

PROPOSED BY-LAWS 2019

STEPHENS COUNTY GENEALOGICAL SOCIETY, Inc.

Article I NAME

The name of this corporation shall be Stephens County Genealogical Society, Inc.

Article II PURPOSE

The purpose of this corporation, which shall be operated as a nonprofit organization under the laws of the State of Oklahoma, shall be:

1. To collect, preserve and disseminate knowledge and information of a genealogical and related historical and biographical nature;
2. To maintain the corporation's collection of genealogical resources;
3. To help others gather genealogical information;
4. To encourage accuracy and thoroughness in research and documentation;
5. To encourage and receive gifts, endowments, and bequests that provide financial assistance in acquiring modern methods of gathering and disseminating genealogical information.

Article III MEMBERSHIP

Section 1. All individuals and organizations interested in the purposes of this organization shall be eligible for general membership upon the payment of dues.

Section 2. Membership is effective for the calendar year of October 1 of any year through September 30 of same year.

Section 3. Dues shall be established by the Board of Directors with the approval of the membership. Dues are payable upon application and renewable each October thereafter.

Section 4. The annual business meeting of the Corporation shall be held on the first Tuesday of October.

Article IV DIRECTORS

Section 1. The control, government, management and operation of the Corporation shall be vested in the Board of Directors composed of Five (5) people; three(3) officers, and two (2) members. The immediate Past President shall be an ex-officio member of the Board of Directors as well as the Library Director and the Branch Manager. A minute clerk shall be appointed by the board to take minutes.

Section 2. Officers and directors shall be elected at the annual business meeting of the membership by a majority of the members present and in attendance at such meeting. Terms

of Directors shall be staggered on a three-year basis so that one (1) member shall be elected at each annual membership meeting for a three-year term of office. Board members and officers may serve no more than two consecutive terms.

Vacancies in the Board of Directors occurring between annual meetings shall be filled by the Board of Directors until the next annual membership meeting.

Section 3. Regular meetings of the Board of Directors shall be held on the second Tuesday of January, April, July, and October. Special meetings of the Board may be called by the President or by any Director upon three (3) days' notice to all Directors. A majority of the Directors shall constitute a quorum to do business at any regular or duly called special meeting.

Section 4. In addition to the powers and authority by these by-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such acts concerning its affairs as are not by law, the Articles of Incorporation, or these by-laws forbidden.

Section 5. The absence of a Director from three (3) consecutive meetings of the Board of Directors shall be sufficient reason to consider the termination of the membership of such Director from the Board, unless a written statement from the Director at a subsequent meeting to that which the Director was absent showing such Director was reasonably prevented from attending such board meeting.

Article V OFFICERS

Section 1. At the regular annual meeting, a majority of the members present shall elect the following officers: President, Vice President, and Treasurer, for the ensuing year. The term of office for each officer shall be one year. Officers may serve two (2) successive terms.

Section 2. No Officer or Director of the Corporation shall receive compensation for performance of the duties of that office.

PRESIDENT—The President shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

VICE PRESIDENT—The Vice President shall, in the absence of or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

TREASURER—Treasurer shall be present at all meetings; shall have charge of all records of the Corporation, shall have custody of the Corporation funds, and shall keep accurate accounts of receipts and disbursements in books belonging to the Corporation, file any tax forms necessary and shall deposit all monies in the Corporation checking account unless otherwise directed by the Board of Directors.

The Treasurer shall keep and maintain the financial records of the corporation, collect and immediately record all funds received by the organization and pay all bills; shall prepare and present a current financial report at regular meetings; and prepare any tax forms needed. The treasurer shall submit financial records to a yearly review to be conducted by the treasurer, two (2) board members, and (2) non-board members.

Section 4. Vacancies in any office occurring between annual business meetings of the membership shall be filled by a majority vote of the Board of Directors until the next annual membership meeting.

Article VI COMMITTEES

Section 1. The Board of Directors shall have the authority and discretion to establish such committees as may be necessary to carry out the purposes of the Corporation.

Section 2. All committees established by the Board of Directors shall be appointed by the President with the approval of the Board of Directors.

Section 3. A nominating committee will be appointed by the Board of Directors for the purpose of submitting a slate of officers and directors for annual election.

Section 4. All committee chairpersons shall automatically be ex-officio, non-voting, members of the Board of Directors while serving as a committee chairperson.

Article VII DISSOLUTION

This Corporation, being a non-profit corporation, has no capital stock nor does the corporation afford pecuniary gain, incidental or otherwise, to members. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by the corporation from any source, after payment of all debts and obligations of the corporation, shall be used or distributed to any organization organized and operated exclusively for charitable, religious, literary or scientific purposes as shall at the time qualify as an exempt organization under the Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is located to such organization which meets the above definition as "Tax Exempt Organizations". At the time of dissolution any loaned material which has been placed in said corporation shall be returned to the designated owner.

Article VIII AMENDMENTS

The By-laws can be amended at annual business meeting of the Corporation by a two-thirds vote of those present. Proposed amendments must be distributed in writing to the members at least ten (10) days before the meeting in which they are voted upon.