

## **Dutch Cousins of Kentucky, Inc. Bylaws**

### **Article I. Name**

**Section 1.** The name of this organization shall be “Dutch Cousins of Kentucky, Inc.” (herein referred to as Dutch Cousins or Cousins).

### **Article II. Mission Statement and Purpose**

**Section 1.** The Dutch Cousins are a group who are historical, educational, and preservationist in nature. We are descendants of the Low Dutch who settled New Amsterdam, moved to New Jersey, migrated near Gettysburg, and made history when they later populated the Kentucky frontier. Our Dutch Cousins' goal is to research, share, and preserve the genealogy and history of our common Low Dutch heritage, including but not limited to, the restoration and preservation of the Old Mud Meetinghouse near Harrodsburg, KY., and to honor the memory of those ancestors.

**Section 2.** The Dutch Cousins is organized without profit as a motivation. The Officers, Directors, and Members shall not personally profit from the work of others in the group. This does not prohibit member historians or professionals from sharing or exchanging their knowledge with the Dutch Cousins and others. The Cousin members are encouraged to form other groups by surname and retain the surname groups under the Dutch Cousin organization umbrella.

### **Article III. Membership**

**Section 1.** Any person who has an interest in the objectives and purposes of the Dutch Cousins of Kentucky, Inc. is eligible to be a member.

**Section 2.** Any member will be able to cast one vote on any matter that comes before the Dutch Cousins at General Meetings or by mail or email ballot.

**Section 3.** At the present there are no annual dues for membership, but this can be modified under the Standing Rules without an amendment to the bylaws.

### **Article IV. Officers and their Duties**

**Section 1.** Dutch Cousins shall be governed by the Executive Committee (elected Officers)

#### **Article IV. Section 1. Continued**

called meetings of the board; incompetence or inability to perform the duties of the office; conviction of a crime; conduct deemed by the board to be unprofessional conduct harmful to the Dutch Cousins organization or its purpose. Any officer considered for removal will be invited to meet with the board. Voting shall be by secret ballot.

**Section 2. BOARD OF DIRECTORS:** The three-member Board of Directors is appointed by the current Officers. At least one of the Board of Directors must reside in Kentucky to maintain our charter as required.

**Section 3. EXECUTIVE COMMITTEE:** Dutch Cousins shall elect six members to serve as Officers: President, Vice President, Treasurer, Secretary, Gathering Coordinator and Webmaster. These six Officers shall function as the Executive Committee. The Officers shall have one vote each on issues that require a decision by the Executive Committee.

**Section 4. PRESIDENT:** The President shall preside at the General Membership meetings, the Executive Committee meetings, and approve Treasurer Disbursements of more than \$1,000.00. The President shall appoint a Finance Committee to audit the Books of the Treasurer. The President may appoint all Chairpersons of Committees or may delegate that duty to the Gathering Coordinator.

**Section 5. VICE PRESIDENT:** The Vice President shall perform various duties of the President as requested. The Vice President shall preside over General Membership meetings or Executive meetings if the President is not able to so. The Vice President is tasked with acquiring nominations for officers and chair positions, with the assistance of the President and the Gathering Coordinator

**Section 6. TREASURER:** The Treasurer shall receive, disburse, and account for all funds of the organization. He/she will provide a financial statement of the organization's funds at each meeting of the Executive Committee, said statement to be also distributed to the membership after the Board's review, and prepare a budget for the next Gathering based on the preceding event. He/she will provide all necessary materials for a biennial audit of the organization's funds. All money shall be deposited in the name of the **Dutch Cousins** in such banks, trust companies or other depositories as are approved by the Executive Committee. If required by the Executive Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum as the Board shall determine, cost of the bond shall be paid by the organization. The Treasurer shall timely file I.R.S. form 990-N, (ePostcard) and perform such other duties as from time to time may be assigned by the President.

**Section 7. SECRETARY:** The Secretary shall keep the minutes of all meetings and stay in communication with the Officers and the general membership. By March 30th of the year of our gathering, he/she will complete a comparison and update of the membership mailing list with that of the Editor of Letters mailing list to ensure accuracy of membership data. The Secretary will maintain records of the Organization and when appropriate, provide such records to outside agencies. The secretary shall request items for the meeting agenda at least two weeks in advance, prepare the agenda and distribute it to the Executive Committee before the biennial meeting. The secretary may also perform other duties assigned by the President.

**Section 8. DUTCH COUSINS GATHERING COORDINATOR:** This Chairperson shall assist the President and other Officers in the coordination of all aspects of the biennial Gathering of Dutch Cousins. He/she shall perform such other duties assigned to him/her by the president.

**Section 9. WEBMASTER:** The Webmaster shall produce, edit, update and otherwise provide upkeep of the official Dutch Cousins Internet web page. The President and/or the Board of Directors may specify the information to be added to the web page and the timeliness of updates. Cost of the website is the responsibility of the organization.

**Section 10. FINANCE COMMITTEE:** The auditor(s) to be appointed by the President shall not be member(s) of the Executive Committee or the Board of Directors, but may, at the discretion of the Executive Committee, be member(s) of the Organization as long as the Executive Committee is assured that there would be no conflict of interest with such person(s).

**Section 11.** Communication between the Officers shall be done when the need arises to make decisions for the good of the Dutch Cousins organization. This shall be accomplished using in person, email, phone and/or electronic methods of communication meetings. No meetings would normally be scheduled between the General Meetings held every two years.

**Section 12.** The Dutch Cousins Board of Directors initially includes a minimum of three appointed delegates who will assist with the planning and the organizational process. They have one vote each on matters concerning the membership. The Board has the power to remove any Officer they deem is not able to perform the duties of their office. Changes to the number of members on the Board of Directors can be changed under the Standing Rules without amendment to the Bylaws.

## **Article V. Elections and Vacancies**

**Section 1.** Officers shall be elected to serve for two years. Should any vacancy occur the remaining members of the Executive Committee may appoint a person to fill those duties until the next General Meeting.

**Section 2.** Nominations for office may be made by any member, after securing the nominee's consent, and the names shall be presented to the Secretary for the agenda as early as possible before each General Meeting. Each Officer shall communicate (to the Secretary) their willingness to retain their position, or to change to another position, or to resign from the Executive Committee before the next General Meeting.

**Section 3.** Elections will be held during the General Meeting. Quorum for Membership meetings shall consist of a quorum of the Officers, Board of Directors and any fifteen (15) Members who are not Officers or Directors . The election will be conducted using a yea or nay verbal vote.

**Section 4.** If a vacancy occurs then the President will have the Secretary send a general email to the membership asking for a nomination for the position. Once there is a nomination then the remaining Officers shall cast one vote each for the nominee.

**Section 5.** TERM LIMITS: Serving as a President or Executive Committee member requires an intensive commitment of time and energy. Prospective officers are more likely to agree to serve if they know the office has an expiration date. There shall be a limit placed on the number of terms an Officer may serve as two terms of two years each. A term-limited Officer may choose to remain on the Board in a different position for the same length of time.

**Section 6.** Votes on issues other than elections shall be decided on majority vote. If there is an issue that must be made by the entire membership then an email , US Postal mail or an electronic method ballot will be sent.

## **Article VI. Meetings and Quorums**

**Section 1.** General Membership meetings shall be held at least every two years in conjunction with the Dutch Cousins Gathering. During the meeting, issues that need to be discussed and voted on will be addressed. A simple yea or nay vote will suffice. Schedule of the meeting will be established and can be changed under the Standing Rules.

**Section 2.** Fifteen members other than the Officers shall constitute a quorum for the purpose of conducting business at the General Membership meetings. At least four of the six Officers must be present for a quorum of Officers.

**Section 3.** The Board and Officers shall meet prior to the Gathering to discuss important issues that need to be presented to the General Membership and set the General Membership meeting agenda.

**Section 4.** Quorum for the Officers shall be four of the six current Officers. The quorum for Meetings of the Board of Directors shall consist of at least two-thirds (2/3) of the Board members. The quorum for Membership meetings shall consist of a quorum of the Officers, Board of Directors, and any fifteen (15) Members who are not Officers or Directors.

**Section 5.** If there is a need to hold a meeting between Gathering meetings, they shall be done by phone, email, or electronic method. If there is a need for a vote between the Gathering meetings, then that vote shall be conducted by phone, email, or electronic method as determined by the Executive Committee.

## **Article VII. Parliamentary Procedures**

**Section 1.** Meetings will be governed by “Robert’s Rules of Order” and by the By-laws of the organization.

## **Article VIII. Expenditures**

**Section 1.** Members grant the Board authority to use organizational funds to conduct business.

**Section 2.** Expenditures for ongoing operating expenses do not have to be approved. The President must approve all expenditures over \$1,000.00. Any expenditure over \$2,000.00 must have approval of the Board.

**Section 3.** At this time there is no paid staff. If at some point in the future it is decided that paid staff is appropriate then the Board may vote to hire such staff. Paid staff may be Members.

**Section 4.** The Board may reimburse its Directors or Officers for expenses incurred on behalf of the organization.

## **Article IX. Standing Rules**

**Section 1.** Suggested Revisions to the Standing Rules. These changes require a 2/3 majority approval of the Board of Directors at any regular meeting. Standing Rules are those rules, regulations and procedures that need to be somewhat more flexible and more easily changed than Bylaws but still represent significant procedures of the organization.

## **Article X. Amendments**

**Section 1.** Amendments to the Bylaws or the Articles of Incorporation may be initiated by any Member with majority approval of the Board, or with a petition signed by Ten (10) Members. The intent of the amendment and the effect shall be clearly explained by the initiator.

**Section 2.** Proposed amendments to the Bylaws shall be voted on at the General Meetings and will require a quorum of Members, Directors, and Officers.

## **Article XI. Dissolution**

**Section 1.** In the event that the Dutch Cousins of Kentucky organization should dissolve, then all assets that the organization holds will be turned over to the Harrodsburg Historical Society for the benefit of Old Mud Meetinghouse. Any literature, educational, or material that can be used to promote genealogical advancement that the organization holds shall also be turned over to the Harrodsburg Historical Society.