

**Bylaws of the
Colorado Council of Genealogical Societies, Inc.**

Article I - Name

The name of this organization shall be the COLORADO COUNCIL OF GENEALOGICAL SOCIETIES, INC., a non-profit organization, registered with the Colorado Secretary of State, and hereinafter referred to as the Council.

Article II – Organization and Objectives

SECTION A

Said corporation is organized exclusively for educational 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).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services set forth in the above paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for political office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). [from the Articles of Incorporation dated 30 November 1985]

SECTION B

The objectives of the Council shall be to advance cooperation among heritage-related organizations through:

- encouraging the formation of organizations interested in genealogy and history;
- promoting the collection, preservation and dissemination of genealogical knowledge and information;
- informing member organizations of projects and activities of mutual interest to avoid duplication of efforts;
- upholding genealogical standards by disseminating information about research methods, research practices, and ethical practices to member organizations;

- keeping member organizations informed of legislation regarding access and preservations of records;
- assisting member societies in their operation.

Article III - Membership and Dues

SECTION A. MEMBERSHIP.

The membership of the Council consists of two classes:

- Any non-profit organization or society in Colorado interested in genealogy and related subjects is eligible for a regular membership. This class is a voting membership.
- Any individual, organization or institution is eligible for an associate membership. This class is a nonvoting membership.

SECTION B. DUES AND FISCAL YEAR.

The annual dues for regular membership and for associate membership shall be according to the dues structure listed in the current Standing Rules. Annual dues shall be assessed according to a society's total membership as of the previous December. Payment of the dues shall be made no later than January 31 of each year. The Vice-President shall notify members whose dues are not paid by January 31. If dues are not received by February 15, the society or associate member shall be removed from the membership rolls. The membership and fiscal year of the Council shall run from January 1 through December 31.

- New organizations that wish to join the Council after the start of the year shall receive reduced dues rates as stated in the Standing Rules.
- New organizations shall be those who have not been enrolled members of the Council for five years or more.

Article IV - The Council

SECTION A.

The Council shall consist of

- the elected officers,
- the standing committee chairpersons, and
- the designated voting delegate from each member society. [See Section D of this Article.]

Each shall have a vote. Persons holding dual positions shall not have more than one vote.

SECTION B

The Immediate Past President shall serve as an ex-officio member of the Council and of the Board of Directors without a vote as such in either body.

The Parliamentarian (appointed by the President) shall also serve as an ex-officio member of the Council and of the Board of Directors without a vote as such in either body.

SECTION C.

The Council shall:

- transact the business of the organization
- direct committees
- authorize disbursements

SECTION D. Delegates.

Each member society shall have one designated voting delegate to the Council selected in accordance with the member society's bylaws and standing rules.

Their duties shall include:

- Attending Council meetings,
- Reporting their society's activities with electronic quarterly reports for posting on the Council website,
- Providing updated society officer lists to the Vice-President as changes occur,
- Reporting to their member societies the proceedings of the Council.

Article V - Officers

SECTION A.

The officers of the Council shall be President, Vice-President, Secretary, Treasurer, and Delegate-at-Large. Election of the President, and Treasurer shall be at the Fall Meeting in even-numbered years. Election of the Vice-President and Secretary shall be at the Fall meeting in odd-numbered years. The Delegate-at-Large shall be elected by the Council society delegates at the January meeting.

SECTION B.

TERM OF OFFICE. The officers, with the exception of the Delegate-at Large, shall serve for a two-year term or until their successors are elected. No officer may serve more than two consecutive terms in the same office. Completion of a partial term, regardless of the length, will not be counted toward this "two consecutive terms" limit.

With the exception of the Treasurer, all officers shall assume their duties at the close of the Fall Meeting following their election. The Treasurer will continue his/her duties until the end of the fiscal/calendar year (December 31st.)

SECTION C.

The President shall appoint a Parliamentarian to serve the Council. (See Article IV, Section B, 2nd paragraph.)

SECTION D.

All officers shall be members of voting organizations of the Council, but need not be a member society's designated voting delegate.

Article VI - Duties of Officers and Nominating Committee

SECTION A.

1. President shall:

- a) Preside at all meetings of the Council and Executive Board.
- b) With the approval of the Council, appoint all Chairpersons with the exception of the Nominating Committee Chair.
- c) Be an ex-officio member of all committees with the exception of the Nominating Committee.
- d) Sign, with the Secretary, all contracts and documents authorized by the Council.

2. Vice-President shall:

- a) Assume the duties of the President in the absence of, or at the request of, the President.
- b) Assume the office and duties of the President for the remaining term in the event of a vacancy in the office of President.
- c) Maintain a current list of member societies in good standing.
- d) Work in conjunction with the President in assisting and advising newly formed societies and in soliciting new members.

3. Secretary shall:

- a) Be the recording officer of the Council and the custodian of its records except such as are specifically assigned to others.
- b) Prepare and maintain a current inventory of all legal documents, records and equipment belonging to the Council.
- c) Sign, with the President, all contracts and documents authorized by the Council.
- d) Send out proper notices of all meetings.
- e) Conduct and maintain a file of the Council's correspondence.

4. Treasurer shall:

- a) Be custodian of all funds of the Council.
- b) Sign checks for authorized disbursements on behalf of the Council.
- c) Prepare the annual budget for presentation to the Board at the Summer meeting for review and to the entire Council for approval at the Fall meeting.
- d) Present a statement of finances at each meeting of the Council.
- e) Make all financial records available for audit at the close of the fiscal year and prior to the Spring meeting.
- f) Present a financial report of any special project following the completion of the project.
- g) Present, at the Winter meeting, an Annual Financial Report covering the entire previous year.

- h) Treasurer works with the Finance Committee to implement above Treasurer duties.

5. Delegate-at-Large shall:

- a) Be nominated by and determined by a vote of the delegates present at the Winter meeting to serve a 1-year term.
- b) Represent at all Board of Directors' meetings the interests of all the designated voting delegates from each member society.

6. Nominating Committee shall:

- a) Consist of three members to be elected at the Fall meeting.
- b) Request suggestions for the nominees for both officers and Nominating Committee at the Spring Council meeting.
- c) Nominate candidates for officers to be elected at the Fall meeting
- d) Nominate candidates for the Nominating Committee to be elected at the Fall meeting.
- e) Report the list of candidates to the Council at the regular Summer meeting. Additional nominations from the floor shall be accepted provided prior consent to serve has been received.
- f) Nominating Committee shall not serve for more than a one year term. No consecutive terms are permitted.

Article VII - Meetings

SECTION A. Council Meetings.

1. The Council shall hold at least four meetings per year. These meetings will be held in the Winter, Spring, Summer and Fall. Meetings are normally in January, April, July and October. (See Standing Rules as to time and place for these meetings.)
2. The Council shall permit any or all elected officers, standing committee chairpersons, and designated voting delegates from each member society to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all participating persons may hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.
3. Voting on time critical issues may be conducted by mail, email, or other electronic means if required. Votes must be received from a majority of all elected officers, standing committee chairpersons, and designated voting delegates from each member society within the time frame set by the announcement. Actions shall be reported, verified and made part of the minutes of the next meeting of the Council.

SECTION B. Annual Meeting.

The Winter meeting shall be designated the Annual Meeting and shall be for the purpose of receiving annual reports of designated officers and committee chairpersons.

SECTION C. Special Meetings.

Special meetings of the Council may be called by the President or at the written request of five members of the Council. The call for such a meeting shall be given by written notice at least ten days prior to the meeting. Such notice shall state the purpose of the meeting. No other business shall be conducted.

SECTION D. Quorum for Council Meetings

A quorum at a regular Council meeting shall be 1/3 of the total number of voting member societies. In other words, if the total number of member societies is thirty, ten eligible voting members would constitute a quorum. [See Article IV, Section A for who would be an eligible voting member.]

Article VIII - Executive Board

SECTION A.

The officers of the Council shall constitute the Executive Board (Board). The officers of the Council, (see Article IV, Section A) are the President, Vice-President, Secretary, Treasurer, and Delegate-at-Large.

SECTION B.

The Board shall be subject to the orders of the Council, and none of its acts shall conflict with action taken by the Council.

SECTION C.

The Board shall meet at the call of the President or upon the written request of three of its members. If necessary, the Board shall have the duty to declare a vacancy in any elective office and to conduct an election to fill said vacancy.

SECTION D.

Three members of the Board shall constitute a quorum.

Article IX - Committees

SECTION A.

The President shall, with the advice and consent of the Council, appoint all committee chairpersons with the exception of the Nominating Committee Chairperson. All committee chairpersons shall serve for a term of one year from the date of appointment or for the remainder of the then-President's term of office, whichever comes first. Committee Chairpersons may be re-appointed for successive terms of office.

SECTION B. Standing Committees

The Standing Committees of the Council are: [see **the Procedures Manual** for specific duties and procedures.] The Chairperson has a vote within the Council.

- The First Families of Colorado Committee
- The Projects Committee
- The Speakers Bureau Committee
- The Vogels Award Committee
- The Records Preservation and Access Committee (RPAC)
- The Finance Committee

SECTION C. Special Committees

Special committees shall be formed and appointed as needed. These Committees are formed for a specialized activity or event and are normally of limited duration. Committee chairpersons have no voting privileges within the Council. [see the **Procedures Manual** for specific duties and procedures.]

Article X - Elections

Elections shall be held at the Fall meeting. Voting shall be by voice vote provided there is only one candidate for office. If more than one candidate is running for any office, the voting shall be by written ballot. Majority vote elects. If a tie vote exists, balloting will continue until one candidate achieves a majority.

Article XI - Dissolution of the Council

From the amended Articles of Incorporation dated 30 November 1985.

Upon the dissolution of the corporation, the Board 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 educational purposes as shall at the time qualify as an exempt organization or organization 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 shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII - Parliamentary Authorities

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XIII - Amendments

These bylaws may be amended at any meeting by a two-thirds vote. All such proposed amendments shall be presented to the Council at least one month prior to a regular meeting.

History:

Articles of Incorporation granted 5 October 1981

Articles of Incorporation amended 20 October 1983

Articles of Incorporation amended 30 November 1985

Bylaws adopted 7 January 1989

Bylaws amended and adopted 11 April 1992

Bylaws amendments adopted 27 September 1996

Bylaws amendments adopted 12 April 2008

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