

**BY-LAWS
of
ITALIAN GENEALOGICAL GROUP, INC.**

Revised: October 11, 2021

Approved and accepted: _____ 2021

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ARTICLE I – NAME

The name of the organization is **Italian Genealogical Group, Inc.**

ARTICLE II – MISSION STATEMENT

The Italian Genealogical Group, Inc. (est. 1993) is a not-for-profit organization dedicated to encouraging an interest in genealogy and educating our members and the general public about Italian genealogy, research, and culture. We assist in preserving, indexing and computerizing historical records, making them available to all members of the genealogical community.

As such the purpose for which this group has been organized is as follows:

- to disseminate information by providing meetings, workshops, seminars, publications, and educational programs, as well as offering a forum for topics of mutual interest relating to Italian genealogical research;
- to improve the availability of and access to public records in collaboration with other genealogical societies;
- to develop, foster and further an understanding of Italian culture in all its forms and an appreciation of family history.

ARTICLE III – MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP

Any person who is interested in furthering the objectives of this organization shall be accepted for membership after completion and submission of a membership application form and payment of the required annual dues. Annual dues shall cover one full year of membership beginning from the date the dues are received and recorded by the membership committee.

A member in good standing shall be defined as one whose dues are current. Only members in good standing are eligible to vote. Membership may be revoked by the Board of Directors for activities that are destructive to the goals of the organization.

2. MEMBERSHIP

The privileges of membership shall be: attendance at meetings, voting at general meetings, participation in sponsored activities, receiving notices and newsletters from the organization, access to the Members Only area of our website, and holding any office when duly elected or appointed.

Membership includes emailed copies of the Newsletter. Members may elect to have the Newsletter mailed to them for a fee to cover the cost of mailing.

3. MEMBERSHIP DUES

The membership dues shall be established at the Annual Meeting. Membership dues are due upon acceptance of the candidate's application for membership and thereafter on or before the renewal date. Membership shall be automatically terminated upon failure to pay dues. Membership and placement on the mailing list may be reinstated upon full payment of annual dues.

ARTICLE IV – MEETINGS

1. REGULAR MEMBERSHIP MEETINGS

Regular meetings of the organization shall be held on the second Saturday of each month from September to May. Exceptions may be made by the Board of Directors. The Board shall determine the time and place of such meetings, including the option of meeting through remote electronic access.

2. ANNUAL MEETING

The June meeting of the organization shall be the Annual Membership Meeting. The meeting will be held on the second Saturday of June each year except when such day is a legal holiday. In that event the Board shall fix a day not more than two weeks from such date.

3. QUORUM

The presence at any membership meeting of not less than twenty-five (25) members in good standing shall constitute a quorum and shall be necessary to conduct the business of the organization.

4. SPECIAL MEETINGS

Special meetings may be called by the Board providing that the membership is given thirty days notice of the meeting, the time and place and the purpose of the meeting. No business other than the stated purpose shall be conducted.

ARTICLE V – BOARD OF DIRECTORS

1. MANAGEMENT OF THE ORGANIZATION

The organization shall be managed by the Board of Directors. The Board of Directors shall consist of directors, who are appointed by the Board and officers, as delineated in Article VI, who are elected by the membership of the organization. The Board of Directors shall consist of not less than four and no more than fifteen (15) officers and directors. All serve as equal members of the Board of Directors and have one vote on all issues considered by the Board.

Each member of the Board shall be at least nineteen years of age. The Board of Directors shall transact the regular business of the organization between general membership meetings, direct committees, approve programs for the general membership meetings, and authorize disbursements and have full power and authority over the affairs of the organization except as limited by law, the Articles of Incorporation and these by-laws.

2. ELECTION AND TERMS OF DIRECTORS

Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place at the July Board Meeting.

All directors shall be elected to serve a three-year term, however the term may be extended until a successor has been elected. The term of office shall be considered to begin July 1 and end June 30 of the third year in office. Director terms shall be staggered so that approximately a third of the number of directors will end their terms in any given year. Each shall hold office until the expiration of the term for which he or she was elected, or until his/her resignation or removal. Directors may serve terms in succession.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased by a vote of a majority of the Board of Directors. No decrease in the number of directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships, and vacancies occurring in the Board for any reason, may be filled by a vote of a majority of the directors then in office unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of a director with cause shall be filled by appointment by the Board. A director appointed or elected to fill a vacancy caused by resignation, death or removal shall hold office for the unexpired term of his/her predecessor.

5. REMOVAL FROM THE BOARD OF DIRECTORS

A director may be removed with cause by a vote of the majority of the Board of Directors.

6. RESIGNATION

A member of the Board of Directors may resign at any time by giving written notice to the President and/or the Recording Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President, and the acceptance of the resignation shall not be necessary to make it effective. Any member of the Board who is absent from three consecutive Board meetings without an acceptable reason as determined by the President shall be considered to have resigned from the Board. The President shall not have the power to excuse themselves from the Board Meeting attendance and in that case, the Board Vice-President shall excuse the President.

7. QUORUM OF DIRECTORS

A two thirds majority of the entire Board shall constitute a quorum for the transaction of business.

8. ACTIONS OF THE BOARD

Each director and officer present shall have one vote. The vote of a majority of the Board of Directors present at the time of a vote, providing a quorum is present, shall be an act of the Board.

9. PLACE AND TIME OF BOARD MEETINGS

Except as required otherwise by law, the Articles of Incorporation, or these by-laws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. The President shall have the authority to set the time and place of the Board's meetings; no fewer than six meetings shall be held annually.

10. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the Board may be held at such time and place as it shall from time to time determine. Special meetings of the Board may be called by the President, who will insure that each Board Member has received notice at least five (5) days in advance of the meeting. A majority of the directors present may adjourn any meeting to another time and place.

11. CHAIRPERSON

At all meetings of the Board, the President of the organization shall preside, or in his or her absence, a meeting chairperson shall be chosen by the attending members of the Board

ARTICLE VI – OFFICERS

1. OFFICERS

The members of the organization shall elect a President or Co-Presidents, one or more Vice-Presidents, a Recording Secretary, a Corresponding Secretary, and a Treasurer. Each Board officer shall have the authority and shall perform the duties set forth in these by-laws or by resolution of the Board. The Board may also appoint additional Vice-Presidents and such other officers as it deems expedient for the proper conduct of business, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. Any member in good standing who is at least nineteen (19) years of age and who has been a member of the organization for at least six (6) months prior to nomination is qualified to be elected an officer of the organization.

2. TERM OF OFFICE

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. The new Board members shall assume their positions on July 1 following the Annual Membership Meeting in which they were elected; their term shall end on June 30 of the following year. Outgoing board members shall turn over any files or records or other property belonging to the organization to their successors within fourteen (14) days of the election.

Each officer shall hold office for the term for which he/she is elected or appointed by the President or Board of Directors. An officer appointed by means of a vacancy in the position will serve until a successor has been deemed qualified and elected.

3. NOMINATING COMMITTEE AND ELECTION

(a) NOMINATING COMMITTEE

The Nominating Committee shall consist of at least two members selected by the general membership or by the Board of Directors in February. Members of the Nominating Committee may not be a nominee. The Nominating Committee will elect its own chairperson. Each nominee must consent to be nominated.

The Nominations Committee shall select a slate of candidates who are willing to perform the duties of each office. They will then present this slate of officer candidates to the Board of Directors at the April Board Meeting. A majority vote by a quorum of the full Board is required for Board approval.

(b) ELECTION

The Board-approved slate of officers shall be presented to the membership at the May General Meeting and published in the Newsletter at least one month before the Annual Membership Meeting. Voting shall take place in June at the Annual Membership Meeting either in person or by remote electronic access. There shall be a call for nominations from the floor and then members who are present will be asked to vote.

4. REMOVAL OR RESIGNATION

Any officer may be removed by the Board in its discretion with or without cause. In the event of the death, resignation or removal of an officer, the Board may appoint a successor to fill the unexpired term.

ARTICLE VII – DUTIES OF OFFICERS

1. PRESIDENT

The President or Co-Presidents shall preside at all meetings of the general membership and of the Board of Directors. The President shall, with the advice and consent of the Board of Directors, appoint all committee chairpersons, co-sign checks of the organization when required, and be a member ex-officio of all committees except the Nominating Committee.

2. PAST PRESIDENT

When a new president is elected, the retiring president shall become the immediate Past President. The immediate Past President will serve in a voting capacity on the Board of Directors for one year, providing advice and assistance to the new President. If the immediate Past President is unwilling or unable to serve, then the position can be filled by a previous Past President, offered in the order of their service as President.

3. FIRST VICE PRESIDENT

The First Vice President shall preside at meetings in the absence of the President and shall assist in the executive functions as required by the President and/or the Board. In the event of a vacancy in the office of the President, the First Vice President will assume the duties of President for the remaining term of office.

4. ADDITIONAL VICE PRESIDENTS

There may be more than one Vice President elected for the organization. Each Vice President elected shall have such powers and perform such duties as prescribed for them by the Board of Directors or the Board President.

5. RECORDING SECRETARY

The Recording Secretary shall keep a written record of all meetings of the general membership and the Board of Directors. The minutes of each meeting shall state the time and place that it was held and such other information necessary to determine the actions taken and whether the meeting was held in accordance with the law and these by-laws. The secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the secretary. The Recording Secretary shall be the custodian of the books and records of the organization.

6. CORRESPONDING SECRETARY

The Corresponding Secretary shall be responsible for correspondence, and the writing and mailing of meeting notices for the organization when necessary.

7. TREASURER

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the organization. Funds of the organization shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall pay obligations incurred by the Board of Directors and member and keep accurate financial records. In addition to the President, the Treasurer shall be authorized to sign checks. Checks in the amount of \$1,500 or greater shall require two authorized signatures. The Treasurer shall make a monthly financial report to the Board of Directors. He or she shall prepare an annual financial report to be submitted to the Board and prepare a proposed budget for the September Board Meeting. The Treasurer shall not be personally related to any elected officer of the Board.

The financial records of the organization maintained by the Treasurer shall be audited each year after the Annual Meeting. An external auditor shall be appointed by the Board of Directors annually. The report by the Auditor shall be presented at the General Meeting in September. A written report shall be submitted to the Board within sixty (60) days after the beginning of the fiscal year. The auditor will file any necessary reports to the appropriate regulatory agencies.

ARTICLE VIII – COMMITTEES

1. This organization has the following standing committees:

(a) **The Program Committee** shall be responsible for the annual program of events for the general meetings and present same to the Board for approval and suggest to the Board any other activities for meetings. The Committee will forward the program for events and meetings to the Newsletter Editor, Webmaster, and Long Island Federation of Genealogical Societies and such other entities as requested by the Board.

(b) **The Membership Committee** shall facilitate enrolling new members, collecting dues, maintaining membership records, and enabling member access to the website. The Committee will insure that the by-laws and any other documents as determined by the Board of Directors are made available to new members. The Membership committee shall keep a current database of the members of the organization and their geographic area of Italian research for periodic dissemination to the members for purposes of linking research.

(c) **The Education Committee** shall coordinate efforts to assist members in genealogical research, including, but not limited to conducting classes and arranging educational trips and tours.

(d) **The Public Relations/Publicity Committee** shall reach out to other Italian and genealogical organizations, and contact the media to further the goals of this organization and to enhance the prominence and presence of this organization. This committee shall be responsible for all publicity for the organization and produce and maintain a record of the organizations activities. The Committee will be in charge of placing notices online, in newspapers and other public places of upcoming events and/or meetings.

(e) **The Special Projects Committee** shall present to the Board of Directors or the general membership worthwhile extraction projects of lasting value to the membership, other genealogists, historians and the public, and recommend to the Board of Directors the publication of such extracted material.

(f) **The Newsletter Committee** shall be responsible for publishing and distributing the Newsletter via email or USPS on a regular basis. The Committee will collect and receive materials to be considered for publication in the newsletter, and publish in the Newsletter any items specifically requested by the Board of Directors. It shall publish the purpose, activities and meetings of the organization and include materials to aid Italian genealogical researchers.

(g) **The Facilities Committee** shall be responsible for preparation and restoration of the meeting place including adequate seating facilities and setting up the equipment needed at each meeting.

(h) **The Library Committee** shall collect and provide materials concerning Italian subjects related to genealogy, keep a list of the inventory and make them available to the membership.

(i) **The Website Committee** shall be responsible for the development and oversight of the IGG website. They shall make recommendations to the Board concerning the content and functioning of the website and with the Board's approval determine who may change the content of the website and it's databases. The structure and content of the website, as well as any financial commitment requires the approval of the Board of Directors.

(j) **The Scholarship Committee** shall be responsible for raising funds for our annual granting of scholarships. With the Board's approval they shall determine the requirements and qualifications for the scholarships. The application and requirements shall be posted on our website.

(k) **The Hospitality Committee** shall arrange for the furnishing of refreshments for meetings . They shall make arrangements for The Annual Christmas Party in December and for any other social occasions approved by the Board.

(l) **The Information Technology Committee** shall facilitate the use of technology to create, process, store, retrieve and exchange electronic data and information. Members of the Committee will research the use of computer systems, software, video conferencing equipment, and infrastructure, and make recommendations to the Board for the use of technology to promote the goals of the organization.

2. The Chairpersons of the standing committees shall be responsible to the Board of Directors. Special committees may be appointed by the President and the Board of Directors. These committees shall be responsible to the Board of Directors.

ARTICLE IX – AMENDMENTS

1. The Board shall determine when amendments to these By-laws are needed.

2. These by-laws can be amended at any regular membership meeting by a two-thirds vote of eligible members present, provided that the proposed amendment or amendments are submitted in writing at the previous regular meeting. Notice of a vote on the proposed amendment or amendments is to be published in the newsletter prior to the date of the vote.

ARTICLE X – CONSTRUCTION

If there is any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE XI – FISCAL YEAR

The fiscal year of the organization will be from July 1 in each year to June 30 of the following year.

ARTICLE XII – DISSOLUTION OF THE ORGANIZATION

A two-thirds vote of all members is required for dissolution of the Italian Genealogical Group, Inc. In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

Approved by the Membership on _____, 2021