By-Laws of the Maryland Genealogical Society, Inc.

Article I – Name

The legal name of this corporation is The Maryland Genealogical Society, Incorporated, but it is frequently known informally as the Maryland Genealogical Society.

Article II – Objectives

The objectives of this Society are:
1. To encourage and instruct members in genealogical research and compilation;
2. To promote adherence to high standards of accuracy and thoroughness in genealogy;
3. To locate, preserve, index, and publish public and private genealogical records and studies;
4. To cooperate with other organizations throughout the State of Maryland and elsewhere in the promotion of genealogical programs.

Article III – Membership

Section 1. Any person desiring to become a member of the Society may do so by submission of a completed application form and payment of the annual dues.

Section 2. There shall be four classes of membership – Regular, Senior, Life, and Honorary. Regular members are dues-paying joint members of the Maryland Genealogical Society and the Maryland Historical Society. Senior members, limited to persons aged 70 years and above, are not required to maintain membership in the Maryland Historical Society. Life members are persons who have paid the Society’s Life Membership fee, and thereby are exempt from payment of annual dues. The Executive Board may elect from time to time not to offer Life memberships. All members are to receive the regular Society publications and may attend Society meetings and functions. Regular, Senior, and Life members may vote and hold office. Two persons residing at the same address may become members by payment of the individual member dues, but shall receive a single subscription to publications and shall have one vote.

Section 3. Honorary membership may be conferred upon any person whom the Executive Board deems worthy. Honorary members shall be granted all rights of membership except the right to vote and to hold office, and shall be exempt from the payment of dues.

Article IV – Dues

Section 1. The annual dues shall be set by the Executive Board.

Section 2. Members who fail to pay dues following the expiration of their paid-up membership shall be notified in writing of the delinquency. If the dues are unpaid
at the end of two months following the date of the notice, the member shall be automatically dropped from the membership.

**Article V – Executive Board**

Section 1. The Society shall be governed by an Executive Board, which shall constitute the Board of Directors for corporate purposes. The Executive Board shall consist of the following:
(a) Class 1, which shall consist of the President, Vice President, Recording Secretary, and Treasurer;
(b) Class 2, which shall consist of a number of at-large Executive Board members as determined from time to time by a majority vote of the entire Executive Board, provided that their number shall not be fewer than four or more than fifteen, and provided further that any change in the number of at-large Executive Board members shall not affect the tenure of office of any member of the Executive Board;
(c) The immediate Past President, ex officio, who shall have no vote on the Executive Board.

Section 2. Members of Class 1 and Class 2 shall be elected by the Society’s membership to two-year terms in alternate years, by a secure ballot made available to members at least 30 days before the terms of office begin, and shall take office on the first day of June immediately following their election. Each such officer or at-large Executive Board member shall continue in office until his or her successor is elected and assumes office.

Section 3. No candidate shall be elected to more than one office at the same election. A majority of all votes cast shall be necessary to elect officers and at-large Executive Board members. Should no candidate for an office receive a majority of all votes cast for that office, a runoff election shall be held between the two candidates who received the largest number of votes.

Section 4. An interim vacancy among the at-large members of the Executive Board shall be filled by appointment by the Executive Board, and any member so appointed shall serve for the remainder of that term. An at-large Executive Board position shall automatically become vacant when its holder assumes an elective office, either by election or by appointment.

Section 5. Except as otherwise provided in the By-Laws, all matters brought to a vote of the Executive Board shall be decided by a majority of the votes cast, and voting by proxy shall not be permitted. A dual Executive Board membership entitles the holder to cast only one ballot in any voting.

**Article VI – Officers**

Section 1. The elected officers of the Society shall be a President, a Vice President, a Recording Secretary, and a Treasurer.
Section 2. Should the office of President become vacant by death or resignation, the Vice President shall become President and shall assume the powers and duties of that office for the remainder of the President’s term. Should the President become unable to carry out the duties of office, the Vice President shall become acting President, and shall assume the powers and duties of that office during such disability. An interim vacancy in an elective office other than the President shall be filled by appointment by the Executive Board, and any officer so appointed shall serve for the remainder of that term.

Section 3. No member shall hold the office of President for more than one two-year term providing, however, that after at least one intervening two-year term a past president may again be elected President.

Section 4. The Executive Board shall appoint a Corresponding Secretary, a Registrar, an Archivist, and such other officers as it shall choose. Any officer appointed under this Section may be removed by the Executive Board at any time, either with or without cause, and any such office may be abolished by the Executive Board. Elected officers and at-large Executive Board members may also serve as appointed officers.

Article VII – Duties of Officers

Section 1. The duties of the officers shall be such as are indicated by their respective titles and as are specified in these By-Laws.

Section 2. The President shall:
(a) preside at all meetings of the Society and of the Executive Board;
(b) be ex-officio a member of all committees except the Awards Committee and the Nominating Committee;
(c) be the Society’s representative to the Maryland Historical Society.

Section 3. The Vice President shall:
(a) perform the duties of the President in his or her absence or inability to serve;
(b) serve as Chairman of the Program Committee.

Section 4. The Recording Secretary shall:
(a) keep a record of all proceedings of the Society, including minutes of meetings of the Executive Board and the Society;
(b) have charge of the Articles of Incorporation and all other similar documents.

Section 5. The Treasurer shall:
(a) receive all dues and funds of the Society;
(b) deposit the funds in accounts as directed by the Executive Board;
(c) keep a record of all money received and expended;
(d) pay all bills as authorized by the Executive Board;
(e) submit a written financial report at each Executive Board meeting;
(f) prepare a Financial Statement at the end of the fiscal year;
(g) be responsible for the preparation and filing of all required tax returns, information statements, and similar government documents in a timely fashion, and retain a copy of all such documents in the Society’s files.

Section 6. The Corresponding Secretary shall:
(a) conduct the correspondence of the Society, as requested by the President or the Executive Board, and maintain a file of all correspondence;
(b) report correspondence received by the Society to the Executive Board for the Board’s information and action;
(c) give due notice of all meetings of the Society and Executive Board and perform such other duties as may be required.

Section 7. The Registrar shall:
(a) maintain records of the membership of the Society;
(b) enroll new members of the Society and issue membership numbers to them;
(c) prepare a Membership Directory as directed by the Executive Board.

Section 8. The Archivist shall have charge of non-current records of the Society, excluding legal papers, which are to be kept by the Recording Secretary.

Section 9. Annual reports of all officers and chairmen of standing committees shall be presented in writing for acceptance at the June Executive Board meeting.

Section 10. All officers, upon retiring from office, shall deliver to their successors all monies, accounts, records, books, papers or other property belonging to the Society. This shall take place at the June meeting of the Executive Board, with both retiring and newly elected officers attending.

Article VIII – Committees

Section 1. The following shall be Standing Committees:

(a) Executive Committee. The Executive Committee shall consist of the President, Vice President, Recording Secretary, Treasurer, and immediate Past President, and shall be chaired by the President, or, in the President’s absence, by the Vice President. It shall meet prior to regular meetings of the Executive Board as needed to consider any matters relevant to the Society, and shall make such recommendations to the Executive Board as it may deem appropriate.

(b) Program Committee. The Program Committee shall be chaired by the Vice President and shall organize and manage all conferences, seminars, social events and similar programs sponsored by the Society, subject to the approval of the Executive Board.

(c) Publications Committee. The Executive Board shall appoint a Chairman and members of the Publications Committee, which shall:
   (i) Oversee the compilation, publication, distribution and sale of all of the Society’s print and electronic publications, subject to the direction of the Executive Board;
(ii) Make recommendations to the Executive Board regarding policies and practices pertaining to the Society’s publications, the appointment of persons to edit such publications and to maintain the Society’s website, and related matters.

Section 2. The following shall be Special Committees:

(a) Awards Committee. At least once during the Society’s year, the President shall appoint from the general membership and the Executive Board an Awards Committee of at least five members, including at least one Fellow of the Society, who shall be designated as Chairman. The committee shall seek nominations from members of the Executive Board, the other Fellows, and among themselves for consideration, and shall select such recipients of the Society’s honors and awards, including Fellowships, Certificates of Merit, and other awards which the Society may establish, as the committee deems appropriate. The committee may determine that no awards should be made. Fellowships shall be limited to individual members of the Society who have distinguished themselves by their outstanding genealogical scholarship and contributions to the Society and to the genealogical community. Certificates of Merit may be awarded to individuals and organizations for meritorious services contributing to the advancement of the Society and its objectives. The Chairman shall report the committee’s recommendations for awards to the Executive Board at a meeting designated by the Board, which may reject any recommendation, but shall make no additions and shall designate the occasion when awards will be presented.

(b) Audit Committee. Every two years, upon the conclusion of the Treasurer’s term, and at other times at its discretion, the Executive Board shall appoint an Audit Committee consisting of a Chairman and two other members to examine the financial records, account books, bank statements, invoices, and other documents relating to the financial condition of the Society. The committee shall submit a written report of its findings to the Executive Board.

(c) Nominating Committee. Each year, at the February meeting of the Executive Board, a Nominating Committee consisting of a Chairman and two other members, none of whom shall be the President of the Society, shall be appointed by the President, with the concurrence of the Executive Board. At the April Executive Board meeting the Nominating Committee shall submit the name of at least one nominee for each elective office to be voted upon that year, the consent of the nominees to serve if elected having been secured. The names of those selected for nomination shall appear on the ballot which shall be distributed to members of the Society. In voting for each elective office, members may vote for a candidate whose name appears on the ballot, or may vote for another person by placing that person’s name on the ballot in the place designated for that office. Only members of the Society in good standing may be nominated and elected to office.

Section 3. The Executive Board shall create and abolish such other special committees as it may deem appropriate. The President, with the approval of the Executive Board, shall appoint their respective chairmen and members, provided, however, that the
Article IX – Meetings

Section 1. The Executive Board shall meet at least five times during the year – in June, September, November, February and April, the time and place to be determined by the Board. Special meetings may be called by the President upon request of three members of the Executive Board.

Section 2. All members of the Executive Board shall be notified of meetings of the Executive Board not less than fourteen days before the date of the meeting.

Section 3. The Society shall hold an Annual Business Meeting in the Spring of each year at a time and place to be determined by the Executive Board.

Section 4. Special meetings of the Society may be called by a petition signed by twenty-five members of the Society. The petition shall specify the subject or subjects of the meeting, and the business of the meeting shall be limited to the stated subject or subjects.

Section 5. Notices of all meetings of the Society shall be sent to all members at least fourteen days before date of the meeting.

Section 6. Five members shall constitute a quorum at an Executive Board meeting; twenty members shall constitute a quorum at meetings of the Society for the transaction of business. All meetings shall be conducted according to parliamentary procedure. Voting by proxy shall not be permitted.

Article X – Fiscal Policies

Section 1. The Fiscal Year shall be from June 1 to May 31, with the June Executive Board meeting constituting the first transaction of business for the year.

Section 2. Authority to deposit, invest, and disburse the Society’s funds, to enter into contracts on the Society’s behalf, and to dispose of the Society’s assets shall reside in the Executive Board. The Board may delegate its authority in such matters to the Treasurer or another officer of the Society, provided, however, that no such action having a value of $250 or more, and no series of related actions having in the aggregate a value of $250 or more, shall be undertaken without the specific approval of the Executive Board.

Section 3. The Treasurer and two other officers of the Society shall have signature authority on all of the Society’s banking and investment accounts, although only one signature may be required.

Section 4. The Society shall indemnify, by insurance or otherwise, its officers, committee members, and Executive Board members acting on behalf of the Society, such
that, during his or her term of office and thereafter, no officer, committee member, or Executive Board member or his or her personal representatives or estate, shall be liable to the Society or to anyone claiming under, through, or in the right of the Society by reason of any action taken or omitted by him or her in good faith in his or her capacity as such officer, committee member, or Executive Board member. The foregoing provision shall not exclude other defenses or rights such officer, committee member, or Executive Board member may be entitled to as a matter of law or equity.

Section 5. The Society is incorporated as a non-profit corporation under the laws of the State of Maryland, and shall be operated in conformity with those laws and with Section 501 (c) (3) of the Internal Revenue Code, and any subsequent revisions thereof. No part of the net earnings of this non-profit corporation shall inure to the benefit of any private individual, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Society.

Section 6. Should the Society be dissolved, its assets remaining after the payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, and such distribution shall be made in accordance with all applicable provisions of the laws of the State of Maryland.

Article XI – Amendments

Amendments to the By-Laws may be proposed by a majority vote of the Executive Board or by a petition signed by twenty-five members of the Society, and shall be submitted to the membership for approval at the next election. The text of the proposed amendment shall be provided to the membership at least fourteen days prior to the vote. Adoption of an amendment shall require the affirmative vote of at least two-thirds of the members voting on the proposed amendment.

Approved by the Executive Board on 29 May 2019