

**PRINCE GEORGE'S COUNTY GENEALOGICAL SOCIETY  
CONSTITUTION AND BYLAWS** 2020

**ARTICLE I. NAME**

The organization shall be known as The Prince George's County Genealogical Society, hereinafter known as the Society.

**ARTICLE II. SEAL**

The Seal of the Society shall be the one adopted in 1993 and including the words, Prince George's County Genealogical Society, Inc. The Seal shows the Wye Oak, a portion of the Maryland State Flag, the outline of the Prince George's County boundaries and 1969, the year of the Society's founding.

**ARTICLE III. NON PROFIT CHARACTER**

The Society shall be operated as a nonprofit organization, no part of the net earnings of which shall inure to the benefit of any private individual.

**ARTICLE IV. OBJECTIVES**

The objectives of the Society shall be:

1. To collect, preserve and disseminate genealogical knowledge and information, particularly that material that deals with Prince George's County, Maryland.
2. To promote interest in genealogical research.
3. To stimulate and provide instruction in the use of proper research methodology and adherence to standards of accuracy and thoroughness in research.
4. To foster careful documentation and to promote scholarly genealogical writing and publication.
5. To champion ethical standards and to discourage and oppose incompetent and fraudulent practices.
6. To promote the preservation and dissemination of genealogical records and resources of Prince George's County.
7. To hold meetings for instruction and education of its members and the general public.

**ARTICLE V. MEMBERSHIP**

The categories of membership shall include:

1. General
  2. Institutional
  3. Life
  4. Honorary
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1. **General:** Any individual or couple interested in promoting the objectives of the Society shall be deemed eligible for membership, subject to such limitations as the Society shall impose. General members shall be required to pay their dues in a timely fashion as assessed by the Executive Council and shall have all the rights of membership in the Society including membership on committees, the holding of elective office, and full voting privileges.
  2. **Institutional:** Institutional members are libraries and similar institutions that have on file for their readers the *Prince George's County Genealogical Society Bulletin*. Institutional members are not eligible for membership on committees, to vote, or hold elective office.

3. **Life:** Life membership is an honor conferred by the Executive Council on a member who has contributed significantly to the mission and objectives of the Society. Such an honor will confer General membership status to that individual for life and exempt that individual from payment of annual dues.
4. **Honorary:** Honorary members are those whom the Society has elected to such status on recommendation of the Executive Council. Honorary members are not eligible for membership on committees, to vote, or hold elective office.
5. **Application:** Membership application shall be submitted in writing to the Membership Chairperson.

#### **ARTICLE VI. OFFICERS AND EXECUTIVE COUNCIL**

The Officers of the Society shall be the President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and the Immediate Past President in this order of succession, if an office becomes vacant. The position of Immediate Past President will be filled by the most recent Past President who indicates a willingness to serve. A vacancy occurring in any other elective office shall be filled by nominations by the Executive Council and election by members at the next General Meeting of the Society in the same manner as prescribed for annual election. Each officer shall be a member in good standing of the Society. For the purposes of the articles of incorporation, the Officers are herein designated as the Board of Directors.

1. **President:** The President shall be the chief executive officer of the Society and shall have general active management of the business of the Society. The President may execute and deliver in the name of the Society, any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Society, including any instruments necessary or appropriate to enable the Society to donate income or principal of the Society to or for the account of such organizations, causes, and projects described in the Constitution and Bylaws of the Society as the Society was organized to support and in general shall perform all duties usually incident to the Office of President. He or she shall preside at all meetings and gatherings of the Society and shall perform such other duties and exercise such rights as this Constitution and Bylaws or parliamentary procedures may require. The President is empowered to appoint qualified individuals or to create special committees for particular purposes as necessary. The President shall be an ex-officio member of all committees, except the Nominating committee, and shall have the right but not the obligation to participate in the proceedings of the committees. The President shall appoint the Chairpersons of the standing committees of the Society.
2. **First Vice President:** The First Vice President shall assist the President in the discharge of his or her duties. The First Vice President shall have such powers and shall perform such duties as prescribed by the President. The First Vice President shall perform the duties of the President in the absence of or disability of the President. The First Vice President must serve as Chairperson to at least one of the standing committees of the Society.
3. **Second Vice President:** The Second Vice President shall assist the President in the discharge of his or her duties. The Second Vice President shall have such powers and shall perform such duties as prescribed by the President. The Second Vice President shall perform the duties of the President and First Vice President in the absence of or disability of these individuals. The Second Vice President must serve as Chairperson to at least one of the standing committees of the Society.

4. **Recording Secretary:** The Recording Secretary shall keep or cause to be kept a correct and permanent record of the proceedings of the Society. The Recording Secretary must record or designate the recording of the minutes of any business conducted at the Executive Council and of the Annual Business meeting of the members, and prepare and promptly circulate or have circulated these minutes to the appropriate members at the direction of the Executive Council. When so directed, the Recording Secretary shall give proper notice of a meeting of the Executive Council and of the Annual Business meeting of the members. The Recording Secretary shall receive the reports of all committees and shall file them with other Society transactions subject to the order of the Executive Council. The Recording Secretary shall provide for the safekeeping of all records and transactions of the Society. The Recording Secretary shall complete all business to be performed during his or her term of office and promptly hand over all documents and papers to the successor at the expiration of his or her term of office.
5. **Corresponding Secretary:** The Corresponding Secretary shall conduct the correspondence of the Society. The Corresponding Secretary shall maintain or cause to be maintained the official Post Office Box of the Society and ensure that it is accessed in a timely fashion. The Corresponding Secretary may serve as Chairperson to one or more of the PGCGS committees. The Corresponding Secretary shall complete all business to be performed during his or her term of office and promptly hand over all documents and papers to the successor at the expiration of his or her term of office.
6. **Treasurer:** The Treasurer shall be the custodian of all funds of the Society and shall be accountable for their safe keeping. The Treasurer shall receive all fees, dues, and assessments from members and all monies including gifts, bequests, donations, and grants belonging to the Society. The Treasurer shall promptly deposit or ensure that all such monies, drafts, and checks are deposited, in the name of and to the credit of the Society in such banks, trust companies, or other depositories as selected by the Executive Council. The Treasurer shall in like manner, keep a current, complete, and true and correct record of all receipts and disbursements and all financial transactions of the Society. The Treasurer shall keep a current record of all funds received and disbursed by the Society and present a report at each regular meeting of the Society and Executive Council. At the end of each fiscal year, the Treasurer will submit an accounting of all receipts and disbursements for review by the Auditor. The Auditor will make a report on the audit of the Society's financial records to the Executive Council, and the Treasurer shall see that the results of this audit are published in the Society's *Bulletin*. The Treasurer must prepare a detailed full financial report and present a budget for the following year to the Executive Council. The Treasurer shall ensure that the annual Treasurer's report appears in the *Bulletin*. The Treasurer may not be Chairperson of any standing committee of the Society. The Treasurer shall faithfully perform the duties of his or her office in the manner set forth and forthwith, upon the expiration of the term of office, hand over to the successor in office, all money, paper, record books, or other property belonging to the Society.
7. **Immediate Past President:** The Position of Immediate Past President shall be filled by the most recent Past President willing to serve. The Immediate Past President shall assist the President in the discharge of his or her duties. The Immediate Past President shall have such powers and shall perform such duties as designated by the President. The Immediate Past President may serve as Chairperson of one or more of the standing committees of the Society. The Immediate Past President may serve a term of one or two years, until replaced by the President whose term of office has expired.
8. **Executive Council:** The Officers together with the appointed Standing Committee Chairpersons will compose the Executive Council of the Prince George's County Genealogical Society, acting as

Councilors. Standing Committee Chairpersons consist of Program, Membership, Publications, Editorial, Archives, Registrar, Constitution, Education, and Web Master. Two Chairpersons will be officers of the Society, holding the position of First Vice President and Second Vice President. The Chairperson of the Constitution Committee will also serve as the Recording Secretary.

- a. The property, affairs, monies, and business of the Society shall be managed by its Executive Council. A quorum shall consist of a majority, (defined herein as at least one-half), of the Executive Councilors. The act of a majority of the members of the Executive Council present at any meeting at which a quorum is present shall be the act of the Executive Council. At each meeting, the President or in his or her absence, the First Vice President or next highest-ranking Officer in succession shall preside. At all times, the presiding individual of the Executive Council must be an officer of the Society.
- b. Each Councilor is accorded one vote. In the event of a tie vote, the presiding officer may cast a second tie-breaking vote.
- c. The Executive Council shall meet at least twice during the period from September to June inclusive and at other times as necessity may demand on call of the President or three Executive Councilors, at least three days notice having been given to each Executive Councilor as to the time and place of said meeting.
- d. The Executive Council shall authorize the expenditure of all funds and approve the annual budget.
- e. The rules contained in *Robert's Rules of Order Revised* shall govern the Society in all cases in which they are not inconsistent with the Bylaws of the Society.
- f. A summary of the minutes of each Executive Council meeting shall be reported at the next General meeting of the Society and printed in a timely fashion in the Society *Bulletin* for distribution to all members.

## **ARTICLE VII. ELECTION OF OFFICERS AND TERMS OF OFFICE**

1. **Qualifications:** A candidate for an Office of the Society shall have been a member in good standing for at least one year.
2. **Term of Office:** The term of office for all officers shall be two years. All officers shall serve without compensation. Officers may be re-elected to the same or to another office except the President, who may not serve as President for more than two consecutive terms.
3. **Election of Officers:** All Officers, except the Immediate Past President, shall be elected annually in the Spring at the General Business Meeting of the members.
  - a. The President, with the advice of the Executive Council, shall appoint a Nominating Committee consisting of a Chairperson and two other members, none of whom may be officers of the Society.
  - b. The committee shall nominate candidates for all offices. The slate of nominees shall be presented by the Nominating Committee at a General Meeting prior to the meeting in which the election will be held and the slate of nominees shall be published in the *Bulletin* and/or on the Society website.
  - c. The election shall be held at a General Business Meeting of the members, generally in June. At that meeting, other nominations may be accepted from the floor prior to the election. The consent of each nominee must have been obtained prior to nomination.
  - d. All Officers shall be elected by a majority vote cast by ballot and/or voice vote, by members in good standing. Officers shall assume office at the end of the election meeting with the exception of the Treasurer, who will assume office at the beginning of the fiscal year. To assume the office of First Vice President and Second Vice President, those individuals must agree to serve as Chairperson to one of the Society's standing committees. To assume the office of Recording Secretary, that individual must agree to serve as Chairperson of the Constitution Committee.

4. **Resignations:** Any officer may resign at any time by giving written notice of his or her resignation to the Executive Council. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
5. **Removal:** Any officer may be removed, either with or without cause, by a majority vote of the General Members present at a General Meeting or at a Special Meeting called for such purpose and such purpose shall be stated in the notice of such meeting. Any officer may also be removed by a two-thirds vote of the total number of Councilors. This may occur at a regular Executive Council meeting or at a Special Executive Council meeting called for such purpose and such purpose shall be stated in the notice of such meeting.

## ARTICLE VIII. COMMITTEES

The Standing Committees shall be:

1. Program
2. Membership
3. Publications
4. Editorial
5. Archives
6. Registrar
7. Education
8. Constitution
9. Web Master
10. Publicity
11. Records

Chairpersons will be appointed by the President yearly with the advice of the Executive Council and can be removed by the President with or without cause. The First Vice President and the Second Vice President must serve as Chairperson to one of the standing committees of the Society. The Recording Secretary must serve as Chairperson of the Constitution Committee.

1. **Program:** The Program Committee is responsible for organizing and arranging the General Meeting of the members, held monthly from September through June. This responsibility includes arrangements for a meeting location, publicity, providing refreshments when appropriate, and arranging for speakers or special programs. The Program Committee will prepare an annual budget to be submitted for approval by the Executive Council.
2. **Membership:** The Membership Committee is given the responsibility of soliciting, promoting, and monitoring the membership of the Society. The Membership Committee shall process all new membership applications; keep a statement of all past and present Society members; introduce new members at regular meetings of the Society; conduct membership drives and carry out other programs for increasing membership. The Membership Committee will prepare an annual budget to be submitted for approval by the Executive Council.
3. **Publications:** Publications Committee Chairman is responsible for:  
Oversees the publishing of Society publications; Coordinates with the Records Committee on finalized manuscripts for publishing; Determines the publishing media for manuscripts; Processes sales orders; Maintains an inventory and dollar value of stock; provides the Treasurer with written

reports; Responsible for advertising society publications in the *Bulletin*, website and other institutions, libraries, etc.; Keeps current all sales announcements in the *Bulletin*, on the website and sales brochure; Exhibits publications periodically at Society meetings and events.

4. **Editorial:** The Editorial Committee is charged with the publication of the Society *Bulletin*. The Chairperson is the Editor of the *Bulletin* and the committee will consist of Associate Editors, Contributing Editors, Queries Editor, Index Editor, Book Reviewers, and other individuals the Executive Council feels are necessary for the dissemination of societal information through publication in the *Bulletin*. The Committee, with the approval of the Executive Council, will prepare, publish, and disseminate the *Bulletin* to the members. The Editorial Committee will prepare an annual budget to be submitted for approval by the Executive Council.
  - a. The Society shall publish a regular *Bulletin* (except in July and August) to promote the objectives of the Society. An index of the previous fiscal year's *Bulletin* should be published early in the following fiscal year.
  - b. The minutes of the Executive Council and General Members Business meeting, the annual Treasurer's report, the approved budget, and the annual audit report shall appear in the *Bulletin*.
  - c. The Nominating Committee report shall appear in the issue prior to the election.
5. **Archives:** The Chairperson of the Archives Committee, also known as the Archivist, is responsible for the storage and maintenance of the textual and electronic records of the society relating to genealogical information of Prince George's County and the state of Maryland. The Archives Committee is charged with maintaining the Society Library, organizing and cataloging its holdings including the Bible Records and acquiring new material. The Committee will consist of one or more Librarians who will maintain the library and assist members in its use. The Archives Committee will prepare an annual budget to be submitted for approval by the Executive Council.
6. **Registrar:** The Registrar is responsible for the storage and maintenance of the genealogical records submitted by the members and is responsible for responding to genealogical inquiries. The Registrar is charged with conducting genealogical research in response to these requests and at a fee determined by the Executive Council. The Registrar will prepare an annual budget to be submitted for approval by the Executive Council.
7. **Education:** The Education Committee is charged with holding meetings for instruction and education of Society members and the general public. The Committee is responsible for organizing and conducting any educational meeting for the Society, specifically selecting the date and location of such meeting, organizing the speakers and content, procuring audio-visual aids, arranging for publicity and other such tasks required to hold a successful educational meeting. The Education Committee will prepare an annual budget to be submitted for approval by the Executive Council.
8. **Constitution:** The Constitution Committee is responsible for the Constitution and Bylaws and may be called upon to interpret the Constitution and Bylaws when questions arise. Once a year, generally in the Spring, the chairperson must report on the status of the Constitution and Bylaws, stating whether any difficulties have arisen with their interpretation or if any amendments have been proposed or need to be proposed. The Committee shall prepare and submit amendments to the Constitution and Bylaws and has the right to edit, reword, or combine those amendments, having the same intent, to prepare them for presentation. The Chairperson of the Constitution Committee must present all such proposed amendments to the Executive Council and, upon approval by the Executive Council, shall present them at the General Business Meeting of the Society, generally in June, for vote by the members.

9. **WEB Master:** The WEB master is responsible for the design and maintenance of the Society's WEB page under the direction of the Council.
10. **Publicity:** The Publicity Committee shall publicize Society General Meetings and other Society efforts to members, media, and other interested parties. The Committee shall also prepare information flyers for posting in various area locations such as libraries, etc.
11. **Records:** Records Committee Chairman is responsible for:  
Encouraging the preservation of records of Prince George's County; Seeks out projects for publishing by the Society and presents such projects to the Council for approval; Oversees the abstraction/transcription of records; Responsible for all aspects of the project including, coordinating volunteers, making assignments, formatting, indexing, proofreading, etc.; enlists volunteers to work on projects; when available provides material for publishing in the Bulletin including additions and corrections to Society publications; Coordinates with the Publications Committee on the media form for finalization of publication; Makes periodic reports to Council on status of project.

**Nominating:** The Nominating Committee is not a standing committee of the Society but is appointed by the President, with the advice of the Executive Council, at a General Meeting of the Society. The Nominating Committee shall consist of a Chairperson and two members, all of whom must be members in good standing and cannot be officers of the Society. The Nominating Committee shall prepare a report to appear in the *Bulletin* and/or on the Society website prior to the election. The Nominating Committee is automatically disbanded with the election of officers.

**Ad Hoc Committees:** The President shall have the power to appoint such other committees as he or she may deem advisable during his or her term of office; however each such committee shall terminate upon the expiration of the President's term of office unless continued by his or her successor in that office. Each committee shall have duties and term of action as determined by the President.

## **ARTICLE IX. GENERAL MEETINGS**

1. The Society shall conduct a General Meeting of the members in Prince George's County, Maryland, or with other Maryland genealogical societies once each month in the period September to June, inclusive, on a day and place determined by the Executive Council. No meetings are required in July or August.
2. The President shall conduct the General Meeting and all Officers and Chairpersons of Committees will make oral reports as necessary. Guests and new members are to be introduced. A program may be presented which will assist the membership in achieving the purposes of the Society.
3. The Society shall have an Annual Business Meeting of the members at the regular monthly meeting in June or at the discretion of the Executive Council. The meeting shall be held for the purpose of Election of Officers and/or Amending the Constitution and Bylaws. For this purpose, a quorum shall consist of fifteen members in good standing. Due notice of this meeting shall be posted in the Bulletin and/or on the Society website.

## **ARTICLE X. INDEMNIFICATION, OFFICES, BOOKS, RECORDS, DUES, FINANCES**

1. **Direct Indemnification:** To the full extent specifically authorized by and in accordance with the procedure prescribed under the articles of incorporation, the Society shall indemnify any and all of its officers, committee members, agents and other authorized representatives for expenses and other

amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their serving in any such capacity for the Society.

2. **Books and Records:** The Executive Council shall cause to be kept the records of all Society proceedings and any other such records and books of account as shall be necessary and appropriate to the conduct of the society's business.
3. **Authorization:** The Executive Council may authorize any officer or agent of the Society, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.
4. **Checks, Drafts, Etc:** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers or agent or agents of the Society in such manner as shall from time to time be determined by the Executive Council. In the absence of such determination by the Executive Council, such instruments shall be signed by the Treasurer.
5. **Deposits:** All funds of the Society shall be deposited from time to time to the credit of the Society in such bank, trust companies, or other depositories as the Executive Council may select.
6. **Gifts:** Any Officer may accept on behalf of the Society any unrestricted or unconditional contribution, gift, bequest, or devise for the general purposes of or any special purpose of the Society. Any restricted or conditional contribution, gift, bequest, or devise may be accepted only by the Executive Council on behalf of the Society.
7. **Fiscal Year:** The fiscal year of the Society shall begin on the first day of July in each calendar year and end on the 30 June in each calendar year, but may be changed at the discretion of the Executive Council.
8. **Dues:** The amount of dues for the members shall be determined by the Executive Council. The amount shall apply to the current fiscal year which ends on June 30, and are payable at time of application for membership into the Society, and thereafter by September of each year. A member whose application is accepted at or following the January meeting may pay one-half the annual dues for the remainder of the fiscal year during which the application was accepted. Memberships not renewed by one October will be terminated.
9. **Finances:** Funds for conducting the affairs of the Society may be raised by such initiation fees, tuitions, and annual dues as are imposed by the Executive Council or through voluntary contributions, dues, bequests, and other gifts in any other manner approved by the Executive Council.
10. **Audit:** The Executive Council shall cause the records and books of account of the Society to be audited at such times as it may deem necessary or appropriate.
11. **Earnings:** No part of the net earnings of the Society shall inure to the benefit of any private individual.

## **ARTICLE XI. AMENDMENTS**

This Constitution and Bylaws can be amended at a General Business Meeting of the members by a



two-thirds vote, provided the amendment or amendments have been previously submitted and approved by the Executive Council.

## **ARTICLE XII. DISSOLUTION**

Upon the dissolution of the Prince George's County Genealogical Society, the Executive Council shall, after paying or making provisions for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner or to such organization or organizations which are then qualified as exempt with the meaning of Section 501(c)(3), and any subsequent revision of the Internal Revenue Service code, but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Society. It is understood by all members and ordered that all assets will be transferred without remuneration to one or more other organizations with comparable genealogical objectives and with a 501(c) (3) designation by the Internal Revenue Service.