

BYLAWS of the CHARLOTTE JUNIOR CHAMBER

November 4

2008

The objective for which the corporation was formed: to educate its members to a proper sense of civic duty and responsibility: to acquaint them with the civil, educational, religious, recreational, commercial and industrial advantages of our community; to afford them an opportunity to study the problems and processes of our city and county governments: and to cooperate with the Chamber of Commerce and other civic and welfare organizations having a common objective for the improvement of the civic, professional, business and social life of the community, but in all respects to remain non-partisan and non-sectarian in spirit and in purpose.
~Original Articles of Incorporation 1947~

Last Edited
January
1994

Article I – Membership

Section 1: Qualifications

Any person of good character, between the ages of twenty one (21) and thirty-nine (39) inclusive, who is interested in the objectives and purposes of the corporation, shall be eligible to become a regular member upon fulfillment of the requirements set forth herein. When a regular member reaches their fortieth birthday, they shall remain a member of the corporation until they come up for renewal as shown on the records of the United States Jaycees.

Section 2: Resignation

Any member may resign by informing the Secretary or President of the corporation, in writing, by hard copy or email, of their desire to resign. The resignation shall become effective when accepted by majority vote of the Board of Directors.

Section 3: Transfer

Any member in good standing of another Junior Chamber organization duly affiliated with the United States Junior Chamber or Junior Chamber International who is otherwise qualified shall be eligible for regular membership in the Charlotte Junior Chamber upon an application for membership. A member may not be transferred within three months of their renewal date. Any transferred members shall not have to pay any additional dues until their renewal date as indicated on the records of the United States Junior chamber.

Section 4: Associate or Business Member

Associate or Business Members in the corporation may be extended to any person or organization not otherwise eligible for membership who is interested in supporting the activities of the corporation. Associate and Business members shall pay dues as determined by the policies of the Board of Directors during their fiscal year. An Associate and Business Member shall be entitled to all the rights and privileges of membership other than the privilege of voting or holding office. Associate and Business Members shall not be considered in determining the presence of a quorum.

Section 5: Life Members

Life membership may be awarded to any current or past member of the Charlotte Junior Chamber who is deemed worthy by two-thirds (2/3) vote of the Board of Directors. The Board of Directors shall control the awarding of Life Membership at its regular November Board meeting each year. The Board shall vote on any person nominated for life membership in executive session. The current President of the Charlotte Junior Chamber shall be deemed nominated for life membership at the regular scheduled Board meeting in December. However, they must receive two-thirds (2/3) vote of the

Board of Directors in order to be awarded Life Membership. A Life Member shall be exempt from payment of their dues but shall be maintained in the Corporation, North Carolina and the United States Junior Chamber until their national renewal date immediately following their fortieth birthday and shall be considered a regular member until then so long as they meet the other membership requirements. All newly awarded life members after the execution of this document must meet the membership requirement including but not limited to attending one (1) Junior Chamber sponsored program or event within a calendar year. The qualifications for life membership, as well as the manner in which such membership be awarded, shall be established by policy of the Board of Directors.

Section 6: Honorary Members

Honorary membership may be bestowed upon any person who is not, nor has been, a regular member of the Charlotte Junior Chamber. The manner of election to honorary membership shall be the same procedure as election to life membership as specified herein.

Article II: Application, Fees and Dues

Section 1: Application

Any prospective member shall submit a written application for membership and the prospective member must sign such application. Applicants must pay in advance the dues set forth herein and satisfy the initiation and indoctrination requirements as established by the policy of the Board of Directors.

Section 2: Dues

Dues for new members shall be the sum set by the North Carolina Junior Chamber plus at least twenty-five (\$25.00) dollars, while dues for renewing members shall be the sum set by the North Carolina Junior Chamber plus at least ten (\$10.00) dollars.

Section 3: Delinquency

Dues are due and payable on the first day of the month in which a member comes up for renewal according to the records of the United States Junior Chamber. If the dues are not paid by the last day of the month in which a member in which the member comes up for renewal according to the records of the United States Junior Chamber, that membership shall forfeit immediately the right to vote and privilege to hold office or directorship. Furthermore, such delinquent member shall forfeit membership and be dropped from the rolls of the chapter. Any member dropped from the rolls for non-payment of dues may be reinstated upon submitting a new application for membership, and by paying in advance the dues provided for herein.

Article III: GOVERNMENT

Section 1: Governing Body

The Board of Director shall be the governing body of the corporation and shall manage the business and affairs of the corporation and shall have control over the property, finance and the activities except otherwise provided for in these bylaws. Furthermore, the Board of directors shall establish policy necessary to fulfill the duties specified herein.

Section 2: Composition

The Board of Directors shall be composed of the Chairman of the Board, the President, all Vice Presidents, the State Director, the Secretary, the Treasurer, the Legal Counsel, all Directors, the Chaplin, the Editor and Webmaster.

Section 3: Officers

The persons or classes of persons described in this article shall be the officers of the corporation.

- A. Chairman of the Board: The immediate past President shall serve as the Chairman of the Board. If for any reason, the immediate past President is unable to serve or complete their term of office as Chairman of the Board, the most recent, eligible past president shall serve as the Chairman of the Board.
- B. Elected Officers: The elected officers of the Corporation shall be the President, the First Vice President and a maximum of four Vice Presidents, a State Director, a Secretary and a Treasurer.
- C. Appointed Officers: The appointed officers of the Corporation shall be the Legal Council, Chaplin, Editor and Webmaster.

Section 4: Elected Directors

The Corporation shall have a minimum of five (5) elected directors and a maximum of fifteen (15) elected directors as described in this Article.

Section 5: Eligibility

Any Charlotte Jaycee who shall have been a member in good standing of the United States Junior Chamber for at least the six-month period immediately prior to the date of their taking office shall be eligible to serve as an officer or director.

Section 6: Term of Office

The term of office for the officers and directors of the Charlotte Junior Chamber shall be as defined in this section.

- A. Elected Officers, Appointed Officers and Elected Directors: The elected officers, appointed officers and elected directors shall serve a one-year term beginning on January 1 of the year in which they are elected and ending on December 31 of the same year.
- B. Partial Terms: At any time an officer or director is appointed or elected to complete a partial term of office, that term will begin at the first Board of Directors meeting after being elected or appointed to office and the office shall end at the same time the original term of office would have expired.

Section 7: Consecutive Terms

The President shall not be able to serve consecutive terms in the same office. The Vice Presidents, to include First Vice President and the State Director shall not be eligible to serve more than two (2) consecutive terms. These restrictions shall apply to only full terms and shall not include terms less than one. Any member serving a full one (1) year term as President is barred for a period of one year thereafter from holding any other office except that of Chairman of the Board. No members shall be elected to serve more than three (3) consecutive terms as an elected director. These restrictions shall apply to only full term and shall not include terms of less than one year. Prior services as an officer shall not affect eligibility to serve as an elected director.

Section 8: Dual Position

No two offices or directorships shall be held simultaneously by the same person, unless it is an appointed position by the President.

Section 9: Vacancy

Vacancy in any office or directorship shall be filled as provided herein.

- A. Chairman of the Board: Should the immediate past President be unable to serve as Chairman of the Board, the most recent, eligible past President shall serve as Chairman of the Board.
- B. President's Temporary Absence: In the event of the President's temporary absence or disability, the First Vice President shall act in their stead until such absence or disability ceases.

- C. Vacancy of Presidency: If the office of President becomes permanently vacant for any reason, the vacancy shall be temporarily filled by the First Vice President, or in the event of their unavailability, by the Chairman of the Board. A new President shall be elected at the second general membership meeting following the creation of the vacancy.
- D. Elected Officer of Director: If any elective office or directorship shall become vacant for any reason, the vacancy shall be filled by an election to be conducted at the second general membership meeting following the creation of the vacancy. During the vacancy, the Board of Directors may appoint an interim officer to fill the position until the nomination and election process is completed. Provided, however, that should such a vacancy occur within the last three months of the fiscal year, the vacancy shall be filled by an appointment made by the President and approved by the majority of the Board of Directors present.
- E. Appointed Officers: If the appointed officer's position shall become vacant for any reason, the vacancy shall be filled by an appointment made by the President and approved by a majority of the Board of Directors present.

Section 10: Removal

Any officer or director may be removed from office by any of the following means:

- A. By written resignation (hard copy or email) which shall become effective upon approval of the Board at meeting thereof.
- B. By loss of status as a regular member in good standing.
- C. By removal for cause upon the vote of at least two-thirds (2/3) of the members of the Board of Directors present at any duly held meeting thereof. The Chairman of the Board shall give written notice to such member stating the causes for removal at least ten (10) days prior to such meeting. The party to be removed shall have the opportunity to show cause why they should not be removed, and after a fair hearing, the Board shall vote. It shall take the signature of at least five (5) members of the Board of Directors to require a member to show cause why they should not be removed under this subsection.

Article IV: Appointment Nomination and Election of Officers and Directors

Section 1: Appointed Officers

The appointed officers shall be appointed by the incoming President as soon as possible after elections have terminated. Appointed officers shall be presented to the

new Board of Directors prior to January 1 of taking office. A majority of the new Board of Directors must vote in favor of such appointed officers.

Section 2: Elected Officers and Directors

The offices of the President, the Vice Presidents to include the First Vice President, the State Director, the Secretary and the Treasurer shall be elected at the first regular membership meeting in November of each year. Nominations for these positions shall begin at the first regular meeting in October. The elected directors shall be elected at the first regular meeting in December with nominations beginning at the first general meeting in November.

Section 3: Procedure

In the election of Vice Presidents, the five candidates having the highest number of votes will be elected Vice Presidents. In case of a tie vote for the election of the fifth Vice President, should there be more than five candidates for Vice President; an additional ballot will be taken between the candidates in such a tie to determine the election of the fifth Vice President. A like procedure shall be followed in the event of a tie for the last elected directorship. Such an election shall be conducted at the same meeting as the initial election for such office.

In the event that there are more open slots than Vice President candidates, each individual candidate will receive an up or down vote from the present general membership, with a fifty percent plus one majority required to vote 'yes' to approve the filling of the position. The remaining open seats shall stay open for nomination until they are properly filled. Immediately after the election of Vice Presidents, an additional ballot will be taken to determine the First Vice President. In case of a tie vote for the election of First Vice President, an additional ballot will be taken between the top two candidates in such tie.

Section 4: Nomination and Campaign Speeches

At each election, the floor shall be open to nominations from the general membership. Nomination protocol to be followed as provided herein:

- A. Nominations shall be opened one general meeting prior to elections.
- B. Candidates for officer or directorship must be present to accept nomination
- C. Candidates for officer or directorship must be present for election unless approved by existing executive committee.

The time allotted for nominations and campaign speeches for each candidate to be as followed:

- A. Presidential candidates will have 10 minutes
- B. Executive committee candidates will have 5 minutes
- C. Director candidates will have 3 minutes.

The time allotted for each candidate for nomination and campaign speeches shall be equal. The order of nomination and campaign speeches shall be determined by the President by a coin toss or other like method. No member's name shall be placed on the ballot until the president and secretary have certified that they are eligible to serve.

Section 5: Voting

Each regular member present in good standing shall be entitled to cast one vote for each office or directorship to be filled. However, no member shall be entitled to cast more than one vote for any candidate. If there are two or more candidates for any one office, and one candidate does not receive a majority of the votes cast, there shall be a run off between the candidates receiving the highest number of votes on the last ballot. Such a run off shall be held at the same meeting as the initial ballot and are to include more than two candidates only in the event that more than two tie for the highest number of votes or one receives that highest number and there is a tie for the second highest number. There shall be no absentee ballots. Further election procedures may be defined by the policy of the Board of Directors so long as such policy is not in conflict with these Bylaws.

Article V – Duties of Officers and Directors

Section 1: Chairman of the Board

The Chairman of the Board shall advise at all meetings of the Board of Directors. They shall advise the President on all operations of the corporation and discharge all duties assigned to them by the President or Board of Directors. At the request of the President or in his absence the Chair will preside over the meeting of the Board of Directors.

Section 2: President

The President of the Board of Directors shall preside at all meetings of the Board of Directors and at all regular and special meetings of the corporation and of the executive committee, and shall supervise the affairs of the corporation as the chief executive officer. They shall appoint such committee as delegations as the Board of Directors or by these Bylaws shall authorize. They shall be an ex-officio member of all the committees of the corporation. The President shall make such reports as required of their office, including an annual report to the members.

Section 3: First Vice President

The First Vice President will preside at the general membership and special meetings of the corporation and Executive Committee in the Presidents absence and will perform all other duties of the Vice President as contained in Section 4 of this article.

Section 4: Vice President

The Vice President shall supervise all activities within the portfolios assigned to them by the President, and shall be responsible for the planning and carrying out those portfolios. They shall carry out all other duties assigned by the President and the Board of Directors.

Section 5: State Director

The State Director shall organize and supervise all matters pertaining to extensions, State and National meetings, visitations and the reporting of chapter documents. They shall serve as advisor to the corporation in matters relating to the North Carolina Jaycees and the United States Junior Chamber and shall serve as co-chairman of all delegates of the corporation to the meeting of the Junior Chamber or Junior Chamber International.

Section 6: Secretary

The Secretary shall supervise and be responsible for the Charlotte Junior Chamber office of the corporation and shall see that all notices are duly given in accordance with the Bylaws or as required by the Board or the President. They shall attend all meetings of the board

Section 7: Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds of the corporation. They shall receive and give receipt for all monies due and payable to the corporation: shall deposit all receipts in the name of and to the account of the corporation, or see that all receipts are so deposited; render a monthly statement of the condition of the finances of the corporation to the Board of Directors and to the general membership an annual report of the financial condition at the close of the fiscal year; and in the general performance of the duties incident of the office of Treasurer, or assigned to them by the President or Board of Directors.

Section 8: Legal Council

The Legal Counsel shall serve as legal advisor to the President, to the Executive Committee, and to the Board of Directors. They should approve the execution of all contracts entered into by the Charlotte Jaycees. They should give advice in regard to the compliance with applicable local, state and federal laws which affect the Charlotte

Jaycees, and they shall perform such other and further duties as may be assigned to them by the President or the Board of Directors.

Section 9: Elected Directors

At the beginning of each fiscal year, the Executive Committee shall assign individual Directors to those portfolios necessary for the successful operation of the corporation and to such addition duties as may be necessary. The Directors shall have charge of all activities and all project chairmen who fall under their assigned portfolios and they shall be directly responsible to the Vice President under whose direction the portfolio falls.

Section 10: Chaplin

The Chaplin shall have the charge and custody of the spiritual leadership of the corporation. They shall have the responsibility for the duties assigned by the President or the Board of Directors.

Section 11: Editor

The editor shall have the charge and custody of reporting chapter information and community affairs to the chapter members and outside sources. They shall organize the monthly newsletter and Citizen Magazine. They shall have the responsibility for the duties assigned by the President or the Board of Directors.

Section 12: Webmaster

The Webmaster shall have the charge and custody of the chapter's website to include but not limited to design, updating, and reporting. They shall have the responsibility for the duties assigned by the President or the Board of Directors.

Article VI – Committees

Section 1: Executive Committee:

The Executive Committee shall be composed of the Chairman of the Board, the President, the First Vice President, the Vice Presidents, the State Director, the Treasurer, and Secretary. The Executive Committee shall hold a regular meeting at least once a quarter on a day, time and place elected by the President. Special meetings may be called by the President upon reasonable notice of date, time and place of such special meeting. Those present at a regular or special meeting shall constitute quorum. The Executive Committee shall monitor the condition of the corporation, assign portfolios and supervise the activities of the corporation. At the beginning of each fiscal year, the Executive Committee shall formulate a program and

budget for the entire year of its administration and shall present same to the board of Directors for adoption.

Section 2: Standing Committees

Standing committees shall be those deemed necessary or advisable by the majority of the Board of Directors to carry out the regular functions and activities of the corporation. Chairman of such committees shall be selected by the officer and or Director in charge of that area and approved by President. Committee Chairman may appoint such other members of their committee as are necessary and advisable.

Section 3: Special/Project Committee

Special or project committee shall be those committees necessary to manage and implement any project or special undertaking of the corporation. Projects and special undertaking of the corporation must be approved by a majority of the Board of Directors at a regular or special meeting of the Board of Directors. Presentation to the Board of such projects shall be by the proposed chairman and shall include a Chairman's Planning guild that outline the steps and budget necessary to complete the project.

Section 4: Nominating Committee

The nominating Committee shall by appointed by the President with the Approval of the board of Directors at least thirty (30) days prior to the annual election of officers. This committee shall be composted of the Chairman of the Board, or other experienced member, who shall insure that at least one qualified person be nominated for each office and submit a list of all known candidates to the Elections Committee prior to each election.

Section 5: Elections Committee

The Elections Committee shall be appointed by the Chairman of the Board, subject to approval by the Board of Directors. It shall consist of three life members (or at least other Board Experienced Members, not currently serving on the Board) and is charged with directing and supervising all elections of officers and directors of the corporation including the mailing of notices and other material, distributing and counting of ballots.

Article VII Meetings

Section 1: Membership Meetings

The general membership shall meet on the first Tuesday of each month at a time and place to be selected by a majority of the Board of Directors. Special meetings may be called at the direction of a majority of the Board of Directors by mailing or emailing

written notice, at least ten (10) days in advance of such meeting, of the date, time, place, and purpose of the meeting to all regular members in good standing. The members present and in good standing shall constitute a quorum at membership meetings.

Section 2: Board of Directors Meetings

The regular Board of Directors meeting shall be held at least once a month on a day, time, and place selected by the President. Special meetings may be called by the President or a majority of the Executive Committee upon advance notice in writing, by telephone, or in person of the date, time, place, and purpose of such meeting. At such special meeting, no action shall be taken on any members not specified on the advance notice without the consent of a majority of the Board, whether present or not. A majority of the members of the Board shall constitute a quorum at any meeting on the Board of Directors.

Section 3: Executive Committee

The Executive Committee shall meet at least once a quarter on a day, time, and place selected by the President. Special meetings may be called by the President upon advance notice in writing, by telephone, or in person of the date, time, and place of such meeting. The officers present shall constitute a quorum at any meeting of the Executive Committee.

Article VIII Delegations

Section 1: Composition

Delegations or committees shall be appointed by the President, subject to the approval of the Board of Directors, to represent the corporation at any convention, meeting, or assembly as may be necessary. Such delegations or committee shall have no authority, by virtue of such appointment, to bind or obligate the corporation to any expense or to concur in any action contrary to the policy of the corporation. The president and State Director shall serve as co-chairmen of such delegation or committee, and in the event of either absence, the President shall appoint a member(s) to serve in either or both places.

Section 2: Expenses

The corporation may bear the amount of expenses of the corporation's delegations to any such sanctioned meeting of the North Carolina Jaycees or the United States

Jaycees. Such expenses shall be limited to the out-of-pocket costs of registration, transportation, meals, and lodging. Eligibility by policy for reimbursement and limitation on reimbursement shall be specified by policy of Board of Directors.

Article IX Financial Management

Section 1: Borrowing

The Board of Directors shall have the power to borrow up to Two Thousand Five Hundred (\$2,500.00) dollars and pledge the credit and assets of the corporation as security for same. Any borrowing must be upon recommendation of the President and approval by three-fourths (3/4) vote of the Board of Directors present at a Board meeting. Any borrowing in excess of \$2,500.00 must be upon recommendation of the Board of Directors and approval by two-thirds (2/3) vote of the regular members present at a regular general membership meeting.

Section 2: Expenditures

The Board of Directors shall have the power to authorize the expenditure and appropriation of sum of money up to and including Two Hundred Fifty (\$250.00) dollars and any one expenditure not previously budgeted or included in an approved project. Any expenditure not previously budgeted or included in approved project in excess of Two Hundred Fifty (\$250.00) dollars must be approved by a three-fourths (3/4) vote on the Board of Directors present at a Board meeting.

Section 3: Financial Examination Committee

The Chairman of the Board shall appoint, subject to a two-thirds (2/3) approval of the Board of Directors, a committee of three active members to perform the annual financial examination of all books and records of this organization for the just completed fiscal year. The financial examination committee shall be appointed at the regular Board meeting held in November and shall give their report at the regular meeting of the Board of Directors held in January. Should any discrepancies occur, the Board of Directors shall take appropriate section.

Article X Rules of Procedure and Policy

Section 1: Contracts

Only an officer, duly authorized by majority vote of the Board of Directors, shall have the authority to execute any contract on behalf of the Charlotte Jaycees, to bind it by any obligation, to pledge its credit, or to render it liable for any purpose or in any amount. Any such contract or undertaking must be approved by Legal Counsel prior to or contemporaneously with approval by the Board of Directors.

Sections 2: Notices

The notice requirements contained in these Bylaws shall be deemed to have been met by: timely mailing or emailing of written notice to the latest known mailing address of each member, publication in an official Charlotte Jaycee publication, or by other means reasonably designed to give actual notice. It shall be the duty of each member to keep their current address recorded with the Secretary, failure to do so shall not of itself invalidate any action taken at meetings about which they received no notice.

Section 3: Rules of Order

Robert's Rules of Order, as currently in effect, shall govern the proceedings of all official meeting of the Board of Directors, the general membership and official committees of the corporation except as modified by these Bylaws.

Section 4: Policy

The Board of Directors shall establish policy for the corporation. Such policy shall be established by motion and approval of two-thirds (2/3) vote of the Board of Directors. Such policies shall be maintained by the Secretary. No policy may be enacted if such policy is in conflict with these Bylaws.

Section 5: Voting of Board of Directors

In reference to voting requirements imposed on the Board of Directors by these Bylaws, "Board of Directors" shall be defined as Board Members present at any meeting where a quorum has been reached.

Section 6: Harassment

Whereas the Charlotte Jaycees is an organization to promote civic duty, leadership development and social interaction between members,

Whereas sexual harassment may be defined as an unreasonable written, verbal an/or physical contact of a sexual nature by a member upon any other member or guest which causes the recipient to reasonable be offended.

Whereas sexual harassment has been property deemed unacceptable behavior within our society and organization.

Therefore be it resolved that a member. Or guest's complaint of sexual harassment shall be made in writing seven days prior tot the Board of Directors meeting. Upon placing the complaint on the agenda, the Secretary shall immediately notify the alleged offending member of same in writing at their roster address. The Board of Directors shall review the written complaints and any other relevant evidence at their regular Board meeting. The alleged offending members shall have the opportunity to present contradictory evidence, but such presentation shall not exceed fifteen minutes. Any

member found by a three quarters vote of the officers and directors present to the violating the above provision shall be subject to disciplinary action which may include, but is not limited to, the revocation of their membership.

Article XI – Amendments

Section 1: Amendments

The Bylaws may be amended by not less than a two-thirds (2/3) affirmative vote of those regular members in good standing and present at any duty held membership meeting, provided that:

- A. At least ten days prior to such meeting a copy of the proposed amendment or amendments shall have been mailed or **emailed** to all regular members in good standing at their latest address recorded by the Secretary, or shall have been otherwise delivered to such members, and:
- B. The proposed amendment or amendments shall have been approved by majority vote of the Board, or shall have been contained in a petition signed by at least twenty-five (25) regular members in good standing and presented to the Secretary.
- C. Approved amendments shall take effect immediately following the amendment passing by a 2/3 vote of the General Membership, unless such date is specifically addressed in the amendment.

Article XII – Authentication

Section 1: Authentication

These Bylaws shall become effective on January 1, 2009, and shall supersede any and all other prior Bylaws enacted or approved by the corporation. These Bylaws were approved by a majority vote of the Board of Directors on October 14th, 2008, and a two-thirds (2/3) vote of the general membership at the regular meeting held on November 4th, 2008.

Article XIII Gender

Section 1: Gender

All references to he, him, or his shall be deemed to be gender neutral.

