BYLAWS

Article I – Name

A. The name of this society shall be THE GENEALOGICAL SOCIETY of WASHTENAW COUNTY, MICHIGAN, INCORPORATED. It may also be referred to as GSWC, or Genealogical Society of Washtenaw County.
B. **OFFICE:** The principal office of the Corporation shall be in Washtenaw County, Michigan. The Corporation may also have offices in such other places as the Board of Directors may from time to time appoint or as the business of the Corporation may require.

Article II – Purpose

- The purposes of this Corporation are as follows:
    - to record and compile a record or table of ancestors of members and others whose families are of historical interest;
    - to educate and assist members and others in pursuit of genealogical studies;
    - to maintain a clearing house of information recorded by members for their own use and the use of others;
    - to exchange genealogical information between members and others;
    - to collect and further genealogical knowledge of Washtenaw County families;
    - to establish and maintain a library housing the genealogical data which may be accumulated;
    - to publish pamphlets and books on a non-profit basis when funds become available for such purposes;
    - to cooperate with other similar educational, historical or genealogical societies active in like pursuits;
    - and in general to carry on all activities consistent with the purposes as here and before stated.

Article III – Membership

A. **QUALIFICATIONS:** Members of The Genealogical Society of Washtenaw County, Michigan, Incorporated shall be admitted to membership by invitation or application and payment to the Treasurer of the Corporation of such dues as may be established by its Board of Directors.
B. **CATEGORIES OF MEMBERSHIP:** The membership of the Society shall be organized into two groups: individuals and organizations. The Board shall define categories and dues structures within each group. Each membership in the individuals group shall be entitled to one vote. Memberships in the organizational group are not entitled to a vote.
C. **PAYMENT OF DUES:** To remain an active voting member of the Society, member(s) shall be liable for the payment of annual dues on or before the beginning of the membership year, which shall be July 1. Any member who fails to pay said dues within

thirty days of the beginning of the membership year shall be terminated and dropped from the rolls of the Society. Such members shall be notified in writing, which may include notification by electronic means, no less than fifteen days prior to termination of membership. Membership may also be terminated by resignation.

Article IV – Meetings

A. **TIME & PLACE OF MEETINGS:** The Society shall schedule a minimum of 8 meetings a year. All meetings of members shall be held in Washtenaw County, Michigan, or at such other places within the State of Michigan as may be designated from time to time by the Board of Directors. The Board of Directors shall have the power to call special membership meetings and to change the meeting date and place of regular meetings, if deemed necessary. Meetings shall be open to the public.
B. **ANNUAL MEETING OF MEMBERS:** The annual meeting of the members shall be held in May of each year, when they shall elect Officers and a Board of Directors and transact such other business as may properly be brought before the meeting. A quorum shall consist of 20 members in good standing. A simple majority is sufficient for election. Each membership shall be entitled to one vote. Written notice of the annual meeting shall be given personally, by mail, or by electronic transmission to each member not less than 30 days prior to the meeting.
C. **SPECIAL MEETINGS:** Special meetings of the members for any purpose or purposes may be called by the President or First Vice-President, and must be called by the President or First Vice-President at the written request of one-third of the members. Like notice shall be given as for the annual meeting and the call shall state the purpose or purposes of the proposed meeting. Business at all special meetings shall be confined to the object stated in the call.

Article V – Board of Directors

A. **COMPOSITION OF BOARD:** The property and affairs of the Corporation shall be managed by the Board of Directors, consisting of not less than eight nor more than fourteen in number, of whom the President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and at least two Directors at Large shall be members.
B. **EX OFFICIO MEMBERS:** The Immediate Past President, Committee Chairs, and MGC Delegates are ex officio members, with speaking but not voting rights.
C. **COMMITTEES AND SPECIAL INTEREST GROUPS (SIGs):** The Board of Directors may by action passed by a majority of the whole Board, appoint and designate one or more committees or SIGs. Such committees and SIGs shall keep regular minutes of their proceedings and communicate to the Board as required.
D. **MEETINGS OF THE BOARD:** The Board of Directors shall meet at least 8 times a year at a time, date, and place agreed to by a majority of the Board. When required action does not permit waiting until a scheduled Board meeting, the Board is authorized to conduct business by telephone, fax, or electronic means. The President shall notify each

Board member in sufficient time to allow a full exchange of ideas among the Board members.

E. **SPECIAL MEETINGS:** Special meetings of the Board may be called by the President or First Vice-President. Special meetings shall be called by the President or Recording Secretary on the written request of two Directors. At all meetings of the Board a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Directors.

Article VI – Directors

A. **OFFICERS:** The officers of the Corporation shall be a President, (or Co-Presidents), First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, who shall be elected from the membership at the annual meeting of the Corporation, as herein before provided. Any two of said offices, except the office of President and First Vice-President, may be held by the same person who shall have but one vote. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices, and serve without voting privileges, for such terms and perform such duties as shall be determined from time to time by the Board. The Officers of this Corporation shall hold office until their successors are chosen in their stead, or until the resignation or removal of the officer. An officer may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation. Any Officer may be removed from office for any reason by the affirmative vote of a quorum at a special meeting of the members called for that purpose.

B. **TERMS OF OFFICE AND ELECTION OF DIRECTORS:** The President, (or Co-Presidents), First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Directors at Large, shall be elected at the annual meeting of the members, and assume office with the start of the fiscal year, July 1.
    1. Each Director at Large shall be elected to serve for a term of two years, or until their successor shall be elected and qualify or until the resignation or removal of the Director at Large. No Director at Large shall serve more than three consecutive terms.
    2. Each named Officer shall serve for a term of two years, or until their successor shall be elected and qualify, and may be elected for successive terms. The President, First Vice President, and Corresponding Secretary shall be elected in the even years, and the Second Vice President, Recording Secretary, and Treasurer shall be elected in the odd years.
    3. If the office of any Director becomes vacant for any reason, the remaining Directors, though less than a quorum, shall choose a successor or successors, who shall serve until the next regular election for that office. A Director shall be disqualified from serving further upon change of residence from the State of Michigan.

4. In addition to the powers and authority by the Bylaws expressly conferred upon it, the Board of Directors may exercise all such powers and do all such lawful acts and things as are not required to be exercised or done by the members.

C. **NOMINATING COMMITTEE:** A committee on nomination consisting of three or more members of the Corporation, no more than two of whom shall be Directors, shall be elected at the annual meeting to serve for the following year. The President (or Co-Presidents) shall not be a member, even an Ex Officio member, of the Nominating Committee.
    1. This committee shall report to the Corporation at the April meeting a list of candidates for office to be elected.
    2. At any time before the annual meeting a candidate for any office to be filled at said meeting may file a nominating petition signed by not less than five members and delivered to the Secretary prior to said meeting. Candidates may also be nominated from the floor at said meeting.
    3. All candidates shall be elected by ballot. The Secretary shall prepare the ballots which are to be used by the members to vote for the nominated candidates: In case of a tie vote, the winner shall be determined by lot.
    4. In event only one nomination is made for an office the requirement of a vote by ballot may be waived by the President (or Co-Presidents) and an election may be held by acclamation.

D. OFFICERS' DUTIES:
    1. The PRESIDENT (or CO-PRESIDENTS): The President (or Co-Presidents) shall be the chief executive officer of the Corporation. They shall preside at all meetings of the members and Directors. They shall have general and active management of the affairs of the Corporation, and shall see that all orders and actions of the Board are carried out. They shall give or cause to be given notice of all meetings of the members and of the Board of Directors. They shall be an ex officio member of all committees except the Nominating Committee and shall have the general powers and duties of supervision and management usually vested in the President of a Corporation. Division of specific duties shall be agreed upon by both parties in the case of Co-Presidents.
    2. The VICE-PRESIDENT: The First Vice-President shall, in the absence or disability of the President perform and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. The Second Vice-President, shall, in the absence or disability of both the President and First Vice-President, perform and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.
    3. The RECORDING SECRETARY: The Recording Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and minutes of all proceedings in a book to be kept for that purpose, and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision they shall be.
    4. The CORRESPONDING SECRETARY: The Corresponding Secretary shall handle the correspondence of the Corporation and shall perform such other duties

as may be prescribed by the Board of Directors under whose supervision they shall be.

5. The TREASURER: The Treasurer shall have the custody of the funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. They shall disburse the funds as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all their transactions as Treasurer, and of the financial condition of the Corporation. They shall give such bond, if required by the Board of Directors, for the faithful performance of their duties, and for the restoration to the Corporation, in case of their death, resignation, retirement or removal from office, of all books, papers, vouchers, money or other property of whatever kind in their possession or under their control belonging to the Corporation. The Treasurer shall also be responsible for filing any and all reports requested by law

E. **DUTIES OF OFFICERS MAY BE DELEGATED:** In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may temporarily delegate the powers or duties or any of them, of such Officers to any other Officer, or to any Director at Large, provided a majority of the entire Board concurs therein.

F. **CHECKS and CONTRACTS:** All checks, drafts, notes and contracts shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

G. **FISCAL YEAR:** The fiscal year of the Corporation shall be from July 1 to June 30 of the following year.

H. **DIRECTORS' ANNUAL STATEMENT:** The Board of Directors shall present at each annual meeting, and when called for by vote of the members at any special meeting of the members, a full and clear statement of the business and condition of the Corporation.

I. **ANNUAL REPORT:** The Board of Directors shall provide a report of the immediate past fiscal year no later than 90 days after the close of the fiscal year.

VII – Additional Items

A. **NOTICES:** Whenever under the provisions of these Bylaws notice is required to be given to any Director, Officer or member it shall not be construed to be personal notice, but such notice may be given in writing to such member, Officer or Director at such address as appears on the books of the Corporation, in the City of Ann Arbor, Michigan, and such notice shall be deemed to be given at the time when the same shall be thus posted. Any member, Director or Officer may waive any notice required to be given under these Bylaws in writing.

B. LANGUAGE OF THE BYLAWS:

1. The use of the term writing or written shall include electronic transmission.
2. The term Meeting shall include virtual meetings.
3. The term Director shall refer to both Officers and Directors at Large.
4. The terms Officers and named Officers shall refer to those Directors elected as President, First Vice President, Second Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.
5. The term "Director at Large" shall refer to all other Directors, excluding named Officers.

C. **PARLIAMENTARY AUTHORITY:** Any matters which may not have been covered by the Articles of Incorporation or Bylaws shall be determined and governed by the most recent Robert's Rules of Order.

D. **AMENDMENTS:** These Bylaws may be altered or amended or repealed by affirmative vote of a majority of members at any regular or special meeting of the members called for that purpose, or by affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board called for that purpose; provided, however, that no change of the time and place for election of Directors shall be made within sixty days next before the day on which such election is to be held; and that in case of any change of such time or place, notice thereof shall be given to each member in person or by mail addressed to their last known address at least twenty days before the election is held.

E. **DISSOLUTION OF THE CORPORATION:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for genealogical, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Amendments to the Bylaws

Amended 4 December 1983.
Amended 10 February 1987, 3 March 1987.
Amended 11 May 1992.
Amended 10 May 2005. Amended 10 April 2007
Amended 14 April 2015, to take effect 1 July 2015.
Amended 20 April 2020 The below changes have been incorporated in the Bylaws above Article IVB Annual Meeting of Members: The sentence which begins "Each membership…" is to be changed by deleting the words "present" and "in person". "Each membership present shall be entitled to one vote in person.
Article VII B Language of the BYLAWS to be changed to insert a new #3 "The term Meeting shall include virtual meetings." (and renumber the next 4 items.)
Article VI I added 14 September 2021.

Article V. C. 12 October 2021, adding Special Interest Groups (SIGs).
Article V. C. 10 May 2022, simplifying wording, supplemented by a more detailed (new) policy.
Article VI. A-D. 9 July 2024, add "(or Co-Presidents),"; Article VI. D, replace "He" with "They". Add sentence at end of D. 1.: "Division of specific duties shall be agreed upon by both parties in the case of Co-Presidents."
Article VII. B. remove item 1. January 14, 2025; through the entire document, replace "he" with "they" and "his" with "their."