

San Francisco Bay Area Jewish Genealogical Society  
Bylaws

Article 1 Name

The name of the Society shall be San Francisco Bay Area Jewish Genealogical Society, herein “the Society” or “SFBAJGS.”

Article 2 Non-Profit Status

The Society shall operate as a non-profit organization, organized exclusively for the charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Society shall accrue to the benefit of any individual.

Article 3 Objectives

The objectives of the Society are, for the Society members and the community at large, to:

1. Disseminate information on Jewish records, sources, archives and libraries and their holdings, including sources of Jewish records where no civil records exist;
2. Promote interest in, and where possible, provide information on Jewish history, customs, record-keeping and the like;
3. Encourage the accumulation and preservation of manuscripts, documents, records, family histories and other genealogically related materials;
4. Foster interest in genealogy and provide opportunity for the sharing of Jewish genealogical information and techniques;
5. Provide information on the availability of Jewish genealogical sources in the San Francisco Bay area and elsewhere;
6. Support development of genealogical repositories
7. Support documentation and memorials related to Jewish communities and sites, including those that no longer exist.

Notwithstanding any other provision of these Bylaws, the Society shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).

Article 4 Officers

1. The elected officers of this Society shall be President, Vice-President, Treasurer, and Secretary. The offices of President and Treasurer must be filled by different individuals.
2. The term of office shall be two years. Officers may succeed themselves if elected. Officers shall be members in good standing.

3. Any vacancy in office shall be filled by presidential appointment subject to approval of the Board of Directors. The person so approved shall serve the remainder of the term of office. In the event of a vacancy in the office of President, the Vice President shall assume the office.

#### Article 5 Duties of Officers

1. The President shall be the principal executive officer, responsible for the general supervision of the affairs of the Society, and shall preside at general and Board meetings, create committees, and appoint committee members, subject to approval of the Board of Directors.
2. The Vice President shall preside in the absence of the President and shall act as assistant to the President.
3. The Secretary shall take minutes at Board meetings, maintain a permanent file of minutes and copies of the Treasurer's reports, and maintain a file of Society documents.
4. The Treasurer shall:
  - a. Have custody of all funds and keep record thereof; pay all authorized expenses; maintain a permanent file of all financial records; and make such file available for audit or review as directed.
  - b. Coordinate with the Membership Director to maintain a roster of members in good standing.
  - c. Prepare and present to the Board required financial reports.
  - d. Present for the Board's approval a yearly proposed annual budget for the coming year.
5. If the office of Treasurer is vacant or the Treasurer is absent for an extended period, another officer shall be designated by the President to make payments in the place of the Treasurer.

#### Article 6 Board of Directors

1. The Board of Directors (Board) shall consist of the Officers of this Society and At-Large Members.
2. Standing committees may be established as needed to fulfill the objectives of the Society. Each committee shall be chaired by a Board Member.
3. The Board shall direct the activities of the Society, authorize expenses, and determine the appropriate use of membership dues and other income in a manner supporting the Objectives as stated in Article 3.
4. Vacancies of committee chairpersons shall be appointed by the President.
5. Any Society member in good standing may be appointed a Board Member At-Large by the President, subject to approval of the Board of Directors.
6. A Board of Directors meeting will be held at the call of the President not fewer than four times per year at times and places agreed upon by the Board. An official regular board meeting requires that each board member have written notice electronically or in print at least four weeks in advance.
7. Special meetings of the Board shall be called upon request of the President, the Vice-President, or three members of the Board. Notices of special meetings shall be sent out electronically or in print by the Secretary to each Board member at least two weeks in advance, if practical.
8. The most current edition of Robert's Rules of Order shall serve as a guide to the conduct of Board meetings.
9. Each Board member shall have one vote irrespective of the number of positions held.

- 10. A simple majority of members of the Board of Directors shall constitute a quorum for Board meetings. Action may be taken by the Board if such a quorum is present. A valid vote by the Board requires a simple majority of votes cast, except for votes on the removal of a Board Member (Article 6.11) and on Dissolution of the Society (Article 13).
- 11. Removal of a Board member requires a two-thirds vote of the entire Board of Directors.
- 12. Resignation from the Board must be in writing and received by the Secretary.

Article 7 Compensation

Society Board Members shall serve without compensation. They shall be allowed reasonable advancement or reimbursement for expenses necessarily incurred in the performance of their regular duties. Board Members may not be compensated for rendering services to the Society in any capacity other than those from expenses necessarily incurred in the performance of their regular duties unless when a Board Member seeks other compensation it shall be in an amount that is reasonable to the Board and allowable under the provisions of this Article 7 as follows: Whenever a Board Member seeks compensation other than for expenses necessarily incurred in the performance of his or her duties, or when a Board Member has a financial interest in any matter coming before the Board, the Board Member shall ensure that:

- 1. The interest of such Board Member is fully disclosed to the Board of Directors.
- 2. No interested Board Member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- 3. Any transaction in which a Board Member has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected, as being in the best interests of the organization.
- 4. Payments to the interested Board Member shall be reasonable and shall not exceed cost, or fair market value if cost cannot be exactly determined. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article 8 Conflicts of Interest

Whenever a Board Member has a personal stake in any matter coming before the Board of Directors that may be a conflict of interest for that Board Member, the affected Board Member shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board Members determine that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 9 Elections

- 1. The Society shall hold biannual elections in December.

2. At least five months prior to the biannual election, the President shall appoint a member of the Board of Directors as Nominating Committee Chair who shall staff the Committee with no fewer than two additional members of the Society representing the geographical distribution of the membership. No member of the Nominating Committee may run for office in the year when serving on the Nominating Committee.
3. The Committee Chair, or the Board member presiding over the meeting, shall call for nominations from the floor at no fewer than one regular membership meeting held in each meeting location of the Society at least three months prior to the election. The Committee may also solicit additional nominations. Each person nominated must have expressed willingness to serve in the position for which he or she is nominated.
4. Individual members may submit written nominations for office to the Nominating Committee any time between the initial call for nominations and October 15.
5. Only members in good standing shall be eligible to nominate and to vote for another member for office.
6. Only members who have been in good standing for the current and prior membership years, shall be eligible to stand for office. Candidates for President must have served on the Board for a minimum of one year prior to nomination.
7. The Nominating Committee will present to the Board the complete list of all qualified candidates nominated for all Officer positions by October 31.
8. Vote shall be by written and/or electronic ballot distributed to all members no earlier than November 1 and no later than November 30, and must be returned no later than December 31 in an election year.
9. The Nominating Committee shall tabulate the election returns and provide the results to the Board for publication to the membership. A candidate is elected upon receiving a simple majority of valid votes cast.
10. The Nominating Committee Chair shall present the election results to the Board for announcement to the Membership.
11. All ballots shall be retained by the Nominating Committee Chair for 90 days following the announcement of the election results. After 90 days the ballots shall be given to the Secretary.

## Article 10 Membership

1. Membership is open to anyone in agreement with the Objectives of the Society.
2. Any two or more members of a single household may be accepted on a single membership but shall receive only a single copy of each issue of the Society journal when published, and have one vote.
3. Members in good standing are defined as those who have paid dues for the current membership year and support the Objectives of the Society. The Board reserves the right to refuse membership to or revoke membership from anyone for cause.
4. A member who is sixty days in arrears for payment of dues may be dropped from the membership rolls.
5. Members in good standing are entitled to:
  - a. cast votes for: Officers, dues increases [as defined in Article 12], amendments to these bylaws, and changes to the state of the organization such as merger or dissolution;
  - b. access publications as may be published by the Society that are approved by the Board to be provided to members at no additional charge.

## Article 11 Meetings

Regular Society meetings shall be held in the San Francisco Bay Area in locations at the discretion of the Board, as warranted by the geographical distribution of the membership. The Society shall endeavor to meet in various locations to maximize participation throughout the Bay Area.

## Article 12 Dues

1. The fiscal and membership year shall be from January 1 through December 31.
2. Dues for each annual membership are payable by January 1 and no later than January 31.
3. Dues shall be set by the Board of Directors but any increase in excess of 15% per annum must be approved by the membership in good standing by not less than 2/3 of the membership votes cast. Vote shall be conducted by written and/or electronic ballot distributed to all members.
4. Members joining between July 1 and November 1 may have their dues prorated by half. Members joining after November 1 shall be considered to have joined in the next membership year and their dues will be so designated. Benefits of membership for November and December may be granted at the discretion of the Board.

## Article 13 Dissolution

Decision to dissolve the Society must first be approved by the Board of Directors, and then is subject to approval of the general membership.

1.
  - a. At least two-thirds of all the Board of Directors must vote to approve dissolution.
  - b. In the case of a valid Board vote to dissolve the Society, the Board will then present to the membership the resolution to dissolve the Society.
  - c. The membership vote on dissolution shall be conducted in writing and/or by electronic ballot.
  - d. The membership approves the dissolution of the Society with at least three-fourths of valid votes cast in favor of dissolution.
2. Upon the dissolution of this Society, the Board of Directors shall, after payment of all outstanding debts and obligations of the Society, distribute the remaining assets to a non-profit fund, foundation, corporation, or organization with goals and objectives similar to those of the Society, organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section. No assets shall be distributed to any individual, including anyone who has ever been an Officer in the San Francisco Bay Area Jewish Genealogical Society.

## Article 14 Amendments

1. Amendments to these bylaws may be proposed by the Board of Directors and presented to the membership.

2. Amendments may also be proposed by any individual member who has been in good standing since the start of the current calendar year. Any amendments thus proposed must include the signatures of at least five members who have also been in good standing since the start of the calendar year, and must be presented to an elected Board Officer for consideration by the Board.
3. Proposed amendments shall, after consideration by the Board, be subject to approval by a majority of valid votes cast by members.
4. Notice of any proposed amendment must be announced by mail/ electronic distribution to each member in good standing prior to the membership approval vote.
5. Approval of amendments may be conducted in writing and/or by electronic ballot distributed to all members in good standing.

#### Article 15 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

#### Article 16: Indemnification

No Board Member shall be held personally liable for the debts, liabilities or other obligations of the Society. In the event a proceeding is instituted against a Director by reason of the fact that he or she is or was a Board Member of the Society, he or she shall be indemnified by the Society for expenses reasonably and necessarily incurred in defending against such proceeding. However, if a judgment is entered against the Board Member because of the Board Member's culpable behavior, fraud or negligence, he or she shall not be indemnified by the Society.

#### Certification

These bylaws were approved at a meeting of the Board by a majority vote on June 25, 2017.

s/s  
Signature of the Secretary

September 10, 2017  
Date

Approved by vote of the membership on the 31<sup>st</sup> day of July, 2017.

s/s  
Signature of the Secretary

September 10, 2017  
Date