

INTERNATIONAL GENEALOGICAL AND HISTORICAL COLLEGE



GOVERNANCE MANUAL

Adopted: _____, 2026

I. PURPOSE OF THIS MANUAL

This Governance Manual consolidates the governing principles, structures, policies, and fiduciary responsibilities of the International Genealogical and Historical College (the “College”).

It is intended to:

- Promote effective leadership.
- Ensure compliance with 501(c)(3) requirements.
- Protect officers and directors from liability.
- Preserve institutional integrity.
- Provide continuity for future administrations.

This Manual is a supplement the Bylaws and does not supersede them.

II. LEGAL STATUS

The College is:

- A Texas nonprofit corporation.
- Organized exclusively for charitable and educational purposes.
- Recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings shall be to the benefit of private individuals.

III. GOVERNING AUTHORITY

1. Members (Fellows)

Voting Fellows constitute the membership body.

Responsibilities:

- Elect officers.
 - Amend Bylaws.
 - Receive annual reports.
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2. Executive Committee (Governing Board)

The Executive Committee serves as the fiduciary governing body.

Fiduciary Duties:

- Duty of Care
- Duty of Loyalty
- Duty of Obedience

The Executive Committee shall:

- Approve budgets.
- Oversee financial reporting.
- Adopt and review policies.
- Ensure compliance with IRS regulations.
- Safeguard restricted funds.

- Protect institutional reputation.
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IV. OFFICER ROLES (GOVERNANCE SUMMARY)

Governor General

Chief Executive Officer; presides at meetings; represents the College publicly; ensures policy compliance.

Treasurer General

Financial oversight; prepares reports; safeguards assets; oversees budget execution.

Secretary General

Maintains corporate records; minutes; compliance documentation.

Chancellor General

Legal advisor; governance oversight; policy review.

Other Officers

Serve within their defined responsibilities in accordance with the Bylaws.

V. CORE GOVERNANCE POLICIES

The following policies are adopted and incorporated into this Manual:

1. Conflict of Interest Policy
2. Whistleblower Policy
3. Document Retention & Destruction Policy
4. Financial Controls & Internal Controls Policy

All Executive Committee members must sign annual acknowledgment statements.

VI. FINANCIAL GOVERNANCE STRUCTURE

Budget

- Annual budget adopted prior to fiscal year.
- Variances reported quarterly.

Expenditure Controls

- Under \$500: Treasurer within budget.
- \$500–\$2,500: Dual authorization.
- Over \$2,500: Executive Committee approval.

Dual Controls

- Two signatures required above threshold.
- No officer approves own reimbursement.

Restricted Funds

- Tracked separately.
 - Used solely for designated purpose.
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VII. ETHICS & INTEGRITY

The College operates under principles of:

- Scholarly rigor.
- Historical accuracy.
- Transparency.
- Non-discrimination.
- Non-partisanship.

The College shall not engage in political campaign activity.

VIII. SCHOLARSHIPS & AWARDS GOVERNANCE

All awards and recognitions must:

- Follow written criteria.
- Be objectively reviewed.
- Avoid private benefits.
- Be documented in minutes.

Royal, Noble, Diplomatic, and Founding distinctions are honorary recognitions and do not confer legal titles.

IX. RISK MANAGEMENT

The Executive Committee shall consider:

- Directors & Officers (D&O) Insurance.
 - General liability insurance.
 - Event liability coverage.
 - Cybersecurity safeguards for digital records.
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X. RECORDS MANAGEMENT

Permanent records include:

- Certificate of Formation.
- IRS Determination Letter.
- Minutes.
- Financial statements.
- Policies.
- Intellectual property documentation.

Electronic records must be securely backed up.

XI. MEETINGS & QUORUM

Membership quorum: 10% of voting Fellows.

Executive Committee quorum: Majority of voting members.

Electronic meetings are permitted where all participants can simultaneously hear one another.

XII. COMPLIANCE CALENDAR

ANNUAL:

- File IRS Form 990.
- File Texas Public Information Report.
- Review Conflict of Interest disclosures.
- Present annual financial summary.
- Review policies.

EVERY THREE YEARS:

- Review Governance Manual.
 - Review Financial Controls Policy.
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XIII. STRATEGIC OVERSIGHT

The College shall maintain:

- A 3–5-year strategic plan.
 - Annual program priorities.
 - Scholarship sustainability planning.
 - Institutional growth benchmarks.
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XIV. SUCCESSION & CONTINUITY

To preserve stability:

- Maintain complete transition binders.

- Archive digital records.
 - Provide governance orientation to incoming officers.
 - Conduct leadership briefing following elections.
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XV. INDEMNIFICATION

The College shall indemnify its officers and Executive Committee members to the fullest extent permitted under Texas law.

XVI. CODE OF CONDUCT

Officers and Fellows shall:

- Act in good faith.
 - Avoid conflicts of interest.
 - Maintain confidentiality when required.
 - Uphold the dignity of the College.
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XVII. AMENDMENT OF THIS MANUAL

This Governance Manual may be amended by majority vote of the Executive Committee unless such amendment conflicts with the Bylaws.

XVIII. FORMAL ADOPTION RESOLUTION

Resolved, that the Executive Committee of the International Genealogical and Historical College hereby adopts this Governance Manual as the official governance framework of the College.

Adopted this ___ day of _____, 2026.

Governor General: _____
Secretary General: _____