

# BYLAWS OF THE SANTA MONICA JUNIOR CHAMBER OF COMMERCE (JAYCEES) A CALIFORNIA CORPORATION

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**ARTICLE I: NAME AND PRINCIPAL OFFICE**

**Section 1: Name** The name of this corporation shall be the Santa Monica Junior Chamber of Commerce, hereafter referred to as the Santa Monica Jaycees.

**Section 2: Authorized Business Name** The corporation shall have the power to conduct business under the name, "Santa Monica Jaycees".

**Section 3: Office** The principal office of the corporation shall be within Santa Monica, California. The Board shall have the power to change the principal office from one location to another within the City of Santa Monica, State of California.

**ARTICLE II: PURPOSE AND RESTRICTIONS**

**Section 1: Purpose** The purpose of the Santa Monica Jaycees shall be to train and educate young individuals in leadership and civic responsibilities through community service and civic engagement **as** an avenue for intelligent participation by young persons in the affairs of their community, state and nation, and to develop true friendship and understanding among young persons of all nations; to provide them with an opportunity for personal development and achievement; to provide an opportunity for participation by young individuals in local, state, national, and international affairs; to publicize and promote the City of Santa Monica; and to cooperate with the Santa Monica Chamber of Commerce on matters of mutual interest.

**Section 2: Restrictions:** This Corporation shall observe a non-partisan policy with regard to politics.

**ARTICLE III: AFFILIATIONS**

**Section 1:** This Corporation shall be and hereby is affiliated with the California State Jaycees, the United States Jaycees, and Jaycees International and is subject to the Constitutions and Bylaws of these organizations insofar as they affect and prescribe to the functions of local Jaycees Chapters and are not in violation of any Federal, State, or Local law.

**ARTICLE IV: MEMBERSHIP**

**Section 1: Categories of Membership**

Members of this Corporation shall consist of the following classifications:

- a. General Members
- b. Life Members
- c. Exhausted Roosters
- d. Distinguished Alumni
- e. Honorary Members
- f. Service Members

## **Section 2: General Members.**

- a) **General Membership Eligibility.** Any young individual of good character, as determined by a majority vote of the Board, who has reached his or her **twenty-first** (21st) birthday and who has not reached his or her fortieth (40th) birthday is eligible for General Membership in this corporation with full privileges thereof. Any General Member who reaches his or her fortieth (40th) birthday during an administrative year shall continue as a General Member until the end of that administrative year.
- b) **General Membership Status.** Application for General Membership shall be by application in writing and shall be accompanied by the payment of the dues required by these Bylaws. The Board may overrule the selection to General Membership by a two-thirds vote. An individual shall continue as a General Member so long as he or she continues to meet the requirements for General Membership under these Bylaws.
- c) **General Membership Voting Rights.** Each General Member shall be entitled to one vote on all matters submitted to the General Membership for vote. There shall be no voting by proxy at meetings of the General Membership.

**Section 3: Life Members.** Life Members shall be the Past Presidents of this corporation, who shall qualify automatically for Life Membership upon expiration of their respective terms of office. Until the end of the administrative year in which a Life Member reaches his or her fortieth (40th) birthday, a Life Member shall be entitled to all of the rights and privileges of a General Member. **After reaching his or her fortieth (40<sup>th</sup>) birthday, said** Life Member shall not be eligible to serve as **a Director or** Officer, shall have no voting rights, shall not be counted in the determination of a quorum, and shall not be required to receive notice of any action proposed to be taken with respect to the corporation. Life Members shall not be required to pay dues. All Past Presidents of this Corporation shall become, immediately after completion of their term of office as President, Life Members of this Corporation.

## **Section 4: Exhausted Roosters**

- a) **Eligibility:** Any individual of good character, as determined by a majority the Board, who has reached his or her fortieth (40th) birthday and who was previously a member of the Santa Monica Jaycees is eligible to be an Exhausted Rooster with full privileges thereof. Any individual of good character, as determined by the Board, who has reached his or her fortieth (40th) birthday who was not previously a member of the Santa Monica Jaycees, and who wishes to maintain an affiliation with the Santa Monica Jaycees so as to show his or her support for the Santa Monica Jaycees is eligible to be an Honorary Exhausted Rooster with full privileges thereof.
- b) **Limitations on Rights:** An Exhausted Rooster or an Honorary Exhausted Rooster shall not be eligible to serve as **a Director or** Officer, shall have no voting rights, shall not be counted in the determination of a quorum, and shall not be required to receive notice of any action proposed to be taken with respect to the corporation.
- c) **Dues:** An Exhausted Rooster or Honorary Exhausted Rooster shall pay the dues required under Article V of these Bylaws.

## **Section 5: Distinguished Alumni:**

- d) **Eligibility:** Any individual of good character, as determined by a majority the Board, who has reached his or her fortieth (40th) birthday but has not reached his or her forty fifth (45<sup>th</sup>) birthday and who was previously a member of the Santa Monica Jaycees is eligible for Distinguished Alumni status with full privileges thereof.
- e) **Limitations on Rights:** Distinguished Alumni shall not be eligible to serve as a director or Officer, shall have no voting rights, shall not be counted in the determination of a quorum, and shall not be required to receive notice of any action proposed to be taken with respect to the corporation. Distinguished Alumni may serve on working committees of the organization and are eligible to attend any and all Jaycee sanctioned events.
- f) **Dues:** Distinguished Alumni shall pay the dues as determined by the board in an amount no less than \$100 annually.

**Section 6: Honorary Members:** Honorary Members shall consist of those individuals, businesses, organizations, holding such designation upon the adoption of this section of these Bylaws and such additional individuals as may be elected by a two thirds vote of the Board for the purpose of recognizing outstanding and meritorious service to the Santa Monica Jaycees or the community. Members are entitled to receive the acclaim and acknowledgment of their support at all appropriate activities and in all appropriate publications of the Santa Monica Jaycees. An Honorary Member shall not be eligible to serve as a Board Member, shall have no voting rights, shall not be counted in the determination of a quorum, and shall not be required to receive notice of any action proposed to be taken with respect to the corporation. Honorary members shall not be required to pay dues.

**Service 7: Service Members:** Service members of this Corporation shall consist of all members on active duty with the military service of the United States who, because of assignment, are unable to attend local meetings.

**Section 8: Expulsion:** The Board may, by a **three-fourths** vote at any Board meeting, expel any member. Notice of a Board's intention to move for the expulsion of a member and a statement of the reasons therefor shall be given at a Board meeting preceding the Board meeting at which the motion will be made. At least ten (10) days prior to the Board meeting at which the motion will be made, a member of the Board shall **mail** deliver notice of the proposed motion and of the statement of the reasons therefor to: a) the member as his or her last known physical or electronic address as shown in the corporate records; and b) to **all** absent from the meeting at which notice of the proposed motion was originally given. The subject of the expulsion motion shall have the right to appear before the Board in order to support his or her position. After hearing from all interested parties, the Board shall have the power to meet in closed session for the purpose of discussing and voting on the motion. Expulsion of a member shall automatically terminate immediately any office held by the expelled member and all other privileges of membership. There shall be no refund of any dues. The expelled member may not be eligible for future membership unless by a three-fourths vote of the Board.

**Section 9: Limitation on Liability.** No Member or Officer of the corporation shall be subject to assessment by the corporation except for the dues that are provided for in these Bylaws or fines. No Member or Officer of the corporation shall be personally liable for any of the debts, liabilities, or obligation of the corporation.

## ARTICLE V: DUES AND MEMBERSHIP FEES

**Section 1: General Members.** Upon initial application for membership, a General Member shall pay the first year's dues in the amount determined by the Board. Thereafter, upon each anniversary of the commencement of his or her General Membership, a General Member shall pay annual dues in the amount established by the Board.

**Section 2: Termination.** Failure on the part of any member to pay his or her dues by the due date shall automatically terminate that membership in the corporation. Payment within ninety days of termination shall automatically reinstate the membership previously terminated under the section. The Board may also reinstate, for good cause, any membership previously terminated under this section.

**Section 3: Transfer Members.** For purposes of this Section, a Transfer Member shall be a regular Member who, at the commencement of his or her membership in the Santa Monica Jaycees, is also a General Member of another local chapter of the California Jaycees, the United States Jaycees, or Jaycees International. If the Transfer Member's dues have been paid to the other local chapter, they will be deemed to be paid to the Santa Monica Jaycees until the Transfer Member's next anniversary date. The Transfer Member shall pay for any transfer fee charged to the Santa Monica Jaycees during the year of transfer.

## ARTICLE VI: ADOPTION OF MAJOR PROJECTS

**Section 1: Determination.** For the purposes of this Article, a major project shall be any project which, at the time the project is proposed for adoption by the Board, is reasonably expected to equal or exceed \$500.00 in expenditures. The determination that a project is a major project shall initially be made by the President of the corporation or, in his or her absence, by any other person presiding over a meeting of the Board at which the project is proposed for adoption. A determination by the President or another presiding person that a project is a major project may be reversed by a majority vote of the Board. If the President or another presiding person determines that a project is not a major project, that determination may be reversed by a majority vote of the Board at any time prior to the adoption of the project.

**Section 2: Adoption.** A major project may be adopted only in conformity with the procedures set forth in this Article. The adoption of a major project shall require a majority vote of the Board.

## ARTICLE VII: GOVERNANCE GENERALLY

**Section 1: Powers of the Board.** The Board (or "Board") of the corporation shall: be subject to the limitations imposed by the California **Non-Profit** Corporation Law, the Articles of Incorporation, and these Bylaws; exercise all corporate power either directly or through its agents; and control and manage the business affairs and property of the corporation.

**Section 2: Number of Members on the Board.** The Board for each year shall be determined by the General Members by majority vote at the first regularly scheduled General Meeting after October 1 of the preceding year. The number of Board Members shall be no more than 25.

**Section 3: Conduct of Board Meetings.** Each Board Member shall have one vote. Board Members shall not vote by proxy. The presence in person of a majority of the Board Members then in office at any meeting of the

Board shall constitute a quorum for the transaction of business. The person presiding over the meeting shall be counted in the determination of a quorum. The votes of the majority of the Board Members present in person at the meeting and actually voting shall, provided a quorum is present, be sufficient for any action to be taken by the Board, except as may be specifically provided otherwise by law or by these Bylaws. Abstentions from a vote shall be counted for purposes of determining the presence of a quorum, but shall not be counted in determining the outcome of a vote. The presiding officer shall be entitled to vote only when the vote is by secret ballot or in all other cases when the vote of the Board Members - voting results in a tie.

**Section 4: Parliamentary Procedure.** All meetings of the Board and of the General Members shall be conducted according to *Robert's Rules of Order, Revised*, provided that there is no conflict with these Bylaws or with any other regular policy adopted by the Board. The most current edition of *Robert's Rules of Order, Newly Revised* shall govern the business at all meetings of the general membership, Board of Directors, and any standing or special committees of this Corporation, except as otherwise provided for in these Bylaws and Policies.

**Section 5: Presiding Officer.** At all meetings of the Board and of the General Members, the President shall preside. In the absence of the President, the following shall constitute the order of alternate presiding officers: Executive Vice President, Individual Development Vice President, Community Development Vice President, Membership Vice President, Marketing Vice President, Secretary, State Director, and Treasurer.

**Section 6: Resolution by Board in Lieu of Meeting.** The President shall have the written authority to request that all Board Members either unanimously approve or disapprove of a matter that would otherwise be presented to the Board for an in-person vote. The President may request that the Board Members communicate their vote by email or other communications media. Upon receipt of all of the votes from the Board Members, the President shall affirm in writing, subject to the penalty of perjury, as those terms are defined under the laws of the State of California, that he/she has received the votes of the majority of the Board Members. The President shall then prepare an appropriate **resolution, which he/she shall sign, that** must empower the Board to act in accordance with the express terms of the resolution. A copy of the resolution shall be presented to all Board Members at the next regularly scheduled Board meeting and shall become a permanent part of the corporate record.

**Section 7: Officers.** The Officers of the corporation shall be the following: President, Executive Vice President, Community Development Vice President, Membership Vice President, Marketing Vice President, Business Development Vice President, Civic Engagement Vice President, Treasurer, Secretary, State Director, and Previous Year's President. In cases where there is more than one person for an office, the person who joined the Santa Monica Jaycees first, will serve as the official representative for that office.

**Section 8: Delegates.** The Board shall have the power to designate delegates to represent and vote on behalf of the corporation at district, state, regional, national, and international Jaycee meetings and conventions and at any other meetings and conventions in which the corporation may be represented. The President and the State when in attendance at these events, shall serve as the delegates. The Board may give delegates such instructions as the Board deems appropriate concerning voting at a meeting or convention. In the event that the Board fails to exercise its power under this section to designate delegates, the President and the State shall have the power to make such designation.

**Section 9: Corporate Seal.** The corporation shall adopt and use a corporate seal that shall be circular in form and shall have inscribed thereupon the name of the corporation and the date of its incorporation.

## ARTICLE VIII: ELECTIONS

**Section 1: Annual Election of Board:** There shall be an annual election in which the General Members elect the Board in accordance with the procedures set forth in this Article. Board members elected at the annual election shall take office on January 1 following the annual election and shall serve for a term of one year. The chairperson of the election committee shall be a past president.

**Section 2: Procedure for Annual Election:** The annual election shall be conducted in accordance with the following procedures:

- A. **Election Committee:** By not later than July 31 of each year the President shall appoint, with the written approval of the Board, the Chairman and members of the Election Committee consisting of at least three members. No member of the Election Committee may run for any elected position in the election for which he or she is serving on the Election Committee. The Election Committee shall notify the general membership of the annual election, solicit and interview candidates, secure from each candidate his or her consent to serve if elected, oversee and monitor the election of those who will serve in the subsequent calendar year, assist in the counting of ballots, and act as liaisons between the Board on one hand, and candidates on the other hand.
- B. **Eligibility:** Any General Member in good standing is eligible to have their name included on the ballot for any position on the Board, if that person is a regular member in good standing on or before the commencement of his term, and the Election Committee is given reasonable notice of the candidate's intention to seek a position on the Board. Only members of the Board of Directors of this Corporation from affiliated chapters which are current in payment of dues and all other accounts at the time of close of registration of delegates at any meeting of the Board of Directors of this Corporation shall be entitled to vote at that meeting.
- C. **Definition of Good Standing:** Good standing shall be defined as current in payment of dues, fees or any other accounts due and owing this Corporation and not subject to any disciplinary action by the California Jaycees where such disciplinary action has limited the chapter's participation in California Jaycees meetings, conventions and other activities and awards.
- D. **Opportunity for Candidates to Speak or Debate:** All candidates in the annual election shall be provided an opportunity to speak at a membership meeting prior to, or on the day of, the election. The Election Committee shall advise the Board so that they may determine, as provided otherwise herein, as to whether a Special Meeting of the General Members is necessary for candidates to speak so elections may be conducted efficiently and fairly. If a Special Meeting is to be held, the Election Committee shall inform the General Members of the time, date and location of the meeting, and provide the General Membership at least thirty (30) calendar days notice of such a meeting. If each position nominated for election is uncontested the president may call for a voice vote to approve the entire proposed slate of candidates.
- E. **Distribution and Voting of Ballots.** The annual election shall be conducted at the last regularly scheduled General Membership meeting in October. The election shall be conducted by the Election Committee. There shall be no absentee voting or voting by proxy, and only those General Members in good standing and in attendance at the General Membership meeting shall be eligible to vote. Each General Member may vote once, and no vote shall be counted more or less than one vote. Each General Member shall be allowed to vote for as many Board Members as allowed under these bylaws. Each

member of the Board of Directors shall be entitled to one (1) vote by himself or an appointed representative. No director may vote by written proxy. There shall be no votes in addition to the allocation of votes as set herein.

- F. **Order of Voting.** The election for the office of President shall be conducted first and the results of that election announced. After the results of the election for the office of President are announced, the election for the remaining seats on the Board shall be conducted. The previous year's President shall automatically serve on Board for the subsequent year as the prior year's President of the Board.
- G. **Counting of Ballots.** The Election Committee shall count the ballots and announce the results of the election immediately after the conclusion of the balloting. A simple majority is required to be elected. If there is a tie among two or more candidates for the final Board position or for the office of President, the tie among those candidates shall be broken by a subsequent run off vote by the General Members at the same General Membership meeting at which the annual election is held. The Election Committee shall rule on questions concerning the validity of the ballots. Rulings of the Election Committee shall be subject to reversal or modification by a two-thirds vote of the existing Board at the General Membership meeting at which the annual election was held.
- H. **Vacancy on the Board.** In the event of the resignation, removal, or death of any Board Members or Officer or in the event that the actual number of Board Members elected at the annual election is less than the maximum approved in Article VII, Section 2 of these Bylaws, such Board's or Officer's position shall be declared vacant. In the event of such a vacancy the President, may appoint a successor to fill the remaining term of that Officer's position.
- I. **Appointment of Officers.** The President shall appoint Board Members to serve as Officers for a term of one year, commencing on January 1.
- J. **Vacancy in Office.** In the event of the resignation, removal, or death of the President, the Executive Vice President shall become President; but if he or she shall for any reason decline or fail to serve as President, the alternate order of succession to the Presidency shall be as follows: Community Development Vice President, Individual Development Vice President, Membership Vice President, Marketing Vice President, Secretary, State, and Treasurer. In the event of the elevation of an Officer to the Presidency to fill a vacancy in that position or in the event of the resignation, removal, or death of any Officer other than the President, such office shall be appointed by the President. Any vacancy created by removal of an Officer from office shall be filled as provided in Bylaws.

## **ARTICLE IX: STANDING AND SPECIAL COMMITTEES**

**Section 1: Creation:** The President, with the approval of the Executive Committee and the Board of Directors, shall have the power to create standing or special committees.

**Section 2: Appointments:** The President, with the approval of the Executive Committee, shall have the authority to appoint the Chairmen and membership of all standing or special committees, subject to any delineation regarding the composition of any committee as set forth in the Policy of this Corporation. All such appointees shall serve at the pleasure of the President.



**Section 3: Chairmanship Terms:** All terms of chairmanship of any standing or special committees of this Corporation, unless otherwise provided for in the Policy of this Corporation, shall terminate on December 31st of each year.

**Section 4: Vacancies:** A vacancy in the chairmanship or membership of any standing or special committee of this Corporation shall be filled as promptly as possible by the President, subject to ratification by the Executive Committee at the next regular meeting following the filling of said vacancy.

**Section 5: Enumeration of Standing Committees:** And such other committees as are from time to time established as Standing Committees pursuant to these Bylaws.

**Section 7: Removal from Office:** The President, any other Officer, and any may be removed from office by reason of gross neglect of duties, misappropriation of funds, or his or her misconduct, upon a three fourths vote of the Board. Any Officer or so removed shall forthwith cease to be entitled to the rights and privileges associated with his or her former position.

#### **Section 8: Waiver of Nomination Procedures**

In the event that there shall be a deficient number of candidates recommended for a particular office, the Executive Committee shall, by majority vote, recommend qualified candidates for such office. Recommended candidates for any office must be members in good standing of an affiliated chapter within the California Jaycees.

### **ARTICLE X: DUTIES OF OFFICERS**

**Section 1: President.** The President shall be the chief executive of the corporation and as such supervise the corporation's affairs and activities, shall preside over meetings of the General Membership and the Board, shall be **ex-officio** a member of all committees other than the Election Committee, and shall represent the corporation in the community. The President shall report to the Board on a monthly basis concerning the corporation's affairs and activities.

**Section 2: Executive Vice President.** The EVP shall serve as the second ranking officer of the corporation. The EVP shall in the absence of the president assume the duties of the president. All other subsequent VPs named in this article shall report directly to the EVP.

**Section 3: Individual Development Vice President.** The Individual Development Vice President is responsible for organizing a reasonable number of events per quarter highlighting cultural, social, or historical aspects of our community. He or she should select and train project chairpersons for these events. He or she is also responsible for organizing guest speakers for the general member meetings to meet the members' personal development needs. The Individual Development Vice President shall promote the participation of the members in the individual competition programs at the district, regional, state, national, or international level and shall arrange for chapter competitions.

**Section 4: Community Development Vice President.** The Community Development Vice President is responsible for all events designated as community service projects. He or she is responsible for supervising and training each project chairperson and will oversee the selection and training of the project chairpersons. The Community Development Vice President is also responsible to provide the prior year Chairman's Planning Guide ("CPG") to the chairperson and ensure that the current year CPG is completed and submitted to the **Board**

upon completion of the event. They are also responsible to ensure that the event does not go over budget. The Community Development Vice President will serve as the liaison between the chapter and the community.

**Section 5: Membership Vice President.** The Membership Vice President is responsible for developing and supervising programs, with approval, designed to recruit and orient new General Members, to update the corporation's Roster of Members, to maintain the corporation's Roster of Members with the California Jaycees, and to coordinate with the Treasurer to ensure the collection of dues from all Members. He or she may, with the approval of the Board, create committees responsible for one or more of these duties, and assign chair persons to these committees. He or she shall be a member of all such committees, shall receive the reports of the chairpersons, and shall be responsible for reporting to the Board on the functioning of all committees and on all other activities and affairs in this area. He or she shall also be responsible for informing the Board upcoming membership renewals and current chapter membership total.

**Section 6: Marketing Vice President.** The Marketing Vice President shall be responsible for all press releases to all media outlets and shall prepare periodic newsletters to be distributed to the membership and community. He or she shall oversee all printed or digital materials used for promotional purposes, including, but not limited to, event programs, brochures, business cards, and T-shirts and shall be responsible for maintaining a chapter web site.

**Section 7: Secretary.** The Secretary shall give notice of all meetings of the Board and of the General Membership for which notice is required to be given by law or under these Bylaws, shall maintain records of attendance at meetings of the Board, shall prepare minutes of all meetings of the Board, and shall keep a permanent record of all minutes of the corporation. The Secretary shall be the custodian of all official records of the corporation. The official records of the corporation shall be available for inspection and copying by any Board Member at any reasonable time. The Secretary shall be responsible for the renewal of corporate documents with the State of California.

**Section 8: State Director.** The State Director shall represent the corporation to the District, Regional, State, National and International organizations and all other levels of the Jaycee organization. The State Director shall be responsible for the integration of the District, Regional, State, National, and International policies and projects of the corporation. The State Director shall be responsible for coordinating and supervising all affairs and activities of the corporation in seeking to host conventions and in the planning and holding of conventions. The State shall organize visitations to other chapters.

**Section 9: Treasurer.** The Treasurer shall keep the books of account and records of the corporation's properties and business transactions. The books and records of the corporation shall be available for inspection and copying by any **board member** at any reasonable time. The Treasurer shall issue notices of dues payable and shall be responsible for the collection of dues. The Treasurer shall endeavor to present a financial report to the Board monthly and shall present a written annual financial report forthwith at the conclusion of an administrative year. The Treasurer, along with a budget committee, shall prepare and present to the Board the annual budget by the second Board meeting of the administrative year.

**Section 10: Attendance by - Board Members.** Board Members are expected to attend all regular and special meetings of the General Membership and of the Board. Under the supervision of the Secretary, attendance records shall be maintained at all Board meetings. Attendance records and requirements for attendance shall not be affected by the fact that a quorum may not have been present at the meeting. Fifteen minutes after the commencement of a Board meeting, the Secretary shall record the names of **those Board Members** who are present and those who are not. A half absence shall be recorded for **each Board Member** who enters the meeting

after this time and a full absence shall be recorded for each Board Member who does not attend a meeting of the Board. A half absence shall be recorded for each Board Member who leaves a Board meeting prior to the adjournment thereof. Two half absences shall count as one full absence. A Board Member shall forfeit his or her position as an Officer, if that Board Member accumulates unexcused absences from four regularly scheduled Board meetings during the same administrative year. Excused absences shall not be counted in determining whether or not a position has been forfeited. An excused absence is defined as an absence approved by the President, Individual Development Vice President, or Community Development Vice President if such written approval is given prior to the commencement of the meeting at which the Board Member is absent. If an absence is deemed unexcused, the absent Board Member may appear to the Board for a reversal of this determination. The determination will be reversed by a majority vote of the Board, with the petitioning Board Member not voting.

**Section 11: Paid Staff.** The Board shall have the power by majority vote to authorize the corporation to employ such paid personnel as shall be necessary for the efficient operation of the corporation, and the Board shall prescribe the duties of such personnel. The Treasurer shall advise the Board concerning the level of salaries or other compensation paid to employees and the Board shall from time to time establish levels of salary and other compensation.

**Section 12: General Records:**

The Board of Directors shall have cause to be kept at the principal office of the corporation, a full and complete record of all its proceedings, which record shall be open to inspection by affiliated chapters in good standing at all times. Minutes of the meetings of the Board of Directors shall be prepared by the Corporate Secretary following each Board Meeting, and submitted to the members of the Board of Directors.

**Section 13: Membership Lists**

Membership rolls of local chapters shall be confidential, and shall not be distributed to any non-Jaycee organization or enterprise without the consent of the chapter affected or prior authorization of the State Board of Directors.

**Section 14: Terms**

Officers of this Corporation shall serve terms of one (1) year, commencing on the First (1st) day of January of the year following their election or appointment and terminating on the Thirty-first (31st) day of December of the same year.

**ARTICLE XI : COMMITTEES**

**Section 1: Committees.** There shall be standing committees and temporary committees as the Board shall from time to time determine. The Board shall define the responsibilities of all such standing and temporary committees.

**ARTICLE XII FINANCES**

**Section 1: Deposit of Funds.** The Treasurer shall deposit all monies received by the corporation with such depositories as may be designated from time to time by the Board. All such funds shall be credited to accounts in the name of the corporation or to accounts with special project names under control of the Board.

**Section 2: Management of Finances.** The Board shall have control and management of all property of the corporation. Funds of the corporation that are on deposit may be withdrawn only in accordance with procedures authorized by the Board and upon dual signatures of two of the authorized signatories for any expense over \$500. There shall only be two Officers or other than the President authorized to sign at any given time, which are the Executive Vice President and the Treasurer unless the Board votes by a two-thirds majority, to allow additional Officers to sign. The Treasurer shall not be authorized to sign checks, unless approved by a majority of the Board. The Board shall have the power to establish from time to time bank accounts in the name of the corporation, and the Board may designate particular accounts to be used in connection with particular purposes. Bank account reconciliations shall be performed monthly by the Treasurer and a report on the cash position shall be given at every Board meeting. The President shall appoint a Board Member to review the bank account reconciliations annually.

**Section 3: Obligations of the Corporation.** Unless authorized by a two-thirds written authority of Board, no officer, agent, member or employee of the corporation shall have the power or written authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or amount. So long as such action is not inconsistent with the Articles of Incorporation, these Bylaws, and all applicable laws, the Board may authorize any officer or agent to enter into any contract or to execute any instrument in the name of and on behalf of the corporation or may ratify any such action previously taken by an officer or agent. Such written authority may be general or may be limited to specific instances, as the Board may determine.

**Section 4: Budget.** Prior to assuming the office as the President, the President elect shall oversee a committee, which must include his or her Treasurer, to determine the annual budget which will be presented to the Board for approval at the second Board meeting of the year. Actual expenditures shall not exceed the budgeted amounts unless prior written approval is granted by the President and supervising Officer. No director, officer or member shall exceed their respective budget for any reason, unless prior written approval is granted by a majority of the Board. Any unapproved excess expenditures shall be the responsibility of the person who made the unauthorized purchase. Written documentation must be provided in order to receive reimbursement. A written request for reimbursement submitted more than six months after the purchase date will not be reimbursed unless approved by a majority of the Board.

**Section 5: Financial Statements.** It is the responsibility of the Treasurer to prepare financial statements and submit them monthly to the Board. Such financial statements shall be prepared in accordance with generally accepted accounting principles.

**Section 6: Collection of Obligations.** The Treasurer, under supervision of the Board, shall oversee the collection of all monies and other obligations due the corporation and shall be responsible to see that diligent efforts at collection are made. The Board may by a majority vote, authorize the temporary suspension of efforts at collecting a particular obligation if there is good reason for such a temporary suspension. The suspension of efforts at collection shall not exceed a six month period, at the end of which period the Board shall review the matter and order either that collection again be attempted or that efforts at collection be suspended for an additional six month period. The corporation shall not enter into a binding agreement releasing or compromising any money or other obligation owed to it unless such release or compromise had been approved by a two-thirds vote of the Board.

**Section 7: Taxes.** The Treasurer shall be responsible for ensuring that annual federal, state, and local tax forms are properly filed.

## **ARTICLE XIII: MEETINGS**

**Section 1: Regular Meetings of the Board.** The Board shall hold at least one regular monthly meeting at such time and location as the Board may determine. No written notice need be given of any regular meeting of the Board held pursuant to a regular meeting schedule duly adopted by the Board and communicated to the Board and the General Members of the corporation. Written notice of all other regular meetings of the Board shall be delivered to **the board members at** least ten days prior to such meeting. No Board of Directors meeting or Executive Committee meeting, with the exception of special or emergency meetings, shall be held on a weekend which includes a national holiday, Mother's Day, Father's Day or precedes a statewide or national election day. Whenever it shall be impractical to hold a regular meeting of the Board of Directors, matters may be voted upon by mail, fax, teleconference or email upon submission to the Board Members by the President. A majority of the Board Members voting within the time designated in connection therewith, being not less than ten (10) days, shall carry any matter so presented, provided, however, that to constitute a quorum, at least fifty (50%) percent of the members of the Board shall have submitted votes within the time designated.

**Section 2: Special Meetings of the Board.** Special meetings of the Board may be called at such time and such location as the President or a majority of the Board may determine. A special meeting may be requested in writing by 25% or more of the membership of the Board. Written notice of the time and place of such special meetings of the Board shall be delivered to the General Membership within five days prior to such meetings. The presence of any **Board Member at** such meetings shall waive the requirement of prior notification for that Board Member.

**Section 3: Regular Meetings of the General Membership.** Regular meetings of the General Membership shall be held not less frequently than monthly at such times and locations within Los Angeles County, California, as may be determined from time to time by the Board. No special written notice of any regular meeting of the General Membership need be given if that meeting is held pursuant to a regular meeting schedule duly adopted by the Board and communicated in advance to the General Membership. Prior to all other meetings of the General Membership, written notice thereof shall be delivered to the General Members within five days prior to the meeting.

**Section 4: Special Meetings of the General Membership.** Special meetings of the General Membership may be called for such time and place in Los Angeles County, California, as may be determined by the President or Vice President or by majority vote of the Board. The President shall be required to call a special meeting of the General Membership upon the written request of 25% or more of the General Membership, or two-thirds (2/3) of the members of the Board. Written notice of the time and place of such special meetings of the General Membership shall be delivered to the General Membership within five days prior to such meetings.

**Section 5: Quorum at a Meeting of the General Membership.** There shall be no requirement for a quorum or any other number of General Members present at a regularly scheduled or properly called for meeting of the General Membership. The votes of a majority of the General Members present in person at a meeting and actually voting shall be sufficient for any action to be taken by the General Members, except as may be specifically provided otherwise by law or by these Bylaws. Abstentions shall not be counted in determining the final outcome of a vote. The presiding officer shall be entitled to a vote only when the vote is by secret ballot or in all other cases where the vote of the General Members voting results in a tie.

**Section 6: Notice of Meetings.** Whenever, under these Bylaws, notice is required to be given or may be given to a General Member or a Board Member, such notice shall be deemed sufficient upon reasonable efforts of

delivery. Notice may be given as part of any regular or special publication distributed by the corporation to its members.

**Section 7: Notice of Waiver.** The transactions at any special meeting of the Board, however called and noticed or wherever held, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Board not present approve the minutes of the special meeting at the next regularly scheduled Board meeting.

#### **ARTICLE XIV: FISCAL YEAR**

##### **Delineation:**

The fiscal year of this corporation shall commence on the First (1st) day of January of each year and terminate on the Thirty-first (31st) day of December of the same year.

#### **ARTICLE XV: DUES Section 1: Amount of Dues**

Membership dues shall be payable to the Corporation for each regular member as defined in these Bylaws.

Dues shall be paid by the affiliated chapter to which said regular member belongs, and shall include Junior Chamber International and United States Junior Chamber dues. Dues shall be computed on the following basis:

- A. General Member: Dues shall be no less than Fourteen and Fifty Cents (\$14.50) over and above the dues charged by the United States Junior Chamber.
- B. Transfer Members: Dues shall be no less than Fourteen and Fifty Cents (\$14.50) over and above the dues charged by the United States Junior Chamber.

##### **Section 2: Payment and Allocation of Dues:**

Payment and allocation of the dues shall be as follows:

- A. All dues payable by an affiliated chapter, including California, U.S. Jaycee, and Jaycee International, shall be payable on the month preceding the anniversary of the individual's application for membership to this organization. The anniversary shall be based upon a monthly report of those members whose anniversary date of application occurs according to the records of the United States Junior Chamber .
- B. No regular member shall be submitted to the United States Junior Chamber or Junior Chamber International until the payment of the applicable dues have been received by the California Jaycees Service Center or an authorized Executive Committee Member.
- C. Any State Officer or employee who intentionally submits the name(s) to the United States Junior Chamber or Junior Chamber International prior to the receipt of the dues by the California Jaycees Service Center or an authorized Executive Committee Member as provided in these Bylaws shall be personally liable for said dues.

**Section 3: Member Dues:**

Full annual dues shall be remitted with current mailing addresses, email address and birth dates for all individual members submitted.

**Collection by Officers:**

All money for dues and fees collected from affiliated chapters by an Officer of this Corporation shall be forwarded immediately to the Office of this Corporation for processing.

**Termination of Delinquent Member:**

Any member delinquent in the payment of any account for any period in excess of three (3) months shall be considered suspended and shall forfeit all privileges of affiliation, until such accounts are paid. If such accounts remain unpaid for a period of six (6) months, such member shall automatically be terminated from Santa Monica Jaycees affiliation. All such action as identified above to be taken only after thirty (30) days written notice has been given to affected member.

**ARTICLE XVI EXTERNAL POLICY**

**Section 1: Policy Statement.** The corporation, through its Board, may adopt and publicize a policy statement on a public issue of a local, state, federal, or international nature, but only in conformity with the requirements of this Article.

**Section 2: Emergency Basis.** A policy statement may be adopted on an emergency basis and without the formal consideration required in Section 3 of this Article, but only in conformity with the requirements of this Section. Notice of a Board Member’s intention to move for the adoption on an emergency basis of a policy statement shall be given at a Board meeting preceding the Board meeting at which the motion will be made. At least ten days prior to the Board meeting at which the motion shall be made, a member of the Board shall deliver written notice of the proposed motion to all members of the Board who were absent from the meeting at which notice of the proposed motion was originally given. At least five days prior to the Board meeting at which the motion will be made, a member of the Board shall deliver written notice of the proposed motion to the General Members either in a regular publication or in a special publication prepared for the purpose of giving the notice. After the motion for the adoption on an emergency basis of a policy statement is made, the motion shall not be considered on its merits unless the Board has first, by a two-thirds vote, authorized consideration of the motion on an emergency basis. The authorization by the Board consideration of the motion on an emergency basis, shall constitute a determination by the Board that the motion deals with a current issue such that the effectiveness of a policy statement by the corporation will be irreparably impaired by the further passage of time and that the Board then has sufficient information, knowledge, and understanding to evaluate the motion fairly and intelligently. If the Board authorizes consideration of the motion on an emergency basis, the motion shall then be considered at the meeting at which it is made and may be adopted by a two-thirds majority vote. The motion may be amended by majority vote prior to its adoption.

**Section 3: Formal Consideration.** Except in the case of a motion for the adoption on an emergency basis of a policy statement made pursuant to Section 2 of this Article, a policy statement may be adopted only in conformity with the requirements of this Section. A motion for the adoption of a policy statement on other than an emergency basis may be made at any meeting of the Board and shall be in writing. No motion for the adoption of a policy statement on other than an emergency basis shall be considered on its merits unless the Board has first, by majority vote, authorized formal consideration of the motion. The Board may authorize

formal consideration of a motion for the adoption of a policy statement at the meeting at which such motion is made or at any subsequent meeting to which the question has been tabled. **If the Board authorizes formal consideration of the motion,** the President shall, subject to the written approval of the Board, appoint a special study committee consisting of a chairperson and at least two other members. The special study committee shall have the following duties in addition to such other duties as the Board may assign to it: To notify the General Membership that consideration of the motion is pending before the Board; to solicit and obtain information concerning the position of the General Members on the motion; to study and evaluate the sufficiency of the information, knowledge and understanding of the Board to evaluate the motion fairly and intelligently; to study and evaluate the issues with which the proposed policy statement deals; to study and evaluate alternative courses of action available to the Board with respect to the subject matter of the motion; and to formulate alternative written policy statements that the Board might adopt with respect to the subject matter of the motion. The special study committee shall report on its activities and the results of its study and evaluation at a time which shall be fixed by the Board not sooner than one month from the date formal consideration of the motion was authorized. At least five days prior to the Board meeting at which the report of the special study committee will be presented, a member of the Board shall mail notice of the presentation of the report to the General Members either in a regular publication or in a special publication prepared for the purpose of giving the notice. After the report of the special study committee has been given, the Board may refer the motion back to the special study committee for further study and evaluation with a definite time being established for the special study committee to report back to the Board, or the Board may consider the motion on its merits. When the Board considers the motion on its merits, that Board may amend the motion by a majority vote prior to its adoption. The adoption of a policy statement by the Board shall require a majority vote. In considering the adoption of a policy statement, the Board shall take into account the factors that the special study committee reported under the provision of this section.

**Section 4: Guide for Policy Statements.** To the extent that it is applicable and appropriate, the Jaycee Creed shall be used as a guide by the Board in considering and evaluating the adoption of a policy statement.

**Section 5: Prohibited Policy Statements.** The corporation shall not adopt any policy statement dealing with an issue of a purely partisan political nature and shall not issue any policy statement concerning candidates for election to public office.

## **ARTICLE XVII AMENDMENTS TO AND RECORD OF BYLAWS**

**Section 1: Amendment by General Members.** These Bylaws may be amended or repealed and new Bylaws adopted by either of the following methods: a) **by** the written consent of two thirds of the General Members; or b) by the vote of two thirds of the General Members at a meeting of the General Membership duly called for that purpose. The written consent of a General Member to the amendment or repeal of these Bylaws or to the adoption of new Bylaws shall be effective only if obtained more than ten days after the distribution of the written notice of the proposed **action.**

**Section 2: Amendment by the Board.** Subject to the power of the General Members of the corporation to amend or repeal these Bylaws, as provided in Section 1 of this Article, these Bylaws may be adopted by the two thirds vote of the Board at a regular or special meeting and after notice has been given in the manner required by this Section. Notice of a Board **Member's intention to move** for the amendment or repeal of these Bylaws or the adoption of new Bylaws shall be given at a Board meeting preceding the Board meeting at which the motion



will be made. At least ten days prior to the Board meeting at which the motion will be made, a member of the Board shall deliver written notice of the proposed motion to all Board **Members absent** from the meeting at which notice of the proposed motion was originally given. At least five days prior to the Board meeting at which the motion will be made, a member of the Board shall deliver written notice of the proposed motion to the General **Members. After** the motion is made, the Board may without further notice to the absent Board **Members or** the General Members, postpone consideration of the motion to a definite time at a later meeting and may amend the motion by a majority vote prior to its adoption.

**Section 3: Record of Bylaws.** A permanent record of these Bylaws and of all amendments thereto shall be maintained by the corporation and shall be available for inspection by all members of the corporation. Each **Board Member shall** during the term of his or her office be provided with a copy of the Bylaws of the corporation.

**Section 4: Non-Waiver or Suspension**

These Bylaws shall not be waived or suspended at any time for any purpose.

**ARTICLE XVIII – INDEMNITY OF MEMBERS OF THE BOARD AND INSURANCE ISSUES**

**Section 1: Indemnity Generally.** The Santa Monica Jaycees shall indemnify and defend past and current members of the Board and hold them harmless from and against any and all liability, damage, cost or expense (including reasonable court costs and attorneys' fees) incurred on account of or arising out of (a) any alleged breach of duty or negligence of the Santa Monica Jaycees or its past and/or present officers, including, but not limited to, the defense of any claims based on any allegation of fact or violation of law or regulation and/or (b) any action, suit or proceeding based on a claim that any representations or agreements were inaccurate or misleading in any way, including, but not limited to, any matters which may refer or relate to the payment of state, federal or local taxes. The Santa Monica Jaycees shall, on an annual basis, retain and pay premiums for at least general liability insurance.

**Section 2: General Liability Insurance.** The Santa Monica Jaycees shall, on an annual basis, retain and pay premiums for general liability insurance to address risks which may refer or relate to its conduct of affairs, including, but not limited to, its conduct.

**ARTICLE XIX – DISSOLUTION**

**Section 1: Generally.** The Santa Monica Jaycees existence as a corporation is perpetual as provided by the laws of the State of California and documents filed with the appropriate agency of the State of California. The corporation may be dissolved in conformance with the laws of the State of California by a unanimous vote of the Board. The general membership must be notified of the intention of such a vote no less than thirty days in advance

**CERTIFICATE OF THE SECRETARY**

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Santa Monica Jaycees, a California corporation, and that the foregoing Bylaws, constitute the Bylaws of that corporation as duly adopted at a meeting of the members there duly held on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

IN WITNESS WHEREOF, I hereby subscribe my name on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Secretary