

1 BYLAWS OF THE CLAY FAMILY SOCIETY, INC.

2 ARTICLE I. NAME

3 The name of this organization, which is incorporated under the laws of the state of Ohio as a not
4 for profit organization, is the Clay Family Society, Incorporated (CFS), hereinafter called the
5 Society.

6 ARTICLE II. PURPOSE

7 This Society has been formed and incorporated for educational purposes to encourage research
8 and foster understanding of the genealogy and history of all branches of the Clay family. This
9 includes activities that support the study of genealogy, family history, regional history, and in
10 particular the origin of families surnamed Clay, without regard to variant spellings of the name.

11 ARTICLE III. MEMBERS

12 The membership shall be open to all interested persons who are willing to complete the
13 information form, pay dues and participate in the organization. Only members in good standing
14 are entitled to vote or to hold office. Active members in good standing are those whose dues are
15 up-to-date by the date of any action on which there is a vote.

16 Section 3.01 Individual and Family Memberships

17 The types of memberships are individual and family. Individual memberships receive one copy
18 of any publications of the Society and have one vote in Society business. Family memberships
19 are for two persons living in the same household; they shall receive one copy of any publication
20 and have two votes in Society business.

21 Section 3.02 Lifetime Membership

22 Honorary Lifetime Member status may be granted by the membership for particular people,
23 current or non-members, for their contributions to the Society. Dues are waived for the lifetime
24 of the honoree. Honorees hold all rights and privileges of active members.

25 Section 3.03 Rights of Membership.

26 Active members of the Society shall have the right to vote in the election of Society officers-or in
27 any election to dissolve the Society. They shall also have the right to vote on amendments to the
28 Society bylaws, and to participate in matters as set forth in this document and the laws of the
29 state of Ohio. The Society may benefit, serve or assist persons, who are not current members of
30 the Society, with genealogical projects which may afford considerable benefit to the Society.
31 The Board of Directors may restrict the provisions of such benefits, services, and assistance. No
32 member shall be entitled to any part of the income of the Society.

33 Section 3.04 Termination of membership.

34 Membership shall terminate on occurrence of any of the following events: resignation of the
35 member, on notice to the secretary of the Society; expiration of the period of paid up
36 membership; suspension based on a good faith determination by the Board of Directors that the
37 member has failed in a material and serious degree to observe the rules of conduct of the Society,
38 or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the
39 Society.

40 Section 3.05 Liability for debts or obligations.

41 No member of the Society, as such, shall be personally liable for the debts, liabilities, or
42 obligations of the Society.

43 ARTICLE IV. DUES AND FINANCES
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44 Membership dues of the Society shall be recommended by the Board of Directors and approved
45 by two-thirds of the membership at the biennial meeting. Dues are annual and assessed from
46 January 1 of each year to December 31 of each same year. Dues may be paid in advance for any
47 number of years. New members joining after January 31 will have their dues pro-rated by month
48 through the end of the current year. Advance payments of dues are not refundable.

49 ARTICLE V. MEETINGS OF MEMBERSHIP
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50 Section 5.01 Biennial Business Meeting

51 A biennial business meeting of the members of the Society shall be held at a time and place
52 determined by the Board of Directors for the purpose of electing directors and officers, and for
53 the consideration of all other matters which either the President or the majority of the members
54 deem advisable. The biennial meeting shall be held in conjunction with the Society Gathering in
55 a place of interest to Clay family researchers recommended by the Board and approved by the
56 membership. In the event of exigent circumstances where that place is deemed not feasible, the
57 Board has the right to change the place.

58 Section 5.02 Notice of meetings

59 Written notice of the biennial and all special meetings of members shall state the time, place
60 (and, with respect to special meetings, the purposes thereof) and shall, unless waived in writing
61 by such members, be given by the President or the Secretary to each member entitled to notice of
62 such meeting by e-mail or ordinary mail at least ten (10) days but not more than ninety (90) days
63 before the date fixed for such meeting. Such notices shall be addressed to the member at his or
64 her address as the same appears upon the records of the Corporation, and may be included as part
65 of the newsletter.

66 Section 5.03 Quorum

67 A quorum for any meeting of the Society shall consist of those members in good standing who
68 are present. The Secretary and Treasurer will maintain a list of members eligible to vote. There
69 shall be no voting by proxy.

70 Section 5.04 Special Meetings

71 Special meetings of the members shall be held at such times and places, within or without the
72 State of Ohio, by email or via other technology as may be specified in the notice whenever called
73 by any of the following: the President; in case of the President's absence, death or disability, the
74 Vice President; fifty percent (50%) of the voting members; or a majority of the members of the
75 Board of Directors acting with or without a meeting. Upon a request in writing delivered to the
76 President or to the Secretary by any persons entitled to call such meeting of members, stating the
77 purposes for which such meeting is called, it shall be the duty of the President or the Secretary to
78 give notice thereof to the members in the manner set forth in Section 5.02 of this Article, and if
79 such request be refused, then the persons making such request may fix the time of the meeting,
80 and give the notice thereof in the manner set forth.

81 ARTICLE VI. BOARD OF DIRECTORS

82 All of the authority of this Corporation shall be exercised by the Board of Directors, except as
83 otherwise provided in the Articles of Incorporation, this document, or by current Ohio Revised
84 Code.

85 The Board of Directors will have power to adopt policies from time to time to implement these
86 Bylaws and to carry out the goals and mission of the Society.

87 Section 6.01 Composition

88 The Board of Directors of the Society will consist of the President, Vice-President, Secretary,
89 Treasurer, Meetings Officer, Publications Officer, and two Directors at Large.

90 There may also be such other appointees or other positions established by the Board of Directors,
91 with specific powers and responsibilities as shall be deemed necessary.

92 Any two offices may be held by the same person, but no officer shall have a vote, nor execute,
93 acknowledge or verify any instrument in more than one capacity.

94 The officers will not be compensated for their duties, unless determined otherwise by the
95 members from time to time.

96 Section 6.02 Duties of the Board of Directors

97 The Board of Directors shall be subject to the orders of the Society and none of its acts shall
98 conflict with action taken by the Society. The Board shall:

- 99 A. Have general supervision of the affairs of the Society between meetings
- 100 B. Fix the date, time, and place of Society Gatherings and business meetings
- 101 C. Make recommendations to the Society
- 102 D. Adopt rules as needed to carry on the business of the board, provided such rules are not in
103 conflict with this document, any Bylaws or any special rules of order or standing rules
104 adopted by the Society.
- 105 E. Perform such other duties ordered by the Society.

106 Section 6.03 Terms of office

107 Officers shall serve four year terms, with half of such officers being elected at each biennial
108 meeting.

109 This staggered pattern assures both continuity and regular turnover of those in office. Newly
110 elected officers shall be installed as the last item of business during the biennial business meeting
111 and shall assume office and all attendant responsibilities at the close of the biennial meeting. An
112 officer may hold more than one position at a time, but has only one vote in Society business.

113 Section 6.04 Nominations

114 A nominating committee consisting of three members from the general membership (President
115 excluded) shall be appointed by the President at the biennial meeting for the next meeting. This
116 committee will be responsible for soliciting nominees from the membership and presenting at the
117 biennial meeting a slate of officer and director candidates recommended for election for the
118 coming cycle.

119

120 Section 6.05 Elections

- 121 A. Officers shall be elected at the regular biennial meeting of the Society.
- 122 B. Each officer must be, at the time of the election, a current member of the Corporation
- 123 Society in good standing
- 124 C. Nominations may be made from the floor, providing consent has been obtained from the
- 125 nominee.
- 126 D. Elections shall be by ballot except that where there is only one nominee for an office,
- 127 election may be by voice vote.
- 128 E. Members entitled to vote at any meeting of members shall be those members in good
- 129 standing as of the meeting date and present at the meeting.
- 130 F. The affirmative vote of a majority entitled to vote on any matter, as defined in this
- 131 document, shall be the act of the members.
- 132 G. In any election of officers, the candidates receiving the highest number of votes are
- 133 elected.
- 134 H. Each member shall have the right to vote for as many nominees as there are vacancies in
- 135 elected offices to be filled by the members.

136 Section 6.06 Vacancy in or Removal from Office

- 137 A. An officer may resign at any time by giving written notice to the Board of Directors,
- 138 which resignation may or may not be made contingent on formal acceptance and which
- 139 shall take effect on the date of receipt or, if approved in writing by the Board, at any later
- 140 time specified in such notice.
- 141 B. Officers may also be removed by a two-thirds majority vote of the membership.
- 142 C. Officers will be replaced by a majority vote of the Board, to serve out the term of office of
- 143 the resigned or removed officer.
- 144 D. An officer appointed to fill a vacancy shall serve out the term of office of the officer s/he
- 145 has replaced.

146 Section 6.07 Duties of Officers

147 Officers shall perform the duties provided in this section and such other duties as are prescribed
148 for the office in these Bylaws. Officers will not vote on issues of conflicting interest when they
149 are officers or staff of other equivalent organizations. The officers will not be compensated for
150 their duties, unless determined otherwise by the members from time to time, but they may be
151 reimbursed for expenses advanced for the Society as approved by the Board of Directors.

- 152 A. The President shall preside at all meetings of the organization, perform such duties as set
- 153 out in this document, appoint committees, serve as ex-officio member of all committees
- 154 except the nominating committee, and be authorized to sign checks disbursing monies of
- 155 the organizations. However, checks larger than Two Hundred Fifty Dollars (\$250.00)
- 156 shall be countersigned or be authorized in writing by either the Vice President or
- 157 Treasurer.
- 158 B. The Vice president shall preside at all meetings in the absence of the President, be
- 159 authorized to sign checks and perform such other duties as may be requested by the
- 160 President. However, checks larger than Two Hundred Fifty Dollars (\$250.00) shall be

- 161 countersigned or be authorized in writing by either the President or Treasurer. The Vice
162 president will chair the nominating committee.
- 163 C. The Secretary shall record the proceeding of all Board and general meetings, answer all
164 mail, and perform such other duties as requested by the President. The secretary will also
165 maintain a complete membership roster consisting of mailing addresses, telephone
166 numbers, and e-mail addresses.
- 167 D. The Treasurer of the organization is the officer entrusted with the custody of its funds.
168 This officer may disburse funds by authority of the Society as the Bylaws prescribe and
169 in accordance with generally accepted accounting principles and such procedures and
170 practices as may be established by the Board of Directors from time to time. However,
171 checks larger than Two Hundred Fifty Dollars (\$250.00) shall be countersigned or be
172 authorized in writing by either the President or Vice President. . The Treasurer is
173 required to make a full financial report annually and to make such interim reports as the
174 membership or the Board may direct.
- 175 a) The Treasurer shall be custodian of all funds, disbursing them as directed herein.
176 b) The Treasurer shall keep proper books and keep accurate account of the finances of
177 the Corporation and shall present at the biennial meeting of members a financial
178 statement including a summary of profits and other changes in the surplus account of
179 the Corporation, and a balance sheet containing a summary of the assets and
180 liabilities as of the close of the Corporation's fiscal year.
- 181 c) The financial statement shall have appended thereto a certificate signed by the
182 President, Vice President and the Treasurer, or by a public accountant or a firm of
183 public accountants, to the effect that the financial statement presents fairly the
184 financial position of the Corporation and the results of its operations in conformity
185 with generally accepted accounting principles applied on a basis consistent with that
186 of the preceding period or such other certificate as is in accordance with sound
187 accounting practice.
- 188 d) The Treasurer shall also prepare and distribute financial statements to the Board of
189 Directors semi-annually or at any time upon two weeks' notice at the request of the
190 Board. At any meeting of the Board of Directors, the Treasurer shall furnish
191 summary statements of the financial condition of the Corporation as of the date
192 requested by the President or the Board of Directors.
- 193 e) Upon the expiration of his or her term of office, the Treasurer shall deliver all
194 money, books, papers and other property of the Corporation that shall be in his or her
195 possession or under his or her control to his or her successor in office.
- 196 E. The Publications Director shall arrange for production, editing, proofreading and
197 publication of all Society documents including the newsletter *Pieces Of Clay*, meeting
198 programs, membership directories and journals, submitting bills for publication to the
199 treasurer for payment. S/he shall see that copies are available at all times and perform
200 such other publication duties as assigned by the Board.
- 201 F. The Meetings Director will be responsible for planning and carrying out the biennial
202 meeting in consultation with the Board of Directors. This will include, but is not limited

203 to, surveying sites and venues, arranging for hotel and meeting room accommodations,
204 arranging group activities, obtaining speakers and entertainment and developing
205 programs and handouts in conjunction with the Publications Director.

206 G. At-large members may chair committees, may act as members of standing committees,
207 and conduct special projects as requested by the Board.

208 Section 6.08 Meetings

209 The Board of Directors may meet annually, at the discretion of the Board, at such times as the
210 Board of Directors determines. Special meetings of the Board of Directors may be called from
211 time to time by the President, the Vice President or any two (2) members of the Board. All
212 meetings of the Board of Directors shall be held at such places within or without the state of
213 Ohio, as the Board of Directors may designate from time to time and as may be specified in the
214 notice of meeting. Meetings of the Board of Directors may be held through any means of
215 communication equipment that provides a transmission, including but not limited to, telephone,
216 or e-mail, from which it can be determined that the transmission was authorized by, and
217 accurately reflects the intention of the Director involved, and with respect to meetings, allows all
218 persons participating in the meeting to contemporaneously communicate with each other.

219 Section 6.09 Notice of meetings

220 Notice of meetings of the Board of Directors shall be e-mailed or sent by ordinary U.S. mail to
221 each member of the Board at his or her address appearing in the records of the Corporation, at
222 least two (2) days prior to the holding of such meeting. Every such notice shall state the time
223 and place of the meeting, but shall not be required to state the purpose thereof.

224 Section 6.10 Quorum

225 At all meetings of the Board of Directors, a majority of the members then serving must be
226 present in order to constitute a quorum. Such attendance may occur telephonically, or by other
227 communications technology. The act of a majority of the Directors present at a meeting at which
228 a quorum is present is the act of the Board.

229 Section 6.11 Action without meeting

230 Any action which may be authorized or taken at a Directors' meeting may be authorized or taken
231 without a meeting in a writing or writings signed by all of the Directors who would be entitled to
232 notice of a meeting of the Directors held for such purpose, and such writing or writings shall be
233 made a part of the records of the Corporation. This includes the use of electronic media and
234 electronic signatures.

235 Section 6.12 Budgets

236 Officers and Board members will, as needed, develop budgets to be submitted to and approved
237 by the Board at its annual meeting. Officers will be responsible for the effective use of the funds
238 allocated.

239 Section 6.13 Good Faith

240 A Director shall perform his or her duties as a director in good faith, in a manner s/he reasonably
241 believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent
242 person in a like position would use under similar circumstances. In performing his or her duties,
243 a Director, when acting in good faith, is entitled to rely on information, opinions, reports or
244 statements, including financial statements or other financial data that are prepared or presented

245 by: (a) one or more directors, officers or members of the Society whom the Director reasonably
246 believes are reliable and competent in the matters prepared or presented; or (b) counsel, public
247 accountants or other persons as to matters that the Director reasonably believes are within the
248 person's professional or expert competency.

249 A Director shall not be found to have failed to perform his or her duties, unless it is provided, by
250 clear and convincing evidence, in an action brought against the Director that s/he has not acted in
251 good faith, in a manner s/he reasonably believes to be in or not opposed to the best interests of
252 the Corporation, or with the care that an ordinarily prudent person in a like position would use
253 under similar circumstances.

254 Section 6.14 Limitation of Legal Liability

255 Subject to current Ohio Revised Code, a Director is liable in damages for any act that s/he takes
256 or fails to take as Director only if it is proved, by clear and convincing evidence, in a court with
257 jurisdiction that the act or omission of the Director was one undertaken with a deliberate intent to
258 cause injury to the Corporation or was one undertaken with a reckless disregard for the best
259 interests of the Corporation.

260 ARTICLE VII. COMMITTEES

261 The President shall have the power to appoint committees to help carry on the business of the
262 organization. The committees can be temporary or permanent as designated by the President.

263 Section 7.01 Chairs of these and any other committees may be appointed.

264 Cemetery committee - coordinates all matters related to cemeteries in which Clays are buried.

265 Website committee – coordinates all website submissions, maintains website, ensures name and
266 server costs are paid.

267 History Committee - collects and preserves acquisitions and any other items of interest
268 pertaining to the history of the Society and displays the Society scrapbook.

269 Section 7.02 Budgets

270 Committee chairs will, as needed, develop written budgets to be submitted to and approved by
271 the Board of Directors. Chairs will be responsible for the effective use of the funds allocated,
272 and will submit annual reports to the Board.

273 Section 7.03 Committee Membership

274 All members of the Society are encouraged to participate in a committee of particular interest,
275 and to suggest to the Board creation of new committees. Committee chairs should actively seek
276 members to serve so that the overall representation of the Society is as broad as possible.

277 Section 7.04 Committee Meetings

278 Meetings of committees may be called by the President, the chair of the committee, or a majority
279 of the committee's voting members. Each committee shall meet as often as is necessary to
280 perform its duties or as otherwise stipulated by the Board. Notice of a meeting of a committee
281 may be given at any time and in any manner reasonably designed to inform the committee
282 members of the time, place, and purpose of the meeting.

283

284 ARTICLE VIII AMENDMENTS

285 These By-laws may be amended at any regular meeting of the Society by a two-thirds vote of
286 voting members present, provided that the proposed amendment has been submitted in writing
287 by US mail or by e-mail to the membership at least thirty (30) days prior to the meeting.

288 ARTICLE IX PARLIAMENTARY AUTHORITY

289 The rules contained in the current edition of *Robert's Rules of Order*, newly revised, shall govern
290 the organization in all cases to which they are applicable and are not inconsistent with these by-
291 laws and any special rules of order the organization may adopt. The Parliamentarian, appointed
292 by the President, shall manage the flow of the meetings, and ensure that any motions are properly
293 presented and formed. The main purpose of this office shall be to keep the meeting flowing at a
294 comfortable pace and interject comments and assistance only as necessary to smooth the
295 discussions on the floor. The Parliamentarian may also serve as an advisor to the Board of
296 Directors, when asked.

297 ARTICLE X. PRINCIPAL LOCATION AND REGISTERED AGENT

298 Section 10.01 Principal Location

299 The principal location of the Society shall be in the state of Ohio.

300 Section 10.02 Registered Agent or Statutory Agent

- 301 A. As a corporation under the laws of the state of Ohio, the Society is required to have a
302 registered agent to receive any legal notices.
- 303 B. The Board of Directors will appoint a registered agent to be available during normal
304 business hours to facilitate legal service of process being served in the event of a legal
305 action or lawsuit. The purpose of a registered agent is to provide a legal address (not a
306 post office box) within the state of Ohio.
- 307 C. The registered agent may be an active member who resides in the state of Ohio, or be an
308 entity entitled to do business in the state of Ohio.
- 309 D. The agent shall receive license renewals and other notices and shall forward them to the
310 Society's Secretary, while keeping copies in the agent's file.
- 311 E. The agent shall accept legal papers served on the Society. The agent shall bring such
312 papers to the notice of the Board of Directors as soon as possible.
- 313 F. A statement signed by the agent indicating consent to serve shall be placed on file with
314 the Secretary of State of the State of Ohio.
- 315 G. The agent is required to notify the Secretary of State of any change of address within the
316 State of Ohio, or the President of the Society in the event of a change of address to
317 another state.
- 318 H. Monies shall be budgeted and expended by the Society for this purpose should no Society
319 member be available and willing to act as agent.

320 ARTICLE XI. DISSOLUTION OF THE SOCIETY AND CORPORATION

321 The Corporation may be dissolved voluntarily or involuntarily.

322 Section 11.01 Resolution for Dissolution

323 The voting members at a special meeting held for that purpose may adopt a resolution of

324 dissolution by the affirmative vote of a majority of the voting members present in person or, by
325 mail, or by the use of authorized communications equipment, by the affirmative vote of the
326 voting members. Notice of the meeting of the members shall be sent by U. S. mail to all
327 members who would be entitled to vote at the meeting.

328 Section 11.02 Assets of the Corporation

329 The corporate assets shall be donated to a genealogical or family history society or public library
330 specializing in genealogical history within or without the state of Ohio.

331 Section 11.03 Certification of Dissolution

332 Upon the adoption of a resolution of dissolution, a certificate shall be prepared and executed
333 according to current statutes of Ohio law.

334 ARTICLE XII. MISCELLANEOUS

335 Section 12.01 Fiscal year

336 The fiscal year of the Corporation shall end on the 31st day of December in each year or on such
337 other day as may be fixed from time to time by the Board of Directors.

338 Section 12.02 Donations and Property

339 All property acquired by this Corporation through purchase, gift, bequest or otherwise shall be
340 the absolute property of this Corporation, unless at the time of acquiring such property it is
341 otherwise specified in writing.

342 Section 12.03 Books and Records

343 The books and records of this Corporation may be examined by any member or any Director or
344 the agent or attorney of any member or any Director for any reasonable and proper purpose at
345 any reasonable time.

346 ARTICLE XIII. BYLAWS

347 I, Constance Collins, do hereby certify that I am the Secretary of the Clay Family Society, an
348 Ohio non-profit corporation, and that:

349 1. The attached is a true, correct, and complete copy of the Bylaws of said corporation, which
350 was adopted in the affirmative, by a two-thirds majority of the membership voting by ballot 10
351 October 2014

352 2. There have been no further amendments of said bylaws since the amendments were adopted to
353 and including the date of the certificate.

354 3. Said Bylaws are in full force and effective on the date of approval.

355

356 /SS/ Constance L Collins, Secretary