JFED BY-laws FINAL PROP TWO – bookkeeping – five sections

“ARTICLE X MISCELLANEOUS is hereby amended by repealing said section in its entirety and

replacing same with the following :

Section 1. TERMINOLOGY

All references in these By-laws using the masculine or feminine or the singular or plural shall

be deemed to include any other such terms as the sense and usage thereof shall require.

Section 2. DEFINITIONS – “ONE YEAR”

Whenever in these By-laws the term “one year” is used, particularly but not exclusively with

reference to terms of office of Trustees and/or officers and the election to such offices and the

expiration of the terms thereof, unless otherwise specified, such term shall mean the period of time

elapsing between one Annual Membership meeting to be held in May or June of each year and the next

succeeding Annual Membership meeting, whether or not said period of time equals exactly 365 days or

not. The purpose of this By-law is to ensure that no seat on the Board or office is unoccupied for any

period of time between elections or is occupied by two persons at the same time.

Section 3. HOLDING OVER

Notwithstanding any other provision of these By-laws to the contrary, persons holding seats

on the Board with full participatory rights including voting and/or officers of the organization shall hold

over and may continue to serve in such offices with full participatory rights including voting until they

are properly replaced or until said seat or office becomes vacant by resignation, removal or otherwise

under the provisions of these By-laws.

Section 4. NUNC PRO TUNC AND WAIVER

Whenever under the provisions of any law, rule or regulation or under the provisions of the Certificate

of Incorporation of the organization or under these By-laws, the corporation and/or the Board of

Trustees, or any officer, committee or subdivision thereof, is authorized to take any action after notice is

given to the members and/or to other persons or entities entitled to notice thereof, or is or becomes

authorized to take any action after the elapse of a specified period of time, such action may be taken

without the issuance of such notice and/or in the absence of the elapse of such specified period of time,

if at any time before or after such action be taken or completed, either such requirement(s) be waived

in writing by the person(s) entitled to such notice; or if such action be later ratified by simple majority

vote of the members or persons entitled to vote thereupon or who may be reasonably adversely

affected thereby.

Section 5. PRESIDING OFFICERS; RULES OF ORDER AND PROCEDURE

The President and/or the presiding officer of any committee or his or her designee shall

preside at all meetings; shall rule upon all motions and considerations of order and procedure subject to

the two-thirds over-riding vote of the members in attendance and eligible to vote thereupon at such

meeting; and shall have general charge and control over the order and procedure and conduct of

business thereat. In the absence of any other set of rules or any provision therefor in these By-laws,

Robert’s Rules of Order, most recent edition, shall govern the procedure followed at such meeting(s).

COMMENTARY :

These five sections are designed to be savings clauses intended to clarify terminology – Sections 1 and

2; and also to allow the organization to function under circumstances whereby a voting seat might

become vacant via expiration of a term but not promptly filled – Section 3; and will allow the

organization to continue to function in linear fashion even though it may be later discovered that some

required procedure was omitted and we do not want to have to start the process over again from the

beginning – Section 4; and the procedures to be followed at meetings – section 5. They are often found

in by-laws of organizations to assist in the smooth functioning of the entity and fair understanding of the

By-laws.