

GERMANS FROM RUSSIA HERITAGE SOCIETY

Amended BYLAWS

Adopted by GRHS Membership December 28, 1970
Amended 7/14/1979, 7/20/2012, 8/2/2019

ARTICLES OF AMENDMENT

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BYLAWS OF THE GERMANS FROM RUSSIA HERITAGE SOCIETY

ARTICLE I -- NAME

The name of this organization shall be GERMANS FROM RUSSIA HERITAGE SOCIETY, also referred to as GRHS.

ARTICLE II -- OBJECT

The object of this Society shall be to bring together those people interested in the collection, publication and preservation of our heritage as Germans from Russia as stated in the Society's Articles of Incorporation.

ARTICLE III – FISCAL YEAR

The fiscal year of the Society and its Chapters shall be from January 1 through December 31 of each year.

ARTICLE IV – GRHS MEMBERSHIP

GRHS shall have three classes of memberships with the dues established by GRHS members at the Annual Business Meeting or any special meeting called for that purpose. Persons in arrears following two notices as of January 31 of each year shall be removed from the active membership list.

The membership classes are described below:

4.1. Regular Membership.

Regular memberships are annual and dues are payable in advance prior to the beginning of the calendar year. A new member joining in January through December will pay dues for the full year, however, at the Board's discretion some months in the last two quarters may be offered at reduced rates. A membership which has lapsed due to nonpayment of dues is not entitled to a reduced rate upon reinstatement.

This membership shall include any person(s) regardless of age from within the same household. The household will be issued a membership number. More than one membership card with the same number may be issued, but that membership number will be limited to two rights to vote. The eligible voters must be present in order to vote. A one-person household has one vote. Membership will grant eligibility to all cardholders to be officeholders and will grant all other benefits that may accrue as a result of GRHS membership.

This membership shall entitle the household to a subscription to the Heritage Review and the Stammbaum. New memberships shall be entitled to all periodicals issued in the quarter of the new membership and the remainder of the calendar year. A new membership wishing periodicals for the entire year may receive them by paying full annual dues.

4.2. Educational Membership.

This annual, non-voting membership shall be specifically for libraries and other educational institutions. A membership card will be issued to the library or institution and will entitle the holder to a subscription to the Heritage Review and the Stammbaum,

4.3. Life Membership.

This membership shall be for the life of the person(s) involved. A membership card shall be issued in a member's name and, if so desired, one other card with the same number and a voting right may be issued in another name. These persons must be living in the same household at the time of purchase. Benefits of a Regular Membership will apply.

If said household has changed because of death, the surviving member shall remain as a life member. The membership card of the deceased shall be voided.

Should said household change by other means, both cardholders will continue as life members, each retaining their card. In this situation the parties involved are responsible for determining which cardholder shall be entitled to the GRHS publications and must inform the GRHS office manager of the determination.

The cost of the membership may be paid in yearly installments not to exceed five years. All annual membership installments shall be due on January 1 of each year and shall be payable in advance.

ARTICLE V – GRHS MEETINGS

5.1. GRHS Annual General Membership Meeting.

This meeting shall be held during the Annual GRHS Convention and shall be for the purpose of electing members to the Board of Directors, ratifying appointments to the Board, acting on proposed changes to Articles of Incorporation and/or the Bylaws, or any other business deemed necessary. The GRHS Board of Directors shall determine the meeting date. Official written notice of the annual meeting shall include the date, time and place and must be sent to all members not less than 30 days prior to such meeting. Notice shall also appear in the GRHS publication mailed prior to such meeting, if possible.

A quorum for the conducting of business shall consist of those voting members present.

All matters, unless otherwise stated in these bylaws, shall be decided by a majority vote of those members present and eligible to vote. In the following cases voting shall be by ballot:

- A. To adopt or amend the Articles of Incorporation, and/or the Bylaws of GRHS.
- B. To elect individual members to the Board of Directors when there are more candidates than open director positions.
- C. When requested by any eligible voting member present.

5.2. GRHS Special Meetings.

Special meetings of GRHS may be called by the President, Vice-President in the absence of the President, a majority of the Board of Directors, or by petition of at least 25 of the individual voting members. All special meeting notices shall state in writing the time, place and purpose of such meeting.

Notice in writing shall be given to all members at least 10 days prior to the calling of such meeting.

A quorum for the conducting of business shall consist of those voting members present.

ARTICLE VI -- GRHS BOARD OF DIRECTORS

6.1. Composition.

The GRHS Board of Directors shall be composed of 15 members elected at large plus one member elected by each chapter. A member who serves both as a Director at Large and Chapter Director has only one vote.

6.2. Election and Term.

Directors at Large are elected at the Annual General Membership Meeting. If there are more candidates than open positions, voting shall be by ballot. All persons shall be elected by receiving the highest number of votes cast, i.e. five vacancies will be filled by the five persons receiving the most votes. The term of office shall be 3 years and directors may be reelected.

The terms shall be established so as to elect or reelect 1/3 of the directors each year.

6.3. Duties and Responsibilities.

The GRHS Board of Directors:

- A. Conduct the affairs of the Society by adopting guidelines and deciding questions of policy that affect the Society and its operation.
- B. Reorganize immediately following the annual meeting.
- C. Elect one of the board members, to be known as Member at Large, to the Executive Committee at the reorganization meeting who shall serve a one-year term but may be reelected.
- D. Be bound by the decision of the Executive Committee when the committee acts on behalf of the Board when the following situations occur: When there is unfinished

business, when it is not possible to call the full Board or when it is not possible to have a quorum present at a regularly called Board of Directors meeting.

- E. Not be paid a director's fee for attending meetings unless authorized by the general membership at a legally called meeting.
- F. Be paid only such expenses as deemed necessary upon approval of the Board of Directors.
- G. Be empowered to establish an annual budget.
- H. Be allowed to conduct business at any regularly called meeting attended by a minimum of 25% of the Board of Directors.
- I. Fill any Director at Large vacancy on the Board (except a chapter-elected board member) and have such appointment ratified at any general membership meeting.
- J. Establish committees as necessary and approve individual and committee appointments.
- K. Meet at least four times each year.
- L. Begin their terms of office immediately after their election at the annual general membership meeting of the Society.

ARTICLE VII -- GRHS OFFICERS

7.1. Composition.

The officers of GRHS shall be a President, a Vice-President, a Secretary, and a Treasurer.

7. 2.Nominating and Election Procedure.

All the above officers shall be elected by the Board of Directors at the reorganization meeting of the Board immediately following the Annual General Membership Meeting. Each officer is elected for a one-year term and may be reelected. Each officer shall begin their term immediately after their election at the Annual General Membership Meeting.

7.3. Duties and Responsibilities.

These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.

- A. President.** The President of GRHS shall have executive supervision over the activities and conduct of the Society and its' chapters within the scope of these bylaws. The President shall preside at all meetings of the Board of Directors and general membership meetings, shall have the responsibility for individual and committee appointments subject to Board approval, and shall name the chairperson of each committee.

The President shall report annually the activities of GRHS to its membership. The President or someone appointed by him or her in writing and approved by the Board of Directors shall cosign all checks. The President shall be chairperson of the Executive

Committee. By virtue of the office, he/she shall be an ex-officio member of all committees except a Nominating Committee.

- B. Vice-President.** The Vice-President shall assume the duties of the President in his/her absence. The Vice-President may be assigned specific duties to be performed as authorized by the Board of Directors. The Vice-President shall also act as vice president of the Executive Committee.
- C. Secretary.** The Secretary shall be charged with the responsibility of accurately recording minutes of all Board of Directors and general membership meetings and shall be responsible for their permanent safekeeping. In the absence of the secretary, the person presiding over the meeting shall designate any person to record the proceedings.

The Secretary shall:

- a.** Make reports and send correspondence, notices, etc., as required by the GRHS Board of Directors.
 - b.** Send copies of the minutes of all GRHS meetings to each GRHS Board member and, upon request, to each Chapter President and any Society member.
 - c.** File a copy of the minutes with the GRHS headquarters office to be part of the Society's permanent records.
 - d.** Be a member of the Executive Committee.
 - e.** Receive a salary upon proper action taken at an Annual General Membership Meeting.
- D Treasurer.** The Treasurer shall be responsible for the safekeeping of the Society funds and for maintaining adequate financial records. The Treasurer shall keep the funds in a reputable financial institution as designated by the Board of Directors and shall make investments and pay out funds as authorized by the Board of Directors.

The Treasurer shall:

- a.** Co-sign all checks along with the President or his/her designated representative as directed by the Board of Directors. The Treasurer may also designate, in writing, a representative that shall be approved by the Board of Directors.
 - b.** Prepare a financial report for each Board of Directors meeting and general membership meeting.
 - c.** Receive a salary set by the Board of Directors.
 - d.** At the discretion of the Board of Directors, be authorized to pay the bills. At the Board's discretion, shall list all bills paid during the period between meetings for the Board's review and list the unpaid bills that require Board approval, including any expense vouchers.
 - e.** Prepare a preliminary budget for the Finance Committee, should one be created, and shall, by virtue of his office, be a member of that committee.
 - f.** Be bonded as designated by the Board of Directors.
 - g.** Be a member of the Executive Committee, should one be established.

- h. File all state and federal reports and the returns, if necessary.
- i. Be accountable to the Board of Directors
- j. Acquire a financial report from each Chapter Treasurer as soon following the end of the fiscal year as practical.

ARTICLE VIII -- GRHS EXECUTIVE COMMITTEE

8.1. Composition.

The GRHS Executive Committee shall consist of five members:

- A. President of GRHS
- B. Vice-President of GRHS
- C. Secretary of GRHS
- D. Treasurer of GRHS
- E. **Member at Large:** One member of the GRHS Board of Directors who shall be elected at the reorganization meeting of the Board of Directors.

8.2. Duties.

The Executive Committee shall:

- A. Meet during the interim period of the regular Board of Directors meetings.
- B. Act on behalf of the Board in situations deemed an emergency and/or where empowered by the Board to act on behalf of and bind the GRHS Board whenever it is not possible to call a full Board meeting.
- C. Review the Bylaws and the Articles of Incorporation from time to time and make recommendations as to any proposed changes therein.
- D. Be responsible for establishing necessary guidelines for the supervision and operation of our headquarters, and review and update those guidelines from time to time, making recommendations for changes to the GRHS Board of Directors.
- E. Be responsible for establishing and reviewing necessary guidelines for officers, committees, the GRHS Board and others as may be required and make recommendations for changes to the Board of Directors.
- F. Have the authority to act if at least four members are part of the decision-making process.
- G. Shall serve as part of a steering committee, which committee shall also include as many past Presidents as agree to serve.

ARTICLE IX -- GRHS COMMITTEES

9.1. Standing Committees.

A. Charitable Gifting & Endowment Fund.

The Society shall maintain a permanent endowment fund to insure the financial stability of the organization.

- a. **Composition.** There shall be appointed by the President of the Society, subject to the approval of the Board of Directors, a committee of four members. In addition, the Treasurer of the Society shall serve as an ex-officio and voting member of the committee. The four appointees of the President shall serve for annual terms and shall be eligible for reappointment.
- b. **Duties.** The committee shall be responsible for soliciting and collecting donations to the fund. It shall also be responsible for formulating investment policies with respect to the assets of the fund.
- c. **Custody of Funds.** The Treasurer of GRHS shall have custody of the fund assets and shall invest them as he or she shall be directed by the committee.
- d. **Distribution of Interest.** The committee shall cause all income earned on fund assets to be remitted to the Society at least annually which fund shall then be disbursed as directed by the Board of Directors of the Society.
- e. **Distribution of Principal.** It is the intention that this fund shall be permanent and that there shall be no expenditure of principal. However, the principal may be expended by the action of a majority of members of the Society present and voting at a regular membership meeting for such purposes as shall be directed by such membership meeting.

B. Finance Committee.

The Finance Committee shall review financial reports prior to their presentation at Board of Directors meetings and membership meetings, and shall act as an advisory committee to the GRHS Treasurer. The committee shall prepare an annual budget for approval by the Board of Directors. The committee may from time to time submit budget amendments for approval by the Board of Directors. The committee shall be informed of fund raising activities and projects.

9.2. Special Committees.

Special committees shall be established per **ARTICLE VI, GRHS BOARD OF DIRECTORS, 6.3. Duties and Responsibilities, sub-section J.** Committee members shall be appointed and approved per **ARTICLE VII, GRHS OFFICERS, 7.3. Duties and Responsibilities, subsection A. President**

ARTICLE X -- CHAPTERS

A chapter is any group of persons organized according to the rules set forth herein to further the work of our Germans from Russia Heritage Society, who has read and adopted the Articles of Incorporation and the Bylaws and who is chartered under the auspices of the GRHS. Some chapters are unique in that they communicate by meeting on-line.

10.1. Chapter Formation.

Any group of persons may petition for a chapter charter if:

- A. At least 10 paid GRHS memberships have signed the petition.
- B. The group has chosen a name and a mailing address for the proposed chapter
- C. The new, merging, or affiliated chapter abides by the GRHS Bylaws and Articles of Incorporation.

10.2. Chapter Dissolution.

The GRHS Board of Directors may suspend or revoke a chapter charter if any of the following criteria has not been met:

- A. The GRHS Board of Directors determines that the chapter has no intent of working toward the same common goals as set out in the Bylaws and the Articles of Incorporation
- B. The chapter has not had a meeting for one year
- C. The chapter has not retained the required 10 paid memberships in the previous year. The GRHS Board of Directors, after examining any discrepancies, must notify the respective chapter officers or spokesperson of record, in writing of the intent to suspend or revoke, including the reasons. The chapter shall be given a one-year probationary period from date of notification to rectify such discrepancies. If after one year the minimum criteria have not been met, it shall be assumed the chapter has no desire to continue and, therefore, the charter shall, at the discretion of the GRHS Board, be suspended or revoked. The chapter officers or spokesperson must be notified of such action. Reinstatement can be accomplished by petitioning in the same manner as for a new chapter, including the signatures of 10 or more paid members to accompany the petition.

10.3. Chapter Membership and Dues.

A member in good standing with GRHS may indicate in writing to GRHS Headquarters a preference for affiliation with any number of chapters. A person may be a member of GRHS without being affiliated with any chapter. A person may be a voting member of the chapter provided that the person is a member of GRHS. However, if the chapter has other affiliations, these affiliations will justify the ability to vote in chapter elections, be a chapter director or a chapter officer. In order to help support their budgets, chapters may assess their members beyond the GRHS International dues.

10.4. Chapter Meetings.

A quorum for the conducting of business shall consist of those voting members present.

- A.** The chapter must have at least one meeting per year in order to retain their charter.
- B.** The annual meeting of a chapter shall be held no later than June 30.
Chapters not physically gathering have the option of having their annual meeting online or at the GRHS Convention.
- C.** Notice of the annual meeting must be delivered at least 30 days prior to such meeting. Notice of any special general membership meeting must be delivered not later than 10 days prior to such meeting. Annual or special meetings of the membership shall be called by the President, the Vice-President in the absence of the President, the Spokesperson, a majority of the Board of Directors or by petition of at least 10% of the eligible membership.
- D.** The official notice for annual and/or special meetings shall state in writing the time and place of the meeting and its purpose. Those chapters not meeting physically may notify members online.

10.5. Chapter Board of Directors.

- A.** The number of GRHS members of the board shall be not less than three. The term of office shall be three years and each member may be reelected. Terms of office shall be established to allow approximately one-third of the directors to be elected or reelected each year. Chapters meeting online, who have a spokesperson rather than officers, need not establish a Board of Directors.
- B.** The regular meeting of the Board of Directors shall be held at least twice annually and may be called by the President, the Vice-President in the absence of the President, or a majority of the Board of Directors.
- C.** The Chapter Board of Directors shall:
 - 1. Consist of a minimum of three GRHS members. They shall be; The President and two other Board Members.
 - 2. Have the number of board members decided by the Chapter members during a chapter's annual meeting.
 - 3. Be empowered to conduct the affairs of the chapter
 - 4. Decide questions of policy that affect the chapter that for any reason were not acted upon at any annual or special meeting of the chapter.
 - 5. Establish guidelines where necessary.
 - 6. Designate, if necessary, an Executive Committee to function in the interim between meetings of the Board of Directors. The number of persons on this committee shall always be a majority of the Board.
 - 7. Empower the Executive Committee to make decisions that could bind the full Board by such decisions.
 - 8. Establish committees as necessary.

9. Approve committee appointments.
10. Appoint directors to fill any vacancy in the chapter board when it is not possible to have a general membership meeting. All such appointments must be ratified at the next general membership meeting.
11. Appoint a Chapter Director to the GRHS Board of Directors to fill a vacancy when it is not possible to have a general membership meeting. This appointment must be ratified at the next general membership meeting.
12. Determine what shall constitute an official notice for a directors meeting.
13. Not conduct business unless a majority of the board members are present.

10.6. Chapter Director to the GRHS Board of Directors.

The chapter shall elect a member to represent the chapter and to serve on the GRHS Board of Directors. This person shall be referred to as the Chapter Director and that person shall be a member of GRHS. The Chapter Director shall be granted the same rights and privileges on the GRHS Board that is shared by all Directors. The term of office for the Chapter Director shall be determined by the chapter, but shall be at least one year and shall begin after the election of Directors at the annual convention of the Society, to coincide with the terms of the Directors elected at large.

10.7. Chapter Officers.

The officers shall be a President, a Vice-President, a Secretary, and a Treasurer. The office of the Chapter Secretary and Treasurer or the office of Vice President and Treasurer may be combined. However, the office of President and Treasurer may not be combined. The officers shall be elected by the Board of Directors at the reorganization meeting of the Board immediately following the chapter annual meeting. Each shall begin their term after their election at the chapter annual meeting. Chapters not meeting physically shall have the option of choosing a Spokesperson instead. The Spokesperson is to be elected by the chapter membership.

A. President/Spokesperson. The President/Spokesperson shall have executive supervision over the activities and conduct of the chapter, shall preside at all meetings of the chapter Board of Directors, should one be established, and at general membership meetings. The President shall appoint committees and, by virtue of the office, shall be an ex-officio member of all committees except a Nominating Committee. The president shall serve on and be chairperson of the Executive Committee should one be established. The president shall report annually the activities of the chapter to its membership.

B. Vice-President. The Vice-President may be assigned specific duties as authorized by the chapter Board of Directors, and in absence of the President, will assume the duties of that office. The Vice-President shall act as Vice-President of the Executive Committee, should one be established.

C. Secretary. The Secretary shall:

- a. Record minutes of all board and membership meetings and shall be responsible for their permanent safekeeping.
- b. Maintain a current list of chapter members and their addresses. Said list shall also be on file at GRHS headquarters.
- c. Work in harmony with the GRHS office manager and with the GRHS secretary.
- d. Be responsible for correspondence, notices and reports to or for the chapter's members, its Board of Directors and the GRHS Board of Directors, as required.

D. Treasurer. The Treasurer shall be responsible for the safekeeping of the chapter funds and for maintaining adequate financial records. The Treasurer shall keep the funds in a reputable financial institution as designated by the Board of Directors and shall make investments and pay out funds as authorized by the Board of Directors. The Treasurer shall:

- a. Sign all checks.
- b. Prepare a financial report for all meetings.
- c. File necessary state and federal reports and tax returns, if necessary.
- d. Prepare an annual financial report for the chapter (on a pre-designated form) for the calendar year and file it with the Treasurer of GRHS as soon after January 1 as possible.
- e. At the discretion of the chapter Board of Directors, receive a salary.
- f. At the discretion of the chapter Board of Directors, be bonded.
- g. Be accountable to the chapter Board of Directors.

10.8. Chapter Reporting to the Society.

The Chapter President shall, on an annual basis and in a GRHS standardized format, provide a written report to the Society. The report shall outline the group's activities and accomplishments of the preceding year.

The Chapter Treasurer shall, on an annual basis and in a GRHS standardized format, provide a written report to the Society.

10.9 Chapter Committees'

The Board of Directors of this chapter shall approve of all committees and/or subcommittees as may be necessary.

ARTICLE XI -- PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order Newly Revised 10th Edition, or any later edition, shall govern the proceedings of any meeting of the Society and its Chapters.

ARTICLE XII -- AMENDMENT OF BYLAWS & ARTICLES OF INCORPORATION

These Bylaws and the Articles of Incorporation may be amended by action taken at any legally called GRHS general membership meeting or any GRHS special meeting duly called for that purpose. Care will be taken that changes to the Bylaws do not conflict with the provisions of the Articles of Incorporation. Any proposed change must be presented in its correct terminology to the GRHS Board of Directors first, after which it is mailed to all society members not less than 30 days prior to the meeting at which it is to be considered. All such changes must receive a 2/3 vote of those present and voting. Such changes, upon proper passage, shall be binding to all GRHS chapters.

The bylaws committee shall be authorized to correct article and section designations, spelling, punctuation, and cross-references as long as the corrections do not change meaning or intent.

Revision of Record:

Article X GRHS Chapters –

Section 10.1, A, C – Chapter Formation

Section 10.2, C. - Chapter Dissolution

Section 10.4, B. – Chapter Meetings

Section 10.5, A, C – Chapter Board of Directors

Section 10.6 - Chapter Director

Section 10.7 – Chapter Officers

Adopted at the GRHS Annual General Membership Meeting on this 2 day of August, 2019.