

About Bylaws:

Suggestions on Why Some Provisions Need to be Included in Bylaws of Your Organization.

Thank you to Barbara Hershey, Member IAJGS Membership Development Committee and President, JGS of Oregon for her work on this paper.

Whether it is a constitution or bylaws, every organization has a governing document that details how the organization is structured, rules of governance and the nature of the organization. IAJGS requires every member organization to be non-profit. **For the purposes of IAJGS Membership** in the United States that does not mean a society must be under Section 501 (c) (3) of the Internal Revenue Code, nor registered with your state as a non-profit, but it does mean that your governing document stipulate the organization is non-profit. **Also, IAJGS does not require the organization to be incorporated in order to be eligible to be a member society.** However, every jurisdiction may have requirements for organizations and therefore, we encourage you to review the requirements pertinent to your jurisdiction, on board composition, incorporation, minimum participation for email voting and the like. We encourage you to have legal counsel review your bylaws to make certain they comply with your jurisdictional requirements if any. **IAJGS does not provide legal review.**

Organizations Outside the United States

For those organizations located outside the United States, the Society should check with applicable procedures in your country and conform with the local practices, rules and authority for charitable and nonprofit organizations.

Insights for Bylaws

The following are some insights for bylaws. Following these insights are a sample bylaws document culled from a relatively new JGS, Triangle [NC] Jewish Genealogy Society and the Jewish Genealogical Society of the Conejo Valley and Ventura County (JGSCV). This is a sample and each organization should determine what is best for their unique needs. [See below for links for two other examples –one from Belgium and one from Willamette Oregon, USA.] Try to keep the bylaws short and simple as it is more difficult to amend them once adopted. Bylaws should not address issues that will require frequent changes. For other operational guidelines, societies may wish to develop a policy and procedure manual. This paper does not address what should be included in a policy and procedures manual.

These bylaws are suggested for newly created organizations. It is best to keep the numbers of people on the board to a minimum—or you may have a problem achieving the required quorum to do the Society's business.

The Difference Between Articles of Incorporation and Bylaws:

If the organization is incorporated, the articles of incorporation contain basic information about the corporation, such as the corporation's name, the address of its initial registered office and the

name of its initial registered agent. Bylaws, on the other hand, contain the rules and regulations that govern an incorporated or unincorporated organization, including roles and duties of its directors and officers.

Policies and procedures provide more detailed guidance for the organization's operations but cannot be in conflict with anything stated in the bylaws. An example of a board policy is "the board meets every third Tuesday in odd numbered months." The bylaws might read, "The meeting times of the Board are established by the board President." ¹

Bylaws must comply with any jurisdictional [state, county, country] requirements and if the organization is incorporated, comply with any requirements of the incorporation.

What Types of Provisions Should Be Contained in Bylaws:¹

- 1) Selection process for the board members
- 2) How decisions are made
- 3) If the organization has members, how the members participate in governance
- 4) Named officer positions
- 5) Names of any standing committees (does not preclude committees being established otherwise)
- 6) Provisions for amending these bylaws.

Some Provisions to Keep In Mind:

- **Electing Officers**

Some societies have the membership vote on who will be which officers, while other societies have the board decide who will be which officers from their elected board members. While the sample bylaws below has the membership elect who will be the officers, both options are permissible. Some societies permit appointment to the board by the president with consultation of the board, usually to fill an unexpired term or the bylaws may permit the president with consultation to appoint a limited number (e.g. 2) appointed members of the board.

- **Quorums**

Depending on the number of people who will be on your board, the number to make a quorum necessary for voting will vary. Some use a straight majority, other organizations use a 50 percent plus one, while others just half of the board [a reason to have an "odd" number of board members]. All are acceptable options even though the sample bylaws below uses a majority for a board quorum. For a general membership meeting it may be difficult to get a majority of members to a particular meeting, therefore you may want to consider a lower percentage that may be stated for general membership. The sample below uses 20% of the general membership (note that does not mean 20% of those members in attendance at the meeting). Bylaws amendments should require a higher vote of the general membership in good standing—see below under amending the bylaws.

- **Roberts Rules of Order**

The Board members may need some reference book on conducting meetings in case queries arise as to how to correctly address parliamentary issues. *Roberts Rules of Order* is a standard reference, however, it is frequently updated. Therefore, the Sample Bylaws states: "The latest available edition of *Roberts Rules of Order* shall govern all meetings of the Society whenever they are applicable and not in conflict with these Bylaws or any special rule adopted by the Society."

- **Numbers of Board Members**

As a new organization it is best to have a limited number of board members. First, you may not have many members in the beginning, and you want to have a working number so that the essentials are covered and still have adequate attendance for meeting the quorum requirement. While the sample bylaws have XXX for you to fill in, **seven to eleven** would be ideal for most organizations.

- **What Roles Are on the Board**

There are at a minimum four officers: president, vice president, secretary and treasurer. Some organizations also have two vice presidents: Vice President-Program and Vice President-Membership. Some organizations have those as committee chairpersons rather than vice presidents. Some organizations have two secretaries: corresponding and recording. In the Sample Bylaws there are two vice presidents and one secretary. You need to decide what is best for your organization. Other board positions may be selected committee chairpersons- such as membership, programming, publicity, if they are not included in the vice presidents' roles that are included. Most boards have some members-at-large. Other very important roles, may be, but not need be board member roles: librarian, newsletter editor, social media coordinator, webmaster, special events coordinator, hospitality etc. What is important to remember is that the board should not get too large or that will cause problems for quorums. When creating the bylaws remember smaller is better!

- **Terms of Office**

While each organization determines what is best for them, some societies use one year terms that are reelectable, some use two year terms, some have a limit of number of consecutive terms the president or other officers may serve, and some have no such limit. These are principles that you need to decide when creating your organization's bylaws. The Sample Bylaws has one year terms that are reelectable for all board members, and the president may only serve three consecutive terms.

- **Filling Vacancies on the Board**

Any Board member may resign at any time. It is not uncommon that a vacancy occurs on the board between elections. This may happen due to the board member moving out of the area, illness or death or other reasons the person may no longer be able to serve. Therefore, the bylaws need to address how someone may be appointed until the next general election. Usually it is the president who appoints with approval by the remaining board members.

- **Frequency of Board Meetings**

The bylaws may specify the actual or minimum number of board meetings a year. The bylaws may state once a quarter but no more frequently than once a month, or it may state that there will be minimum of XX number of board meetings (the sample bylaws use a minimum of 4) or they may be very generic and state “a regular board meeting will be held at a time and place to be determined by the board”.

- **Electronic Board Meetings**

Today with electronic media making it much easier for people not located conveniently close together board meetings may be held by GoToMeeting, Skype or other such communication enhancement vehicles. For issues that arise between board meetings that require a board vote, email voting may be permissible. Some states require unanimity for email votes, others a majority. Therefore, you are strongly encouraged to:

CHECK THE REQUIREMENTS OF EMAIL VOTING IN YOUR STATE.

- **Fiscal Year**

If the organization wishes to take advantage of coming under the IAJGS 501 (c) (3) umbrella with the Internal Revenue Service, then the organization’s fiscal year **MUST** end on December 31.

- **Amending the Bylaws**

While we hope not to have many instances of amending the bylaws, the need for amendments does arise from time to time. Bylaws are usually amended at the Annual Meeting [usually in December at the same meeting as electing the board] or a special meeting. Usually a majority of the members in good standing that **are in attendance at the Annual or Special meeting** are required to vote. Note this is a majority of the members in good standing that **ATTEND** the meeting (provided that a quorum is present) not a majority of members in the overall membership.

How bylaw amendments may be proposed by either the Board or members needs to be addressed in the document.

- **Dissolution of the Organization**

In the unfortunate circumstances that the organization finds it must dissolve there are certain requirements. If the organization is incorporated, then it must follow those steps in their articles of incorporation and the applicable state statutes. If the organization is not incorporated, but it is registered as a nonprofit organization, state statutory requirements may still apply, including a requirement that any assets of the dissolved organization must go to another nonprofit organization. Members and officers are prohibited from sharing in any net earnings or profits of the corporation during its existence and upon its dissolution.

Links to other bylaws examples:

JGS of Willamette Valley Oregon

<http://www.nwfam.com/bylaws.html>

Cercle de Genealogie Juive de Belgique

<http://www.ejustice.just.fgov.be/vzw/vzwf.htm> and put in French or Dutch and the JGS's name

“Cercle de Genealogie Juive de Belgique”

1. <http://cumfer.net/the-oregon-nonprofit-corporation-handbook> We are appreciative of the permission Barbara Hershey received from Cindy Cumfer to share some of her guidance and information on these issues.