

Bylaws

ROOTS Users Group of Arlington, VA, Inc. (RUG)

As amended November 10, 2001

As amended November 19, 2005

As amended November 12, 2007

As amended March 12, 2016

As amended November 10, 2018

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Article I. Name and Definition

1. The name of this organization shall be the ROOTS Users Group of Arlington, VA, Inc. (RUG). The organization was originally founded by a group of individuals using the ROOTS software program developed by COMMSOFT, Inc.

2. The organization shall be incorporated in the state of Virginia.

3. The organization shall not be conducted or operated for profit and no remainder or residue from dues or donations to the organization shall inure to the benefit of any member or individual. The RUG is not part of, or under the direction of, any software publisher or other organization.

Article II. Purpose

The Corporation is organized for pleasure, recreation, and other non-profitable purposes, substantially all of the activities of which are for such purposes, pursuant to section 501(c)(7) of the United States Internal Revenue Code or corresponding section of any future federal tax code. The aims of the RUG are as follows:

1. To provide a social organization wherein individuals with common interests may study, evaluate, test, exchange ideas and genealogical data, and may disseminate information to interested parties concerning personal devices and genealogical software.

2. To make available the results of the above activities to the membership, to other interested parties, and to educational systems in the local area.

Article III. Membership

1. Membership shall be open to any person indicating an interest in supporting the purposes, objectives, and activities of the RUG. There shall be one class of membership: Voting. A voting member shall be one who has paid all dues and assessments. Voting membership shall be for a period of twelve months, shall begin on the receipt of payment of dues, and shall be renewable.

2. Dues and assessments:

a. The fiscal year of the RUG is the calendar year, 1 January through 31 December.

b. Member annual dues shall be established by a two-thirds majority vote of those members present and voting at the annual meeting. If changes in annual dues are to be voted upon during a regular meeting, members must be notified in writing of the date and purpose of the vote at least two weeks in advance of the meeting.

c. Special assessments for the purpose of raising funds for the purchase of property (such as hardware and/or software) shall be levied by a two-thirds majority vote of the members present and voting at any meeting of the RUG. Members must be notified in writing of the date of the vote and purpose of the special assessment at least two weeks in advance of the meeting.

3. Removal of members:

a. A member may be expelled for specific and willful infractions of the bylaws or policies of the RUG established and published by the Executive Committee.

b. Motion for expulsion:

(1) A motion shall be made by a member, committee, or officer for expulsion stating specific infractions.

(2) The motion shall be automatically tabled to the next regular meeting upon a second to the motion.

(3) The member shall be given written notice of the motion at least three days in advance of the meeting in which the vote is to be taken, and shall be given ample opportunity to defend herself or himself before the membership group.

(4) Final action shall be by secret ballot and will require a two-thirds majority vote in favor of expulsion by the members present and voting at a regular meeting.

(5) An expelled member may be reinstated by a two-thirds vote of the members present and voting at a regular meeting provided the member complies with the requirements of the reinstating motion. The votes shall be by secret ballot.

Article IV. Board of Directors

1. The RUG shall be governed by a Board of Directors composed of the eight elected officers, who shall also serve as its Executive Committee.

2. The number of members of the Board may be increased or decreased, and member responsibilities established or modified, pursuant to the bylaws of the RUG as provided for in Article VIII, Amendments to the Articles of Incorporation and/or the Bylaws.

Article V. Officers

1. The officers of the Executive Committee of the RUG shall consist of the President, the Vice President, the Secretary, the Registered Agent, the Treasurer, the Program Chairperson, the Newsletter Editor, and the Membership Director.

2. The officers of the Executive Committee, except the Registered Agent, shall be elected annually by a majority vote of those members present and voting at the annual meeting in November. The terms of the elected officers shall be from 1 January to 31 December or until their successors are elected.

3. The Registered Agent of the RUG, shall, after an initial election by the membership, serve

permanently, unless voted out of office by the Executive Committee or vacated by resignation, in which case the Executive Committee shall elect a replacement, who shall be confirmed or replaced by the membership at the next annual meeting.

4. The officers shall be in general charge of conducting the business of the RUG. They shall meet from time to time as the Executive Committee when called by the President. A request for a meeting by any two officers shall require the President to call a meeting of the Executive Committee and to advise all Executive Committee members of such meeting. If the position of President is vacant, then a meeting may be called by the Vice President or any two officers. A quorum for an Executive Committee meeting shall consist of at least half of the officer positions that are filled (rounding down if necessary). When there is a tie vote on any matter before the Executive Committee, additional discussion by the Executive Committee shall attempt to break the tie. If the vote is still tied after discussion, the vote of the highest ranking officer present (ordered as described in paragraph 1 of this Article) is deemed to carry more weight and shall determine the outcome of the vote.

5. Duties of officers:

a. **President:** The President shall preside at all meetings of the RUG and will coordinate the activities of the RUG. She/he shall represent the RUG in meetings and/or by correspondence with other organizations and user groups, or appoint someone in her/his stead. She/he shall be an ex-officio member of all committees. She/he shall perform all other activities as usually pertain to the office. The President shall assign correspondence tasks to the appropriate member of the Executive Committee as the need arises.

b. **Vice President:** The Vice President shall act in place of the President in her/his absence. The Vice President shall be an ex-officio member of all committees. The Vice President shall perform such duties as may be delegated by the President.

c. **Secretary:** The Secretary shall have charge of the archives of the RUG. She/he will attend to the proper publication of official notices and reports. She/he shall see that the minutes of meetings are properly recorded and are available to the membership. She/he shall perform all other activities as usually pertain to the office.

d. **Registered Agent:** The Registered Agent is the point of contact of the RUG with the Secretary of State of Virginia for corporate matters, and, as such, shall provide her/his current Virginia address to the State Corporate Commission when requested.

e. **Treasurer:** The Treasurer shall have charge of and maintain the financial records of the Corporation according to generally accepted accounting principles. She/he shall collect dues and other assessments from members, and donations; shall pay all bills; shall report to the membership on the financial status of the RUG. She/he shall perform all other activities as usually pertain to the office.

f. **Program Chairperson:** The Program Chairperson shall coordinate, sponsor, encourage, and direct presentations, talks, demonstrations, and/or activities for the membership at regular meetings.

g. **Membership Director:** The Membership Director shall be responsible for membership. This includes maintaining the effectiveness, privacy, security, and safety of a current membership database containing names, addresses, phone numbers, email addresses, and membership expiration dates. The Membership Director also manages the distribution of the newsletter.

h. Newsletter Editor: Solicits articles and columns for the monthly newsletter, edits the copy, composes the newsletter, and manages the production of the newsletter. Coordinates with the Executive Committee Chairperson to plan the general content of Newsletters several months into the future.

6. Removal of officers:

a. An officer may be removed from office for infractions of the Articles of Incorporation, Bylaws, or published policies of the RUG, in accordance with the procedure described below:

(1) A motion for removal shall be made by a member, committee, or officer stating specific infractions.

(2) The motion shall be automatically tabled to the next regular meeting upon a second to the motion.

(3) The officer shall be given written notice of the motion at least three days in advance of the meeting in which the vote is to be taken, and shall be given ample opportunity to defend herself or himself before the membership group.

(4) Final action shall be by secret ballot at the regular meeting, and will require a two-thirds majority vote in favor of removal by the members present and voting.

b. A removed officer may be reinstated by a two-thirds vote of the membership attending a regular meeting provided that the officer complies with the requirements of the reinstating motion. The votes shall be by secret ballot.

7. Vacancies:

a. Vacancies among the officers of the Executive Committee shall be filled by majority vote of the remaining officers for the balance of the unexpired term of office, except as provided herein.

b. In the event of a vacancy in the office of President, such vacancy shall be filled automatically by the Vice President, and the resulting vacancy in the office of the Vice President shall be filled by the Executive Committee.

Article VI. Committees

1. There shall be one (1) Standing Committee: the Executive Committee, consisting of the elected officers.

2. The President may appoint other committees as she/he deems necessary, and may appoint members to assist the other officers or committee chairpersons in performing their duties.

Article VII. Meetings

1. Regular meetings shall be scheduled according to the timetable established by the Executive Committee.

2. Those present at a regular meeting shall constitute a quorum.

3. The presiding officer may invoke Roberts' Rules of Order in case of parliamentary questions.

4. At meetings of the RUG, the order of business may include an optional short business meeting if the character and nature of the meeting permits and shall include the scheduled program and/or

informal group discussions.

5. An Annual Meeting of the RUG shall be held in November and shall normally be coincident with the RUG regular meeting. The membership shall be given at least one week written notice of the date and place of the meeting. At this meeting the election of officers shall take place. The newly elected officers shall take office on 1 January following the election.

6. Written nominations of candidates who have agreed to serve as officers, if elected, will be accepted by the Secretary for the thirty-day period prior to the annual meeting. Nominations of candidates also will be accepted from the floor at the annual meeting.

Article VIII. Amendments to the Articles of Incorporation and/or Bylaws

Amendments to these bylaws shall require a two-thirds majority vote of the members present and voting at the annual meeting of the RUG. If the amendment is considered an emergency amendment by a majority vote of the Executive Committee, a vote can be scheduled and conducted at a regular meeting; however, the provisions of notification must be followed. Members must be notified in writing of the date of the vote and nature of the amendment(s) at least two weeks in advance of the vote.

Article IX. Disposal of Property

From time to time it may become necessary to dispose of property owned by the RUG. The RUG may have come into ownership of such property by direct purchase or through donation. Proceeds from the sale of RUG-owned property shall be deposited in the RUG treasury.

Article X. Dissolution

Upon dissolution of the ROOTS Users Group of Arlington, VA, Inc., the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such a manner, or to such organization(s) organized and operated exclusively for pleasure, recreation, or other non-profitable purposes as at the time shall qualify as an exempt organization(s) under section 501(c) of the United States Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations(s), as said court shall determine, which are organized and operated exclusively for such purposes.

Article XI: Records of the Organization:

1. The official records of the organization shall include the minutes of meetings, membership records, Treasurer's reports, newsletters and other official publications, and the formal correspondence of the officers and committee chairmen.

2. The official records of the organization shall be retained by the originating officer or committee chairman for the duration of his/her term and be delivered to his/her successor at the end of his/her term.

3. At the discretion of the Executive Committee, official records may be deposited with another organization or destroyed.