

THE POLISH GENEALOGICAL SOCIETY OF MINNESOTA
A Branch of the Minnesota Genealogical Society

CONSTITUTION AND BYLAWS

ARTICLE I. NAME

The name of this organization shall be the Polish Genealogical Society of Minnesota, a branch of the Minnesota Genealogical Society, hereinafter referred to as the PGS-MN.

ARTICLE II. PURPOSES

The purposes of the PGS-MN are:

- A. To provide an association for persons interested in the genealogy of Polish-Americans whose ancestors lived within the historic or current boundaries of Poland;
- B. To provide opportunities for exchange of ideas and information related to genealogical practices and experiences;
- C. To provide programs for the instruction and education of interested persons;
- D. To foster and increase an interest in Polish history, culture and genealogical research, encompassing both historic and current geographic boundaries;
- E. To collect, disseminate, preserve, and share genealogical, biographical, and historical material relating to families of Polish descent;
- F. To collaborate with other community organizations in projects and activities that promote interest in Polish genealogical research, history, and culture.

ARTICLE III. MEMBERSHIP

Section 1 - Eligibility

Membership shall be open to all persons or organizations interested in the purposes of the PGS-MN.

Section 2 - Admission to Membership

Any person who is interested in Polish genealogy shall become a member of the PGS-MN upon submission of a completed application form and payment of dues. Organizations that are members of the PGS-MN shall be considered non-voting members.

Section 3 - Membership Year

The membership year shall be the same as the calendar year.

Section 4 - Dues

The annual dues shall be established by the Board of Directors, with changes to be approved by the members at the annual meeting.

Section 5 - Termination of Membership

Dues shall be payable annually, on or before January 1st and shall be considered delinquent if not received by January 31st. Any member whose dues are in arrears for the current membership year shall be contacted by the membership committee once in January as a reminder to renew. If payment is not received by March 1st, the person or organization will cease to be a member.

ARTICLE IV. MEMBERSHIP MEETINGS

Section 1 - Program Meetings

Program Meetings of the PGS-MN shall be held on the first Saturday of March, April, May, September, October, and November unless otherwise determined by the Board of Directors. The intent of the Program Meetings shall be to provide educational presentations for members and other interested persons.

Section 2 - Annual Meeting

The Annual Meeting of the PGS-MN shall be held in January of each year. The purpose of the Annual Meeting shall be to elect Officers and Directors-at-Large, present annual financial reports, present awards, and address any other business that may arise. The date, time and location of the Annual Meeting shall be determined by the Board of Directors each year.

Section 3 - Special Meetings

Special Meetings may be called by the President or a majority of Board of Director members for conduction of business. Notice of Special Meetings shall state the purpose of the meeting, and no business other than stated shall be conducted.

Section 4 - Notice of Membership Meetings

Notice for all membership meetings shall be posted in the PGS-MN newsletter and on the website, as well as sent to the membership by email at least two weeks prior to each meeting.

Section 5 - Quorum

A quorum is required to conduct business at the annual meeting and all special meetings. A quorum shall be defined as 15 members.

ARTICLE V. OFFICERS

Section 1 - Officer Positions

The Officers shall be President, Vice President, Secretary, and Treasurer. Officers are provided membership to the Minnesota Genealogical Society for the term of office.

Section 2 - Duties of the President

The President shall be the Chief Executive Officer and shall preside at all meetings for members as well as all meetings of the Board of Directors. The President shall be a second signer for all bank accounts (in addition to the Treasurer).

Section 3 - Duties of the Vice President

The Vice President may, during the absence or disability of the President, perform the duties and exercise the power of the President.

Section 4 - Duties of the Secretary

The Secretary shall be the recording officer and shall maintain minutes of the Annual, Special, and Board of Director meetings. The Secretary shall be the custodian of the records and documents of the organization.

Section 5 - Duties of the Treasurer

The Treasurer shall have custody of the PGS-MN funds, keep an accurate account of receipts and disbursements, and provide quarterly accounting reports to the Board of Directors. The Treasurer shall also comply with the financial reporting requirements outlined in the Minnesota Genealogical Society Constitution.

ARTICLE VI. BOARD OF DIRECTORS

Section 1 - Membership

The Board of Directors shall consist of the Officers of the PGS-MN, the Immediate Past President of the PGS-MN, and four Directors-at-Large. All must be members in good standing with the PGS-MN. Each of these members has voting privileges for board decisions.

Section 2 - Authority

The general government, management, and direction of the PGS-MN shall be vested in the Board of Directors. This includes, but is not limited to:

- Supporting the common goals of the Minnesota Genealogical Society;
- Establishing/maintaining policies and procedures, job descriptions of board members and functions of standing committees for the PGS-MN;
- Directing activities of the PGS-MN for the benefit of the membership;
- Assuring that the PGS-MN expenditures are allocated for educational purposes according to IRS code requirements;
- Ensuring sound fiscal management of the PGS-MN.

Section 3 - Terms of Office

Each Board of Directors position has a term of 2 years and the term shall begin the day after the election. No officer shall serve in the same office more than three consecutive full terms, however, this may be extended with board approval.

It is the responsibility of the outgoing board members to transfer all records and other property belonging to the PGS-MN to the incoming board members within 15 days after their term of office expires.

Section 4 - Elections for the Board of Directors

Prior to the Annual Meeting, the Nominating Committee shall establish a slate of candidates for the Board of Directors positions that are due to be filled.

Officer and Director-at-Large elections shall be held at the Annual Meeting.

- All individual members of the PGS-MN attending the meeting shall be eligible to vote;
- Additional nominations from the floor shall be allowed at the meeting;
- No nominee shall be named without having consented to serve as a board member;
- Positions shall be filled by vote of members present at the meeting.

Board of Directors positions shall be elected as follows:

- President and Vice President in odd-numbered years;
- Secretary and Treasurer in even-numbered years;
- Directors I and III in odd-numbered years;
- Directors II and IV in even-numbered years.

Section 5 - Vacancies

Vacancies on the Board of Directors, other than the President, shall be filled by appointment by the President with the approval of a majority of the remaining members of the Board of Directors. Members filling vacancies shall serve only for the duration of that term.

Section 6 - Vacancy of the Office of President

Should the Office of President become vacant, the Vice President shall become President for the rest of the term. If the Vice President position is also vacant at the same time, the Secretary shall become President. In this case, the Vice President position and the Secretary position shall be filled according to Section 5 of this Article.

Section 7 - Board Meeting Frequency

Board meetings shall be held a minimum of four times each year. At least two weeks notice must be given to Board Members and Committee Chairs for such Board meetings. In-person attendance at Board meetings is preferred. However, teleconference, videoconference and other such technologies may be used during a meeting to engage a Board member who is unable to physically attend. Such involvement via technology shall be considered attendance at the meeting. The President may call additional board meetings, as required for action on time-critical items. These meetings may be executed via email and are exempt from the two-week notice requirement.

Section 8 - Quorum

A quorum is required to conduct business at Board of Directors meetings. A quorum for these meetings shall be a majority of the Board of Directors total membership.

Section 9 - Board of Directors Voting

Each member of the Board of Directors shall have only one vote, even if serving on the Board as a result of holding more than one position. Any member of the PGS-MN may attend Board of Directors meetings but shall not have voting privileges.

ARTICLE VII. STANDING COMMITTEES

Section 1 - Creation, Abolishment, and Duties

The President, with approval by the Board of Directors, has the authority to create or abolish standing committees or short term committees, as well as assign Committee Chairs and determine the duties of the committees.

Section 2 - Committee Chair Responsibilities

Each Committee Chair shall be responsible for fulfilling the duties outlined in his/her job description and consult with the President regarding any issues of concern that arise within the committee. The Committee Chair shall solicit committee members as appropriate. Committee chairs shall provide a report of committee activity for Board of Directors meetings, either by attending the Board meeting or by providing a written report.

Section 3 - Standing Committees of the PGS-MN

Standing Committees of the PGS-MN are as follows:

- Research and Library Committee
- Nominating Committee
- Membership Committee
- Newsletter Committee
- Website Committee
- Program Committee
- Annual Meeting and Awards Committee

Committee functions and Committee Chair job descriptions shall be reviewed by the Board of Directors in odd-numbered years.

ARTICLE VIII. FINANCIAL MANAGEMENT

Section 1 - Pecuniary Gain

The PGS-MN shall not afford pecuniary gain, incidentally or otherwise, to its members, nor shall any stock be issued.

Section 2 - Personal Liability

The members of the PGS-MN shall not be subject to any extent whatsoever to personal liability for the obligation of the PGS-MN.

Section 3 - Disbursements - 51% Rule

Disbursements by the PGS-MN shall be made in such a manner that at the end of each fiscal year at least fifty-one-percent (51%) of all funds expended by the PGS-MN shall have been used in the State of Minnesota for educational purposes.

Section 4 - Fiscal Year

The PGS-MN fiscal year shall be the calendar year.

Section 5 - Annual Budget

The Annual Budget shall be approved by the Board of Directors before the date of the Annual Meeting, then presented to the membership at the Annual Meeting.

Section 6 - Dissolution and Protection of Donor's Interests

The PGS-MN shall protect its property, collections, and assets in the event of dissolution so as first to satisfy any liabilities and obligations, with the remaining assets to be distributed for exclusively educational purposes to one or more genealogical or historical societies, libraries, museums, or educational institutions in accordance with the provisions of the Minnesota Statutes and Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the PGS-MN in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the PGS-MN may adopt.

ARTICLE X. AMENDMENT OF THE CONSTITUTION AND BYLAWS

This Constitution and Bylaws may be amended at a duly announced meeting of the PGS-MN by a two-thirds vote of members in attendance, provided that there is prior notification of the meeting and proposed changes as outlined in Article IV, Section 4.

History of Bylaw Revisions

Original Constitution and Bylaws: September 1992

Revised: February 2001

Revised: January 21, 2006

Revised: January 13, 2018

Revised: January 16, 2021