

SEELEY GENEALOGICAL SOCIETY

Constitution and Bylaws

Constitution

(Revised October 1, 2021)

ARTICLE I: Name

SECTION 1. The name of this organization shall be THE SEELEY GENEALOGICAL SOCIETY, hereinafter referred to as “the Society or SGS.”

SECTION 2. The Reverend Garner Osborne is recognized as the founder of the society. Any person who was a member prior to 1965 is a charter member.

ARTICLE II: Objectives

SECTION 1. The Society shall solicit as members, descendants of the Seeley surname of all spellings to include those who by marriage have acquired another surname, and anyone who has an interest in genealogy. Known surname spelling variants include Seelye, Seely, Selee, Sealey, Sealy, Seela, Cilley, Ceely, Ceilly, and Ceilley; however, all similar spellings or variants are included.

SECTION 2. The Society shall engage in research, study, verification, discussion, collation, publication, dissemination, and preservation of Seeley information for the education and benefit of its members and for posterity. In so far as practical, the Society shall respond to all that inquire about Seeley ancestral lines. The Society shall receive, hold and invest appropriate monies, dues, gifts, proceeds from sales, interest, etc., and control and administer any properties for the benefit of the Society. The Society shall publish a periodic Newsletter.

SECTION 3. The Society shall establish and maintain associations with societies of other surnames and state and national organizations to encourage interest in genealogy and to benefit therefrom.

SECTION 4. The Society shall pay special recognition to Robert Seeley of England who immigrated to America in anno domini 1630 and to Obadiah Seeley, who appeared in the records of Stamford, Connecticut, in 1640.

SECTION 5. The Society shall maintain the Seelye Research Center, co-located with the Seelye Mansion in Abilene, Kansas. The Research Center shall collect family and archival records for research by the membership and members of the general public.

ARTICLE III: Membership, Dues and Fiscal Year

SECTION 1. There shall be three classes of membership in the Society:

- (1) Charter: Persons who participate in founding and administration of the Society prior to 1965.
- (2) Individual, Library, or Society
- (3) Lifetime

Charter, Individual, and Lifetime memberships shall apply to a member and spouse with one vote allotted per membership.

SECTION 2. Dues shall be specified in the SGS Newsletter subject to revision per Article I of the Bylaws.

SECTION 3. Any and all references within the Constitution and Bylaws referring to the fiscal year shall refer to the period from October 1 through September 30.

ARTICLE IV: Officers

SECTION 1. The elected officers of the Society shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, Chief Genealogist, and three Directors elected from the general membership. The elected officers and directors shall constitute the Executive Board. Voting members of the Executive Board must be elected and not appointed.

SECTION 2. The President shall appoint an Ancestor Files Chair, a Membership Chair, a Director of Communication, Assistant Genealogists as required, and a Director for the Seelye Research Center.

SECTION 3. Any member of the SGS may hold the position of an elected or appointed officer within the SGS.

ARTICLE V: Meetings

SECTION 1. The membership shall meet at least every two years, physically or virtually, as specified in the Bylaws. Business of the Society may be conducted if there is a quorum present at the Membership Meeting.

SECTION 2. The officers and Executive Board shall meet as specified in the Bylaws and serve without monetary compensation.

SECTION 3. The order of business at all meetings shall be governed by Robert's Rules of Order, Revised. The President may appoint a Parliamentarian, who shall serve at the pleasure of the President.

SECTION 4. To conduct business of the Society at a Membership Meeting, a quorum of ten percent of the membership shall be required. Five elected officers shall constitute a quorum of the Executive Board.

ARTICLE VI: Indemnification

SECTION 1. The Society shall indemnify, to the fullest extent permitted by law, any officer or member of the Executive Board for liability resulting from acts taken on behalf of the Society in an official capacity. Individuals shall be entitled to indemnification only to the extent that their conduct was authorized by the Society. The Executive Board shall take action as may be necessary to authorize an appropriate amount of indemnification, after consulting with legal counsel. This indemnification shall not apply: (1) if an individual has breached a fiduciary duty, failed to act in good faith or failed to act in the best interest of the Society and (2) if that breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This exemption from personal liability shall not apply to any individual who

is deemed liable pursuant to criminal statutes or who may be liable for payment of any local, state or federal taxes.

ARTICLE VII: Disposition of Assets upon Dissolution of the Seeley Genealogical Society

SECTION 1. At the time that the dissolution of the Seeley Genealogical Society becomes necessary, all remaining assets shall be transferred to one or more entities that are involved in collecting, disseminating and archiving genealogical information available for general public use. The Executive Board shall distribute such remaining assets to such entities with similar objectives as outlined in the SGS Constitution, provided that they meet IRS Section 501 (c) (3) requirements.

Bylaws

(Revised October 1, 2021)

ARTICLE I: Dues and Membership

- SECTION 1. It shall be the responsibility of the Executive Board to periodically review the dues structure to ensure the fiscal integrity of the Society. Changes proposed by the Executive Board must be approved by a three-fifths vote of the membership at a Membership Meeting, or through acceptable communication channels as determined by the Executive Board, subject to quorum requirements and the minimum requirements of Article V – Sections 1 and 4 of the Constitution. Dues are to be paid to the Treasurer who shall send the members' documentation to the Membership Chair.
- SECTION 2. Membership shall be awarded as specified in Article II, Section 1 of the Constitution.
- SECTION 3. Membership may be refused or suspended by a three-fifths vote of the Executive Board to anyone or any organization whose interests conflict with the purpose of the Society.

ARTICLE II: Meetings

- SECTION 1: The President, with the approval of the Executive Board, shall call meetings of the Board and the general membership subject to the minimum requirements of Article V, Sections 1 and 2 of the Constitution.
- SECTION 2. It is recommended that the President call a meeting of the Executive Board at least once a year. The Society recognizes the geographical dispersion of the officers and directors. The President and Executive Board may conduct business by any method that permits all participants to communicate adequately with each other. Minutes of Board Meetings shall be reported to the membership in the Newsletter. An in-person meeting of officers and directors is encouraged when it is practical.
- SECTION 3. Six (6) members of the Executive Board may call a special meeting of the Executive Board for consideration of issues. A special meeting of the Executive Board may also be called by ten percent of the membership of the Society by signed petition, at no expense to the Society. Quorum requirements shall apply.

ARTICLE III: Election of Officers and Directors

- SECTION 1. Officers and Directors of the Society shall be elected for a term of two years. The election shall take place at the Membership Meeting. Officers and members in good standing shall be eligible to vote. A quorum of ten percent of the membership shall be required for a valid election.
- SECTION 2. The officers' and directors' term of office shall begin on October 1 following the election or reelection of officers and directors at the Membership Meeting. There shall be no limit to the number of terms an individual may serve in any position.
- SECTION 3. No member shall hold more than one elected office at a time, except for short times resulting from succession to office as provided for in Article III, Section 4.

SECTION 4. In the event of the resignation or incapacity of any officer, except the President or a Vice President, the vacancy shall be filled by a majority vote of the remaining elected officers. For an unexpired term of the President and/or a Vice President, succession shall be automatic from the remaining elected officers in the order shown in Article IV, Section 1 of the Constitution, exclusive of the Treasurer.

SECTION 5. If there is more than one nominee for any office, elections shall be by secret ballot, and a majority of the voting quorum shall elect.

ARTICLE IV: Duties of Elected Officers

SECTION 1. President: The President shall be the chief executive officer of the Society, shall preside at all meetings, and shall be a member of all committees except the nomination and auditing committees. The President is authorized to approve disbursement of reasonable fund amounts from the Treasurer's account(s) for the routine operation of the Society business, to carry on correspondence and to publish the Newsletters. The President shall serve as the chair of the committee to organize the Membership Meeting conducted per Article V, Section 1 of the Constitution.

SECTION 2. If the President determines that an elected officer or director is not performing the duties for which elected, the President may request that the Executive Board remove the member from the Board. Such removal shall require a three-fifths vote of the eligible Executive Board members.

SECTION 3. First Vice President: The First Vice President shall perform duties assigned by the President, preside and perform all duties necessary in the absence of the President, and assume the Presidency if the office becomes vacant.

SECTION 4. Second Vice President: The Second Vice President shall perform duties assigned by the President, preside and perform all duties necessary in the absence of the President and First Vice President.

SECTION 5. Secretary: The Secretary shall record and preserve the minutes of the meetings of the Executive Board and of the Membership Meetings. The Secretary shall perform other administrative duties as assigned by the President.

SECTION 6. Treasurer: The Treasurer shall safeguard the funds and maintain all accounts in the name of The Seeley Genealogical Society and shall be responsible for maintaining adequate financial records.

When the Executive Board shall determine bonding is required, this shall be done at the expense of the Society. If investment of funds of the Society is made, approval of the Executive Board is required.

SECTION 7. Chief Genealogist: The Chief Genealogist shall have custody of the genealogical files of the Society, maintain such other files necessary for performing assigned duties, and safeguard them from common hazards. The duties are those generally accepted as responsibilities of a genealogist. The Chief Genealogist shall be assisted by genealogists appointed by the President and shall also work closely with the Director of the Seelye Research Center to assure that all Society records are copied and/or archived at the Center for researchers' use.

SECTION 8. Directors: The three Directors shall serve as representatives of the general membership.

They may be assigned duties by the President to assist in the administration of the Society.

SECTION 9. Past President: The immediate Past President shall be an ex-officio member of the Executive Board and committees in a non-voting advisory capacity.

SECTION 10. The President, with the approval of the Executive Board, may establish other positions and collateral duties not named elsewhere.

ARTICLE V: Duties of Appointed Officers

SECTION 1. Director of Communication: The Director of Communication shall be responsible for overseeing all aspects of the Society's external and internal communications in accordance with this document, the directions of the President, and the best interests of SGS. This may include, but is not limited to, publishing a Newsletter and other publications of SGS, management of the Society's online properties, and other duties as assigned. The Director shall be assisted by volunteers and others appointed by the President.

SECTION 2. Ancestor Files Chair: The Ancestor Files Chair shall be responsible for maintaining a computerized database, in coordination with the Chief Genealogist, of all ancestor files submitted by members of the Society and shall also be responsible for responding to inquiries to the Society regarding established lineage.

SECTION 3. Research Center Director: The Research Center Director shall be responsible for maintaining the Seelye Research Center in Abilene, Kansas, as a resource for Society members and the general public and shall act as an advisor to the President and to the Chief Genealogist.

SECTION 4. Membership Chair: The Membership Chair shall be responsible for the promotion of the Society membership and the maintenance of membership rolls. The Membership Chair shall be appointed by the President from the membership, exclusive of the Treasurer.

SECTION 5. Assistant Genealogists: Assistant Genealogists, when appointed, shall be responsible for specific tasks in support of the Chief Genealogist's function.

ARTICLE VI: Committees

SECTION 1. The President shall appoint necessary standing and ad hoc committees and require reports from them.

SECTION 2. Nominating Committee: The President shall appoint a nominating committee of at least two (2) members one year in advance of the Membership Meeting. The nominating committee shall ascertain that all candidates nominated are willing to serve if elected. The election shall proceed as provided in Article III of these Bylaws. Nominations may be made from the floor for all offices with the consent of the nominee.

SECTION 3. Auditing Committee: The President shall appoint an auditing committee, independent of the Treasurer, of not less than two (2) members to examine the financial records of the Society once every two years, or more often if required by the Executive Board. The results shall be presented to the membership in attendance at each Membership Meeting, and submitted in writing for publication in the Newsletter.

ARTICLE VII: Amendments and/or Revisions

SECTION 1. Amendments and/or revisions to the Constitution and the Bylaws shall require approval by a three-fifths vote of the membership at a Membership Meeting, or through acceptable communication channels as determined by the Executive Board, subject to the quorum requirements and the minimum requirements of Article V – Sections 1 and 4 of the Constitution. All proposed changes shall be printed in the Newsletter for membership review a minimum of three months prior to the Membership Meeting.