



Jewish Genealogy Society of Cleveland Bylaws  
12/7/2005, as amended May 7, 2008, as amended August 3, 2011

**ARTICLE I: NAME AND PURPOSE**

**Section 1: Name**

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

**Section 2: Purpose**

The purpose of the CJGS 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 CJGS.

**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 mail 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 honorary voting membership may be for a specific length or for a lifetime membership to the CJGS.

**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 and Executive Committee officers 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 provide members with an annual financial report, provide members with a state of the organization, and elect trustees and officers of the Executive Committee.

**Section 2: Regular Meetings**

A. Regular meetings of the membership will occur on the first Wednesday of each month. The Executive Committee 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 Society, such as, without limitation, to accommodate the schedule of an invited speaker (*sentence amended May 7, 2008*).

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.

C. The reason for the regular meetings of the membership is to fulfill the purpose of the CJGS.

### **Section 3: Special Meetings**

The President or the Executive Committee, as deemed necessary for CJGS business, may call special meetings of the membership. Members may also call a special meeting, in writing and signed by no less than ten members, sent either by first class mail or e-mail, to the current President or the Board of Trustees.

### **Section 4: Quorum**

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

### **Section 5: Agendas**

The President will set the agendas 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 or his/her representative at least 24 hours before the scheduled general membership meeting.

## **ARTICLE IV: BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE**

### **Section 1: Power and Authority**

A. The Board of Trustees will establish policies for the organization and ensure the CJGS carries out activities to meet its purpose.

B. The Executive Committee will run the day-to-day functions of the CJGS to meet the policies and goals of the Board of Trustees.

C. The President of the Executive Committee will be the presiding officer of the Board of Trustees.

## **Section 2: Numbers**

A. The Board of Trustees will consist of nine or ten individuals, consisting of three trustees and the six elected officers of the Executive Committee, and the Editor of the Newsletter if appointed by the Board pursuant to Article IV, Section 4.C.

B. The Board of Trustees may appoint up to three persons from the Cleveland Jewish community as non-voting advisory trustees.

## **Section 3: Eligibility**

Each elected member of the Board of Trustees must be a member of the CJGS. Should an elected member of the board 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 will be filled by an interim appointment by the Board of Trustees until a special election can be held to fill the position.

## **Section 4: Terms of Office**

A. Elected trustees will serve for three years, in a staggered arrangement with one new trustee elected each year. Trustees may serve for two consecutive terms. After a one-year hiatus, a person may again run for a trustee position on the Board of Trustees.

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 CJGS 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.

D. Non-voting members of the Board of Trustees may be appointed for up to a three year term, which may be renewed indefinitely.

## **Section 5: Officers of the Executive Committee**

Officers of the Executive Committee are

- President
- First Vice-president

- Second Vice-president
- Secretary
- Treasurer
- Immediate Past President

## **Section 6: Elections and Qualifications**

- A. Election of the trustees and officers will occur at the annual meeting of the membership in December of each year by written ballot.
- B. Any member may run for any elected position, within the following parameters:
- Candidates for any office must be members for the current year.
  - All candidates must attend at least six general membership meetings in the current year.

## **Section 7: Vacancies on the Executive Committee**

- A. Office of the President: If the office of the President is vacated for any reason before the end of his or her term, the First Vice-president will assume that office until a special election can be held.
- B. All other officers and trustees: If any other office is vacated for any reason, the Board of Trustees will appoint a member to fill that office until a special election can be held.

## **Section 8: Removal**

- A. Any member of the Board of Trustees or Executive Committee who fails to pay annual dues in any calendar year will be considered to have tendered his or her resignation.
- B. Members of the Executive Committee who miss four consecutive regular meetings of the membership or three consecutive Executive Committee meetings called by the President will be considered an uninterested party. Upon such designation, the President will contact the Board of Trustees to request removal of that person from the Executive Committee. The Board of Trustees may appoint a member as an interim officer or trustee until a special election can be held.

C. The Board of Trustees may remove an Executive Committee 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 CJGS. The Board of Trustees may also revoke the membership of a removed officer or a trustee.

## **Section 9: Executive Meetings**

A. The Board of Trustees will meet at least once each year at a time and place determined by the President. Written notice must be given at least ten days in advance to all Board members. Notice may be delivered by either the US postal service or e-mail, as indicated as preference of each board member. Special meetings of the Board may also be called by the President or upon request of three Board members. Written notice must be given to each Board member at least five days before such a meeting and must state the purpose of the meeting.

B. The Executive Committee will meet at least once each quarter at a time and place determined by the President.

1. Written notice must be given to each officer at least five days before such a meeting and must state the purpose of the meeting.
2. Special meetings of the Executive Committee may also be called by the President at his or her discretion, or upon request of three members of the Executive Committee. For such meetings, the President must attempt to schedule a meeting that is convenient to Executive Committee members, and must inform each committee member of the purpose of the meeting.
  - To expedite the special meeting, communication may be by e-mail or telephone.
  - Any special Executive Committee meeting may occur at any time convenient to the majority of the Executive Committee.

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

D. In lieu of holding a meeting, the Board of Trustees or Executive Committee 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. Executive Committee: A majority of members of the Executive Committee constitutes a quorum for the purpose of conducting business.

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

**ARTICLE V: DUTIES AND AUTHORITY OF EXECUTIVE COMMITTEE OFFICERS**

**Section 1: General Responsibilities and Duties**

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

**Section 2: Officers**

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

- chair the Board of Trustees and Executive Committee meetings;
- preside over all meetings of the membership;
- set the agenda for all Board of Trustees, Executive Committee meetings, and general membership meetings;
- be the official representative and spokesperson for the CJGS in dealing with the public and media, with the authority to designate

others as spokespersons;

- call unscheduled meetings of the Board of Trustees or Executive Committee at his or her discretion;
- authorize the allocation of CJGS funds for working committee activities and operating expenses in consultation with the treasurer of the organization;
- appoint chairpersons for standing committees (other than the program and membership committees) from the general membership;
- appoint people to perform other duties for CJGS, 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 the Executive Committee 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 for the remainder of the term; 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 Executive Committee; 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 Executive Committee;

- record minutes of all meetings, including general membership, Executive Committee, and Board of Trustees meetings;
- maintain an archive of the official records of CJGS;
- maintain the current membership list.

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 Executive Committee; . maintain financial records of the CJGS;
- administer 501 (c)3 financial accounts and reports;
- maintain CJGS bank accounts and sign all checks from CJGS accounts;
- prepare and present financial reports at Board of Trustee meetings and at the annual meeting of the membership; and
- mail annual dues reminders by December 15th of each year to all current members, as well as former members up to three years after the last payment of annual dues.

F. Immediate Past President: The duties of the immediate past president include, but are not limited to the following:

- perform such duties as assigned by the President or the Executive Committee; and
- provide input and guidance to the current officers.

### **Section 3: Restrictions and Rights**

A. Executive Committee members may not make public pronouncements on behalf of the CJGS without the consent of the President.

B. Executive Committee members cannot be asked to resign or 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 CJGS membership directory.

## **ARTICLE VI: ELECTION OF THE BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE**

### **Section 1: Nominating Committee**

A. At the regular meeting of the membership in October of each year, nominations for Executive Committee officers will be open, and a nominating committee will be formed of at least three members of CJGS.

B. The nominating committee will accept the names of candidates nominated by members and who themselves are members. In the event that no nomination is offered for a specific office, the nominating committee may solicit candidates for specific offices from the general membership. This must be accomplished no later than the November regular meeting of the membership.

1. In the specific instance where no candidate 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 Board of Trustees may fill the vacancy as it sees fit.

C. The nominating committee will present its slate of candidates to the Executive Committee following the November regular meeting.

D. Upon receipt of the nominating committee's slate, the Executive Committee will distribute the names and qualifications of the candidates to all members eligible to vote at the annual meeting. This will be accomplished by e-mail, where possible, or first class mail where not, and will be done at least ten days before to the December annual meeting.

### **Section 2: Elections**

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

B. Election of officers and trustees will be by written ballot.

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 candidate 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: STANDING COMMITTEES**

### **Section 1: Purpose**

Standing committees must conduct business that is compatible with the purpose of CJGS, with oversight and direction by the Board of Trustees and the Executive Committee.

### **Section 2: Standing Committees**

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, if not planned at the time of election;
- contact speakers to present educational and informative material to the membership and confirm within two months of their scheduled program; 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.

C. Research - The purpose of the research committee is to assist people desiring to do genealogical research on their families and friends.

D. Speakers Bureau - The purpose of the speakers bureau committee is to provide presentations to requesting organizations. While the CJGS will not charge for this service to requesting organizations, the presenter will encourage a donation to the CJGS.

E. The Kol - The purpose of the Kol committee is to create and publish the CJGS's member publication, The Kol. The committee members will determine the frequency of publication.

F. Library - The purpose of the library committee is to maintain and organize the CJGS's library of genealogical books, periodicals, and other publications. The Executive Committee appoints the chair of this committee for a one-year term.

G. Junior Genealogy - The purpose of the junior genealogy committee is to provide seminars and workshops for the next generation of Jewish genealogists.

### **Section 3: Ad Hoc Committees**

Ad hoc committees may be created to carry out the function and purpose of the CJGS for short-term or immediate needs. The President or Executive Committee may appoint ad-hoc committee(s) as necessary.

### **Section 4: Chairpersons**

A. Selection of Chairpersons: The President or the Executive Committee will appoint a chairperson for each standing committee, except the program and membership committees, which are chaired by the First and Second Vice-presidents, respectively.

B. Term: All chairpersons will serve for one year, and may be appointed for up to three consecutive terms as the chairperson of a specific committee. After a one-year hiatus, a person may be appointed again for the chairperson of the same committee.

C. Duties of the Chairperson: The duties of each standing committee chairperson include, but are not limited to the following:

- schedule and preside over meetings of the committee;
- forward information and decisions of the committee to the Secretary and President on a timely basis; and
- assess standing committee needs.

## **ARTICLE VIII: FUNDS**

All funds of CJGS must be deposited in accounts in the name of the Jewish Genealogy Society of Cleveland. Only officers authorized by the Board of Trustees may make deposits to or withdrawals from CJGS accounts.

#### **ARTICLE IX: INDEMNIFICATION**

A member of the Board of Trustees or Executive Committee may be indemnified by the CJGS 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 a party due to his or her duties on behalf of CJGS. 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 bylaws, notices will be sent to the last known mailing address or e-mail address on record with the CJGS, per the member's indicated preferred manner of notification.

#### **ARTICLE XI: AMENDMENTS TO THE BYLAWS**

A. These bylaws may be altered, amended, or repealed, and new bylaws 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. When the intent to modify originates with the Board of Trustees or the Executive Committee, members must be given written notice (either by regular post or e-mail) 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 bylaws 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 CJGS. The proposal must be sent to the President for submission to the Board of Trustees by first class mail or e-mail. The President may 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.