

By-Laws  
of the  
Chenoweth Family Association,  
a non-profit corporation

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Article I Name of the Organization

The name of the Organization is Chenoweth Family Association ( Hereinafter in this document is referred to as the “Association”.)

Article II Purpose

The purpose of the Association is to:

1. enable people to increase their knowledge of the Chenoweth family in, and outside, the United States;
2. collect, analyze, and publish information on the genealogy of the Chenoweth family;
3. make information on the Chenoweth family available, at no charge, to the general public.

Article III Membership

Membership in the Association is open to any person genealogically related by blood, or marriage, to the Chenoweth family.

Article IV Membership Meetings

1.01 General Membership Meetings

1.011 Meetings shall be convened during the Chenoweth Family Reunion.

1.012 Meetings are announced 60 days in advance of the Reunion, using the Chenoweth web site Newsletter.

1.02 Special Membership Meetings

1.021 Meetings, as deemed necessary, are called by a majority vote of the Association Board of Directors.

### 1.03 Agenda

1.031 The Chairman shall prepare the agenda for general and special meetings. Board review and majority approval of the agenda is required

1.032 Any Association Member may submit an item to be placed on a meeting agenda.

1.0321 The item must be submitted in writing 60 days in advance of the meeting.

1.0322 The item must be reviewed and approved by a majority vote of the Board for it to be placed on an agenda.

### 1.04 Quorum

A quorum for conducting Association business will constitute those members present at the meeting.

### 1.05 Voting

1.051 Only Association members can vote on any item. Non-members can attend a meeting, but have no voting rights.

1.052 A majority of the votes to be cast by the Voting Members present at a meeting shall be necessary for the adoption of any matter voted upon including the election of Board members.

1.053 Voting methods prohibited are absentee voting, by proxy, and by plurality.

1.06 Procedure

1.061 All Association meetings will be conducted using Robert's Rules of Order Newly Revised, latest edition. The specifications in these By-Laws supersede Robert's Rules of Order.

1.062 The Association Chairman shall conduct all Membership Meetings. In his/her absence the Vice Chairman shall conduct these meetings.

1.063 If a printed agenda is use, all meeting participants must have a copy.

1.064 If a parliamentarian is used, he/she can not be a Board Member.

Article V Board of Directors

1.01 Powers of the Board

1.011 The Board shall manage the business affairs of the Association and be responsible for the Association's direction.

1.012 The Board shall notify the Association membership, using the Newsletter, of business that affects the Association membership.

1.02 Number of Board Members

The Board shall consist of seven members.

1.03 Eligibility for Board Service

A Board member must be an Association member as defined by Article III of these By-Laws.

1.04 Nomination of Board candidates

1.041 The Nominating Committee shall be appointed by the Association Chairman, who shall not serve on the Committee.

1.042 The Nominating Committee shall compile the slate of candidates, and may consider nominations from Association members.

1.043 The candidate slate shall be published in the Newsletter prior to the election.

1.05 Election of Board Members

1.051 Each Board member shall be elected by a majority vote of the Association members in attendance at an Association Membership Meeting.

1.052 Board members shall be elected at each biennial Association meeting, in a biennial sequence of three, two, and two.

1.053 New Board members will take office upon their election.

1.06 Terms of Board Members

1.061 Each member shall serve for a period of six years.

1.062 Board members will rotate off the Board in a biennial sequence of three, two, and two.

1.07 Board Vacancies

1.071 The Board may fill any vacancy on the Board by a majority vote of the Board.

1.072 A member appointed to fill a vacancy shall serve the remainder of the unexpired term, and may be eligible for re-election.

1.08 Termination for Non-attendance

A Board member failing to attend two consecutive Association Reunions, without good cause as determined by the Board, shall be terminated from the Board upon written notice.

1.09 Board Meetings

1.091 Board meetings shall be called and conducted by the Association Chairman, and held during the biennial Association Reunion. In the Chairman's absence, the Vice Chairman will call and conduct meetings.

1.092 Board meetings, other than at the Association Reunions, may be called and conducted by the Chairman in person or electronically.

1.093 All meetings shall be conducted in accordance with Robert's Rules of Order.

1.094 To conduct business, a quorum of four members is required.

1.095 For passage of acts, a majority of the quorum is required. When members communicate electronically, a 2/3rd affirmative vote is required.

1.10 Board Liability Insurance

The Board can authorize the purchase of liability insurance for its members, after consultation with the Association attorney. The cost of the insurance shall be paid from the Association's treasury.



Article VI Association Officers

1.01 General

1.011 Officers will be elected by the Board of Directors at each biennial Association Reunion.

1.012 Any officer may be removed from any office at any Board meeting by an affirmative vote of the majority of Directors.

1.013 Any office vacancy on the Board arising from resignation or termination will be filled by the Board for the balance of the unexpired term.

1.02 The Chairman:

1.021 shall preside at all Association and Board meetings;

1.022 shall be ex-officio to all committees, except the Nominating Committee;

1.023 shall sign all required papers as Chairman;

1.024 shall represent the Association, with the Association Attorney, in legal matters;

1.025 shall represent the Association, with the Association Treasurer, in financial matters.

1.03 The Vice Chairman

1.031 shall preside at all Association and Board meetings in the absence of the Chairman;

1.032 may be ex-officio to committees, except the Nominating Committee;

1.033 shall succeed to the Chairman's office should that position become vacant;

1.034 shall assist the Chairman in functional operations of the Association.

1.04 The Secretary

1.041 shall create and maintain a permanent set of minutes of all meetings;

1.042 shall not serve as Secretary for committees, but will maintain a copy of committee reports;

1.043 shall assist the Chairman in creating meeting agendas;

1.044 shall maintain records of the Association, and Board meetings

1.045 Shall maintain records of all Association correspondence.

1.05 The Treasurer

1.051 shall present a Treasurer's Report at the Board, and Association, meetings;

1.052 shall have primary responsibility in accounting for the Association's property;

1.053 shall account for all Association property and maintain accurate property lists;

1.054 shall represent the Association in financial matters;

1.055 shall render payment of the Association's lawful obligations.

1.06 Board Members

1.061 shall participate in all Board meetings;

1.062 shall undertake various assignments put forth by the Chairman, or the Board.

Article VII Committees

1.01 Board Responsibility

The Board of Directors shall have the authority, and responsibility, to establish Standing Committees, as deemed necessary.

1.02 Association Chairman Responsibility

The Chairman may establish Special Committees to pursue specific projects.

1.03 Committee Membership

1.031 Members shall be Association Members as defined by these By-Laws.

1.032 Members are appointed by the Board, or the Chairman, after potential members agree to serve.

1.033 The Board shall appoint the committee Chairman. The committee will elect other committee officers.

1.034 A Board member shall serve on each committee.

1.04 Committee Communication

Committee business can be conducted electronically.

Article VIII Solicitation

The Association Board of Directors may solicit from individuals, organizations, businesses, and industries: contributions or assets by whatever means, legal and proper, in sustaining the Association as a tax exempt non-profit entity. Where required, the Association will register with the respective state agency that regulates solicitation.

Article IX Insurance

When in the opinion of the Board of Directors, the operations of the Association are of such a nature as to make purchase of director and officers insurance prudent, they are authorized to do so. Premiums will be paid from the Association's treasury.

Article X Amendment to the By-Laws

- 1.01 Any Association member may present in writing, to the Board of Directors, a proposed amendment to the By-Laws.
- 1.02 Following Board discussion, and if agreed upon by the Board, the proposed amendment will be communicated to the Association in the Association newsletter 60 days in advance of the next Association biennial meeting. The communication must include the date, time, and location of the meeting. The proposed amendment will be included in the biennial meeting registration packet.
- 1.03 An affirmative vote of 67% of those voting members present at the biennial meeting is required for passage of the amendment.

Article XI Document Publication

1.01 The Articles of Incorporation and the By-Laws of the Association will be reproduced and bound in pamphlet form and will be made available to Association members upon request for a small charge to defray the expense of printing, shipping, and handling.

1.02 A free copy of the documents in 1.01 above will be given to all newly elected Board members, who are Board members for the first time.

Article XII Dissolution

In the event this Association ever dissolves, the assets of the Association shall be transferred to a tax-exempt charitable organization registered under the same provisions of the federal tax code as this Association. No portion of the proceeds shall inure to the benefit of any individual or non-exempt organization.

Article XIII Ratification

The By-Laws of the Association were adopted by the Board of Directors and the Chenoweth family present at their meeting on the 5th day of August, 2000, at Bowling Green, Kentucky. Revised on the date shown below.

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

