

MONTANA STATE GENEALOGICAL SOCIETY

REPORT OF THE MSGS BYLAWS COMMITTEE

Carol Elliott, Bylaws Committee Chair

This report documents proposed changes to the existing MSGS Bylaws. For each Article, the existing Bylaws wording is listed along with proposed changes and the rationale for the changes. The proposed wording in the revised Bylaws is highlighted in **Bold Print** at the end of each Article's description.

ARTICLE I

ARTICLE I: NAME

Existing Bylaws:

This being the Centennial of Montana's Statehood, we deem it an ideal time to form a state genealogical society and the name of the organization shall be the Montana State Genealogical Society.

Proposed Changes/Rationale:

- Keep the name of the organization unchanged.
- Add "MSGS" because the acronym is used throughout the Bylaws and in the Society's website address as an abbreviation for the Montana State Genealogical Society.
- Add a second sentence to preserve the historical significance of establishing the Society in 1989, the Centennial of Montana's Statehood.

IF ADOPTED, REVISED ARTICLE I WILL READ AS FOLLOWS:

ARTICLE I: NAME

The name of this organization shall be the Montana State Genealogical Society, also known as MSGS, and herein referred to as the Society. The Society was established in 1989, the Centennial of Montana's Statehood.

ARTICLE II

ARTICLE II: OBJECTIVES

Existing Bylaws:

1. *To promote the study of genealogical and historical research within the State of Montana.*
2. *To encourage accuracy and thoroughness in research.*
3. *To encourage, motivate and instruct members in ethical principles, scientific methods and effective techniques of research and to defend the standards of genealogy from incompetent and disreputable persons.*
4. *To assemble and maintain computerized or other lists of records and holdings of member societies which will help members and the public in their research.*
5. *To promote seminars and workshops on genealogical research and other research as may be of assistance to members.*
6. *To encourage establishment of member societies of the state society under the terms and conditions as the bylaws of the society may provide.*
7. *To promote and encourage member society projects to locate, index and preserve public and private genealogical records which will be available to members and the public.*
8. *To provide a repository for such material of a genealogical nature as people may wish to donate to the society – books, records, pictures, diaries, Bibles, etc.*
9. *To achieve the foregoing objectives, funds may be raised and donations, gifts, legacies and bequests accepted.*

Proposed Changes/Rationale:

- Change title of Article II from “Objectives” to “Purpose.”
- Delete the nine objectives and replace with a single sentence stating why the organization exists and what it is organized to do.
- Rationale: *Robert’s Rules of Order* states “bylaws should be made no more restrictive nor more detailed in specification than necessary.” *Robert’s* provides a framework for bylaws. Article II is used to concisely express why the organization exists and what it is organized to do. A single sentence is recommended which clearly conveys the purpose to someone unfamiliar with the organization. *Robert’s* entitles Article II as “Object.” Article II is also commonly entitled “Purpose.” Objectives are more suitable to other organization documents which do not need to be amended when changed.

IF ADOPTED, REVISED ARTICLE II WILL READ AS FOLLOWS:

ARTICLE II: PURPOSE

The purpose of the Society is to encourage genealogical and historical research and to meet the educational needs of members and the general public through the acquisition, preservation and dissemination of genealogical and historical information.

ARTICLE III

ARTICLE III: NONPROFIT CHARACTER

Existing Bylaws:

The Society shall be operated as a nonprofit corporation under the laws of the State of Montana, no part of the assets of which shall inure to the benefit of any private individual.

Proposed Changes/Rationale:

- Change title of Article III from “Nonprofit Character” to “Governance.”
- Keep existing bylaws statement on nonprofit corporation as Article II, Section 1.
- Add two new sections to authorize the Executive Board to transact business of the Society between Annual Meetings and to establish the fiscal year of the Society.

IF ADOPTED, REVISED ARTICLE III WILL READ AS FOLLOWS:

ARTICLE III: GOVERNANCE

Section 1: The Society shall be operated as a nonprofit corporation under the laws of the State of Montana. No part of the assets of the Society shall inure to the benefit of any private individual.

Section 2: The Society shall be governed by the Executive Board, herein referred to as the Board. The Board shall control and transact the business of the Society between Annual Meetings subject to these Bylaws and the authority of the Society.

Section 3: The fiscal year of the Society shall be November 1 through October 31.

ARTICLE IV

ARTICLE IV: MEMBERSHIP

Existing Bylaws: The existing Article IV contains five Sections as listed below:

Section 1: Any individual or institution willing to promote the objectives of the Society, upon signed written application and payment of the prescribed dues and fees, may be deemed eligible for membership, subject to such limitations as the Society may impose without regard to sex, race, color, creed, religion or national origin of individuals.

Section 2: Any member may be dropped by the Executive Board for cause, after opportunity to be heard.

Section 3: Membership shall be open to all individuals, libraries, institutions, genealogical and historical societies and business organizations who are interested in genealogy, local history, family records and family history.

Section 4: Membership shall be classified as follows:

- a. Individual – any individual person, will receive one copy of the publication, one vote.
- b. Family – persons having the same residence, one copy of the publication, one vote.
- c. All paid members of a branch of the Montana State Genealogical Society shall be qualified members of the State Society. Those qualified members of the State Society who attend the annual meeting shall have voting privileges at that meeting.
- d. Charter Members – any of the above members who supported the founding of the Society (payment of the membership dues prior to April 28, 1990).

Section 5: Libraries, institutions, historical societies and business organizations shall be subscription members with one copy of the publication and no vote.

Proposed Changes/Rationale:

- Existing Section 1: Delete. Rationale: No longer needed. The nondiscrimination statement in the new Article XIII, Nondiscrimination, covers MSGS policies and practices, including membership.
- Existing Section 2: Delete. Rationale: Process not needed at state-level organization.
- Existing Sections 3 and 5: Combine and include in the membership class, Subscription Membership. Rationale: Sections 3 and 5 were duplicative and described subscription members, an existing membership group.
- Existing Section 4/New Section 1: Renumber as Section 1. Reorder and expand the descriptions of three membership classes listed in Existing Section 4 for clarity. Add a fourth class, Subscription Membership, by combining Existing Sections 3 and 5. Delete Charter Members as a separate membership class. Rationale: About 97 percent of MSGS members gain their membership through member societies; therefore, Member Society Membership is listed first in the new Section 1. Charter Members are an honored group within MSGS, not a separate membership class.

- Add new Section 2, Dues and Fees. Move Existing Article XIII, Dues and Fees, to new Section 2 in Article IV and expand section to include membership year dates and member society authority to set local dues. Rationale: *Robert's Rules of Order* indicates a section on dues should be included in the Article on members; therefore, the existing Article XIII, Dues and Fees, was moved to Article IV, Section 2. Existing description of dues and fees did not identify the membership year for dues paid directly to MSGS. New section also recognizes the authority of member societies to set local dues and membership periods. Last sentence added to clarify that individuals who pay dues to a member society do not pay separate dues to MSGS.

IF ADOPTED, REVISED ARTICLE IV WILL READ AS FOLLOWS:

ARTICLE IV: MEMBERSHIP

Section 1: There are four classes of membership.

a. Member Society Membership: A local genealogical society in Montana may join MSGS with payment of annual member society dues. Dues are based on the number of members in the local society. All paid members of a member society shall be qualified members of MSGS, receive Society publications, and have voting privileges.

b. Individual Membership: Individuals who do not belong to a member society may join MSGS with payment of annual individual membership dues, will receive Society publications and shall have voting privileges.

c. Family Membership: People who do not belong to a member society and have the same residence may join MSGS with payment of annual family membership dues, will receive Society publications and shall have one vote.

d. Subscription Membership: Libraries and other organizations interested in genealogy and family history may join MSGS with payment of annual subscription membership dues and will receive Society publications. Subscription members shall be non-voting members.

Section 2: Dues and Fees

a. Dues and fees shall be established by the Board.

b. Annual membership dues paid directly to MSGS are payable before January 31 of each year. Paid memberships are valid for a calendar year, January 1 through December 31.

c. Member societies establish their own local dues and membership periods for their members. Individuals who pay dues to a member society do not pay separate dues to MSGS.

ARTICLE V

ARTICLE V: OFFICERS

Existing Bylaws: The existing Article V contains four Sections as listed below:

Section 1: The elected officers shall consist of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the Registrar, *and the Immediate Past President (by virtue of the office)*

Section 2: Officers shall be initially elected for a two (2) year term (year being from one annual business meeting to another) and may serve the Society for additional terms if re-elected to that office. Officers shall be nominated using the procedures of the Nominating Committee and shall take office at the first board meeting after the State Conference.

Section 3: A vacancy in any elective position shall be filled by the Executive Board until the next election.

Section 4: All elected officers shall be residents of the State of Montana during the term of office.

Proposed Changes/Rationale

- Existing Section 1: Move Immediate Past President to Article VII, Executive Board. Add second sentence, **“The duties of these officers shall be those usually associated with such positions in addition to those specifically assigned by these Bylaws.”** Rationale: The four Sections in Article V deal with elected officers, terms, vacancies, and residency eligibility. The Immediate Past President is not a separate officer position but a member of the Executive Board. Added sentence is recommended by *Robert’s Rules of Order* to cover normal, expected duties without having to specifically list them.

- Existing Section 2: Delete Section 2 and renumber the remaining sections. Section 2 stated officers are initially elected for a two-year term, can be reelected, and will take office at the first Board meeting after election. Rationale: Section 2 duplicates information contained in Article XII, Nominations and Elections.

- Existing Section 3: Add phrase “other than President” so sentence reads “A vacancy in any elective office **other than President** shall be filled by the Executive Board until the next election.” Rationale: Makes Section 3 consistent with Article VI, Duties of Officers, Section 2, which states “The First Vice President assumes the office of President if that office becomes vacant.”

- Existing Section 4: Add requirement for elected officers to maintain membership in MSGS during the term of office. Rationale: Makes the elected officer requirements consistent with nominee requirements in Article XII, Nominations and Elections.

IF ADOPTED, REVISED ARTICLE V WILL READ AS FOLLOWS:

ARTICLE V: OFFICERS

Section 1: The elected officers shall consist of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer and the Registrar. The duties of these officers shall be those usually associated with such positions in addition to those specifically assigned by these Bylaws.

Section 2: A vacancy in any elective office other than President shall be filled by the Board until the next election.

Section 3: All elected officers shall be residents of the State of Montana and qualified members of the Society during the term of office.

ARTICLE VI

ARTICLE VI: DUTIES OF OFFICERS

The existing Bylaws describe the duties of seven MSGS officer positions in seven Sections within Article VI. Proposed changes to Article VI delete one officer position and make changes to five other officer duty descriptions. To make the review easier, the existing wording, proposed changes and rationale will be presented by Section.

Existing Section 1, President: The President shall be the principal executive officer, with responsibility for the general supervision of the affairs of the Society. The President shall preside at all meetings of the Society and the Executive Board *and, except as otherwise provided, appoint all committee chairpersons with the approval of the Executive Board.* The President shall sign, *along with the Officer or Committee Chair, all contracts approved by the Board with the exception of the yearly conference contracts. Conference contracts need to be signed in a timely manner by the First Vice President with full approval by the Board.*

Proposed Changes/Rationale:

- Second sentence: Delete “and, except as otherwise provided, appoint all committee chairpersons with the approval of the Executive Board.” Rationale: Deleted reference to committee chairpersons because standing committees have been eliminated in the Revised Bylaws.

- Third sentence: Reword to read “The President shall sign contracts approved by the Board.” Deletes “along with the Officer or Committee Chair.” Rationale: Eliminated the need for another officer or Committee Chair to sign a contract approved by the Board in addition to the President. Deletes “with the exception of the yearly conference contracts.” Rationale: The President is authorized to sign any contract that is approved by the Board. The Bylaws give the First Vice President the authority to sign conference contracts; however, the President can sign conference contracts as well. Deleted “with the exception of the yearly conference contracts” wording to eliminate misinterpretation that the President cannot sign conference contracts.

- Last sentence: Delete last sentence from the President’s duty description about the First Vice President signing conference contracts. Rationale: Duplicates authority listed in Section 2, First Vice President.

- Add sentence, “**The President shall appoint committees as needed with the approval of the Board.**” Rationale: Society no longer uses Standing Committees. This sentence provides the President with the authority to appoint committees as needed.

IF ADOPTED, THE REVISED SECTION 1 WILL READ AS FOLLOWS:

Section 1: The President shall be the principal executive officer with responsibility for the general supervision of the affairs of the Society. The President shall preside at all meetings of the Society and the Board. The President shall sign contracts approved by the Board. The President shall appoint committees as needed with the approval of the Board.

Existing Section 2, First Vice President: In the absence or inability of the President as defined by the Executive Board, the Vice Presidents, in their order, shall perform the duties as may be requested by the President or prescribed by the Executive Board. *The First Vice President shall be the Director of the Program Committee, with assistance from the Second Vice President, working on (1) Seminars; (2) Program Speakers; (3) Physical arrangements and equipment; and (4) Location of Annual Meetings.* Conference contracts need to be signed in a timely manner by the First Vice President with full approval by the Board.

Proposed Changes/Rationale:

- Streamline paragraph to focus only on the duties of the First Vice President.
- Delete reference to Program Committee because no longer a Standing Committee.
- Replace the numbered list of functions with “planning and contracting for conferences.”

IF ADOPTED, THE REVISED SECTION 2 WILL READ AS FOLLOWS:

Section 2: The First Vice President assumes the office of President if that office becomes vacant. The First Vice President assumes the duties of the President in the absence of the President or as provided in these Bylaws or the Parliamentary Authority. The First Vice President oversees the planning and contracting for conferences. The First Vice President is authorized to sign conference contracts for the Society with approval of the Board.

Existing Section 3, Second Vice President: *The Second Vice President shall assume the duties of the President in the absence of the President and the First Vice President. The Second Vice President shall assist the First Vice President on the Program Committee and enlist what help is needed from the active members. The Second Vice President shall also be in charge of Fund Raising Programs for the Society.*

Proposed Changes/Rationale:

- Delete reference to succession authority. Rationale: *Robert’s Rules of Order* includes authority to follow succession through numbered vice presidents.
- Replace “on the Program Committee and enlist what help is needed from the active members” with “conference planning and enlist the help needed from members to conduct conference activities.” Rationale: Program Committee is no longer a Standing Committee. Clarification on the need for help from members to conduct conference activities.
- Reword last sentence from “Second Vice President shall also be in charge of Fund Raising Programs” to “in charge of fund raising.”

IF ADOPTED, THE REVISED SECTION 3 WILL READ AS FOLLOWS:

Section 3: The Second Vice President shall assist the First Vice President with conference planning and enlist the help needed from members to conduct conference activities. The Second Vice President shall also be in charge of fund raising.

Existing Section 4, Secretary: *The Secretary shall have charge of all the Society records, books, seals, papers, and corporate records. The Secretary shall keep minutes of all the proceedings of the Executive Board and general meetings. The Secretary shall conduct the general correspondence of the Society and shall keep a master file of correspondence. The Secretary shall keep a copy of the Society Charter, current Bylaws and Standing Rules, membership lists, lists of books, pamphlets, and equipment belonging to the Society.*

Proposed Changes/Rationale:

- Delete lists of specific duties of Secretary more suitable for inclusion in Standing Rules or the Society's Handbook of Society Operations and Administration.

IF ADOPTED, THE REVISED SECTION 4 WILL READ AS FOLLOWS:

Section 4: The Secretary shall keep accurate records of the proceedings of all Board and Annual Meetings.

Existing Section 5, Treasurer: *The Treasurer shall have custody of the funds of the Society; shall deposit them in insured institutions or invest them pursuant to Executive Board policy; shall make disbursements as directed by the Executive Board; and shall be responsible for the collection of fees, and debts owing to the Society. The Treasurer shall make an end of the year financial statement at the close of the fiscal year, which is September 30, and shall distribute the statement to the membership. The financial records of the State Society shall be audited by the Audit Committee within sixty (60) days after the close of the fiscal year.*

**Fiscal year changed to September 30 by Board vote 18 July 2009.*

Proposed Changes/Rationale:

- Delete lists of specific financial activities more suitable for inclusion in Standing Rules or the Society's Handbook of Society Operations and Administration.

- Delete fiscal year date. Rationale: Fiscal year dates are established in revised Article III, Governance.

IF ADOPTED, THE REVISED SECTION 5 WILL READ AS FOLLOWS:

Section 5: The Treasurer shall have custody of the funds of the Society; shall deposit them in insured institutions or invest them pursuant to Board policy.

Existing Section 6, Immediate Past President: *The Immediate Past President shall be Chairperson of the Nominating Committee and shall serve as an advisor to the other officers of the Executive Board.*

Proposed Changes/Rationale:

- Delete Section 6. Rationale: Immediate Past President is no longer listed in Article V, Officers. The Immediate Past President is included in Revised Article VII, Executive Board.

IF ADOPTED, THE EXISTING SECTION 6 WILL BE DELETED

Existing Section 7/New Section 6, Registrar: The Registrar shall be responsible for maintaining current records of the membership of the Society.

Proposed Changes/Rationale:

- **NO CHANGE.** Renumber Existing Section 7 to New Section 6.

ARTICLE VII

ARTICLE VII: EXECUTIVE BOARD

Existing Bylaws: The existing Article VII contains two Sections as listed below:

Section 1: The Executive Board shall consist of the elected officers of the Society, including the Immediate Past President, *the Editor of the periodical and the Committee Chairpersons*.

Section 2: At any meeting of the Executive Board *one fourth of the voting Board members* shall constitute a quorum for the conducting of business.

Proposed Changes/Rationale:

- Existing Section 1: Delete “the Editor of the periodical and the Committee Chairpersons” and replace with “appointed Board members.” Rationale: Standing Committees and Chairpersons were deleted in the Revised Bylaws.
- New Section 2: State the President has the authority to appoint members to the Executive Board. Define appointed Board member, the term of appointment and reappointment.
- Existing Section 2/Renumbered Section 3: Redefine the quorum for conducting business at Executive Board meetings as “the Board members in attendance.” Rationale: Applies the same definition of quorum for both Executive Board meetings and Annual Meetings.

IF ADOPTED, REVISED ARTICLE VII WILL READ AS FOLLOWS:

ARTICLE VII: EXECUTIVE BOARD

Section 1: The Board shall consist of the Society’s elected officers, appointed Board members and Immediate Past President.

Section 2: The President may appoint members to the Board who manage specific programs for the Society. The appointed Board members shall be qualified members of the Society. Appointments terminate at the end of the appointing President’s term. Appointed members can be reappointed.

Section 3: The quorum for conducting business at Board meetings shall be the Board members in attendance.

ARTICLE VIII

ARTICLE VIII: COMMITTEES

Existing Bylaws: The existing Article VIII contains two Sections as listed below:

Section 1: The names and purposes of the Society Standing Committees shall be as follows:

- a. Audit*
- b. Budget*
- c. Bylaws*
- d. External Affairs*
- e. Membership*
- f. Nominating*
- g. Program Planning*
- h. Awards*

Section 2: The term for the Committee Chairperson shall coincide with the term of the elected President. Committee Chairpersons may be appointed to consecutive terms as requested by an elected President.

Proposed Changes/Rationale:

- Delete Section 1.

-- Delete the following Society Standing Committees: Audit, Budget, Bylaws, External Affairs, Membership, Program Planning and Awards. Rationale: Standing Committees perform a continuing function for an organization. These committees do not perform a continuing function for the Society.

- Move the Nominating Committee to Article XII, Nominations and Elections.

Rationale: *Robert's Rules of Order* states a Bylaws section on the Nominating Committee is usually located within the article on nomination and election procedures.

- Delete Section 2: No longer needed with the deletion of Standing Committees.
- Delete Article VIII. The two sections in the Existing Article VIII have been deleted.

IF ADOPTED, ARTICLE VIII, COMMITTEES, WILL BE DELETED.

Note: If Revised Bylaws are adopted, Articles after Article VII will be renumbered.

ARTICLE IX

ARTICLE IX: SOCIETY LIAISONS

Existing Bylaws:

Member societies shall name a liaison from their membership who will serve to communicate activities and business concerns from the State Society to the Local Society and from the Local Society to the State Society. Attendance at State Meetings will not be required, *but proceedings of all meetings will be sent to the liaisons promptly after each meeting.*

Proposed Changes/Rationale:

- Change title of Article IX from “Society Liaisons” to “State Liaisons.” Replace “State Society” in the paragraph with “MSGs.” Rationale: Better describes role of liaisons and reduces confusion over the term “Society” within the Bylaws.

- Change phrase “State Meetings” with “Annual or Executive Board meetings.” Rationale: Defines “State Meetings.”

- Delete the following words in last sentence, “proceedings of all meetings will be sent to the liaisons promptly after each meeting.” Rationale: This function is more appropriately included in Standing Rules or the Handbook of Society Operations and Administration.

IF ADOPTED, REVISED ARTICLE IX WILL READ AS FOLLOWS:

ARTICLE IX: STATE LIAISONS

Member societies shall name a state liaison from their membership who will serve to communicate activities and business concerns from MSGS to the local society and from the local society to MSGS. Attendance at Annual or Board meetings will not be required.

ARTICLE X

ARTICLE X: STANDING RULES

Existing Bylaws:

There shall be a set of Standing Rules.

Proposed Changes/Rationale:

- The single sentence in the Existing Bylaws does not state the purpose of Standing Rules nor identify who establishes the rules. Replace the existing sentence with Section 1 and Section 2 to describe how and why Standing Rules are established and the process for changing and approving Standing Rules.

IF ADOPTED, REVISED ARTICLE X WILL READ AS FOLLOWS:

ARTICLE X: STANDING RULES

Section 1: Standing Rules shall be established by the Board to further define administration of the Society. Changes may be proposed at any scheduled Board meeting. Approval shall require a majority of Board members present.

Section 2: No Standing Rules shall be in conflict with these Bylaws.

ARTICLE XI

ARTICLE XI: MEETINGS

Existing Bylaws: The existing Article XI contains 5 Sections as listed below:

Section 1: The fiscal year for the Society

a. The fiscal year of the Society shall be from October 1 of one year through September 30th of the succeeding year.

b. For accounting purposes, the books of the Society shall be closed on September 30th of each year, which is the end of the fiscal year, and the Treasurer shall present a financial statement as of that date to the members.

Section 2: An annual meeting shall be held each year for the general membership and other interested persons. The date and location is to be set by the Executive Board.

Section 3: A quorum for the transaction of business shall be seven voting members (two) of whom must be elected officers.

Section 4: At the Annual Meeting the following business shall be conducted:

- 1. Election of Officers whose terms are expiring;*
- 2. Adoption of annual budget;*
- 3. Amendments of Bylaws;*
- 4. Annual reports of the Montana State Genealogical Society;*
- 5. Other business deemed necessary by the Executive Board.*

Section 5: Special meetings may be called at any time by the President or upon request of one fourth (1/4) of the Executive Board. The purpose of the meeting must be specified in the call.

Proposed Changes/Rationale:

Existing Section 1: Delete. Fiscal year is defined in Article III, Governance. Accounting and financial tasks are more appropriately included in Standing Rules or the Handbook of Society Operations and Administration.

Existing Section 2: No change to content. Capitalize “Annual Meeting.”

Existing Section 3: Change existing quorum from “seven voting members (two) of whom must be elected officers” to “the Society members in attendance.” Applies the same definition of quorum for both Annual Meetings and Executive Board meetings

Existing Section 4: Delete because the agenda for the Annual Meeting is more appropriately included in Standing Rules or the Handbook of Society Operations and Administration.

Existing Section 5: Add phrase “for a meeting” to the end of the last sentence.
(Note: The remaining three Sections in Article XI will be renumbered 1-3).

IF ADOPTED, REVISED ARTICLE XI WILL READ AS FOLLOWS:

ARTICLE XI: MEETINGS

Section 1: An Annual Meeting shall be held each year for the general membership and other interested persons. The date and location is to be set by the Executive Board.

Section 2: A quorum for the transaction of business at the Annual Meeting shall be the Society members in attendance.

Section 3: Special meetings may be called at any time by the President or upon request of one-fourth of the Board. The purpose must be specified in the call for a meeting.

ARTICLE XII

ARTICLE XII: ELECTIONS AND NOMINATIONS

Existing Bylaws: The existing Article XII contains 5 Sections as listed below:

Section 1: Officers shall be initially elected for a two (2) year term (year being from one annual business meeting to another) and may serve the Society for additional terms if re-elected to that office.

Section 2: All officers shall be elected by a majority vote of members present.

Section 3: Election of officers shall be held at the Annual Meeting. They will be installed but not take office until the first board meeting after the State Convention.

Section 4: The Nominating Committee shall present a list of at least one nominee for each office. *The report shall be accompanied by the written consent of each nominee to serve if elected.* Nominations may be made by the qualified membership from the floor at the Annual Meeting provided each nominee has given a written consent to serve if elected.

Section 5: All nominees for officers *and board members* shall be residents of the State of Montana and qualified members of the Montana State Genealogical Society.

Proposed Changes/Rationale:

- Change the title of Article XII from “Elections and Nominations” to “Nominations and Elections.” Re-order Sections to describe the nomination process first and then the election process.

- New Section 1/Existing Section 4: Delete requirement for written consent by each nominee. Change final sentence to “provided each nominee has agreed to serve if elected.”

- New Section 2/Existing Section 5: Delete “and board members.” Officers are the only members of the board who are nominated and elected.

- New Section 3/Existing Sections 2 and 3: Combine Existing Sections 2 and 3 into New Section 3. Delete reference to installing officers at the Annual Meeting.

- New Section 4/Existing Section 1: Incorporate existing Article V, Section 2, on officer term length and election for additional terms into the New Section 4.

IF ADOPTED, REVISED ARTICLE XII WILL READ AS FOLLOWS:

ARTICLE XII: NOMINATIONS AND ELECTIONS

Section 1: The Nominating Committee shall present a list of at least one nominee for each office. Nominations may be made by the qualified membership from the floor at the Annual Meeting provided each nominee has agreed to serve if elected.

Section 2: All nominees for officers shall be residents of the State of Montana and qualified members of the Society.

Section 3: Elections of officers shall be held at the Annual Meeting. An officer shall be elected by a majority vote of members in attendance.

Section 4: Officers shall be initially elected for a two-year term and shall take office at the first Board meeting after election to the position. Officers may serve the Society for additional terms if reelected to that office.

ARTICLE XIII

ARTICLE XIII: DUES AND FEES

Existing Bylaws: The existing Article XIII contains two Sections as listed below:

Section 1: Dues, fees, and charges shall be determined, set and announced to the membership by the Executive Board.

Section 2: Dues are payable before January 31st of each year.

Proposed Changes/Rationale:

- Delete Article XIII, Dues and Fees. *Robert's Rules of Order* indicates a section on dues should be included in the Article on members; therefore, the existing Article XIII, Dues and Fees, was moved to Article IV, Membership, Section 2, Dues and Fees.

- Replace Article XIII, Dues and Fees, with a new Article XIII, Nondiscrimination. Article IV, Membership, in the Existing Bylaws includes a statement about membership without regard to sex, race, color, creed, religion or national origin of individuals. The new Article XIII was established to include a nondiscrimination statement that covers all of the Society's policies and practices, including membership.

IF ADOPTED, REVISED ARTICLE XIII WILL READ AS FOLLOWS:

ARTICLE XIII: NONDISCRIMINATION

The Society shall not discriminate in any of its policies or practices on the basis of race, color, religious affiliation, sex, age, marital status, sexual orientation, national or ethnic origin or citizenship.

ARTICLE XIV

ARTICLE XIV: DISSOLUTION

Existing Bylaws:

In the event of any dissolution of the Montana State Genealogical Society, its assets shall be transferred to a nonprofit, tax-exempt organization to be chosen by the Executive Board.

Proposed Changes/Rationale: NO CHANGE.

ARTICLE XV

ARTICLE XV: AMENDMENTS

Existing Bylaws:

These Bylaws may be amended at the Annual Meeting by a two thirds (2/3) vote of qualified members, present *and voting*, using the following procedure:

a. Proposals may be submitted by any member to the Executive Board at least sixty (60) days prior to the Annual Meeting.

b. All such proposed amendments, together with the recommendations of the Executive Board, shall be presented in writing, to the membership at least one (1) month prior to the Annual Meeting.

Proposed Changes/Rationale:

- Establish Section 1 which will include existing Article XV with minor rewording:
 - 1st sentence: Delete “and voting.” Redundant. Qualified members attending the Annual Meeting are eligible to vote.
 - Paragraph a: Change “Proposals” to “Proposed amendments.”
 - Paragraph b: Change “presented in writing” to “submitted in writing.”
- Add New Paragraph c, Section 1, to establish when adopted amendments take effect. Adopted amendments take effect at the close of the Annual Meeting in which they were adopted.
- Add New Section 2 to authorize the Executive Board to make minor administrative corrections to the Bylaws without an amendment such as corrections to Article and Section designations, punctuation, spelling, spacing, etc.

IF ADOPTED, REVISED ARTICLE XV WILL READ AS FOLLOWS:

ARTICLE XV: AMENDMENTS

Section 1: These Bylaws may be amended at the Annual Meeting by a two-thirds vote of qualified members who are present using the following procedures:

a. Proposed amendments may be submitted by any member to the Board at least sixty days prior to the Annual Meeting.

b. All such proposed amendments, together with the recommendations of the Board, shall be submitted in writing to the membership at least one month prior to the Annual Meeting.

c. Adopted amendments shall take effect at the close of the Annual Meeting in which they were adopted.

Section 2: The Board has the authority to correct Article and Section designations, punctuation and spelling and to make other technical and administrative changes to the Bylaws that may be necessary.

ARTICLE XVI

ARTICLE XVI: PARLIAMENTARY AUTHORITY

Existing Bylaws:

The rules contained in *Robert's Rules of Order*, Newly Revised, shall govern the Society in all cases in which they are not inconsistent with the Bylaws of the Society.

Proposed Changes/Rationale:

- Reword sentence to read as follows: “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 the Bylaws of the Society. Rationale: Updates sentence in accordance with the wording used in the current edition of *Robert's Rules of Order*.”

IF ADOPTED, REVISED ARTICLE XVI WILL READ AS FOLLOWS:

ARTICLE XVI: 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 the Bylaws of the Society.

Prepared by: MSGS Bylaws Committee
Carol Elliott, Bylaws Committee Chair
August 10, 2018