

# BYLAWS OF THE JEWISH GENEALOGICAL SOCIETY OF WASHINGTON STATE

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## ARTICLE I. NAME AND PURPOSE

### **Section 1.**

The Jewish Genealogical Society of Washington State, or "JGSWS" hereinafter referred to as the Society ("Society"), was organized for educational purposes as a Nonprofit Corporation under the laws of the State of Washington and under section 501(c) (3) of the U.S. Internal Revenue Code. The JGSWS is a member organization of the International Association of Jewish Genealogical Societies ("IAJGS"), with annual dues required to be paid pursuant to Section 11.2 of the IAJGS's Policies and Procedures.

### **Section 2.**

The Society's meetings are usually held the 2nd Monday of each month except July and August. The Society's mailing address, effective January 13, 2025, is P. O. Box 75394, Seattle, Washington 98175.

### **Section 3.**

CHANGE OF ADDRESS The county of the corporation's principal address can be changed only by amendment of these Bylaws. The Board of Directors ("Board") may, however, change the principal office from one location to another by noting the changed address and the effective date and such changes of address shall not be deemed an amendment of these Bylaws:

### **Section 4.**

The purpose of this organization is to provide a society:

- a) for persons interested in Jewish genealogy,
- b) to encourage interest in Jewish genealogy,
- c) to provide educational genealogical programs,
- d) to develop and execute genealogical projects,
- e) to serve as a service and support group for genealogical libraries and historical associations,
- f) to provide a center for the exchange of surnames and genealogical material, and
- g) to cooperate with such other societies or organizations in programs or activities that are consistent with the objectives of the JGSWS.

### **Section 5.**

NO INUREMENT OF EARNINGS No part of the net earnings of the corporation shall benefit or be distributed to any members, Officers or any other private shareholder or individuals, unless being paid a reasonable honorarium as a speaker or reimbursed for budgeted expenses.

## **ARTICLE II. MEMBERSHIP**

### **Section 1.**

Membership shall be open to all individuals and institutions who are interested in Jewish family records, family history, genealogy, or local history.

### **Section 2.**

Membership shall be classified as follows:

- a) Individual
- b) Dual: two members residing at the same address, and
- c) Student

### **Section 3.**

As part of its adoption of an annual budget, the Board shall establish dues for each class of membership for each calendar year.

### **Section 4.**

A member in good standing is one whose dues are current.. Dues are payable upon joining the Society and will expire one year after payment. Only members in good standing may vote and/or hold office.

### **Section 5.**

Any member may be expelled for good cause from the Society by a two-thirds (2/3) majority vote of the Board.

## **ARTICLE III. GENERAL MEMBERSHIP MEETINGS**

### **Section 1.**

PLACE All meetings of the general membership shall be held at any location as named in the meeting notice.

### **Section 2.**

SPECIAL MEETINGS Special meetings of the members may be called by the President or by Board.

### **Section 3.**

NOTICE OF MEETINGS All special meetings of the members, shall be called by giving at least three days' notice to each member in good standing stating the place, day and hour for the meetings and the purpose thereof. Notice of any change of the date shall be given to all members in good standing at least seven days before the new date fixed for such a meeting. Notices shall be emailed to members in good standing. Notice may be given by inclusion in any newsletter, email, or other publication of the JGSWS.

**Section 4.**

QUORUM A majority of the JGSWS members in good standing present in person shall constitute a quorum.

**Section 5.**

VOTING. At all meetings, every member in good standing shall be entitled to one vote. The vote of a majority of the members in good standing shall decide any question brought before the meeting, unless a larger number of votes is required by law, the Articles of Incorporation, or these Bylaws.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 1.**

The Society shall be governed by a Board elected by its members in good standing. Those elected shall have the powers and duties of a board of directors under Washington State law.

**Section 2.**

The Board shall consist of a minimum of three elected Officers ("Officers") and no more than twelve elected Board members at large. The past President shall be a non-voting, ex officio member unless elected to the current Board.

**Section 3.**

From time to time, the Board may adjust the number of elected Board members. The term of office of the elected Board members shall be two years.

**Section 4.**

The President may, by appointment, and with the approval of the Board, fill a vacancy on the Board. The term of all appointed Board members shall end on December 31 of the year appointed.

**Section 5.**

The President shall, if practical, call a monthly Board meeting. At least seven days' notice shall be given to each Board member of the time and place. If a Board meeting is to be canceled, or the date changed, the President or his or her designee(s) must make a reasonable effort to notify every Board member. Special meetings may be called by the President or at the request of three Board members. Notice of meetings and requests for board meetings shall be made electronically, via email, to the Board at board@jgsws.org. Notice of cancellation of meetings shall be made via email, to the Board at board@jgsws.org. If a cancellation of a meeting is needed within two days or less of the meeting, cancellation must be made via email to Board members at board@jgsws.org and via cell phone text message to all Board members.

## **Section 6.**

The annual meeting of the Board shall be held in August or September and shall be called by the President, Treasurer, Secretary, or any Board Member. In the event that the annual meeting is not held then, the Board may determine the time, date, and place of the annual meeting.

## **Section 7.**

The Board may declare any elective or appointive office vacant for good cause as determined by a two-thirds vote of Board members attending any regular Board meeting or any Special Board meeting where this issue is on the announced agenda. The Officer or Board position being vacated shall be given a reasonable opportunity to show cause why such action should not be taken.

## **Section 8.**

Members of the Board shall attend all properly called Board meetings. Board members unable to attend should notify the President or Secretary whenever possible far enough in advance so that the meeting may be canceled if a quorum will not be present. The Board may declare a Board member excused from attendance upon the member's prior notification to the President or Secretary. If any Board member is absent from three consecutive Board meetings, he or she shall be considered to have resigned.

## **Section 9.**

A quorum shall be a simple majority of the Board members. In the absence of a quorum, the Board may propose suggestions for action at a future meeting, but no action shall be taken until a quorum is present. In the event of need for urgent action the President may circulate any matter to the Board for a decision by email or by text message and email to all Board members; provided, however, that any decision so reached shall be ratified at the next Board meeting by a majority vote of the quorum.

## **Section 10.**

Each Officer and Board member shall promptly send or give a copy of any official correspondence initiated by him or her concerning the Society to the President and Secretary. Officers shall turn over all properties, materials, records, and correspondence pertaining to their respective offices to their successors.

## **Section 11.**

The Board shall cause audits to be made of the receipts, disbursements, assets, and liabilities of the Society annually, or at more frequent intervals if deemed necessary.

## **Section 12.**

The Board shall arrange for an annual inventory of all personal property of the Society, assigning valuations based on standard methods of cost replacement. Adequate liability insurance shall be carried.

## **ARTICLE V. OFFICERS**

### **Section 1.**

The elected officers of the Society shall be the President (or Co-Presidents), First Vice President, Second Vice President, Secretary and Treasurer. Officers shall be elected for one-year terms at the first Board meeting of the new year. His or her term as an Officer shall continue until he or she resigns, or is removed, or is otherwise disqualified to serve, or until his or her successor is elected, whichever occurs first. The President shall not serve for more than three consecutive terms, unless approved by the Board.

### **Section 2.**

Only elected or appointed members of the Board shall serve as officers of the Society.

### **Section 3.**

The candidate for President ideally shall have served a prior term as a member of the Board before being installed as President. The President shall be the chief executive Officer of the corporation and as such shall have charge of the affairs of the corporation, subject to the supervision of the Board and shall preside at all meetings at which he or she is present. The President shall also have such other powers and duties as may be designated from time to time by the Board.

### **Section 4.**

The President shall, by appointment, and with the approval of the Board, fill a vacancy in any Officer position. Such an appointed Officer shall continue in office until December 31 of the year appointed.

### **Section 5.**

The President may create committees and appoint their chairs as he or she deems necessary. Except for the Parliamentarian these appointees need not be Board members.

### **Section 6.**

Any officer may resign at any time by giving written notice to the Board or to the President of the Society. Any such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 7.**

- a) The President shall be the chief administrative officer of the Society and shall be responsible for the execution of the Society's policies and programs and the efficient functioning of the Society, under the general direction of the Board, the Articles of Incorporation, the Bylaws, and any applicable State Laws and Federal Regulations.

- b) The President shall have the authority to make assignments and reassignments of such duties and functions of the Officers that are not set out in the Bylaws or Standing Rules.
- c) The President shall preside at all meetings of the Board of Directors and the general membership.
- d) The President is an ex-officio member of all committees, except the Nominating Committee.

### **Section 8.**

The First Vice President shall perform such duties as are assigned by the President. In the absence of the President, or in case of disability of the President, as determined by the Board of Directors, the Vice President shall perform the duties of the President.

### **Section 9.**

The Second Vice President shall perform such duties as are assigned by the President.

### **Section 10.**

The Secretary shall have charge of all the records, books, seals, papers, and corporate records of the Society. He or she shall conduct the official correspondence of the Society in consonance with the President and members of the Board, keeping the master file of correspondence as appropriate. The Secretary shall also keep current, true, and correct records of all of the proceedings of the Board. Minutes of the Board meetings shall be provided to the Society's members upon request.

### **Section 11.**

The Treasurer shall be the chief financial officer of the corporation. The treasurer shall have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the President or Board, receive all monies of the Society, deposit the same in the name of the Society in such bank or credit union as is federally insured. He or she shall pay by check, credit/debit card or PayPal all bills approved by budget or by an action of the Board. Checks shall be signed by the Treasurer or the Secretary. He or she shall consolidate financial and budget data for use in managing the affairs of the Society.

### **Section 12.**

The Board may eliminate any existing office other than President, Secretary, and Treasurer, may create new offices; and may fill any vacant offices until the next election. Continuing Board Members may act despite a vacancy or vacancies on the Board and shall for this purpose be deemed to constitute the full Board. Officers of the Society shall be elected at the first meeting of the Board in the new year.

**Section 13.**

Society members, Officers, and Board members shall receive no compensation for their services, unless being paid a reasonable honorarium as a speaker or reimbursed for budgeted expenses.

**ARTICLE VI. NOMINATIONS AND ELECTIONS**

**Section 1.**

The Nominating Committee shall have a Chair and two members. By September of each year, the President may appoint one Board member as chair. The Board shall appoint one additional Board member and one person from the general membership to the Nominating Committee.

**Section 2.**

The Nominating Committee shall hold one or more meetings and report to the Board recommending a slate of proposed Board members. The Nominating Committee's report shall be presented at the October board meeting or via email to the Society's membership via email during the month of October and the slate announced at the November general meeting.

**Section 3.**

Additional nominations to the Board may be made from the floor at the November or December general meetings. Any person nominated from the floor must either be present and orally agree to serve or have signed a written acceptance or have sent an email agreeing to serve.

**Section 4.**

The election of the Board shall be held at the December general meeting. Board members elected shall take office on January 1st of the following year.

**Section 5.**

Only members in good standing as of December 1 shall participate in nominations and election of the Board.

**Section 6.**

A person being nominated to the Board shall be a member in good standing of the Society.

**Section 7.**

No proxies shall be allowed for voting at any election.

**ARTICLE VII. OPERATIONS AND BUDGET**

**Section 1.**

The Board shall be responsible for the control and management of the affairs and funds of the Society. The Board shall have audits made of the Society's receipts, disbursements, assets, and liabilities annually and at more frequent intervals if deemed necessary. The Treasurer shall

prepare a financial report for each fiscal year, including an income statement and a balance sheet. This report shall be distributed to all Board members and shall be made available to members upon request.

**Section 2.**

The fiscal year shall be the calendar year. The President shall select a Budget Committee, including the Treasurer, to prepare a proposed budget to be approved by the Board for the next fiscal year. Any expenditure not specifically mentioned in the approved budget must have the approval of the Board before being incurred.

**Section 3.**

The Board is authorized to purchase insurance on the Society's personal property and any liability insurance that it deems necessary. The Archivist or Librarian shall conduct an annual inventory of the Society's library and archives.

**Section 4.**

The Society shall hold about ten general meetings a year. No meetings shall be held on significant Jewish holidays unless the Board determines otherwise.

**ARTICLE VIII. EFFECTIVE DATE OF BYLAWS**

**Section 1.**

These Bylaws shall take effect immediately upon their approval by the members in good standing at the next general membership meeting.

**ARTICLE IX. AMENDMENT**

**Section 1.**

These Bylaws may be amended by a majority vote of the members in good standing present and voting at any general meeting, provided that notice of the vote to take place shall have been included in a meeting notice to the general membership.

**Section 2.**

The Board must approve each proposed amendment before its presentation to the general membership.

**Section 3.**

The Secretary shall provide these Bylaws, as last amended, to each member of the Board upon taking office. A copy shall be available at each general meeting upon request.

## **ARTICLE X. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **Section 1.**

No Board member, Officer, or other person connected with this Society shall receive at any of the net earnings or pecuniary profit from the operations of the Society. This provision shall not prevent payment to any person for reasonable compensation for services performed on behalf of the Society.

### **Section 2.**

The mailing list of this Society shall not be sold, given, or otherwise made available to third parties.

## **ARTICLE XI. DISSOLUTION**

### **Section 1.**

In the event of the dissolution of the Society, the provisions of its Articles of Incorporation (as last amended and filed with the Washington Secretary of State) concerning dissolution shall prevail.

### **Section 2.**

Upon dissolution of the Society, no member, officer, or other person connected with this Society shall be entitled to share in the distribution, nor receive, any of the Society's assets.

### **Section 3.**

All members of the Society shall be deemed to have consented and agreed that upon such dissolution or winding up of the affairs of the Society, whether voluntarily or involuntarily, that the assets of the Society, after all debts having been satisfied, shall be distributed as required under 501(c)(3) regulations.

## ARTICLE XII. CERTIFICATE

I hereby certify that I am the duly elected and acting Secretary of said Society and that the foregoing Bylaws, comprising ten pages, constitute the Amended Bylaws of said Society as duly adopted at the meeting of the general membership held on September 8, 2025.

Adopted September 1, 1999

Rev. A: Adopted on November 4, 2007

Rev. B: Adopted on October 14, 2019

Minor change to mailing address on January 13, 2025

Rev. C: Approved by the board on August 25, 2025, adopted on September 8, 2025

Signed *Suzanne Perkins*  
Suzanne Perkins (Sep 12, 2025 15:20:16 PDT)

Printed Name: Suzanne Perkins

Secretary

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Final Audit Report

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