

MICHIGAN GENEALOGICAL COUNCIL

BYLAWS

Adopted -- March 2013

**BYLAWS
MICHIGAN GENEALOGICAL COUNCIL**

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BYLAWS
MICHIGAN GENEALOGICAL COUNCIL
Proposed Revision - 2012

ARTICLE I: NAME

The name of this organization shall be the MICHIGAN GENEALOGICAL COUNCIL.
(MGC)

ARTICLE II: AUTHORITY

The MICHIGAN GENEALOGICAL COUNCIL, a non profit domestic corporation, was organized under Act 284 of the Public Acts of 1972 as last amended, and Act 327 of the public Acts of 1931, as last amended. The Articles of Incorporation were filed February 24, 1974, and certified by the Michigan Department of Commerce on March 12, 1974.

ARTICLE III: PURPOSES

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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. The purposes are:

- A. To coordinate/stimulate genealogical activities of statewide interest, including seminars.
- B. To cooperate in the location, preservation, publication and deposit in suitable repositories, of Michigan records of value to genealogists.
- C. To provide information to the membership regarding speakers, teachers, seminars and workshops.
- D. To encourage and/or work with other organizations or agencies involved in promoting improvements in genealogical facilities and holdings of Michigan archives, libraries, museums and record repositories.

ARTICLE IV: MEMBERSHIP

Section 4.01 MEMBERSHIP ELIGIBILITY:

Any Michigan genealogical, family history, historical, or electronic based society or group with a strong interest in genealogy, shall be eligible to become an active Member Society of the MGC.

Section 4.02 CATEGORIES OF MEMBERSHIP:

- A. Member Societies shall designate two voting delegates and two

alternates who may vote in the absence of the voting delegates, who shall act as official liaisons between Member Society and the MGC.

1. Each Member Society shall receive one copy of the MGC Newsletter for each delegate and society president.
2. Each delegate shall have the right to cast one vote per society he/she represents so long as the Member Society is in good standing.

B. Delegates-at-Large may be nominated by the Board of Directors to serve a specific purpose and term, subject to confirmation by a two-thirds vote of the MGC. Only one Delegate-at-Large shall serve at any time from one society. This designation shall cease with completion of the term or assignment.

C. Past Presidents shall be designated MGC Life Members with voting privileges.

Section 4.03 DUES AND FISCAL YEAR:

A. MGC fiscal year shall be from July 1 through June 30 of the following year.

B. Annual membership dues shall be established by the Board of Directors with the approval of a majority of MGC delegates present at a regularly scheduled Delegate meeting at which a quorum is present.

C. Annual dues shall be due and payable on 1 July. If dues are unpaid by 31 December, the Member Society shall be dropped from the MGC, and all benefits and privileges shall cease as of that date.

D. New member societies joining MGC after 31 December shall pay one half of established annual dues for that fiscal year.

Section 4.04 MEMBER IN GOOD STANDING:

A member in good standing is one whose current dues are paid and complies with provisions of the Articles of Incorporation and the Bylaws.

ARTICLE V: ELECTED OFFICERS/DIRECTORS

Section 5.01 ELECTED OFFICERS:

A. The elected officers of the MGC shall be President, Vice-President, two Recording Secretaries, Corresponding Secretary, and Treasurer. These officers shall perform the duties as prescribed by these Bylaws and any additional duties assigned to them.

B. Officers elected to serve a term of two years.

C. No delegate shall hold the same elected office more than two consecutive terms, except for treasurer who may be re-elected to the same office for additional terms, as recommended by the Board of Directors and approved by the MGC.

D. Any elected office, except president, that becomes vacant in mid-term shall

be filled by presidential appointment with approval by the Executive Committee. In case of an incomplete term of the president, the vice-president shall become president to complete the term.

Section 5.02 ELECTED DIRECTORS:

Three Directors shall be elected on a staggered basis for three year terms with one elected each year.

Section 5.03 NOMINATIONS AND ELECTIONS:

A. Nominations:

1. The Nominating Committee shall consist of the three Directors who shall prepare a slate of candidates by the March MGC meeting with minimum of one consenting candidate for each office to be filled at annual meeting.
2. Member Societies and/or delegates may propose a nominee to be considered a candidate with proposed candidate's approval.
3. A nominee must be a delegate in good standing, or a Past President.

B. Elections:

1. Voting shall take place during the Annual Meeting in May.
2. A secret ballot may be ordered by the Board of Directors.
3. Election results shall be published in the next issue of the MGC Newsletter. The Corresponding Secretary shall notify each candidate of the election results.
4. Newly elected officers and director shall take office on the following July 1.

Section 5.04 REMOVAL OF AN ELECTED OFFICER:

A. Any elected officer may be removed for:

1. Neglect of duty or malfeasance, or
2. Conduct deemed to injure the good name of the organization, or
3. Disturbance of the organization's well being or hampering its work.

B. The elected officer in question shall be provided written notice of the charge and given the opportunity to be heard in person. Not earlier than two weeks after the written notice is issued, the Executive Board shall hold a meeting at which the removal vote will be taken. The candidate for removal cannot vote.

C. In order to be valid, a removal recommended by a two thirds vote of the Executive Board must be ratified by a two thirds vote of the MGC delegates present at the next regularly scheduled meeting at which a quorum exists.

ARTICLE VI: DUTIES OF ELECTED OFFICERS/DIRECTORS

Section 6.01 PRESIDENT:

The President shall:

- A. Chair and prepare the agenda for meetings of the MGC, and the Board of Directors.
- B. Call Special Meetings.
- C. Appoint the Chairperson of Standing and Special Committees, subject to the approval of the Executive Committee.
- D. Represent and promote the MGC within the State of Michigan as well as on the regional, national, and international level, subject to MGC policies and budgeted funds.
- E. Distribute MGC funds in the absence of the treasurer.
- F. Serve as member ex-officio (voice, non-voting) of all committees except Nominating Committee.

Section 6.02 VICE-PRESIDENT:

The Vice-President shall:

- A. Preside in the absence of the President.
- B. Serve as program chairperson for delegate meetings.
- C. Compile the Annual Report of the MGC for presentation to the general membership.

Section 6.03 RECORDING SECRETARIES, BOARD AND DELEGATE:

The Recording Secretaries shall:

- A. Record, preserve and distribute the business proceedings of all meetings.
- B. Call all meetings to order and preside in the absence of the President and Vice President.

Section 6.04 CORRESPONDING SECRETARY:

The Corresponding Secretary shall:

- A. Compile, maintain, and make available the MGC society and delegate directory.
- B. Handle correspondence of the MGC. When appropriate, correspondence, meeting agendas and minutes can be distributed via electronic transmission to delegates.
- C. Perform such duties as requested by the President and Board of Directors.

Section 6.05 TREASURER:

The Treasurer shall:

- A. Receive, deposit and disperse monies as authorized by MGC and Board of Directors.
- B. Maintain all financial records and file reports as requested by Board of Directors.
- C. Prepare and file all necessary Federal and State forms.
- D. Serve as a member of the Finance/Budget Committee.

Section 6.06 DIRECTORS:

The Directors shall:

- A. Sit as voting members of the Board of Directors.
- B. Perform whatever individual duties the Board may assign them.
- C. Serve as the Nominating Committee.
- D. Receive, count, and report election results, by following procedures specified in the Bylaws whenever a vote calls for a written ballot.

Section 6.07 PAST PRESIDENTS:

A Past President may serve as member ex-officio of the Board of Directors, upon request of the President. May be given special appointments or assignments as approved by the Board, and be eligible for elected office.

ARTICLE VII: BOARD OF DIRECTORS

Section 7.01 COMPOSITION:

The Board of Directors shall consist of:

- A. The elected officers as voting members.
- B. The Directors as voting members.
- C. The Chairs of all Standing Committees as voting members.
- D. A Past President, in an ex-officio capacity (non-voting), when attendance is requested by the President.
- E. A representative of the Archives of Michigan and/or the Library of Michigan, in an ex-officio (non-voting) capacity, when requested by the President.

Section 7.02 AUTHORITY:

The Board of Directors shall:

Be empowered to perform acts consistent with the purposes of the organization or appropriate law, with the exception of those powers reserved in these bylaws to the vote of the membership.

Section 7.03 QUORUM:

A. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum for the Board of Directors meetings.

B. A member shall be considered present and may participate in a meeting by electronic communications. All participants shall be advised of the communications system to be used and the names of all participants.

Section 7.04 RULE OF MAJORITY:

A. At every duly called meeting of the Board of Directors, at which a quorum is present, the affirmative vote of a majority of the members present shall be necessary for the adoption of resolutions or the taking of action.

B. An action or actions taken at a meeting of the Board of Directors may also be authorized by a vote by mail or electronic communication. For a vote of this nature, an affirmative vote of the majority of the members of the Board of Directors shall be required. Such vote must be:

1. Ordered by the President.
2. Conducted in accordance with procedures established by the Board of Directors.

Section 7.05 PROCEDURES:

The Board of Directors shall:

A. Adopt its own rules as to call and notice of meetings and other operational procedures.

B. Require all actions of the Board of Directors to be in the minutes of the meeting.

Section 7.06 DUTIES OF BOARD OF DIRECTORS

- A. Establish the terms and conditions of MGC membership.
- B. Supervise the affairs of the MGC between its regular meetings.
- C. Appoint a new Resident Agent when needed.
- D. Make recommendations to the MGC for approval of Annual Budget, Committee Plans of Work, and dates, time and place for MGC meetings.
- E. Direct the President and/or the Treasurer to sign contracts on behalf of the MGC.
- F. Establish committees, both standing and special, as needed.

G. Receive progress reports from all committees.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 8.01 COMPOSITION:

All elected officials shall comprise the Executive Committee.

Section 8.02 AUTHORITY:

The President shall call meetings on an as needed basis.

Section 8.03 DUTIES:

A. Act when immediate action is required. These actions may be conducted through use of electronic communication technology.

B. Approve appointments of Standing Committee Chairs.

C. Be authorized to remove by majority vote committee chairs, both standing and special, and other appointed positions.

D. Require any action taken to be in the minutes of the meeting.

Section 8.04 QUORUM

For the purposes of conducting business, five officers shall constitute a quorum.

ARTICLE IX: APPOINTED POSITIONS / DUTIES

Section 9.01: ARCHIVIST:

The Archivist shall:

A. Collect, inventory and preserve all legal documents and items of vital/historical interest to the MGC.

B. Transfer designated materials to the State Archives according to the Retention Schedule, as outlined in the Michigan Genealogical Council Handbook

Section 9.02: HISTORIAN:

The Historian shall maintain a Historical Album.

Section 9.03 RESIDENT AGENT:

As required by the Articles of Incorporation, the Resident Agent shall:

A. Agree to be named as such on documents requiring a Resident Agent and street address.

B. Forward to the MGC President, without delay, all MGC related correspondence received by the Resident Agent.

Section 9.04 WEBMASTER:

The Webmaster shall:

- A. Maintain the MGC website as directed by the Board of Directors.
- B. Maintain password protected areas of the website for the Board of Directors and current Member Societies access, in addition to the pages available to the public.
- C. Assist the MGC and its members in the promotion and coordination of their activities, events, and projects as directed by the Board of Directors.

Section 9.06 REMOVAL OF APPOINTED OFFICIALS:

Any appointed official may be removed from their appointed duties by the President with the approval of the Executive Committee.

ARTICLE X: STANDING AND SPECIAL COMMITTEES

Section 10.01 STANDING COMMITTEES:

- A. Standing Committees are permanent committees charged with performing necessary functions of the MGC.
- B. Standing Committees shall be Awards, Continuing Education, Finance/Budget, Media Communications, Membership, Newsletter, Projects, and Public Records Access.

Section 10.02 SPECIAL COMMITTEES:

- A. Special committees are those committees appointed by the Board of Directors for a special purpose, which shall be defined by the Board.
- B. When the purpose of the special committee is accomplished, it shall cease to exist.
- C. Chair attends Board meetings per request, as a non-voting participant.

Section 10.03 PRODUCT OF COMMITTEES:

All materials and information being gathered by a committee, standing or special, shall become the property of the MGC and shall not be extracted from, retained or diverted for private use.

Section 10.04 COMMITTEE CHAIRS:

- A. The President shall appoint, subject to approval by the Executive Committee, chairs of all committees, standing and special, and representatives to non-MGC bodies.
- B. All standing committee chairs shall be members of the Board of Directors and have one vote.

C. No delegate or alternate shall be appointed to serve as chair of more than one committee, standing or special, at any one time.

D. Committee chairs shall serve for two year terms from date of appointment or remainder of term of the appointing President. May be reappointed at discretion of the Board of Directors.

E. Chairs may be removed by a majority vote of the Executive Committee.

ARTICLE XI: DUTIES OF STANDING COMMITTEES

Section 11.01 AWARDS:

The Awards Committee shall establish procedures for granting certificates, and/or awards; conduct award procedures; and present such certificates and/or awards in a timely fashion as determined by the Board of Directors.

Section 11.02 CONTINUING EDUCATION:

The Continuing Education Committee shall oversee all educational activities other than those for delegate meetings; recommend and establish guidelines for programs, seminars and workshops for the benefit of the MGC membership and the public; and appoint, with Board approval, a chair for each event.

Section 11.03 FINANCE / BUDGET:

The Finance/Budget Committee shall be composed of treasurer and at least two members; prepare and propose an annual budget for Board of Directors approval, and for member approval at the annual meeting.

Section 11.04 MEDIA COMMUNICATIONS:

The Media Communications Committee shall prepare and disseminate information to member societies and the public as requested by the Board of Directors, Executive Committee, and/or MGC using print and electronic communication technology.

Section 11.05 MEMBERSHIP:

The Membership Committee shall provide hospitality at MGC meetings; maintain attendance records; determine presence of a quorum at MGC meetings; provide information material to members and member delegates regarding the MGC; and encourage potential members to join the MGC.

Section 11.06 NEWSLETTER:

The Newsletter Committee shall prepare MGC quarterly newsletters; seek articles from members; prepare issues for circulation via electronic transmission or the mail to all

delegates, member society presidents, approved libraries and genealogical organizations.

Section 11.07 PROJECTS:

The Projects Committee shall recommend possible MGC projects; submit Plan of Work to Board of Directors; and recommend a chair for project when adopted by MGC.

Section 11.08 PUBLIC RECORDS ACCESS:

The Public Records Access Committee shall keep MGC informed about government workings; pending legislative action; and promote vital record keeping and public access by various agencies

ARTICLE XII MEETINGS

Section 12.01 REGULAR MEETINGS:

- A. Regular meetings of the MGC shall be held on a date, time and place to be determined by the Board of Directors.
- B. The regular meeting in May shall be designated as the Annual Meeting and will include the election of officers, annual reports and any other business that may arise.
- C. Delegates and/or alternates representing one third of the Member Societies shall constitute a quorum.
- D. In the absence of the President, a meeting of the MGC shall be chaired by the Vice-President, the Recording Secretary of the Board, the Corresponding Secretary, or the Treasurer, in that order.

Section 12.02 SPECIAL MEETINGS:

The President or Board of Directors may call a special meeting of the MGC, with the purpose of the meeting declared at time of the call. A place and time to be determined by the Board.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

A. Robert's Rules of Order most recent edition shall be a guide for all meetings of the MGC and may be applied in all cases in which they are applicable and not inconsistent with the Bylaws and Standing Rules of the MGC.

B. All policies adopted by action of the MGC that do not appear in the Bylaws shall be included under Standing Rules, to be maintained on a current basis by the Delegate Recording Secretary and attached to current copies of the Bylaws.

ARTICLE XIV: LIMITATION OF PERSONAL LIABILITY FOR VOLUNTEER OFFICERS

- A. No volunteer officer of the MGC shall be personally liable to the Corporation

or its members for monetary damages for breach of the officer's fiduciary duty; however, this provision shall not eliminate or limit the liability of an officer for any of the following:

1. A breach of the officer's duty of loyalty to the Corporation or its members.
2. Acts of omissions not in good faith or that involve intentional misconduct or knowing violation of law.
3. A violation of Section 551 (1) of the Michigan Nonprofit Corporation Act.
4. A transaction from which the officer derived an improper personal benefit.
5. An act or omission occurring before 1 January 1988; or
6. An act or omission that is grossly negligent.

B. The term "volunteer officer" shall have the same definition as set forth in Section 110 (2) of the Michigan Nonprofit Corporation Act, as the same presently exists or may hereafter be amended.

C. Repeal or modification of this Article shall not adversely affect any right or protection of a volunteer officer of the Corporation existing at the time, or for or with respect to, acts or omissions occurring before the effective date of such repeal or modification.

D. The Corporation hereby assumes any and all personal liability of a volunteer officer to any person other than the Corporation or its members for monetary damages for acts of omission by the officer occurring on or after the effective date of the adoption of this provision (upon filing with the Michigan Department of Commerce).

ARTICLE XV: AMENDMENT AND/OR REVISION TO BYLAWS

A. These Bylaws may be amended at a regular meeting of the MGC by a two thirds vote of the delegates present provided that the amendment has been submitted in writing at the previous regular meeting, communicated via electronic transmission, or mailed to the delegates at least thirty days prior to the next regular meeting.

B. Proposed revisions to the Bylaws require a vote of two thirds of the delegates and shall be communicated in writing to the delegates at least sixty days prior to a specified date. The vote shall be by mail, with the ballots to be returned to the Directors by that date. The results of the vote shall be reported to the Board of Directors within ten days of the deadline with the results to be announced at the next MGC meeting and published in the ensuing issue of the MGC Newsletter.

C. These Bylaws may be suspended at a regular meeting of the MGC for the duration of the meeting by an affirmative vote of two thirds of the delegates present.

D. The Standing Rules shall be an addendum to these Bylaws and may be changed at a MGC meeting by majority vote at which a quorum is present.

ARTICLE XVI: DISSOLUTION

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 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 charitable, educational, religious, 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. Any such assets not so disposed of shall be disposed of by the appropriate Court of the County in which the principle office of the Corporation is then located, exclusively, for such purposes to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(10 May 1984) Amended 1986,1987,1988,1989.
Complete Revision May 1992, May 2005.

Proposed Complete Revision December 2012.

Approved: 14 March 2013