

# THE GENEALOGICAL SOCIETY OF NEW JERSEY

## BYLAWS

### ARTICLE I. NAME

The name of this Society shall be **THE GENEALOGICAL SOCIETY OF NEW JERSEY**.

The Society is a nonprofit, tax-exempt organization under the current version of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

### ARTICLE II. OBJECTS

The objectives of this Society are to discover, procure, preserve, and publish whatever may pertain to genealogy, and more particularly to the genealogies of families and individuals associated or identified with the State of New Jersey.

### ARTICLE III. MEMBERSHIPS AND SUBSCRIPTIONS

Section 1. Any person interested in the objectives of the Society may become a member by submitting a properly completed application together with payment of the appropriate dues. The membership and subscription year shall run from January through December.

Section 2. Any institution interested in the objectives of the Society may become a subscriber by submitting a properly completed application together with payment of the appropriate fees. The subscription year shall run from January through December.

Section 3. The Board of Trustees shall set the dues for each class of Membership and the fees for Subscriptions. Dues and fees are payable annually on or before December 1 and are delinquent January 31. Any members or subscribers who have not renewed by February 15 shall be removed from the Society rolls. Memberships and Subscriptions may be reinstated upon payment of dues and an additional fee to be set by the Board of Trustees.

Section 4. The classes of membership shall be at least Life, Family, Annual, International, and others as determined by the Board of Trustees. A family membership shall consist of two persons in one household at one mailing address.

A. All members shall have the right to vote; family memberships shall be limited to two votes. All members shall be eligible to serve on the Board of Trustees. Each member shall be entitled to one copy of each issue of *The Genealogical Magazine of New Jersey* and of the *GSNJ Newsletter* published during the period of membership, except a family membership shall be limited to one copy.

B. Each member may purchase Society publications at a discount and shall be entitled to discounts on registration to events sponsored by the Society, in amounts determined by the Board of Trustees; a family membership shall be limited to two discounted registrations. Each member shall be entitled to such other benefits as may be determined by the Board of Trustees.

Section 5. The classes of library subscriptions shall be Annual, International, and others as may be determined by the Board of Trustees. Library subscriptions shall be entitled to one copy of each issue of *The Genealogical Magazine of New Jersey* and of the *GSNJ Newsletter* published during the period of the subscription.

#### **ARTICLE IV. MEETINGS**

Section 1. The Annual Meeting of the Society shall be held between October 15 and December 14 each year, at such time and place as the Board of Trustees may designate.

Section 2. Special Meetings may be held as the Board of Trustees may designate, or as fifteen members may request in writing. Notice of the Special Meeting shall state the purpose of the meeting, and no other business may be transacted at the meeting.

Section 3. The Society shall send notice by mail or by electronic means of the time and place of each meeting of the Society to each member at least one week prior to the date of the meeting.

Section 4. At all meetings of the Society as a whole, fifteen members shall constitute a quorum for transaction of business.

#### **ARTICLE V. BOARD OF TRUSTEES**

Section 1. The management of the Society between Annual Meetings shall be vested in a Board of Trustees.

Section 2. The Board of Trustees shall consist of between fifteen and eighteen Society members, divided into three classes, so that the term of office of one class shall terminate each year. A class of trustees shall be elected at the Annual Meeting of the Society each year.

Section 3. Notwithstanding any other provision of these Bylaws, any trustee or officer may be removed from office for good cause or without cause at any meeting of the Board of Trustees by majority vote of all members thereof; provided, however, that notice of a removal vote is sent by registered or certified mail to such trustee or officer not less than twenty days prior to the meeting, and that trustee or officer is given full opportunity to be heard before any vote is taken.

Section 4. Any vacancy occurring in the Board of Trustees, whether by death, resignation, removal, increase in the number of trustees, or any other cause, may be filled by a majority vote of the remaining trustees. Each trustee so elected shall hold office for the remainder of the term of the office vacated and until a successor is elected and qualified.

Section 5. The Board of Trustees is empowered to select Trustees Emeriti to the Board of Trustees, provided that such trustees shall have been former members of the Board of Trustees. Such trusteeships shall continue so long, and terminate at such time, as may be determined by a majority of the Board of Trustees. Trustees Emeriti may attend the meetings of the Board of Trustees and participate in its discussions, but shall have no vote.

Section 6. The Board of Trustees shall have full and exclusive control of all funds, securities and collections, and of all other property, real and personal, belonging to the Society, and shall have the entire control and regulation of the Society's affairs in the interval between Annual Meetings.

Section 7. It shall be the duty of the Board of Trustees to recommend plans for promoting the objectives of the Society, to prepare and conduct business, to authorize the disbursement and expenditure of the annual income and other monies of the Society, but in no case to exceed the funds in hand, or to anticipate the income for any one year. It shall have charge of the arrangement and regulation of all genealogical material and other records in possession of the Society, and shall, from time to time, examine the condition of the collections and the state of the finances. It shall generally superintend the interests of the Society, and execute such duties as may from time to time be committed to it. It shall keep a record of all its proceedings, and make a report through its officers and committees at each Annual Meeting.

Section 8. The Board of Trustees shall meet for the transaction of business at least nine times per year. At all meetings of the Board of Trustees, six members shall constitute a quorum for the transaction of business. If less than the requisite number is present at a meeting, a majority of those present may adjourn the meeting from time to time without further notice.

Section 9. Each trustee shall, at least annually, deliver any relevant Society records in their custody to the Manuscript Committee or the Recording Secretary, who shall then deposit them in the archives of the Society.

#### **ARTICLE VI. OFFICERS**

Section 1. The officers of this Society shall be a President, two Vice Presidents, a Corresponding Secretary, a Recording Secretary and a Treasurer. The officers shall be elected by the Board of Trustees from among its members at the next board meeting after the Annual Meeting, and shall hold office, beginning in January, for one calendar year or until their successors are elected.

Section 2. The President shall preside and have a casting vote at all meetings. The President may make all appointments to all committees, shall be an *ex officio* member of all committees except the Nominating Committee, shall exercise and maintain general supervision over the affairs of the Society, see that its objectives as set forth in these bylaws are duly carried out, shall inform members of all votes, orders, resolutions and proceedings of the Society affecting them, and shall take an active interest in all that pertains to the welfare of the Society. At each Annual Meeting the President shall distribute a written summary of the Society's activities for the past year and a statement of any specific objectives for the next year. The President shall also have such other duties as may be assigned by the Board of Trustees.

Section 3. In the absence or disability of the President, the Vice Presidents shall jointly or severally perform the duties of the President, as the Board of Trustees may determine. The Vice Presidents shall also have such other duties as may be assigned by the Board of Trustees.

Section 4. The Corresponding Secretary shall have the temporary custody of all letters and communications of the Society and shall report at Board of Trustees meetings on such letters and communications as have been received. The Corresponding Secretary shall carefully preserve all non-genealogical letters and communications received. Genealogical correspondence shall be delivered to the Manuscript Committee chair for deposit in the manuscript collection. The Corresponding Secretary shall also have such other duties as may be assigned by the Board of Trustees.

Section 5. The Recording Secretary shall have charge of the Bylaws, Charter, Corporate Seal, Minutes and Official Papers of the Society, and shall keep a fair and accurate record of the proceedings of the Society in the files of the Society. The Recording Secretary shall be empowered to certify extracts from the minutes, and shall have such other duties as may be assigned by the Board of Trustees.

Section 6. The Treasurer shall collect and have custody of the funds of the Society, shall have all funds of the Society deposited in a bank or banks approved by the Board of Trustees, and shall make disbursements as directed by the Board of Trustees. The Treasurer shall execute all checks and other writings for the withdrawal of funds; the Board of Trustees may require the signatures of such officers or agents on all or some checks as the Board of Trustees may direct. The Treasurer shall keep a true account of the receipts and payments, shall render a statement at all meetings of the Society and of the Board of Trustees, and shall have such other duties as may be assigned by the Board of Trustees.

## **ARTICLE VII. COMMITTEES**

Section 1. The Nominating Committee shall be appointed by the President, with the approval of the Board of Trustees, not later than the September Board of Trustees meeting. It shall consist of three members, at least two of whom shall be Trustees. The committee shall nominate a candidate for each position, having first obtained the consent of each candidate, to the Board of Trustees at least two board meetings prior to the Annual Meeting and to the members at the Annual Meeting. The slate of candidates shall be sent to the members with the Annual Meeting notice. The Nominating Committee shall also be responsible for preparing a slate of officers for election at the next board meeting after the Annual Meeting. Any member of the Nominating Committee may also be a candidate for trustee or officer.

Section 2. The chairs of the standing committees shall volunteer or be appointed by the President at the January meeting of the Board of Trustees, and shall report to the Board; the members of the committees shall volunteer or be appointed by the President as soon thereafter as is practicable. The chair of each standing committee shall report at each meeting of the Board of Trustees, and shall, at each Annual Meeting, submit a written summary of the work of the committee during the year, such report to become an integral part of the report of the Trustees to the Society. The standing committees shall be as follows:

A. The Editorial Committee, consisting of at least four trustees, shall have full responsibility for the planning and publishing of *The Genealogical Magazine of New Jersey*, and shall identify to the Board of Trustees any candidates for a paid editor when a vacancy arises. The chair shall be a trustee, and all members of the committee shall be listed in the magazine as Contributing Editors. If acting in a paid capacity, the editor shall not be a member of the committee; in the absence of a paid editor, the chair shall serve as the editor. The Editorial Committee shall also perform such other services as may be assigned by the Board of Trustees.

B. The Bible and Family Records Committee, consisting of at least three trustees, shall be responsible for promoting the collecting, preserving and arranging of Bible and other family records of similar genealogical nature, and shall furnish the Editorial Committee material for publication. The committee shall also perform such other services as may be assigned by the Board of Trustees.

- C. The Gravestone Records Committee, consisting of at least three trustees, shall be responsible for promoting the collecting, preserving and arranging of gravestone inscription records, shall conduct suitable field trips, shall furnish the Editorial Committee material for publication, and shall perform such other services as may be assigned by the Board of Trustees.
- D. The Manuscript Committee, consisting of at least four trustees, shall be responsible for maintaining and promoting the collecting, preserving and arranging of records of a genealogical nature other than those for which the Bible and Family Records and Gravestone Records Committees are responsible. Records of churches, societies, and public agencies shall also be within the province of this committee. The committee shall also have charge of the Society's microfilm and electronic media collections, and shall perform such other services as may be assigned by the Board of Trustees.
- E. The Program Committee, consisting of at least three trustees, shall make all arrangements for the Annual Meeting and other meetings of the Society, and shall perform such other services as may be assigned by the Board of Trustees.
- F. The Finance Committee, consisting of at least three trustees, the Chair of which shall be the Treasurer, shall supervise the funds and investments of the Society, shall make recommendations concerning them to the Board of Trustees, shall annually present a proposed budget for the next fiscal year to the Board of Trustees no less than two months prior to the end of the current fiscal year, and shall perform such other services as may be assigned by the Board of Trustees.
- G. The Membership Committee, consisting of at least three trustees, shall endeavor to increase the number of members and subscribers of the Society and shall report the names of new members, Life Members, and subscribers to the Board of Trustees. The committee shall maintain a contact list of current members and subscribers and a list of members and subscribers lapsed within at least the previous three years. The committee shall also perform such other services as may be assigned by the Board of Trustees.
- H. The Public Relations Committee, consisting of at least two trustees, shall promote the purposes and activities of the Society, increase cooperation with other organizations, stimulate member interest in the activities of the Society, suggest means of promoting its general welfare, and shall perform such other services as may be assigned by the Board of Trustees.
- I. The Newsletter Committee, consisting of at least three trustees, shall have full responsibility for planning, publishing, and distributing the *GSNJ Newsletter*, and shall perform such other services as may be assigned by the Board of Trustees. If there is a paid newsletter editor, the editor is not a member of the committee; if there is no paid newsletter editor, the chair shall serve as editor.
- J. The Long Range Planning Committee, consisting of at least three trustees, shall create a multi-year plan for the Society and shall perform such other tasks as assigned by the Board of Trustees.

Section 3. The President has the right to appoint such *ad hoc* committees as may from time to time be deemed necessary to accomplish the goals of the Society. All such committees shall report to the Board of Trustees.

## **ARTICLE VIII. FELLOWS**

Section 1. The Society may designate as a Fellow of the Genealogical Society of New Jersey any member who has rendered, over the years, significant service to the Society and to New Jersey genealogical research.

Section 2. A Fellow shall be entitled to append FGSNJ to the Fellow's name.

Section 3. A Fellow may be nominated at any meeting of the Society or of the Board of Trustees on sponsorship of two trustees or three members. Prior to the meeting, the sponsors shall present with their recommendation a written statement of the accomplishments of the nominee. Election shall be by the affirmative vote of at least 80% of the persons present and voting.

Section 4. The honor may be revoked only for cause, and after the Fellow has had the opportunity for defense. For purposes of this section, "cause" shall mean, (i) any act of fraud or dishonesty, willful misconduct or gross negligence in connection with the Fellow's research or service to the Society; or (ii) the conviction of the Fellow (including pleading guilty or no contest to a felony) for any felony whether or not such felony was committed in connection with the Society's business.

## **ARTICLE IX. FUNDS**

Section 1. Monies received which are not needed for current or anticipated operating expenses may, at the direction of the Board of Trustees, be segregated and invested as deemed advisable.

Section 2. If it becomes necessary to disband the Society, all of its Funds and assets shall be given to one or more non-profit organizations with similar purposes, or to an institution of higher learning in the State of New Jersey.

Section 3. The fiscal year shall be from July 1 through June 30.

## **ARTICLE X. INDEMNIFICATION**

Section 1. The Society shall indemnify any trustee, officer, employee, Counsel or agent of the Society or any of its subsidiaries who was or is an "authorized representative" of the Society (which shall mean, for the purposes of this Article, a trustee or officer of the Society, or a person serving at the request of the Society as a trustee, officer, Counsel, partner, fiduciary or trustee or another corporation, partnership, joint venture, trust, or other enterprise) and who was or is a "party" (which shall include for the purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for the purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Society, its members or otherwise) by reason of the fact that such person was or is an authorized representative of the Society to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for the purposes of this Article attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and

reasonably incurred by such person in connection with such proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Society shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

Section 2. The Society shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under this Article in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount as it shall ultimately be determined that such person is not entitled to be indemnified by the Society as authorized in this Article and may pay such expenses in advance on behalf of any employee or agent on receipt of a similar undertaking. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

Section 3. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Society may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Trustees shall deem appropriate.

Section 4. Each person who shall act as an authorized representative of the Society shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

Section 5. The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of members or disinterested trustees or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an officer, trustee, employee or agent in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

#### **ARTICLE XI. CONFLICT OF INTEREST**

No trustee shall maintain substantial personal or business interests which conflict with those of the Society. Each trustee shall execute a statement upon taking office and in January of each year thereafter setting forth any possible conflicts of interests or stating that no such conflicts exist. In addition, any trustee, officer, employee, member or committee member having an interest in a contract or other transaction (hereinafter "Interested Party") presented to the Board of Trustees or a committee thereof for authorization, approval, or ratification shall give prompt, full, and frank disclosure of such interest to the Board of Trustees or committee prior to its acting on such contract or transaction. Such Interested Person shall refrain from taking part in any consideration of such contract or other transaction. The Board of Trustees or committee shall keep written records of all disclosures and discussions pursuant to this Article.

#### **ARTICLE XII. PARLIAMENTARY AUTHORITY**

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

#### **ARTICLE XIII. AMENDMENTS**

These Bylaws may be altered or amended in the following manner:

- 1) the proposed amendments or alterations shall be approved by two-thirds of the whole number of the Board of Trustees;
- 2) at least one month prior to any action, the members shall be sent a copy of the proposed amendments or alterations and a notice stating when the amendments or alterations to the Bylaws will be voted upon;
- 3) the majority of the Society members voting shall have cast an affirmative vote.

Amended 1 June 2019