

THE IRISH FAMILY HISTORY FORUM, INC.

BYLAWS

ARTICLE I – NAME

The name of the organization is The Irish Family History Forum, Inc. For purposes of these Bylaws, it shall be known as the “Forum.”

ARTICLE II – INCORPORATION AND STATUS

1. The Forum is a charitable corporation (N-PCL § 201 [c]) and was incorporated on August 6, 1993 as a Type B corporation, pursuant to then Section 402 of the Not-for-Profit Corporation Law of the State of New York.
2. The Forum was issued Federal Employer’s Identification #11-3158716 by the U.S. Internal Revenue Service and granted exemption from federal income taxation on March 25, 1994, retroactive to the date of incorporation, pursuant to Section 501 (c) (3) of the Internal Revenue Code. As such, it automatically became exempt from New York State franchise taxation under Article 9–A of the Tax Law, and Regulation 1–3.4 (b) (6) of the Commissioner of Taxation and Finance of the State of New York, subject, however, to the filing of Form CT–247 or other notification to the Commissioner.
3. The Forum was granted exemption from the payment of New York State sales and use taxes by the New York State Department of Taxation and Finance, on September 6, 1994, and was issued Certificate #EX 209478 in connection therewith. Notwithstanding the same, The Forum shall collect sale and use taxes from those persons required by law to pay the same and shall report and transmit the same to the taxing authorities to whom the same shall be required to be transmitted.

ARTICLE III – PURPOSES

The purposes of the Forum are:

1. To promote awareness of and interest in Irish family history and genealogy, and the history, culture, and traditions of Ireland, and foster the study thereof by conducting meetings, workshops, seminars, field trips, and educational programs.
2. To encourage the preservation of genealogical records and public access to civil and religious records.
3. To disseminate and publish genealogical and historical materials through a newsletter, a Forum website and any other electronic platforms it deems appropriate.

4. To do such other things it may elect to do to further the purposes of the Forum as set forth in its Certificate of Incorporation and Bylaws.

ARTICLE IV – MEMBERSHIP

Any person is eligible for membership in the Forum upon the submission of a completed application and the payment of dues.

ARTICLE V – FISCAL YEAR AND DUES

1. The fiscal year of the Forum is from January 1 through December 31.
2. The Board of Directors (“Board”) of the Forum shall determine the annual dues.
3. A member of the Forum in good standing is one whose current dues have been paid, and is otherwise in compliance with the Forum’s Bylaws.

ARTICLE VI – MEMBERSHIP MEETINGS

1. Regular membership meetings are held monthly, except during July and August. The Board may cancel or reschedule a meeting if necessary.
2. The February meeting shall be the Annual Meeting.
3. Elections for vacant officer and director positions shall be held at the November meeting.
4. For purposes of conducting business at a membership meeting, one-tenth of the members in good standing constitutes a quorum.

ARTICLE VII – OFFICERS AND BOARD OF DIRECTORS

1. Officers:
 - a) There shall be 8 officers of the Forum, namely President, Executive Vice President, Vice President – Programs, Vice President – Membership, Vice President – Newsletter, Recording Secretary, Corresponding Secretary, and Treasurer.
 - b) The President, Vice President – Membership, Vice President – Newsletter, and Recording Secretary shall be elected at the November membership meeting in odd numbered years and take office on the first day of the following January.
 - c) The Executive Vice-President, Vice President – Programs, Corresponding Secretary, and Treasurer shall be elected at the November membership meeting in even numbered years and take office on the first day of the following January.

- d) No person is eligible to serve as an officer of the Forum or be appointed to fill a vacancy in any office, or continue to serve, once elected or appointed, unless that person is a member in good standing.
- e) All officers are elected for a term of two years and take office on the first day of the following January. If an office other than that of President is vacant or becomes vacant following the election of a person thereto, the President, subject to confirmation by the Board, shall appoint an individual to fill that office.
- f) In the absence of the President and Executive Vice-President, any officer may preside at a Board or membership meeting.

2. Board of Directors:

- a) The Board consists of 8 officers and 6 directors. A quorum of the Board is 7 members.
- b) The Board is responsible for the general supervision of the Forum's affairs and performs such other duties as prescribed by law, the Forum's Certificate of Incorporation, and these Bylaws.
- c) No person is eligible to serve as a director of the Forum, or be appointed to fill a vacant director position, or continue to serve once elected or appointed, unless that person is a member in good standing.
- d) Directors shall be elected at the November membership meeting on a staggered basis, two per year, each for a term of three years, and shall take office on the first day of the following January.
- e) If a director position becomes vacant following the election of a person thereto, the President, subject to confirmation by the Board, shall appoint a person to fill the unexpired term of that office.
- f) If the office of President becomes vacant following the election of a person thereto, and the Executive Vice President is unable to assume said office, the Board shall appoint an individual to fill the unexpired term of that office.

ARTICLE VIII – DUTIES OF OFFICERS

- 1. In addition to the basic duties prescribed by these Bylaws, each officer or director shall be responsible for such other duties as may be assigned by the President.
- 2. President:
 - a) Presides at Board and membership meetings.

- b) Serves as chief executive officer and official spokesperson.
 - c) Appoints, subject to confirmation by the Board, chairs of all committees.
 - d) Is an *ex officio* member of all committees, except for the Nominating Committee.
 - e) Signs all contracts approved by the Board or may delegate such authority to any Forum officer.
 - f) The President or the Treasurer signs all Forum checks and authorizes all electronic transactions.
 - g) Presents a report, with respect to the matters transacted during the preceding calendar year, at the Annual Meeting.
3. Executive Vice-President:
- a) Presides at Board and membership meetings in the absence of the President.
 - b) Assumes the Presidency in the event of the temporary absence, incapacity, resignation, or death of the President. In the event of a vacancy in the office of President, the assumption of said office by the Executive Vice President shall be for the balance of the unexpired term of the President.
4. Vice President – Programs:
- a) Proposes programs, topics and speakers for membership meetings and is responsible for the effectuation of same.
 - b) Presents a written report at each Board meeting.
5. Vice President – Membership:
- a) Manages all membership services, records, and notifications, and maintains a current list of all members in good standing and those delinquent in their dues.
 - b) Presents a written report at each Board meeting.
6. Vice President – Newsletter:
- a) Serves as editor and is responsible for the regular publication and distribution of the official newsletter of the Forum.
 - b) Presents a written report at each Board meeting.
7. Recording Secretary:

- a) Records minutes of all Board meetings and those membership meetings where business is conducted.
 - b) Distributes said minutes to the Board for approval and makes the approved minutes available to the membership.
 - c) Maintains minutes, committee reports, Bylaws, Certificate of Incorporation, corporate seal and such other non-financial legal documents of the Forum as the Board may require.
8. Corresponding Secretary:
- a) Gives notice of Board meetings to those entitled thereto.
 - b) Corresponds on behalf of the Forum.
 - c) Collects the Forum's mail and distributes it as necessary.
 - d) Presents a written report at each Board meeting.
9. Treasurer:
- a) Is the custodian of all Forum funds in the depository or depositories selected by the Board.
 - b) Prepares and maintains all Forum financial records and has them available for audit or review.
 - c) Presents a written financial report at each Board meeting and a yearly report at the Annual Meeting.
 - d) Prepares and files all financial forms and reports required by law.

ARTICLE IX – COMMITTEES

The Forum's committees consist of the Audit and Nominating Committees and such other Committees of the Board and Committees of the Corporation as the Board may establish.

ARTICLE X – NOMINATIONS AND ELECTIONS

1. Nominations:
- a) The Nominating Committee shall present to the Board a list of at least one person for each officer and director position required to be filled under these Bylaws in

sufficient time for the list to be published in the Forum newsletter or by such electronic means or other methods as the Board may direct.

- b) Nominations may be made from the floor as long as the proponent and the seconder are members in good standing and the nominee is present and states his or her willingness to accept the nomination, or if absent, has stated such willingness in writing and caused that writing to be delivered to the Recording Secretary at or prior to the election.

2. Voting:

- a) Members in good standing are eligible to vote in elections and other business of the Forum.
- b) Voting in elections is by secret paper ballot of members in good standing, unless there is only one nominee for a particular position, in which event the election for that position shall be by voice vote.

ARTICLE XI – REMOVAL OF OFFICERS AND DIRECTORS

Any officer or director, appointed or elected, may be removed for or without cause pursuant to the provisions of the Not-for-Profit Corporation Law §§ 706, 714, as may be revised, repealed or replaced.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The Rules set forth in the latest edition of *Robert's Rules of Order* shall be controlling at all Forum meetings except when the Rules are inconsistent with the Forum's Certificate of Incorporation or Bylaws, in which event the Certificate or Bylaws control.

ARTICLE XIII – AMENDMENT OF BYLAWS

After timely notice, the Bylaws may be amended at any monthly membership meeting by affirmative vote of a majority of those members in good standing, provided a quorum is present.

ARTICLE XIV – CONFLICT OF INTEREST

Officers, directors and key persons must follow the Forum's conflict of interest policy and procedures.

ARTICLE XV – DISSOLUTION OF THE FORUM

The Forum may be dissolved, and its assets distributed, in accordance with the provisions of the Not-for-Profit Corporation Law and any other applicable provision of law.