

MAINE FRANCO-AMERICAN GENEALOGICAL SOCIETY  
BYLAWS

ARTICLE I  
NAME AND PURPOSES

Section 1. Name

The name of this Society shall be the Maine Franco-American Genealogical Society hereinafter referred to as the Society.

The name of the library maintained by the Society shall be the MFGS Library.

Section 1. Purposes

The purposes for which the Society is organized are:

1. To promote the study of genealogy and genealogical research in the state of Maine.
2. To assemble a library of genealogical guides, handbooks, reference sources, family and local histories and other books and materials that may assist the members, all of which will be available to the members.
3. To encourage accuracy, thoroughness and a high standard of ethics in research.
4. To establish friendly relations with other genealogical societies for exchange of ideas and information and the promotion of common interests.
5. To promote the preparation and publication of genealogical material and family lineages.
6. To publish bulletins periodically in order to provide members with pertinent information concerning the activities of the Board of Directors and the Society.

ARTICLE II  
MEMBERSHIP, VOTING AND DUES

Section 1. Membership

1. Membership is open to any individual, family or institution interested in the purposes of this Society upon submission of application for membership, and payment of dues.
2. There shall be five (5) classes of membership:
  - a) Individual membership
  - b) Family membership: The first family member shall pay regular dues and each individual additional person from the same household shall pay 50% of the individual membership dues. All members of the family membership shall have equal voting rights.
  - c) Lifetime membership: Lifetime memberships shall be 15 times the annual individual membership dues.
  - d) Lifetime Family membership: The first family member shall pay lifetime dues, and each additional person from the same household shall pay 50% of the lifetime dues. All members of the Lifetime Family membership shall have equal voting rights.

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- e) Institution membership: Institution membership shall be twice the Individual membership dues. It shall be open to museums, libraries, and educational institutions. Only one delegated member of said institution shall be a voting member.
3. Membership is deemed to have lapsed if a member's annual dues are not paid within thirty (30) days of the date due. The member shall no longer be considered a member in good standing; but membership may be immediately revived upon payment of such dues.
4. Membership is effective upon payment of dues and for the twelve (12) ending months.

#### Section 2. Voting

Each member in good standing is entitled to one (1) vote.

#### Section 3. Dues

1. The amount of dues for the membership shall be determined by the Board of Directors.
2. The rate of assessment of dues shall be as minimal as possible, commensurate with the financial obligations of the Society and the scope of the services provided.

### ARTICLE III OFFICERS

#### Section 1. Composition

1. There shall be a president, vice-president, treasurer, recording secretary and corresponding secretary.
2. One person, including any of the directors herein mentioned, may hold two (2) offices simultaneously. Such person shall be entitled to only one vote.

#### Section 2. Term of Office

1. Officers shall be elected for a two (2) year term or until their successors are elected.
2. All officers shall hold office for no longer than two (2) consecutive terms. No waiting period is necessary for an officer to be elected to a different office.
3. If any office has no candidate, the present officer may serve pro tem until one is found with the approval of the Board of Directors. Then this position will be voted on at the next General Election Meeting.

#### Section 3. Vacancies

1. In the event of a vacancy occurring in the office of president, the vice-president shall become president.
2. All other vacancies shall be filled by Board appointment.

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3. In the event an elected or appointed officer is absent without due cause for three (3) meetings in a fiscal year, the position shall be declared vacant and the vacancy filled according to these bylaws. The president shall have sole authority to excuse an elected or appointed officer from a meeting.
4. An officer who has served more than half a term is considered to have served a full term in that office.

#### Section 4. Functions of Officers

1. Officers shall assume duties usually performed by such officers and as defined by these bylaws or by the Board.
2. The President shall:
  - a) be the chief executive officer of the Society and of the Board of Directors.
  - b) have general charge of the business of the Society, subject to the advice and control of the Directors.
  - c) execute, with the Corresponding Secretary and /or Treasurer, all contracts and instruments.
  - d) carry out such other duties as may be assigned by the Board from time to time.
  - e) write a minimum of two (2) messages per year, before each general meeting.
  - f) be an ex officio member of all committees, with the exception of the Committee on Nominations.
3. The Vice-President shall:
  - a) perform such duties connected with the Society as may be assigned by the President or the Board of Directors.
  - b) be vested with all the powers and shall perform the duties of president in case of disability or unavailability of the president.
4. The Treasurer shall:
  - a) keep all necessary records pertaining to the receipts and disbursements of the funds of the Society.
  - b) account for all receipts, disbursements, and balances on hand.
  - c) submit, at each Board of Directors meeting, a written report to be kept on file.
5. The Recording Secretary shall:
  - a) keep minutes of all meetings.
  - b) notify each member of the Board of Directors two (2) weeks prior to all Board meetings.
  - c) send the minutes of each Board meeting to all officers and directors.
  - d) submit a hard copy of the minutes at each Board of Directors meeting, such copy to be kept on file.
6. The Corresponding Secretary shall:
  - a) handle all matters that require correspondence pertaining to the Society or its members.
  - b) notify the membership two (2) weeks prior to general meetings.
  - c) file all correspondence.

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ARTICLE IV  
BOARD OF DIRECTORS

Section 1. Definition

1. The Board of Directors shall:
  - a) be the governing body of the Society between annual meetings.
  - b) be composed of the elected officers, the appointed Library Director and no less than three (3) and no more than five (5) elected directors.
  - c) assume such duties as stated in these bylaws.

Section 2. Term of Office

1. All elected Directors shall be elected for a two (2) year term with two (2) elected each year.
2. Elected Directors shall hold office for no longer than two (2) consecutive terms.
3. Following a term out of office, Directors shall be eligible for re-election to the Board.

Section 3. Vacancies

1. Vacancies to complete a Director's term shall be filled by the Board.
2. In the event that an elected or appointed Director is absent without due cause from three meetings in a fiscal year, the position shall be declared vacant, and the vacancy filled according to these bylaws. The president shall have sole authority to excuse an elected or appointed Director from a meeting.
3. A director who has served more than half a term is considered to have served a full term in that office.

Section 4. Functions of the Board of Directors

1. The Board of Directors shall:
  - a) assume general supervision of the affairs of the Society between its general meetings.
  - b) fix the hour and place of meetings.
  - c) make recommendations to the Society.
  - d) determine policy and set direction of the Society.
  - e) adopt and promote a code of ethics.
  - f) perform such other duties as are specified in these bylaws and by the voting membership.
  - g) establish standing committees.
  - h) appoint special committees.
  - i) oversee activities of the Society's library, including the appointment of a Library Director.
  - j) maintain and update an inventory of the property of the Society each fiscal year, or duly designate a member to do so.

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- k) oversee postings to the MFGS website and shall appoint a Webmaster who shall be accountable to the Board.

#### Section 5. Meetings

1. Regular meetings of the Board of Directors shall be called at any time and place to be determined by the President.
2. Special meetings may be called at any time on order of the president, or on order of ay three (3) officers and/or directors.
3. When all members of the Board are present at any meeting, any business may be transacted without prior notice.
4. A quorum at any meeting shall be one more than half the number of officers and directors. An affirmative vote by a majority of those present shall be necessary to pass any resolution or to authorize any act for and by the Society.
5. Where on person may hold two offices simultaneously, this person shall count as two for the purpose of the quorum, but such person shall be entitled to only one vote.

#### Section 6. Compensation

1. Board members shall not be entitled to salary, bonuses, or other remuneration for the services performed while holding office on the Board of Directors.
2. A director may be reimbursed for actual out-of-pocket expenses incurred as a result of performing some extracurricular duty authorized by the Board.
3. Travel expenses to and from meetings are not subject to reimbursement.

### ARTICLE V CONFLICT OF INTEREST

Any possible conflict of interest on the part of any member of the Board shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office.

### ARTICLE VI MEETINGS

#### Section 1. General Meetings

1. There shall be at least two (2) general meetings of the members of the Society each year. One shall be held in the spring and the other in the fall of the year.

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2. The fall meeting shall be the annual business meeting of the Society and the elections of Officers and Directors shall be held at that meeting.
3. The time and place of the meetings shall be determined by the Board of Directors.
4. Notice of the date, time, and place of the two (2) meetings shall be mailed to each member at least two (2) weeks prior to said meetings.

#### Section 2. Special Meetings

1. Special meetings of the membership of the Society may be called and held at such time and place as may be determined by the President or a majority vote of the Board of Directors.
2. Notice of such meetings, starting date, time and place, and purpose, shall be given in the same manner as notices of general meetings.
3. Request for a special meeting may be made by petition of twenty-five (25) or more active members, and each such request shall within forty-five (45) days, set a time and place for the meeting.

#### Section 3. Quorum

1. At any meeting where the total membership has been notified, the quorum shall consist of those members in attendance in addition to a majority of the Board of Directors.
2. A majority vote of all members present, including the Board of Directors, shall be necessary for the passage of any motion, resolution, or any act authorizing the involvement of the Society.

#### Section 4. Order of Business

1. The order of business at the annual meeting shall be as follows:
  - a) Reading and approval of the minutes of the previous annual meeting.
  - b) Report of the Corresponding Secretary.
  - c) Report of the Treasurer
  - d) Report of the President
  - e) Report of Committees
    1. Standing
    2. Special
  - f) Unfinished business
  - g) New business
  - h) Nomination of Officers and Directors
  - i) Elections

### ARTICLE VII

#### NOMINATION AND ELECTION OF OFFICERS

#### Section 1. Nominations

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1. Nominations for officers and directors shall be at the time of the annual meeting:
  - a) presented by the Committee on Nominations and Elections and
  - b) made from the floor.

#### Section 2. Elections

1. At the annual meeting, the members shall elect officers and directors.
  - a) If there is only one nominee for each opening, the secretary will cast the ballot for the proposed slate.
  - b) If there is more than one nominee for any position on the proposed slate, that position will be separated from the proposed slate and the election of the contested position will be by a show of hands; the secretary will cast the ballot for the remainder of the proposed slate.
2. A majority of members in attendance shall be required for the election of any officer or director, or the slate as a whole.
3. In case of a tie, the choice shall be determined by lot.
4. The term of office shall begin upon election.

### ARTICLE VIII COMMITTEES

#### Section 1. Definition

1. There shall be standing committees which shall assume such duties as specified in these bylaws, and such other duties as may be assigned.

#### Section 2. Composition

1. A standing committee shall consist of a number of members as determined by the Board and the needs of the committee.
2. A standing committee shall be assigned by the Board and serve until successors are appointed.
3. Absence from three (3) consecutive meetings in a fiscal year shall constitute a resignation, and the vacancy shall be filled by the Board.

#### Section 3. Committee on Bylaws

1. Shall solicit and study suggestions for proposed amendments.
2. Shall review the bylaws annually and make recommendations to the Board of Directors.
3. Shall receive proposed amendments from members at least two (2) months prior to the annual meeting for consideration at that meeting.

#### Section 4. Committee on Nominations and Elections

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1. Shall consist of a chairperson and at least two (2) members.
2. Shall present a slate to the Board of Directors, in writing, at least three (3) weeks prior to the annual meeting.
3. The Chairperson shall conduct the nominations and elections according to these bylaws and the parliamentary authority.

#### Section 5. Committee on Library

1. Shall consist of the Library Director and at least two (2) members.
2. Shall have custody of the holdings, books, other written or printed matter, computers and equipment.
3. Shall have control over members' access to the library holdings.
4. Shall be in charge of scheduling librarians and assigning their duties and, upon approval by the Board of Directors, appoint new librarians.
5. The Library Director shall:
  - a) be appointed by the Board of Directors and shall be accountable to the Board.
  - b) be a voting member of the Board of Directors except on matters pertaining to his or her appointment.

#### Section 6. Special Committees

1. Shall be appointed by the President with the approval of the Board of Directors.

### ARTICLE IX AMENDMENTS

#### Section 1. Amendments with Notice

1. These bylaws may be amended at any general meeting by a two-thirds majority vote of the members present and voting.
2. Members shall be notified by mail of any proposed changes to the bylaws at least two (2) weeks prior to the date of the general meeting.

#### Section 2. Amendments without Notice

These bylaws may be amended without previous notice at any general meeting by ninety nine (99) percent of the members present and voting.

### ARTICLE X FISCAL YEAR

The fiscal year shall be from January 1 through December 31 of each year. At the end of the fiscal year, the account books of the Society shall be audited and a written report shall be

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made to the general membership at the spring general meeting.

ARTICLE XI  
PARLIAMENTARY AUTHORITY

The rules contained in the most recent version of ROBERT’S RULES OF ORDER shall govern meetings of this Society in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XII  
DISSOLUTION

In the event of the dissolution of the Society, no part of its funds or property shall be distributed to or among its members, directors or any individuals. After payment of all indebtedness of the Society, its remaining property shall be given to a similar non-profit organization in the Lewiston-Auburn, Maine area dealing with the preservation of historical and genealogical source material as determined by the membership of the Society at the time of dissolution.

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