



# IAJGS Bylaws

## **ARTICLE I: NAME**

The name of the corporation is International Association of Jewish Genealogical Societies, Inc., hereinafter called “IAJGS” or the “Association”.

## **ARTICLE II: NON-PROFIT CHARACTER**

The Association shall be operated as a non-profit corporation, no part of the net earnings of which shall inure to the benefit of or be distributable to any director or officer of the Association, or any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. The Association is organized exclusively for charitable purpose within the meaning of section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE III: OBJECTIVES**

The objectives of the Association shall be:

1. To collect, preserve, and disseminate knowledge and information with reference to Jewish genealogy
2. To assist and promote the research of Jewish family history
3. To provide opportunities for the sharing of Jewish genealogical information
4. To aim toward the publication of worthy material in the field of Jewish genealogy
5. To promote membership in member Jewish genealogical societies
6. To act as spokesperson for Jewish genealogical societies in areas of mutual interest
7. To provide member societies with services to help them become more effective organizations
8. To elevate Jewish genealogy among people who are searching Jewish roots and in the academic community
9. To promote public access to genealogically relevant records
10. To foster creation of Jewish genealogical organizations in new geographical areas

## **ARTICLE IV: MEMBERSHIP**

Section 1. Any organization organized for purposes other than profit and whose principal purpose is to promote Jewish genealogy shall be eligible for Regular Membership in the Association if it meets the following criteria:

1. Has at least 10 dues-paying members
2. Holds regular meetings at least quarterly, or conducts meaningful ongoing activities relating to Jewish genealogy at

- least 4 (four) times a year, or publishes a newsletter, journal or any electronic form of publication at least 2 (two) times a year, or convenes an electronic discussion group, or undertakes other significant Jewish genealogical research projects
3. Adheres to the objectives of these Bylaws
  4. Pays its annual IAJGS membership fees

Regular Members are entitled to vote on matters concerning the Association, participate in IAJGS activities, receive mailings and other information, and are eligible to receive and purchase products and services produced by the IAJGS for its members.

Section 2. Any other organization, including, but not limited to, genealogical societies, family associations, historical societies, libraries or archives, educational institutions, or genealogical vendors can be considered a Non-Voting Associate Member of the Association if it meets the following criteria:

1. Adheres to the objectives of these Bylaws
2. Pays its annual IAJGS membership fees

Section 3. Applications for membership shall be reported to the Board of Directors by the Membership Committee. Each new member must be approved by a two-thirds (2/3) vote of the Board members in attendance at a duly called meeting of the Board of Directors at which a quorum is present.

Section 4. Any member that has ceased to be in good standing as a result of failure to meet its obligations under Article IX shall not be entitled to exercise any of the privileges of membership until all required fees (including late charges) have been paid. Any member that fails to pay all such fees and charges by a date to be determined by the board shall be deemed to have withdrawn from membership and shall cease to be a member of the Association as

of such date.

Section 5. If the Board of Directors determines that a member no longer satisfies the criteria for membership set forth in the first three numbered clauses of Section 1 of this Article IV, it shall notify the member of such deficiency in writing, and if the member fails to satisfy the criteria for membership six months following the date of such notice, it shall be deemed to have withdrawn from membership and shall cease to be a member of the Association as of such date.

Section 6. An organization that has ceased to be a member of the Association, whether by voluntary withdrawal, deemed withdrawal pursuant to Section 4 or 5 of this Article IV, or otherwise, may reapply for membership in accordance with the provisions of this Article IV and, if approved for membership, may, in the discretion of the Board of Directors, be relieved of the obligation to pay any unpaid charges accrued during the period when it was a member.

## **ARTICLE V: OFFICERS AND BOARD OF DIRECTORS**

Section 1. The elected officers shall consist of the President, Vice President, Secretary and Treasurer.

Section 2. The Board of Directors shall consist of the elected officers, the most immediate past President of the Association willing to serve and up to six Directors-at-Large, each of whom shall be entitled to vote on Board matters.

Section 3. Terms of Officers and Directors-at-Large shall be two years. Officers shall be elected in odd years and Directors-at-Large in even years; provided, however, that whenever a vacancy occurs on the Board of Directors in the middle of a two-year term, subject

to the provisions set forth in Section 8 of this Article V for filling such vacancy on an interim basis, the members shall elect a successor in connection with the next succeeding Annual Meeting, to serve for the unexpired portion of the original two-year term. Officers and Directors-at-Large shall continue to serve until their successors are elected and qualified

Section 4. The Board of Directors shall make all decisions for the Association in keeping with these Bylaws and not conflicting with any decisions reached by the membership at a duly called meeting of the Association.

Section 5. The Board of Directors shall meet as frequently as it deems necessary to carry on the business of the Association. A meeting of the Board may be called by the President and shall be called upon the request of any two members of the Board. Any or all members of the Board may participate in a meeting of the Board or any committee thereof by means of conference telephone call or any other means of communication by which all persons participating are able to hear each other. The Secretary shall notify all Board members of the time and place of each meeting at least two weeks before face-to-face meetings and at least three days before meetings that are to be held by conference telephone call. In addition, the Board may consider and vote on issues using e-mail, in which case no advance notice shall be required.

Section 6. The Board of Directors shall set the dates and nature of all meetings and events of the IAJGS, including the annual IAJGS International Conference on Jewish Genealogy.

Section 7. At all meetings of the Board of Directors, six members of the Board shall constitute a quorum for the transaction of business and the act of a majority of the members of the Board

present at any meeting at which a quorum is present shall be the act of the Board, except as may otherwise be specifically provided by law or by these Bylaws.

Section 8. Any vacancy, however caused, occurring in the Board of Directors, other than a vacancy in the office of President, may be filled by a majority vote of the remaining members of the Board, even though less than a quorum, and each member of the Board so chosen shall hold office until the next succeeding Annual Meeting and until a successor is elected and qualified.

Section 9. In the event of a vacancy, however caused, occurring in the office of President, the Vice President shall immediately become President, to hold office until the next succeeding Annual Meeting and until a successor is elected and qualified.

Section 10. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors or any committee thereof, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or other matter involving a potential conflict of interest shall be approved only when a majority of disinterested directors (or committee members) determine that such approval is in the best interest of the association and, if the matter concerns a transaction, that the transaction is fair and reasonable as to the association to do so. Clause "b" of the first sentence of this section 10 may be waived by a two-third (2/3) vote of the disinterested members of the board (or committee) if they determine that the interested director (or committee member) has unique or special expertise, knowledge or experience in the matter under consideration, or that such person's participation is otherwise deemed this to be in the best interest of the association. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, rationale for waiving

clause “b” and rationale for approval of any vote taken. Without limiting the generality of the foregoing, a director or officer of the association who is (or who has a family member who is) a director, officer, owner, partner or employee of any entity with which the association proposes to enter into a transaction shall be deemed to have a financial or personal interest in such transaction. For purposes of this section 10, “family member” shall include a person’s (i) spouse, (ii) brothers and sisters of the whole or half blood, (iii) parents, (iv) children and (v) spouses of the persons listed in (ii), (iii) and (iv).

## **ARTICLE VI: NOMINATIONS AND ELECTIONS**

Section 1. No later than one hundred fifty (150) days in advance of the Annual Meeting, the President, subject to the approval of the Board of Directors, shall appoint a Nominating Committee consisting of three persons, one of whom shall be a member of the Board and two of whom shall not be members of the Board, and shall designate one of the two non-Board members to chair the Committee. Non-Board members of the Nominating Committee shall be either the President of a member organization or the designated representative of a member organization. The Board will notify all Regular members of the name and address of the Chair so they may submit names of candidates to the Nominating Committee.

Section 2. The Nominating Committee shall propose a slate of nominees for all open officer and Director-at-Large positions and shall furnish its report to the Secretary no later than one hundred ten (110) days in advance of the Annual Meeting. This slate may include one or more nominees for each open officer position, and at least as many nominees for Director-at-Large positions as the number of such open positions. Should the Nominating Committee be unable to recommend a candidate for any position, nominations

will be sought in accordance with Section 4 of this Article VI.

Section 3. The Secretary shall forward the slate proposed by the Nominating Committee to all members at least one hundred (100) days in advance of the Annual Meeting and shall provide all members with the information contained in Section 4 of this Article VI regarding nomination by petition.

Section 4. Additional candidates for any open elected Board of Directors position may be nominated by four voting Representatives. The nominating petition must contain (1) the signature of the President or Representative of the four Member organizations, and (2) the signature of the candidate with a statement granting permission to be nominated for office and agreeing to serve if elected. Such nominating petitions shall be received by the Secretary, no later than sixty-five (65) days in advance of the Annual Meeting.

Section 5. The Secretary will validate the information on the petition and will create or modify ballots to include the names of all persons either nominated by the Nominating Committee or properly nominated as described in the prior section.

Section 6. All Officers and Directors must be members in good standing of at least one member society at the time of their nomination for election or appointment and must continuously maintain such membership during their time of office.

Section 7. Subject to the provisions of sections 8, 9 and 10 of this Article VI, all elections shall be held by electronic balloting and the results announced at or prior to the Annual Meeting. The voting procedure shall be initiated by the Secretary making the electronic ballots and related informational materials available to



all members (either by email or through an internet portal, as the Board shall determine) not less than fifty-five (55) days in advance of the Annual Meeting. Thereafter, the members shall cast their votes electronically (either by email or through an internet portal, as the Board shall determine) in response to the distributed ballots. The deadline for receipt of such electronic votes cast by the members shall be not less than thirty-five (35) days from the date of distribution of such balloting materials. Regardless of the precise method used, the electronic balloting process shall include a process for the accurate retention by the Association of a record of each electronic 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.

Section 8. A nominee for an officer position shall be elected upon receiving a majority vote. For the purposes of these bylaws, a majority vote of the members shall be defined as a number of votes that is greater than fifty percent (50%) of the number of members voting by electronic balloting, excluding abstentions. If no candidate for an officer position receives a majority vote, then a runoff shall be held by electronic balloting between the two (2) candidates who received the greatest number of votes in the previous ballot for an officer position. If the previous ballot resulted in a tie for first place, then all candidates tied for first place shall advance to the runoff ballot. If the previous ballot resulted in a tie for second place, but not a tie for first place, then all candidates tied for second place, together with the candidate in first place, shall advance to the runoff ballot. The runoff procedure shall be repeated if necessary, provided that in the event that no

candidate receives a majority vote after two (2) successive runoff ballots, then the winner of the election shall be determined by lot at the Annual Meeting in accordance with section 10 of this Article VI.

Section 9. In the election of the Directors-at-Large, the six (6) candidates with the greatest number of votes shall be elected. If there is a tie vote for one (1) or more of the last positions, then one (1) or more runoffs by electronic balloting shall be held among the candidates who were tied with each other on the previous ballot. If there is a tie between the same candidates in two (2) successive ballots, then the winner shall be determined by lot at the Annual Meeting in accordance with section 10 of this Article VI.

Section 10. The following procedures shall be followed when the winner of a ballot is to be selected by lot at the Annual Meeting pursuant to the provisions of section 8 or 9 of this Article VI. The Secretary shall, in full view of those present at the meeting, clearly write or print the name of each tied candidate on separate pieces of paper measuring approximately equal size. The names of the candidates shall be written or printed on the same color and type of paper. The papers shall be folded in half one time so that the written names are not visible and shall be placed into a container. The Secretary shall draw one paper from the container, and the name of the candidate appearing on that paper shall be declared the winner of the ballot. The secretary shall then expose the other paper or papers not drawn to those present at the meeting.

Section 11. At the conclusion of the Annual Meeting, new Officers and Directors shall be considered in office.

Section 12. If a nominee withdraws before elections are held, a new candidate can be proposed by the procedures set forth in Section 4.

Section 13. The President may serve no more than two consecutive two-year terms.

## **ARTICLE VII: DUTIES OF OFFICERS**

Section 1. All Officers and Directors shall act in the best interests of the IAJGS and shall act to ensure the smooth continuity of the IAJGS.

Section 2. The President shall be the principal executive officer with the responsibility for general supervision of the affairs of the Association. The President shall preside at all meetings of the Association and of the Board of Directors, but may designate the Vice President to function when the President is unavailable. With approval of the Board, the President shall appoint all committees and shall serve ex-officio on all such committees except on the Nominating Committee. While serving in such ex-officio capacity, the President shall not be entitled to vote.

Section 3. The Vice President shall serve as the President in the President's absence and shall carry out the responsibilities assigned by the President or Board of Directors.

Section 4. The Secretary shall keep a record of the proceedings of the Association and of the Board of Directors, issue calls for Annual and Special Meetings of Members and carry out any necessary correspondence on behalf of the Association.

Section 5. The Treasurer shall serve as the chief fiscal officer; prepare budgets and financial reports for the board; have custody of the funds of the Association; deposit them in insured financial institutions or invest them pursuant to policy established by the Board of Directors; pay all bills, and be responsible for the

collection of membership fees or of any debts owed to the Association.

Section 6. Directors shall have the following duties: to participate in discussion of matters affecting IAJGS with the right to vote and to discharge other duties as assigned by the President such as mentoring Member organizations, leading national projects, acting as spokespersons for IAJGS in their local communities, or other such activities that might arise.

## **ARTICLE VIII: MEMBERSHIP MEETINGS**

Section 1. The Association shall hold an Annual Meeting at the annual 'IAJGS International Conference On Jewish Genealogy' or another appropriate time and place. Due notice of the meeting and its agenda, along with copies of all reports to be discussed and/or voted upon at the Annual Meeting, shall be circulated by the Secretary to the membership at least 65 (Sixty-five) days in advance of the meeting.

Section 2. Each Regular Member in good standing (as defined in Article IX, Section 1 of these Bylaws) shall designate in writing a Representative who shall be authorized to vote on behalf of the Member and, if the Member so chooses, an Alternate Representative who shall be authorized to vote on behalf of the Member in the absence of the Representative. All subsequent references in this Article VIII to Representatives shall be deemed to include any Alternate Representative acting in the absence of the Representative to whom he or she is alternate. Immediately prior to the convening of any meeting of Members, each Representative shall present to the Secretary of the Association a copy of the written designation referred to in the first sentence of this Section 2. An individual may be designated as Representative by more

than one Member, in which case such individual shall be entitled to cast one vote on behalf of each such Member.

Section 3. For the transaction of any business requiring the approval of the Members a quorum shall consist of 25 percent of the Regular Members in good standing.

Section 4. Decisions shall be by majority vote of Representatives present in person or by written proxy. There are no absentee ballots. In the event of a tie, the President shall cast the deciding vote.

Section 5. The latest available edition of Robert's Rules of Order shall govern all meetings of the Association. Where the Bylaws are in disagreement with Robert's Rules of Order, the Bylaws will prevail.

Section 6. Each Regular Member shall consider appointing a representative who is empowered to vote on behalf of the Member organization at on-line meetings. The Member organization will provide to the IAJGS Secretary the name and e-mail address of this official on-line delegate.

Section 7. "On-line meetings" are defined in these Bylaws to mean communications between Members using the IAJGS e-mail list with specific purpose of deciding a particular issue. Quorum and voting rules for meetings defined in other paragraphs of these Bylaws apply to on-line meetings. The 30-day announcement requirement is replaced by a 14-day minimum discussion time to insure that the maximum number of Members can take part in discussions.

## **ARTICLE IX: FEES AND CHARGE**

Section 1. The amount of annual membership fees to be paid by each Member may only be changed at the Annual Meeting. Membership fees are payable to the Association each year on the first day of January. A member that has not paid its required membership fees by the first day of March next following shall cease to be in good standing until such fees have been paid or until its membership shall have been terminated in accordance with these Bylaws.

Section 2. The Board of Directors shall have the authority to impose such late fees and interest as it may determine in connection with membership fees not paid by the date on which a member ceases to be in good standing for non-payment of its membership fees.

Section 3. Other charges and fees for products and services rendered by the Association shall be established by vote of the Board of Directors.

## **ARTICLE X: FISCAL YEAR**

The fiscal year will run from January 1 to December 31 of each calendar year.

## **ARTICLE XI: DISSOLUTION**

Upon the dissolution of the Association, the Board of Directors shall, after payment of all liabilities, distribute the remaining assets to a non-profit fund, foundation, corporation, or organization with goals and objectives similar to those of the Association, 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 of the IAJGS.

## **ARTICLE XII: AMENDMENTS AND REVISIONS TO BYLAWS**

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a majority vote of the Regular Members in good standing at an Annual or Special Meeting of Members at which a quorum is present, provided that the proposed amendment shall have been included in the notice of the meeting. The Secretary shall include in such notice of meeting any proposal to alter, amend, repeal or adopt Bylaws which has been either approved by a two-thirds majority of the Board of Directors or proposed in writing by at least six (6) Regular Members in good standing.

*As amended at the Annual Meeting held in Orlando, Florida, July 26, 2017.*