

Jewish Genealogical Society of Colorado Bylaws  
Revised June 13, 2021

ARTICLE I. NAME

1. The name of this Society shall be the Jewish Genealogical Society of Colorado.

ARTICLE II. NON-PROFIT STATUS

1. This Society shall operate as a non-profit organization, no part of the net earnings of which shall accrue to the benefit of any individual.
2. This society is a corporation, with an Executive Board of Directors (consisting of President, Vice President of Programming, Vice President of Membership, Treasurer, Secretary, Immediate Past President, At Large Director, a Webmaster, and a Communications Director) as its governing body.
3. The corporation is organized exclusively for charitable, educational, scientific, and literary purposes, including the making of distributions to organizations that qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding section of any future United States Internal Revenue law.
4. a). No part of the income or assets of the corporation shall inure to the benefit of, or be distributable to any of its members, directors, or officers as such, or to other private persons, or be distributable to any of them during the life of the corporation or upon its dissolution or final liquidation. Nothing in this subsection, however, shall be construed to prevent the payment of reasonable compensation to officers of the corporation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in this document.  
b). The corporation shall not make loans to its officers, directors, or employees. Any director who votes for or assents to the making of a loan or advance to an officer, director, or employee of the corporation, and any officer who participates in the making of such a loan or advance, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.  
c). Notwithstanding any other provision of these articles, the corporation shall not engage in or conduct activities prohibited (a) by a corporation exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

5. No substantial part of the activities of the corporation shall be the conducting of propaganda, or otherwise attempting to influence legislation, and the corporation shall not, either directly or through the actions of any of its directors or officers, participate in, contribute to, or intervene in (including the publishing or distribution of statements), contribute to, or otherwise support or assist, any political party, or campaign on behalf or in opposition to any candidate for public office.

### ARTICLE III. OBJECTIVES

1. To collect, preserve, and disseminate knowledge and information with reference to Jewish family research.
2. To assist individuals with researching and documenting their Jewish roots.
3. To provide a forum and environment for networking and support.

### ARTICLE IV. ASSOCIATE MEMBERS

1. Any individual or institution willing to promote the objectives of the Society, upon written application and payment of prescribed dues, may be deemed eligible for associate membership.
2. Yearly associate dues run from July 1<sup>st</sup> through June 30<sup>th</sup>.

### ARTICLE V. OFFICERS AND EXECUTIVE BOARD OF DIRECTORS

1. The elected officers shall consist of the President, Vice President of Programming, Vice President of Membership, Secretary, Treasurer, and At Large Director, a Webmaster, and a Communications Director.
2. The Executive Board of Directors shall consist of the Officers and the Immediate Past President of the Society.
3. The Executive Board of Directors shall control and manage the affairs, funds, property, and expenditures of the Society, shall carry out its purposes, and shall execute its bylaws.
4. The Executive Board of Directors shall meet as frequently as needed to carry on the business of the Society. A meeting of the Executive Board of Directors may be requested by any two of its members.
5. The unexpired term of any member of the Executive Board of Directors who resigns or is otherwise unable to conduct the duties of a director shall be filled by the selection of the Executive Board of Directors from among the roster of associates.

6. The Executive Board of Directors 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.
7. A majority of the the Executive Board of Directors shall constitute a Quorum. In the absence of a quorum, the Executive Board members present may propose suggestions for an ensuing meeting, but no actions may be taken until a quorum is present. In the event of need for urgent action, the Executive Board of Directors may use remote communication to take a vote.
8. Any associate may attend meetings of the Executive Board of Directors but cannot vote.

#### ARTICLE VI. ELECTIONS

1. No later than March, the Executive Board of Directors shall appoint a Nominating Committee Chair. The Chairman will be selected from the Society membership.
2. The Nominating Chair shall propose a slate of officers and shall furnish results to the Secretary no later than April 30.
3. The slate will be presented to the General Membership in May, and a vote will be held at the June meeting. Any member shall have the right to propose alternative candidates for office.

#### ARTICLE VII. DUTIES OF OFFICERS AND COMMITTEES

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 Board of Directors, but may designate another Board Member to function when the President is unavailable. With the approval of the Executive Board of Directors, the President shall appoint all committees, Society delegates, and representatives, and shall serve as an ex-officio member of all committees except the Nominating Committee. The President, or an appointed representative shall represent the Society in the community as needed.
2. The Vice President of Programming shall be responsible for developing and implementing the Society's monthly programs in consultation with the Executive Board of Directors. Duties include identifying and inviting speakers; arranging for the venue, equipment, and handouts for each program; and ensuring payment is made to each speaker and that a thank you note is sent on behalf of the Society. The Vice President of Programming may assemble and lead a Program Committee to carry out the duties of this office. The Vice President shall also substitute in the absence of the President and shall carry out other responsibilities that may be assigned by the President or the Executive Board of Directors.

3. The Vice President of Membership shall be responsible for all activities related to recruiting new members and ensuring renewals, as well as providing support to existing members in consultation with the Executive Board of Directors. Duties include greeting potential and existing members, assisting and collecting contact information from guests at Society meetings; creating and distributing a membership packet for new members; creating and distributing an annual mailing for all members prior to the start of the new programming year; and pairing associate members with mentors as requested. The Vice President of Membership may assemble and lead a Membership Committee in carrying out the duties of this office. The Vice President shall also substitute in the absence of the President and shall carry out other responsibilities that may be assigned by the President or the Executive Board of Directors.
4. The Secretary shall take minutes of the proceedings of the Society and of the Executive Board of Directors and distribute these minutes to executive board members within one week, carry out any necessary correspondence on behalf of the Society, and maintain the (standing rules or Standard Operating Procedures) of the Society.
5. 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 Board of Directors, shall pay all bills, make payments as directed by the Board of Directors, shall be responsible for the collection of dues or of any debts owed to the Society, shall keep a roll of membership, and shall submit any required reports to the IRS and Colorado Secretary of State. At the first regular meeting after the end of the fiscal year, or at any earlier special meeting, the Treasurer shall submit to the Executive Board of Directors the annual balance sheet and income and expense account. The accounts and reports shall be subject to such directions and to such audits as the Executive Board of Directors may prescribe. In December, the Treasurer shall present a proposed budget for the approval of the Executive Board of Directors.
6. The Webmaster shall maintain, monitor, and improve JGSCO's website in accordance with needs of the organization. The webmaster accomplishes this using knowledge of JGSCO's mission and the society to which it belongs. As needed, the Webmaster organizes the Website's structure, responds to e-mails and other queries about the Website, keeps the site up-to-date, and assists JGSCO's members in using the website. The webmaster is normally not accountable for creating website content.
7. The Communications Director shall manage development, distribution, and maintenance, including archiving, of all print and electronic collateral material, but not limited to, newsletters, brochures, any reports, and e-newsletters. As well as, maintaining relationships with media sources, including social media.
8. The At Large Director shall carry out any directives determined by the Board to support the activities of the Society. The duties of this office may vary annually depending on the priorities of the current Board.

9. The Executive Board of Directors shall appoint from the membership such other committees as it may deem to be appropriate. Each standing committee and such other committees as may be appointed, subject to the discretion and control of the Executive Board of Directors, may regulate the matters with which it is specially charged, and may prescribe and enforce penalties for their breach. Each of the standing committees and such other committees as may be appointed shall report periodically to the Executive Board of Directors. The Vice President of Membership shall chair the Membership Committee.

#### ARTICLE VIII. REGULAR MEETINGS

1. Regular meetings will be held monthly, except for July and August.
2. For the transaction of any business requiring the approval of the membership at large, a quorum shall consist of ten members present.
3. Decisions shall be by majority vote, including proxies. In the event of a tie, the President shall cast the deciding vote.
4. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Society may adopt.

#### ARTICLE IX. PROXY VOTES

1. Any associate member in good standing shall have the right to indicate in writing his or her decision on any matter announced in the agenda of any meeting of the Society, provided that their written vote is in the hands of the Secretary in time for counting at the regular meeting.

#### ARTICLE X. FEES AND DUES

1. Charges, fees, and dues shall be established by vote of the Executive Board of Directors, which shall have the right to establish classes of membership.
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 XI. FISCAL YEAR

1. The fiscal year of the Society shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

## ARTICLE XII. DISSOLUTION

1. Upon dissolution of the Society, the Executive Board of Directors shall, after payment of all liabilities, dispose of all assets of the corporation exclusively for the purposes and in such manner or to such an organization or organizations operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for the exemption under Section 501 © (3) of the United States Internal Revenue Code of 1954.

## ARTICLE XIII. AMENDMENTS TO BYLAWS

1. Amendments to these bylaws must be proposed in writing. They may be offered by any associate in good standing, provided they are accompanied by signatures of ten other associates in good standing. The Secretary will circulate such proposals to the Executive Board of Directors, which must approve the proposals by two thirds of its membership. Upon approval by the Executive Board of Directors, the amendment will be subject to ratification by a majority of the membership present at the Annual Meeting or at any meeting of the Society provided the amendment shall have been circulated in advance of the meeting.