

BY-LAWS OF THE YPSILANTI AREA JAYCEES

ARTICLE I. NAME AND ADDRESS

Section 1: The name of this corporation is the Ypsilanti Area Jaycees.

Section 2: The location and post office address of the registered office is Post Office Box 980150, Ypsilanti, Michigan 48198-0150.

ARTICLE II. AFFILIATION

This organization shall be and hereby is affiliated with the Michigan Jaycees, the United States Junior Chamber, and Junior Chamber International and is subject to the By-Laws and policies of these bodies insofar as they affect and prescribe the function of local Jaycee chapters.

ARTICLE III. DISSOLUTION

In the event that the Ypsilanti Area Jaycees should disband its membership, and no longer be considered as a chapter in good standing with the United States Junior Chamber, all assets of the Ypsilanti Area Jaycees shall revert to the Michigan Jaycees for their sole possession.

ARTICLE IV. FISCAL YEAR

The Fiscal Year of this Corporation shall be the Fiscal Year of the Michigan Jaycees.

ARTICLE V. PURPOSE

The purpose of this organization shall be:

1. To provide its membership leadership training,
2. To instill civic consciousness to better the memberships' usefulness as citizens,
3. To provide civic service through the organized efforts of the membership, and
4. To promote the welfare of the community and its citizens through active, constructive projects.

ARTICLE VI. MEMBERSHIP

Section 1: Membership in this corporation shall be limited to six classes as follows:

- A. Individual Member – any person of good character who meets the age requirements defined by the Michigan Junior Chamber is eligible for Individual Membership in this organization with full privileges. A person is considered a member when dues payment (or payment agreement) is received. If any Individual Member shall arrive at the maximum age defined by the Michigan Junior Chamber after the Individual Member's Anniversary Dues Date, such member shall be subject to the membership rules set forth by the Michigan Junior Chamber. If an Individual Member holds office upon arriving at their Anniversary Dues Date, completion of such term of office shall be subject to the rules set forth by the

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Michigan Junior Chamber. No Individual Member shall be permitted to hold any office if the member has reached the maximum age set forth by the Michigan Junior Chamber prior to commencement of the term of office, excluding the immediate past-president serving as the Chairman of the Board.

- B. Associate Members – those who do not meet the age requirements of Individual Membership, but have fulfilled the other requirements listed in this chapter’s Policies and Procedures Manual are eligible for Associate Membership. An Associate Member shall have none of the obligations of membership in the chapter, but shall be entitled to all privileges as outlined in the chapter’s Policies and Procedure’s Manual, except those of making motions, of voting, and of holding office.
- C. Honorary Member – this distinction may be conferred on any person upon approval of the Board of Directors in regular session by two-thirds (2/3) majority vote, upon outstanding cause shown. An Honorary Member shall have none of the obligations of membership in the chapter, but shall be entitled to limited privileges as outlined in the Chapter’s Policies and Procedures Manual.
- D. Life Member – Past Presidents of this chapter who have faithfully fulfilled the duties of their office, or Individual Members whose contributions have been amply extraordinary to warrant such a high honor, may be granted Life Membership through the procedures set forth in the chapter policies. A Life member shall be entitled to all privileges as outlined in the chapter’s Policies and Procedure’s Manual except those of making motions, of voting, and of holding office, unless also qualified as an Individual Member.
- E. J.C.I. Senator – this distinction is the highest award that may be given to current or past members to honor them for outstanding service to the Jaycee organization on the local, state, national, or international levels. The local chapter, with the approval of Junior Chamber International, confers a Senatorship. Senatorship applicants must meet the minimum requirements defined in the JCI Senatorship Application, as well as any additional requirements set forth in the Policies and Procedures Manual of this chapter. All applications are subject to the written approval of the local, state, and national Presidents. Any member receiving this award shall also become a life member of this chapter upon ceasing to be an active member. Senatorship awards include the first year of membership in the JCI Senate. Senators wishing to remain in active membership after their initial year shall be responsible for payment of any dues or fees.
- F. Sponsoring Member – any individual or entity desiring to assist financially in extending the purposes and function of this chapter may be granted, with approval by a majority vote of the Board of Directors, affiliation as a Sponsoring Member, per the following schedule:
 - 1. STATESMAN \$25.00
 - 2. PRESIDENTS CLUB \$75.00
 - 3. SUSTAINING \$100.00
 - 4. EXECUTIVE \$500.00
 - 5. CORPORATE \$1,000.00

A Sponsoring Member shall have none of the obligations or privileges of membership in the chapter.

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Section 2: Application

- A. All applications for Individual Membership may be reviewed and may be denied by a majority vote of the Board of Directors. Once the state has paid for the applicant, they become a member. Should removal be necessary after this please see Article VI, Section 3.
- B. Written or electronic documentation of intent from the applicant to become a member must be received by the Secretary within 15 days of application and kept on file for a minimum of twelve (12) months.
- C. The President shall notify the applicant, in writing, of the Board of Directors' denial of membership.

Section 3: Expulsion of Membership

- A. Any member may be expelled for adequate reason by a two-thirds (2/3) vote of the Board of Directors. Any member proposed for expulsion must be given:
 - 1. Ten (10) days written notice including the reason for the proposed expulsion,
 - 2. opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and
 - 3. final written notice of the Board of Directors decision.
- B. Failure to pay dues or defaulting on a payment agreement is presumed to be adequate reason for expulsion and does not require advance notice to the member and/or deliberation by the Board of Directors.

Section 4: Non-Discrimination/Harassment

In order to ensure that membership in the Ypsilanti Area Jaycees is open to and encouraged for all young people, regardless of race, sex or religious affiliation, all activities conducted and facilities used in any manner by this Corporation must be free from discrimination and harassment and open to all individual members.

ARTICLE VII. LIABILITY FOR CORPORATE DEBTS

The debts, obligations, and liabilities of the Ypsilanti Area Jaycees, whether arising in contract, tort or otherwise, shall be solely the debts, obligations, and liabilities of the Ypsilanti Area Jaycees. No member of the Ypsilanti Area Jaycees shall be obligated personally for any such debt, obligation, or liability of the Ypsilanti Area Jaycees solely by reason of being a Member.

ARTICLE VIII. DUES

Section 1: Amount

The dues for the various memberships of this organization shall be set by, and may be from time to time amended by, the Board of Directors.

Section 2: Dates Payable

- A. A member's Anniversary Dues Date shall be the month in which the member's original dues for membership are received by the United States Junior Chamber.
- B. Dues shall be paid annually according to the requirements of the Michigan Junior Chamber, and may be assessed a late charge.

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Section 3: Dues Collection

The Membership Vice President, President, or President's designate shall be responsible for the collection of dues under the supervision of the Board of Directors.

ARTICLE IX. GOVERNMENT

Section 1: Management

- A. The government of this organization shall be vested in a Board of Directors consisting of the following voting members and be the line of succession should the President be absent, resign, or be removed:
1. President (See Article XI, Section 1(A)(2) for voting exception)
 2. Chairman/person/woman (hereafter referred to as Chairman) of the Board
 3. Management Development Vice President
 4. Membership Development Vice President
 5. Community Development Vice President
 6. Individual Development Vice President
 7. Secretary
 8. Treasurer
 9. Eight Directors for the first eighty (80) members of the corporation plus one (1) additional Director for each ten (10) additional Individual Members/or part thereof.
- B. The Executive Committee shall consist of those listed in this Article Section 1, A (1-8) and may hold closed meetings as necessary.

Section 2: Additional Appointments by the President

The President shall fill by appointment any positions, deemed necessary as approved by a two-thirds (2/3) majority vote of the Board of Directors. Officers holding any position not specified in Article IX, Section 1(A) shall be non-voting members of the Board of Directors.

Section 3: Vacancies

- A. A vacancy on the Board of Directors may be filled by appointment by the President and approved by a two-thirds (2/3) majority vote of the Board of Directors.
- B. A vacancy of the Presidency due to lack of a candidate at the annual election may be filled by a two-thirds (2/3) majority vote of the Board of Directors.
- C. A resignation or removal of the President shall result in a special election as prescribed in Article X, Section 9 provided that more than thirty (30) days remain in the Fiscal Year. Until the time of the special election, the Chairman of the Board (or succeeding positions as listed above in Section 1, A) shall assume the responsibilities of the Presidency (see Article XI, Section 2(E)).

Section 4: Removal of a Member of the Board of Directors

- A. It shall be the duty of the Board of Directors to attend meetings of that body. Any absence for which the Board Member has not given a justifiable reason to the President is an unexcused absence. A justifiable reason is defined at the President's discretion. Any Board Member who has either two consecutive unexcused absences at regular Board of Directors' Meetings (inclusive of General Membership

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Meetings) or a total of three unexcused absences may be dismissed from the Board of Directors. The Board Member shall be notified in writing of his/her dismissal within five days, via certified mail, and given the opportunity to defend himself/herself at the next regularly scheduled Board of Directors' meeting. The Board Member has 14 days from the date the notification is sent to provide a written explanation. If a written explanation from the dismissed Board Member is received before the end of 14 days, it shall be reviewed by the Board of Directors. The Board Member in question may also attend such meeting in person, or by representative, and be allowed to respond to said resolution. If approved by the Board of Directors, the dismissal may be waived.

- B. For reasons other than unexcused absences, any member of the Board of Directors may be removed by a two-thirds (2/3) majority vote of the Board Members present and voting at any meeting of the Board of Directors. Notice of any such resolution of removal shall be given to each member of the Board of Directors then in office by first class mail, and to any member of the Board of Directors subject to be removed, by certified mail at least 10 days before the meeting at which the resolution will be considered. Any member of the Board of Directors subject to be removed may attend any such meeting in person, or by representative, and be allowed to respond to said resolution.
- C. A special recall vote of any Board Member may be called by any Individual Member by the following process:
 - 1. The Individual Member shall submit a petition signed by not less than twenty percent (20%) of the base membership of this organization for the current Fiscal Year to the Board of Directors.
 - 2. The Board of Directors shall then schedule a recall vote for the next eligible General Membership Meeting and shall notify the membership of this event as outlined in Article XII, Section 3.
 - 3. A two-thirds (2/3) vote of the Individual Members present and voting at the General Membership Meeting is necessary to remove any Board Member.

Section 5: Actions of the Board of Directors

- A. The Board of Directors shall have general control and management of the property, finances and business affairs of this corporation as outlined in their respective sections of Article XI. In addition, it shall have power to remove any officer, agent or employee.
- B. No individual officer, director, or member of this corporation shall have the authority to make any binding agreement or contract on behalf of the chapter without approval by a two-thirds (2/3) majority vote of the Board of Directors.

Section 6: Overriding a Board of Director Vote

All decisions of the Board of Directors may be overridden by majority vote of the Individual Members present at a General Membership Meeting or at a properly called special meeting (see Article XII, Section 3).

Section 7: Emergency Funds

The President may withdraw funds at his or her discretion not to exceed \$500.00 per Fiscal Year. No individual withdrawal may exceed 10% of the current general fund balance at the time of the withdrawal.

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Section 8: Withdrawal of Funds

- A. Funds of this corporation shall be withdrawn from the banks in which they are held by checks or drafts signed by two of the following board members: the Treasurer, the President or the Management Vice President.
- B. Any credit or debit cards carried by this corporation shall be at all times in the possession of one of the following individuals: the Treasurer, the President, the Management Vice President, or any member bonded through the chapter. Use of such cards may be further outlined in the Chapter's Policies and Procedures Manual.

Section 9: Chapter Plan

- A. The incoming Board of Directors shall prepare a Chapter Plan of Action for the year.
 1. The Chapter Plan shall include the following items:
 - a. A listing of all proposed projects for the entire year,
 - b. Proposed budgets and goals for the projects, and
 - c. All proposed expenses including individual projects and general expenses.
 2. The Chapter Plan may also include:
 - a. Projects To Be Determined ("TBD"s) for potential additional projects also included in the proposed budget,
 - b. Projects planned into the following year to allow for smooth transition between boards, and
 - c. Discretionary funds for the first (1st) Quarter of the following year.
- B. The Chapter Plan shall be completed and submitted for chapter approval no later than the last General Member Meeting of the first (1st) Quarter. Written notification of pending Chapter Plan approval shall be mailed to each individual member no later than 10 days before the date of said meeting. Approval of the Chapter Plan shall be by a majority vote of all Individual Members present at said meeting.
- C. The Chapter Plan should be reviewed and adjusted quarterly by the Board of Directors. Should an overall budget adjustment be needed, member approval shall be sought through a special vote, held at a General Member Meeting. Approval shall be by a majority vote of all members present at said meeting. Written notification of said vote shall be mailed to each individual member at least ten (10) days prior thereto.

ARTICLE X. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1: Appointment of Elections Committee

Not less than sixty (60) days prior to the annual meeting the President shall appoint, with a two-thirds (2/3) approval of the Board of Directors, an Elections Committee of not less than two (2) members. No member of the Elections Committee shall be eligible for any office except by appointment. The President may replace member(s) of the Elections Committee, if necessary, with a two-thirds (2/3) approval of the Board of Directors. The Elections Committee shall interpret and enforce all rules governing the election as set forth in these By-Laws and the Chapter's Policies and Procedures Manual.

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Section 2: Elections Procedures

- A. Nominations shall be opened and closed at the General Membership Meeting two months prior to the Annual Meeting. Only Individual Members are eligible for nomination, or may nominate others. Nominations shall be by secret ballot, and each member may nominate as many other members for each position as they wish.
- B. After nominations have closed, the Elections Committee shall inform each Member nominated of their nomination(s) within ten (10) days of the closing of nominations.
- C. Other Individual Members may be nominated as candidates for election upon written petition of ten Individual Members filed with the Elections Chairperson, or other Elections Committee Member if Elections Chairperson is unavailable, before the General Membership Meeting during which elections are to be held as described in Article XII, Section 1.
- D. Only Individual Members who have accepted their nominations shall be placed on the ballot.
- E. The Elections Committee shall not make public the names and positions of nominees until they have accepted their nomination. These may be announced at the General Membership Meeting one month prior to the Annual Meeting.

Section 3: Voting

Voting shall be by secret ballot unless there is only one candidate for the office to be filled. Absentee voting and voting by proxy is prohibited.

Section 4: Voting for Executive Board Positions

Each Individual Member shall have one (1) vote for each of the following offices: President, Management Development Vice President, Individual Development Vice President, Community Development Vice President, Membership Development Vice President, Secretary, and Treasurer. The candidates for each of these Offices receiving a majority of the votes cast for that office shall be elected. If no candidate receives a majority on the first balloting, subsequent balloting shall be conducted. The candidate receiving the least number of votes shall be removed from the ballot and a new vote will take place consisting of the remaining candidates. This process shall repeat until one candidate receives the vote of the majority.

Section 5: Voting for Director Positions

There shall be a single balloting to elect as many Directors as are authorized in Article IX Section 1(A). Each Individual Member present may vote for as many candidates as there are directorships to be filled. If there are more candidates than positions available, the top vote recipients shall fill the positions available. If there is a tie for the last remaining position, there shall be a run off election between the tied candidates.

Section 6: Vacancies

The current President may fill by appointment any vacancy of elected officers on the Board of Directors for the incoming year within thirty (30) days of the Annual Meeting. He/She may appoint additional directors to bring the Board of Directors to full compliment as per Article IX, Section 1(A), as membership increases require. Such appointment shall be subject to the approval of the Board of Directors by a two-thirds (2/3) majority vote.

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Section 7: Transfer of Power

The Officers and Directors elected at the meeting during which elections are held shall assume office on the first day of the first month of the Fiscal Year.

Section 8: Voter Eligibility

To be eligible to vote, an Individual Member's dues shall be paid in full at or before the time elections commence.

Section 9: Special Presidential Election

In the event of resignation or removal of a President (as described in Article IX, Section 3(C)), the Board of Directors shall then schedule a special election for the next eligible General Membership Meeting and shall notify the membership of this event as outlined in Article XII, Section 3(C). A majority vote of fifty percent plus one (50% + 1) of the Individual Members present and voting at the General Membership Meeting is necessary to elect a new President.

ARTICLE XI. DUTIES OF THE OFFICERS

Section 1: President

A. The President shall:

1. be responsible for the affairs of the corporation, and with the assistance of the Vice Presidents shall execute and administer the By-Laws and Policies of this corporation,
2. vote only to break a tie,
3. preside over all meetings of the corporation, unless unable to attend, and be an ex-officio member of all committees, excluding the Elections Committee,
4. prepare with the assistance of the officers and directors a Chapter Plan for the full year with a budget,
5. supervise and assist the Officers in the performance of their duties,
6. present a Chapter Plan including budgets to the general membership by the last General Membership Meeting of the first quarter of the Fiscal Year, and
7. make an annual report to the membership by the end of the first month of the Fiscal Year following his/her presidency. The report will include proposed and actual budgets and activity from the Chapter Plan, plus any additional requirements as defined in the Policies and Procedures Manual of this organization.

B. The President may appoint standing or special committees as required for the activities of the corporation.

Section 2: Chairman of the Board

The Chairman of the Board shall:

1. be the immediate past President and is a voting member of the Board of Directors,
2. attend all Board of Director and General Membership Meetings of the corporation, unless excused,
3. assist the President in managing this organization,

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4. assume the responsibilities of the President as necessary due to absence at general and special meetings of the membership, as well as meetings of the Board of Directors,
5. assume the responsibilities of the President until such time as a special election can be held (see Article IX, Section 3(C)) if the President resigns or is removed before completion of his/her term of office.

Section 3: Vice Presidents

- A. The Vice Presidents shall:
 1. attend all chapter projects run in his/her area of Vice Presidency,
 2. attend all Board of Director and General Membership Meetings of the corporation, unless excused,
 3. provide any and all reporting necessary to the State and/or National parent organizations of this chapter, for activities of this chapter that are managed under his/her area of Vice Presidency,
 4. assist the President as necessary in implementing the strategic plan of this organization,
 5. serve as an ex-officio committee member of all projects under his/her direction, excluding the elections committee, and
 6. provide assistance to Directors in performance of Director duties.
- B. The Chapter Membership Vice President shall:
 1. oversee collection of annual dues from the membership,
 2. provide individual members with notice of their dues obligation not less than sixty (60) days in advance of the first day of the month in which they are due, and
 3. oversee maintenance of the official membership roster.

Section 4: Directors

The Directors shall:

- A. assist the President and Vice Presidents in managing this organization, implementing its strategic plan, and assuring the will of the membership is enforced,
- B. attend all Board of Director and General Membership Meetings of the corporation, unless excused,
- C. serve as an advisor to all committees under his/her direction, and
- D. maintain records of and contact members assigned to his/her responsibility.

Section 5: Treasurer

- A. The Treasurer shall:
 1. maintain accurate accounting of the corporation's funds,
 2. provide a detailed report, in writing, of such accounting to the Board of Directors on a monthly basis, to be presented at the monthly Board of Directors meeting and made available to the General Membership as described in the Chapter's Policies and Procedures Manual,
 3. assist in the collection of annual dues from the membership, and
 4. file-any and all reports, forms, and financial information to the various local, state and federal agencies as required by law.
- B. Members with less than one year of membership with this corporation (consisting of 12 consecutive calendar months) are not eligible for election to the position of Treasurer.

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Section 6: Secretary

The Secretary shall:

- A. keep records of all correspondence of the organization, including membership applications described in Article VI, Section 2(B) (*see Policies and Procedures Manual for archiving procedures*),
- B. prepare an agenda for all General Membership Meetings, Board of Directors Meetings and Special Meetings, with the assistance of the Executive Committee, and
- C. keep accurate minutes of the business transacted at all General Membership Meetings, Board of Directors meetings, and Special meetings of this corporation.

ARTICLE XII. MEETINGS

Section 1: Annual Meeting

The annual election meeting of this corporation, which may be a General Membership Meeting, shall be held in the eleventh month of each Fiscal Year.

Section 2: General Membership Meetings

General Membership Meetings shall be held at least once a month at such time and place as directed by the Board of Directors.

Section 3: Special Meetings

- A. Special meetings of the membership may be called by:
 1. The President,
 2. The Secretary upon request from at least four (4) members of the Board of Directors, or
 3. Twenty-five (25) percent of the base membership.
- B. Written notice of any special membership meeting shall be mailed as an individual document to each Individual Member at their last known address at least ten (10) days prior to the meeting.
- C. If a special meeting is called for a recall vote or resignation/ removal of a President, written notice shall be mailed to Each Individual Member at least (15) days prior to the meeting.

Section 4: Board of Director Meetings

- A. A quorum of At least fifty percent (50%) of the voting members of the Board shall be present at any Board of Director's meeting or Special meeting of the Board of Directors in order to conduct business.
- B. Regular meetings of the Board of Directors shall be held at least once a month at such time and place as directed by the President.
- C. Special meetings of the Board of Directors may be called by:
 1. the President, or
 2. the Secretary upon request from at least four (4) members of the Board of Directors.
- D. Written notice of any special Board of Directors meeting shall be sent to each member of the Board at least five (5) days prior thereto.

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ARTICLE XIII. COMMITTEES

The President shall determine any special committees deemed proper and necessary to fulfill the objectives and purpose of this Corporation as described in Article XI Section 1(B).

ARTICLE XIV. AMMENDMENTS AND CLARIFICATIONS

Section 1: Amendments to Bylaws

The Articles of Incorporation and these By-Laws may be amended by a two-thirds (2/3) vote of the Individual Members present at any regular or special meeting, provided that written notice of the proposed amendment has been mailed as an individual document to the last known address of each Individual Member at least ten (10) days prior to the meeting. Articles I and II of the By-Laws shall not be amended unless the Articles of Incorporation are similarly amended and proper notice given to the State of Michigan.

Section 2: Amendments to Policies and Procedures Manual

The Board of Directors shall adopt from time to time, a written Policies and Procedures Manual, by a majority vote, for the purpose of clarifying these By-Laws and insuring the continuation of the traditions and philosophies of the Ypsilanti Area Jaycees.