

JEWISH GENEALOGICAL SOCIETY, INC,
BYLAWS
Amended by Executive Council March 25, 2009

ARTICLE I: NAME

The name of this Society shall be Jewish Genealogical Society, Inc.

ARTICLE II: NOT-FOR-PROFIT STATUS

The Society shall be operated as a not-for-profit corporation; no part of the net earnings of which shall inure to the benefit of any private individual.

ARTICLE III: OBJECTIVES

The objectives of the Society shall be:

- (1) To collect, preserve, and disseminate knowledge and information with reference to Jewish genealogy.
- (2) To encourage interested persons to pursue and preserve genealogical data.
- (3) To provide opportunities for the sharing of Jewish genealogical information.
- (4) To aim toward the publication of worthy material in the field of Jewish genealogy.
- (5) To cooperate with such other societies or organizations in programs or activities that are consistent with the objectives of JGS, Inc.

ARTICLE IV: MEMBERSHIP

Section 1. Membership to the Society shall be open to individuals or institutions that support the objectives of the Society, upon written application and payment of prescribed dues.

Section 2. Any member failing to pay dues for four months from the date of billing shall be dropped from the membership roster.

ARTICLE V: OFFICERS AND EXECUTIVE COUNCIL

Section 1. The elected officers shall consist of the President, Membership Vice President, Program Vice President, Secretary and Treasurer.

Section 2. The Executive Council shall consist of fifteen persons composed of the five elected officers and ten members at large. In addition, the immediate Past-President of the Society shall be ex-officio a voting member of the Council.

Section 3. The Council shall control and manage the affairs, funds, property, and expenditures of the Society, shall carry out its corporate purposes, and shall be governed by its Bylaws.

Section 4. The Council shall meet at least quarterly, or as frequently as needed to carry on the business of the Society. A special meeting of the Council may be requested by any two members of the Executive Council. The Secretary shall notify all Council members, including ex-officio, of the time and place of each meeting at least two weeks in advance by postal or electronic mail.

Section 5. Any member who is absent from three consecutive meetings of the Council without indicating valid cause may be dropped by the Council. The unexpired term of a member of the Council who resigns or is dropped from the Council shall be filled by the Council from among the roster of members.

Section 6. The Council shall determine the dates and nature of all meetings and events of the Society with due consideration being given to any expressed wishes of the membership.

Section 7. A quorum of the Council shall consist of eight members. In the absence of a quorum suggestions may be made for an ensuing meeting, but no actions may be taken until a quorum is present. Decisions shall be by majority vote by Executive Council members present, excluding the President. In the event of a tie, the President shall cast the deciding vote. In the event of need for urgent action, the Council may be polled by regular or electronic mail or by telephone for a decision, in which case nine approvals shall be necessary to approve action.

ARTICLE VI: ELECTIONS

Section 1. No later than September 30 each year, the President, with approval of the Executive Council, shall appoint a Nominating Committee consisting of a Chairman selected from the Council membership, plus an equal number of members from the Council and from the members at large.

Section 2. The Nominating Committee shall propose a slate of officers plus ten members of the Executive Council and shall furnish its results to the Secretary no later than October 31.

Section 3. During November, the Secretary shall issue the call for the Annual Meeting enclosing the slate proposed by the Nominating Committee. This shall be circulated in time to reach the membership at least two weeks in advance of the Annual Meeting.

Section 4. Any member shall have the right to propose alternative candidates for office or for the Executive Council provided that such nominations are supported by twenty-five additional signatures of members in good standing, and are submitted in writing to the Secretary at least one month prior to the Annual Meeting. In the event of such proposals, it shall be the responsibility of the Secretary to prepare written ballots indicating the alternative slates which will be circulated at the Annual Meeting for a closed election.

Section 5. The elections shall be held at the Annual Meeting in December of each year. Terms of both officers and members of the Executive Council shall be for one year with eligibility for re-election.

Section 6. At the conclusion of the Annual Meeting, newly elected officers and Councilors shall be considered in office.

Section 7. A vacancy of any officer caused by resignation, death, relocation or any other reason, shall be filled by nomination and election by majority vote of the Executive Council. Such elected officer shall hold the office for the unexpired term of that office.

ARTICLE VII: DUTIES OF OFFICERS

Section 1. The President shall be the principal executive officer with the responsibility for general supervision of the affairs of the Society. The President shall preside at all meetings of the Society and of the Executive Council. The President shall appoint all committee chairpersons and shall serve ex officio on all committees except the Nominating Committee.

Section 2. The Vice Presidents shall substitute in the absence of the President and shall carry out responsibilities that may be assigned to them by the President or the Executive Council. In addition, the Membership Vice President shall be responsible for maintaining an up-to-date JGS membership roster, and such other functions related to overall JGS membership. The Program Vice President shall be responsible for developing monthly JGS programs, including securing guest speakers and such other functions necessary for successful programs.

Section 3. The Secretary shall keep a record of the proceedings of the Society and of the Executive Council and shall carry out any necessary correspondence on behalf of the Society.

Section 4. The Treasurer shall have custody of the funds of the Society; shall deposit them in insured financial institutions or invest them pursuant to policy established by the Council; shall pay all bills, shall be responsible for the collection of dues or of any debts owed to the Society. At the first regular meeting of the new fiscal year, or at any earlier special meeting, the Treasurer shall submit to the Council the

annual balance sheet and income and expense accounts. The accounts and reports shall be subject to such directions and to such audits as the Council may prescribe. The Treasurer also shall prepare a proposed annual budget for approval by the Executive Council.

Section 5. Each officer also shall perform such other duties as may be assigned by the Society or the Council.

ARTICLE VIII: COMMITTEES

In addition to the Nominating committee, other committees as may from time to time be necessary, may be appointed by the president. Each such committee shall report periodically to the Executive Council.

ARTICLE IX: MEMBERSHIP MEETINGS

Section 1. The Society shall hold an Annual Meeting in December at a time and place selected by the Executive Council. Due notice of the meeting and its agenda, including the report of the Nominating Committee, shall be circulated to the membership at least two weeks in advance of the meeting via postal or electronic mail.

Section 2. A quorum shall be required for the transaction of any business requiring the approval of the membership at large. A quorum shall consist of twenty-five members present in person or by proxy.

Section 3. Decisions shall be by majority vote, including proxies. In the event of a tie, the President shall cast the deciding vote.

ARTICLE X: PROXY VOTES

Any member in good standing shall have the right to indicate in writing such member's decision on any matter announced in the agenda of any meeting of the Society, provided that the member's written vote is in the hands of the Secretary in time for counting at the meeting.

ARTICLE XI: FEES AND DUES

Section 1. Charges, fees, and dues shall be established by vote of the Executive Council which shall have the right to establish classes of membership.

Section 2. Dues are payable in advance and become due on an annual basis. It shall be the responsibility of the Treasurer to bill the members at least three weeks prior to the date on which payment is due.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Society shall begin January 1 and end December 31.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of the Society, the Council shall, after payment of all liabilities, dispose of all the assets of the corporation exclusively for the purposes and in such manner or to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and shall at the time be established under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE XIV: AMENDMENTS TO BYLAWS

Amendments to these Bylaws may be proposed by the Executive Council or may be proposed in writing by any member in good standing of the Society provided they are accompanied by twenty-five signatures of other members in good standing. The Secretary shall circulate such proposals by the membership to the Executive Council, which must approve them by two thirds vote. Upon approval by the Executive Council, the amendment will be subject to ratification by a majority of the membership present in person or by proxy at the ensuing Annual Meeting or at any meeting of the Society provided the amendment shall have been circulated in the call of the meeting.