

BY-LAWS

OF

ST. LOUIS AFRICAN-AMERICAN HISTORY & GENEALOGY SOCIETY

ARTICLE I NAME

The name of this organization shall be known as: **ST. LOUIS AFRICAN AMERICAN HISTORY & GENEALOGY SOCIETY**, a tax exempt 501 (c) 3 corporation under the appropriate laws of the State of Missouri and the Internal Revenue Service.

ARTICLE II PURPOSE

The corporation is formed for the following purpose(s): The St. Louis African American History and Genealogy Society is organized and operated exclusively for charitable and educational purposes, including the study of African-Ancestral family history, genealogy, and cultural history, under section 501c (3) at the Internal Revenue Code or any corresponding section of any future federal tax code and shall include:

Section 1. To encourage African American involvement in the study and preservation of family history and genealogy.

Section 2. To emphasize the value and importance of family genealogy and history research to future generations.

Section 3. To educate the community through outreach seminars and workshops to acknowledge the rich cultural heritage of African Americans.

Section 4. To develop, recognize, transcribe and publish data on African American history.

ARTICLE III ORGANIZATIONAL STRUCTURE

Section 1. The Organization shall consist of persons regardless of race, creed, color, national origin, religion, age, gender, political affiliation, marital status, sexual orientation or disabling condition who have met the membership requirements prescribed herein.

Section 2. The Organization shall consist of individuals who pay the designated dues annually.

ARTICLE IV BOARD OF DIRECTORS

Section 1. **General Powers:** The affairs of the Organization shall be managed by the Board of Directors.

Section 2. **Directors:** The number of Directors of the Organization shall be no less than seven (7). Organization members shall be eligible for elected office at the end of their first year of financial membership.

a) Elections shall be held every two years beginning in December 2011. Officers (President, Vice President, Treasurer and Secretary) and Committee Chairs (History, Genealogy and Technology) shall serve a term of two (2) years and shall take office in January of the following year.

b) The membership of the Board of Directors shall be diverse in the areas of gender, race/national origin, religion, expertise and other areas to assure its accountability to the community.

The directors of the Organization shall serve without compensation and shall be generally regular in attendance at board and membership meetings.

No board member or family member of a board member shall own or acquire any personal interest in any property, contract, or proposed contract of the agency while serving as a member of the Board of Directors.

Section 3. Vacancies: In case of the death, removal, or resignation of one or more of the directors, a majority of the surviving or remaining directors may fill the vacancy or vacancies until the successor or successors are elected at the next regular annual meeting. **If a Director is absent for three (3) consecutive meetings without a reasonable excuse they shall be deemed unable to serve as a Director and shall be removed from office by a majority vote of the Board.**

ARTICLE V DUTIES OF OFFICERS

Section 1. Officers.

1. **President.** The President shall serve as Chair of the Executive Committee and Board of Directors and shall be an ex-officio member of all committees except the nominating and election committees and shall appoint Committee Chairs. Shall guide the implementation of programs which have been approved by the membership; shall recommend to the membership changes in programs and procedures; shall present the Organization annual report; countersign checks drawn on the treasury; shall receive reports on activities of the various committees. Shall create any Ad-hoc Committees deemed necessary for an orderly function of the Organization's business. Shall perform other duties as assigned by the Executive Committee or the Organization.
2. **Vice President.** The Vice President shall serve as the Chair of the Development Committee and preside in the absence of the President. He/she shall perform the duties and exercise the powers of the President in the President's absence. This officer may perform other duties as may be assigned by the President and/or Board.
3. **Secretary.** This officer shall maintain a record of the proceedings of the organization and shall provide a draft of the minutes to the President within 2 weeks of the meeting and shall provide a copy of the minutes of the previous meeting at each Executive Committee and Organization meeting. Shall write all correspondence authorized by the President. This officer shall countersign with the President and Treasurer all checks and requisitions for the disbursement of organization funds; and shall perform other duties as assigned by the Executive Committee or the Organization.
4. **Treasurer.** The Treasurer shall be the chief financial officer of the organization and serve as the Chair of the Finance Committee. This officer shall countersign with the President and Secretary all checks and requisitions for the disbursement of organization funds; shall provide financial statements as often as required, but at least quarterly, to the Executive Committee and Organization members. The Treasurer's books may be subjected to audit as required, and shall

be open for public review. Shall perform other duties as assigned by the Executive Committee or the Organization.

ARTICLE VI COMMITTEES

Committee of Directors: The Board of Directors, by resolution adopted by a majority of directors in office, may designate one (1) or more committees of the Board, each of which shall consist of one (1) or more directors as specified in the resolution, which committee shall have and exercise the authority of the Board of Directors in the management of the Organization to the extent designated by the Board of Directors; provided, however, that in no event shall any committee (1) authorize distributions to members, directors, officers, agents or employees except in exchange for value received; (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Organization's assets; (3) unless otherwise stated in the Bylaws or Articles of Incorporation of the Organization, elect, appoint or remove directors or fill vacancies on the board or on any of its committees; (4) adopt, amend or repeal the Articles or Bylaws; or (5) perform any other act that is prohibited by the Missouri Nonprofit Corporation Act (see Ramos §355.001 *et seq.*).

The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or them by law.

The Chair shall recruit members to serve on the Committee with expertise in the area of responsibility of the Committee. At the discretion of the Chair, Committees may meet at a time and place so designated by the Chair or by teleconference or electronic mail (e-mail).

Each Committee shall be provided a written description which clearly defines the Committee's responsibilities.

ARTICLE VII MEETINGS AND QUORUMS

In order to conduct Organization business, the following will be necessary:

Section 1. The Board of Directors meetings shall be held at least quarterly. The time and place of the meetings shall be determined by the Executive Committee.

Section 2. A quorum of the Board of Directors shall consist of at least 5 regular members and should include at least one officer. A quorum must be present before any issue is voted upon.

Section 3. The Annual Meeting shall be held in December of each year.

Section 4. Regular meetings of the general membership shall be held at a time and place determined by the Executive Committee.

Section 5. Annual and Special meetings may by notification of all financial members, at least fourteen (14) days prior to meeting date.

Section 6. A quorum for Annual and Special meetings of the financial members shall consist of any number of duly notified members in attendance. Action may be taken by a majority of those in attendance.

ARTICLE VIII

NOMINATION, ELECTIONS, TERMS OF OFFICES, AND VACANCIES

Section 1. Nominating and Election Committees. The Nominating Committee, consisting of 3 members, and the Election Committee, consisting of 3 members, shall be appointed by the membership at the Annual Meeting.

Section 2. Nominations. Nominations for Officers and Chairs may be submitted to the Nomination Committee prior to the election or may be made from the floor at the Annual Meeting.

A. The nomination committee shall distribute a list of all known candidates for office(s) at least two (2) weeks prior to the election and will accept nominations from the floor.

B. The nomination committee shall present the slate of nominees for all positions to the general membership at the Annual Meeting.

Section 4. Term of Office.

1. All officers shall take office on January 1 of the year following their election.
2. The term of office for all elected officers shall be two (2) years or until their successors are elected.
3. Each elected officer shall maintain the appropriate files, records and documentation pertaining to their respective office and shall deliver all files, records, and documentation to his/her successor upon vacating his/her office.

Section 5. Vacancy.

1. When an office is vacated prior to the end of term that office may be declared vacant, for cause, upon recommendation by the President and Executive Committee.
2. Vacancies shall be filled by the President who shall appoint a temporary officer to complete the term.
3. Any office may be declared vacant, for cause, upon recommendation of the Executive Committee and a special meeting shall be called pursuant to Article VII, Section 5 to fill the vacancy.

ARTICLE IX DUES AND ASSESSMENTS

Section 1. The fiscal year shall be from 1 January to 31 December inclusive.

Section 2. The Organization dues shall be set by the Board annually and are payable in January. Dues are payable at the time of joining for new members.

Section 3. Finances of this Organization are to be used solely for expenses involved in pursuing the goals and objectives of the organization.

Section 4. The Organization accounts shall have the name of the President, Treasurer and Secretary registered, with the requirements that at least two (2) signatures shall be necessary for all disbursement activities.

Section 5. All financial liabilities incurred by this Organization shall remain the responsibility of this Organization. To insure this end, the Finance Committee shall have the responsibility of determining when additional assessments are necessary to cover the cost of Organization business that exceeds the treasury.

Section 6. All financial reports shall be in writing and submitted to the Organization membership for acceptance.

Section 7. The Organization shall keep current, accurate, complete books and records of accounts, and minutes of the proceedings of its members. An annual audit will be performed to ascertain the accuracy and integrity of the books and records.

ARTICLE X

EXPULSIONS, TERMINATIONS, OR REMOVALS

The Executive Committee upon member notification of reason can rescind consent of membership or affiliation.

Section 1. Removal:

1. If an officer fails to function adequately, the President, with the concurrence of the Board, may advise her/him, in writing that she/he will have thirty (30) days to explain such failure or declare his/her intentions to do so.
2. Failure to respond within thirty (30) days will result in immediate removal.
3. The Executive Board reserves the right to determine whether the explanation is or is not acceptable in the event that a response is received within the thirty (30) days.
4. If a Director is absent for three (3) consecutive meetings without a reasonable excuse they shall be deemed unable to serve as a Director and shall be removed from office by a majority vote of the Board.

Section 2. Conflict of Interest

Any officer or committee member having an interest in a contract, other transaction or program presented or discussed by the Board or Board committee for authorization, approval, or ramification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be constructed to be adverse to the Organization's interest. The body to which such disclosure is made shall there upon determine, by majority vote, whether the disclosure shows that a conflict of interest exists, or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, not be present during the discussion, or deliberations with suspect to respond to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstaining from voting and participation.

ARTICLE XI RULES OF PROCEDURE

Rules of procedure as stated in Robert's Rules of Order, Newly Revised, shall govern the Organization except as otherwise provided herein.

ARTICLE XII LIMITATION OF LIABILITY

Section 1. Fiscal Responsibility. No member of this Organization shall have authority or power to impose or incur financial liability on the part of the Organization without the express authority of the Board.

Section 2. Distribution of Assets and Properties. There shall be no general distribution of monetary property assets to members or officers of the Organization, and all gains realized shall be devoted solely to the implementation of the objectives of the Organization. No member or officer shall be personally liable to the creditors of the Organization for indebtedness of liability and any and all creditors shall look only to the assets of the Organization for payment.

Section 3. Dissolution Clause. The Board of Directors may dissolve the St. Louis African American History & Genealogy Society only with authorization given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the active members. Upon dissolution or other termination of the St. Louis African American History & Genealogy Society's remaining assets after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provisions therefore, shall be distributed to a non-profit organization in education, religion, or such tax exempt organization with the purpose similar to those of St. Louis African American History & Genealogy Society.

ARTICLE XIII AMENDMENTS

These by-laws may be amended or altered by two-thirds (2/3) majority vote of the regular financial members present at any regular or special meeting of the Organization. The proposed amendments must be presented to the membership or to all members in writing thirty (30) days in advance of any vote. Any amendment acted upon shall become effective immediately provided the quorum requirements of Article VII, section 5 are met.

ARTICLE XIV GENERAL PROVISIONS

a. INUREMENT OF INCOME: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

b. LEGISLATIVE OR POLITICAL ACTIVITIES: No substantial part of the activities of the corporation shall be involved in the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

c. OPERATION LIMITATIONS: Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XV RATIFICATION

These bylaws become effective upon ratification of the regular financial members present at the Annual Meeting provided the quorum requirements of Article VII, Section 5 are met.

Adopted on this third day of December, 2011

President

IN WITNESS THEREOF, I have hereunto set my hand as Secretary of said Corporation on this third day of December, 2011

Secretary