

SOCIETY FOR GERMAN GENEALOGY IN EASTERN EUROPE (SGGEE)
"A VOLHYNIAN GENEALOGY GROUP"

Ministerial approval October 17, 2012

CONSTITUTION

1. The name of the Society is **SOCIETY FOR GERMAN GENEALOGY IN EASTERN EUROPE**, hereafter referred to as "the Society".

2. The objectives and purposes of this Society are:

(a) to provide a forum for people interested in the ancestry, culture and history of ethnic Germans from Volhynia (modern day northwestern Ukraine) and Russian Poland (modern day central and eastern Poland), and also to assist them with other neighboring regions which have migrational connections such as Kiev and Podolia in Ukraine, and East and West Prussia, Pomerania, Posen, Silesia and other regions of the former German Empire.

(b) to promote and undertake genealogical research of such people and their descendants while living in Europe and subsequent migration to the western hemisphere;

(c) to collect and preserve material relevant to genealogical research and studies such as books, manuscripts, maps, photographs and microfilms;

(d) to encourage and instruct Members in the methods of genealogical research;

(e) to publish or cause to be published and distributed books, journals, newsletters and other printed material to carry out the objectives of the Society and to preserve the heritage of these peoples;

(f) to organize and maintain an Internet web site where Members may access information on the Society and where the research of the Society and its Members may be made available;

(g) to cooperate with educational institutions, other societies, researchers, and other organizations or individuals engaged in genealogical research or studies;

(h) to raise funds, accept grants, donations and other gifts in accordance with the goals of the Society and without any gain for its Members;

3. The activities and operation of this Society will conform to the Canada Corporations Act and the Tax Laws of Canada however, there will be no geographical boundaries for its area of activities.

4. No substantial part of the activities of the Society or it's Members shall be the carrying on of propaganda or the making of ethnic or racist statements, and the Society shall not participate in, or intervene any political campaign on behalf of any candidate for public office.

BY-LAWS
of
SOCIETY FOR GERMAN GENEALOGY IN EASTERN EUROPE

ARTICLE 1 MEMBERSHIP

1. Membership in the Society shall consist of:

Individual Membership
Family Membership
Honorary Membership
Life Membership

2. Individual Membership.

Individual Membership may be granted to any person who is interested in the objectives and purposes of the Society, agrees to abide by the Constitution and By-laws of the Society, pays the dues of the Society and is approved by the Membership Committee.

Individual Members in good standing have the right:

- (a) to attend and to vote on any issue at any General Meeting of the Society;
- (b) to stand for election to an elective office in the Society if 18 years of age or older;
- (c) to receive for the current year, one copy of each issue of any newsletter published by the Society. The newsletter will be available to Members via the Society web-site. Access to the Society's web page shall normally remove any obligation of the Society to mail any Society publications or other material to that Member. However Members can explicit advise the Society that newsletters or other material be sent to the Member via regular mail.
- (d) to have access to any libraries established by the Society;
- (e) to have access to the Internet web site of the Society;
- (f) to join any Branch of the Society in accordance with such Branch's regulations; to attend its meetings and participate in its activities.
- (g) to receive notice of all meetings and other activities of the Society by e-mail or regular mail as indicated by the Member on their application form, or at a later date by notifying the Society in writing by e-mail or regular mail.

3. Family Membership. Where more than one person in a household joins the Society, the membership may be classed as a Family Membership. Each person included in a Family Membership shall have the rights of an Individual Member except that the household shall receive only one copy of any publication or newsletter of the Society if mailed as noted in Article 1 Section(2)(c).

4. Honorary Membership. The Directors shall have the authority by ordinary resolution to offer Honorary Membership in the Society, for life or for some lesser period, to any person or persons whom the Directors by resolution so honor for outstanding service to the Society or the study of Genealogy in general. A person accepting Honorary Membership shall not be required to pay any membership fees or other dues, and shall not be entitled to hold office or to vote at meetings but shall have all other rights and privileges of membership.

5. Life Membership. The Directors shall have the authority by resolution of the Board, approved by two-thirds of the Directors, to bestow Life Membership in the Society to any Member or former Member of the Society whom the Directors so wish to honor for outstanding service to the Society. A person receiving Life Membership shall not be required to pay any membership fees or other dues, and shall be entitled to hold office and to vote at meetings and shall have all other rights and privileges of membership.

6. The Board of Directors shall have the right to refuse to admit any person, institution, organization or society or expel any Member because of unethical practices in genealogy, willful violation of the Constitution or any regulation of the Society, or for any other reasons it deems reasonable. Any person refused admittance to, or expelled from, the Society shall have the right of appeal to the general membership at a Special General or Annual General Meeting and the decision of the membership shall be final.

7. Any Member wishing to withdraw from the Society may do so upon notice in writing to the Board, through the Corresponding Secretary. Any Member withdrawing from the Society shall not be entitled to a refund of any dues paid and such withdrawal shall not void any obligations to the Society which were incurred by the Member prior to the withdrawal. Membership in the Society is non-transferable.

ARTICLE 2 DIRECTORS

1. The Directors of the Society shall be:

- (a) Six Members in good standing elected as Directors at an Annual General Meeting of the Society
- (b) one Member in good standing designated as a Director by each Branch, (see Article 8 for definition)
- (c) the Past President of the Society

2. The term of office for each Director elected shall be two years. Terms of office shall be staggered so as to elect three Directors each year, to provide continuity.

3. At each Annual General Meeting, elections shall be held to fill the positions of the three retiring Directors.

4. Should a Director cease to be a Member of the Society or otherwise be unable or unwilling to act as a Director, except in the case of removal by way of Special Resolution, the remaining Directors shall appoint an Individual Member of the Society to serve the balance of that Director's term. See section 7 below for appointment of a new director in case of removal of a director by Special Resolution. Alternate directors are not acceptable excepting for directors appointed by Branch members as provided for in 6 below.

5. A Director designated by a Branch of the Society shall serve for a term of one year commencing from the date of the Society's Annual General Meeting.

6. If a Director designated by a Branch is unable to attend meetings of the Board, a substitute member of the Branch may be appointed or elected by that Branch to serve on the Board with all the rights and powers of a Director.

7. The Society may, by Special Resolution, remove any Director before the expiration of term of office and may by ordinary resolution appoint another qualified Member to complete the term of office of the Director so removed.

ARTICLE 3 BOARD OF DIRECTORS

1. There shall be a Board of Directors of the Society, hereinafter referred to as "the Board," composed of the Directors as specified in Article 2 Section 1.

2. Each Director shall have one vote at each meeting of the Board. Voting by proxy or mail balloting shall not be permitted and written resolutions in lieu of meetings are not acceptable.
3. At any meeting of the Board, a quorum shall consist of four Directors.
4. The Board shall meet at the call of the President at least two times a year or within thirty days after receipt of a written request of four Directors for the purpose of: receiving reports from the Executive Committee, the appointed Directors and the Chairmen of committees; dealing with matters of policy; and taking whatever actions are necessary in the control and operation of the Society. Reasonable notice of meetings will be given however notice of meetings may be waived by Directors who attend the meeting.
5. Meetings of the Board of Directors may be held in person, by conference telephone call, or by any other electronic means by which all members of the Board may communicate with each other at the time of the meeting if each member of the Board has agreed to the use of the electronic means before the meeting.
6. The Board, subject to these By-laws and to the direction given it by the majority vote of any Annual General Meeting or Special General Meeting of the Society, shall have full power and authority over the affairs of the Society and the custody and control of all its property of whatever kind.
7. The Society, acting through its Board, may open accounts, borrow or raise and secure the payment of money in such manner as the Board may think fit, including the issue of debentures, for the purpose of carrying out the objectives and purposes of the Society. Where it is proposed to issue debentures, approval of the Society must be obtained by Special Resolution.
8. Each person nominated for office and each officer including Directors and holders of an appointed position in the Society, shall be an Individual Member, 18 years of age or older, in good standing at the time of nomination and election or appointment and shall cease to hold office or position if membership shall lapse by reason of failure to pay dues on time or for any other reason.
9. Each Officer, Director and holder of an appointed position in the Society shall upon retiring from office or position pass on to his successor, or to the Recording Secretary, any material pertinent to the office or position held, and any equipment or supplies belonging to the Society.
10. Immediately following the Annual General Meeting of the Society, the Directors of the Society shall convene and appoint, from among its number, a President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer who shall be the Executive Officers of the Society.
11. The Directors shall have the power to remove and/or replace any Executive Officer at any time during the year.
12. For vacancies occurring in the Executive Committee between Annual General Meetings, the Board of Directors shall appoint any other existing or newly appointed director to serve in that office until the next Annual General Meeting.
13. Each year, the Board at its first meeting held immediately following the Annual General Meeting shall designate the standing committees and make the relative appointments.

ARTICLE 4 EXECUTIVE COMMITTEE

1. There shall be an Executive Committee of the Society consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, and all other Directors on any standing committees of the Society from time to time.
2. The term of office for each member of the Executive Committee shall be one year. The members of the Executive Committee shall assume office at the end of the Board Meeting following the Annual General Meeting at which he

or she is appointed and shall hold office until the end of the Board Meeting following the Annual General Meeting at which a successor is appointed.

3. The Executive Committee shall act between meetings of the Board of Directors to carry out the business of the Society. The Executive Committee shall have the authority of the Board of Directors, but may not modify any action taken by the Board.
4. A quorum of the Executive Committee shall be the President and any three other Executive Committee members. Reasonable notice must be given for any meeting.

ARTICLE 5 COMMITTEES

1. The Board may from time to time designate committees, standing and special, of the Society and appoint a chair and other Members of each committee. The President shall be ex officio a Member of all committees except the Nominating Committee.

2. Each committee excepting the Nominating Committee shall have at least one Director as a Member of that committee. The Director need not, but may be, Chairman of the Committee. The said committees shall have powers as designated by the Board and shall report to the Board through the Director appointed as a member of the committee.

3. Among such committees there shall be the following standing committees:

- (a) a Finance Committee to include the Treasurer among its Members. It shall be the duty of this committee to prepare and revise budgets and make recommendations to the Board on financial matters of the Society.
- (b) a Research Committee assigned the duty of collecting records and engaging in genealogical research and other studies related to the objectives of the Society.
- (c) a Website Committee which is responsible for setting up and maintaining the Society's Web Page and any other Internet services of the Society.
- (d) a Journal Committee which is responsible for compiling and distributing a Journal for the Society on a regular basis.
- (e) a Membership Committee which is responsible for distributing and receiving membership applications, approving membership in the Society and keeping an electronic list of all members and details of their membership.
- (f) a Publicity Committee which is responsible to promote the Society and its activities.
- (g) a Convention Committee which is responsible to plan for and to complete all arrangements for an Annual Convention for the Society.
- (h) a Library Committee which is responsible to collect and preserve books and other documents, to publish any document that the Society may from time to time desire to publish for its members and non-members, to maintain an electronic copy of the entire contents of the library, and to develop and implement with Board approval, a lending policy for selected library materials.

4. The term of office for members of each committee shall be from time of appointment until the next Annual General meeting. The Board shall have the power to add, replace or remove committee members at any time.

ARTICLE 6 DUTIES OF OFFICERS

1. The Officers of the Society shall perform the duties prescribed by these By-laws and any pertinent standing rules. Duties beyond the basic responsibilities may be added by the Board of Directors from time to time.
2. Without restricting the generality of the foregoing Section 1 of this Article, the undernoted duties are delineated for specific officers.
3. The President shall preside at all meetings of the Society, the Board, and the Executive Committee.
4. The Vice President shall assume the duties of the President in the event of absence or incapacity of the President.
5. The Recording Secretary shall be responsible for the preparation and custody of minutes of proceedings of meetings of the Society, the Board and the Executive Committee, including the recording of votes, and the keeping of such other books and records of the Society not otherwise specifically assigned to others, and provide for the safekeeping of these records. In addition the Recording Secretary shall be responsible for filing the Annual Report each year should said filing be required by any regulatory body, shall keep, and have available at all meetings, a current copy of the Constitution, By-laws, any standing rules and policies and a list of all current Members and committees and the Chairpersons and Members of each committee.
6. The Corresponding Secretary shall be the e-mail and regular mail contact point for the Society and shall conduct the general correspondence of the Society.
7. The Treasurer shall receive all moneys collected and arrange all payments due to or from the Society; properly account for the funds of the Society and keep such books as may be directed and prepare financial reports. It shall be the responsibility of the Treasurer to file the Annual Return with Canada Customs and Revenue Agency each year, if required.

ARTICLE 7 MEETINGS, VOTING, AND RESOLUTIONS

1. The Society shall hold an Annual General Meeting each year. The Annual General Meeting of the Society shall be held at the time and place determined by the Board.
2. Notice of the time and place for the Annual General Meeting shall be given to all Members at least sixty days in advance of its date.
3. Seminars, work-shops and other genealogy related meetings may be conducted by the Society, but are not General Meetings of the Society and no business of the Society shall be conducted at such meetings.
4. A Special General Meeting may be called at any time, by the Board, to deal with matters that cannot be conveniently deferred until the next Annual General Meeting.
5. Twenty Individual Members in good standing may request the Board to call a Special General Meeting by written petition stating the general nature of the matters to be dealt with. The petition shall be signed by the petitioners and delivered to the President. The Board shall call a Special General Meeting within sixty days following receipt of such a petition, to deal with the matters brought forth by the twenty Members.
6. Notice of Special General Meeting shall be given at least thirty days in advance of its date to all Members. The general nature of the matters to be dealt with shall be specified in the notice in sufficient detail to allow the member to make a reasonable decision.
7. At an Annual General Meeting or Special General Meeting of the Society, twenty Individual Members present in person and in good standing shall constitute a quorum. Resolutions in lieu of Annual General Meetings and Special General Meetings will not be allowed.

8. At all meetings of the Society (including Board and Executive Committee meetings) a simple majority vote shall decide resolutions and other issues unless the Act or these By-laws otherwise provide. Voting will be by show of hands unless one or more persons call for a secret ballot, in which case a secret ballot will be held.

9. Voting by Proxy will be allowed at Annual General Meetings and Special General Meeting when the Member giving the proxy clearly states, in writing, that they have given a proxy, names the Member in good standing to whom they have given the proxy, and states whether the person receiving the proxy is to vote in a certain manner or may vote as they see fit. Either a form of proxy or a reminder of right to use a proxy will be attached to the notice of meeting going to all voting members. Voting by mail will not be allowed at Annual General Meetings and Special General Meetings.

10. Notice of all meetings shall be deemed to have been given three days after being sent by, e-mail or regular mail, to the address of the member as shown on the books of the Society.

11. All members in good standing shall be entitled to attend all Annual General Meetings and Special General Meeting of the Society.

ARTICLE 8 BRANCHES

1. Any ten or more Individual Members in good standing may apply in writing to the Board for recognition as a local Branch of the Society. The application shall define the geographical area in which the Branch proposes to operate and state the name by which the Branch proposes to be known.

2. Such an application may be approved by the Board with or without changes in territory or name and such approval shall be communicated in writing to the applicants who shall thereupon comprise a Branch of the Society.

3. The Members of any Branch shall be Individual Members in good standing of the Society and annually the Branch shall forward a membership report to the Society.

4. From its Members, each Branch shall elect a Chair and a Secretary and may elect other Branch officers. Each Branch shall designate a Branch Member as a Director of the Society in accordance with the provisions of Article 2, Section 1 (b).

5. A Branch may plan its own meetings and programs of activity and may publish a newsletter, all without reference to the Board, but shall at all times conform to the objectives and purposes of the Society and its By-laws.

6. A Branch may raise funds by means of fees or subscriptions or by such other means as it may adopt. The schedule of Branch fees or subscriptions is subject to the approval of the Board which shall be informed in writing of such charges.

7. A Branch may establish a constitution and by-laws of its own, provided that such constitution and by-laws conform to the objectives and purposes of the Society and to the provisions of the Societies By-laws. A Branch constitution and by-laws and any amendments thereto shall be subject to the approval of the Board.

8. In the event that any Branch becomes dormant or is dissolved, the Secretary of such Branch shall forward to the Treasurer of the Society any residue of funds and shall forward to the Recording Secretary of the Society all records, accounts, library, files, and other holdings of such Branch.

9. The Board may by written order, upon judgment, suspend or terminate the affiliation of a Branch to the Society. The Board shall hear the complaint of any person against or in respect to a Branch and the representatives of the Branch. The president shall rule if the complaint shall be heard at the next regular Board Meeting or if a Special Board meeting shall be called. No such hearing may take place without the Branch and the complainant having been given at least thirty days' notice in writing of the hearing and particulars of the complaint.

ARTICLE 9 DUES

1. The rate of the annual dues for all classes of membership, and publications, shall be approved by the Board of Directors.
2. Dues are payable on the first day of January.
3. A member who fails to pay the current membership renewal dues by February 28 of the membership year shall no longer be in good standing and all the entitlements as set out in the Bylaws shall be denied as of that date. Notice of impending denial of membership entitlements shall be given as noted in Article 1, section 2(g) during January.
4. The Society may make reasonable charges to Members and others to recover costs of operating libraries, Internet web sites, doing research etc.

ARTICLE 10 REMUNERATION AND DISSOLUTION

1. The Society is a Non Profit society and no part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its Members, or other private persons, except that the Society shall be authorized and empowered to pay compensation for services rendered, to reimburse all Officers and Members for expenses authorized and approved by the Board of Directors and to make payments and distributions for furtherance of the purposes set forth in the Constitution. The Directors shall not be paid for sitting as Directors.
2. Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of the assets of the Society by donating them to another non profit Society or organization whose aims and objectives are similar to this Society, with the following provisions;
 - a) Where any Member has donated to the Society any personal items, such as family history books, personal records such as birth and marriage certificates etc., the Member shall have the opportunity to retrieve the said objects should they not want them passed on to some other society or organization.
 - b) The Directors may dispose of, for value, any of the assets of the Society and the proceeds of disposition shall form part of the assets to be dealt with in this section.

ARTICLE 11 EXECUTION OF INSTRUMENTS

1. Any deed, contract, document or instrument in writing required to be executed on behalf of the Society, shall be signed by two of the Executive Officers, one of whom shall be the President or Vice President.
2. The Society may adopt a common seal which shall be kept in the custody of the Recording Secretary and which shall not be affixed to any document, etc., except in the presence of the two signing Officers, acting under the provisions of Section 1 of this Article, duly authorized, who shall attest the fixing of the seal to such document as the Board shall direct.
3. Any draft, promissory note or bill of exchange, with the exception of cheques, shall be signed on behalf of the Society by two of the following: the President, the Vice President, the Treasurer. Any cheque on behalf of the Society shall be signed by the Treasurer alone. The Treasurer shall obtain consent and approval of the President or the Vice President for all payments in excess of \$2,000 or for any other requested payment where the Treasurer has not been provided with sufficient information to justify payment. The Treasurer together with the President or the Vice President may make banking arrangements on behalf of the Society. In the event that the position of Treasurer is vacant, either one of the President or the Vice President shall be authorized to sign cheques until a Treasurer has been named by the Board.

ARTICLE 12 BY-LAWS AND STANDING RULES

1. These By-laws of the Society shall not be altered or added except by way of a Special Resolution at an Annual General or Special General meeting, the notice of which shall so specify the proposed amendments. Members must approve any change in the By-laws prior to requesting Ministerial approval. No alteration or addition to the By-laws shall be enforced or acted upon until it has received approval of the Minister of Industry.
2. "Special Resolution" as used in these By-laws or amendments thereof or in the proceedings of the Society means a resolution passed by a majority of not less than two-thirds of such Members present, in person or by proxy, and entitled to vote at a Annual General or Special General Meeting of which notice specifying the intention to propose the resolution as an Special Resolution has been duly given.
3. Any Individual Member may introduce an amendment to the By-laws at any General Meeting of the Society provided that the proposed amendment has been submitted in writing to the Board not less than ninety days prior to such meeting and notice has been given in accordance with Section 2 of this Article.
4. The Board may establish, amend and repeal Operating Guidelines for the conduct of all business of the Society not specifically provided for in these By-Laws. The Recording Secretary shall keep a record of the Operating_Guidelines so established and such records shall be open for inspection by any Member of the Society.

ARTICLE 13 RECORDS OF THE SOCIETY

1. The books of account shall be audited at least once each year by a duly qualified accountant or by two Members of the Society, as appointed for that purpose at the Annual General Meeting, with a report being furnished to the Board and a report being given to the Members at the next Annual General Meeting.
2. No Director, Officer or employee of the Society shall be an Auditor of the Society without the consent of the majority of the members present at an Annual Meeting of the Society.
3. Books and records of the Society normally available for examination may be inspected by the Members at such time and place as mutually agreed between the Member and the Executive Officers.

ARTICLE 14 PARLIAMENTARY RULES

1. The rules contained in the current edition of Robert's Rules of Order shall govern the proceedings of any meeting in the Society and its Branches.
2. Where duly called Executive Committee or Board meetings are held via Internet technology, or by conference telephone call, the intent of Roberts Rules of Order shall govern the proceedings. Present shall mean "electronically connected and able to take part in the proceedings".

ARTICLE 15 INDEMNITIES TO DIRECTORS AND OTHER

1. Every Director or Officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against;
 - a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his office or in respect of any such liability;

- b) all other costs, other charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect, default or illegal activities.

ARTICLE 16

16.1 The fiscal year of the Society shall be from October 1 to September 30 of the following year.