

Muskogee County Genealogical Society

Amended and Restated Constitution and Bylaws

Effective May 28, 2022

ARTICLE I NAME AND PURPOSE

1. **Name:** The Society shall be known as the "Muskogee County Genealogical Society", hereinafter referred to as the "Society".
2. **Purpose:** The Society shall bring together those persons interested in the history and genealogy of the community.
3. **Mission:**
 - a. To promote genealogy and family history research, standard practices, and methods.
 - b. To provide education, assistance, and resources that further genealogy and family history research.
 - c. To contribute to the genealogy and family history holdings of the Muskogee Public Library.

ARTICLE II GENERAL

1. **Board of Directors: The Board of Directors** ("Board") shall consist of the President, Vice-president, Secretary, Treasurer and four (4) Society members at large.
2. **Members:** Membership is open to all persons who are interested in genealogy and family history regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, education, or any other bias. Any member in good standing may attend a Board meeting.
3. **Membership Dues:** Membership dues are by calendar year. The amount of the dues to be determined by a majority vote of the membership at any general membership meeting.
4. **General Meetings:** All General Meetings of the Society shall be free and open to the public. Meetings will be held in-person, virtually or a combination thereof at an agreed-upon location, date and time chosen by the Board with notice sent to all members.
5. **Annual Meeting:** The Annual Meeting of the membership will be held in December at a date, time, and place as determined by the Board. The Annual Meeting is for the purpose of electing and installing the Board members for the coming term, reviewing the activities of the past year and discussing plans for the new year.

ARTICLE III GOVERNANCE

1. **Board Member Terms:** Each member of the Board is to be elected to a two (2) year term.
2. **Board Requirements:** All members of the Board must be a Society member in good standing and have a commitment to the mission of the Society.
3. **Conflict of Interest:** Each Board member and/or Officer has a duty to disclose to the Board any and all conflicts of interest which they believe may arise in connection with their services.
4. **Powers of the Board:** The Board shall control the property of the Society and be responsible for the management and control of the property and affairs of the Society. Without limiting the generality of the foregoing, the Board shall have the power to determine policy not inconsistent with these by-laws for the orderly conduct of the affairs of the Society.
5. **Compensation:** No compensation shall be paid to any member of the Board, except Officers may be reimbursed for their duly authorized expenses.
6. **Quorum:** A quorum equal to five (5) of the current members of the Board is required to conduct official business.
7. **Board Meetings:** Regular board meetings of the Board shall be held as determined by the Board President and confirmed by the Vice President. Meetings may be held in-person, virtually or a combination thereof.
8. **Special Meetings:** Special Meetings may be called by the President or upon written request of three (3) or more Board. The purpose of such meetings shall be stated in the call. The business of a Special Meeting shall be limited to the purpose stated in the call. The Secretary shall give notice of all Special Board meetings to each Board member not less than twenty-four (24) hours prior to the meeting.
9. **Committees/Task Groups:** The President, subject to approval of the Board, shall have the power to create any special committee or task group deemed necessary and shall have the power to appoint a Chairperson of any committee or task group or to delegate such appointive powers to any other appropriate members.
10. **Standing Committees:** The Board shall create two (2) Standing Committees. The President shall have the power to appoint a Chairperson or delegate such appointive powers to any other appropriate members
 - (1) **Nomination Committee:** The Nomination Committee shall consist of at least three (3) members elected by the board who shall meet as necessary and shall submit to the Board a slate of nominees.
 - (2) **Audit Committee:** The Audit Committee shall consist of at least two (2)

members elected by the board who shall annually audit the accounts of the Treasurer and present a written report to the first meeting of each calendar year of the Board.

11. **Elections and Installation:** Election and installation of The Board shall be at the Annual Meeting of the Membership.
12. **Assumption of Office:** All elected candidates shall assume office on January 1.
13. **Automatic Removal for Absences:** Any Board member absent for three (3) consecutive meetings in one (1) calendar year without prior Board written approval shall be subject to automatic removal from office at the discretion of the Board. The Secretary shall notify such person by mail within seven (7) days of their removal. It is necessary to obtain prior written Board approval for a leave of absence which may be used to excuse absences from Board meetings. In addition, a Board member may be removed for cause by a two-thirds (2/3) vote of the Board.
14. **Vacancies:** The President at any regular meeting may appoint a Society member to fill a vacancy in the Board until the next year. That member will fill that vacancy for the remainder of the term and shall hold office until their successor is elected.
15. **Resignation:** Any member may resign at any time by delivering written notice to the President or Secretary.
16. **Action in Lieu of Meeting:** Any Board action required or permitted to be taken by the Board may be taken without a meeting by written resolution that must be approved by five (5) members of the Board. Such Resolution shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Board.
17. **Inspection of Minutes:** Minutes of all proceedings of the Board shall be maintained by the Secretary and posted to the Society's website as a "Members Only" section.

ARTICLE IV OFFICERS

1. **Officers of the Board:** The officers of the Society shall be the President, Vice President, Secretary, Treasurer.
2. **Executive Committee:** The Executive Committee shall consist of the four (4) officers listed above and is authorized to conduct urgent and/or special business that must be addressed between meetings of the Board.
3. **President:** The President shall preside at all Society meetings and meetings of the Board. President shall appoint all special committees and chairpersons as needed to carry out the work of the Board. The President shall be an ex-officio member of all committees except the Standing Committees. The President may serve up to three (3) consecutive two (2) year terms. After two (2) years of being out of office, a person is eligible to serve as President again.

4. **Vice President:** The Vice-President shall be empowered to act in the absence of the President and such other duties as may be assigned by the Board.
5. **Treasurer:** The Treasurer shall have full access to the Society's financial and business information and shall ensure the appropriate handling and reporting of the Society's funds and such other duties as may be assigned by the Board.
6. **Secretary:** The Secretary shall keep records of all Board and Annual Meetings, attest to their official actions, handle all of the Society's correspondence, and such other duties as may be assigned by the Board.
7. **Members at Large:** The Members at Large are eligible to perform such duties as may be assigned by the Board.
8. **Ex-officio Members:** Upon invitation of the Board, the following Society members in good standing may serve on the Board, without voting privileges, to provide historical continuity and other input: (1) The Director of the Local History and Genealogy Department of the Muskogee Public Library, (2) the immediate past-president.

ARTICLE V TAX EXEMPT STATUS

The Muskogee County Genealogical Society is a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). All membership dues, gifts, donations memorials, and bequests shall qualify as charitable deductions under the proper sections of the Internal Revenue Code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI AMENDMENTS

These Bylaws may be amended, when necessary, by simple majority vote at any meeting of the general membership provided two (2) weeks written notice has been provided to the entire membership. The Amendments shall be effective at the close of meeting on the date approved.

**ARTICLE VI
DISSOLUTION**

Upon winding up and dissolution of this organization, and after all debts and obligations of the Society have been paid or provided for, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, education, religious, and or scientific purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

ADOPTED AND APPROVED THE 28TH DAY OF MAY, 2022.

S/S LINDA K. MORGAN-CLARK
PRESIDENT

S/S LINDA STOUT
SECRETARY