a list of the nominees selected for each position, the date when voting begins, and procedures for members to submit additional nominations for the ballot. Nominations from members must be received no later than 3 days prior to the voting period.
3. Notification shall be conducted electronically. The method used will be determined by the Board and incorporated in the Standing Rules and should be selected based on reaching the most members possible. Any members not contactable by electronic methods will be sent voting information via the US Postal Service or other private carrier, but they must vote using the voting method in effect at the time.

B. Voting.

1. Voting will begin no less than 2 weeks and no more than 3 weeks after notification is sent. The voting period will be 2 weeks.
2. Voting shall be conducted electronically. The method used will be determined by the Board and incorporated in the Standing Rules and should be selected based on accessibility to most

members and on ease of use. Care should be taken to ensure that only active members may vote.

3. Board members are elected by a simple majority in favor, with a minimum of 25 members voting.

C. Reporting.

1. The voting results shall be presented to the Board of Directors no less than 1 week prior to the Annual Meeting.
2. The Secretary shall announce the results of the election at the Annual Meeting.

D. The President, the First Vice President, and the Second Vice President shall be elected in the odd years. The Secretary and the Treasurer shall be elected in the even years. At least two directors shall be elected each year at the annual meeting of the Society.

Section 6. Terms of Office

The term of office of each elected officer shall begin on January 1st following the Annual Meeting at which elected.

- A. The term of office of the President shall be two years and until the successor is elected. The President may serve two consecutive terms in that office.
- B. The term of office of the First Vice President and the Second Vice President shall be two years and until the successor is elected.
- C. The term of office of the Secretary and the Treasurer shall be two years and until the successor is elected.
- D. The term office of each Director shall be three years and until the successor is elected.
- E. A member filling a vacancy in an office for a portion of a term shall not be considered to have served a term in that office.
- F. Election to one office shall neither assume nor preclude subsequent election to any other office.

Section 7. Vacancies

A. President.

1. If the President resigns or is unable to perform their duties due to death or other severe medical condition, the First Vice President automatically becomes President for the unexpired portion of the term of office.
2. If the office of First Vice President is vacant, then the Second Vice President becomes the Acting President with all power and authority of the President. The Acting President will call a meeting of the Board of Directors as soon as possible to appoint any current board member as President for the unexpired portion of the term of office. If no current board member is willing to serve as President, the board will appoint someone who has been a member of the society for at least 1 year. The vote for President under these circumstances is by a simple majority of all board members.

3. If the office of Second Vice President is vacant, then the Secretary becomes Acting President, and if the office of Secretary is vacant, then the Treasurer becomes Acting President, and if the office of Treasurer is vacant, then the Directors will call a meeting as soon as possible to decide who will become Acting President.

B. All other officers and directors. With the approval of the Board of Directors, the President shall appoint an active member to fill a vacancy in the office of First Vice President, Second Vice President, Secretary, Treasurer, or Director for the unexpired portion of the term.

Article VII

Publications

Section 1.

The official publication of the Society shall be *The North Carolina Genealogical Society Journal*, which, unless otherwise ordered by the Board of Directors, shall be published quarterly.

Section 2.

There shall be a Newsletter of the Society which shall be titled the *NCGS News*.

Section 3.

There shall be a website of the Society.

Section 4.

Upon recommendation of the Publications Committee and at the discretion of the Board of Directors, other material may be published by the Society.

Article VIII

Committees

Section 1. Standing Committees

There shall be the following Standing committees of the Society:

- A. **Budget & Finance:** This Committee shall be composed of the Treasurer as chair, the President, the Executive Director, and two members chosen by the Board of Directors at the first meeting following January 1. This committee shall have general supervision of finances of the Society subject to approval of the Board of Directors and shall prepare an annual budget for the consideration of the Board of Directors at its meeting held in the last quarter of the year.
- B. **Publications: The Officer or Director appointed by the President** shall serve as the chair of this committee which shall include the Editor of *The North Carolina Genealogical Society Journal*. The Editor of the *Newsletter*, the chair of the Publicity Committee, and other members recommended by the chair and appointed by the President or the Board of Directors. This committee shall formulate the standards for publications of the Society and, upon approval of the Board of Directors, plan and make arrangements for all Society

publications; and at the direction of the Board of Directors, review and approve prior to its publication any material published in the name of the Society.

- C. **Education:** Upon approval of the Board of Directors, the President shall appoint, from the Board of Directors, a Education Chair who may recommend to the President members of the Society for appointment to serve on this committee. Upon approval of the Board of Directors, this committee shall plan and oversee educational programming including but not limited to: lectures, workshops, conferences, cosponsored events, webinars, courses, and educational material developed for the Society's website.
- D. **Publicity:** Upon approval of the Board of Directors, the President shall appoint, from the Board of Directors, a Publicity Chair who may recommend to the President members of the Society for appointment to serve on this committee. The Publicity Chair shall serve as a member of the Program and Publications Committees. Upon approval of the President, this committee shall publicize the work of the Society.
- E. **Staffing Committee:** This committee shall identify, recruit, screen and interview candidates for the board of directors. It will support the board's mission by helping to identify gaps in expertise, conducting an orientation and mentoring program for new board members, and striving for diversity.
 - 1. Board positions. The Staffing Committee shall present to the board qualified nominees for each of the board positions to be filled for the upcoming terms. This shall be completed prior to any deadlines required for election notification. The board will select and approve one nominee for each position by a simple majority vote. The Staffing Committee will obtain a consent to serve if elected statement from each selected nominee.
 - 2. Volunteer/Staff positions. The Staffing Committee shall maintain a list of staffing needs as provided by board members/staff, and a list of current and potentially available individuals interested in volunteering or working for NCGS, and their skills and availability.

Section 2. Special Committees

With the approval of the Executive Committee, the President shall appoint all special committee chairmen not otherwise provided for in these Bylaws.

Article IX

Finances

Section 1. Fiscal Year

The fiscal year shall be January 1 through December 31.

Section 2. Budget

- A. The Society shall operate within a balanced budget.
- B. No member or employee of the society shall commit the Society to an expenditure not specifically authorized by the Society, Board of Directors, or Executive Committee.

Section 3. Annual Financial Report

The annual financial report, prepared by the Treasurer, or, if deemed necessary, the selected accountant, shall be submitted to the Board of Directors at the meeting immediately following its completion and to the Society at the following Annual Meeting.

Section 4. Personal Right in Income of Society

No member shall have or receive any personal right in any income or property of the Society, except in consideration of services rendered as an employee or independent contractor with the Society.

Section 5. Insurance

The Society shall maintain insurance coverage for liability, theft and other potential losses, as deemed necessary and in an amount approved by the Board of Directors.

Section 6. Temporary Authorization

Upon a determination by the Board of Directors that the Treasurer is temporarily unable to perform the duties of the office, the Board of Directors may authorize the President or, in his absence or inability, the First Vice President to draw and deliver checks on behalf of the Society.

Article X

Staff

Section 1. Staff Policies

NCGS will maintain a set of policies approved by the Board which apply to all W-2 employees. These policies will define benefits and restrictions which include but are not limited to holidays, vacation days, sick leave, confidentiality, expense reimbursement, work for hire rules, and handling of organizational property.

Section 2. Executive Director

An Executive Director may be hired by the Board of Directors and will have day-to-day responsibilities for the organization's affairs, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings and Executive Committee meetings as a non-voting member, report on progress, answer questions of the board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

- A. The Executive Director will be a W-2 employee of NCGS operating under the policies described in Article X Section 1. The specific duties and salary for this position will be defined in an Employment Agreement approved by the Board and signed by the Executive Director and the NCGS President. This Employment Agreement may be amended or replaced at any time as approved by the Board, and any changes will be signed by the Executive Director and the NCGS President.
- B. The Board may terminate the contract with the Executive Director at any time, with or without cause, by a two-thirds (2/3) vote.
- C. The Executive Director may terminate the Employment Agreement at any time by giving notice to the NCGS President.

Article XI

Parliamentary Authority

The rules contained in the most current edition of *Robert's Rules of Order, Newly Revised* shall govern the Society in all cases in which they are not inconsistent with these Bylaws and any special rules the Society may adopt.

Article XII

Amendments

A. Proposing bylaws. Bylaw amendments may be proposed by any of the following methods:

1. Bylaw amendments may be proposed by any Officer or Director, and must be approved to be placed on the ballot by a two-thirds (2/3) vote in favor of the Board. Amendments from the Board may be introduced and voted on at any time during the year, but the preference is to combine amendment voting with board elections.
2. Bylaw amendments may be proposed by a petition sent to the Board which is endorsed by at least 25 active members of the society. The petition process should be electronic using a method determined by the Board and incorporated in the Standing Rules. The process to submit petitions must be described on a publicly accessible page on the Society website. Any petitions that meet the criteria will be automatically approved to be placed on the ballot without requiring a vote by the Board.

B. Membership notification.

1. Upon approval to be placed on the ballot, the Board of Directors will set the date when the members will be notified of the upcoming vote to ratify the amendments. Notification should occur no later than 1 month after the proposal is approved to be placed on the ballot. Multiple amendments may be on the same ballot.
2. The notice will contain an exact description of the bylaw changes, a brief reason for the change, and the date when voting begins.
3. Notification shall be conducted electronically. The method used will be determined by the Board and incorporated in the Standing Rules, and should be selected based on reaching the most members possible. Any members not contactable by electronic methods will be sent voting information via the US Postal Service or other private carrier, but they must vote using the voting method in effect at the time.

C. Voting

1. Voting to ratify bylaw amendments shall be conducted electronically. The method used will be determined by the Board and incorporated in the Standing Rules, and should be selected based on accessibility to most members and on ease of use. Care should be taken to ensure that only active members may vote.
2. Voting will begin no less than 2 weeks before and no more than 3 weeks after notification is sent. The voting period will be 2 weeks.

3. Amendments require a two-thirds (2/3) vote in favor for ratification, with a minimum of 50 members voting.
4. The results of the votes shall be conveyed to the membership as soon as possible using the same method as used for notification.

D. Ratification.

1. If ratified, amendments will take effect 1 week after voting ends.
2. The Secretary must incorporate the amendments into the bylaws themselves no later than 1 month after ratification.
3. The results of any bylaw amendments ratified since the last Annual Meeting will be reported to the membership at the next Annual Meeting.

Article XIII

Emergency Clause

Section 1.

When, because of war or other great disaster or extraordinary emergency, the holding of the Annual Meeting is made impractical, all functions, powers, and duties of this society shall be and are vested in the Board of Directors.

Section 2.

If travel be forbidden or curtailed to a prohibitive extent, voting by mail, **telephone, email or other electronic means**, for purposes of electing officers and adopting amendments to the Bylaws, shall be and is hereby authorized, and the Executive Committee is hereby empowered to prescribe full and appropriate procedure for the purpose thereof.

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