

# **BYLAWS of THE JEWISH GENEALOGICAL SOCIETY OF GREATER ORLANDO**

Revised December 2020

**ARTICLE I - NAME.** The name of this organization is the Jewish Genealogical Society of Greater Orlando, hereinafter referred to as JGSGO.

**ARTICLE II - OBJECTIVES.** This Society shall operate as a not for profit organization under the definitions of the Internal Revenue Code. The JGSGO shall not conduct any activities that would violate the tax-exempt status of the Society. The purpose of the Society shall be exclusively charitable and educational, and its objectives are:

1. To promote an interest in Jewish genealogy.
2. To encourage, assist, and instruct members in genealogical research through careful documentation and the maintenance of quality genealogical standards, and by conducting meetings, workshops, and other events to attract potential members, and to teach and help members.
3. To provide opportunities for the sharing of Jewish genealogical information.
4. To publish genealogical, historical, or other information via print, electronic, or other means, to attract and assist members in their research.
5. To collaborate with other organizations to benefit our society, its members, the Jewish community, and others who can gain an appreciation for genealogy and our Jewish heritage.

## **ARTICLE III - MEMBERSHIP AND DUES.**

**Section A. Membership:** Membership and fiscal year for the society shall run from January 1 through December 31. Any applicant interested in furthering the objectives of this society shall be eligible for membership upon submission of completed application form and full payment of annual dues. The JGSGO does not discriminate on any basis. The Society reserves the right to deny membership to any person or group whose purposes or behavior conflicts with the JGSGO objectives.

**Section B. Dues:** For current members, annual dues shall be due and payable as of January 1. If full dues are not received by March 1, the member's name shall be removed from the membership roll and that individual or family membership will no longer be considered a member of the society. New members who join on or after June 1 will pay the full dues for the current calendar year and be considered paid in full for the next calendar year as well.

**Section C.** If significant, unpredictable circumstances occur that affect the society's normal operations, the Board of Directors by majority vote may extend the length of the annual membership, or waive dues for up to one year. The Board shall promptly communicate any such action to the membership.

**Section D.** The Board of Directors shall establish categories of membership, and set the dues for each category of membership. Details of these shall be posted on the Society's website, and clearly explained on membership forms. Any changes in membership categories or dues amounts shall be announced at the next regular meeting, and emailed to membership in a reasonable time.

**Section E.** The Board of Directors shall review the categories of membership annually, and explain the membership categories and dues for the categories at the December annual meeting. If the annual meeting

is delayed or cancelled, as specified in Article IV, Section F, the membership categories and dues information will be promptly emailed to members.

Section F. In case of misconduct or dissention, any member may be expelled from the Society by a two-thirds (2/3) majority vote of the Board of Directors for good cause. The member who is pending removal shall be given a reasonable opportunity to show cause why such action should not be taken. The Board of Directors shall provide prompt notification to any member if he/she is expelled, by U.S. Mail with delivery confirmation, and any other forms of communication that are appropriate. The notification will include the reasons for the expulsion.

Section G. Communication with members. The JGSGO wants to maintain close contact and good relationships with all members. The primary method of communication with members is by email. It is each member's responsibility to maintain a current and valid email address with the Society.

Section H. All members have equal rights in the Society, including:

- A. The right to vote.
- B. Serving as an Officer or Board member.
- C. Serving on Committees.
- D. Submitting items for the meeting agenda and participating in the discussions during the meetings.
- E. Submitting articles and ideas for the JGSGO to share with members.

#### **ARTICLE IV – MEMBERSHIP MEETINGS OF THE SOCIETY**

Section A. Regular meetings. General membership meetings of the Society shall be held as called by the Board of Directors at least quarterly. Meetings may be conducted in person, or by using internet, phone, audio, or video technology.

Section B. Special meetings: The President, or the Board of Directors, may call special meetings of the Society, or by the written request of ten members. The call for such a meeting shall be given at least ten days written notice prior to the date of the meeting stating the purpose of the meeting. No business other than that stated shall be conducted.

Section C. Annual meeting: The regular meeting in December shall be known as the Annual Meeting, and will include the election of officers and board members. Whenever possible, the Board will schedule other important membership votes on JGSGO business to occur at the annual meeting.

Section D. Quorum: For the purpose of conducting business, ten paid-up members shall constitute a quorum.

Section E. Meetings or activities will not be scheduled on Passover, Rosh Hashanah, Yom Kippur, Chanukkah, Sukkot, Shemini Atzeret, Simchat Torah, Purim, Shavu'ot, Tisha B'Av, or the Sabbath. Food and beverage items served must be Kosher-compliant.

Section F. In case of emergency, or other unforeseen circumstances, the Board of Directors may cancel or reschedule meetings for good cause. Details of all cancellations and reschedulings must be emailed to all members as soon as possible.

#### **ARTICLE V — OFFICERS AND BOARD OF DIRECTORS.**

Section A. The society shall be governed by a Board of Directors elected by its members in good standing. The Board of Directors shall consist of five elected officers, a maximum of four elected directors, which may include the most recent past president who agrees to serve. The officers shall consist of President, Vice President Programs, Vice President Membership,

Secretary, and Treasurer. The term of office for officers and elected directors shall be one year. If circumstances require it, the Board may adjust the number of elected directors, but in no case may there be less than five, nor more than nine elected directors. There are no term limits. Officers and Board members are expected to bring experience, competence and maturity to all endeavors of the Society, and to act in the best interests of the society and its members.

Section B. No person shall be elected or appointed or shall continue to serve as an officer or director unless that person is a member in good standing, an experienced genealogist, and more than 18 years old.

Section C. The Board of Directors shall meet regularly, at least every two months. Additional meetings may be scheduled as needed. Meetings or activities will not be scheduled on Passover, Rosh Hashanah, Yom Kippur, Chanukkah, Sukkot, Shemini Atzeret, Simchat Torah, Purim, Shavu'ot, Tisha B'Av, or the Sabbath. Food and beverage items served must be Kosher-compliant.

Board meetings may be held in person or by audio or video conference call. In case of urgent business that can't wait until the next Board meeting, the President may call for an email vote by the Board of Directors. In addition, a majority of Board members can request a vote by email. The email vote requires a majority of Board members voting in the affirmative, except for abstentions, in order to pass. The secretary will record all email votes, notify all officers and Board members of the votes, and include details of any such email votes in the minutes of the next regular Board meeting. One or more JGSGO members may attend board meetings, if the board invites such members to participate. The board may request people who are not board members to participate in Board of Directors meetings as needed, by providing information, and participating in the discussions to assist the board in understanding and deciding JGSGO business. Non-board members cannot participate in board votes. Non-board members will not be allowed to delay or disrupt any meeting.

Section D. The Board of Directors shall:

1. Transact the business of the Society between general membership meetings.
2. Appoint and Direct committees.
3. Approve general membership meeting programs.
4. Authorize disbursements in excess of \$250.00.

Section E. The President, with the approval of the Board of Directors, may appoint an Editor of the Society's publications, a Parliamentarian, a Special Events Chair, an Archivist, a Librarian, a Publicity Chair, a Mailings Chair, a Hospitality Chair, a Webmaster, a Blogmaster, and any other committee chairpersons as may be necessary. Except for the Parliamentarian, these appointees need not be board members. Individuals who are not members of the Society but who may provide valuable expertise may

serve on committees but may not vote.

Section F. A quorum shall be a simple majority of the Board's members. Actions taken by the Board during meetings having a quorum constitute official acts of the Board.

Section G. The President shall be the chief executive and administrative officer of the Society, and the official spokesperson for the JGSGO. The President can authorize other officers and board members to represent or speak for the JGSGO as needed. The President shall be responsible for the execution of the Society's policies and programs and the efficient functioning of the Society under the general direction of the Board of Directors; the Bylaws; and any applicable State Laws, Federal Regulations, Articles of Incorporation or Society Standing Rules, Operational Guidelines and Polices. The President shall preside at all meetings of the Board of Directors and the general membership.

Another officer or board member may preside at these meetings when the President is unable to do so, or for any other legitimate reason. The President is an ex-officio member of all committees except the Nominating Committee. The President may serve on the nominating committee if needed.

Section H. The Vice President Programs, shall organize and arrange programs for the general membership meetings of the Society. He/she shall coordinate notices to the general membership of upcoming meetings and events and be in charge of external publicity for the Society. He/she shall perform such other duties as are assigned by the President.

Section I. The Vice President Membership shall be the overall Membership Officer of the Society. He/she shall conduct a membership recruitment program. In coordination with the Treasurer, he/she shall maintain an up-to-date listing of the membership. He/she shall arrange for periodic publication of membership lists. He/she shall perform such other duties as are assigned by the President.

Section J. The Secretary shall have charge of all of the records, books, archives, seals, papers, and corporate records of the Society. He/she shall keep current, true and correct records of all of the proceedings of the Board of Directors and the general membership meetings. He/she shall maintain the master file of Society correspondence. The Secretary will provide minutes of Board meetings and membership meetings to the Board within 10 days of any regular meeting, and within two days of any special meeting. He/she shall perform such other duties as are assigned by the President.

Section K. The Treasurer shall receive all moneys of the Society, depositing the same in the name of the Society in one or more federally insured financial institutions as shall be designated by the Board. He/she shall pay all bills approved by budget, with approval of the President for any unbudgeted items not exceeding \$250.00, or by an action of the Board. Checks to pay JGSGO expenses not exceeding \$250.00 shall be signed by the Treasurer. Checks for more than \$250.00 shall be signed by the Treasurer and by at least one other officer or board member designated by the President. The Treasurer shall submit financial and other corporate reports as required by federal, state, and local laws, and shall consolidate financial and budget data for use in managing the affairs of the society. To enable the Treasurer to efficiently perform the duties of the office, the Board may authorize the Treasurer to use any forms of payment that are secure, legally sufficient, and provide proper documentation. Any such forms of payment must be approved by majority vote of the Board. The Board has the authority to approve a review of the society's finances if circumstances show that a review may be needed.

Section L. Board members are required to attend at least half of the board's regular meetings each year. Directors unable to attend a Board meeting should notify the President and other Board members whenever possible far enough in advance so that the meeting may be canceled or rescheduled if a quorum will not be present, and to assist the Board in planning and conducting the meetings.

Any Board member who misses three consecutive board meetings or misses at least half of the board's regular meetings each year without a valid explanation will be considered an uninterested party. If this occurs, the President shall contact the Board member to determine whether that person should continue to be a Board member, and report the outcome of the discussion to the Board at its next meeting. The Board of Directors may vote to remove that member from office, if the Board determines that action is in the best interest of the society.

The Board can vote to remove an officer or Board member by a majority vote of Board members at a regular Board meeting, or in an urgent case, by email vote as specified in Article V, Section C, above.

The officer or Board member who is pending removal shall be given a reasonable opportunity to show cause why such action should not be taken. The Board shall notify any officer or Board member of his or her removal from office, via U.S. Mail with delivery confirmation, and any other means of communication that are appropriate.

Section M. When an officer or Board member is unable to serve, resigns, or has been removed from office by the Board, within 30 calendar days, the Board shall choose a replacement, who must be a JGSGO member in good standing. The appointed person shall be designated as acting, and the appointment as acting officer or Board member shall expire at the end of the calendar year. The Board shall expeditiously notify the membership of any changes in status of officers or Board members, such as temporary issues that prevent regular performance of duties, resignations, death, removal from office, or appointment of acting or replacement officers or Board members via the Society's website, social media, email, and announcement at the next regular meeting of the Society. All changes to board membership will be documented in the minutes of any board meetings in which such changes are made.

Section N. To promote the effective and efficient operation of the JGSGO, the Board may adopt policies to help plan and run the society. Any proposed Board policies or revisions must be in compliance with the JGSGO bylaws, and must be presented to the Board one month before voting on any policies or revisions, and approved by a majority vote of the board to become effective. The Board shall publish any such policies or revisions in the JGSGO membership kit, and on the JGSGO website, and announce to the membership any policies or revisions at the next regularly scheduled JGSGO membership meeting.

Section O. While in office, each officer or director shall promptly send or give a copy to the Secretary of any correspondence initiated by him or her concerning the Society. Officers and Directors shall turn over all properties, materials, records and correspondence pertaining to their respective offices to their successors within fifteen days after their terms of office expire or at the first regular board meeting of the calendar year. As circumstances permit, outgoing or retiring Board members shall help their replacements learn how to effectively and efficiently do their jobs, to benefit the society and its members.

Section P. The Society's funds are to be used for the benefit of the Society and its members, and not for the personal benefit of any member or members, except for reimbursement of actual expenses incurred

on behalf of the Society for properly authorized purposes as approved by the Board of Directors. This shall not prevent payment to any such person or reasonable compensation for services performed for the Society in accomplishing any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is approved by a vote of the Board of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

## **ARTICLE VI — NOMINATIONS AND ELECTIONS.**

### Section A. Elections:

1. Election of officers and board members will normally be scheduled for the December annual meeting. If the annual meeting can't be held in person, as described in Article IV, Section F, the Board may conduct the election of officers and board members via email, and may conduct votes for all JGSGO annual meeting items of business via email. When it is known that the annual meeting can't occur, as soon as possible, the Board shall email the list of candidates and all items to be voted on to all members whose memberships are paid at the time of the election; the Board shall post this information on the home page of its website; the Board shall post and share this information on all social media platforms that are in use by the JGSGO. The membership will be given two weeks to vote by email. All votes shall be accurately recorded by the Secretary. The results will be promptly emailed to all members, and included in the minutes of the next Board meeting; posted on the JGSGO website, and communicated to members via social media and announced at the next JGSGO membership meeting.
2. If the election is delayed, due to emergency or other circumstances beyond the Board's control, the incumbent officers and board members shall continue to serve until their successors are elected, and installed. Officers or board members who are unable to continue to serve, can be temporarily replaced by the procedure specified in Article V, Section M.
3. The board members elected shall take office on January 1st of the following year.

### Section B. Nominations:

1. A nominating committee, including at least one Board member, shall be appointed by the Board of Directors, no later than September 15th of each year.
2. The nominating committee shall present a list of at least one nominee who has agreed to serve for each office to the Board of Directors before November 1 and to the general membership meeting in November. If a nominee withdraws before elections are held, the nominating committee or Board of Directors can recruit one or more new candidates. If after a good faith effort, a nominating committee cannot be formed, the Board of Directors shall present a list of at least one nominee who has agreed to serve for each office to the general membership meeting in November. If any officer or board position does not have a nominee, Board members and officers collectively shall assume the tasks of the unfilled position, or appoint a member who is willing to serve in that position. The Board shall notify the membership of any such actions.
3. Nominations may be made by the general membership from the floor at the Annual Meeting, provided each nominee has agreed to serve if elected.

### Section C. Voting:

1. Eligibility. All members in good standing (those members whose dues are currently paid in full) may vote in Society elections. Each member has one vote. For family memberships, each adult in the family, age 18 and older, has one vote. For institutional memberships, one person per institution can have a vote.

2. Voting shall be by voice, provided there is only one candidate for office. If more than one candidate is running for any one office, the voting shall be by written ballot. The candidate receiving the majority of the votes cast shall be declared elected.

3. Regardless of the precise method used, the paper or electronic voting shall include a process for the accurate retention by the JGSGO of a record of each electronic or paper ballot for a reasonable period following the election, as well as security procedures designed to ensure that each electronic vote is properly attributable to and duly authorized by the member on whose behalf it is cast. A vote cast electronically by a member in accordance with the foregoing procedures shall constitute the presence of such member for purposes of determining the existence of a quorum in connection with such election. All Board members shall closely observe the entire process to ensure its fairness and accuracy.

4. In case of any dispute of the election results, the Board of Directors will promptly hold a special meeting to resolve the dispute, and promptly report the decision to JGSGO membership via email, social media, and the JGSGO website.

As soon as possible, the Board must notify members via email and social media of the location, date, and time of the special meeting, so that members who want to attend may do so. JGSGO members who attend the special meeting to observe the outcome of the dispute must not interfere with the process. The decision of the Board of Directors is final and not subject to appeal.

**ARTICLE VII - DISSOLUTION OF SOCIETY.** In the event of the dissolution of the Society, all members shall be notified promptly of any actions that lead to dissolution via email, U.S. Mail, the society's website, and other means if necessary. The board will determine what to do with the society's assets. Any disposition of assets shall be done to benefit Jewish genealogy research which will assist people in Central Florida and surrounding areas in researching their family history. This may include giving items such as books or similar items to JGSGO members. All dispositions will be promptly communicated to members, and properly documented. Dissolution shall be in accordance with IRS regulations. Non-Salable assets shall be disposed of at the discretion of the board.

**ARTICLE VIII - PARLIAMENTARY AUTHORITY.** The rules contained in Robert's Rules of Order, Newly Revised, shall govern the Society in all cases in which they are applicable, and which are not inconsistent with these Bylaws and any Standing Rules.

**ARTICLE IX - AMENDMENTS.** These Bylaws may be amended at any Regular Meeting by a two-thirds vote of those voting, using the following procedures:

1. Proposals may be submitted in writing by any member to the Board of Directors at least one month prior to the meeting on which the Amendment is to be decided.
2. All such proposed Amendments, together with the recommendation of the Board of Directors, shall be presented to the membership at least one month prior to the Regular Meeting on which the Amendment is to be decided, and written notice shall be given to the membership one month prior to said meeting.
3. However, the Board of Directors can choose to hold the election by email, if the following conditions are met: The Board shall distribute amendments to all members whose memberships are paid at the time of the

election and request approval by email before the next scheduled membership meeting. All votes shall be accurately recorded by the Secretary, and included in the minutes of the next Board meeting; posted on the JGSGO website, and communicated to members via social media and announced at the next JGSGO membership meeting.

**ARTICLE X - ADOPTION OF BYLAWS.**

Upon the adoption of these new Bylaws they shall replace current Bylaws and the Officers and Directors at that time shall be the Board of Directors under the new Bylaws.

These Bylaws were adopted by the general membership of the Jewish Genealogical Society of Greater Orlando on December 3, 2013 at the regular meeting. Amendments proposed by the Board were approved by email survey in December 2018. Amendments in 2020 were approved by the board of directors, and by an email vote of the membership in December, 2020.

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