



JEWISH GENEALOGY SOCIETY OF CLEVELAND AMENDED AND RESTATED BY-LAWS

ARTICLE I: NAME AND PURPOSE

Section 1: Name

The name of the organization is the Jewish Genealogy Society of Cleveland (JGSC).

Section 2: Purpose

The purpose of the JGSC is to:

- promote interest in researching family genealogy and in the collection of family documents, history, and records;
- provide education to the organization's members and the Cleveland Jewish community about genealogical research information;
- assist people in conducting Jewish genealogy research; and
- maintain a Jewish genealogical library.

ARTICLE II: MEMBERSHIP

Section 1: Eligibility

Any person interested in Jewish genealogy is eligible to be a member of JGSC.

Section 2: Annual Dues

The Board of Trustees will establish regular dues for individual and family memberships. Annual dues are assessed in January of each year, and are due by February 28th. The Treasurer will send out dues statements on or before December 15th of the preceding year to allow those members who want to pay before the end of the year to opportunity to do so. The Board of Trustees may, upon a majority vote, provide a dues-free membership to persons so deserving. Such membership may be for a specific length or for a lifetime membership to the JGSC.

Section 3: Standing

Upon timely payment of annual dues, on or before February 28th of the current year, a person is considered a member in good standing.

Section 4: Voting Eligibility

Members are allowed to vote for Trustees at the annual meeting.

ARTICLE III: GENERAL MEMBERSHIP MEETINGS

Section 1: Annual Meeting

An annual meeting of the members will be held in December of each year in Cuyahoga County, Ohio. The purpose of the annual meeting is to inform members of the state of the organization and to elect Trustees.

Section 2: Regular Meetings

A. Regular meetings of the membership will occur on the first Wednesday of each month during April through November and the first Sunday of each month during December through March. The Board of Trustees may change the regular meeting date to accommodate federal and Jewish holidays, as well as reschedule meetings cancelled due to weather, or for such other reasons as it deems appropriate to further the interests of the JGSC.

B. Regular meetings will be held at a location named by the Board of Trustees and may be relocated at the discretion of the Board of Trustees.

Section 3: Special Meetings

The President or three of the members of the Board of Trustees, as deemed necessary for JGSC business, may call special meetings of the membership. Members may also call a special meeting in a written notice and signed by no less than ten members sent either by first class mail or email to the President or the Board of Trustees stating the purpose of the special meeting.

Section 4: Quorum

Any meeting with at least ten members in attendance constitutes a quorum to conduct official JGSC business. If a quorum does not exist at a membership meeting, no binding votes may occur until the next membership meeting where a quorum is present.

Section 5: Agendas

The President will set the agenda for each general membership meeting, in cooperation with the program chairperson. Agendas may be formal or informal. If a member would like an issue brought up at the general membership meeting, he or she must submit the agenda item to the President who shall include the issue in his or her discretion.

ARTICLE IV: BOARD OF TRUSTEES

Section 1: Power and Authority

- A. The Board of Trustees will establish policies for the organization and ensure the JGSC carries out activities to meet its purpose.
- B. The President will be the presiding officer of the Board of Trustees.

Section 2: Numbers

- A. The voting members of the Board of Trustees will consist of three elected Trustees, the elected five officers, the two most recent past presidents as provided in Article IV, Section 2.B, and the Editor of the Newsletter if appointed by the Board pursuant to Article IV, Section 4.C.
- B. The two immediate past presidents shall be on the Board of Trustees.
- C. Past presidents who have finished their voting terms on the Board of Trustees as provided in Article IV, Section 2.B may if they desire continue to serve on the Board of Trustees without the ability to vote.
- D. The Board of Trustees may appoint up to three persons from the Cleveland Jewish community as non-voting advisory Trustees for such terms as the Board may decide.

Section 3: Eligibility

Each voting member of the Board of Trustees must be a member of the JGSC. Should a voting member fail to pay annual dues during his or her term in a timely manner that person will cease to serve in the office held, and the vacancy may be filled by an interim appointment by the Board of Trustees until the next general election.

Section 4: Terms of Office

- A. The three elected non-officer Trustees will serve for three years, in a staggered arrangement with one new Trustee elected each year. Other elected Trustees may serve for not more than two consecutive one-year terms.
- B. Elected officers will serve on the Board of Trustees for one year. Officers may serve in a specific position for a maximum of two consecutive terms. After a one-year hiatus, a person may again run for the previously held position.
- C. The Board of Trustees may in its discretion, from time to time, appoint an individual as the Editor of the JGSC Newsletter. Such person shall serve as a voting member of the Board of Trustees until removal or replacement by a vote of the Board or resignation.

Section 5: Officers

Officers of the JGSC are

- President
- First Vice-president
- Second Vice-president
- Secretary
- Treasurer

Section 6: Elections and Qualifications

A. Election of the Trustees will occur at the annual meeting of the membership in December of each year by written ballot except for positions for which there is only one nominee which shall not require a written ballot.

B. Subject to the limitations in Article IV, Section 4.B any member in good standing may run for any elected position.

Section 7: Vacancies

A. If the office of the President is vacated for any reason before the end of his or her term, the First Vice-president will automatically assume that office until a replacement is appointed pursuant to Article IV, Section 7.B and if the First Vice-president is not available for any reason or declines to serve, the Second Vice-president will assume the office.

B. If any position of the Board of Trustees becomes vacant for any reason, the Board may appoint a replacement until that position is filled at the next general election.

Section 8: Removal

A. Any member of the Board of Trustees who fails to timely pay annual dues in any calendar year will be considered to have tendered his or her resignation.

B. Members of the Board of Trustees who miss four consecutive regular meetings of the membership or three consecutive Board of Trustee meetings called by the President will be considered an uninterested party. Upon such designation, the President may request the Board of Trustees to remove such person from the Board. The Board of Trustees may remove such person as a Trustee and appoint a member as a Trustee until the next general election.

C. The Board of Trustees may remove a Trustee or officer from his or her office for cause if, in the judgment of the Board of Trustees, such person's actions or statements can reasonably be expected to damage or reflect detrimentally on the reputation of the JGSC. The Board of Trustees may also revoke the membership of a removed Trustee.

Section 9: Board of Trustee Meetings

A. The Board of Trustees will meet at least once each quarter at a time and place determined by the President.

1. Written notice must be given to each Trustee at least five days before all such meetings and include a proposed agenda.
2. For special Board of Trustee meetings called in accordance with Article III, Section 3, the President must attempt to schedule a meeting that is convenient to Board of Trustees, and must inform each Trustee of the purpose of the meeting.

B. Meetings of the Board of Trustees may be held through any communications equipment, including, but not limited to, telephone or video conferencing equipment, if all voting participants have reliable access to such equipment. Participation in such electronic meetings constitutes presence at the meeting.

C. In lieu of holding a meeting, the Board of Trustees may take action by unanimous written consent of its voting members.

Section 10: Quorum

A. Board of Trustees: A majority of the voting members of the Board of Trustees constitutes a quorum for the purpose of conducting business.

B. Business of the Board of Trustees will be transacted by majority vote of those attending the meeting at which a quorum is present.

ARTICLE V: DUTIES AND AUTHORITY OF OFFICERS

Section 1: General Responsibilities and Duties

Members of the Board of Trustees will ensure JGSC remains faithful to its purpose; develop strategies and goals for the JGSC; communicate with and support committees in the pursuit of strategy and goals; seek input from the general membership of strategy and goals; and determine appropriate uses of JGSC finances.

Section 2: Officers

A. President: The duties of the President include, but are not limited to, the following:

- chair the Board of Trustees meetings;
- preside over all meetings of the membership;
- set the agenda for all Board of Trustee meetings and general membership meetings;
- have signatory authority over the JGSC financial institution accounts and sign checks on such accounts;
- be the official and exclusive representative and spokesperson for the JGSC in dealing with the public and media, unless he or she designates someone

else to fulfill such role;

- call meetings of the Board of Trustees in his or her discretion;
- authorize the allocation of JGSC funds for working committee activities and operating expenses in consultation with the JGSC treasurer;
- form, and appoint chairpersons from the membership for, committees (other than the program and membership committees);
- appoint the annual nominating committee pursuant to Article VI, Section 1.A; and
- appoint people to perform other duties for JGSC, as deemed necessary.

B. First Vice-president: The duties of the First Vice-president include, but are not limited to, the following:

- perform such duties as assigned by the President or Board of Trustees and assume the duties of the President in his or her absence;
- assume the duties of the President when the office is vacated and serve in that capacity until the Board of Trustees appoint a replacement as provided in Art. IV, Section 7; and
- chair the program committee.

C. Second Vice-president: The duties of the Second Vice-president include, but are not limited to the following:

- perform such duties as assigned by the President or the Board of Trustees;
- assume the office of President when the office is vacated and the First Vice-president is unable or declines to serve until the Board of Trustees appoints a replacement as provided in Art. IV, Section 7.B; and
- chair the membership committee.

D. Secretary: The duties of the Secretary include, but are not limited to, the following:

- perform such duties as assigned by the President or the Board of Trustees;
- record minutes of all meetings including membership and Board of Trustees meetings;
- maintain an archive of the official records of JGSC;
- maintain the current membership list; and

- mail or email annual dues reminders by December 15th of each year to all current members as well as former members up to one year after the last payment of annual dues.

E. Treasurer: The duties of the Treasurer include, but are not limited to, the following:

- perform such duties as assigned by the President or the Board the Trustees;
- maintain the financial records of the JGSC;
- administer IRC Section 501(c)(3) financial accounts and reports;
- maintain JGSC bank accounts and have signatory authority on all checks drawn on JGSC accounts; and
- prepare and present financial reports at Board of Trustee meetings.

F. Two immediate Past Presidents: The duties of the two immediate past presidents include, but are not limited to, the following:

- perform such duties as assigned by the President or the Board of Trustees;
and
- provide input and guidance to the Trustees.

Section 3: Restrictions and Rights

A. Board of Trustee members may not make public pronouncements on behalf of the JGSC without the consent of the President.

B. A Board of Trustee member cannot be dismissed from his or her post without the majority consent of the Board of Trustees for cause.

C. Each member of the Board of Trustees may have access to the JGSC membership directory.

ARTICLE VI: ELECTION OF THE BOARD OF TRUSTEES

Section 1: Nominating Committee

A. At the regular meeting of the membership in October of each year, nominations for Trustees and officers will open, and a nominating committee will be announced by the President which will be formed of at least three members in good standing of the JGSC.

B. The nominating committee will accept the names of candidates nominated by members and who themselves are members in good standing. Anyone being nominated must have consented to being nominated. The nominating committee may also solicit nominees from the general membership whether or not a person has already been nominated by a member for a specific office. The nominations must be completed no later than the November regular meeting of the membership.

1. In the specific instance where no nominee is found for President or First Vice president, but two or more have been nominated for one of those offices, the runner-up, with his or her consent, will fill the uncontested office.

2. If any office remains vacant following the elections, the newly elected Board of Trustees may fill the vacancy as it sees fit.

C. The nominating committee will present its slate of candidates to the membership meeting at the November regular meeting.

D. Upon receipt of the nominating committee's slate, the Board of Trustees will distribute the names and qualifications of the candidates to all members eligible to vote at the annual meeting. This will be accomplished by email, where possible, or first class mail where not, and will be done at least ten days before to the December annual meeting. However, such distribution is not required for uncontested positions.

Section 2: Elections

A. Elections will occur at the annual meeting of the membership in December. Each member of the JGSC in good standing and present may vote by ballot.

B. Election of officers and trustees will be by secret written ballot for any contested position. For uncontested positions, the President at the meeting may declare the uncontested nominee to have been elected.

C. The ballots will be counted by two members of the general membership chosen by the current President at the time of the voting. Neither member may be a nominee for any position in the current election.

D. The winners of the elections will assume their respective offices on January 1st following the December election.

ARTICLE VII: COMMITTEES

Section 1: Purpose

All committees shall conduct business that is compatible with the purpose of JGSC, with oversight and direction of the President and the Board of Trustees.

Section 2: Program and Membership Committees

The program committee and the membership committee shall be headed by the appropriate Vice-president and may, but need not, include other members appointed to the committee by the appropriate vice-president and approved by the President.

A. Program - The purpose of the program committee is to plan the programs for each regular meeting of the membership. Members of the program committee will use their best efforts to

- plan programs six months in advance to the extent possible, if not already planned at the time of election;
- contact and arrange for speakers to present educational and informative material to the membership; and
- provide contact information of the speakers to the Treasurer and President before the date of the speaker's presentation.

B. Membership - The purpose of the membership committee is to recruit new members, to retain existing members, and to coordinate with the Treasurer. From time to time, but not less frequently than every two years, the committee shall prepare a directory of all JGSC members including postal addresses, email addresses, telephone numbers, and research interests.

ARTICLE VIII: FUNDS

All funds of JGSC must be deposited in financial accounts in the name of the Jewish Genealogy Society of Cleveland. Other than the President and the Treasurer, only persons authorized by the Board of Trustees may make deposits to or withdrawals from JGSC accounts.

ARTICLE IX: INDEMNIFICATION

A member of the Board of Trustees shall be indemnified by the JGSC against all reasonable costs, expenses, and legal fees and expenses paid or incurred in connection with any action, suit, or proceeding to which such person might be or becomes a party due to his or her duties on behalf of JGSC. The Board of Trustees may not approve or pay indemnification without receiving an opinion from legal counsel regarding the propriety of doing so.

ARTICLE X: COMMUNICATIONS WITH MEMBERSHIP

For the purposes of communication set forth in these By-laws, notices will be sent to the last known mailing address or email address on record with the JGSC, per the member's indicated preferred manner of notification.

ARTICLE XI: AMENDMENTS TO THE BY-LAWS

A. These bylaws may be altered, amended, or repealed, and new By-laws may be adopted by a majority of the members who are eligible to vote and present at any regular meeting or at any special meeting at which such action has been scheduled.

B. Whether the intent to modify originates with the Board of Trustees or the membership, as provided in Art. XI, Section C, members must be given written notice at least seven days before the meeting at which the action will be taken, specifying the intention to alter, amend, repeal, or to adopt new By-laws at said meeting.

C. Members may submit proposals for amendments to the Board of Trustees. Such proposals must be in writing and must be signed by no less than ten members of JGSC. The proposal must be sent to the President for submission to the Board of Trustees by first class

mail or email. The President will call a special meeting of the Board of Trustees to review the proposal if a Board of Trustees meeting is not scheduled within one month of the receipt of the amendment proposal. The proposal shall be sent to members in writing and a meeting scheduled to vote upon such proposal in accordance with Art. XI, Section B. The Board of Trustees may include its endorsement of, or opposition to, such proposal. Voting shall take place at the first general membership meeting to be held more than one month after the Board of Trustees meeting.

Approved 12/2/2012