

BY-LAWS

OF

SOUTH CENTRAL PENNSYLVANIA GENEALOGICAL SOCIETY, INC.

P. O. Box 1824  
York, PA 17405-1824

Revision Approved

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Article I

Name

- Section 1. The name of this society shall be the South Central Pennsylvania Genealogical Society. In the following By-laws the word Society will stand for the South Central Pennsylvania Genealogical Society.
- Section 2. The Society was incorporated on October 1, 1975.

Article II

Purpose

- Section 1. To encourage and promote an interest in genealogy and related areas.
- Section 2. To collect, preserve, and safeguard manuscripts, books, documents, etc. relating to genealogy.
- Section 3. To hold meetings for the education and enlightenment of its members and anyone interested in genealogy.
- Section 4. To encourage compiling and publishing of family histories and other genealogical data.
- Section 5. To engage in any other activities considered appropriate by the members.

## Article III

### Offices

The principal office of the Society in the Commonwealth of Pennsylvania shall be located in the City of York, County of York. The Society may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may determine or as the affairs of the society may require from time to time.

The Society shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office, as required by the Pennsylvania Non-Profit Corporation Act. The registered office may be, but not need be identical with the principal office in the Commonwealth of Pennsylvania, and the address of the registered office may be changed from time to time by the Board of Directors.

## Article IV

### Members

Section 1. Classes of Members. The Society shall have classes of members designated as follows:

- A. Regular Member. A person who pays dues for the current year as fixed by the Board of Directors.
- B. Family. Two adults sharing a household and dependent children at the same address who pay dues for the current year as fixed by the Board of Directors.
- C. Life Member. A person, upon payment of a fee fixed by the Board of Directors to cover membership in the Society, shall be a member for the duration of their natural lifetime. A Family Life Membership shall cover only spouses.
- D. Other Classes. The Board of Directors may establish other classes of membership provided they extend no extraordinary privileges.

Section 2. Voting Rights. Each adult member over eighteen years of age shall be entitled to one vote on each matter submitted to a vote of the members present.

- Section 3. Termination of Membership. The membership of any member shall automatically terminate upon failure of the member to pay dues for the current year, on or before the expiration of three months after the date on which dues are payable.
- Section 4. Resignations. Any member may resign by filing a written resignation with the President or Treasurer and Membership Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. There will be no refund of dues to anyone terminating membership.

## Article V

### Meeting of Members

- Section 1. Annual Meeting. An annual meeting of the members will be held in May at the time of the regular meeting of the Society for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting. A nominating committee shall be appointed by the President at a regular meeting of the members in February, three months prior to the annual meeting. In April, one month prior to the annual meeting, the committee shall present their slate. Nominations shall be permitted to be made from the floor at the April meeting, one month prior to the annual meeting provided the consent of the nominee shall first have been obtained in writing.
- Section 2. Regular Meetings or Activities. Eight (8) meetings or activities of the Society shall be scheduled each Society year. These meetings shall be for the purposes of conducting such business as may be brought before the members and for offering activities or programs relevant to the interest of the Society. The program year of the Society shall coincide with the fiscal year.
- Section 3. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.
- Section 4. Place of Meeting. The Board of Directors may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any annual, regular, or special meeting of the Society.
- Section 5. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members at which Society business is to be acted upon by the

members, shall be delivered, either personally, by postal mail, or by electronic communication, to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the President, or the Recording Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If distributed by postal mail, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Society, its postage thereon prepaid.

Section 6. Quorum. A quorum shall consist of a majority of the members in attendance having voting rights.

## Article VI

### Board of Directors

Section 1. Members. The Board of Directors shall consist of the five (5) elected officers: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer and Membership Secretary; three (3) executive directors as outlined below in Section 9; and three (3) directors at large as outlined in Section 10 below.

Section 2. Election and Term of Office. The Officers of the Society shall be elected at the annual meeting for a term of two years. Each officer shall hold office until their successor shall have been duly elected. The President may serve no more than two consecutive terms.

Section 3. Vacancies. A vacancy of any member of the Board of Directors because of death, resignation, removal, disqualification, or otherwise shall be filled by the appointment of a person by the President with the approval of the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the Society and in general supervise and control all the business and affairs of the Society. The President shall preside at all meetings of the members and of the Board of Directors, and be an ex-officio member of all committees except the nominating committee. The President may sign, with the Recording Secretary or any other proper officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly

delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Society; and in general, the President shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board of Directors from time to time.

- Section 5. Vice President. The Vice President shall act in the absence of the President or in the event of inability or refusal of the President to act. The Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be in charge of all programs for monthly scheduled activities – their planning and execution. The Vice President may form a committee (of volunteers or appointees) of which the Vice President is head, to aid in planning the programs. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- Section 6. Recording Secretary. The Recording Secretary shall keep a record of all minutes and activities of the Society and of the Board of Directors. This person shall also serve as Historian of the Society. The Secretary shall perform all duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The original copy of all minutes shall be kept at the York County History Center.
- Section 7. Corresponding Secretary. The Corresponding Secretary shall be responsible for processing postal correspondence and research requests addressed to the Society. This Secretary shall keep a file of all important correspondence to and from the Society, and shall write official correspondence from the Society. Administration of the research committee shall be the responsibility of this officer.
- Section 8. Treasurer and Membership Secretary. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine and submit an audited annual statement to the Board of Directors. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; disburse the funds of the Society as authorized by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. The Treasurer shall keep a record of all assets of the Society and give financial reports at general meetings. As Membership Secretary, the Treasurer shall maintain a register of the current post office address, phone number and email address of all members, and shall see that a mailing list or labels are prepared and made available for all

mailings, so as to insure that all newsletters, special publications and meeting notices are mailed to members in good standing.

- Section 9. Executive Directors. Three (3) executive directors shall be appointed by the President and shall serve for an indefinite period until they are relieved of their duties by the President. Each director may form a committee (of volunteers or appointees) of which the director is head to aid in the assigned duties.
- A. Director of Publications. The Director of Publications and/or appointed committee shall be responsible for developing and circulating newsletters and special publications. This director shall serve as editor-in-chief, coordinate transcribing material of genealogical interest for special publications, and in conjunction with the Treasurer and Membership Secretary shall see that all newsletters and special publications are mailed to members in good standing. This director shall retain several copies of any publication for Society records and shall obtain a copyright for each special publication.
  - B. Director of Public Relations. The Director of Public Relations and/or appointed committee shall be in charge of all news releases. Notices of meetings and reports of meetings shall be sent to all newspapers and media outlets in the surrounding area. This director shall also seek to get publicity for the Society on social media, shall be responsible for keeping other genealogical societies aware of the activities of the Society, and shall also keep a record of all such publicity.
  - C. Director of Website Administration. The Director of Website Administration shall serve as the Society's webmaster, maintaining its website and keeping current the domain name registration and web hosting platform. This director shall also be responsible for distributing e-mails sent to the Society to the appropriate officer or member, and shall serve as the administrator of any digital storage (i.e., "cloud storage") that the Society may employ.
- Section 10. Directors-at-Large. One director-at-large shall be an official representative of and chosen by the York County History Center. Two directors-at-large shall be elected from the general membership. These two elected directors-at-large shall serve for a period of two years each.
- Section 11. General Powers. The affairs of the Society shall be managed by the Board of Directors. Directors need not be residents of the Commonwealth of Pennsylvania, but must be members of the Society.
- Section 12. Regular Meetings. The Board of Directors may provide by resolution the time and place, either within or without the Commonwealth of Pennsylvania, for the holding of regular meetings of the Board without other notice than such resolution.

- Section 13. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board called by them.
- Section 14. Quorum. Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the law or by these by-laws.
- Section 15. Removal. Any officer or Director may be removed at a regular meeting by two-thirds vote of the members present whenever, in its judgment, the best interests shall be without prejudice to the contract rights, if any, of the officer so removed.

## Article VII

### Special Committees

- Section 1. Creation of Special Committees. Committees may be designated and created by resolution of the Board of Directors with such powers, duties and tenure as may be provided in said resolution. The President of the Society may appoint special committees to perform particular duties as they may find desirable to carry out the purposes of the Society, which committees shall serve at the will of the President.
- Section 2. Term of Office. Each member of a committee appointed by the Board of Directors or the President shall continue as such until the obligations of the committee are fulfilled or said committee is terminated by the Board of Directors or the President.

## Article VIII

### Contracts, Checks, Deposits, and Funds



- Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these by-laws, 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.
- Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 4. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

## Article IX

### Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## Article X

### Fiscal Year

The fiscal year of the Society shall begin on the first day of July and end on the last day of June in each year.

#### Article XI

##### Dues

The Board of Directors may determine from time to time the amount of annual dues payable to the Society by Members of each class. Dues shall be payable on July 1 of each year.

#### Article XII

##### Seal

The Board of Directors shall provide for a corporate seal as required by the corporate law of the Commonwealth of Pennsylvania.

### Article XIII

#### Waiver of Notice

Whenever any notice is required to be given under the provisions of the Pennsylvania Non-Profit Corporation act or under the provisions of the articles of incorporation or the by-laws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### Article XIV

#### Parliamentary Procedures

All meetings of the members, Board of Directors and committees shall be conducted in accordance with the parliamentary procedures prescribed in "Robert's Rules of Order, Newly Revised" as far as the same is not inconsistent with these by-laws.

### Article XV

#### Ownership of Materials

All materials, records, photographs, and articles collected, compiled, and donated by the membership or donated to the Society, shall remain the sole property of the Society. These materials shall be properly identified and kept in a safe place as specified by the Board of Directors. The President with the approval of the Board of Directors shall appoint a custodian of records to record all donations of material to the Society and to see that those materials are safely kept.

## Article XVI

### Amendments

The by-laws may be amended at any regular meeting of this Society by a two-thirds vote of the membership present and voting, provided notice of the amendment shall have been given by postal mail or electronic communication, or at the previous meeting.

## Article XVII

### Distribution of Assets if Dissolution Occurs

In the event of the dissolution of the Society pursuant to the non-profit corporation laws of the Commonwealth of Pennsylvania, after the payment of all claims, debts, and expenses of the dissolution, the remaining assets of the Society shall be distributed in the following manner:

- 1) All cash assets shall go to the library of the York County History Center for the purpose of purchasing genealogical materials beneficial to the users of the library. Such purchases shall be selected by the librarian or other designated library staff of the York County History Center.
- 2) All supplies, equipment, published materials and any other assets shall go to the library of the York County History Center to be used, distributed, or sold by the librarian or other designated library staff.

The sale or distribution of assets by the York County History Center shall occur only in the event that the librarian and associated library staff deem such sale or distribution to be appropriate and beneficial in relation to the goals of the genealogical society and the needs of the library of the York County History Center and its users.