



SFBAJGS Bylaws Review of Main Updates

Article numbers noted below refer to the proposed updated bylaws as well as to the current to-be-modified bylaws up through Article 6. Subsequent Article numbers (from Article 7 on) refer to the proposed updated bylaws (with a reference to the corresponding Article number in the current bylaws, as needed).

Article 1 Name

Same

Article 2 Non-Profit Status

Same, except sentences reordered

Article 3 Objectives

3.6 Language change from “libraries” to “repositories” to reflect digital age.

3.7 Objective added: “1. Support documentation and memorials related to Jewish communities and sites, including those that no longer exist.”

Article 4 Officers

4.1 Changed Officers elected to standard approach of President, Vice-President, Treasurer and Secretary. Membership Director to be non-elected position.

4.2 Added “Officers shall be members in good-standing.” (10.3 in proposed updated bylaws defines Members in good-standing as “those who have paid dues for the current membership year and support the Objectives of the Society.”)

4.3 Sentences reordered.

Article 5 Duties of Officers

5.4 Delete reference to Membership Director activities. Treasurer duties now 5.4 Regarding Treasurer duties: streamlined text so duties are defined more broadly rather than in granular detail. See section 5.4 in proposed updated bylaws (and 5.5 in current bylaws).



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Article 6 Board of Directors

6.1 split into 6.1 and 6.2 in proposed updated bylaws. Language regarding Board members streamlined. The updated bylaws note that standing committees will be determined according to Society objectives and needs. (The current bylaws list specific standing committee types, but these might change over time).

6.6 Text regarding Board of Directors meetings: (a) changed from text saying Board will meet at least twice every six months to now saying that the Board will meet four times/year. (b) Added text noting that Board meetings will be at "places agreed upon by the Board. An official regular board meeting requires that each board member have written notice electronically or in print at least four weeks in advance." This section 6.6 in the updated bylaws corresponds to section 6.5 in the current version.

6.7 New section added. "1. Special meetings of the Board shall be called upon request of the President, the Vice-President, or three members of the Board. Notices of special meetings shall be sent out electronically or in print by the Secretary to each Board member at least two weeks in advance, if practical. "

6.8 and 6.9 in updated bylaws correspond to 6.6 and 6.7 in current bylaws.

6.10 On a quorum for Board meetings (corresponds to 6.8 in current bylaws). Added (and incorporated from 6.7 in current bylaws): "A valid vote by the Board requires a simple majority of votes cast, except for votes on the removal of a Board Member (Article 6.11) and on Dissolution of the Society (Article 13). "

6.11 Corresponds to second part of 6.9 in current bylaws.

6.12 New section added. "Resignation form the Board must be in writing and received by the Secretary.



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New Section added. Note an article on compensation is customary for bylaws.

"Article 7 Compensation

Society Board Members shall serve without compensation. They shall be allowed reasonable advancement or reimbursement for expenses necessarily incurred in the performance of their regular duties. Board Members may not be compensated for rendering services to the Society in any capacity other than those from expenses necessarily incurred in the performance of their regular duties unless when a Board Member seeks other compensation it shall be in an amount that is reasonable to the Board and allowable under the provisions of this Article 7 as follows:

Whenever a Board Member seeks compensation other than for expenses necessarily incurred in the performance of his or her duties, or when a Board Member has a financial interest in any matter coming before the Board, the Board Member shall ensure that:

1. The interest of such Board Member is fully disclosed to the Board of Directors.
2. No interested Board Member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
3. Any transaction in which a Board Member has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected, as being in the best interests of the organization.
4. Payments to the interested Board Member shall be reasonable and shall not exceed cost, or fair market value if cost cannot be exactly determined. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval."



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New Section added. Note an article on conflicts of interest is customary for bylaws.

"Article 8 Conflicts of Interest

Whenever a Board Member has a personal stake in any matter coming before the Board of Directors that may be a conflict of interest for that Board Member, the affected Board Member shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board Members determine that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval."

Article 9 Elections

(corresponds to Article 7 in current bylaws)

9.1 New section added: "The Society shall hold biannual elections in December."

9.2 On nominations for elections. Update specifies that Nominating Committee Chairperson appointed by the President shall be a "member of the Board." It also adds: "No member of the Nominating Committee may run for office in the year when serving on the Nominating Committee."

9.3 Adjustments include stating that call for nominations will occur at regular membership meetings at least three months prior to the election (current bylaws note specific months of September and October). Voting opens December 1. So initial call for nominations date is backed up to July/August). The proposed updated bylaws remove language saying that the Nominating Committee will present a slate of candidates. Per the updated bylaws, all nominees will be presented in the same manner. See the full Articles in the bylaws for further details on nominations. 9.3 also contains additional small language adjustments.



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Article 9 Elections *continued*

(corresponds to Article 7 in current bylaws)

9.4 Changes date by which individual members may submit nominations for office from October 31 to October 15. This date was advanced by two weeks as the nomination process will start earlier (see 9.3 above) and the Nominating Committee will now need to present to the Board the complete list of qualified candidates by October 31 (see 9.7 in updated bylaws).

9.5 and 9.6 created from splitting 7.4.

9.6 Text added on members eligible to stand for office. Updated bylaws note that "members who have been in good standing for the current and prior membership years, shall be eligible to stand for office." Section also adds "Candidates for President must have served on the Board for a minimum of one year prior to nomination."

9.7 New Section added: "The Nominating Committee will present to the Board the complete list of all qualified candidates nominated for all Officer positions by October 31."

9.8 Adds November 30 as latest date by which written and/or electronic ballot to be distributed to all members.

9.9 Clarifies how vote considered by adding: "A candidate is elected upon receiving a simple majority of valid votes cast." (Valid votes are from current members in good standing. See 9.5 in updated bylaws).

9.11 New section added: "All ballots shall be retained by the Nominating Committee Chair for 90 days following the announcement of the election results. After 90 days the ballots shall be given to the Secretary."



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Article 10 Membership

(corresponds to Article 8 in current bylaws)

Membership section 8.2 in the current bylaws has been deleted from the updated bylaws, as Member meetings are open to the public. (That clause said: "Prospective members may attend three meetings on a provisional basis after which dues become payable."). That said, we appreciate regular SFBAJGS meeting attendees joining as Members to support the Society's programming and Objectives.

10.2 Small language change from 8.3.

10.4 Change in time period. Updated bylaws state: "A member who is sixty days in arrears from payment of dues may be dropped from the membership rolls." Current bylaws note members in arrears by 120 days "shall be dropped from the membership rolls."

10.5 Small language adjustment for clarification. Includes changing "newsletter and additional publications" to "publications."

Article 11 Meetings

(corresponds to Article 9 in current bylaws)

Now notes "Regular Society meetings shall be held in the San Francisco Bay Area in locations at the discretion of the Board, as warranted by the geographical distribution of the membership." Replaces "shall be held in San Francisco and in other locations at the discretion of the Board, as warranted by the geographical distribution of the membership." Article 9.2 which defined a "local group" has been deleted as it is not relevant to 11.1 in the updated bylaws (or 9.1 in the current bylaws).



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Article 12 Dues

(corresponds to Article 10 in current bylaws)

12.1 Clarifies language indicating that the fiscal and membership year runs from January 1 to December 31.

12.3 Updated bylaws say that Members joining between July 1 and November 1 "may have their dues prorated by half." Current bylaws say "shall have their dues prorated by half."

Proposed updated bylaws: deleted Article 10 of current bylaws.

Article 10 in the current bylaws does not appear in the updated bylaws as it pertained to the journal *Zichron*Note. Reference to specific publications is not customary for bylaws.

Article 13 Dissolution

(corresponds to Article 12 in current bylaws)

The same, aside from some small language adjustments to improve clarity.

Article 14 Amendments

(corresponds to Article 13 in current bylaws)

14.2 Clarified language. Updated bylaws say:

"2. Amendments may also be proposed by any individual member who has been in good standing since the start of the current calendar year. Any amendments thus proposed must include the signatures of at least five members who have also been in good standing since the start of the calendar year, and must be presented to an elected Board Officer for consideration by the Board.

14.3 Updated language on voting. Proposed updated bylaws say: "Proposed amendments shall, after consideration by the Board, be subject to approval by a majority of valid votes cast by members." (see 9.5 in updated bylaws).



SFBAJGS Bylaws Review of Main Updates, continued

New Section added. Note that an article on non-liability is standard for bylaws.

"Article 15 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society."

New Section added. Note that an article on indemnification is standard for bylaws.

"Article 16: Indemnification

No Board Member shall be held personally liable for the debts, liabilities or other obligations of the Society. In the event a proceeding is instituted against a Director by reason of the fact that he or she is or was a Board Member of the Society, he or she shall be indemnified by the Society for expenses reasonably and necessarily incurred in defending against such proceeding. However, if a judgment is entered against the Board Member because of the Board Member's culpable behavior, fraud or negligence, he or she shall not be indemnified by the Society."