

Georgia Genealogical Society Bylaws

Revised and approved January 1, 1990; September 1991; September 1995; October 4, 1997; September 29, 2012; October 4, 2013; October 2014; October 2015; August 2016; September 16, 2017; September 11, 2021; September 2022, and September 27, 2025

ARTICLE I. NAME

The name of the organization shall be Georgia Genealogical Society, Inc. It shall hereinafter be referred to as “GGS” or the “Society.”

ARTICLE II. NONPROFIT STATUS

Georgia Genealogical Society, Inc. was incorporated as a nonprofit 501(c)(3), under the laws of the State of Georgia on April 17, 1964.

ARTICLE III. OBJECTIVES

The objectives of the Society are those enumerated in the charter:

- a. To raise the standards of genealogical research over the State through educational programs, lectures, workshops, and the publication of genealogical information, and
- b. To constitute a support group for the Georgia Archives and to assist said Archives in building up its genealogical collections, and
- c. To promote the collection and preservation of the early records of the Colony and State of Georgia.

ARTICLE IV. MEMBERSHIP AND DUES

Section 4.0.1: Membership in the Georgia Genealogical Society shall be open to any person interested in promoting the objectives stated in Article III upon payment of annual dues.

Section 4.0.2: Institutions and societies within and outside the State of Georgia shall be eligible to be non-voting members of GGS upon payment of annual dues.

Section 4.0.3: The classes of members of GGS shall be:

Individual

Family (any two persons at the same address and receiving one mailing from GGS; this membership is entitled to one vote)

Patron

Benefactor

Institutions / Organizations including Archives / Libraries

Additional classes may be added at the discretion of the Board of Directors as beneficial to GGS.

Section 4.0.4: Annual dues shall be determined by the Board of Directors. The yearly term of membership after receipt of application shall begin with the date dues are received and shall expire on that date in one year. If payment for dues is not received within thirty days of membership expiration date, the name will be removed from the list of active members.

Section 4.0.5: Member in Good Standing – A member in good standing shall be one whose dues are current, who has no outstanding debts to GGS, and who is not under disciplinary action as determined by the Board of Directors. Only members in good standing prior to the time of nomination/appointment may hold an elected position, chair a committee, or be an appointee. (See Article XIII, Section 13.0.3 for more on nomination to an officer or board position)

ARTICLE V. FISCAL PERIOD

The fiscal year of GGS shall be January 1 through December 31.

Article VI. MEETINGS OF THE GGS MEMBERSHIP

Section 6.0.1: Regular meetings in-person with a virtual component shall be held quarterly, including at least one all-day seminar or workshop each year. Meetings may be scheduled more frequently by the Board if interest of the membership is indicated. Timely notice of regular meetings shall be communicated to the entire membership. A hybrid meeting is when people attend in-person and virtually.

Section 6.0.2: Board meetings are meetings of the members of the Board as defined in the Bylaws and are open to the membership. GGS membership meetings can also be business meetings. Only voting members of GGS are eligible to vote. These meetings are open to all, but only voting members may participate in conducting official Society business. All membership meetings may have an educational component.

Section 6.0.3: The President presides over all meetings; in the President's absence the Vice-President presides. If neither of these officers are able to attend, the president designates an elected GGS Officer or Director to substitute.

Section 6.0.4: Elections of Officers and Directors shall be held at the third-quarter Membership meeting in odd-numbered years. Officers and Directors shall be installed at the fourth-quarter meeting following the election and shall assume the duties of their respective offices on the first day of January of even-numbered years except in case of vacancies occurring outside of the regular election cycle. (see Section 8.0.7)

Section 6.0.5: Special Called meetings of the GGS membership may be called by the President or in the absence of the President, the Vice-President, or with the request of any five voting members of the Board or by thirty members in good standing of the Society.

ARTICLE VII. QUORUM AND VOTING BY GGS MEMBERSHIP

Section 7.0.1: Thirty members in good standing shall constitute a quorum and be empowered to transact the business of GGS at a duly called meeting of the GGS membership. Members must be present, virtually or in-person, at the meeting in order to vote.

Section 7.0.2: Manner of Voting. The voting for election of Officers and Directors and on all questions coming before the GGS membership shall be conducted using a method

determined by the Board, and selected based on accessibility to most members and on ease of use. If meeting is hybrid with both virtual and in-person members, those present virtually and in person shall vote by a hand raise. If the vote is for a contested election, the vote must be by written ballot (paper or vote by virtual form or poll). Care should be taken to ensure that only members in good standing at the time of the vote may cast a vote.

Voting will begin no less than two weeks and no more than three weeks after notification is sent. The voting period will be two weeks. Dates will be stated in the notification.

Section 7.0.3: The Recording Secretary shall announce the results of the Board election at the 3rd quarter meeting.

ARTICLE VIII. BOARD OF DIRECTORS

Section 8.0.1: The Board of Directors shall consist of the duly elected GGS Officers and Directors, the non-voting positions of immediate Past-President, IGHR Executive Director, and the editors of the Society's *Journal* and Newsletter.

Section 8.0.2: The Editors of the *GGS Journal*, the Newsletter shall be appointed annually by the President with the approval of the Board of Directors.

Section 8.0.3: The IGHR Executive Director shall be reviewed annually by the President with the approval of the Board of Directors.

Section 8.0.4: The duly elected Officers and Directors shall have all the power and authority over the affairs of GGS during the interim between meetings of the GGS membership.

Section 8.0.5: The President and Recording Secretary of GGS shall serve as Chair and Secretary, respectively, of the Board of Directors.

Section 8.0.6: Officers and Directors shall be elected for a term of two years at the third-quarter meeting in odd-numbered years except in the case of a vacancy described in Section 8.0.7. Officers and Directors shall be installed at the fourth-quarter meeting following the election and shall assume the duties of their respective offices on the first day of January of even-numbered years except in the case of vacancy as described in Section 8.0.7.

Section 8.0.7: Vacancies

Vacancies in the office of President or Treasurer shall be filled by the Vice President or Assistant Treasurer respectively. All other vacancies that occur by any means as defined below between election cycles shall be filled by a special election using the following process:

- a. The President shall present to the Board of Directors a qualified GGS member in good standing as a candidate to 1) fill the unexpired term of the officer and / or director, 2) fill an officer or director position created by succession to another office, 3) fill a new officer or director position that has been approved by the GGS membership, or 4) replace any elected member of the Board of Directors who fails to attend 3 consecutive, regularly scheduled Board of Directors meetings (unless the President is notified in advance of the Director's absence).
- b. The Board of Directors shall ratify the candidate.

- c. The election by the GGS membership and installation of the officer and / or director shall be at the next GGS membership meeting provided a thirty-day notice is given to the GGS membership.

Any officer or director who has been elected by this process shall serve until the next regularly scheduled election in odd-numbered years.

Section 8.0.8: The Board of Directors shall meet at least quarterly. A special called meeting of the Board of Directors may be called by the President or upon the request of any five members of the Board of Directors. Meetings will be announced to all members of the Board of Directors through a group email.

Section 8.0.9: The Board of Directors is authorized to adopt rules for the transaction of its business, provided such rules do not conflict with these Bylaws.

Section 8.0.10: The Elected Officers of the Society shall be President, Vice President, Treasurer, Assistant Treasurer, and Recording Secretary.

Section 8.0.11: The Executive Committee of the Board shall be President, Vice President, Treasurer, Assistant Treasurer, and Recording Secretary, and shall review the contracts of the IGHR Executive Director, editors of the *Journal*, and the Newsletter.

Section 8.0.12: The elected Directors of GGS shall be Education, Membership, Publicity, Publications, Policies and Procedures, Volunteer, Technology, and Director-at-Large (with duties assigned by the President). The Historian-Archivist is an elected and voting member of the Board and a Director.

Section 8.0.13: No officer or elected Board member shall be eligible to serve more than two consecutive terms in any one office to which elected. Positions requiring special knowledge or skills may be exempt from this term limit requirement based on a recommendation from the Board of Directors.

Section 8.0.14: The Board of Directors may conduct business through ~~an electronic~~ a virtual meeting using the following format:

The President, or the Vice-President in the President's absence, will convene a special called virtual meeting at his/her discretion or the request of five board members. This will be considered a duly called meeting, as described in Article IX, Section 9.0.4.

The meeting will be announced to all members of the Board of Directors through a group email.

The President will state the issue(s) with a request for any discussion and a closing date for the discussion will be set at the discretion of the President. All discussion will be sent in a group mail to all elected voting members of the Board of Directors.

At the end of the specified time, the President will call for a vote, again with a time limitation. All elected voting members of the Board of Directors shall respond to the entire group with a "yes," "no," or "abstain." Votes from a majority of the Board of Directors members eligible to vote must be cast to constitute a quorum for electronic voting.

The President then shall provide to all a final tally on the vote and minutes of the virtual action shall be recorded by the Recording Secretary who shall submit it to the next Board of Directors meeting at which time it will become a part of that Board of Directors meeting's official

minutes.

ARTICLE IX: QUORUM AND VOTING BY OFFICERS / DIRECTORS

Section 9.0.1: Quorum. A quorum for conducting the business of the Board of Directors shall be defined as a majority of the number of elected voting members of the Board of Directors who are eligible to vote. The President shall vote only in the event of a tie.

Section 9.0.2: Neither the Past President, non-voting Board members or any GGS appointee 1) shall be entitled to vote, 2) nor have the privilege of the floor during the motion and debate process, unless recognized by the Chair.

Section 9.0.3: Manner of Voting – In-person and hybrid Meeting. Voting by the Board of Directors shall be by show of hands. The outcome of the vote shall be determined by a majority of votes cast.

Section 9.0.4: Manner of Voting – Virtual Meeting. The vote on all questions coming before the Board of Directors in a virtual meeting shall either be by 1) return email to the entire mailing group by the date specified when the vote is called or as directed by the officer in charge of the meeting, OR 2) a vote of the voting Board members in attendance at the meeting by show of hands or by vote indicated prior to the meeting if they cannot be present.

Article X – EXECUTIVE SESSIONS

Executive sessions shall be closed meetings and may be convened to address matters requiring confidentiality, including but not limited to disciplinary actions, or personnel issues.

Attendance at executive sessions shall be limited to members of the Board of Directors, designated others as determined by the Board, and individuals specifically invited to participate in the confidential matter under discussion.

All discussions and proceedings conducted in executive session are confidential. However, any formal action resulting from such proceedings shall be reported publicly, as required for implementation.

Minutes of executive sessions shall be recorded. The reading and approval of such minutes shall occur exclusively in executive session to allow for deliberative discussion. The confidentiality of executive session minutes may be waived by a majority vote of the Board during an executive session.

ARTICLE XI. DUTIES OF OFFICERS AND COMMITTEE CHAIRS

Section 11.0.1: The President shall preside at all meetings of the GGS membership and of the Board of Directors; shall call special meetings of GGS membership and Board of Directors when necessary; shall be an ex-officio member on all committees except the Nominating Committee; shall appoint committee chairs, in consultation with the Director in charge of such committee, as may from time to time be considered necessary, provided, however, such are not in conflict with other provisions of these Bylaws.

Section 11.0.2: The Vice President shall preside in the absence of the President and shall assume the office of President in case of a vacancy, absence, or inability to serve, and shall otherwise assist the President when called upon.

Section 11.0.3: The President and the Vice President shall serve as Trustees of The R. J. Taylor, Jr. Foundation as provided in the Trust Agreement of said Foundation.

Section 11.0.4: The Treasurer shall receive all monies of GGS, pay all bills, present a monthly financial report to the Board of Directors, and present an annual report to be published in the Newsletter. The Treasurer shall also be responsible for filing all reports required by the State of Georgia, the Internal Revenue Service, and other state and federal agencies by the applicable deadlines.

Section 11.0.5: The Assistant Treasurer shall assist the Treasurer and shall assume all duties of the Treasurer during the Treasurer's absence or inability to serve. The Assistant Treasurer with the assistance of the Treasurer is responsible for the finances of the Institute of Genealogy and Historical Research (IGHR). The reports must be made available to the entire GGS Board.

Section 11.0.6: The Recording Secretary shall keep a record of the proceedings of the meetings of GGS and the Board of Directors. The minutes of the GGS membership meeting shall be recorded in the minutes of the next Board of Directors meeting.

Section 11.0.7: The Recording Secretary shall send out notices of Board of Directors meetings at the request of the President.

Section 11.0.8: The Historian-Archivist shall be custodian of the permanent records of GGS in accordance with the Records Retention Policy of the Society. The Georgia Archives shall be the depository for the Society.

ARTICLE XII. COMMUNICATION MEDIA

Section 12.0.1: GGS will provide resources for the printing, mailing, and electronic distribution of the *Georgia Genealogical Society Journal*. The Editor of the *Georgia Genealogical Society Journal* shall select the *Journal* Editorial Board and shall be responsible for preparing at least two issues per year. The editorial policy shall be consistent with the objectives of the Society.

Section 12.0.2: GGS will provide resources for the printing, mailing, and electronic distribution of the Georgia Genealogical Society Newsletter. The Editor of the Georgia Genealogical Society Newsletter shall be responsible for producing Newsletters of size and number per year as specified by the Board of Directors.

Section 12.0.3: Website: GGS will provide resources for the design and maintenance of a Website consistent with GGS values and objectives.

Section 12.0.4: Social Media. GGS will provide resources for the design and maintenance of a Social Media presence consistent with GGS values and objectives.

ARTICLE XIII. NOMINATING COMMITTEE

Section 13.0.1: A Nominating Committee of five (5) members, to serve for one term, shall be selected as follows: The Chair shall be appointed by the President; and four members shall be

elected by the Board of Directors at the second meeting of the Board in odd-numbered years. The Chair of the Nominating Committee shall be a voting member of the GGS Board.

To be eligible to serve on the Nominating Committee, a member shall have been a member of the Society for at least one year prior to selection and be in good standing within GGS. No member shall serve on the Nominating Committee for two consecutive terms.

Section 13.0.2: The Chair of the Nominating Committee shall notify the President and Editor of the Newsletter in writing of the proposed slate of new officers at least two months prior to the regular meeting to be held in the third quarter of odd-numbered years. The President shall provide the report, including the slate, to the Board to be reviewed ensuring that proper procedures were followed. If so, it is then formally adopted along with all other reports.

Section 13.0.3: To be eligible to be a nominee for a position on the Board, a member shall have been a member of the Society for at least one year prior to selection and be in good standing within GGS.

Section 13.0.4: Any member of GGS shall have the privilege of submitting additional nominees for consideration by submitting each nominee's name in writing to the Chair of the Nominating Committee in time to be received at least one week prior to the election. The nomination must be accompanied by the written consent of the member to be nominated.

Section 13.0.5. If any office is contested on or before one week prior to the election, the Chair of the Nominating Committee shall prepare written ballots. The Publicity Director, Membership Director, and Technology Director should be consulted on how best to distribute the ballot to all members. Otherwise, the election shall be by show of hands. The outcome of the vote shall be determined by a majority of the votes cast by members in good standing who are present at the meeting.

ARTICLE XIV. NONPROFIT SOCIETY

The Georgia Genealogical Society, Inc. was not organized, has not been operated, nor shall it be operated for pecuniary gain or profit; and no part of its earning, if any, shall ever inure to the benefit of any member or members, except for reimbursement of actual expenses incurred on behalf of said Corporation/Society for which properly authorized and duly executed vouchers (receipts attached) are approved by the President and Treasurer, being maintained in the fiscal records of the Society. Nor shall said Society carry on any type of political activity in support of a particular candidate.

Gifts: Further, said Society shall have authority to accept gifts, bequests, and/or contributions, provided such bequests are to be used to promote the objectives stated in the Society's Corporate Charter under date of April 1964; otherwise, such funds shall neither be accepted nor used in any manner. The Finance Committee will be responsible for evaluating gifts to the Society, other than currency or books, and making recommendations to the Board for approval. All income received by the Society, after deducting necessary expenses, shall be fully expended in accordance with the Charter and these Bylaws or held in reserve for such purposes.

ARTICLE XV. DISSOLUTION

In the event of dissolution, the residual assets of the Society will be turned over to one or more organizations, which are themselves exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any prior or future Internal Revenue Code) or be expanded exclusively for charitable or educational purposes. The following procedures will apply to voluntary dissolution: The Board of Directors shall adopt a resolution recommending that the corporation be dissolved 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 notice from the Directors to the membership shall be sent thirty days in advance of such meeting. The notice shall state that the purpose of such meeting is to consider the advisability of dissolving the corporation and the reasons thereon. At the meeting, the resolution to dissolve the Corporation shall be adopted upon receiving in writing at least two-thirds of the votes of 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 of Directors upon adoption of the resolution to dissolve by written vote of a majority of Directors then in office. Winding up the business of the Corporation shall be left to the Board of Directors who are to conform with applicable provisions of the U. S. Internal Revenue Code and applicable Georgia Corporation laws. The Directors shall deposit all non-current records and books of the Society, or one copy of such, in the Georgia Archives, consistent with the rules of said depository.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Newly Revised, latest edition (currently 12th ed.) shall be the parliamentary authority of the Georgia Genealogical Society. Should any conflict develop between the Charter and Bylaws and said Rules of Order, the Charter and Bylaws take precedence.

ARTICLE XVII. AMENDMENTS

These Bylaws may be amended or revised at any time by a two-thirds vote of the GGS membership present and voting with at least 30 days notice.

Proposed amendments or revisions shall be communicated to the entire voting membership at least thirty days prior to said meeting.

Bylaw amendments may be proposed by any of the following methods:

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 by the Board.

If any two members in good standing of GGS wish to propose an amendment to the Bylaws, they shall send an email to the President and the Recording Secretary to be discussed at the next board meeting.

ARTICLE XVIII. FINANCES

Section 18.0.1: At the first Board meeting each year, the President shall appoint three qualified GGS members in good standing to audit the Society's and IGHR's financial records during the first quarter of each year, and the result of such audit shall be presented to the President who will

then present it to the Board of Directors at the next Board of Directors meeting. The preparation of any required state or federal return shall be prepared by or at the direction of the Treasurer.

Section 18.0.2: The President shall appoint a Board member of GGS to prepare annually an inventory of all property, of any type, owned by GGS and IGHR, and its location. This inventory needs to be added to the Current Board folder in Google for Non-Profits so that all Board members have access.

Section 18.0.3: The Treasurer, Assistant Treasurer, or President shall sign all checks.

Section 18.0.4: The Treasurer shall keep an accurate record in all accounts, and shall report monthly, on the status of both GGS and IGHR funds, including receipts and disbursements.

Section 18.0.5: All authorization for any non-budgeted expenditures or expenditures of \$200 or more over a budgeted amount shall require prior approval of the President. [Removed Treas. and Asst Treas.](#)

Section 18.0.6: A Budget Committee shall consist of the President, Vice-President, Treasurer, Assistant Treasurer, the IGHR Executive Director as ex officio, and at least one officer appointed by the President. The budget needs to be approved no later than the 4th quarter Board meeting.

The committee shall also include any ~~the~~ President-elect, Vice-President-elect, Treasurer-elect, and Assistant Treasurer-elect. The committee shall prepare a budget for approval at the Board orientation and meeting after elections, before the first of the year.

Section 18.0.7: A Finance Committee shall consist of the Treasurer, Assistant Treasurer, and (3) three GGS members in good standing, appointed by the President and approved by the Board. These GGS members may have investment expertise and an interest in fund raising. This committee will be responsible for reviewing non-liquid gifts to the Society and making recommendations to the Board about gift acceptance and use. The purpose of this committee will be to support the Treasurer, advise about finances and look at ways to increase the revenue of GGS so that the long-term stability and sustainability of the Society can be maintained. The Board may assign other duties as needed.

ARTICLE XIX. IMPLEMENTATION

These Bylaws shall become effective immediately after approval by the GGS membership.