

***BYLAWS OF THE KALAMAZOO JAYCEES***

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**ARTICLE I**

**Name, Affiliation and Purpose**

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- Section 1. The name of this organization shall be: KALAMAZOO JAYCEES (the “organization”).
- Section 2. The organization shall be incorporated under the laws of the State of Michigan as a not-for-profit organization under Internal Revenue Code Section 501(C)(4).
- A. This organization shall have the power to acquire, hold, transfer, convey, assign, lease and/or mortgage real or personal property. All documents to be executed on behalf of the organization shall be approved by the Board of Directors (the “Board”), who shall designate the persons to sign such documents.
  - B. The organization shall not enter into any agreement or contract for a period longer than one (1) year unless approved by the Board of Directors and by a majority vote of the membership present at a regular or special meeting.
- Section 3. The principal office of this organization shall be located at such place, as the

1 Board shall direct, in the County of Kalamazoo, Michigan.

2  
3 Section 4. This organization shall be and hereby is affiliated with Junior Chamber  
4 International, Inc. (“JCI”), the United States Junior Chamber (“USJC”), and the  
5 Michigan Jaycees (“MIJC”). The organization is subject to the governing  
6 documents of each of these bodies insofar as they affect and prescribe the  
7 functions of this organization.

8  
9 Section 5. The purpose or purposes of this organization shall be:

- 10  
11 (a) To train the young people constituting its membership in leadership and  
12 civic consciousness in order to better their usefulness as citizens.  
13  
14 (b) To render civic service through organized efforts of the young people of  
15 this community.  
16  
17 (c) To promote community welfare and the welfare of its citizens through  
18 active, constructive projects.  
19

20 **ARTICLE II**

21 **Membership**

22  
23 Section 1. Membership. Young people of good character, as determined by the Board,  
24 within the ages defined by the MIJC shall be eligible for active membership in the  
25 organization upon satisfaction of the requirements described in these Bylaws of  
26 the Kalamazoo Jaycees (“Bylaws”). Each member shall have the right to review  
27 all governing documents. Only an active member may be eligible to vote on  
28 matters submitted to the general membership.

29  
30 In order to ensure that membership in this organization is open and encouraged  
31 for all young people, regardless of race, sex, sexual orientation or religious  
32 affiliation, all activities conducted and facilities used in any manner by the  
33 organization must be free from discrimination of race, sex, sexual orientation or

1 religious affiliation.

2  
3 Section 2. Membership Classifications, Defined.

4  
5 A. Active Member: An “active member” is a person within the ages defined by  
6 MIJC for individual membership, who meets the requirements for membership as  
7 established by this organization, and is in good standing with this organization.

8 An active member shall have full benefits of membership including without  
9 limitation the following rights, privileges, and abilities:

- 10 1. The right to vote in all organization elections if present at election.
- 11 2. The right to serve as a project chairperson.
- 12 3. The right to serve as the chairperson of any standing or special committee.
- 13 4. The right to serve on a committee.
- 14 5. The right to serve as an officer of the organization.

15 Good standing is defined as an active member who is in compliance with the  
16 organization’s Bylaws and Policies and does not have any outstanding monetary  
17 obligations to the organization.

18  
19 B. Probationary Member: A “probationary” member is a person within the ages  
20 defined by the MIJC for individual membership, who has applied to become an  
21 active member and provided funds with such application to this organization, and  
22 is awaiting approval or rejection of his/her application by the Board. A person  
23 shall not be a probationary member longer than sixty (60) days. After such  
24 period, if the Board has not made a final disposition of a probationary member’s  
25 application, that probationary member is considered to have been unanimously  
26 approved as an active member of the organization. A probationary member shall  
27 have the following rights, privileges, and abilities:

- 28 1. The right to serve as a project chairperson.
- 29 2. The right to serve on a committee.

30  
31 Probationary members shall not have the following rights, privileges, or abilities:

- 32 1. The right to vote in any organization election.
- 33 2. The right to serve as a chairperson of any standing or special committee.
- 34 3. The right to serve as an officer of the organization.

1  
2 C. Honorary Life Members/JCI Senators/USJC Ambassadors/MIJC Emissaries:  
3 Any past President, elected or appointed officer of MIJC or USJC, or any member  
4 who has retained an active membership in this organization in good standing for  
5 at least ten (10) years, is eligible for election as an honorary life member upon  
6 exceeding the maximum eligible age for active membership, after reaching the  
7 anniversary date at which said member became an individual member of any local  
8 chapter of the JCI. The Board, in the exercise of its discretion, may make a two-  
9 thirds (2/3) vote to elect an active member an honorary life member.

10  
11 To recognize the efforts of an individual who does not meet any of the above  
12 criteria, the Board may unanimously and with the written recommendation of  
13 three (3) past Presidents of this organization bestow an honorary life membership  
14 on an individual who exceeds the age of active membership.

15  
16 Any eligible person elected as an honorary life member, a JCI Senator, USJC  
17 Ambassador, or a MIJC Emissary shall retain such status for life without the  
18 payment of any additional dues, and shall have all of the rights of an active  
19 member, except for the following:

- 20 1. The right to be a chairperson of any project.
- 21 2. The right to be the chairperson of any standing or special committee.
- 22 3. The right to vote in all elections of this organization.
- 23 4. The right to serve as an officer of the organization.

24  
25 Section 3. Junior Jaycees. A Junior Jaycee is defined as any person who is (1) under the  
26 required age for active membership and (2) sponsored by an active member to be  
27 a part of the organization.

- 28  
29 A. Junior Jaycees shall have the following rights, privileges, and abilities:
- 30 a. The ability to attend an organization project.
  - 31 b. The ability to serve on a project committee.
  - 32 c. The ability to buy a Kalamazoo Jaycee name badge at cost (as determined  
33 by the Board).

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B. Junior Jaycees may not do any of the following:

- a. Nominate a person for an office in the organization.
- b. Vote in any organization election.
- c. Chair an organization project.

C. Junior Jaycees shall have no dues requirements.

Section 4. Sustaining Members. Any individual, association, business, or corporation may become a sustaining member either by subscribing to any special project fund used to further the purpose of the organization, or, in the case of individuals, by paying the annual dues and upon acceptance of the Board.

Section 5. Application for Membership. The Board shall approve, by a majority vote of those Board members present and voting, the election of an applicant/probationary member to active membership. The current President, Programming VP, Executive VP, or designee of this organization shall notify each candidate for active membership of approval or disapproval of his or her application for membership.

Applicants for membership must have paid an initiation fee and the annual membership dues as established by the Board prior to the Board's approval of membership. This amount shall constitute the initial membership charge. As an immediate recognition of receipt of application and payment, said applicant/probationary member will symbolically be sworn in at time of initial application, however an applicant will only be officially added to the membership rolls of the this organization, MIJC, USJC, and JCI organizations after it has been certified that the above initial payments have been received and after the Board approves an application for membership..

Section 6. Membership Renewal. The anniversary date of an active member is defined as the first day of the calendar month in which the member is first added to the membership roles of this organization, MIJC, USJC, or JCI organizations.

1 Renewed memberships shall only be maintained on the rolls of the organization  
2 and reported to the MIJC only after the Board has certified that the full amount for  
3 renewal of membership has been received.  
4

5 Section 7. Dues. The initiation fee and dues of the organization shall be determined and set  
6 by the Board of Directors from time to time. An increase in dues may be  
7 implemented only once in any fiscal organization year.  
8

9 Section 8. Termination of Membership. The Board may, after a hearing attended by the  
10 Board, where a quorum of the Board exists may, by a two-thirds (2/3) vote of  
11 those Board members present, censure, suspend, or remove from the rolls any  
12 member of the organization for good cause shown, as determined by the Board,  
13 provided that such member is given written notice of this action by the Board of  
14 Directors by certified mail not less than ten (10) days prior to the date of such  
15 action. The Board shall determine the terms of the censure and/or suspension.  
16

17 Any member of the organization who has not paid annual dues in full shall be  
18 automatically removed from the rolls on the twentieth (20th) day following his or  
19 her anniversary date.  
20

21 Section 9. Harassment. The organization will not tolerate harassment of its members by  
22 another member. If a member feels that he/she is being harassed, that member  
23 may notify any member of the Board of such harassment and that member of the  
24 Board must present the information disclosed to him/her to the Board at its next  
25 meeting, or as soon as possible.  
26

27 A. Harassment Defined. Harassment includes sexual harassment, improperly  
28 abusive or suggestive language, stalking, unsolicited or unwanted  
29 communications and other forms of behavior that the Board may deem to  
30 constitute harassment. The Board shall have the sole authority to determine  
31 whether particular behavior(s) or action(s) constitute harassment and the sole  
32 authority to define harassment.  
33

34 B. Harassment; Investigation and First Warning. If a member engages in

1 harassment of another member and such actions are reported to a member of the  
2 Board, the Board shall investigate such a claim. If the Board determines  
3 harassment occurred, the offending member shall be notified in writing that such  
4 behavior must cease immediately and that the offending member is entitled to  
5 only one more warning before a vote by the Board to determine whether the  
6 offending member's membership should be revoked. The warning is the  
7 offending member's "first warning."

8  
9 C. Harassment; Repeat Offense and Second Warning. If, after the first warning,  
10 the member continues to engage in harassment of another member and such  
11 actions are reported to the Board, the Board shall notify the offending member in  
12 writing that such behavior must cease immediately and that any further  
13 harassment will lead to a vote by the Board as to whether the offending member's  
14 membership should be revoked. This second step is the offending members  
15 "second warning."

16  
17 D. Harassment; Disciplinary Actions. If, after the second warning, the offending  
18 member continues to engage in harassment of another member and such actions  
19 are reported to the Board, the Board shall convene a disciplinary hearing in  
20 accordance with this organization's Bylaws, Article II, Section 8, Termination of  
21 Membership.

22  
23 Section 10 Transfer of Membership. Any member in good standing of another recognized USJC  
24 or JCI chapter may, provided that the individual meets the requirements of  
25 membership in this organization, and upon application and acceptance, become a  
26 member of this organization without the payment of additional dues until the  
27 expiration of such person's current membership in the said recognized USJC or JCI  
28 chapter. No initiation fees, unless payable to the MIJC, USJC, or JCI organization,  
29 shall be required of such person.

30  
31 Any member of this organization in good standing who moves to another  
32 recognized USJC or JCI chapter may, upon request of that organization, be  
33 credited to that organization the pro rata share of the MIJC, USJC, and JCI dues

1 already paid by such member.

2  
3 Section 11. JCI Senate Procedures. Any past President, elected or appointed officer of MIJC  
4 or USJC, or any member who has retained an active membership for at least ten  
5 (10) years, who meets the qualifications for membership in the JCI Senate in  
6 accordance with the bylaws and policies of JCI, shall be eligible for nomination to  
7 the JCI Senate. Such an election requires a two-thirds (2/3) vote of the Board at  
8 the next meeting.

9  
10 Section 12. USJC Ambassador Procedures. Any past President, elected or appointed officer  
11 of this organization's region, MIJC, or USJC, who meets the qualifications to be  
12 awarded the titled of USJC Ambassador in accordance with the bylaws and  
13 policies of USJC, shall be eligible for nomination as an USJC Ambassador. Such  
14 an election requires a two-thirds (2/3) vote of the Board at its next meeting.

15  
16 Section 13. MIJC Emissary Procedures. Any past President, elected or appointed officer of  
17 this organization, this organization's district or region, MIJC, or USJC, who meets  
18 the qualifications for being awarded the title MIJC Emissary in accordance with  
19 the bylaws and policies of the MIJC shall be eligible for nomination as a MIJC  
20 Emissary. Such election requires a two-thirds (2/3) vote of the Board at its next  
21 meeting.

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24 **ARTICLE III**

25 **Government and Control**

26  
27 Section 1. Government. The Board shall have the responsibility and control of the property  
28 and management of the organization, subject to the will of the membership. The  
29 Board shall consist of the officers, the immediate past President, and not more  
30 than one director for every ten (10) members.

31  
32 Officers and Directors defined by these bylaws and all other appointed officers  
33 will assume their duties on January 1. Officers and Directors duties end on

1 January 1 of the following year. See Article IX Section 1, Fiscal Year and Audit.

2  
3 Section 2. Committees. The Board shall determine the committees it deems proper and  
4 necessary to fulfill the objectives and purposes of the organization. The Board  
5 shall create such committees and determine who sits on such committees.

6  
7 Section 3. Authorization of Payment of Obligations. The Board shall approve of all  
8 expenditures. All checks must be signed by the President, the Treasurer, or other  
9 signatories authorized by the Board. The Board may designate two (2) or more  
10 members to approve an expenditure if necessary and in limited circumstances.

11  
12 At each Board meeting, a written report of all revenue and expenditures shall be  
13 submitted to each board member.

14  
15 The Board may issue obligations against the credit of the organization in the form  
16 of credit cards and other liabilities approved by two-thirds (2/3) of the Board then  
17 in office.

18  
19 No member of the Board shall reimburse a family member from chapter funds.

20  
21 Section 4. Authority to Enter into Contracts. General members of this organization shall not  
22 have the power or authority to enter into any contract or agreement on behalf of  
23 this organization. Only the President may enter into any contract or agreement  
24 binding this organization.

25  
26 Section 5. Adoption of Policies. The Board may develop and approve policies for the  
27 chapter except for amount of dues. Dues changes are executed according to  
28 Article 10, Section 2.

29  
30 Section 6. Annual Chapter Plan. The Board, at a planning meeting held at the beginning of  
31 a fiscal year at a date to be designated by the President, may approve and print its  
32 Annual Chapter Plan and Budget. The Annual Chapter Plan as approved by the  
33 Board of Directors shall be presented to the members for approval at a GMM no

1 later than the February meeting. A copy of the Annual Chapter Plan shall be  
2 made available upon request to any active member in good standing.  
3  
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## 5 **ARTICLE IV**

### 6 **Board of Directors and Officers**

7  
8 Section 1. **Board of Directors.** The Board of Directors shall consist of the Chairman of the  
9 Board, President, Executive Vice President, Membership Vice President,  
10 Programming Vice President, Secretary, Treasurer, and the required number of  
11 Directors as provided by these bylaws. The voting members of the Board of  
12 Directors shall consist of the President, all Vice Presidents, all Directors,  
13 Secretary, and the Treasurer. The Chairman of the Board shall only vote in case  
14 of a tie.  
15

16 Section 2. **Officers.** The officers of the chapter shall be the President, Executive Vice  
17 President, Membership Vice President, Programming Vice President, Secretary,  
18 and Treasurer.  
19

20 Section 3. **Appointed Members of the Board.** The Board shall have the power to appoint  
21 such other non-voting directors as the Board may deem necessary for the  
22 transaction of business of this organization. The President may nominate, and the  
23 Board may confirm by a majority vote of Board members present and voting at  
24 any meeting of the Board where quorum is present, such appointed officers.  
25

26 Section 4. **Duties of Board Members.** The duties of the members of the Board shall be as  
27 indicated by the title of each board member's position. It shall also be their duty  
28 to attend meetings of that body and of the general membership. Any board  
29 member who misses two (2) consecutive regular Board meetings or two (2)  
30 consecutive GMMs, or a total of three (3) regular Board meetings or GMMs  
31 during the fiscal year without approval by the Board shall be dismissed upon  
32 written notice from the Board; provided, that upon receipt of an explanation  
33 acceptable to and approved by the Board, the dismissal may be waived.

1 Vacancies so caused shall be filled as provided by Article VI, Vacancies and  
2 Succession of Office.

3  
4 The Board shall have the authority to amend or waive dues for individual active  
5 and probationary members on a case-by-case basis.

6  
7 The Board of Directors shall see that members of this organization are notified of  
8 the annual renewal deadline at least sixty (60) days in advance of any annual  
9 deadline date. The responsible party shall be responsible for maintaining a current  
10 list of delinquent members.

11  
12 In general, the President and/or an appointed press secretary are the official  
13 representatives of the organization to the public, unless such duty is delegated to  
14 another member of the Board.

15  
16 The Board shall acquire additional insurance if necessary for projects where  
17 alcohol is supplied or sold by the organization.

18  
19 The Board of Directors shall regularly review the budgets and balance sheets for  
20 each area of opportunity to ensure that all funds of the organization are being used  
21 appropriately. The Board of Directors shall maintain a complete understanding of  
22 the status of all funds.

23  
24 The Vice Presidents, Secretary, Treasurer, the Directors, and the Chairpeople of  
25 standing and special committees shall prepare reports of activities and progress to  
26 date, and be prepared to give such reports at each GMM or Board meetings if  
27 called upon to do so. Written reports will be required upon completion of  
28 particular projects or activities at the end of each fiscal year and as determined  
29 necessary by the President.

30  
31 A. Duties of the President: The President, as chief executive of this organization,  
32 shall supervise the affairs and activities of this organization.

33

1 B. Duties of the Immediate Past President: The immediate past President shall be  
2 the Chairman of the Board and serve on the Board of Directors. When possible,  
3 the Chairman of the Board will preside at all Board of Directors meetings. If the  
4 immediate past President cannot serve as Chairman of the Board, then the board  
5 can appoint the Chairman Pro Tem of the Board via majority vote. The board  
6 appointee must be a previous officer in good standing.

7  
8 C. Duties of the Secretary: The Secretary shall keep an attendance record of the  
9 Board of Directors meetings, and shall assist the President in determining whether  
10 a quorum exists at all regular and special meetings of the Board and at GMMs.  
11 The Secretary shall have other duties as assigned by the President.

12  
13 D. Duties of the Treasurer: The Treasurer shall keep track of all financial matters  
14 for the organization. The Treasurer shall also provide a monthly financial report  
15 at every Board of Directors meeting and GMMs. The Treasurer shall be  
16 responsible for all financial records of the organization. The Treasurer shall also  
17 have the ability to determine the procedure for reimbursement.

18  
19 E. Duties of the Vice Presidents: The Executive Vice President shall perform the  
20 duties assigned to him/her by the President and shall be in charge of the general  
21 management, fundraising, and public relations of the Chapter. The Membership  
22 Vice President shall perform the duties assigned to him/her by the  
23 President and shall be in charge of all membership recruitment and  
24 retention activities authorized by the Board of Directors. The Programming  
25 Vice President shall perform the duties assigned to him/her by the President and  
26 shall be in charge of all programming activities authorized by the Board of  
27 Directors. In the event of the removal, inability, resignation, or death of the  
28 President, the respective Vice President shall assume the duties of President as  
29 delineated in Article VI Section 1.

30  
31 F. Duties of the Directors: Each director shall perform the duties assigned to  
32 him/her by the President and/or Vice President within each director's area of  
33 opportunity.

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Section 5. Indemnification. Every officer and board member of this organization shall be indemnified by the organization against all expenses and liabilities, including counsel fees imposed in connection with any proceedings to which such officer or board member may be made a party or in which they may become involved by being or having been on the Board or serving as officers of this organization, with the exception of gross negligence or intentional violations of the bylaws or policies of this organization.

Section 6. Removal from office by members. Any member of the Board may be removed from office, by a two-thirds (2/3) vote of the quorum of active members then in good standing who are present and voting at any properly called meeting. Written notice of any removal proceeding must be given, not less than ten (10) days before the meeting at which removal will be considered, to each member of the organization and to each member of the Board. Any member of the Board subject to removal may attend any such meeting in person, or by a representative, and be allowed to respond to any reasons given for a removal. The board may develop procedures to implement this section.

Section 7. Removal from office by Board of Directors. Any member of the Board or an officer may be removed from office by a two-thirds (2/3) vote of the Board. Written notice of any removal proceeding must be given to each member of the Board not less than ten (10) days before the meeting at which removal will be considered. Any member of the Board subject to removal may attend any such meeting in person, or by representative, and be allowed to respond to any reasons given for removal. The board may develop procedures to implement this section.

Section 8. MIJC Relations.  
A. MIJC Elections; Votes. In elections held by MIJC and this organization's

1 region or district, the President and all members of the Board of Directors  
2 attending said election as permitted by MIJC may cast votes on behalf of the  
3 organization based on the results of an advisory caucus of the Board of Directors  
4 held at any time prior to the date of an MIJC election. If sufficient officers are not  
5 able to vote in a MIJC, region, or district election, the President may appoint  
6 designee(s) to cast votes on behalf of the organization.

7  
8 B. MIJC Elections; Caucus. If the President attends an election for MIJC, this  
9 organization's region or district, or USJC, the President shall be the chairman of  
10 this organization's delegation and shall preside over the advisory caucus. If the  
11 President is not in attendance, the chairperson of the Board may be the  
12 chairperson, if he/she is in attendance. If the chairperson of the Board is not in  
13 attendance, the President may appoint a chairperson for the delegation.

14  
15 C. MIJC Elections; Caucus Determination. The delegation chairperson shall  
16 determine the need, time, and location of any caucus for this organization's  
17 delegation at any MIJC, region, district, or USJC meeting. A simple majority of  
18 the delegation will provide for an advisory directive to be given to each person  
19 who is designated to cast votes for the organization. Any delegate who has  
20 separate voting rights by virtue of holding an office with MIJC or USJC may  
21 participate and vote in this organization's caucus but is not bound to cast votes  
22 according to any advisory directives adopted by the delegation.

## 23 24 **ARTICLE V**

### 25 **Elections**

26  
27 Section 1. **Nomination Requirements.** To be considered a nominee for the office of  
28 President, Executive Vice President, Membership Vice President, Programming  
29 Vice President, Secretary, Treasurer, or Director, a member must be an active  
30 member in good standing and must meet the minimum requirements as outlined  
31 below to be considered as a nominee for a position, by the commencement of his  
32 or her proposed term of office.

1 Section 2. Terms of Office.

2  
3 A. President: shall have served at least one (1) full year as a voting member on  
4 the Board of Directors. No member shall be elected to the office of President  
5 more than two (2) times and not in successive years.

6  
7 B. Vice President: shall have been a member of the organization for at least one  
8 (1) full year; have chaired at least two (2) Kalamazoo Jaycees projects; have  
9 attended orientation for the organization; and have attended a Chairperson's  
10 Planning Guide (CPG) training session for this organization. A Vice President  
11 may not serve in the same office for two (2) successive years.

12  
13 C. Treasurer: shall have been a member of this organization for at least one (1)  
14 full year; have chaired at least one project for this organization; have attended an  
15 organization orientation; and have attended one Chairperson's Planning Guide  
16 ("CPG") training by this organization.

17  
18 D. Secretary: shall have been a member of this organization for at least six (6)  
19 months; have chaired at least one project for this organization; have attended an  
20 orientation for this organization; and have attended CPG training session by this  
21 organization.

22  
23 E. Directors: shall have been a member of this organization for at least six (6)  
24 months; have chaired at least one project for this organization; have attended an  
25 orientation for this organization; and have attended CPG training session.

26  
27 F. A nomination requirement for an individual office may be waived by two-thirds  
28 (2/3) vote of the Board of Directors.

29  
30 Section 3. Elections Committee. The President, with approval of the Board, shall, on or  
31 before August, select an elections committee and determine the manner of  
32 providing ballots to the general members at election. If any member of the  
33 elections committee is nominated for a position, they shall submit their resignation

1 from the committee and the President shall appoint a member to serve in place of  
2 the candidate.

3  
4 Section 4. Nomination and Election of Officers. Nominations for the offices of President,  
5 Executive Vice President, Membership Vice President, Programming Vice  
6 President, Secretary, Treasurer and Directors shall initially take place at the  
7 September and October General Membership Meeting (“GMM”) with elections  
8 taking place at the October GMM or at the next possible opportunity. A  
9 nomination must be made by a member in good standing of this organization and  
10 seconded by another member in good standing.

11  
12 The Chairman of the election committee, at the September and October GMM,  
13 shall open nominations for President. After all nominations for the office of  
14 President have been made, the presiding officer shall close the floor for  
15 nominations for President. At the October GMM, the Chairman of the election  
16 committee shall then call upon each candidate in the order of his or her  
17 nomination to speak for not more than four (4) minutes. Immediately following  
18 candidate speeches, the Chairman of the election committee shall call for the  
19 election of the President.

20  
21 The Chairman of the elections committee shall then open nominations for the  
22 Executive Vice President at both the September and October GMM. After all  
23 nominations for the office of Executive Vice President have been made, the  
24 Chairman of the elections committee shall close the floor for nominations for  
25 Executive Vice President. At the October GMM, the Chairman of the elections  
26 committee shall then call upon each candidate for Executive Vice President in the  
27 order of his or her nomination to speak for not more than three (3) minutes.

28  
29 The Chairman of the election committee shall then open nominations for the  
30 Membership Vice President at both the September and October GMM. After all  
31 nominations for the office of Membership Vice President have been made, the  
32 Chairman of the elections committee shall close the floor for nominations for  
33 Membership Vice President. At the October GMM, the Chairman of the elections

1 committee shall then call upon each candidate for Membership Vice President in  
2 the order of his or her nomination to speak for not more than three (3)

3  
4 The Chairman of the election committee shall then open nominations for the  
5 Programming Vice President at both the September and October GMM. After  
6 all nominations for the office of Programming Vice President have been made, the  
7 Chairman of the elections committee shall close the floor for nominations for  
8 Programming Vice Presidential position. At the October GMM, the Chairman of  
9 the elections committee shall then call upon each candidate for Programming Vice  
10 President in the order of his or her nomination to speak for not more than three (3)  
11 minutes.

12  
13 The Chairman of the elections committee shall then open nominations for  
14 Secretary and Treasurer at the September and October GMM. After all  
15 nominations for the offices of Secretary and Treasurer have been made, the  
16 presiding officer shall close the floor for nominations. At the October GMM, the  
17 presiding officer shall call upon each candidate in the order of his or her  
18 nomination to speak for not more than two (2) minutes.

19  
20 Section 5. Nomination and Election of Directors-at-Large. Following the nominations for  
21 Secretary and Treasurer, the Chairman of the elections committee shall announce  
22 that nominations are in order for the positions of Directors. After all nominations  
23 for Directors have been made, the Chairman of the elections committee shall close  
24 nominations of Directors. The Chairman of the elections committee shall not call  
25 upon members nominated for a Director position to speak.

26  
27 Section 6. Balloting For Officers. All voting shall be by written ballot. The ballots shall  
28 have the names of nominees from the September GMM typed in the order of their  
29 nominations, each office having its own separate ballot. Ballots are to be  
30 distributed with writing implement, to those members present and in good  
31 standing as determined by the President and Treasurer at the beginning of the  
32 October GMM. Ballots, with the exception of any authorized absentee ballots  
33 previous distributed, shall only be distributed immediately prior to the

1 commencement of an election at the October GMM.

2  
3 In the event of an unopposed nomination, each member may mark on his or her  
4 ballot either one affirmative vote or one negative vote. The nominee must receive  
5 more affirmative votes than negative votes to win the office.

6  
7 In the event of a contested election, each member may mark on his or her ballot  
8 one affirmative vote for the nominee of the member's choice. The winner of each  
9 office shall be the nominee receiving the plurality of affirmative votes cast.

10  
11 Absentee ballots shall be supplied to any member entitled to vote at an election of  
12 Officers and Directors-at-Large upon written request by the member to the  
13 Chairman of the elections committee. The ballot must be returned to the  
14 Chairman of the elections committee prior to the close of the polls at the October  
15 GMM.

16  
17 Section 7. Balloting for Directors-at-Large. All voting shall be by written ballot. These  
18 ballots will have the names of the nominees from the September GMM typed in  
19 the order of nominations. Ballots are to be distributed with writing implement, to  
20 those members present and in good standing as determined by the President and  
21 the Treasurer at the beginning of the October GMM. Ballots shall only be  
22 distributed immediately prior to the commencement of an election at the October  
23 GMM.

24  
25 In the event of having less than or equal nominees than available directorships,  
26 members may mark on their ballots an affirmative vote for each nominee of their  
27 choice. If a member does not wish to elect a nominee for a Director-at-Large  
28 position, then the member may cast a negative vote for that nominee. If a  
29 nominee receives more negative votes than affirmative votes, he/ she will not be  
30 considered elected into a Director-at-Large position.

31  
32 In the event there are more nominees than available directorships, a member may  
33 mark on his/her ballot a number of votes equal to the number of available offices.

1 Members may cast any combination of affirmative and negative votes. The  
2 winner of each directorship will be the nominee who received the most affirmative  
3 votes. If a nominee receives more negative votes than affirmative votes, they are  
4 not considered elected. There shall be no cumulative voting.

5  
6 For the election of directors and selection of their commission, priority for  
7 commission will be given to those receiving the greater number of affirmative  
8 votes.

## 10 **ARTICLE VI**

### 11 **Meetings and Quorum**

12  
13 Section 1. **Rules of Conduct.** The most recent version of Robert’s Rules of Order, Newly  
14 Revised shall govern the conduct of all regular and special committee,  
15 membership, and Board meetings, unless otherwise expressly provided for in  
16 these bylaws.

17  
18 Section 2. **Membership Meetings.** Regular meetings (General Membership Meetings  
19 (“GMM”)) shall be held on the third Wednesday of each month during the course  
20 of the organization’s fiscal year, unless it is impracticable to hold the meeting on  
21 said day. Twenty-five percent (25%) of the membership in good standing shall  
22 constitute a quorum at all regular and special membership meetings.

23  
24 Upon ten (10) days written notice to the then current membership, special  
25 meetings of the membership may be called by the President or shall be called on  
26 written demand of at least ten percent (10%) of the then current membership. The  
27 reasons for calling a special meeting shall be stated within the written call for the  
28 special meeting.

29  
30 The Board shall adopt a standing policy for rescheduling of any meetings.

31  
32 Section 3. **Board of Directors Meetings.** Regular meetings of the Board shall be held on the  
33 first Wednesday of each month during the course of the organization’s fiscal year,

1 unless it is impracticable to hold the meeting on said day. The presence of a fifty  
2 percent 50%) of the voting Board members then in office shall constitute a  
3 quorum.

4  
5 The Board shall meet in annual session on the first Wednesday of January in each  
6 year, unless the Board of Directors picks a different day, and shall close the year  
7 at a Board meeting no later than December 31. At the Board's final meeting, the  
8 Board shall declare itself adjourned "sine-die" (adjourned without day). Once the  
9 Board adjourns sine-die it shall have no further meetings, unless an emergency is  
10 declared by the President that requires a meeting of the Board. Any projects still  
11 open after "sine-die" shall be closed at the end of the first quarter of the following  
12 year.

13  
14 Upon no less than twenty-four (24) hour advance notice, special meetings of the  
15 Board may be called by the President or on a demand in writing signed by three  
16 (3) voting members of the Board. The reasons for the special meeting shall be  
17 stated within the call for the special meeting. A special meeting may be held over  
18 the telephone, electronic mail, or other electronic means.

19  
20 The Board shall adopt a standing policy for rescheduling of any meetings.

21  
22 Section 4. Votes of the Board by electronic means. The President is authorized to place  
23 business before the Board for its deliberations between regular meetings of the  
24 Board via electronic means (including e-mail) in accordance with these bylaws. A  
25 member of the Board must sponsor a motion and such motion must receive a  
26 second from another member of the Board to commence a vote by electronic  
27 means. In order for any vote to be valid when electronic means are used, at least  
28 two-thirds (2/3) of the members of the Board of Directors must participate in the  
29 business. No appropriation approval above \$500.00 shall be made via an  
30 electronic means process. No authorization of credit, appointment of officer,  
31 disciplinary procedures, or removal from office procedures may be taken by an  
32 electronic means process. The Secretary, or his/her designee, is responsible for  
33 tallying all votes collected during a vote by electronic means and shall inform all

1 members of the results of the vote by electronic means. If a member of the Board  
2 does not have access to the necessary electronic means, the President, or his/her  
3 designee, must attempt to contact such member(s) to secure votes by such  
4 member(s). The President shall close the business seventy-two (72) hours after  
5 notice is first given. All actions taken by electronic means must be recorded in the  
6 minutes of the next regular Board meeting.

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8  
9 **ARTICLE VII**

10 **Vacancies and Succession of Office**

11  
12 Section 1. **President and Vice Presidents.** In case of the vacancy, removal, inability,  
13 resignation, or death of the President, the Executive Vice President, the  
14 Membership Vice President, the Programming Vice President, the Secretary, or  
15 the Treasurer (in that order), shall perform all the duties of President, and when so  
16 acting shall have all the powers and be subject to all restrictions placed upon the  
17 President. This order of succession shall rule until a new President is elected as  
18 outlined in the following paragraph.

19  
20 Within sixty (60) days of a vacancy in the office of President, the acting President  
21 shall call for an election to fill the unexpired term of office. This election shall  
22 take place at a regularly scheduled GMM. The procedure used in any vacancy  
23 election for President shall be identical to the procedures used at the Annual  
24 Elections. See Article IV Section 3, Elections, Nomination and Election of  
25 Officers.

26  
27 In the case of the vacancy, removal, inability, resignation, or death of a Vice  
28 President, the President shall nominate an active member in good standing,  
29 subject to a confirmation vote by a majority of the Board present and voting at any  
30 meeting to fill the Vice President's unexpired term of office. The Board may, in  
31 its discretion, keep the position vacant. The President may assume the duties of  
32 the vacant position. The Board shall maintain a policy on how to handle such  
33 nominations.

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Any member nominated to fill a vacant officer position must possess the same qualification as required by the office to be filled and if any member so nominated is a current member of the Board, he/she shall resign his/her current office prior to filling any vacancy. Any member nominated to fill a vacancy may be allowed to run for a consecutive term of office in the fiscal year following his or her election.

Section 2. Secretary, Treasurer. If the Secretary or the Treasurer is unable to serve such vacancy may be filled by an active member in good standing, who shall possess the same qualifications as required by the office to be filled, at the time of his/her election. A majority vote of the Board present shall be required for appointment to fill a vacancy.

Section 3. Directors. If a Director is unable to serve or an additional non-voting position is created, such vacancy may be filled by an active member in good standing, who possesses the same qualifications as required by the office to be filled, at the time of his/her election. A majority vote of the Board present shall be required for appointment to fill a vacancy. The Board need not fill a vacant Director position.

## **ARTICLE VIII**

### **Projects**

Section 1. Chairperson's Responsibilities. A project chairperson for a select committee shall be responsible for the following duties including, but not limited to:

- A. Coordinating committee members and meetings.
- B. Resolving issues and conflicts related to the select committee.
- C. Writing and completing the Program Management Guide (PMG).
- D. Overseeing the finances of a select committee.
- E. Ensuring the select committee project stays within its budget.
- F. Submitting articles to the website, social media and other applicable outlets.
- G. Promoting the select committee to members.
- H. Updating the project status to the supervising director and/or Vice

1 President, including quarterly evaluations, as needed.

2 I. Conducting reminder calls.

3 J. Attending the select committee meetings and/or events.

4 K. Gathering and compiling all substantiation.

5

6 Section 2. Procedures for opening a select committee. The first seven (7) questions of a  
7 PMG or sufficient documentation as determined by board must be submitted to  
8 the Board prior to any motion to open a project.

9

10 Section 3. Procedures for closing a select committee. Upon completion of a project, a  
11 completed PMG must be submitted to the Board before any motion to close a  
12 select committee.

13

14 Section 4. Significant changes in a select committee. If any significant change occurs during  
15 a select committee either fiscally or substantially, an updated PMG must be  
16 presented to the Board. If an additional appropriation is required, such  
17 appropriation must be approved by a majority vote of the Board at any meeting of  
18 the Board.

19 Section 5. Reimbursement/payment for expenses. All members of the Board and  
20 chairpersons for select committees shall remit to the Treasurer the appropriate  
21 financial documentation to allow for the keeping of accurate financial records.

22

23

## **ARTICLE IX**

24

### **Fiscal Year and Audit**

25

26 Section 1. Fiscal Year. The fiscal year of this organization shall commence January 1 and  
27 end December 31.

28

29 Section 2. Annual Review. Before the completion of this organization's fiscal year, the  
30 President shall appoint a committee consisting of the President, the Treasurer, and  
31 at least two (2) other Board members to perform an annual review. The  
32 committee's responsibilities are to:

33

- 1                   1.       Assure that a report of all cash receipts and expenditures for all bank  
2                   accounts is prepared for the fiscal year and assure the reports' accuracy  
3                   with any necessary documentation. This report shall be provided to  
4                   Board members at the February Board of Directors meeting.  
5  
6                   2.       Prepare and file any other documents required by state or federal law.  
7  
8                   3.       Assist with the drafting of the budget for the following year.  
9

10 Section 3.       Preparation of documents. In addition to the committee for the Annual Review,  
11                   the President shall appoint a committee consisting of the President, the Treasurer,  
12                   the past President, and the past Treasurer to prepare the following.  
13

- 14                   1.       In accordance with prevailing statutes, prepare and file the Michigan  
15                   Annual Report for a not-for-profit corporation.  
16                   2.       In accordance with prevailing statutes, prepare and file with the Internal  
17                   Revenue Service, Form 990.  
18  
19                   3.       Prepare and file any other documents required by state or federal law.  
20

21                   Only the current President and Treasurer may sign documents on behalf of the  
22                   organization, including the Annual Report submitted to the State of Michigan and  
23                   documents to the Internal Revenue Service.  
24

25 Section 4.       Document Retention and Destruction Policy.  
26

27                   A. Documents and Records: The Kalamazoo Jaycees take seriously the obligation  
28                   to preserve information relating to litigation, audits, and investigations. As such,  
29                   the Board of Directors shall be required to establish and maintain a policy for the  
30                   retention and destruction of documents. This policy shall be consistent with any  
31                   legal obligations and IRS requirements.  
32

33                   B. Legal Hold: From time to time, the President may issue a notice, known as a

1 “legal hold,” suspending the destruction of records due to pending, threatened, or  
2 otherwise reasonably foreseeable litigation, audits, government investigations, or  
3 similar proceedings. A legal hold supersedes the existing document retention and  
4 destruction policy. No records specified in any legal hold may be destroyed, even  
5 if the scheduled destruction date has passed, until the legal hold is withdrawn in  
6 writing by the President.

7  
8 C. Review: The President and Treasurer will periodically review the document  
9 retention and destruction policy with legal counsel or a certified public accountant  
10 to ensure that they are in compliance with new or revised regulations.

11  
12 Section 5. Board of Directors; Transitional Programming. It is the duty of the current  
13 Executive Vice President, Membership Vice President, Programming Vice  
14 President and Directors to assist with the planning of projects to occur in the first  
15 quarter of the following year. This includes recruiting committee members and  
16 providing training to chairpersons. Newly elected officers may be invited for  
17 training and select committees in the new officer’s area of responsibility.

18  
19 Section 6. Board of Directors; Transitional Documents. Each outgoing Vice President and  
20 President shall compile any documents and materials necessary for the incoming  
21 Board and ensure such documents and materials are provided to the incoming  
22 Board and successors to office. The following documents must be transferred  
23 from the outgoing Board to the incoming Board during the transition period, but  
24 no later than January 1:

- 25  
26 A. Any state or national Jaycee submissions;  
27 B. The organization’s Bylaws and the outgoing board’s policies;  
28 C. Program Management Guides;  
29 D. The Chapter Plan adopted by the outgoing board;  
30 E. Record of dues paid;  
31 F. Financial records;  
32 G. Fourth Quarter Evaluations;  
33 H. Long range plans;

- I. Press kits;
- J. Training materials;
- K. All other items deemed appropriate

## **ARTICLE X**

### **Amendment, Restatement, and Clarification of Bylaws**

Section 1. Bylaws Review. If the Board or a portion of the active membership wishes to have the bylaws reviewed, either the Board or ten percent (10%) of the active membership may propose amendment to the bylaws.

Section 2. Amendment. The amount of dues or the content of these bylaws may be amended, restated, or clarified by a two-thirds (2/3) vote of the active members at any GMM, provided a quorum is present as prescribed in these bylaws and provided that written notice of the proposed amendment or amendments has been mailed or e-mailed to the last known mailing address or e-mail address of each member at least ten (10) days prior to the date of such meeting. This ten-day written notice requirement may not be waived.

## **ARTICLE XI**

### **Dissolution of the Kalamazoo Chapter of the Jaycees**

Section 1. Dissolution. In the event that the organization should disband its membership, and no longer be considered a chapter in good standing with the USJC, then all assets remaining after dissolution and winding up of the Kalamazoo Chapter of the Jaycees shall revert to the MIJC for its sole possession.

This organization may be dissolved by a vote of seventy-five percent (75%) of the current active members at a properly called meeting.