



MASSACHUSETTS  
GENEALOGICAL  
COUNCIL

**BY-LAWS OF THE  
MASSACHUSETTS GENEALOGICAL  
COUNCIL, INC.  
(As Revised 11 April 2021)**

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**ARTICLE I - NAME**

The name by which the corporation shall be known is Massachusetts Genealogical Council, Inc. (the “Corporation”). These By-Laws, the powers of the Corporation and of its Directors and Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Corporation’s Articles of Organization.

**ARTICLE II - PURPOSE**

The Corporation is a corporation organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts for the purposes enumerated in its Articles of Organization, as they may be amended from time to time. The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Executive Board of the Corporation may change the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate with the Secretary of State of the Commonwealth.

**ARTICLE III - MEMBERSHIP**

The Corporation shall have no members. Any action or vote permitted or required under Chapter 180 of the Massachusetts General Laws, the Articles of Organization or these By-Laws to be taken by the members of a corporation shall be taken by action or vote of the same percentage of the Executive Board of the Corporation, provided that the Executive Board members abide by the same notice and meeting requirements as if the action or vote were taken by members.

The Executive Board may, from time to time, designate certain persons or groups of persons as advisors, friends, sponsors, donors, or contributors of the Corporation or may designate such persons by such titles, as “members” or by such other titles as the Executive Board deems appropriate. Notwithstanding any such designation, however, such persons shall not be members of the Corporation as defined in Chapter 180 of the Massachusetts General Laws, and shall have no right to notice of meetings and no right to vote at or to participate in any meeting of members of the Corporation, and shall have no other rights with respect to the Corporation.

Affiliated dues-paying member organizations shall have the right to send one non-voting Delegate to the Executive Board meetings. Although Delegates do not have voting privileges, their counsel and communications are important and effective parts of the purpose and goals of the Council.

#### **ARTICLE IV - EXECUTIVE BOARD**

1. Voting Members. The Officers and Directors shall constitute the Executive Board.
2. Number. There shall be no fewer than three (3), and no more than twenty (20), Executive Board Members.
3. Powers. The individuals elected as Officers and Directors shall have general management and control over all of the property, affairs and funds of the Corporation and shall exercise all of the powers of the Corporation, except as otherwise provided by law, the Articles of Organization or these By-Laws. The Executive Board may determine their own duties in addition to those prescribed by the By-Laws, as well as the duties of all officers, agents and employees of the Corporation. All who serve on the Executive Board shall serve without compensation, but the Executive Board may determine the compensation of employees.
4. Meetings. There shall be no fewer than four (4) Executive Board meetings per year at times and places selected by the President. A special Executive Board meeting may be called at the written request of three (3) members of the Executive Board.
5. Quorum. Five (5) who serve on the Executive Board shall constitute a quorum for an Executive Board meeting. Each Officer and Director shall have one vote. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
6. Notice. A notice of the time and place of each meeting of the Executive Board shall be given by the Secretary or by any other Officer of the Corporation to each Director, Officer, and Delegate at his business or home address as it appears in the records of the Corporation in person or by telephone, e-mail or other electronic means at least seventy-two (72) hours before the meeting, or by written notice mailed by first class mail, postage prepaid, at least five (5) days before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Director or Officer if a written waiver of notice, executed by him (or his attorney duly authorized) before or after the meeting, is filed with the records of the meeting, or to any Director or Officer who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these By-Laws.
7. Actions of Executive Board With and Without a Meeting. Except as otherwise required by law, the Articles of Organization or these By-Laws, any action of the Executive Board shall be taken by the affirmative vote of a majority of the Executive Board present at any meeting at which a quorum is present. Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting, only if a majority of the Executive Board participates in writing or electronically. Resulting votes should be filed with the records of

meetings as meetings of the Executive Board. Such votes shall be treated for all purposes as a vote at a meeting.

8. Any Director or Officer or members of any committee designated by the Executive Board may participate in a meeting of the Executive Board or such committee by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time; in such event, participation by such means shall constitute presence in person at a meeting.

9. Enlargement or Decrease in Number of the Board. At any special meeting or regular meeting of the Executive Board, the Executive Board may (a) increase the number of members of the Executive Board, or (b) decrease the number of members of the Executive Board, but only to eliminate vacancies resulting from the death, resignation, removal or disqualification of one or more Officers or Directors.

#### **ARTICLE V - ANNUAL MEETING; SEMINAR; AND SPECIAL MEETINGS**

1. Meeting. At least one meeting of the Corporation and/or Executive Board per year shall be designated as the Annual Meeting, such meeting to be held at a time and place selected by the Executive Board. Meetings are open to Delegates and the public.

2. Content. The Annual Meeting shall include reports of Officers and Directors, any other business pertinent to the Council, and an educational seminar on genealogical topics.

3. Special Corporation Meetings. A special Corporation meeting may be called at the written request of five (5) Officers, Directors, and/or Delegates, and shall meet within three (3) weeks of receipt of request, the purpose of the meeting to be stated in the call.

4. Special Corporation Meetings Quorum. The attendance of five (5) Officers and/or Delegates shall constitute a quorum for a Special Corporation Meeting.

5. Educational Seminar: The Council will participate in the New England Regional Genealogical Consortium's (NERGC) Conference in the years it is held. The Council may hold an Educational Seminar on genealogical topics in years in which no NERGC conference occurs.

#### **ARTICLE VI - OFFICERS AND DIRECTORS**

1. Officers and Directors. Officers of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer. The duties of officers or directors may be shared as needed except for the position of Treasurer. There shall be a Director for each Standing Committee. Each Director shall, when necessary, appoint members to his/her own committee. The Standing Committees shall include Program, Communications, Civil Records, Newsletter, Archives, Membership, Development, and Genetic Genealogy committees. The Executive Board may, from time to time, designate different or additional Standing Committees, as it deems appropriate.

2. Elections. Each Officer shall be elected by the affirmative vote of a majority of the Executive Board present and voting at the first meeting at which there is a quorum. Each Director

may be elected by the affirmative vote of a majority of the members of the Executive Board present and voting at such meeting or at any other meeting at which there is a quorum. Subsequently, elections shall be held at the Annual Meeting. A Nominating Committee shall present a list of at least one nominee for odd or even year officers and directors to the Executive Board.

- a) Eligibility. All Officers and Directors in good standing (those whose dues are currently paid in full) may vote in Council elections.
- b) Voting may be by voice, provided there is only one candidate for office. If more than one candidate or pair of co-candidates is competing for any office, the vote shall be by written ballot. Majority vote elects.
- c) Commencing in 2021, positions will be staggered for elections. In odd years, the President, Secretary, and Directors of Civil Records, Archives, Development, and Newsletter shall stand for elections. In even years, the Vice President, Treasurer, and Directors of Program, Membership, Communications, and Genetic Genealogy shall stand for elections.
- d) To initiate staggered terms, in 2021, all positions will stand for election, but the positions meant to be elected in even years shall stand for one-year terms. In all subsequent elections, these positions will stand for two-year terms.

3. Nominating Committee. A Nominating Committee shall consist of three Officers, Directors, and/or Delegates (including a Nominating Committee Chair) in good standing, appointed for a two-year term in even-numbered years by the President. The Nominating Committee shall (i) nominate candidates for all offices and directorships to be elected at the Annual Meeting; and (ii) report the list of candidates to the Executive Board before the Annual Meeting, accompanied by the consent of each nominee. A slate of nominees shall be included in the Annual Meeting notice.

4. Tenure. Each Officer and Director shall be elected to serve a two-year term. The President may not serve more than two consecutive terms in the same office. The Vice President, Secretary, Treasurer, and Directors may serve more than two consecutive terms in the same office. A person may not be elected as an Officer and Director during the same term of office. Officers and Directors shall take office on the first day of the month following an election.

5. Vacancies. Any vacancy among the Officers and Directors of the Executive Board, except that of President, including a vacancy resulting from the enlargement of the Executive Board, may be filled until the next Annual Meeting and Seminar by vote of a majority of the remaining Executive Board Members present at a meeting of Executive Board Members at which a quorum is present or by appointment of all of the Executive Board if less than a quorum shall remain in office.

6. Duties of Officers. Each Officer of the Corporation shall work to promote the interests and welfare of the Corporation. Each Officer shall have, in addition to the powers and

duties specifically set forth in these By-Laws, such powers and duties as are customarily pertinent to his office, and such powers and duties as the Executive Board may from time to time designate.

The President shall (i) preside at all Executive Board and Corporation meetings; (ii) appoint chairpersons of special committees; (iii) sign all contracts and documents authorized by the Executive Board; (iv) be a member *ex-officio* of all committees except the Nominating Committee; and (v) file a written report at the Annual Meeting reflecting the activities and progress of the Corporation. The President shall also perform such other duties as the Executive Board may, from time to time, deem appropriate.

The Vice President shall (i) in the absence or inability of the President, assume the responsibility of that office; (ii) maintain relationship with member organizations as well as pursue new associations; (iii) work with the Communications Committee Director to invite such genealogy societies, historical societies, libraries or other organizations to become dues-paying affiliate organization members of the Corporation; and (iv) oversee the governance of the Council its bylaws, policies, and procedures. The Vice President shall also perform such other duties as the Executive Board may, from time to time, deem appropriate.

The Secretary shall be a resident of The Commonwealth of Massachusetts, unless the Corporation has designated a resident agent in the manner provided by law. The Secretary shall (i) keep accurate minutes of all Executive Board and Corporation meetings; (ii) provide the Executive Board with a copy of said minutes, with a call to the meeting, by telephone, e-mail or other electronic means at least seventy-two (72) hours before the meeting, or by written notice mailed by first class mail, postage prepaid, at least five (5) days before the meeting prior to any subsequent Executive Board or Corporation meeting; (iii) notify the Executive Board, and any other individuals or groups the Executive Board deems appropriate, by first class or electronic mail of the date of the Corporation's Annual Meeting, and any proposed nominations or proposed amendments to the By-Laws to be presented, at least two (2) weeks prior to such meeting; (iv) keep and have available for reference at any Executive Board and Corporation meeting, one (1) book containing copies of the Corporation's By-Laws, standing rules, and legal documents; (v) conduct and maintain a file of the correspondence of the Corporation and assist in any meetings as requested by the Executive Board; (vi) ensure the collection and proper distribution of the Corporation's mail; (vii) notify the Executive Board, and any other individuals or groups the Executive Board deems appropriate, by first class or electronic mail of any special meeting at least two (2) weeks prior to such meeting; and (viii) in the absence of the President and Vice President, call any Executive Board or Corporation meeting to order and preside until a President *pro tempore* has been elected.

The Treasurer shall (i) keep accurate accounts of all monies due, received, and expended; (ii) be responsible for notification and collection of any such dues as the Executive Board may deem appropriate to impose; (iii) work with the Membership Director to keep a membership list; (iv) have accounts available for inspection at all times; (v) receive prior approval from the President for all expenditures between one hundred dollars (\$100) and five hundred dollars (\$500) and from the Executive Board for all expenditures exceeding five hundred dollars (\$500); (vi) submit a financial report at each Executive Board meeting; (vii) submit to the Executive Board a budget for each fiscal year as close as practicable to the end of the prior fiscal year; (viii) file a written financial statement at the Annual Meeting; (ix) make financial records available for

annual audit by March 1<sup>st</sup>; and (x) prepare or oversee all filings required by The Commonwealth of Massachusetts, the Internal Revenue Service, or other federal and state agencies.

7. Duties of Directors. Each Director of the Corporation shall work to promote the interests and welfare of the Corporation. Each Director shall have, in addition to the powers and duties specifically set forth in these By-Laws, such powers and duties as are customarily incident to his office, and such powers and duties as the Executive Board may from time to time designate.

The Program Director shall be responsible for overseeing the arrangements educational programs such as the Seminar, the MGC: Open Records and Education (M:O.R.E.) program, and all other programs, including securing the venue, contracting with speakers, promoting the event, coordinating registration, arranging signage, and gathering speaker evaluations.

The Communications Director shall (i) publicize the Seminar and all other educational events; (ii) oversee marketing activities of the Corporation, including ensuring a consistent look in all media formats; (iii) promote the mission and activities of the Corporation; produce and distribute publicity materials; and (iv) support the officers and directors in publicizing their activities related to the Council's mission.

The Civil Records Director shall, under the direction of the Executive Board, (i) act as the Corporation's representatives to present legislation and recommend adoption of policies in the interest of genealogists at legislative and administrative hearings, special meetings, seminars and such other assemblies; (ii) appoint a member of the Civil Records Committee to the Special Vital Records and Statistics Committee established by Chapter 46 of the Mass. General Laws (M.G.L.) (when so established); (iii) act on behalf of the Corporation when immediate decisions or other actions must be taken at such hearings, meetings, seminars, and assemblies; (iv) file a written report of actions taken at such hearings, meetings, seminars, and assemblies and the corresponding results; (v) keep abreast of national, state and local proceedings governing the concerns of genealogists, including coordination with the Records Preservation and Access Committee; and (vi) notify any individuals or groups the Executive Board deems appropriate periodically of the status of proposed or pending legislation; (vii) notify any individuals or groups the Executive Board deems appropriate to initiate Calls-to-Action.

The Membership Director shall (i) maintain a list of dues-paying "members" and dues-paying member organizations of the Corporation in coordination with the Treasurer; (ii) distribute it to the Executive Board upon occurrence of any significant changes prior to any subsequent Executive Board or Corporation meeting; (iii) support all members in their relationship with the Corporation; and (iv) plan membership campaigns at designated intervals, launched in coordination with appropriate officers and directors such as the Vice President, Communications Director.

The Newsletter Director shall (i) produce and distribute a periodic newsletter, in either paper or electronic form, reflecting legislative activities pending and resolved, programs, news and activities of other genealogists and organizations, and any other item of genealogical and educational interest; (ii) collect and receive materials to be considered for publication; and (iii) publish in either paper or electronic form any item specifically requested by the Executive Board.

The Archives Director shall (i) be responsible for custody and preservation of the Corporation's records except those that are the responsibility of other Officers or Directors; and (ii) maintain a current inventory of all legal documents, records, and property belonging to the Corporation.

The Development Director shall (i) raise funds to support the Corporation and its programs; and (ii) identify new paths for the Council to grow and thrive.

The Genetic Genealogy Director shall monitor and provide regular reports on (i) changes in law or regulations regarding DNA access and privacy; (ii) advancements in genealogy research; and (iii) terms of service and other elements affecting users of genealogy websites.

8. Resignation and Removal. A Director or Officer may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Secretary of the Corporation. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Executive Board. A Director or Officer may be removed from office at any time at a special meeting called for that purpose for cause, by a vote of 2/3 of the Executive Board at a special meeting called for that purpose. A Director or Officer may be removed for cause only if notice of such action shall have been given to all of the Officers and Directors prior to the meeting at which such action is to be taken and if the Director or Officer so to be removed shall have been given reasonable notice and opportunity to be heard before the body proposing to remove him.

## **ARTICLE VII - PERSONAL LIABILITY; INDEMNIFICATION**

1. No Personal Liability. No officer, director, delegate, or dues-paying affiliate shall be held personally liable for any debt, liability or obligation of the Corporation. All persons, organizations and other entities having any claim whatever against the Corporation may look only to the funds, money due, and assets of the Corporation for payment of any such claims due them.

2. Indemnification. Except as otherwise provided below, the Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code") is not adversely affected thereby, indemnify each person who is, or shall have been, an incorporator, Director, or Officer of the Corporation, or who serves at the Corporation's request as a member, trustee, director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being herein called a "Person"), against all liabilities and expenses (including without limitation judgments, fines, penalties, and reasonable attorney's fees and all amounts paid, other than to the Corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be a defendant or with which such Person may be threatened or otherwise involved, directly or indirectly, by reason of being or having been such a Person.

The Corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in such action, suit or proceeding not to have acted in good

faith in the reasonable belief that his or her action was in the best interests of the Corporation. Any Person who, at the request of the Corporation, serves another organization or employee benefit plan in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interest of such other organization or in the best interest of the participants or beneficiaries of such employee benefit plan shall be deemed not to have acted in good faith with respect to the Corporation. The Corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation, after notice that indemnification is involved, by (a) a disinterested majority of the Executive Board, or (b) if there are no disinterested Directors, by independent legal counsel representing the Corporation and appointed by a majority of the Directors then in office.

Indemnification may include payment by the Corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of any undertaking by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws or pursuant to the provisions of the preceding paragraph. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

As used in this ARTICLE VII, the terms “incorporator,” “Director,” and “Officer” include their respective heirs, executors, administrators and legal representatives, and an “interested” incorporator, Director, or Officer is one against whom, in such capacity, the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this ARTICLE VII shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled under any agreement, statute or otherwise. The Corporation’s obligation to provide indemnification under this ARTICLE VII shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person. Nothing contained in this ARTICLE VII shall affect any rights to which corporate personnel other than Directors or Officers may be entitled by contract or otherwise.

## **ARTICLE VIII - AMENDMENTS**

These By-Laws may be amended by a vote of 2/3 of the Executive Board at any meeting of the Executive Board at which a quorum is present; provided that the substance of any proposed amendment shall have been stated or summarized in the notice of such meeting at least two (2) weeks prior to such meeting. Amendments to the proposed amendments may be made from the floor.

## **ARTICLE IX - MISCELLANEOUS PROVISIONS**

1. Fiscal Year. Except as otherwise determined by the Directors, the fiscal year of the Corporation shall end on the last day of December of each year.



2. Seal. The Corporation may have a seal in such form as the Directors may adopt and alter from time to time.

3. Annual Audit. Each year two (2) members, not including the President or Treasurer, shall be appointed by the Executive Board to examine the Treasurer's accounts at the end of the fiscal year. The audit is to be conducted by April 1, and a written report of the audit results shall be filed at the next Annual Meeting.

4. Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine. A certificate by the Secretary or an Assistant Secretary, or a temporary Secretary, as to any action taken by the Executive Board, Executive Committee or any Officer or representative of the Corporation shall as to all persons who rely thereon in good faith be conclusive evidence of such action; and any part to whom an Officer or representative of the Corporation delivers an agreement or document signed on behalf of the Corporation by the President or Treasurer of the Corporation shall be entitled to rely in good faith that such delivery and execution have been duly authorized by the Corporation unless such party knows of facts or circumstances to the contrary.

5. Transactions with Interested Parties. To the extent that the status of the Corporation as an organization exempt from federal income taxation under Section 501(c)(3) of the Code is not adversely affected thereby, and in the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any firm, association, partnership or person shall be affected or invalidated by the fact that any Director or Officer of this Corporation is pecuniarily or otherwise interested in or is a director or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or is in any way connected with any person or persons, firm, association, partnership, or corporation pecuniarily or otherwise interested therein; provided that the fact that such Director or Officer, individually or as a director, member or officer of such corporation, firm, association or partnership is such a party or is so interested shall be disclosed to or shall have been known by the Executive Board or a majority of such members thereof as shall be present or represented at a meeting of the Executive Board at which action upon any such contract or transaction shall be taken; any Director may be counted in determining the existence of a quorum and may vote at any meeting of the Executive Board for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership, provided that any vote with respect to such contract or transaction must be adopted by a majority of the Directors then in office who have no interest in such contract or transaction.

6. Dissolution. Unless otherwise required by law, in the event of the termination, dissolution or liquidation of the Corporation in any manner or for any reason whatsoever, its assets, if any, remaining after the payment of all of the liabilities of the Corporation, shall be distributed to one or more organizations with purposes similar or related to the purposes of the Corporation and exempt from federal income tax under Section 501(c)(3) of the Code, in such manner and in such proportions as shall be approved by the vote upon written notice of at least 30 days, by vote of a majority of the Directors then in office.

7. Gender. The personal pronoun “he” or possessive pronoun “his,” and the word “chairman” shall be construed to include person with any gender identity.

8. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

These by-laws were adopted by unanimous consent of the board on 11 April 2021.

A handwritten signature in black ink that reads "David McRae". The signature is written in a cursive style with a horizontal line underneath the name.

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David J. McRae, Jr.  
Secretary