BYLAWS OF THE
COLORADO GENEALOGICAL SOCIETY

ARTICLE I

NAME

The name of this organization is THE COLORADO GENEALOGICAL SOCIETY, INCORPORATED, (Sic) hereinafter referred to as the "Society", a non-profit organization.

ARTICLE II

OBJECTIVES

The objectives of this Society are:

1. To promote an interest in genealogy by encouraging, educating, and instructing members and the public in the art and practice of genealogical research;
2. To maintain and evaluate genealogical standards by stressing the knowledgeable use of sources and the importance of complete and accurately recorded research;
3. To locate, preserve and index public and private genealogical records and to make such records, or the information in them, available to members and the general public;
4. To assist and support the genealogical community in Colorado, including researchers, fellow societies, libraries and archives;
5. To publish genealogical and historical information in a quarterly journal known as *The Colorado Genealogist, CGS Newsletter* and in other appropriate publications.
6. When deemed appropriate and necessary by the membership, Special Interest Groups (SIG) of the Society may be created to further these objectives.

ARTICLE III

MEMBERSHIP AND DUES

Section A. Membership. Any applicant interested in furthering the objectives of this Society shall be eligible for membership upon submission of a completed application form and payment of dues. Any member whose dues are current shall be considered a "member in good standing." Changes in classes of membership and the amount of dues shall be proposed by the Board of Directors and approved by the general membership at the Annual Meeting.

Section B. Honorary Life Membership. Honorary Life Membership may be conferred upon any Society member who has given exceptional service to the Society as determined by the Board of Directors and as announced in a Society publication.

Section C. Honorary membership of one year (1) may be conferred upon any individual for service to the Society as determined by the Board of Directors.

ARTICLE IV

MEMBERSHIP AND FISCAL YEARS

Section A. The Membership Year shall be from 1 January through 31 December.

Section B. The Fiscal Year shall be from 1 July through 30 June.

ARTICLE V

MEETINGS

Section A. Regular Meetings. General membership meetings of the Society shall be scheduled by the Board of Directors and shall be open to anyone interested in the objectives of the Society.

Section B. Special Meetings. Special meetings may be called by the President, by a majority of the Board of Directors or by a written request to the Board of at least ten Society members. The call for such a meeting shall allow sufficient time to provide due notice to the membership as to time, place and subject. The call may appear in a regular issue of the Society Newsletter. No business other than the stated subject shall be conducted at a special meeting.

Section C. Annual Meeting. The Annual Meeting shall be the general membership meeting in June. During the Annual Meeting, the following business shall be conducted:

1. Posting of the minutes of the last Annual Meeting.
2. Posting of the Financial Report.
3. Adoption of the Annual Budget.
4. Adoption of any proposed amendments to these Bylaws.
5. Election and installation of officers and nominating committee members.
6. Other business as deemed appropriate by the Board of Directors.

Section D. Quorum. A quorum shall be a majority of those members in good standing who are present.

ARTICLE VI

BOARD OF DIRECTORS

Section A. The officers of the Society shall be the President, Vice President, the most recent Past President willing to serve, Secretary and Treasurer. In addition there shall be directors appointed by the President and approved by the Executive Committee (See Art. VII, Sec. A). The officers and Directors shall constitute the Board of Directors. No person shall be elected or appointed, or shall continue to serve as an official, unless that person is a member of the Colorado Genealogical Society in good standing. The representative of any SIG shall be determined by the SIG and shall become a non-voting member of the Board of Directors of the Society.

Section B. Responsibilities. The Board of Directors shall be responsible for the effective management and the day-to-day operation of the Society. The Board of Directors shall:

1. Transact the official business of the Society.
2. Establish and approve an annual budget for adoption at the Annual Meeting.
3. Establish and direct committees.
4. Approve special programs, seminars and similar projects.
5. Control and manage Society funds and fund raising activities.
6. Review appointments made by the President and the Vice President and confirm them as appropriate.
7. Authorize disbursements not already provided for in the budget.
8. Establish and maintain a Procedure Manual which shall contain standing rules, policies and

procedures needed for the efficient operation of the Society. These procedures shall include a specific position description for each elected and appointed official and each committee. These procedures, policies and rules may, at any time, be amended by the Board of Directors.

Section C. Succession. Any vacancy occurring on the Board of Directors, with the exception of the President, may be filled by presidential appointment, subject to confirmation by a majority of the Board of Directors. In the absence, incapacity or resignation of the President, the Vice President shall assume the presidency until the next regularly scheduled election in June when a new President shall be elected to serve out the remainder of the original two year term of office.

Section D. Meetings. The President shall call at least nine regular meetings of the Board of Directors each year. A quorum shall be a majority of the officers of the Society.

Section E. Special Meetings. The President shall call a special meeting of the Board of Directors upon request of any two elected officers.

ARTICLE VII

EXECUTIVE COMMITTEE

Section A. The Executive Committee shall consist of the four elected officers of the Society, and the Past President.

Section B. The Executive Committee shall have general supervision of the Society between its business meetings and make decisions necessary between said meetings. The committee shall be subject to the orders of the Society and none of its acts shall conflict with action taken by the Society.

ARTICLE VIII

NOMINATIONS, TERMS AND ELECTIONS

Section A. Nominations.

1. The Nominating Committee shall consist of a Chairman and two other members to be elected a the Annual Meeting to serve one year.
2. The Nominating Committee shall prepare a slate of candidates - one for each position becoming vacant as outlined in Article VI, Sec. A and three (3) members of the Nominating Committee for the next year for presentation to the Board of Directors at its April meeting. The committee may also be requested to submit candidates for vacated appointed positions. Written consent to serve in the position for which nominated shall be obtained from each nominee.
3. The approved slate of candidates shall be announced in the May Newsletter and at the May membership meeting.
4. Nominations may be made from the floor at the Annual meeting by any member, provided that any person so nominated has agreed in writing to serve in the position for which nominated.

Section B. Terms of office shall be effective July 1. The term for elected officers shall be two years. No officer may serve more than two consecutive terms in any one office.

Section C. The appointed Directors shall assume their positions July 1. Their term of office shall be one year and they may be reappointed for additional consecutive terms.

Section D. Election of the President, Secretary and three (3) members of the Nominating Committee shall be at the Annual Meeting in even-numbered years.

Section E. Election of the Vice President, Treasurer and three (3) members of the Nominating Committee shall be at the Annual Meeting in odd-numbered years.

Section F. Voting shall be by a show of hands or voice provided that there is only one candidate for each office. Only those members in good standing are eligible to vote. If more than one candidate is running for any office, the voting shall be by written ballot of those members in good standing in attendance at the Annual meeting. A majority vote elects.

ARTICLE IX

RESPONSIBILITIES OF ELECTED AND APPOINTED OFFICIALS

Section A. In addition to the basic responsibilities assigned to each position in the following sections, each official shall be responsible for such other duties and tasks as may be required by the official position description prepared and maintained in the Procedure Manual.

Section B. The President shall:

1. Preside at all meetings of the membership and of the Board of Directors.
2. Sign, with the Secretary, all legal documents on behalf of the Society.
3. Appoint a Parliamentarian to advise the President and the Board of Directors on matters of order and procedure.
4. Upon expiration of the term of office, serve on the Board of Directors as Past President.
5. Select and appoint the Chairman and members of the following committees:
   a. Auditing. The committee shall consist of from one to three individuals and is responsible for conducting an audit of the financial records after the close of each fiscal year. It shall submit a written report of audit to the President for reading at the next regular Membership Meeting.
   b. Long-Range Planning. The committee shall consist of a Chairman and five members selected from among former Society Board members. Its function shall be to offer recommendations to the Board of Directors which would warrant consideration toward furthering the objectives of the Society. This committee shall be appointed when deemed necessary by the Board of Directors.
6. Serve as ex-officio member of all committees except the Nominating Committee.

Section C. The Vice President shall:

1. Assume the Presidency in the absence or resignation of the President or at the request of the President.
2. Assist the President in the administration of the Society.
3. Review yearly and update, as needed, the procedure manual.

Section D. The Secretary shall:

1. Assume the Presidency in the absence, incapacity or resignation of the President and Vice President or at the request of the President.
2. Record and transcribe the minutes of the meetings of the membership and the Board of Directors.
3. Sign, with the President, all legal documents on behalf of the Society.
4. Be responsible for collecting and preserving all material from Board and Membership meetings of historical and record value pertaining to the Society.
5. Be responsible for receiving, processing and distributing to appropriate officials all mail received by the Society at its official address. Assignment can be made to another member of the Board if that person is willing to assume the duty.
6. Be responsible for responding to correspondence at the request of the President.

Section E. Treasurer shall:

1. Assume the presidency in the absence, incapacity or resignation of all of the following: the President, Vice President and Secretary.
2. Be responsible for all financial concerns of the Society.
   a. Be custodian of all Society funds and provide, at Society expense, if so requested by the Board of Directors, a performance bond in the amount required by the Board.
   b. Maintain appropriate books and use generally accepted accounting practices.
   c. Sign checks for authorized disbursements on behalf of the Society.
   d. Prepare financial reports and statements for presentation to the Board of Directors and to the membership at regular meetings.
   e. Make financial records available to the Auditing Committee.
   f. Keep an accurate and up-to-date inventory of all assets of the Society including, but not limited to, all equipment, books, computer programs, office supplies or materials purchased with Society funds for use in conducting the business of the Society.
3. Select and appoint, when necessary, the Chairman and members for each of the following committees and serve on each in an ex-officio capacity:
   a. Financial Planning. Responsible for conducting necessary planning to insure that adequate funds are available for operation of the Society; advising the Board of Directors concerning any need for fund-raising programs, dues adjustments, investing of Society funds and recommending expenditure of any excess funds in the Society accounts.
   b. Budget. Responsible for preparing the Society annual budget and submitting it to the Board of Directors for approval at the March Meeting. The proposed budget shall be announced at the regular April meeting and published in the April Newsletter.

Section F. The Past President shall:

1. Serve as advisor to the President and the Board of Directors.
2. Provide guidance to the Nominating Committee.
3. Serve on the Executive Committee.

ARTICLE X

SPECIAL INTEREST GROUPS

Section A. When a group of 15 or more Society members identifies a need related to the objectives of the Society, a Special Interest Group may be established to further those goals.

Section B. Each proposed SIG must notify the President of the Society in writing of its intention to form and the purpose of the SIG.

Section C. Bylaws for each SIG must be submitted to the Board of Directors of the Society which must approve the creation of the SIG. The members of the Board of Directors of any SIG must be members of the Society. Any part of any SIG bylaws in conflict with these bylaws shall be considered null and void. Any changes to any SIG bylaws must be presented to the Society Board for approval before any changes may take effect.

Section D. Only SIGs which are approved by the Society Board for SIG status shall be eligible to use the tax exempt status of the Society. All income must be reported to the Society Treasurer and each SIG shall be responsible for a detailed accounting of expenses and income and for the payment to the Society Treasurer of any state or local taxes as required by the non profit status of the Society resulting from the SIG activities.

Section E. No activity which jeopardizes the non-profit status of the Society shall be allowed by any SIG.

Section F. Membership in any SIG does not constitute membership in the Society.

Section G. Minutes of the meetings of any SIG shall be sent to the Society President at the time they are distributed to the SIG Board.

Section H. Minutes of the meeting of the Society Board shall be sent to the president and liaison of each SIG at the time they are distributed to the Society Board.

Section I. Each SIG shall keep an accurate and up-to-date inventory of all assets, including, but not limited to, all equipment, books, computer programs, office supplies or materials purchased with SIG funds for use in conducting the business of the SIG. A copy of this inventory shall be sent to the Society Treasurer at least 30 days prior to the end of the fiscal year.

Section J. In the event any SIG decides to dissolve, its assets shall be returned to the Society along with all membership rosters, financial records and other records of its operation.

ARTICLE XI

AFFILIATES

Section A. When five or more individuals, who are not within a geographical area served by an existing genealogical society, desire to create a group whose purposes are related to the objectives of the Society, an affiliate may be established, to further the achievement of these goals. The name of this affiliate shall be "Colorado Genealogical Society/*site*" and may be abbreviated as "CGS/*site*".

Section B. Each proposed affiliate must notify the President of the Society, in writing, of its desire to organize, and must state its purposes and objectives. All affiliates are subject to the approval of the Society's Board of Directors.

Section C. Membership in the affiliate will require membership into the Society, to which all benefits, responsibilities, policies, procedures and bylaws will apply. Affiliate members are encouraged to attend at lease one membership meeting and the Annual Meeting of the Society, per membership year.

Section D. The affiliate's financial structure may be self-determined, as approved by the Society's Board of Directors. A financial report and the list of assets will be submitted to the Society Treasurer at least thirty days prior to the end of the fiscal year. Any exercise of sales tax exemption must be preapproved by the Society's Board of Directors.

Section E. An affiliate shall not engage in any activity which jeopardizes the non-profit status of the Society.

Section F. Regularly scheduled affiliate meetings shall occur at least four times per membership year. Scheduled meeting and event dates must be forwarded to the Society Newsletter Editor for inclusion into the Society newsletters.

Section G. The affiliate shall designate a chairperson, whose duties will be to schedule meetings and events, and to submit an Annual Report to the Society Secretary at least thirty days prior to the end of the fiscal year. This chairperson is invited, but is not required, to attend the Board meetings of the Society as a guest.

Section H. The affiliate will work locally to promote, encourage, educate and instruct the community in the art and science of genealogy. The affiliate is encouraged to locate and preserve local records, and to extract and publish local records in the Society Quarterly.

Section I. The Society President will appoint a Society affiliate liaison.

Section J. In the event any affiliate decides to dissolve, its assets shall be donated to the local library or historical society; membership rosters, financial records and records of operation will be given over to the Society. The Society Board of Directors reserves the right, by two-thirds vote, to dissolve an affiliation.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Section A. The rules contained in Roberts Rules of Order, Newly Revised, shall govern the Society in all cases where they are applicable and where they are not inconsistent with these Bylaws.

ARTICLE XIII

AMENDMENTS

Section A. These Bylaws may be amended at the Annual Meeting by a two-thirds vote of those voting using the following procedures:

1. Proposals may be submitted by any member or by the Board of Directors. Proposals from members shall be submitted in writing to the Board of Directors at least four months before the expected effective date.
2. All proposed amendments, together with the recommendations of the Board of Directors, shall be published in the Society Newsletter and presented at a regular Membership Meeting at least thirty (30) days before the Annual Meeting. Amendments shall be consecutively numbered, dated and attached to these Bylaws for permanent record.

ARTICLE XIV

DISSOLUTION OF SOCIETY

Section A. In the event of the dissolution of The Colorado Genealogical Society, all salable assets shall be converted to cash. The monies of the Society shall be used to purchase genealogical materials. All genealogical materials possessed by the Society shall then be donated to any library in Colorado which is open to the public. Dissolution shall be in accordance with The Internal Revenue Code 501(c)(3).

ARTICLE XV

ENABLING

Section A. These Bylaws were adopted at the general Membership Meeting of The Colorado Genealogical Society, Inc. on 17 April 1992 to be effective 20 June 1992.

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Note: The above is a compilation of the Bylaws which were originally adopted on 1 July 1985 and includes Amendments dated 21 May 1993, 20 May 1994 and 16 Jun 1995.

Note: Amendment XI was adopted at the Annual Meeting of the membership of The Colorado Genealogical Society, Inc, on 19 June 1998, to become effective 1 September 1998.

Note: Article V, Sec. C, No. 1 was amended at the Annual Meeting of the membership of the Colorado Genealogical Society, Inc., on June 21, 2002.

Note: Bylaws most recently amended at the Annual Meeting of the membership of the Colorado Genealogical Society, Inc. on June 18, 2010.