# American Historical Society of Germans from Russia (International) BYLAWS

#### **ARTICLE I: NAME**

The name of this organization shall be American Historical Society of Germans from Russia (International), hereinafter referred to as AHSGR.

#### **ARTICLE II: PURPOSES**

**Section A.** AHSGR, a corporation, is organized exclusively for educational, scientific, religious, and charitable purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501I (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section B.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay compensation for services rendered and to make payments and distributions for furtherance of the purposes set forth in Article III of the Articles of Incorporation of AHSGR. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section C.** Any action to consolidate, merge, or dissolve the corporation shall be in accordance with the applicable laws of the State of Colorado relating to tax exempt not-for-profit corporations<sup>1</sup>. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, scientific, religious, or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501I (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated for such purposes.

#### ARTICLE III: FISCAL YEAR<sup>2</sup>

**Section A.** The fiscal year shall be January 1 through December 31.

Section B.<sup>3</sup> The Board of Directors shall determine annual dues and dates for timely payment.

# ARTICLE IV: MEMBERSHIP AND DUES<sup>4</sup>

Section A. Any individual, family, library, organization, or institution interested in the history and

<sup>&</sup>lt;sup>1</sup> Revised 20 June 1998

<sup>&</sup>lt;sup>2</sup> Revised 4 August 2023

<sup>&</sup>lt;sup>3</sup> Revised 16 June 2000

<sup>&</sup>lt;sup>4</sup> Revised 16 July 2015

objectives of AHSGR who desires membership under any of the membership classifications and who tenders the necessary dues shall be eligible for membership.

Section B. Membership levels shall be Annual or Life. Only the investment income from the Life Membership Fund will be used for Society operations.

Section C. The Board of Directors may establish multiple classes of membership and determine the annual and life membership dues.

#### ARTICLE V: ANNUAL MEMBERSHIP MEETING<sup>5</sup>

**Section A.** An annual meeting of the membership shall be held for the transaction of AHSGR business. Section B. The Board of Directors shall set the time and place of the annual membership meeting and notify members at least 60 days prior.<sup>6</sup>

Section C. One hundred (100) members in good standing in attendance at the Annual Membership Meeting shall constitute a quorum for the conduct of any business as may come before the meeting. The number of members in attendance at a Special Meeting of the members shall be no less than one hundred (100) of the members of AHSGR.<sup>7</sup>

Section D. The Executive Committee may, in its sole discretion, determine that any meeting of the members, including the annual meeting of the members, shall not be held at any place, but may instead be held solely by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting, but only upon remaining connected to the meeting via electronic means for the entirety of the meeting. Members shall receive at least seven (7) days advance notice of the change to a remote meeting and shall be provided instructions for participation and voting for such remote meeting. The Executive Committee, in its sole discretion, shall determine the applicable program and procedures to conduct the meeting by means of remote communication.8

#### ARTICLE VI: BOARD OF DIRECTORS

Section A. The Board of Directors [which shall consist of thirty (30) elected members] shall have the power to conduct all affairs of the Society. The terms of the members shall be staggered so that ten (1) terms expire each year. Members shall be elected by ballot prior to the annual membership meeting each year. No spouses, partners or persons from the same household shall serve concurrently on the Board of Directors. 9,10

Section B. The term of office of the members of the Board of Directors shall be three (3) years. They may be re-elected for additional terms. 11 Prior service on the Board of Directors shall not disqualify a member from serving another term or terms. 12

Section C. Twenty-seven (27) members of the Board of Directors shall be apportioned among Representation Districts one (1) through thirteen (13) in the best ratio of the number of memberships residing in each District to the total number of memberships in AHSGR. No Representation District shall have less than one (1) Representative on the Board of Directors and no chapter shall have more than three (3)<sup>13</sup> elected Directors for their District and no more than one (1) appointed Director for their District.<sup>14</sup>

<sup>&</sup>lt;sup>5</sup> Revised 30 June 1992

<sup>&</sup>lt;sup>6</sup> Revised 27 July 2020

<sup>&</sup>lt;sup>7</sup> Revised 14 July 2021

<sup>&</sup>lt;sup>8</sup> Revised 14 July 2021

<sup>&</sup>lt;sup>9</sup> Revised 14 June 2007

<sup>&</sup>lt;sup>10</sup> Revised 27 July 2020

<sup>11</sup> Revised 31 July 2008

<sup>&</sup>lt;sup>12</sup> Revised 08 July 2004

<sup>&</sup>lt;sup>13</sup> Revised 14 June 2007

<sup>14</sup> Revised 08 July 2004

### **Section D.** Representation Districts:

- District 1. California and Hawaii
- District 2. Washington and Alaska
- District 3. Nebraska
- District 4. Colorado
- District 5. Oregon
- District 6. Kansas
- District 7. Arizona, Nevada, New Mexico, Oklahoma, Texas, and Utah
- District 8. Illinois and Wisconsin
- District 9. Idaho, Montana, North Dakota, South Dakota, and Wyoming
- District 10. Indiana, Michigan, and Ohio
- District 11. Iowa, Minnesota, and Missouri
- District 12. All States (East and South), not listed above
- District 13. Canada and all countries outside the U.S.A.
- District 14. At Large

**Section E.**<sup>15</sup> The Board of Directors shall reapportion the representation among Districts one (1) through thirteen (13) every fourth year commencing July 1990.

Section F. 16 17 The at-large District shall have three (3) representatives.

**Section G.**<sup>18</sup> <sup>19</sup> The Board of Directors may fill vacancies on the Board of Directors for the unexpired terms resulting from resignations when these vacancies occur at least ninety (90) days prior to the ballot process before the annual membership meeting.

**Section H.** At least one (1) meeting of the Board of Directors shall be held between annual membership meetings upon notice of time and place agreed upon at the previous meeting or as set by the President.

**Section I.** Special meetings may be called by the President or by ten (10) members of the Board of Directors. In either event, written notice thirty (30) days prior to the meeting shall be necessary. The notice of call of a special meeting shall state the purpose for which the meeting shall be called and shall be limited to the subject stated in the call.<sup>20</sup>

**Section J.** Board members shall be required to be physically present for<sup>21</sup> at least one meeting of the Board of Directors each year. The Board may waive this requirement when a Board member's contribution to AHSGR is evaluated. Consecutive unexcused absences for a period of one year shall be considered a resignation from the Board of Directors.<sup>22</sup>

**Section K.** As provided in the Article of Incorporation (Article XI, Section C), at any meeting of the Board of Directors six  $(6)^{23}$  members shall constitute a quorum for the conduct of business.

Section L.<sup>24</sup> No member shall serve simultaneously as a member of the Board of Directors of AHSGR and the Board of Trustees of the AHSGR Foundation.

**Section M.** If an open position on the Board of Directors cannot be filled, the Executive Committee may transfer an otherwise eligible member-at-large from that District, with his or her consent to that open position.<sup>25</sup>

<sup>16</sup> Revised 28 July 1990

<sup>&</sup>lt;sup>15</sup> Revised 28 July 1990

<sup>&</sup>lt;sup>17</sup> Revised 28 July 2022

<sup>&</sup>lt;sup>18</sup> Revised 25 June 1994

<sup>&</sup>lt;sup>19</sup> Revised 4 August 2023

<sup>&</sup>lt;sup>20</sup> Revised 30 June 1992

<sup>&</sup>lt;sup>21</sup> Revised 27 July 2020

<sup>&</sup>lt;sup>22</sup> Revised 09 June 2001

<sup>&</sup>lt;sup>23</sup> Revised 16 June 2000

<sup>&</sup>lt;sup>24</sup> Revised 28 July 2022

<sup>&</sup>lt;sup>25</sup> Revised 09 June 2001

**Section N.** The Board of Directors may appoint a member from any District to fill any vacant Board of Directors position. The appointed Board member will serve until the next annual election. The incumbent may be re-appointed for successive one-year terms until a representative for the District's vacant position is identified and elected.<sup>26</sup>

**Section O.** The Executive Committee may, in its sole discretion, determine that any number of attendees, up to and including all attendees, may participate in any meeting of the Board of Directors by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting, but only if remaining connection to the meeting via electronic means for the entirety of the meeting. Members of the Board of Directors shall receive at least 24 hours advance notice of the change to a remote meeting and shall be provided with instructions for participation and voting for such remote meeting. The Executive Committee, in its sole discretion, shall determine the applicable program and procedures to conduct the meeting by means of remote communication.<sup>27</sup>

**Section P.** <sup>28</sup> Any member of the Board of Directors may be removed with or without cause as follows:

- 1. A director elected by the Membership may be removed by the Membership only at a meeting called for the purpose of removing that director. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director. The director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.
- 2. A director elected or appointed by the Board of Directors may be removed by the vote of a majority of the directors then in office.
- 3. The Executive Committee shall be responsible for submitting a recommendation to the Membership or to the Board of Directors with respect to the removal of a director under the provisions of this Section O. The Executive Committee shall assemble such information as it deems necessary to substantiate its recommendation and provide sufficient notice to the director subject to removal and to the Membership or the Board of Directors in advance of the meeting that will consider the director's removal. At least one (1) member of the Executive Committee shall be present at the meeting to conduct the meeting and to respond to questions by those in attendance.
- 4. Upon receipt of the meeting notice, the director subject to removal shall be on leave of absence status with respect to the director's position on the Board of Directors until conclusion of the vote by the Membership or the Board of Directors.

#### **ARTICLE VII: OFFICERS**

**Section A.** The officers of AHSGR shall be a President, a Vice-President, a Secretary, and a Treasurer elected from the Board of Directors.<sup>29</sup>

**Section B.** Following the election of the Board of Directors by the AHSGR membership at the annual membership meeting, the Directors shall elect all officers to serve for a period of one (1) year. They may be reelected as long as they serve as Board members, except as cited in Section C below.

**Section C.** Upon retirement the President shall serve for one (1) additional year as immediate Past President during which time the immediate Past President shall serve as a voting member of the Board of Directors and Executive Committee even if not an elected Board member. <sup>30,31</sup>

<sup>&</sup>lt;sup>26</sup> Revised 08 July 2004

<sup>&</sup>lt;sup>27</sup> Revised 14 July 2021

<sup>&</sup>lt;sup>28</sup> Revised 28 July 2022

<sup>&</sup>lt;sup>29</sup> Revised 27 July 2020

<sup>&</sup>lt;sup>30</sup> Revised 31 July 2008

<sup>31</sup> Revised 27 July 2020

#### ARTICLE VIII: EXECUTIVE COMMITTEE

**Section A.** The Executive Committee shall consist of the President, the immediate Past President, Vice President, Secretary, and Treasurer.<sup>32</sup> In the event that a vacancy exists on the Executive Committee, the Board of Directors shall elect a board member to fill it.<sup>33</sup>

**Section B.** The Executive Committee shall meet on call of the President, or on request of three (3) voting members of the Executive Committee. A majority of Executive Committee voting members shall constitute a quorum. The person or persons calling the meeting may, in their sole discretion, determine that any number of attendees, up to and including all attendees, may participate in any meeting of the Executive Committee by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting, but only if remaining connected to the meeting via electronic means for the entirety of the meeting. The President, in his or her sole discretion, shall determine the applicable program and procedures to conduct the meeting by means of remote communication.<sup>34</sup>

**Section C.** The Executive Committee shall act on any matters of importance in the intervening time between regular meetings of the Board of Directors.

**Section D.**<sup>35</sup> The Executive Committee shall report actions taken on behalf of the Board of Director's at the next Board meeting.

**Section E.** The Executive Committee shall provide for a review of the Bylaws and the Standing Rules annually and report thereon to the Board of Directors.

**Section F**. <sup>36</sup> The Executive Committee, on behalf of the Board of Directors, shall be responsible for the recruitment, negotiation of salary, and hiring of the Executive Director.

**Section G.**<sup>37</sup> The Executive Committee shall review the job description and salary of the Executive Director annually.

#### ARTICLE IX: DUTIES OF OFFICERS AND DIRECTORS

#### **Section A.** The President shall:

- 1. Have executive authority and supervision over the activities of AHSGR within the scope of the Restated Articles of Incorporation and of these Bylaws.
- 2. Preside at all meetings of AHSGR, the Executive Committee, and the Board of Directors.
- 3. Appoint the members of all committees except the Executive Committee and delegate assignments not otherwise provided for.<sup>38</sup>
- 4. Appoint a Parliamentarian to serve, as the President deems necessary.
- 5. Present a report to the AHSGR at the annual membership meeting.
- 6. Serve as an ex-officio member of every Committee, except the Nominating Committee.<sup>39</sup>

#### **Section B.** The Vice President shall:

1. Assume the duties of the President in case of absence or incapability of the President. Upon the resignation or death of the President, he/she shall assume that office for the balance of the unexpired term and a new Vice President shall be elected at the next board meeting.

#### **Section C.** The Secretary shall:

- 1. Record the proceedings of all meetings of AHSGR, the Executive Committee and the Board of Directors and have a copy of the Proceedings made a part of the permanent record book.
- 2. Provide for the safekeeping of these records at the AHSGR Headquarters.

33 Revised 27 July 2020

<sup>32</sup> Revised 27 July 2020

<sup>&</sup>lt;sup>34</sup> Revised 14 July 2021

<sup>35</sup> Revised 4 August 2023

<sup>36</sup> Revised 4 August 2023

<sup>37</sup> Revised 4 August 2023

<sup>&</sup>lt;sup>38</sup> Revised 27 July 2020

<sup>&</sup>lt;sup>39</sup> Revised 30 June 1992

- 3. Keep a current list of Standing Rules and Policies.
- 4. Have a copy of AHSGR Bylaws available at all meetings for reference.
- 5. Present a report to AHSGR at the annual membership meeting.

#### **Section D.** The Treasurer shall:

- 1. Be responsible and collaborate with the Executive Committee to oversee that the Headquarters Staff and accountant(s) do the following:<sup>40</sup>
  - A. Receive all funds of AHSGR
  - B. Maintain adequate financial Records
  - C. Deposit all monies received for AHSGR regularly in a bank selected by the Board of Directors.
  - D. Pay authorized bills and disburses funds as directed by the Board of Directors.
- 2. Make a Financial report at all meetings of the Board of Directors and at the annual membership meeting.
- 3. Make financial records available to the finance committee for audit annually.

#### **Section E.** The Board of Directors shall:

- 1. Have the power to conduct affairs of AHSGR.
- 2. Decide questions of policy not acted upon at an annual membership meeting of AHSGR.
- 3. Perform such other functions provided for in these Bylaws and the Articles of Incorporation.
- 4. Assume their duties at the close of the annual membership meeting.
- 5. Deliver materials pertaining to their office to their respective successors within thirty (30) days after their retirement.
- 6. Provide that the Treasurer shall be bonded in an amount determined by the Board of Directors.

# ARTICLE X: EXECUTIVE DIRECTOR<sup>41</sup> 42

**Section A.** There shall be an Executive Director appointed by the Board of Directors. The Board of Directors shall set the salary of the Executive Director. The Executive Director may not be an elected member of the Board of Directors.

**Section B.** The Executive Director shall be responsible to the Board of Directors and shall manage the offices, employees, and daily operations of AHSGR.<sup>43</sup>

**Section C.** The Executive Director shall serve as an ex-officio, non-voting member of the Board of Directors and Executive Committee and shall report on Headquarters activities at each meeting of the Board of Directors and Executive Committee. If he/she cannot be present at such a meeting, the report shall be submitted in writing.<sup>44</sup>

**Section D**. The Executive Director shall have the responsibility to recruit and hire (subject to approval) new employees. The Executive Director shall indoctrinate, train, supervise, and motivate Society staff employees in accordance with the AHSGR Human Resources Policies and Procedures Manual. He/She shall recommend promotions and terminations (subject to approval), prepare and maintain job descriptions at Headquarters for all staff, and shall recommend salary levels to the Finance and Personnel Committee.

**Section E.** The Executive Director shall work with the Convention Management Committee and the local Convention Chairman and host committee on the managerial, business and financial aspects of the convention.<sup>45</sup>

<sup>41</sup> Revised 09 July 2014

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<sup>&</sup>lt;sup>40</sup> Revised 27 July 2020

<sup>&</sup>lt;sup>42</sup> Revised 4 August 2023

<sup>&</sup>lt;sup>43</sup> Revised 20 June 1998

<sup>&</sup>lt;sup>44</sup> Revised 30 June 1992

<sup>&</sup>lt;sup>45</sup> Revised 27 July 2020

#### ARTICLE XI: STANDING COMMITTEES

The President shall establish Standing Committees as deemed necessary. The duties and responsibilities of the Standing Committees are outlined in the AHSGR STANDING RULE NUMBER TWO. 46

#### **ARTICLE XII: ELECTIONS**

#### **Section A.** Nominating Committee shall:

- 1. Consist of at least five (5) members appointed by the President within sixty (60) days after adjournment of the annual membership meeting.<sup>47</sup>
- 2. Publish in the AHSGR Newsletter no later than 60 days prior to the annual meeting<sup>48</sup> each year a recommended list of members<sup>49,50</sup> to serve on the Board of Directors for three (3) year terms, plus one (1) additional member for each unexpired term to be filled. The nominees shall be distributed pursuant to the apportionment provisions of Article VI and shall be distributed among the states and chapters in each Representation District<sup>51</sup>.
- 3. Obtain the written consent of the nominees to serve prior to nomination<sup>52</sup>.
- 4. Know that serving on the Nominating Committee does not disqualify a member from a nomination on the slate.
- 5. Prepare a slate of nominees for President, Vice President, Secretary, and Treasurer to submit to the newly elected Board of Directors at their first meeting. Consent of the nominees to serve shall have been obtained prior to the meeting.

#### Section B<sup>53</sup>. Petition Nominations

1. Nominations may be made by the membership of any Representation District by submission of a petition to the election committee no later than 1 March<sup>54</sup> of any year containing the signatures of at least ten (10) members in good standing from that District. Any person so nominated must sign a written consent to serve, if elected, by the same date. All petition nominations shall be consistent with the apportionment provision of Article VI. All names received by petition on or before 1 March<sup>55</sup> will be published in the Newsletter and placed on the ballot.

# Section C<sup>56</sup>. Election Committee and Voting.

- 1.<sup>57</sup> Consist of five (5) members appointed by the President. Not more than two (2) members shall be from any one Representation District and three (3) shall be non-board members.
- 2. Prepare ballots bearing the names of all nominees with provision for an equal number of write-in candidates.
- 3. Plurality<sup>58</sup> vote elects. Voting will be by mail or electronic means.<sup>59</sup> No ballot shall be required when there is no contest for the position, and the sole nominee shall be deemed elected<sup>60</sup>.

<sup>&</sup>lt;sup>46</sup> Revised 25 June 1994

<sup>&</sup>lt;sup>47</sup> Revised 27 July 2020

<sup>48</sup> Revised 04 August 2011

<sup>&</sup>lt;sup>49</sup> Revised 26 June 1993

<sup>50</sup> Revised 27 July 2020

<sup>&</sup>lt;sup>51</sup> Revised 30 June 1992

<sup>&</sup>lt;sup>52</sup> Revised 30 June 1992

<sup>53</sup> Revised 25 June 1994

<sup>54</sup> Revised 16 June 2000

<sup>&</sup>lt;sup>55</sup> Revised 16 June 2000

<sup>&</sup>lt;sup>56</sup> Revised 25 June 1994

<sup>&</sup>lt;sup>57</sup> Revised 4 August 2023

<sup>58</sup> Revised 28 July 1995

<sup>&</sup>lt;sup>59</sup> Revised 27 July 2020

<sup>60</sup> Revised 10 July 1999

- 4. Send<sup>61</sup> one ballot, if required, to each membership no later than thirty (30) days prior to the annual membership meeting and require that the election committee receive marked ballots no later than the date marked on the ballot to be valid.
- 5. Personnel under the direction of the Executive Director will verify all ballots received in accordance with paragraph 3 above, as to membership status. The Executive Director or designee shall deliver the ballots, unopened, to the Election Committee no later than seventy-two (72) hours prior to the annual membership meeting. The Election Committee shall open and count the ballots, report the results to the President and arrange to publish the results in the next AHSGR publication.
- 6. Conduct such other mail balloting as may arise.
- 7. No person serving on the Election Committee may be a nominee for the Board of Directors.

**Section D** $^{62}$ . Nominations from the Floor.

- 1. Nominations from the floor shall not be in order unless:
  - A. sufficient nominations have not been made by the Nominating Committee.
  - B. the petition process has not received sufficient nominations.
  - C. circumstances prevent the candidacy of the one nominee for that position to be filled.
- 2. Only those positions without a nominee shall be subject to nominations from the floor.
- 3. <sup>63</sup> If there is no nomination from the floor for an opening in a Representation District of a member from the District, out-of-District nominations will be accepted for the open position.

#### ARTICLE XIII: POLLING OF THE DIRECTORS

Upon a vote of a majority of directors attending any regular or special meeting, or upon the written request of the President or any six (6) members of the Board of Directors, any policy matter or proposed action of the Board of Directors shall be submitted by written ballot to all members of the Board of Directors. Said ballots shall be prepared by the Secretary and mailed to each of the members of the Board of Directors and returned to the Secretary. The Board of Directors shall tally these ballots at their next meeting. The vote of the majority of ballots returned, in writing, to the Secretary prior to the meeting shall prevail.

#### ARTICLE XIV: AMENDMENTS<sup>64</sup>

- 1. The Bylaws of AHSGR may be amended by a two thirds (2/3) vote of the AHSGR membership voting, upon sixty (60) days written notice of the proposed bylaw amendments.
- 2. Amendments to these bylaws are permissible by mail ballot or at any special membership meeting called for this purpose.

#### ARTICLE XV: PARLIAMENTARY AUTHORITY<sup>65</sup>

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of AHSGR in all cases not provided for in which they are applicable and in which they are not inconsistent with these Bylaws or in the Standing Rules of Order.

#### ARTICLE XVI: CHAPTERS<sup>66</sup>

There exists within the Society local collections of members organized as chapters. Ten or more members of AHSGR may form a local chapter upon application and submission of bylaws subject to approval of the AHSGR Board of Directors.

<sup>62</sup> Revised 25 June 1994

<sup>&</sup>lt;sup>61</sup> Revised 27 July 2020

<sup>&</sup>lt;sup>63</sup> Revised 28 July 2022

<sup>&</sup>lt;sup>64</sup> Revised 25 June 1994

<sup>&</sup>lt;sup>65</sup> Revised 25 June 1994

<sup>66</sup> Revised 20 June 1998

# ARTICLE XVII: BOARD ACTIONS & RESOLUTIONS<sup>67</sup>

**Section A.** Any action or resolution adopted by the Board of Directors, Executive Committee, and/or Annual Membership Meeting shall include an implementation and/or effective date and the committee responsible for implementation oversight.

**Section B.** Whenever an action or resolution adopted by the Board of Directors, Executive Committee and/or Annual Membership Meeting fails to specify an implementation date, the action or resolution shall be referred to the appropriate standing committee to assign such date.

**Section C.** The Executive Director shall keep a record of all actions or resolutions adopted by the Board of Directors, Executive Committee and/or Annual Membership Meeting that remain outstanding and shall report the status of each as described in Article X. Section C.

#### ARTICLE XVIII: VILLAGE COORDINATORS<sup>68</sup>

**Section A.** A Village Coordinator is a member of AHSGR engaged in the collection of historical, genealogical, cultural, geographical, pictorial, and/or other attributes of villages in Russia or under Russian hegemony.

**Section B.** A Village Coordinator shall exchange information and genealogy with AHSGR. A Village Coordinator and the Society are expected to share subscribers/members names for a particular village or group of villages and to further their mutual interest. Village Coordinators may collect a fee for their services to recover their cost. Village Coordinators and the Society shall document their relationship in memoranda of understanding, said memoranda approved by the Board of Directors and uniformly applied.

#### ARTICLE XIX: ELECTRONIC MEETINGS<sup>69</sup>

Any AHSGR meeting, including any meeting of the Members, the Board of Directors, the Executive Committee, or any other committee, may be held by remote communication as provided herein and shall be subject to the following provisions:

- a. The technology used for the electronic meeting shall allow attendees full access to and full participation in all meeting transactions, either continuously or intermittently, throughout the specified time of the meeting.
- b. AHSGR shall implement reasonable measures to authenticate the attendance and vote of each attendee.
- c. Participation in a remote meeting shall constitute presence for all purposes, including quorum and voting.
- d. Any action that could be taken at an in-person meeting may also be taken at a remote meeting held pursuant to this provision.
- e. Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Executive Committee.

It shall be the responsibility of the members to possess hardware and software that will allow them to participate in electronic meetings through technology generally available to the public and reasonably selected by the Executive Committee for use by AHSGR or the conduct of its electronic meetings.

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<sup>&</sup>lt;sup>67</sup> Revised 20 June 1998

<sup>&</sup>lt;sup>68</sup> Revised 10 July 1999

<sup>69 14</sup> July 2021

# AMERICAN HISTORICAL SOCIETY OF GERMANS FROM RUSSIA STANDING RULES

#### STANDING RULE I<sup>70</sup>

#### **DISTRICT REPRESENTATION**

The number of Directors assigned to each Representative District one (1) through thirteen (13) in accordance with Article VI; Section C, of the Restated Bylaws is as follows and will remain in effect until the next apportionment period:

District 1	California and Hawaii	4
District 2	Washington and Alaska	2
District 3	Nebraska	2
District 4	Colorado	4
District 5	Oregon	1
District 6	Kansas	2
District 7	South and West (AZ, NM, NV, OK, TX, and UT)	3
District 8	Wisconsin and Illinois	1
District 9	North and West (ID, MT, ND, SD and WY)	1
District 10	Indiana, Michigan and Ohio	1
District 11	Iowa, Minnesota, and Missouri	2
District 12	All States (East and south) not listed above	2
District 13	Canada and other Countries	2
District 14	At Large	3

<sup>&</sup>lt;sup>70</sup> Directors reapportioned April 2018 in accordance with Section E, Article VI; AHSGR Revised Bylaws dated 16 July 2015.

#### AHSGR STANDING RULE II<sup>71</sup>: STANDING COMMITTEES

#### Section A. ANCESTRAL RECORDS COMMITTEE<sup>72</sup> shall:

- 1. Collect, preserve, and disseminate documents, records, materials and resources of our German from Russia ancestral heritage.
- 2. Prioritize acquisition and translation of records based on our mission to provide information related to Germans who settled in all regions of the Russian Empire, the level of interest from AHSGR members, and the expense-to-income value to AHSGR.
- 3. Develop and encourage the cooperation of national and international archives, academic and governmental institutions to preserve, research and make available to AHSGR documents and other materials relating to Germans from Russia
- 4. Negotiate with various organizations and governments to purchase records, copies of records, historic materials, or artifacts, identified as high priority, from Russia and former Soviet Union countries.
- 5. In conjunction with the Genealogy Research Committee, develop and maintain an inventory, where possible, listing all Germans from Russia materials and resources and the current location of materials
- 6. Identify, recruit, train, and maintain a cadre of translators to assist staff and volunteers with the translation of available records and resources into English.
- 7. Develop translation fee schedule, policies and procedures for translators and for creation of all record publications.
- 8. Along with the Archivist, determine priorities for digitizing AHSGR's collection of records.
- 9. Along with the Genealogy Committee, assist staff and members in acquiring or accessing research materials that address gaps in our collection.
- 10. Identify books concerning the Germans from Russia that should be translated and suggest to the Editorial and Publications Committee.
- 11. Recommend programs for presentation at the annual conference meeting, Treffen Tuesday and other AHSGR programs.
- 12. Prepare a report of the Committee's activities for the annual membership meeting.

#### Section B. CONVENTION MANAGEMENT COMMITTEE<sup>73</sup> shall:

- 1. Develop a strategic plan for AHSGR annual conventions including future convention locations.
- 2. Identify potential sites for future conventions and chapters or groups interested in hosting the convention.
- 3. Evaluate convention proposals, including possible venues and dates, that will serve the needs of the Society.
- 4. Work with the Executive Director to develop a general budget guideline for conventions and work with host committee to develop a budget specifically for their convention.
- 5. Serve as a liaison between the local organizing committee and AHSGR.
- 6. Develop policies, guidelines and procedures for conventions.
- 7. Evaluate post-convention surveys.
- 8. Serve as a bridge between annual conventions in providing continuity and standardization.
- 9. Prepare a report of the Committee's activities for the annual membership meeting.

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<sup>&</sup>lt;sup>71</sup> Revised 10 July 1999

<sup>72</sup> Revised 18 October 2023

<sup>73</sup> Revised 18 October 2023

# Section C. CULTURE AND FOLKLORE COMMITTEE<sup>74</sup> shall:

- 1. Study, collect, record and effectively preserve traditional customs, beliefs, tales, expressions, and teachings of Germans from Russia.
- 2. Prepare culture, folklore, linguistics and related materials for publication in appropriate AHSGR publications.
- 3. Work in cooperation with other organizations, individuals, and AHSGR committees regarding culture, folklore or linguistic resources and materials.
- 4. Recommend a program related to culture, folklore and linguistics at the annual convention meeting and Treffen Tuesday.
- 5. Conduct an annual Storytelling Contest.
- 6. Prepare a report of the Committee's activities for the annual membership meeting.

#### Section D. EDITORIAL AND PUBLICATIONS COMMITTEE<sup>75</sup> shall:

- 1. Develop policies and procedures to encourage contributions of materials for publication.
- 2. Review monograph material submitted to the Society and make recommendations concerning publication.
- 3. Recommend publication standards and/or format modifications of all Society publications to the Board of Directors.
- 4. Review the responsibilities of the Journal Editor and Publications Coordinator and make recommendations to the Board of Directors concerning these positions.
- 5. Coordinate and mediate all publication contractual matters. Report such activities to the Board of Directors.
- 6. Provide oversight of the Publication Fund and make recommendations for expenditures to the Board of Directors.
- 7. Follow the Pricing Policy as established and approved by the Board of Directors.
- 8. Prepare a report of the Committee's activities for the annual membership meeting.

# Section E. FACILITIES COMMITTEE<sup>76</sup> shall:

- 1. Work with AHSGR staff to ensure that AHSGR facilities are inviting, functional, safe and support the mission of AHSGR.
- 2. Identify needed maintenance or improvements for buildings and grounds. Prioritize needs within available funds.
- 3. Support AHSGR staff to:
  - acquire the necessary approvals (if required) from local agencies for the proposed improvements.
  - develop specifications or proposals of work (RFP or RFQ) to describe the proposed improvements.
  - solicit bids/quotes or proposals from local contractors or consultants to complete the proposed improvement.
  - oversee completion of improvement.
- 4. Prepare a report of the Committee's activities for the annual membership meeting.

75 Revised 18 October 2023

<sup>76</sup> Revised 18 October 2023

<sup>&</sup>lt;sup>74</sup> Revised 18 October 2023

#### Section F. FINANCE COMMITTEE<sup>77</sup> shall:

- 1. Prepare an annual budget and submit it to the Board of Directors for approval.
- 2. Make or arrange to have made an annual audit of all financial records and report the results of the audit to the Board of Directors.
- 3. Prepare or have prepared a monthly and/or quarterly financial report for the Board of Directors.
- 4. Review the investment portfolio of the Society and make modifications as may be required. Report all investments and modifications to the Board of Directors.
- 5. Review annually the dues schedule and submit recommendations to the Board of Directors for approval.
- 6. Review, as necessary, the terms and conditions of any lease(s) into which the Society may enter. Make recommendations to the Board of Directors regarding any lease(s)
- 7. Review and provide for the enforcement of all personnel policies including compensation and benefit plans. Recommend any modifications to the Board of Directors.
- 8. Prepare a report of the Committee's activities for the annual membership meeting.

# Section G. FUNDRAISING COMMITTEE<sup>78</sup> shall:

- 1. Partner with IFAHSGR to develop and implement a comprehensive Fundraising Plan.
- 2. Collaborate with IFAHSGR to ensure that the fundraising efforts of AHSGR and IFAHSGR are coordinated and complementary.
- 3. Coordinate fund-raising efforts with the Marketing Committee to ensure aligned and integrated promotion.
- 4. Drive the generation of donations to support the ongoing operations of AHSGR, capital improvements, and new programs or capabilities that advance the mission of AHSGR.
- 5. Pursue grants for defined projects or operating expenses.
- 6. Access corporate charitable giving from organizations with a connection to the Germans from Russia community or the mission of AHSGR.
- 7. Prepare a report of the Committee's activities for the annual membership meeting.

#### Section H. GENEALOGY RESEARCH COMMITTEE<sup>79</sup> shall:

- 1. Develop and implement genealogy research tools and services to support member access to AHSGR's archival collection and other genealogical resources unique to our Heritage.
- 2. Develop web-based tools and guides to assist members in conducting genealogy research and understanding their German from Russia history. Identify and prioritize needs and oversee completion of new content.
- 3. Working with Library and Archives staff, prioritize research focused projects. Examples: German Origins Project, a Germans from Russia history timeline, research guides for Germans from Russia specific research.
- 4. In conjunction with the Ancestral Records Committee, develop and maintain an inventory, where possible, listing all Germans from Russia materials and resources and the current location of materials.
- 5. Oversee and coordinate the activities of the AHSGR Village Coordinators to propagate best practices that facilitate the collection and dissemination of genealogical and village information.
- 6. Coordinate and encourage research cooperation with other national and international genealogical societies relating to the Germans from Russia and make this information available to AHSGR.
- 7. Work with the Collections Committee and Archivist on the operation and care of the AHSGR library and archival collections including the recommendations for new materials, deaccessions and

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<sup>&</sup>lt;sup>77</sup> Revised 18 October 2023

<sup>&</sup>lt;sup>78</sup> Revised 18 October 2023

<sup>79</sup> Revised 18 October 2023

- audio-visual collections. With the Collections Committee and Archivist, develop AHSGR library policies and procedures.
- 8. Assist staff and members in acquiring or accessing research materials that address gaps in our collection.
- 9. Approve fee schedules for information and genealogical searches conducted by AHSGR staff and/or volunteers.
- 10. Seek grants or funds to support genealogical projects.
- 11. Recommend Genealogy Research programs for presentation at the annual conference meeting, Treffen Tuesday or other AHSGR programs.
- 12. Prepare a report of the Committee's activities for the annual membership meeting.

#### Section I. MARKETING/PUBLIC AFFAIRS COMMITTEE<sup>80</sup> shall:

- 1. Develop methods to make known to the public the purpose, activities, and resources of AHSGR.
- 2. Oversee AHSGR's Social Media accounts and activities.
- 3. Coordinate and manage AHSGR's presence at genealogical conventions/meetings, including staff and chapter support.
- 4. Prepare a report of the Committee's activities for the annual membership meeting.

#### Section J. MEMBERSHIP COMMITTEE<sup>81</sup> shall:

- 1. Develop policies and programs to increase membership in AHSGR through new memberships and membership renewals.
- 2. Facilitate sharing of Chapter best practices and ideas for programs and activities.
- 3. Promote and assist in the development of new Chapters, and when necessary, assist in deactivating existing chapters.
- 4. Seek Chapter input for changes and improvements in AHSGR programs and services.
- 5. Administer the AHSGR member recognition program, including the Distinguished Service Award and Special Citation Award.
- 6. Prepare a report of the Committee's activities for the annual membership meeting.

#### Section K. TECHNOLOGY COMMITTEE<sup>82</sup> shall:

- 1. Regularly review the society's operations with the objective of effectively and efficiently employing technology to achieve the society's goals and mission.
- 2. Periodically review (technological) holdings of the society to ensure an orderly migration to current and emerging hardware and software available.
- 3. Ensure that holdings of the society are retained in easily transported formats and that the useful period of the format is not exceeded.
- 4. Develop policies and exercise oversight to ensure the security, integrity, and retention of the society's data, software, and hardware.
- 5. Serve as a resource for the Officers, Directors, and Staff of the society in questions relating to technology.
- 6. Prepare a report of the Committee's activities for the annual membership meeting.

81 Revised 18 October 2023

<sup>80</sup> Revised 18 October 2023

<sup>82</sup> Revised 18 October 2023

The Bylaws Review Committee shall be authorized to correct article and section designations, punctuation, and cross references, and to make such other technical and conforming changes as may be necessary to reflect the intent of the Board of Directors in connection with these bylaws.

#### Bylaw revisions occurred on the following dates:

Revised 28 July 1990

Revised 30 June 1992

Revised 26 June 1993

Revised 25 June 1994

Revised 28 July 1995

Revised 20 June 1998

Revised 10 July 1999

Revised 16 June 2000

Revised 9 June 2001

Revised 6 July 2002

Revised 8 July 2004

Revised 18 August 2005

Revised 14 June 2007

Revised 31 July 2008

Revised 4 August 2011

Revised 8 July 2014

Revised 16 July 2015

Revised 27 July 2020

Revised 14 July 2021

Revised 28 July 2022

Revised 4 August 2023