



NATIONAL BYLAWS

Revised and Adopted

October 17, 2020

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ARTICLE I

NAME

SECTION 1.1 NAME

The Corporation shall be known as The United States Junior Chamber, doing business as JCI USA (the "Corporation").

SECTION 1.2 COPYRIGHT, TRADEMARKS, AND ALL INDICIA OF OWNERSHIP AND USE OF INTELLECTUAL PROPERTY

It shall be the responsibility of the Staff management position (as defined in Section 9.3) to cause to be filed, recorded, and/or registered and maintained in a current status such statement of certification or other documents, and to take any other steps as may be deemed necessary to preserve the rights of the Corporation in the names, The United States Jaycees, The United States Junior Chamber of Commerce, the Jaycees, Junior Chamber of Commerce, and other derivations and/or abbreviations thereof, including but not limited to copyright, trademarks, and all indicia of ownership and use of intellectual property.

SECTION 1.3 PRINCIPAL OFFICE

The principal office of the Corporation shall be located in the United States of America in a place determined by the Staff management position. Such location must be approved by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE II

PURPOSE

SECTION 2.1 PURPOSE AND CREED

A. This Corporation shall be a not-for-profit corporation, organized for such educational and charitable purposes as will promote and foster the growth and development of young persons' civic organizations in the United States, designed to inculcate in the individual membership of such organization a spirit of genuine American patriotism and civic interest, and as a supplementary education institution to provide them with opportunity for personal development, leadership development and achievement and 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.

B. Toward these ends, the Corporation shall adopt the following as its Creed:

We believe

That faith in God gives meaning and purpose to human life;

That the brotherhood of man transcends the sovereignty of nations;

That economic justice can best be won by free men through free enterprise;

That government should be of laws rather than of men;

That earth's great treasure lies in human personality;

And that service to humanity is the best work of life.

SECTION 2.2 VISION

To be the leading global network of young active citizens.

SECTION 2.3 MISSION

To provide development opportunities that empower young people to create positive change.

SECTION 2.4 INDEPENDENT AND NON-PARTISAN

The Corporation shall not engage in partisan political activities by supporting candidates for public office or assisting political parties.

SECTION 2.5 AFFILIATION

The Corporation shall be affiliated with Junior Chamber International ("JCI").

ARTICLE III

MEMBERSHIP

SECTION 3.1 CLASSES OF MEMBERSHIP

Membership in the Corporation shall include nine (9) classes as follows:

- A. Individual Member;
- B. Local Chapter, including
 1. Local Chapter
 2. Provisional Chapter
 3. Developing Chapter
- C. State Organization, including
 1. State Organization
 2. Developing State Organization
 3. National Affiliate Organization
- D. Honorary Member;
- E. Life Member;
- F. Sustaining Member;
- G. Individual Institutional Member;
- H. Alumnus Member; and
- I. Business Membership.

No other types or classes of membership shall be permitted within any Junior Chamber organization or affiliate.

SECTION 3.2 INDIVIDUAL MEMBERS

Young persons, who are a member of a Local Chapter in good standing with the State Organization, if one exists, and the Corporation, shall be considered an Individual Member of the Corporation. Such Individual Members shall be qualified by, and represented through, the Local Chapter so long as said Individual Member shall pay the dues to the Local Chapter as specified in its Bylaws, and Articles or Certificate of Incorporation.

SECTION 3.3 LOCAL CHAPTER

- A. Any young persons' organization of good repute existing in any community within the United States, organized for purposes similar to and consistent with those of the Corporation, shall be eligible for affiliation as a Local Chapter.
- B. Applicants for affiliation as a Local Chapter shall file with the Staff management position of the Corporation, a written application. The application must include, but is not limited to:
 1. Name and permanent Chapter mailing address.
 2. A complete roster of the applicant's membership, showing a minimum number of ten (10) Individual Members who are not presently Individual Members of the Corporation, which shall include but not be limited to:
 - a. Name
 - b. Mailing Address
 - c. Home and Business Phone Number
 - d. Birth Date
 - e. Gender
 - f. Email address
 3. A remittance covering the Charter fee of Two Hundred Fifty and No/100 Dollars (\$250.00) to the Corporation is owed at the time the charter is granted plus the new Individual Member administrative fee of Fifteen and No/100 Dollars (\$15.00) per Charter Member. If said Chapter qualifies as a Collegiate Chapter, then the Charter fee is waived. The State Organization may assess a fee not to exceed Ten and No/100 Dollars (\$10.00) per Charter Member. During the first six (6) months, such Local Chapter shall be identified as a Charter Member.
 4. Acceptance of terms and conditions for affiliation indicated by notarized signature of an applicant member and by notarized signature of the extending chairperson.
 5. Approval of the applicant by the State Organization with which it is affiliated.
 6. Assignment of the applicant by the State Organization to a Regional Director and District Director if existing, who shall be responsible for providing State Organization service to such applicant.

7. A copy of the applicant's Certificate or Articles of Incorporation and/or Bylaws or other rules for the conduct of its business which shall not contain provisions contradictory to these Bylaws or the Articles or Certificate of Incorporation or Bylaws of its State Organization and which must include the following provisions:
 - a. A clause expressly stating that the Local Chapter shall be, and is hereby affiliated, with the applicable State Organization, the Corporation, and JCI and is subject to the Certificate or Articles of Incorporation and Bylaws of each of these bodies insofar as they affect and prescribe the purposes and functions of Local Chapters.
 - b. A clause expressly stating that the annual election of officers and directors shall take place between September 1 and November 30 each year and that such officers and directors shall take office no later than January 1 of the following calendar year.
 - c. A clause, or clauses, expressly limiting eligibility for membership in the Local Chapter to individuals who are within certain specified age limits. Said age limits shall be set by the Local Chapter consistent with the age limits set by the State Organization to which the Local Chapter is affiliated. In no event shall said age limits be less restrictive than a limit restricting membership to those individuals who are at least eighteen (18) and no more than forty (40) years of age.

If any Individual Member shall exceed the applicable maximum age limit after the Individual Member's anniversary date, such member shall be deemed an Individual Member until said Member's next anniversary date; or, in the case of an Individual Member holding office in the Corporation, State Organization or Local Chapter, until completion of such term of office. No Individual Member shall be permitted to hold any office if said member has already exceeded the maximum age limit prior to commencement of the term of such office, except where provided in Section 3.11.

- C. In order to qualify as a Collegiate Chapter, the Certificate or Articles of Incorporation and/or Bylaws or other rules for the conduct of the business of the Local Chapter submitted by said Local Chapter must contain, in addition to the requirements stated above, a clause, or clauses, expressly limiting eligibility for membership in the Local Chapter to individuals who are currently enrolled as students, or are currently employed by one or more specifically listed post-secondary educational facility or institution. In the alternative, the Local Chapter may provide written documentation that said Local Chapter is a student organization that is officially recognized and/or officially sanctioned by a post-secondary educational facility or institution.
- D. Provisional Local Chapters may be authorized pursuant to the Corporation's Policies and Procedures.
- E. Developing Local Chapters may be authorized pursuant to the Corporation's Policies and Procedures. In order to qualify as a Developing Chapter, a non-refundable deposit of one hundred dollars and no cents (\$100.00) shall be remitted to the Corporation plus the new Individual Member administrative fee of fifteen dollars and no cents (\$15.00) per Developing Chapter Member. Upon the Developing Chapter reaching the required twenty (20) Individual Members to qualify as a Local Chapter, the deposit of one hundred dollars and no cents (\$100) shall be applied towards the two hundred and fifty dollars and no cents (\$250.00) Charter Fee as prescribed in Section 3.3(B)(3). Pursuant to Section 3/3(B)(3), the first six months begins when the Developing Chapter applies for Developing Chapter status with the Staff management position of the Corporation.
- F. The Bylaws, Constitution or Articles of Incorporation of a Local Chapter or State Organization shall not be inconsistent with the provisions of the Corporation's Bylaws, nor shall a Local Chapter or State Organization amend its Bylaws, Articles or Certificate of Incorporation in such manner as to be inconsistent with the provisions these Bylaws. Any Local Chapter or State Organization in violation of the foregoing may be subject to revocation of its Charter as provided in Section 3.10.
- G. Except as provided in Section 3.4(G), Local Chapters shall, at all times, maintain a Charter from the State Organization, if one exists, within whose geographic boundaries it is located. Failure to comply with this Section shall result in the immediate revocation of such Local Chapter's Charter.
- H. The official roster of Individual Members of a Local Chapter shall be that roster maintained by the Corporation.
- I. For the avoidance of doubt, all persons associated with the Local Chapter who are within the permitted age range referenced in Section 3.3(B)(7)(c) ("Eligible Persons") shall be considered Individual Members for the purposes of calculating monies owed by the Local Chapter to the Corporation (and the relevant State Organization), regardless of the amount of dues collected from such Eligible Person; and further, any attempt by a Local Chapter (or State Organization) to classify Eligible Persons as "non-Jaycee" members (or similar schemes) shall be void, and may subject such Local Chapter to sanctions, including but not limited to:
 1. requiring such Local Chapter to make payment to the Corporation in an amount equal to three (3) times the amount that would have been owed for each Eligible Person for each year not properly disclosed, and
 2. revocation of the charter of such Local Chapter.

SECTION 3.4 STATE ORGANIZATION

- A. Local Chapters affiliated with the Corporation (exclusive of Institutional Local chapters and Institutional Members respectively), which are located within the geographical boundaries of a state shall be eligible to join together for affiliation with the Corporation as a State Organization, provided no state shall have more than one (1) State Organization . All chapters within the geographic boundaries of a state that has a State Organization shall be members of that State Organization.
- B. For any group of two or more local chapters wishing to join together as a State Organization located within the geographical boundaries of a state that has no current State Organization, may do so by submitting to the Staff management position an application for recognition. Applicants for State Organization shall apply for membership in the same manner and subject to the same action as in the case of a Local Chapter applicant, or as otherwise provided herein. Such application shall be reviewed for approval by the Executive committee, and approved or declined at its sole discretion. In the event any Local Chapters from a state that does not have a State Organization or an elected President may instead choose to send a National Director to represent them. A Nation Director must present a letter to the Staff management position, signed by a majority of the Local Chapter Presidents of the Local Chapters within that geographical boundary to be recognized as a National Director.
- C. Such application shall be accompanied by the following:
 1. A letter signed by an officer or director of the Corporation sponsoring the applicant State Organization.
 2. A remittance covering charter fee of Fifteen and No/100 Dollars (\$15.00).
 3. A copy of the applicant organization's Articles or Certificate of Incorporation and its Bylaws or other rules for conduct of its business, which shall not contain provisions contradictory to these Bylaws and which shall contain the following minimum provisions:
 - a. A clause expressly stating that eligibility for membership in a Local Chapter affiliated with said State Organization be limited to individuals who are within certain specified age limits. Said age limits shall be set by the State Organization, but in no event shall they be less restrictive than the age limitations found in Section 3.3(B)(7)(c);
 - b. A clause expressly stating that the Board of Directors of the State Organization be comprised of Individual Members elected or appointed by Local Chapters affiliated with said State Organization from their respective membership;
 - c. A clause expressly stating that in all matters relating to or affecting the Corporation brought before any meeting of the State Organization, only Local Chapters who are in good standing shall have the right to vote; and
 - d. A clause expressly stating that the State Organization shall not change or amend its Articles or Certificate of Incorporation or its Bylaws in such a manner as will be inconsistent with any of the requirements for affiliation.
- D. The official rosters of Individual Members and of a State Organization shall be those rosters maintained by the Corporation.
- E. State Organization Probationary Status
 1. Upon non-compliance with these Bylaws, the Corporation's Board of Directors shall have the authority, through majority vote, to terminate the good standing status of any State Organization, and place the State Organization on probationary status. Any State Organization designated by the Board of Directors as having probationary status shall not be eligible to participate in any national awards program and shall have all voting privileges suspended. Participation in any national Junior Chamber awards program by a Local Chapter, or any Individual Member, shall not be affected by the probationary status designation of the State Organization.
 2. The Corporation's National President (as defined in Section 8.1) may appoint a person as trustee of the assets of any State Organization placed on probationary status. The trustee shall supervise all expenditures, receipts and assets of that State Organization. A State Organization on probationary status is entitled to have representation at all of the Corporation's Board of Directors Meetings. Termination of probationary status and reinstatement of good standing may be granted by the Corporation's Board of Directors by majority vote at any Board of Directors meeting.
- F. A State Organization, which has been on probationary status for not less than six (6) months, may be subject to the following provisions:
 1. The Board of Directors may, by majority vote, revoke the charter of such State Organization and temporarily assign such State Organization Local Chapters to another State Organization in good standing.

2. The State Organization to which such Local Chapters are assigned must be reasonably proximate, in the sole discretion of the Board of Directors, to adequately service such Local Chapters with a view to re-establishing the terminated State Organization. Such assignment will be reviewed annually by the Executive Committee and voted upon by the Board of Directors.
- G. Escrow of Assets. At such time as a Local Chapter's membership falls below twenty (20) Local Members, the President of the State Organization may appoint a person as trustee of the assets of that Local Chapter who shall supervise all expenditures and receipts of that Local Chapter. At such time as a Local Chapter has its charter revoked by The Corporation, the President of the State Organization shall appoint a person as Trustee of the assets of that Local Chapter, who shall first pay the legal debts of the Local Chapter and then apply the remaining balance, if any, to the benefit of the State Jaycee Foundation or such other non-profit organization.

SECTION 3.5 HONORARY MEMBERS

- A. Honorary Membership may be conferred, upon prior recommendation of the Board of Directors in regular session, on any person or persons, only upon outstanding cause shown, by a two-thirds (2/3) majority vote of the accredited delegates at any Annual Meeting of the Corporation.
- B. Honorary Members may not hold office, except in honorary capacity, or vote in the Corporation.
- C. Any person or persons may be elected as Honorary Officer of the Corporation by at least ninety-five percent (95%) vote of the accredited delegates present on the floor of any Annual Meeting of the Corporation, provided that such election shall have been recommended by the Executive Committee and by the Board of Directors at a regular meeting following said Executive Committee Meeting and at least sixty (60) days prior to said Annual Meeting. To be eligible to be declared an Honorary Officer, any person, with the exception of the President of the United States, shall have first been an Honorary Member for a period of at least one (1) year.

SECTION 3.6 LIFE MEMBERS

Past Presidents of the Corporation who have faithfully fulfilled the duties of their office shall be granted life membership. Life Members shall not vote or hold office in this Corporation unless otherwise qualified.

SECTION 3.7 SUSTAINING MEMBERS

- A. Any reputable individual or entity desiring to assist financially in extending the purposes and function of the Corporation shall be eligible for affiliation as a Sustaining Member.
- B. Sustaining Members shall not be entitled to any of the rights and privileges of membership.

SECTION 3.8 INSTITUTIONAL MEMBERS

An Individual Institutional Member shall be a young person who meets the requirements of Section 3.2. and who is a member of a Local Chapter, defined as an Institutional Local Chapter pursuant to Policy 3-3.

SECTION 3.9 ALUMNUS MEMBERS

Any Alumnus Member shall be an individual who has reached the age of forty-one (41) years who previously was an Individual Member in good standing. An Alumnus Member shall not be entitled at any time to hold any office or vote upon any matter of the Corporation, any State Organization, or any Local Chapter.

SECTION 3.10 REVOCATION OF MEMBERSHIP

The Board of Directors, by a two-thirds (2/3) majority vote (in accordance with Article V) may remove the Charter of any Local Chapter or State Organization or may terminate the membership of any Individual Member for good cause shown; provided, however, that such Local Chapter or State Organization or Individual Member is given notice by certified mail to the last known ranking officer of such Local Chapter or State Organization address of the Individual Member not less than thirty (30) days prior to the date revocation or termination is to be considered and after an opportunity to be heard at such meeting of the Board of Directors. This section does not apply to revocation of a Local Chapter's Charter under Section 3.3(F).

SECTION 3.11 MEMBERSHIP REQUIREMENTS

Effective through December 31, 2022: Individual Members of the Corporation, who shall not have reached forty-one (41) years of age on or before the commencement of the term of office, shall be eligible to hold office in the Corporation, State Organization or Local Chapter provided, however, that other requirements for office are also met. The Immediate Past President of the Corporation shall be able to serve even if he has attained the age of forty-one (41) on or before the commencement of his term of office.

Effective after December 31, 2022: Individual Members of the Corporation, who shall not have reached forty (40) years of age on or before the commencement of the term of office, shall be eligible to hold office in the Corporation, State Organization or Local Chapter provided, however, that other requirements for office are also met. The Immediate Past President of the Corporation shall be able to serve even if he has attained the age of forty (40) on or before the commencement of his term of office.

SECTION 3.12 BUSINESS MEMBER

A Business Member status may be authorized by a majority vote of the Executive Committee and the Board of Directors.

SECTION 3.13 LICENSE TO UTILIZE THE TRADEMARKS

License to utilize the trademarks, service marks and collective membership marks of the Corporation shall be as follows:

- A. Every State Organization or Local Chapter in good standing and in compliance with these Bylaws is granted a revocable license to utilize the trademarks, service marks and collective membership marks of the Corporation, including JAYCEE, JAYCEES, J.C., J.C.'s, JCI, JUNIOR CHAMBER, JUNIOR CHAMBER OF COMMERCE, and JUNIOR CHAMBER INTERNATIONAL in connection with its activities as a member of the Corporation. No State Organization or Local Chapter may utilize the trademark, service marks or other collective membership marks identified as JCI USA, U.S. Jaycees, The United States Jaycees, the U.S. Junior Chamber or any similar likeness thereto. All such usages shall be in compliance with the quality control requirements of the Corporation.
- B. The license granted in Section 3.13(1) above shall be subject to control by the Executive Committee in respect to the nature and quality of the goods or services in connection with which the marks are used. Said licenses may be revoked at any time by action of the Executive Committee for non-compliance by the State Organization or Local Chapter with these Bylaws or for non-compliance by the State Organization or Local Chapter with the quality control requirements of the Corporation. The Executive Committee may reinstate any revoked license by a majority vote. All decisions of the Executive Committee with respect to the revocation or reinstatement of a license to use trademarks, service marks or collective membership marks of the Corporation shall be final.
- C. The license granted in Section 3.13(1) above is terminated immediately and automatically when any State Organization or Local Chapter disaffiliates or when its charter is revoked or suspended for any reason.
- D. In the event the license to a State Organization or Local Chapter is revoked under Section 3.13(3) above or terminated under Section 3.13(3) above, the State Organization or Local Chapter, and those in active consort therewith, shall immediately cease and desist the use of any trademarks, service marks or collective membership marks belonging to the Corporation, including, but not limited to, those marks included in Section 3.13(1) above and any marks substantially similar or likely to confuse therewith.
- E. Applying for, or maintaining, affiliation with the Corporation by a Local Chapter constitutes a waiver of all separate or independent rights of such member in the marks listed in Section 3.13(1) above.

ARTICLE IV

GOVERNING BODIES

SECTION 4.1 GOVERNING BODIES

The Corporation shall have three (3) governing bodies:

- A. The delegates to the Annual and Special Meeting of the Corporation, (the "Delegates")
- B. The Board of Directors; and
- C. The Executive Committee.

SECTION 4.2 DELEGATES

The accredited delegates to the Annual Meeting shall have all those powers not specifically delegated to any other body by the Articles of Incorporation or by these Bylaws.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.1 BOARD OF DIRECTORS

The control of the Corporation, subject to the provisions of Article IV, shall be vested in the Board of Directors, which shall consist of the following members:

- A. All voting members of the Executive Committee;
- B. Any Director appointed by the National President recognized in Policy 11-3 (Non-Voting);
- C. The President of any State Organization that has not been designated a Developing State Organization or a National Affiliate Organization;
- D. Any National Director recognized in Section 3.4 B of these Bylaws;
- E. The staff management position recognized in Article X of these Bylaws; (Non-Voting, Ex-Officio)
- F. The President-Elect; (Ex-Officio)
- G. All members of the Corporation's Board of Directors shall be Individual Members of the Corporation, except for the staff management position.

SECTION 5.2 BOARD MEETINGS

- A. The Board of Directors shall meet a minimum of three (3) times a year at such times and places as the President of the Corporation may designate or upon written request of no fewer than twenty-six (26) Members of the Board of Directors, voting and non-voting: said request shall state the time for such meeting and such meeting shall be held at the most convenient place, including virtual meetings when required because of the inability to meet in person.

The first (1st) meeting of the Board of Directors may be held prior to January 1 of their term of office, for the purposes of approving only the budget for the upcoming year and approving appointed officers of the Corporation. No actions passed prior to the beginning of the term of office of this incoming Board of Directors will take effect unless ratified by a sitting Board of Directors.

- B. Written notice of all meetings shall be sent to each member of the Board of Directors under the direction of the Staff management position at least fourteen (14) days prior to such meeting.
- C. A majority of the Board of Directors shall constitute a quorum. Any lesser number may adjourn from time to time until a quorum is present.
- D. Actions of the Board of Directors may be voted upon by written notice;
 1. If a written resolution setting forth such action shall be delivered, via written notice, to all members of the Board of Directors. A period of fifteen (15) days is permitted for the return of the votes from the date of the receipt of the written notice, or if
 2. In the case of votes on statements of external policy, if a written resolution setting forth such action shall be sent by written notice and a thirty (30) day period is permitted for the return of votes from the date of the sending of the resolution. For votes by written notice to be considered valid, ballots must be returned by a majority of the members of the Board of Directors.
 3. If the notice is sent by electronic mail, it shall be delivered to the official state email addresses assigned by the Corporation.
- E. The Board of Directors shall cause to be kept at the Corporation's National Service Center a full and complete record of all its proceedings, which record shall be open to the inspection of Individual Members at any time. Reports of its work shall be prepared under the direction of the Staff management position and submitted to the Board of Directors.

SECTION 5.3 DUTIES AND RESPONSIBILITIES

The Board of Directors shall have general control and management of the property and business affairs of the Corporation and the ratification and authorization of appropriations of such portions of the restricted reserves of the Corporation as permitted in Section 14.4 and the policies thereto pertaining. It shall have power to remove, except as herein otherwise provided, any officer, agent or employee of the Corporation at any time for good cause shown. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise such powers and do all such lawful acts and things as are not reserved or delegated by the Articles of Incorporation or by these Bylaws and policy to any other body or sub-division of the Corporation.

SECTION 5.4 QUALIFIED VOTING POWERS

- A. Each State President or National Director member of the Board of Directors shall have, in addition to his or her own vote, one (1) additional vote for each ten (10) Local chapters in good standing within their state.
- B. For purposes of calculating the number of additional votes, the State Organization's local chapters existing as of membership close-out of the previous year shall be used.

ARTICLE VI

EXECUTIVE COMMITTEE

SECTION 6.1 EXECUTIVE COMMITTEE

- A. There shall be an Executive Committee, which shall consist of the following members:
 - 1. Voting Members shall consist of
 - a. President;
 - b. Deputy National President;
 - c. National Vice-Presidents;
 - d. Immediate Past President;
 - e. General Legal Counsel;
 - f. President-Elect; (ex-officio)
 - g. Treasurer
 - 2. Non-voting members shall consist of
 - a. The staff management position recognized in Article X of these Bylaws;
 - b. Directors appointed by the National President recognized in Policy 11-3.

SECTION 6.2 OFFICERS

The officers of the Corporation shall be a President, an Immediate Past President, the elected Vice-Presidents, the staff management position recognized in Article X of these Bylaws, a General Legal Counsel, a Treasurer, and the Deputy National President.

SECTION 6.3 DUTIES AND RESPONSIBILITIES

The duties and powers of the officers of the Corporation shall be such as are by general usage indicated by the title of the respective office, except as may otherwise be specified in these Bylaws.

SECTION 6.4 REMOVAL OF ELECTED OFFICERS

The Board of Directors, by a two-thirds (2/3) vote (in accordance with Article V) of those casting votes, may remove any elected officer of the Corporation from office for good cause shown; provided, however, that such officer is given written notice by certified mail not less than thirty (30) days prior to the date such removal is to be considered and after an opportunity to be heard by the Board of Directors.

SECTION 6.5 MEETINGS AND QUORUM

- A. The Executive Committee shall meet at such times and places as it shall determine or upon call of the President or upon call by 51% or more of the Executive Committee voting members.
- B. A quorum of the Executive Committee shall consist of a minimum of 51% or more of the voting members.

SECTION 6.6 DUTIES AND RESPONSIBILITIES

- A. The Executive Committee shall have power over the fiscal affairs of the Corporation under the limitations of the budget except as such power may be specifically delegated to any other body or subdivision of the Corporation.
- B. The Executive Committee shall serve as an advisory committee to the President and Staff management position in matters concerning the administrative affairs of the Corporation.
- C. The Executive Committee, in addition to the powers and authorities expressly conferred upon it by these Bylaws and Policy and Procedures, may exercise all such powers and do such lawful acts and things as are not reserved or delegated by the Articles of Incorporation or by these Bylaws and Policy and Procedures to any other body or subdivision of the Corporation.

SECTION 6.7 BYLAWS & POLICIES COMMITTEE

There shall be a Bylaws & Policies Committee, which shall consist of the Immediate Past President, the President, the Deputy National President, the Staff management position, the immediate past Legal Counsel, the Legal Counsel, and two members of the Executive Committee appointed at large by the President. The Bylaws & Policies Committee shall be responsible for reviewing the Bylaws and Policies of the Corporation and for recommending proposed changes to the Bylaws and Policies of the Corporation. The Bylaws and Policies Committee shall be chaired by the Legal Counsel, or in the event legal counsel is unable to serve, an appointee of the president.

SECTION 6.8 FINANCE COMMITTEE

There shall be a Finance Committee, which shall consist of the Immediate Past President, the President, the Deputy National President, the Staff management position, the immediate past Treasurer, the Treasurer, and two members of the Executive Committee appointed at large by the President. The Finance Committee shall be responsible for monitoring the finances of the Corporation, for considering and commenting on proposed financial activities of the Corporation, and for recommending proposed budgets for the Corporation. The Finance Committee shall be chaired by the Treasurer, or in the event the Treasurer is unable to serve, an appointee of the president.

SECTION 6.9 RECEIVERSHIP OF STATE ORGANIZATIONS OR LOCAL CHAPTERS

- A. Five members of any Local Chapter, three board members of any State Organization, or a majority of Local Chapters within a state, may request Executive Committee intervention via receivership. Upon receiving such request, the Staff management position shall begin an investigation into the affairs behind the request. At such time as the Staff management position can report to the Executive Committee, the Executive Committee may empower Legal Counsel to act as receiver for the Local Chapter or State Organization.
- B. Any of the United States Junior Chamber President, Staff management position, Treasurer or Legal Counsel may individually veto this empowerment at the time of the vote by the Executive Committee to intervene.
- C. Any request for intervention shall list the concerns regarding governance of the Local Chapter or State Organization and shall be limited to failure to hold meetings, failure to hold elections, misuse of funds or assets, and misappropriation of funds or assets. The request shall have attached all documentary evidence, including witness statements, governing documents, cancelled checks, letters, emails, and any other documents of note supporting the concerns.
- D. If so empowered, Legal Counsel shall act to the minimum extent necessary to address the concerns listed. Legal Counsel shall, to the best of their ability, follow the Constitution, Bylaws, and Policies of the Chapter or Organization in receivership with regards to meetings, elections, notices, and quorum. In the event following the governing documents of the organization is impracticable or futile for reasons beyond the control of the Legal Counsel, then the Legal Counsel shall endeavor to follow the spirit of those documents to ensure maximized participation by members or delegates of the Organization or Chapter in receivership.
- E. As receiver, Legal Counsel may appoint a local designee, regardless of status as a Jaycee, in order to conduct proceedings subject to the direction of the Legal Counsel.
- F. If necessary, the Legal Counsel shall institute legal proceedings or actions in a court of appropriate venue and jurisdiction to assert his or her authority as receiver. The costs for any such proceeding shall be a cost of the receivership, but nothing in this provision shall serve to abridge any right or claim against any party to pursue those or other costs or claims.
- G. Once Legal Counsel has addressed the concerns leading to receivership approved by the Executive Committee, or upon terminating any legal action or proceeding initiated, Legal Counsel shall, within 14 days, provide a report describing all actions taken pursuant to the receivership to the Executive Committee for approval. Approval by the Executive Committee of the report shall constitute the final termination and close out of the receivership.

ARTICLE VII

ELECTIONS

SECTION 7.1 NOMINATIONS

- A. Not less than ninety (90) days before the Annual Meeting, under the direction of the Staff management position, written notice shall be provided to all Local Chapters sent not later than fifteen (15) days before the opening of the Annual Meeting, notifying that such members shall file at the Corporation's National Service Center a written recommendation for any Individual Members proposed for the office of President or Vice-President on a form and with such information included as the Board of Directors prescribes. Such nomination shall be accompanied by a certified check, cashier's check or money order in such sum as set in the Policies and Procedures. Such nominations shall be accompanied by a written recommendation of the State Organization.
- B. In the event less than two (2) candidates for President, two (2) candidates for Deputy National President or twelve (12) candidates for Vice-President shall be properly submitted, as herein provided, to the Elections Committee, then as to such office, the provision for nominations fifteen (15) days in advance of the Annual Meeting shall be waived and proposals for such office shall be received at the Annual Meeting up to an hour to be fixed by the Executive Committee.

SECTION 7.2 ELECTIONS COMMITTEE

There shall be an Elections Committee of five (5) Individual Members who shall be appointed by the President and confirmed by a majority of the Executive Committee from a list of nominees submitted by the Executive Committee. No State Organization shall have more than one (1) member on the committee, and no member of the committee shall be from a State Organization recommending a candidate for President. All vacancies shall be filled in the same manner as prescribed for appointment. Due consideration shall be given to geographical distribution of the members of the committee.

SECTION 7.3 DUTIES AND RESPONSIBILITIES

- A. The Elections Committee shall consider only those members for the various offices who are so recommended.
- B. Throughout the Annual Meeting, the Elections Committee shall maintain convenient headquarters where all written information with regard to nominees shall be on file and available for inspection by any official delegate.
- C. The Elections Committee shall examine the qualifications and place in nomination the names of candidates for the office of President, Deputy National President and for the six (6) offices of Vice-President. Any candidate for President submitted to the Elections Committee may be considered as a nominee for the office of Deputy National President without making further formal application. Any candidate for Deputy National President may be considered as a nominee for the office of Vice-President without making further formal application.
- D. The Elections Committee shall have the duty of formulating and publishing regulations to the elections rules, interpreting and enforcing such regulations and the elections rules, including regulations adopted by the Board of Directors.

SECTION 7.4 ELECTION RULES

Rules and regulations adopted by the Board of Directors for the conduct of the election shall be published and distributed to each member of the Board of Directors not later than ten (10) days following the adjournment of the meeting at which they were adopted. Regulations by the Elections Committee shall be forthwith published and distributed to each member of the Board of Directors.

SECTION 7.5 ELECTION RULES INFORMATION

- A. Every candidate for the elective office of President, Deputy National President or Vice-President of the Corporation shall submit to the Elections Committee an itemized sworn statement of income, either money or market value, which contributes to the campaign in any way.
- B. Every candidate for the elective office of President, Deputy National President or Vice-President of the Corporation shall submit to the Elections Committee an itemized sworn statement of expenditures for campaign expenses and all other statements required by Section 7.1(A) before such candidate shall be certified at the Annual Meeting as eligible for election.
- C. All such statements shall be submitted in the form required by the committee on or before Twelve Midnight (12:00 a.m.) of the applicable time zone in which the location of the Annual Meeting is held before the Annual Meeting Opening Ceremony and immediately prior to the date of the annual election, such statements shall be published and furnished to each State Organization for inspection by any Individual Member of the Corporation.
- D. Every candidate for the elective office of President, Deputy National President or Vice-President of the Corporation shall, at the time of filing nomination papers, include a copy of a tentative budget of expenses of the forthcoming campaign.

- E. No candidate for any elective office shall be considered as eligible for office until such candidate submits to the Elections Committee a statement, signed and sworn to by the candidate, the campaign manager and the President or other officer of the Local Chapter and State Organization, of which the candidate may be a member, attesting that the candidate complied with all rules and regulations.

SECTION 7.6 MISCELLANEOUS

- A. It shall be considered improper for any person, organization or association to publish or distribute, or cause to be published or distributed, any written matter or statement in any form whatever concerning any candidate, prospective candidate or elected official unless such matter or statement shall have plainly inscribed thereon the name and address of each person and of each association or organization responsible for its content, origin, publication or distribution.
- B. Before any State Organization shall be permitted to vote in any election, the President of such State Organization, or an official representative duly certified by the Credentials Committee, shall submit to the Credentials Committee an affidavit that all voting delegates from such State Organization are Individual Members of such State Organization and in good standing.
- C. The Elections Committee shall have the general power to interpret these rules and all regulations thereunder in such manner as will best effectuate the expressed purposes and intent of these rules.

SECTION 7.7 SANCTIONS

- A. If any Individual Member, candidate or campaign manager, organization or other person shall, with the knowledge and acquiescence of such candidate, violate any provisions of these Bylaws, the Corporation's Policy and Procedures, or the election rules and regulations, the candidate shall forfeit the right to be elected to the office to which the candidate is nominated. The disqualification of any candidate determined by the Elections Committee may be appealed to the Board of Directors, the decision of which shall be final.
- B. The Elections Committee shall rigidly enforce all Bylaws, Policy and Procedures, and election rules and regulations concerning the election.

SECTION 7.8 AUTOMATIC WITHDRAWAL

During the election for President, the candidate who receives the lowest number of votes on three (3) consecutive ballots shall be automatically withdrawn from the election for all succeeding ballots until three (3) candidates remain in contention, after which time no candidate shall be required to withdraw from the election. Balloting shall continue until one (1) candidate receives a majority of the votes cast.

SECTION 7.9 CAMPAIGN FINANCE

After January 1 of each year, campaign expenditures by any Presidential candidate, organization or other persons on behalf of the candidate, may not exceed seventy-five thousand dollars (\$75,000.00). For this purpose, donated material shall be valued at its fair market value, and all travel expense shall be included. The Seventy Five Thousand and No/100 Dollars (\$75,000.00) limitation shall not include the cost of shipping materials to the convention site.

ARTICLE VIII

PRESIDENT

SECTION 8.1 DUTIES AND RESPONSIBILITIES

- A. The Corporation shall have a President who shall be elected by a majority of the votes cast at the Annual Meeting. The President shall be an Individual Member of the Corporation who has served a full term as a member of the Board of Directors of the Corporation, and served a second term as a voting member of the executive committee. The President shall not have served a full term as President nor shall have reached forty (40) years of age on or before the commencement of the term.
- B. The President elected at the Annual Meeting shall serve as President-Elect and shall serve as President for the term of one (1) year beginning January 1 of the year for which they have been elected or until a successor is elected and takes office.
- C. The President, or designee, shall preside at all meetings of the Corporation, and the President shall be an ex-officio member of all regular and special committees.
- D. The President may require officers and directors to make regular or special reports at such time as the President may prescribe. Subject to the approval of the Executive Committee, the President shall annually appoint the standing and special committees or sub-committees of the Corporation.
- E. The President shall be responsible for the affairs of the Corporation and, with the assistance of the Staff management position, shall execute and administer the Policy and Procedures of the Corporation as established by the delegates to the Annual Meeting, Board of Directors or Executive Committee.
- F. The enhancement of the Corporation's national image shall be the direct responsibility of the President. The President shall address other national organizations, national issues, and directions of the organization on a national basis as a task of his or her tenure. The President shall establish and provide an information exchange with the executive and legislative branches of the United States Government in relation to the concepts, attitudes, and beliefs of young Americans and JCI. The President shall attend the JCI World Congress and Area Conference meetings. The President shall also attend other meetings of JCI as deemed necessary.
- G. During December of each year, the President, along with the Vice-Presidents, shall develop a report containing an evaluation of each State Organization. This report shall be delivered to the incoming Executive Committee prior to January 1. The incoming Executive Committee shall develop an action report specifying how the service needs of each State Organization will be met. This report shall contain an allocation of how budgeted resources will be expended in servicing the identified needs.
- H. The President shall not take actions, expend funds, and incur expenses contrary to the purpose of the Corporation, as may be modified from time to time by the Board of Directors. The Staff management position is responsible for reporting any failure to comply with this provision to the Board of Directors at its next meeting and for protecting the budget. Non-compliance of reporting a violation is grounds for dismissal of the Staff management position.
- I. Quarterly reports, on the status of attainment of the long-range goals as they relate to the current year and on the short-range implementation strategies previously adopted, shall be given by the President to the Board of Directors.
- J. The President may reside, during the year in office, in the city where the National Service Center is located.

SECTION 8.2 VACANCY

- A. If the office of President shall become vacant the Executive Committee shall meet virtually or in person and elect a successor within 30 days of the date of vacancy. The staff management position shall send notice of such meeting to all members of the Executive Committee. The Immediate Past President shall serve as Acting President in the event of a vacancy in the office of the President. If the Immediate Past President is not available, the remaining voting members of the Executive Committee shall elect a chair for that meeting to determine the successor President.
- B. The person elected to fill such vacancy for the remainder of the term shall be an Individual Member of the Corporation and shall have served or shall be serving as a State Organization President or National Vice-President of the Corporation. Past Presidents of the Corporation shall not be elected to fill such vacancies.
- C. In filling a vacancy for the office of President, all persons with a vote on the Executive Committee shall be entitled to vote if physically present at the meeting. A majority of the votes cast by the Executive Committee shall be necessary to elect, and voting shall be by secret ballot. The vote shall be counted by two people with preference given to the Staff management position and General Legal Counsel, if available.

- D. The Individual Member elected to the office of President shall take office immediately upon election and shall serve the unexpired term of his or her predecessor or until a successor is elected and qualified.
- E. In the event that vacancies occur in the Executive Committee which preclude a quorum, the remaining members of the Executive Committee, voting or non-voting, or the ranking staff officer shall call a meeting of the Board of Directors who shall, by majority vote, fill the vacancies on the Executive Committee. Such meeting shall be held no less than fifteen (15) days and no greater than thirty (30) days of such occurrence.

SECTION 8.3 IMMEDIATE PAST PRESIDENT

The Immediate Past President of the Corporation shall have such special assignments, to include sponsorship contact duties, as requested by the President. In addition, the Immediate Past President shall attend all meetings of the Executive Committee and should be available for advice and counsel to the officers of the Corporation.

SECTION 8.4 VACANCY

- A. If the office of the Immediate Past President is vacant, the President may appoint any person who has served as a voting member on the Executive Committee within the past two (2) years.
- B. Preference shall be given to Past Presidents in descending order of their Presidency. Unless the President appoints a previous President of the Corporation, the appointment is subject to approval by the Executive Committee, once a determination regarding any potential conflict of interest has been made.

ARTICLE IX
DEPUTY NATIONAL PRESIDENT

SECTION 9.1 ELECTION AND TERM

- A. The Corporation shall have one (1) Deputy National President elected by a majority of the votes cast at the Annual Meeting of the Corporation.
- B. The Deputy National President elected at the Annual Meeting shall serve as Deputy National President for the term of one (1) year beginning the following January 1, or until a successor is elected and takes office.

SECTION 9.2 QUALIFICATIONS

Requirements prior to commencement of term of office as Deputy National President:

- A. A minimum of the following:
 - 1. One full term as a voting member of the JCI USA board of directors and
 - 2. One full term as appointed or elected position on the JCI USA Executive Committee.
- B. Prior experience managing a strategic plan or membership plan for a JCI chapter and/or state or other civic organization.
- C. Experience representing the organization with community and government officials on behalf of JCI USA.
- D. Shall not reach the age of 39 years of age on or before the commencement of term of office.

SECTION 9.3 VACANCY

If the office of Deputy National President becomes vacant, the position shall remain vacant until the following year.

SECTION 9.4 DUTIES AND POWERS

- A. Deputy National President reports to the National President and collaborates with all board of director members and national appointments.
- B. Duties of Deputy National President: To serve as the chief administrative officer for the Corporation overseeing and being responsible for, the following areas and jobs:
 - 1. Working with the National Vice Presidents to help oversee National Programs by reviewing program reports and audits from National Vice Presidents;
 - 2. Oversee the Directors of Leadership Development, Chapter Development, and Member Development;
 - 3. Other task force / voting member of Bylaws & Policy Committee, Finance Committee, and Long-Range Strategic Planning Committee;
 - 4. Apply to the JCI Japan Academy as the JCI USA delegate if qualified;
 - 5. Other duties as directed by the National President.

ARTICLE X

STAFF MANAGEMENT POSITION

SECTION 10.1 SELECTION

- A. There shall be an Staff management position of the Corporation, who shall be recommended by a committee (as defined in Section 9.1(B)) and ratified by the Executive Committee, who shall serve until resignation shall have been accepted by the Executive Committee; or until removal by said Executive Committee, in accordance with Section 9.6.
- B. The Staff management position shall be recommended by a committee comprised of the President, Deputy National President, Immediate Past President, two (2) past National Presidents or past Staff management positions selected by the President, and a termed member of the Board of Trustees of The U.S. Jaycees Foundation. Treasurer and Legal Counsel shall serve as non-voting members of the committee.
- C. The official title of the position shall be determined by the committee defined in Section 9.1(b) and the Executive Committee at the time of hire and may include, but is not limited to, Staff management position, Association Manager, or Office Manager.

SECTION 10.2 QUALIFICATIONS

The Staff management position shall not be limited by age and shall be engaged in no other business or vocation.

SECTION 10.3 DUTIES AND RESPONSIBILITIES

- A. The Staff management position, under the guidance of the Executive Committee and President, shall be in charge of the operation of the Corporation's National Service Center and shall be responsible for the successful execution of the Policies and Procedures and any applicable regulations of the Corporation as determined by the Executive Committee or the Board of Directors. Subject to the guidance of the Treasurer, the Staff management position shall have general supervision over all corporate funds and securities and shall keep, or cause to be kept, proper records of dues and accounts of the Corporation and shall supervise and be responsible for the disbursement of the funds of the Corporation in accordance with the approved budget or as directed by the Executive Committee or the Board of Directors and shall render to the Executive Committee and the Board of Directors, at regular intervals, to be determined by said Executive Committee or Board of Directors, an account of the financial condition of the Corporation. The books of the Corporation shall be open for inspection by the members of the Board of Directors at any time.
- B. The Staff management position shall be an ex-officio member of all of the Corporation's committees and affiliates; shall keep, or cause to be kept, filed minutes thereof; shall have charge of all records of the Corporation, together with the Seal and Charter. The Director of Finance shall have authority to affix the Corporate Seal.
- C. The Staff management position shall give notice of all meetings of the Executive Committee, Board of Directors and the Annual Meetings of the Corporation.
- D. All checks and drafts of the Corporation shall be issued by the Staff management position and such person as the President shall designate and, if either of said persons will be unable to act, the President shall designate replacements for said persons.

SECTION 10.4 REPORTS

- A. The Staff management position shall report in writing to the Executive Committee and Board of Directors the current status of all action projects and programs. This report shall include, but not limited to, significant dates and deadlines, current financial arrangements and staff personnel assigned. Such reports shall be provided to the Executive Committee and Board of Directors seven (7) days prior to a regularly scheduled meeting of either body and shall be reviewed and evaluated by both bodies at each regularly scheduled meeting thereof.
- B. The President shall provide the Staff management position with a performance evaluation twice a year.

SECTION 10.5 STAFF POSITIONS

The Corporation shall have such staff positions as are established from time to time by the Board of Directors or Executive Committee. Staff positions shall be interviewed and recommended by the staff management position. Recommendations shall receive final approval by the National President, Deputy National President, Treasurer, and Legal Counsel. Staff positions serve as the staff management position determines. The staff management position shall provide the Executive Committee notice of any staffing changes.

SECTION 10.6 REMOVAL

The Staff management position shall be an at will employee and may be removed at any time by a majority vote of the Executive Committee and after it is determined that a continuation of services is prejudicial to the best interest of the Corporation.

SECTION 10.7 VACANCY

In the event of a vacancy the President of the Corporation shall appoint an interim Staff management position with the approval of the executive committee to serve at the pleasure of the executive committee. The appointee will have all the rights and responsibilities of the Staff management position for the duration of the appointment.

ARTICLE XI

VICE-PRESIDENTS

SECTION 11.1 ELECTION AND TERM

- A. The Corporation shall have at least six (6) Vice-Presidents but no more than eight (8) Vice-Presidents elected by a majority of the votes cast at the Annual Meeting of the Corporation. The number of National Vice Presidents shall remain at six (6) until national membership reaches 35,000, at which point seven (7) National Vice Presidents may be elected. When national membership reaches 45,000 and greater, then eight (8) National Vice Presidents may be elected. This policy shall take effect for National Vice Presidents elected to serve a term commencing on January 1, 2015.
- B. A Vice-President elected at the Annual Meeting shall serve as Vice-President for the term of one (1) year beginning the following January 1, or until a successor is elected and takes office.

SECTION 11.2 QUALIFICATIONS

Each Vice-President shall be an Individual Member of the Corporation, who shall have served a full term as a member of the Board of Directors and who shall not have reached forty-one (41) years of age on or before the commencement of the term of office.

SECTION 11.3 ASSIGNMENT OF STATES

The Executive Committee and the newly elected President and Vice-Presidents will meet in executive session for the purpose of making assignments of State Organizations, Developing State Organizations, and National Affiliate Organizations pursuant to the following method:

- A. A Vice-President shall initially be cross-assigned to his or her respective home State Organization, Developing State Organization, or National Affiliate Organization.
- B. Assignments shall be made based on geographic proximity and needs of the state. All Vice-Presidents shall draw a number and shall select in ascending numerical order a State Organization, Developing State Organization, and National Affiliate Organization from each category.
- C. After all selections have been made, the President shall make the assignments official and request a motion for approval.
- D. Trading of assignments among Vice-Presidents is strictly prohibited.

SECTION 11.4 VACANCY

- A. If a Vice-President office becomes vacant, the Executive Committee shall elect a successor by majority vote. Said meeting shall be called under the direction of the Staff management position no less than fifteen (15) days and no greater than thirty (30) days of such occurrence.
- B. The person elected to fill such vacancy shall be an Individual Member of the Corporation and shall have served a full term as a member of the Board of Directors or shall be serving as a member of the Board of Directors. Past Presidents of the Corporation shall not be elected to fill such vacancies.
- C. In filling a vacancy for the office of Vice-President, all persons with a vote on the Executive Committee shall be entitled to vote, whether present at the meeting called to fill the vacancy or not; provided, however, that absent persons may only vote by sending a letter or transmitting a facsimile to the Staff management position specifying their preference for the vacancy, and such letter or facsimile must arrive no later than the beginning of the said special meeting. If the person specified should be eliminated from consideration by withdrawal or otherwise, the Staff management position shall spend one (1) hour attempting to contact the absent Executive Committee member or members to obtain the succeeding vote. The Staff management position shall notify absent Executive Committee members by phone who has been elected. A majority of votes cast by the Executive Committee shall be necessary to elect, and voting shall be by secret ballot. The vote shall be counted by two people with preference given to the Staff management position and General Legal Counsel, if available.
- D. The member (or members) so elected shall take office immediately upon election and shall serve the unexpired term of the predecessor or until the successor is elected and qualified.
- E. In the event that vacancies occur in the Executive Committee which preclude a quorum, the remaining members of the Executive Committee, voting or non-voting, or the ranking staff officer shall call a meeting of the State Presidents who shall, by majority vote of the State Organization Presidents then in office, fill the vacancies of the Executive Committee. Such meeting shall be held no less than fifteen (15) days and no greater than thirty (30) days of such occurrence.

SECTION 11.5 DUTIES AND POWERS

- A. Each National Vice-President shall be the management consultant to the assigned state organizations and shall assist in strengthening and enhancing a state's service performance by directing his or her efforts at the state level.
- B. Each National Vice-President will assist the State Presidents with their assigned State Organizations in providing a communications flow between the Local and National organizations.
- C. Each National Vice-President's performance shall be evaluated on:
 - 1. Their contribution to the growth effort of their assigned State Organizations;
 - 2. Improvement in direct service provided by their assigned State Organizations to their respective Local Chapters; and
 - 3. Improvement in the financial condition of the State.
- D. Each National Vice-President shall assist their assigned State Organization in developing their state's plan of action for the following year.

ARTICLE XII

APPOINTED OFFICERS

SECTION 12.1 TREASURER

The Treasurer shall be appointed by the President, with the approval of the Executive Committee, and shall hold office during the term of the President appointing this officer unless sooner removed by the President with the approval of the Executive Committee. The Treasurer shall be a Certified Public Accountant and an Individual Member of the Corporation who shall not have reached forty-one (41) years of age on or before the commencement of the term of office.

SECTION 12.2 DUTIES AND RESPONSIBILITIES

The Treasurer shall possess the following duties and responsibilities, including but not limited to:

- A. The Treasurer shall be chairman of the Finance Committee;
- B. The Treasurer shall periodically review the systems and procedures of the Corporation and submit appropriate recommendations to the President, Staff management position, Executive Committee and Board of Directors; and
- C. The Treasurer shall perform such other duties as the Board of Directors may require.

SECTION 12.3 LEGAL COUNSEL

The Legal Counsel shall be appointed by the President, with the approval of the Executive Committee, and shall hold office during the term of the President appointing this officer unless sooner removed by the President with the approval of the Executive Committee. The Legal Counsel shall be an Individual Member of the Corporation who shall not have reached forty-one (41) years of age on or before the commencement of the term of office and shall be an attorney at law, licensed and admitted to the practice of law by a state of the United States and/or the District of Columbia. In addition, there shall be a Resident Legal Counsel admitted to practice law in the state where the principal office of the corporation is located as determined under Bylaw 1.6, who shall serve at the direction of the Staff management position, upon approval of the President; and such other legal counsel as the Staff management position may deem necessary, upon approval of the President.

SECTION 12.4 DUTIES AND RESPONSIBILITIES

The Legal Counsel shall have the following duties and responsibilities, including but not limited to: rendering general legal advice to the Corporation regarding the conduct of its affairs.

The Resident Legal Counsel shall have the following duties and responsibilities, including but not limited to: rendering legal advice to the Corporation on specific issues of law relevant to the Corporation's status as an entity authorized to conduct business in the state where the principal office is located as determined under Bylaw 1.6.

Such other legal counsel as are appointed by the Staff management position as he deems necessary, upon approval of the President, shall have such specific duties and responsibilities as defined by the Staff management position, consistent with the need for which such legal counsel is appointed.

SECTION 12.5 CHAPLAIN

The Chaplain shall be appointed by the President, with the approval of the Executive Committee, and shall hold office during the term of the President appointing this officer unless sooner removed by the President with the approval of the Executive Committee. The Chaplain shall be an Individual Member of the Corporation who shall not have reached forty-one (41) years of age on or before the commencement of the term of office.

SECTION 12.6 DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Chaplain shall be those that the office implies as well as those duties assigned to the Chaplain by the President of the Corporation.

ARTICLE XIII

PLANNING

SECTION 13.1 PLANNING

The planning function of the Corporation shall be conducted by the President, Executive Committee, Board of Directors, and assisted by the staff of the Corporation.

SECTION 13.2 BYLAWS AND POLICIES AND PROCEDURES

It shall be the function of the Executive Committee to advise with and aid the officers of the Corporation on all matters affecting the Bylaws and Policies and Procedures of the Corporation and interpretations thereof subject, however, to all provisions of the Bylaws and Policies and Procedures. Additional duties of the Executive Committee with respect to Bylaws and Policies and Procedures shall be:

- A. To annually review the Bylaws and Policies and Procedures of the Corporation and to recommend any necessary changes or additions thereto in accordance with Section 20.1 and Section 20.2.
- B. To refer to the Board of Directors of the Corporation changes or additions to the Bylaws of the Corporation recommended by any member of the Board of Directors of the Corporation.
 1. All recommendations to the Executive Committee which are not amended as to substance will be referred to the Board of Directors under one of the following conditions:
 - a. Recommend;
 - b. Do not recommend; or
 - c. Submitted without recommendation.
 2. All recommendations to the Executive Committee which are amended as to substance will be referred to the Board of Directors as originally presented to the Executive Committee, properly worded to be included in the Bylaws and the Policies and Procedures Manual, to be followed by any recommendations as to amendments or modifications thereof as proposed by the Executive Committee. The original author or authors of the proposed amendment to the Bylaws and the Policies and Procedures shall be notified of the proposed amendment or modification to be recommended by the Executive Committee as soon as it has acted on the recommendation.
- C. To review and place in proper draft form all recommendations as to Bylaw and Policies and Procedures changes which originate from any member of the Board of Directors of the Corporation.

SECTION 13.3 PROGRAMMING

Programs or projects may be adopted by the Board of Directors as provided by Policies and Procedures.

SECTION 13.4 BUDGET

- A. The Executive Committee shall prepare and the Treasurer shall present the budget for the next fiscal year to the Board of Directors for approval at its third Board of Directors Meeting that will occur in September or October of each year. The Executive Committee shall not recommend a deficit budget to the Board of Directors nor shall the Board of Directors approve a deficit budget for the next fiscal year. In recommending the annual budget, the Executive Committee may include as income any and/or all surplus funds accumulated in prior years in the Working Capital Reserve Fund, as defined in Section 14.5. Funds shall be disbursed only in accordance with the provisions thereof as may be ordered by the Board of Directors.
- B. The budget, when adopted, may be amended at any time by the Board of Directors.
- C. The Board of Directors shall be kept fully informed as to the financial condition and operation of the Corporation throughout the year by monthly budgetary reports and interim quarterly reports, revisions to be footnoted, with review and dissemination of the respective reports as follows: (1) Monthly Budgetary Reports. The monthly budgetary reports shall be reviewed by the finance committee and transmitted to the executive committee on a monthly basis for its further review. (2) Quarterly Income and Expense Reports. The national treasurer shall within one month after the expiration of each quarterly dues billing cycle prepare an interim quarterly report of the income and expenses of the preceding quarterly dues billing cycle, separate from the monthly budgetary report required by sub-section (C)(1), which quarterly report shall be reviewed by the finance committee and transmitted to the executive committee for its further review.

ARTICLE XIV

MEMBERSHIP DUES

SECTION 14.1 INDIVIDUAL MEMBER

Local Chapter dues, and policies pertaining thereto, shall be recommended by majority vote of the Executive Committee, and approved by majority vote of the Board of Directors, and by two-thirds (2/3) vote of the accredited delegates at any meeting of the Corporation, provided a copy of the proposed action has been sent with written notice of the time and place of such meeting Local Chapters at least twenty-one (21) days prior to such a meeting.

SECTION 14.2 LOCAL CHAPTERS

- A. Local Chapter dues shall be Twenty Five and No/100 Dollars (\$25.00) per annum per Individual Member, in addition to the dues assessed by Junior Chamber International. Additionally, a one-time Ten Dollar (\$10.00) late fee shall be assessed to each member renewing after their membership has expired. If the Local Chapter qualifies as an Institutional Chapter or Collegiate Chapter, then Local Chapter dues shall be reduced to Fifteen and No/100 (\$15.00) per annum per Individual Member. For Collegiate Chapters, there shall be no other fees, administrative, fees, or dues other than Chapter Dues and Junior Chamber International dues as stated herein, except that the State Organization may assess a fee not to exceed Ten and No/100 Dollars (\$10.00) per Individual Member.
- B. The name and current mailing address and email address, of each Individual Member, along with the appropriate amount of dues set forth above and an administrative fee of five dollars (\$5.00), be transmitted to the Corporation by the State Organization, or Local Chapter if no State Organization exists, within thirty (30) days after acceptance for membership by said Local Chapter; provided, however, that such administrative fee shall not be charged to any new Individual Member of an Institutional Local Chapter.
- C. There shall be no fewer than 10 members for chapter membership; however, if a chapter has below 20 members as of the last day of November for which it shall be obligated to report membership to this Corporation, as described in policies section 14.1(B), said chapter shall owe dues for 20 members. Fees assessed for the difference between actual membership on the last day of November and the 20 member minimum will be invoiced in January the following year. These fees may be applied towards dues for new members of said chapter through the end of the calendar year of the invoice. Any chapter below 20 members on the last day of November, except newly chartered chapters since August 31 of said year, who does not pay dues to the Corporation for 20 members pursuant to Policies section 14-1(A), will have its members automatically designated as "at large members of its state organization pursuant to Policies section 3-1(C).
- D. Any Local Chapter which has not remitted the dues on its Individual Members in conformity with the Policies and Procedures of the Corporation shall be delinquent, not in good standing, and subject to suspension from all services at the discretion of the State President or Staff management position of the Corporation.
- E. Any Local Chapter delinquent for one (1) year shall forfeit its Charter and membership in the Corporation, upon notification by the State President or National Director to the Corporation.
- F. Any state (and any chapter without a State Organization) may elect to submit to an annual assessment in lieu of individual member dues by informing the Staff management position by December 31. All chapters in such states shall be subject to an annual assessment. The amount of the annual assessment shall be at the rate of base membership as of January 1st, multiplied by the individual member dues, as provided herein, divided by the number of chapters for that state. Payment shall be due in four quarterly payments on or before March 31st, June 30th, September 30th and December 31st. Any state who does not inform the Staff management position prior to the deadline will be subject to the individual member dues only. Participation in the annual assessment shall be strictly voluntary, and no state (or chapter without a State Organization) shall be forced from individual dues to that annual assessment.

SECTION 14.3 STATE ORGANIZATIONS

State Organizations are exempt from paying dues to the Corporation, except to aggregate Local Chapter dues for submission to the Corporation.

SECTION 14.4 SUSTAINING MEMBERS

Sustaining Members are exempt from paying membership dues but shall be subject to such terms, qualifications and costs as the Executive Committee may determine.

SECTION 14.5 HONORARY AND LIFE MEMBERS

Honorary and Life Members are exempt from paying dues to the Corporation.

SECTION 14.6 JUNIOR CHAMBER INTERNATIONAL

JCI membership dues shall be such amount as set by the General Assembly of JCI, which dues shall be paid through the Corporation and shall be considered in all respects as an obligation to the Corporation payable on the same basis as dues of Individual Members of the Corporation.

ARTICLE XV

FINANCE

SECTION 15.1 FISCAL YEAR

The fiscal year of this Corporation shall be from January 1 to December 31.

SECTION 15.2 BONDS AND AUDIT

- A. All officers and employees handling funds of the Corporation shall be bonded in such amount as may be fixed by the Executive Committee; the expense of such bonds to be paid by the Corporation.
- B. The Executive Committee shall employ a firm of certified public accountants to audit the books of the Corporation no less than every three (3) years, and to review systems procedures, internal control and present appropriate comments and recommendations therein. This can be a review and not a full audit.

SECTION 15.3 SALARIES

The Executive Committee shall approve the salary brackets to be paid by the Corporation to its employees and shall determine the salaries of the President and Staff management position.

SECTION 15.4 CONTINGENCY RESERVE

- A. Each annual budget shall allocate not less than Seventy-Five Thousand and No/100 Dollars (\$75,000.00) to its Contingency Reserve until such time as the Contingency Reserve reaches Seven-Hundred and Fifty Thousand and No/100 Dollars (\$750,000.00), after which time such reserve shall be maintained at that level. Interest and other income earned from investment of the Contingency Reserve shall accrue to and become a part of such Contingency Reserve; provided, however, at such time as the Contingency Reserve equals or exceeds Seven-Hundred and Fifty Thousand and No/100 Dollars (\$750,000.00), all interest and such other income shall be available for appropriations as a part of the general fund.
- B. Money may be withdrawn from the Contingency Reserve Fund only upon recommendation of a three-fourths (3/4) vote of the Executive Committee and ratified by a two-thirds (2/3) majority vote of the Board of Directors.
- C. Withdrawals from the Contingency Reserve Fund, pursuant to Section 15.4B, shall be authorized only where the Board of Directors has been given thirty (30) days written notice of such recommendation made by the Executive Committee.
- D. Upon approval by a majority of the Board of Directors, fifty percent (50%) of any operating surplus, up to the amount of interest income on the Contingency Reserve Fund, may be added to The United States Jaycees Foundation restricted funds. However, if such Contingency Reserve Fund exceeds One Million and No/100 Dollars (\$1,000,000.00), then said contribution shall be mandatory.

SECTION 15.5 WORKING CAPITAL RESERVE

At the end of each fiscal year, any excess of income over expenses shall be placed in the Working Capital Reserve. Any excess of expenses over income shall be taken from the Working Capital Reserve Fund. Each annual budget shall provide for additions to the Working Capital Reserve to meet the working capital needs of the Corporation.

SECTION 15.6 BUDGET AMENDMENTS

- A. All new programs not previously budgeted under Section 12.4 must be approved by a three-fourths (3/4) majority vote of the Board of Directors. If the program does not have a specific revenue source, this program inclusion and its financial effect must be disclosed as a footnote in all financial statements.
- B. If at any time the corporate operations under the budget adopted under Section 12.4 with revisions reflects an actual or projected operating deficit, the expenses of the Corporation must be accordingly reduced to eliminate the deficit unless waived by a three-fourths (3/4) majority vote of the Board of Directors.

ARTICLE XVI

RULES OF PROCEDURE; VOTING

SECTION 16.1 REGULATIONS

The Board of Directors shall adopt regulations, consistent with the provisions of these Bylaws, to provide for the orderly conduct of all meetings of the Corporation and its elective or appointive sub-divisions. A record shall be maintained by the Staff management position of all such regulations adopted by the Board of Directors.

SECTION 16.2 QUORUM

Delegates representing 30% of the State Organizations shall constitute a quorum at any meeting of the Corporation

SECTION 16.3 PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rules of Order Newly Revised shall govern the Corporation and its constituent parts in all cases to which they are applicable and consistent with these Bylaws and Policies and Procedures. The President may appoint a Parliamentarian who shall serve at the pleasure of the President during the term of the President appointing the Parliamentarian. The Parliamentarian shall be a member who has appropriate qualifications and experience with respect to parliamentary procedure as well as the Bylaws and Policies and Procedures of the Corporation. Unless otherwise qualified, the Parliamentarian shall be an ex-officio, non-voting member of the Executive Committee, the Board of Directors and the Bylaws and Policies and Procedures Committee. At any time the Parliamentarian position is vacant, the Legal Counsel shall serve in this capacity.

SECTION 16.4 STATE ORGANIZATION VOTES

Each State Organization shall be entitled to five (5) votes plus one (1) additional votes for every two (2) local chapters in good standing, and one additional vote for every one-hundred (100) individual members, rounded to the nearest one-hundred (100) individual members. For the purpose of determining this formula, voting strength shall be based on the average membership of the two (2) immediate previous year-ends. The first delegate listed by each State Organization, who shall be the State President or such proxy designated by the State President, provide such delegate is certified, shall be entitled to cast fifty percent(50%) plus one additional vote of that states organization's votes, Thereafter, the organization shall be entitled to one additional vote for each delegate certified, not to exceed the maximum vote allotted to the organization.

A recognized National Director shall cast votes for their local chapters based on ½ of the state organizations votes formula, rounded down.

SECTION 16.5 LOSS OF STATE ORGANIZATION VOTES

If there shall be conclusive evidence that a State Organization illegally certifies a delegate or delegates, a penalty shall be invoked as follows: Twenty-five percent (25%) of the votes to which the State Organization is entitled under Section 16.4 shall be lost for all ballots during the Annual Meeting.

SECTION 16.6 SELECTION OF DELEGATES

Delegates shall be individual members who are fully registered for the Annual or Special Meeting of the Corporation and selected in a manner to be determined by the Local Chapter or State Organization that they represent.

SECTION 16.7 VOTING

The State President, or designated alternate, of each State Organization shall announce the vote as cast by the certified delegates within the state caucuses of all delegates, or their alternates, voting within said state. The number of votes to which each State Organization is entitled shall be apportioned among the candidates in the same proportion as the votes taken in said caucus. The right of each certified delegate to cast said vote as so desired shall remain inviolate and shall not be abridged by any rules not contained in these Bylaws and Policies and Procedures. State Organizations shall be prohibited from enforcing or imposing a unit rule system on their delegates, and the Corporation shall ensure that this system be followed by all State Organizations.

ARTICLE XVII

ANNUAL MEETING

SECTION 17.1 SPRING AND FALL NATIONAL MEETING LOCATION

- A. The Spring national meeting shall be held in such place as may be determined in advance at a regularly called meeting of the Board of Directors from a list of qualified cities submitted by the Executive Committee after proper inspection and in accordance with standards established by the Executive Committee.
- B. The Fall national meeting site shall be awarded on the following basis:
 - 1. Any state wishing to bid to host a Fall National Meeting shall submit a bid to the Executive Committee to determine whether the bid meets necessary standards for hosting a national meeting. In the event any bid is so qualified, it shall be put forth to the Board of Directors for approval. In the event there is no qualified bid by the Fall National meeting of the year prior, then the Executive Committee shall determine the location for the Fall National Meeting.

SECTION 17.2 SELECTION

The voting of the Board of Directors upon bids for the Annual Meeting site shall be the first order of business on the first day of business of the Board of Directors at the Annual Meeting each year.

SECTION 17.3 DATE

The Annual Meeting of the Corporation shall be held annually in September or October, at which time the Corporation shall hold its Meeting of the Corporation pursuant to this article, elections pursuant to bylaws section 7 and a Board of Directors meeting.

SECTION 17.5 COMPLIANCE

Each city or organization bidding on the Corporation's Annual Meeting or other event subject to bid will be required to be in full and complete compliance with the Bylaws and the Policy and Procedures of the Corporation governing the Annual Meeting or event.

SECTION 17.6 ANNUAL MEETING EVENTS

The Annual Meeting shall hold the National Presidential, Deputy National Presidential and Vice-Presidential elections.

ARTICLE XVIII

SPECIAL MEETINGS

SECTION 18.1 SPECIAL MEETING

- A. Upon written request of not less than twenty percent (20%) of the Local Chapters in good standing from no less than fifty percent (50%) of the State Organizations, in good standing, the President shall call a special meeting for such purpose as may be stated in such written request.
- B. A special meeting may also be called by the President, with the approval of a majority vote of the Executive Committee, or by the Board of Directors.
- C. Notice of such special meeting, stating the purpose of the meeting and the matters of business to be considered, shall be given to State Organizations and Local Chapters no less than thirty (30) days and no greater than sixty (60) days prior to the date of said meeting. Only such matters shall be acted upon as are specifically set forth in the call for such meeting.

ARTICLE XIX

POLICY

SECTION 19.1 EXTERNAL POLICY

- A. External policy shall mean resolutions or other official statements by or on behalf of the Corporation respecting matters of public interest or concern, which are national in character, timely and of special importance or significance to young persons of Jaycee age.

Only such matters above described and for which there is a specific defined purpose for being acted upon by Corporation shall become external policy of the Corporation. A plan of action to accomplish the result desired in the resolution shall accompany each proposed statement of external policy, which shall include a fiscal statement and/or budget identifying all costs associated with proposal (including use of existing staff time) and proposed revenues to be utilized.

- B. No external policy or resolution, statement, pronouncement or declaration thereof shall be made or pronounced, by or on behalf, of the Corporation or by any officer, agent, employee or governing body thereof, unless proposed and adopted pursuant to the provisions of Section 20.2.

SECTION 19.2 ADOPTION OF EXTERNAL POLICY

- A. Proposed statements of external policy may be made by a State Organization, a member of the Board of Directors, a delegate to the Annual Meeting, or a member of the Executive Committee and by no others, and shall be proposed consistent with the hereinafter stated provisions of this Section 19.2B.
- B. Proposed statements of external policy shall be submitted to the Staff management position accompanied by a letter of enclosure from the person submitting it stating the reasons it should be adopted by the Corporation and the purpose to be served by adoption of the proposed external policy. The proposed statements of external policy must then be approved using one of the following methods:

1. Passage by the Board of Directors:

- a. The Staff management position shall provide a copy of each proposed external policy thus proposed to each member of the Board of Directors at least ten (10) days prior to a regular or special meeting of the Executive Committee. The ten (10) day written notice requirement may be waived by a three-fourths (3/4) vote of the Executive Committee.
- b. The Executive Committee shall, following receipt of copies of proposed external policy, determine whether the proposals comply with the provisions and criteria of Section 19.1 and whether they were submitted as required by this Section 19.2.

If a majority of the Executive Committee concludes a proposal meets the criteria of Section 19.1 and is proposed in compliance with this Section 19.2, each such proposal shall be submitted to the Board of Directors at its next regular or special meeting.

- c. The Board of Directors, following approval of the Executive Committee pursuant to Section 19.2 (B)(1)(B), shall vote on the proposed statement of external policy which must be passed by a two-thirds (2/3) majority vote of the Board of Directors.

2. Passage by Emergency Procedure. Should circumstances arise which present an unusual and compelling reason for the Corporation to take a position on some public issue or to make a declaration of external policy, then a declaration of external policy may be made by the following procedure:

- a. The Executive Committee must first determine by a three-fourths (3/4) majority vote that an unusual and compelling reason exists for the Corporation to declare external policy other than by the procedure set out in Section 19.2(B)(1) as above provided. This determination may be made by a telephone conference call of the Executive Committee.
- b. Should the Executive Committee make such determination by a three-fourths (3/4) majority vote, the Staff management position shall cause written notice to be sent with copies of the proposal of external policy, recommendations and accompanying documents to each member of the Board of Directors.
- c. Fifteen (15) days following said sending of written notice by the Staff management position, the Staff management position shall tabulate those ballots that have been received from the members of the Board of Directors. If the proposal receives a three-fourths (3/4) majority vote of the Board of Directors, the proposal shall become external policy.

SECTION 19.3 DURATION OF EXTERNAL POLICY

- A. Declarations or statements of external policy shall expire three (3) years after date of their adoption; however, the Board of Directors shall review such declarations annually and, by a two-thirds (2/3) majority vote, may terminate such statement prior to said expiration date.
- B. An existing declaration or statement of external policy may be extended for an additional period of up to and including three (3) years under the following procedure:
 1. Proposed extension of existing external policy may be made by the Executive Committee.
 2. Prior to consideration of extension of existing external policy, as provided in Section 19-3.B.3, the Executive Committee shall determine, by a majority vote, whether the external policy to be extended complies with the provisions and criteria of Section 19.1.A.
 3. Said proposal for extension of external policy must be approved by a two-thirds (2/3) majority vote of the Board of Directors.

SECTION 19.4 INTERNAL POLICY

Internal policies of the Corporation, which define or amplify the Charter and/or Bylaws of the Corporation shall be known as The U.S. Junior Chamber Policies and Procedures (herein referred to as Policies and Procedures) as internal policy of the Corporation but shall be known merely as "policy" in the actual printing of same.

SECTION 19.5 DECLARATION

The internal policy of the Corporation may be declared only in the following manner:

- A. By action adopted by a vote of sixty percent (60%) of the accredited delegates voting at the Annual Meeting, or
- B. By action adopted by two-thirds (2/3) vote of the Board of Directors voting at any regularly called meeting of the Board of Directors. Voting strength shall be in accordance with Section 5.4.

SECTION 19.6 HOLIDAY DEADLINE

Any and all nationally recognized deadlines established by the Bylaws and the Policies and Procedures of the Corporation of all varieties, types or natures, which fall on a Sunday, or a federal legal holiday not falling on Sunday shall be extended to the following full working day. The term "legal holiday," as designated herein, shall be those holidays recognized by the United States government.

SECTION 19.7 POLICIES AND PROCEDURES MANUAL

Current Policies and Procedures of the Corporation of all types shall be published and furnished to the members of the Executive Committee and the Board of Directors.

ARTICLE XX

EMERGENCIES

SECTION 20.1 DEFINITION

This article and all provisions hereof shall be in force and effect solely for period of emergency as declared by the Executive Committee and approved by a majority vote of the members of the Board of Directors. Such period of emergency shall be predicated upon conditions affecting the security or welfare of the United States of America.

SECTION 20.2 SUSPENSION

All provisions of these Bylaws inconsistent with the content of this Article XIX shall be suspended for the period specified by Section 20.1.

SECTION 20.3 POSTPONEMENT OF ANNUAL MEETING

The Annual Meeting of the Corporation may be postponed to a fixed or indefinite date beyond the time provided in Section 16.3 for the period specified in Section 20.1.

SECTION 20.4 ELECTION OF OFFICERS DURING EMERGENCIES

- A. In the event the Annual Meeting of the Corporation is postponed as provided in Section 20.3 the Executive Committee, shall send to each President of the State Organizations of the Corporation, a ballot containing the names of at least two (2) nominees for the office of President, two nominees for the office of Deputy National President and twelve (12) nominees for the office of Vice-President. Such nominees shall be selected by a majority vote of the Executive Committee.
- B. Such notification shall be written notice sent not later than June 1.
- C. Voting shall be as provided in Section 8.2 and Section 11.4.
- D. Qualifications of all candidates shall be provided in Article VIII and Article XI.

ARTICLE XXI

AMENDMENTS

SECTION 21.1 AMENDMENTS

- A. These Bylaws may be amended by a two-thirds (2/3) majority vote of the accredited delegates at any meeting of the Corporation provided a copy of the proposed amendment has been sent, together with written notice of the time and place of such meeting, to each Local Chapter at least twenty-one (21) days prior to such meeting. Immediately prior to a meeting of the Corporation, the Board of Directors may, pursuant to three-fourths (3/4) majority vote, waive the requirement of prior written notice called for above.
- B. These Bylaws may also be amended by a referendum of State Organizations and Local Chapters as follows:
 1. Only the Executive Committee or the Board of Directors may initiate a referendum for the purpose of amending the Bylaws. The Executive Committee must approve such action by a three-fourths (3/4) majority vote, or the Board of Directors may approve such action by a two-thirds (2/3) majority vote.
 2. The Executive Committee shall determine the form of the referendum and the time for submission and return of ballots.
 3. Referendum ballots must be received from at least one-sixth (1/6) of all Local Chapters, including at least one Local Chapter in thirty (30) different State Organizations.
 4. Each Local Chapter shall receive a number of votes calculated by multiplying the number of votes to which the State Organization, with which such Local Chapter is affiliated, was entitled to receive at the immediately preceding Annual Meeting, as provided by Section 15.5, times a fraction, the numerator of which is the number of Individual Members of such Local Chapter as of the immediately preceding April close-out date as designated by the Corporation's Parade of States, and the denominator of which is the number of Individual Members plus individual Institutional Members of the State Organization within which such Local Chapter was affiliated as of the same date. For a Local Chapter who receives its charter after such date, the numerator, for purposes of this calculation, shall be the number of Individual Members of such Local Chapter as of the date its charter was issued.
 5. Only those Local Chapters in good standing, and current in their dues consistent with bylaws and policy, shall be eligible to vote on such referendum.
 6. No Bylaw shall be amended by referendum unless such amendment receives a two-thirds (2/3) majority vote of those ballots actually received.

SECTION 21.2 APPROVAL

No official vote or action on a proposed change in Bylaws may be taken at a meeting of the Corporation which has not been approved by a majority vote of the Board of Directors or a two-thirds (2/3) majority of the Executive Committee.

SECTION 21.3 INTERPRETATION

Any Bylaws and/or Policy and Procedures adopted, which in language or intent are in conflict, will be resolved by majority vote of the Board of Directors.

ARTICLE XXII

INDEMNIFICATION

SECTION 22.1 INDEMNIFICATION

To the extent required by the Articles of Incorporation of the Corporation, the Corporation shall indemnify each of its directors, to the full extent allowed under applicable law, pursuant to the terms, conditions, restrictions and requirements set forth in applicable law, as amended from time to time, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may indemnify any person, including without limitation, directors, officers, employees and agents of the Corporation, to the full extent allowed under applicable law, or any lesser amount, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise,

- A. pursuant to the terms, conditions, restrictions and requirements set forth in applicable law, as amended from time to time, with regard to directors and
- B. to the extent the Corporation could provide indemnification for a director, with regard to officers, employees and agents. Any such director, officer, employee or agent desiring indemnification shall make written application for such indemnification to the Board of Directors of the Corporation. A special meeting of the Board of Directors shall be called within ten (10) days after receipt of such application to determine if the person so applying shall be indemnified, and if so, to what extent. The determination shall be based on whether the applicant's liability arises from the actions or inactions that were (1) done in good faith, (2) were done in the reasonable belief that such actions or inactions were in the best interest of the National Organization, (3) were within the scope of authority conferred by the National Organization, (4) were aimed toward furthering a defined policy or custom of the National Organization, and (5) were not willful or malicious.

SECTION 22.2 INSURANCE

The Corporation may purchase and maintain insurance or make other arrangements on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in accordance with applicable law.

SECTION 22.3 NOTIFICATIONS

Whenever these Bylaws or Policies require "written notice," such communication may be made in paper or electronic format to the last known physical or electronic address for the state organizations, local chapter and individual members receiving such notice unless another form of notice is specifically required in the relevant Bylaw or Policy. The last known physical and electronic email address shall be that which is stored in the Jaycees Member Management System. Electronic formats shall include, without limitation, email and fax, and any other electronic forms of communication which come into widespread use and the state organizations, local chapter, and individual members receiving such notice is known to utilize such form of electronic communication. However, any electronic notice must be specifically sent to the local chapter and individual members receiving notice. The mere posting of notice to a public website shall not constitute written notice unless specifically allowed in the Bylaw or Policy requiring such notice; provided, however, that an electronic notice may refer the recipient to a website for the text of any document (proposed resolution, amendment, etc.) to be included with such notice.