

ADOPTED

Bylaws
for the

**Jewish
Genealogical Society
of Brooklyn, Inc.**



JGS of Brooklyn

HELPING OTHERS

September 2015

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Jewish Genealogical Society of Brooklyn, Inc.

BYLAWS

Adopted by Executive Council Vote, September 2015

ARTICLE I: NAME

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

ARTICLE II: DEFINITIONS

Definitions.

The following words, when used in these Bylaws, or in any amendment to these Bylaws, shall have the following meanings (unless the context clearly states otherwise):

1. "Society" shall mean and refer to Jewish Genealogical Society of Brooklyn, Inc.
2. "Executive Council" shall mean and refer to the Board Members

ARTICLE III: 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 IV: OBJECTIVES

The objectives of the Society shall:

1. Be a forum where members can assist each other with all aspects related to their research of Jewish genealogy.
2. Be open to all members that are researching Jewish ancestry, regardless of their race, ethnicity or religious persuasion.
3. Collect, preserve, and disseminate knowledge and information with reference to Jewish genealogy.
4. Emphasize a (non-exclusive) focus on both Biblical and Rabbinical ancestry.
5. Assist members in the documentation of Holocaust victims contained in their research.
6. Collect and disseminate information with regards to Yiddish and Hebrew web-based resources.
7. Ensure that the society and its membership are giving back to the genealogical community in the form of non-monetary contributions.

8. Encourage collaboration.
9. Encourage and facilitate interested persons or entities to research and publish worthy genealogical data related to Biblical and Rabbinical ancestry.
10. Provide opportunities for the sharing of Jewish genealogical data related to Biblical and Rabbinical ancestry.
11. Cooperate with other societies or organizations in programs or activities that are consistent with the objectives of the Society.
12. Not compete with the existing Jewish Genealogical Societies in Manhattan or Long Island.
13. Remain domiciled in the borough of Brooklyn and to conduct all meetings in the borough of Brooklyn.
14. Develop and maintain a public presence on the Internet for these stated objectives.

ARTICLE V: 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. The member determines the amount to be paid.

Section 2.

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

Section 3.

Any member failing to produce, either individually or in partnership, some documented contribution to the world-wide Jewish genealogical community, shall be dropped from the membership roster after a period of 12 months. Monetary contributions are not to be considered when determining if this requirement has been met. Examples of the range of valid contributions that may be considered include books (both public and private printings), webpages, Pages of Testimony, images of interest such as tombstone photos, etc.

ARTICLE VI: OFFICERS AND EXECUTIVE COUNCIL

Section 1.

The elected officers shall consist of the President, Secretary and Treasurer.

Section 2.

The Executive Council shall consist of five persons composed of the three elected officers and two 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 Executive 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 By-laws.

Section 4.

The Executive Council shall meet at least quarterly, or as frequently as needed to carry on the business of the Society. A special meeting of the Executive Council may be requested by any two members of the Executive Council. The Secretary shall notify all Executive Council members, including ex-officio, of the time and place of each meeting at least one week in advance by both eMail and cellphone text. For any member of the Executive Council that does not maintain an eMail or cellphone, an alternate method may be chosen that has messaging capability, such as a landline with voicemail. These By Laws specifically permit board meetings via videoconference, and taking board action via email consent, when approved by at least three members of the Executive Council.

Section 5.

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

Section 6.

The Executive 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 Executive Council shall consist of at least three 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 Executive Council may be polled by eMail, cellphone text or by telephone for a decision, in which case four approvals shall be necessary to approve action.

ARTICLE VII: ELECTIONS

Section 1.

No later than the end of Chol Hamoed Succos 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 two members of the Executive Council and shall furnish its results to the Secretary no later than the end of Chanukah.

Section 3.

After Chanukah, 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 percent of the membership that is in good standing, and are submitted in writing to the Secretary at least two weeks 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 prior to Purim of each year. Terms of both officers and members of the Executive Council shall be for two years 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, including such circumstances as described in ARTICLE VI, Section 5.

ARTICLE VIII: 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 Treasurer 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 Secretary shall be responsible for maintaining an up-to-date Society membership roster, and such other functions related to overall Society membership. The President shall be responsible for developing monthly Society 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 Executive 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 Executive 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 Executive 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 Executive Council.

ARTICLE IX: 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 X: MEMBERSHIP MEETINGS

Section 1.

The Society shall hold an Annual Meeting before Purim 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 eMail.

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 percent of the overall current membership, either 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 XI: PROXY VOTES

Any member in good standing shall have the right to indicate in writing (including email but not cellphone texts) 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 XII: 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. The current adopted fee schedule is to be left to an individual member's discretion, but not zero.

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 XIII: FISCAL YEAR

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

ARTICLE XIV: DISSOLUTION

Upon the dissolution of the Society, the Executive 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 XV: 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 the signatures of either twenty-five members in good standing or twenty-five percent of the total membership in good standing, whichever is less. Amendments proposed will be considered, provided it does not contradict any existing items in Article IV of the by-laws. 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.

ARTICLE XVI: ADOPTION

These By-laws were adopted by unanimous approval of the founding members on September 3, 2015.