

FLGenWeb, Inc.

Bylaws

Article I - NAME

The name of this organization shall be the FLGenWeb Project, Inc., hereinafter referred to as "the Project". The mailing address is: 9306 N. Margaret Ave., Tampa, FL 33612.

On 18 January 2008, Articles of Incorporation were filed and the FLGenWeb Project became "FLGenWeb Project, Inc.", a not-for-profit corporation, effective 22 January 2008. Copies of the Articles of Incorporation and associated documents are in the possession of the Secretary and the Registered Agent and posted on the FLGenWeb Project, Inc. website.

Article II - PURPOSE

The purposes of the Project are: to foster the collection and preservation of Florida genealogical and family history information by providing educational and research resources on the World Wide Web, maintained by an online volunteer community, at no charge to the public; to establish and maintain a digital library for genealogical and historical research in the State of Florida; to publish materials of genealogical and historical interest; and to work with other organizations with similar goals.

Article III - MEMBERSHIP

Section A - ELIGIBILITY

Any person who subscribes to the purposes of the Project may become a member by **completing an application** and paying any established dues.

Section B - Non-Discrimination

The FLGenWeb Project is an equal opportunity organization and will not tolerate discrimination in any form because of race, color, religion, sex, national origin, age, marital status, disability, sexual orientation, etc.

Section C - CLASSES OF MEMBERSHIP

1. Coordinator membership - Any County Coordinator, Assistant County Coordinator, Project Coordinator and Assistant Project Coordinator
2. Supporting Membership - Any other member providing support for the project, whether financially or as a volunteer.

Section D - DUES

Dues will be set by the Board of Directors.

Section E - PRIVILEGES AND PROHIBITIONS

1. Coordinator members have the privilege of:
 - a. Voting
 - b. Holding office **after one year of membership**
 - c. Not required to pay dues.
2. Supporting Members may subscribe to the FLGenWeb Support Group and/or list, but may not vote or hold office.
3. No member or other person or entity, other than this Project, shall benefit financially from research or other resources generated by the Project.

Section F - RESIGNATION, TERMINATION, AND REINSTATEMENT

Any member who fails to abide by these bylaws or acts to the detriment of the Project may have membership terminated by the Board. Board approval must be obtained before re-admission of a member whose membership has been so terminated.

Article IV - OFFICERS

Section A - OFFICERS OF THE Project

The officers of the Project shall be President, Vice-President, Secretary and Treasurer.

Section B - TERM OF OFFICE

The term of office shall be one year or until a successor is elected and installed. Officers shall be elected according to Article X of these bylaws. They shall assume their duties at the close of the regular December meeting. All records of office and any Project property shall be turned over to the incoming officers at this time. Any outstanding expenses shall be submitted to the Treasurer by this meeting.

Section C - TERM LIMITS

All officers and committee chairmen may serve without limit.

Section D - VACANCIES

A vacancy in any elective office except the Presidency shall be filled by the Board for the remainder of the term. Normally, a vacancy in the Presidency shall be filled by the Vice-President and the office of Vice President shall be filled by the Board. If the Vice-President is unwilling or unable to serve as President, a new President shall be nominated and elected at the next regular meeting, or if necessary, a special meeting may be called for that purpose.

Section E - NONFEASANCE

Any officer or director who fails to perform the duties of the position in a satisfactory manner may be removed from office by the Board.

Article V - DUTIES OF OFFICERS

Section A - PRESIDENT

1. Shall be the chief executive officer with responsibility for the general supervision of the affairs of the Project.
2. Shall preside at all meetings of the Project and the Board.
3. Shall be the FLGenWeb Project State Coordinator
4. Shall appoint the Director of Operations, the Digital Library and Archives Project Manager and the Webmaster.

Section B - VICE PRESIDENT

1. Shall preside in the absence of the President.
2. Shall assume the office of President in case of a vacancy.

3. Shall be the FLGenWeb Project Assistant State Coordinator.

Section C - SECRETARY

1. Shall record and report minutes of all Board and Project meetings and provide a copy to the Project President and any other member requesting them.

2. Shall keep a file of current minutes and copies of all official papers of the Project including the Bylaws, the Articles of Incorporation, and associated documents.

3. Shall conduct the correspondence of the Project as directed by the Board or the President and maintain a file of such correspondence except for correspondence assigned to others.

Section D - TREASURER

1. Shall be responsible for receiving and disbursing the funds of the Project using a checking account approved by the Board. The Board shall designate an alternate who will be authorized to sign checks in the Treasurer's absence.

2. Shall submit monthly financial statements to the Board and report to the membership at regular monthly meetings.

3. Shall make all treasury records available to the Audit Committee.

4. Shall maintain the Project membership list.

Section E - Executing Contracts and Instruments

Any two officers shall execute all official contracts and instruments of the Project.

Article VI - BOARD OF DIRECTORS

Section A - COMPOSITION

The Board of Directors (the Board) shall be composed of the President (State Coordinator), Vice-President (Assistant State Coordinator), Secretary, Treasurer, Director of Operations, **three (3)** Regional Directors, the Digital Library and Archives Project Manager, Representative at Large and Webmaster.

Section B - FUNCTION

1. The Board shall establish policies and manage the affairs of the Project.
2. The Board shall set the dues for Supporting Membership.
3. The Board shall appoint the Project's representatives to other organizations.

Section C - MEETINGS

1. The FLGenWeb Board of Directors electronic meeting is an FLGenWeb official assembly. Meetings convene at 12:01 AM on the first day of each month and adjourn at 11:59 PM on the last day of each month. Interruptions of meeting business will be through motioned and approved recesses.
2. When required action does not permit waiting until a monthly Board meeting, the Board is authorized to conduct business by telephone, fax, or e-mail. The President shall notify each Board member in sufficient time to allow a full exchange of ideas among the members.
3. Special meetings of the Board may be called by the President or by any three members of the Board.

Section D - QUORUM

A majority of the Board shall constitute a quorum at any regular or special meeting.

Article VII- DUTIES OF DIRECTORS

Section A - DIRECTOR OF OPERATIONS

Maintain the physical presence of FLGenWeb on the Internet, oversee Special Projects, provide technical support as needed and other duties as required.

Section B - REGIONAL DIRECTORS

Shall assist the State Coordinator, Assistant State Coordinator and County Coordinators in maintaining sites and complying with requirements.

Section C - DIGITAL LIBRARY AND ARCHIVES PROJECT MANAGER

1. Shall select, acquire, and maintain books, periodicals, and other publications and electronic data of interest to genealogists and historians.

2. Shall manage the Project's collection within the FLGenWeb Digital Library and Archives and arrange for volunteer staffing.

3. Shall serve as the point of contact with all public libraries associated with Project affairs.

Section D - REPRESENTATIVE AT LARGE

1. Shall preside in the absence of the president and vice president.

2. Shall relay concerns of the general membership to the board.

3. Shall perform other duties as required.

Section E - WEBMASTER

1. The Webmaster shall maintain the FLGenWeb Project State web pages.

2. Shall oversee the various project lists and groups.

3. Shall perform other duties as required.

Article VIII- PROJECT MEETINGS

Section A. - REGULAR MEETINGS

The FLGenWeb Project electronic meeting is a FLGenWeb official assembly. Meetings convene at 12:01 AM on the first day of each month and adjourn at 11:59 PM on the last day of each month. Interruptions of business meetings will be through motioned and approved recesses.

Section B. - ANNUAL MEETING

The Annual Meeting, required by Florida law for all corporations, shall be the regular meeting in November.

Section C. - SPECIAL MEETINGS

Special meetings may be called by the President with the approval of a majority of the Board, or upon written request of at least fifteen percent of the members. Notification of the meeting must be sent to the electronic mail address on record

of all voting members of the Project at least ten days in advance of the special meeting. The notification must include time, date, and purpose of the meeting.

Section D. - QUORUM

A majority of the voting membership shall constitute a quorum at any regular or special meeting.

Article IX - COMMITTEES

SPECIAL COMMITTEES

Special Committees may be established by the Board to accomplish the work of the Project. The Board shall appoint the chairman of each Special Committee. Additional members may be appointed by the Board or may be selected by the chairman, as the Board desires. Such committees must be limited to a specific purpose and for a specific goal or period of time.

Article X - NOMINATIONS AND ELECTIONS

Section A - NOMINATIONS

1. A nominating committee of three members shall be appointed by the President at the **Regular January meeting**. The member first named shall be chairman. At the regular June meeting the committee shall present names for each office.
2. The committee shall survey the **eligible Coordinator** membership to find candidates to fill the positions of Officers, Regional Directors and Representative At Large. They may also compile a list of members willing to serve in other capacities.
3. The Nominating Committee shall present a candidate for each position to the membership at the regular meeting in June. The candidates must have agreed to fulfill all responsibilities of the office if elected.
4. Additional nominations for each position may be made from the floor at that time. **The nominees must have agreed to fulfill all the responsibilities of the office if elected.**

Section B - ELECTIONS

1. Elections shall take place in September with ballots being counted and winners announced by October 15.
2. If there is one candidate for each office, the ballot may be dispensed with and the vote recorded as unanimous.
3. Voting shall be by electronic mail to an Officer of the Court or a Certified Public Accountant.
4. In the event of a runoff, final elections shall take place in October with ballots being counted and winners announced by November 15.

Article XI - FINANCIAL

Section A - FISCAL YEAR

The Project's fiscal year shall be the calendar year.

Section B - ANNUAL BUDGET

A Budget Committee of at least three persons, including the Treasurer, shall be appointed by the President in January. The committee shall draft a budget and submit it to the Board for approval at its regular February meeting. The Budget will then be submitted to the membership at the regular February meeting where it must be finally approved by a majority of the members present.

Section C - EXPENDITURES

1. Officers or Directors may expend money from their budget up to a maximum of \$50 for any single item. The Board must approve any higher budgeted amounts.
2. Unbudgeted amounts up to and including \$250.00 may be approved by the Board. Unbudgeted amounts over \$250 must be approved by the membership.

Section D - FEES

Registration or other fees for seminars, courses, and workshops shall be set by the Board.

Section E - ANNUAL REVIEW

At the annual meeting in November, the President shall appoint a Review Committee consisting of three Project members who are not members of the Board. They shall choose a chairman from their own number. The committee shall review the treasury records for the year and report to the membership at a regular monthly meeting no later than March.

Article XII - RULES OF ORDER

Section A - SPECIAL RULES

1. The only Privileged Motion allowed is calling for a Point of Order. All other Privileged Motions normally allowable in a physical meeting shall not apply.
2. A motion to Lay on the Table shall not be allowed.
3. The number required for an affirmative vote on a call for a Previous Question shall be 60 percent of the members voting on said call.
4. Each voting member shall be allowed to argue for or against the motion at hand. Said emails must be posted within 72-hours of notification of a motion to be voted on. Voting will begin when discussion ends, but not more than one week after the original notice. The debate may be extended by a majority vote.
5. A motion to postpone a vote on a given motion shall include a specific date and time for the resumption of consideration of said motion under question. No motion for postponement which does not include such specific date and time shall be allowed. Vote on a motion for postponement must begin within 24 hours of said motion being posted and end within 72 hours.
6. A motion under discussion may be amended by another member, with the consent of the original party making the motion. Such amendments, and the discussions pertaining thereto, plus informal discussions of both the original motion and any and all other amendments, may occur between the parties involved and not become a part of the official record. The official record shall contain the original motion, any and all amendments thereto, and those parts of the informal discussions each member chooses to share with the general body prior to the taking of the vote. A member who has formally proposed an amendment may withdraw said amendment at any time prior to the taking of the final vote.

Section B - PARLIMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall guide the proceedings of the Project in all instances not covered by these bylaws.

Article XIII - DISSOLUTION

In the event of dissolution, the Project shall first satisfy any outstanding liabilities or obligations. Remaining assets shall be distributed to any one or more non-profit organizations with interests similar to those of the Project, as required by the Articles of Incorporation in the State of Florida. The recipient organizations may be recommended by the Board and shall be selected and approved by a majority vote of members attending a regular or special meeting.

Article XIV - AMENDMENTS

These bylaws may be amended or revised by a majority approval of the Board, followed by a majority vote of the members. The Board shall be given sufficient time for consideration and discussion before their vote is expected. After approval by the Board, proposed changes shall then be published on the FLGenWeb Project list and/or web site one month prior to the meeting where the approval vote is taken.

These bylaws were amended on 25 March 2009.

Approved 25 March 2009 by:

Thomas Parker, Secretary (Copy of applicable Minutes attached.)

William Zehner, President.