

**BY-LAWS OF THE UPPER SHORE GENEALOGICAL SOCIETY OF MARYLAND
MAY 2022**

Article 1. Name and Purpose

Section 1.

The name of the society shall be The Upper Shore Genealogical Society of Maryland (also referred to as the USGSMD), herein known as the Society.

Section 2.

The purpose of the organization shall be as follows:

A. To encourage all of those interested in researching their ancestral heritage and promote fellowship and cooperation.

B. To educate members and the public on genealogical information from the Maryland counties of Caroline, Dorchester, Kent, Queen Anne's, and Talbot through meetings, seminars, workshops, and publications.

C. To provide a forum for sharing knowledge that individual members have acquired in their own research.

D. To collect, preserve, and disseminate genealogical, biographical, and historical knowledge and information.

Section 3.

The Society shall be operated as a nonprofit organization. No part of the funds of the Society shall be used for the personal benefit of any private individual.

Section 4.

The name of the Society or the names of any members in their official position shall not be used in connection with a commercial or political concern nor with any partisan interest for any purpose not appropriately related to the purposes of the Society as stated in Section 2 of this Article.

Article II. Membership and Dues

Section 1.

Members are dues paying individuals who are interested in the genealogy and history of the upper Eastern Shore of Maryland. Membership shall be available to all those who subscribe to the purposes of the Society as stated in Article I of these By-Laws.

Section 2.

Members shall have the right to vote for Society officers, vote on business matters of the Society, hold any elected or appointed office in the Society, and participate in Society events.

Section 3.

Membership dues will cover the period of one year (at end of the month) from the time that the member pays their dues. If a member does not renew their membership within thirty (30) days of expiration they will be considered as having terminated their membership. If a member renews their membership within ninety (90) days after the expiration date of their membership, their original date of membership will remain the same, and the member may request to receive publications missed during the time their membership was expired, subject to availability. If a

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member renews their membership after that time, they will have a new membership date, and are not entitled to receive publications missed during the time their membership was expired.

Section 4.

Membership dues will be set by the Executive Board of the Society. Annual dues may be modified by a two-thirds vote of the Executive Board.

Section 5.

A member may be dropped from membership in the Society for deliberate actions that are deemed to be detrimental to the welfare or the good name of the Society by a vote of two-thirds of the Executive Board. Any member whose membership is dropped shall be notified by letter within 14 days of the decision.

Section 6.

Membership dues shall not be refunded for any reason including resignation, death, or dismissal from the Society.

Article III. Society Meetings

Section 1.

Society Meetings shall be held five times each fiscal year on the second Saturday of September, November, January, March, and May, or at other times and at such places as may be determined by the Executive Board, should rescheduling of a Society Meeting be required. Society Meetings may be attended in person, by telephone, or by other electronic means (such as videoconference, online chat, etc.). Only members who are present may vote at meetings. Society Meetings are open to all interested persons, although only members may vote at Society Meetings.

Section 2.

A special Society Meeting may be called by the President, or a majority of the Executive Board, when it is deemed to be in the best interest of the Society. Notices of such meetings will be posted to the Society website and members will be notified at least ten (10) days prior to the date set for the scheduled meeting. This may be done by US Mail and/or by email using the addresses and email addresses which members provided to the Society.

Section 3.

The order of business at all meetings of the Society shall be determined by the President, although it may be altered or suspended at any meeting by a majority vote of the members present at the meeting.

Article IV. Officers

Section 1.

The officers of the Society shall be as follows: President; Vice President; Treasurer; Recording Secretary; and/or Corresponding Secretary.

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Section 2.

The President shall: (a) preside over all meetings of the Society; (b) appoint chairperson and members of each committee identified in Article VI; and (c) be ex-officio a member of all committees, except for the Nominating Committee. No person shall hold the office of President for more than four consecutive terms. Any President who has served for one-hundred-eighty (180) days of a fiscal year will be considered as having served one term.

Section 3.

The Vice-President shall perform such duties as shall be assigned by the President and shall perform the duties of the President in the event of their absence or inability to serve. If the President can no longer serve, the Vice President shall assume the position of President. If they serve as President for one-hundred-eighty (180) days of a fiscal year, then they are considered to have served one term as defined in Section 2 of this Article.

Section 4.

The Treasurer shall: (a) receive all dues and other funds of the Society; (b) deposit such funds in a bank or banks approved by the Executive Board; (c) keep a record of all funds received and expended; (d) pay all bills of the Society as authorized by the Executive Board; (e) prepare a report and financial statement for each meeting of the Executive Board; and (f) prepare a draft budget for consideration by the new Executive Board at the first meeting of each fiscal year. The Treasurer's and one other officer's signature will be required for expenditures of \$1,000.00 or more for miscellaneous expenses.

Section 5.

The Corresponding Secretary shall receive the mail and conduct the correspondence of the Society, informing the members of the Executive Board and/or chairs of the various committees as may be necessary for the performance of their duties, and perform such other duties as may be required by the Executive Board. If there is no Corresponding Secretary elected, the Recording Secretary shall fulfill the duties of the Corresponding Secretary.

Section 6.

The Recording Secretary shall keep a record of the proceedings of all Society meetings and shall maintain the records of the Society as shall be appropriate or directed by the Executive Board. If there is no Recording Secretary elected, the Corresponding Secretary shall fulfill the duties of the Recording Secretary.

Article V. Executive Board

Section 1.

The Society shall be governed by an Executive Board.

Section 2.

The members of the Executive Board shall be as follows: the officers of the Society, the chairperson of each Standing Committee listed in Article VI, and a Member at Large as defined in Section 6 of this Article.

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Section 3.

Executive Board meetings shall be held twice a year on the second Saturday of August and February. The President, or a majority of the Executive Board, may call additional meetings of the Executive Board, if deemed necessary. Notice of such meetings shall be provided to the members of the Executive Board at least seven (7) days in advance, if possible.

Section 4.

Fifty (50) percent of the members of the Executive Board shall constitute a quorum. A majority of those present, where a quorum is present, shall be necessary to make any decisions. If an Executive Board member serves in more than one position, they shall count as only one member to determine a quorum and shall receive only one vote for matters before the Executive Board.

Section 5.

A member of the Executive Board who misses three consecutive meetings (Society Meetings or Executive Board meetings) without notice will be contacted by the President to verify that they wish to continue in their position. If no reply is received, the member will be viewed as having vacated their position. If the Executive Board member was an officer, the President will appoint a Nominating Committee to identify a replacement, otherwise the President shall appoint a replacement.

Section 6.

The President shall appoint the Member at Large, which can be filled by any active member of the Society. Although this person has no specific duties, they may assist any Executive Board member or committee chairperson in the execution of their assignments. The ideal candidate for this position would be a past President or a member who regularly attends meetings.

Article VI. Committees

Section 1.

There are three (3) Standing Committees of the Society as follows: (a) Program and Publicity, (b) Publications, and (c) Library. The President, with the approval of the Executive Board, may establish ad-hoc committees which expire at the end of each fiscal year, or after a shorter pre-determined period. The President shall appoint the chairperson and members of each Standing Committee annually and shall appoint the chairperson and members of any ad-hoc committee after its establishment.

Section 2.

The Program and Publicity Committee shall be responsible for arranging programs for Society Meetings. The committee is responsible to send press releases to local publications, advertise the Society and its events in opportune places, and initiate publication of Society brochures. The committee shall be responsible for the Society Internet presence including a website and social media.

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Section 3.

The Publications Committee shall be responsible for the publication of the Society's periodical publications including the Society Journal (named Chesapeake Cousins), the Society Newsletter (named Cousin to Cousin), and the publication and distribution of books which may be compiled by members of the Society. The chairperson of the Publications committee shall be designated as the Editor of the Chesapeake Cousins.

Section 4.

The Library Committee chairperson is designated as the Head Librarian and shall be responsible for the operation and maintenance of the Society's library including the collection and cataloging of acquisitions, the staffing of the research center with member volunteers, and scheduling the dates and times when the research center will be open to members and the public.

Article VII. Fiscal Management

Section 1.

The Society's fiscal year shall run from July 1 to June 30.

Section 2.

All non-budgeted expenditures over \$100 must be approved by majority of the Executive Board. Expenditures or reimbursements under \$100 may be approved by the President. Examples of non-budgeted expenses would include, but are not limited to, office equipment, repairs to library, general maintenance items, and regular routine purchases of standard office supplies for orders and correspondence (postage, envelopes, paper, etc.). Examples of budgeted expenses would include but are not limited to, rent of library facility, printing costs for Society periodicals, insurance premiums, utilities, and other major purchases required.

Article VIII. Nominations and Election

Section 1.

A Nominating Committee of at least two Society members shall be appointed by the President, with the advice and consent of the Executive Board. For annual elections, this shall occur at the March Society Meeting prior to the election which shall be held at the Society Meeting in May. For special elections to fill a vacancy during the year, the Nominating Committee shall be appointed within thirty (30) days of the notice of a vacancy.

Section 2.

For annual elections, the Nominating Committee shall prepare a single slate of officers to be voted on by the members at the Society Meeting in May. For special elections, the Nominating Committee shall prepare a single slate to fill a vacant officer position(s) to be voted on at the next Society Meeting more than thirty (30) days after the committee was appointed.

Section 3.

Any person nominated for an officer position must be an active member of the Society as of the date the Nomination Committee is chosen. Once elected an officer must maintain their

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membership the duration of their term. If they do not maintain their membership during their term (as stated in Article II Section 3), they will be viewed as having vacated their position.

Section 4.

Opportunity shall be given at the election meeting for additional nominations by any active member from the floor, provided that the nominee meets the eligibility requirement of Section 3 of this article.

Section 5.

No nominees shall be named by the Nominating Committee or by a member from the floor without the nominee's consent and acknowledgement of willingness to serve.

Section 6.

Officers shall be elected by a majority of the members present and voting at the election meeting.

Section 7.

New members of the Executive Board shall assume their position on the first day of the fiscal year and will be provided a copy of the current By-Laws. The names and positions of elected officers and chairpersons will be announced on the Society website and in the next Society newsletter. Any out-going officers or chairpersons will turn over all records, files, keys, or other information that pertains to the position that they are leaving.

Article IX. Parliamentary Authority

Section 1.

"Roberts Rules of Order" shall be used as to govern the Society on all cases in which it is applicable, and in which the rules are not in conflict with these By-Laws.

Article X. Amendments

Section 1.

These By-Laws may be altered, amended, or repealed by an affirmative vote of a majority of members at a regularly scheduled Society Meeting or at a special Society Meeting. Any proposed changes must be proposed by either the Executive Board or by a written petition signed by at least ten active Society members sent to the Society by US Mail.

Section 2.

The proposed By-Laws must be distributed to the membership at least 14 days prior to the meeting at which they will be voted on. This may be done by US Mail and/or by email using the addresses and email addresses which members provided to the Society. Proposed changes will also be posted to the Society website. A two-thirds vote of the members present at the meeting is required to approve changes to the By-Laws.

Section 3.

Upon approval of the amended By-Laws, the Recording Secretary will provide a copy of the amended By-Laws to the Executive Board, and ensure a copy is filed at the library.

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Section 4.

Amendments shall be effective upon adoption, unless otherwise specified in the amendment(s).

Article XI. Dissolution

Section 1.

Upon dissolution of the Society, its assets shall be evenly distributed between the historical societies of Caroline, Dorchester, Kent, Queen Anne's, and Talbot counties after all just and due bills are paid. If any of the above-named societies no longer exist, or are unable or unwilling to accept the distribution, the Executive Board will distribute their portion of the assets to the remaining societies. If all the above-named societies no longer exist the assets shall be distributed to a fund, foundation, or organization recognized as a tax-exempt non-profit as specified under Section 501(c)(3) of the Internal Revenue Code, preferably one engaged in similar activities to those of the Society and within the State of Maryland.

Approved, enacted, and executed at the General Membership Meeting held May 14, 2022.

By: ___ / Original Signed / _____
David Baker, President

By: ___ / Original Signed / _____
Diana Herr, Vice-President

By: ___ / Original Signed / _____
William Schaffner, Treasurer

By: ___ / Original Signed / _____
Laurie Plemons, Recording Secretary

By: ___ / Original Signed / _____
Jean Kelly, Corresponding Secretary

By: ___ / Original Signed / _____
Shirley Bigelow, Member at Large