

ARTICLE I - NAME

- A. The name of this organization shall be: The Ann Arbor Jaycees.
- B. The principal office of the organization shall be located at P.O. Box 1866, Ann Arbor, MI 48106, or at such other location in Washtenaw County to be determined at the discretion of the President subject to the approval of the Board of Directors.

ARTICLE II - AFFILIATION

- A. This organization shall be and hereby is affiliated with the Michigan Jaycees, the United States Junior Chamber, and Junior Chamber International, and is subject to the By-Laws and Policies of these bodies in so far as they affect and prescribe the function of the local Jaycee chapter.

ARTICLE III - PURPOSE

- A. The purpose of this organization shall be:
 - 1. To provide its membership leadership training.
 - 2. To instill civic consciousness to better the membership's usefulness as citizens.
 - 3. To provide civic service, through the organized efforts of the membership.
 - 4. To promote the welfare of the community and its citizens through active, constructive projects.

ARTICLE IV - MEMBERSHIP

- A. Membership in this chapter shall be limited to five classes:
 - 1. Individual Member - Any young person of good character between the ages of twenty-one (21) and forty (40), both inclusive, is eligible for Individual membership in this organization with full privileges thereof. A person is considered a member provided dues payment (or payment agreement) is received. If any Individual Member shall arrive at the age of forty-one (41) after the beginning of the Individual Member's Anniversary Dues Date, such member shall be deemed an Individual Member until said member's next Anniversary Dues Date, or in case of an Individual Member holding office, until completion of such term of office. No Individual Member shall be permitted to hold any office if said member has reached the age of forty-one (41) prior to commencement of the term of office.
 - 2. Honorary Member - Honorary Membership may be conferred on any person or persons, upon prior recommendation of the Board of Directors in regular session, only upon outstanding cause shown. A two-thirds (2/3) vote of the membership at any membership meeting is required where ten (10) days' written notice has been given to all members that such action is to be voted upon. An Honorary Member shall have none of the obligations of membership in the chapter, but shall be entitled to all privileges except those of making motions, of voting, of chairing projects, and of holding office, unless qualified as an Individual Member.
 - 3. Life Member - Past Presidents of this chapter who have faithfully fulfilled the duties of their office may be granted Life Membership. A Life Member shall have none of the obligations of membership in the chapter, but shall be entitled to all privileges except those of making motions, of voting, of chairing projects, and of holding office, unless qualified as an Individual Member. A simple majority vote by the Board of Directors is required.
 - 4. Sustaining Member - Any reputable individual or entity who has assisted financially in extending the purposes and function of this chapter may be eligible for affiliation as a Sustaining Member. A Sustaining Member shall have none of the obligations of membership in the chapter, but shall be entitled to all privileges except those of making motions, of voting, of chairing projects, and of holding office, unless qualified as an Individual Member. A simple majority vote by the Board of Directors is required.
 - 5. Associate Member - Any individual who has aged out from this chapter may be eligible for affiliation as an Associate Member. A person is considered an Associate member provided dues payment is received. An Associate Member shall be entitled to all privileges except those of making motions, of voting, of chairing projects, of serving on committees, and of holding office. A simple majority vote by the Board of Directors is required.
- B. Any member in good standing who enters or re-enters the armed services of the United States, shall remain an Individual Member without payment of any dues, while on active duty. The chapter will pay the dues owed to the state organization.
- C. Application
 - 1. All applications for Individual Membership must be in writing. Applications must be accepted by a majority vote of the Board of Directors.
 - 2. The President shall notify the candidate, in writing, of the Board of Directors approval or disapproval of granting membership to the candidate.
- D. Expulsion of membership
 - 1. Any member may be expelled for adequate reason by a two-thirds (2/3) vote of the Board of Directors. Any member proposed for expulsion must be given:
 - a. Ten days (10) written notice including the reason for the proposed expulsion;
 - b. Opportunity to contest the proposed expulsion, in writing or in person, before the Board of Directors, and;
 - c. Final written notice of the Board of Directors decision.
 - 2. Failure to pay dues is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board of Directors.

ARTICLE V - DUES

- A. Amount
 - 1. The dues for the various memberships of this organization shall be set by, and may be from time to time amended by, the Board of Directors through a simple majority vote.
- B. Dates Payable
 - 1. A member's Anniversary Dues Date shall be the month in which the member's original dues for membership are received by the United States Junior Chamber.
 - 2. Dues shall be paid annually on or before the member's Anniversary Date.
- C. Accounts, Collection
 - 1. The Treasurer shall be responsible for the collection of dues, and all accounts, under the direction of the Board of Directors.

ARTICLE VI - GOVERNMENT

- A. Management
1. The government of this organization shall be vested in a Board of Directors consisting of the following voting members:
 - a. Chairperson of the Board
 - b. President
 - c. Up to six (6) Vice Presidents
 - d. Up to fifteen (15) Directors
 - e. Treasurer
- B. Action of the Board of Directors
1. The Board of Directors shall have control of the property and management of this organization, subject to the will of the membership. All action taken by the Board of Directors shall require a vote on a motion made by a voting member of the Board of Directors. A simple majority (50% plus one) of those present is required to pass a motion.
- C. Vacancies
1. A vacancy on the Board of Directors may be filled by appointment by the President with the advice and simple majority vote of the Board.
 2. A vacancy of the Presidency shall be filled by a two-thirds (2/3) vote of the Board of Directors.
- D. Removal of Officers
1. A special recall election may be held to remove any officer from the Board of Directors.
 - a. A petition signed by not less than twenty percent (20%) of the base membership of this organization for the current fiscal year must be presented to the Board of Directors.
 - b. The Board of Directors will then schedule a recall election for the next general membership meeting and shall notify the membership of this fact.
 - c. At the scheduled membership meeting an election shall be conducted in accordance with Article VII and Article IX of these By-Laws.
 - d. A two-thirds (2/3) vote of a membership reflecting a quorum at any general membership meeting or special meeting is necessary to remove any elected officer.
 2. It shall be the duty of the Board of Directors to attend meetings of that body. Any absence for which the Board Member has not given prior notice to the President or their designee a justifiable reason for not attending a meeting is an un-excused absence. A justifiable reason is at the discretion of the President. Any Board Member who has two consecutive un-excused absences at regular Board of Directors meetings or a total of three un-excused absences shall be dismissed from the Board of Directors. Said member shall be notified in writing of their dismissal by certified mail. Said member may provide a written explanation within twenty-eight (28) days of receipt of their dismissal. Upon receipt of a written explanation from the dismissed Board Member, it shall be reviewed by the Board of Directors. If approved by the Board of Directors, the dismissal may be waived. Vacancies so caused shall be filled as provided herein.
- E. Authority to bind
1. No member of this organization shall contract for, incur any debt, enter into any agreement, spend any funds, or otherwise obligate this organization, except by authorization of the Board of Directors or the membership.
 - a. The President alone, by virtue of the office, may authorize the payment of funds not to exceed one hundred dollars (\$100.00). Said funds shall be used for the promotion or operation of a project or for regular and ordinary operating expenses required to run this organization.
 - b. Any funds withdrawn from accounts owned or operated by this organization shall be signed by any two (2) of the following individuals: Treasurer, President, Chairperson of the Board, and the Vice President who oversees the Treasurer.

ARTICLE VII - ELECTIONS

- A. Not less than ninety (90) days prior to the annual election, the President shall appoint or remove, with the approval of the Board of Directors, an Elections Committee of not less than five (5) members, of which the Chairperson of the Board shall automatically serve as the chair of this committee.
- B. It shall be the duty of the Elections Committee to officially nominate candidates for the offices to be filled at the Annual Election Meeting.
- C. Eligibility for office:
1. Chairperson of the Board:
 - a. The outgoing President shall automatically fill this position.
 - b. This position is considered a continuation of the office of the presidency and therefore if an Individual Member reaches the age of forty-one (41) while President, their term of office will continue through the subsequent year.
 2. President:
 - a. Been an Individual Member for the previous twelve (12) months by the time they assume office.
 - b. Has previously served for two (2) full terms as an officer of this organization, one of which in an elected position.
 - c. May not serve consecutive terms as President.
 3. Vice President:
 - a. Been an Individual Member for the previous twelve (12) months by the time they assume office.
 - b. Has previously served for one (1) full term as an officer for this organization.
 - c. May serve as Vice President in the same area for no more than two (2) consecutive terms.
 4. Director:
 - a. Been an Individual Member for the previous six (6) months by the time they assume office.

- b. Has been the Chairperson of at least one (1) chapter project.
 - c. May serve as Director for no more than three (3) consecutive terms.
- D. No member of the Elections Committee shall be eligible for any office by action of the Elections Committee.
 - E. For purposes of determining eligibility to run for office under this Article, an officer who has served six (6) months or more by the time they would assume their new office is considered to have served a full term in office.
 - F. If five (5) weeks prior to the election there are no candidates fulfilling the eligibility requirements, then candidates not meeting the eligibility requirements may run for open positions.
 - G. The Elections Committee shall publish a slate of candidates at least 10 days prior to the election. In order to be eligible for office, a nominated candidate must publish an announcement of acceptance of their nomination for elected office at the same time. This shall be the final slate of candidates eligible for the Annual election.
 - H. No candidate shall spend more than two hundred dollars (\$200.00) aggregate for any and all campaigning activities in any election year.
 - I. At the Annual Election Meeting, there shall be elected, in order: the number of Directors and Vice Presidents specified in Article VI of these By-Laws and a President.
 - J. A majority vote of the ballots cast is needed to elect in a contested or non-contested race.
 - K. Prior to any election for office, each candidate shall be allowed to make an election speech at the Annual Elections Meeting not to exceed the following time limits: Directors - two (2) minutes; Vice Presidents - seven (7) minutes; President - ten (10) minutes. The time limits noted include any nomination speech.
 - L. Voting shall be by Individual Members and no person shall cast more than one ballot. Any Individual Member who has not been an Individual Member at least twenty-eight (28) days prior to the date of elections, and has not paid annual dues in full, is not eligible to vote.
 - M. Proxies will not be recognized. Absentee ballots will be recognized. Absentee ballots will be provided, upon request to each eligible member at least 10 days prior to the election. Completed ballots must be received on or before the day of the election. Absentee ballots will not be opened prior to the election. Absentee ballots are counted at the election meeting. Absentee votes do not count toward meeting the quorum. Absentee ballots will not count in run-off elections.
 - N. In the event of a tie for an office, there shall immediately be a run-off election between only those candidates who have received the same number of votes. This shall be repeated until the offices are filled. Prior to each run-off election, each candidate shall be allowed to make an additional two (2) minute election speech. In the event of a contested race a run-off election will be conducted if no candidate receives a majority of the ballots cast. The run-off election will include only those two candidates receiving the most ballots cast in the immediate previous election.
 - O. The results of all elections shall be tallied and reported to the membership at the election meeting, by the Chairperson of the Board or designate. The Chairperson of the Board, or designate, will ensure that the election results are published in the next edition of the Chapter's newsletter.
 - P. The Board of Directors shall assume their duties on January 1, which shall begin this organization's calendar and fiscal year. This Board of Directors will serve for one (1) year or until their successors are duly elected and charged.

ARTICLE VIII - OFFICER'S DUTIES

- A. Chairperson of the Board
 - 1. Shall assist the President in managing this organization.
 - 2. Shall be the Chair of the Annual Elections Committee.
 - 3. Will assume the responsibilities of the President as necessary due to absence at General and Special meetings of the membership, as well as meetings of the Board of Directors.
- B. President
 - 1. Will act as the Chief Executive Officer of this corporation and shall ensure that all orders and resolutions of the Board of Directors are carried into effect.
 - 2. Shall be directly responsible for the creation, implementation and evaluation of the strategic plan of this organization.
 - 3. Shall preside over this organization's meetings of the: Board of Directors, General Membership and Special Membership.
 - 4. Cannot raise or second motions.
 - 5. Votes only to break a tie.
 - 6. Shall appoint or remove additional non-voting members to the Board of Directors as needed, to effect / carry out operations of the Chapter, with the advice and simple majority vote of the Board of Directors.
- C. Vice Presidents
 - 1. Are directly responsible for the management of all chapter projects run in their area of Vice Presidency.
 - 2. Will provide any and all reporting necessary to the state and/or national parent organizations of this chapter, for activities of this chapter that are managed under their area of Vice Presidency.
 - 3. Shall assist the President as necessary in creating and implementing the strategic plan of this organization.
- D. Directors
 - 1. Shall be responsible for assisting the President and Vice Presidents in managing this organization, and in implementing its strategic plan, and in assuring the will of the membership is enforced.
 - 2. Are directly responsible for the management of assigned chapter projects in their programming area.
- E. Treasurer / Associate Treasurer
 - 1. Following the Annual Election, an Associate Treasurer may be appointed by the President with the advice and consent of the Board of Directors. The Associate Treasurer shall serve a term beginning on January 1 and ending June 30. On July 1 they assume the office of Treasurer, and serve in this role until June 30 of the following year.
 - 2. The duties of the Treasurer are as follows:
 - a. Shall be directly responsible for accurate accounting of the corporation's funds, and will provide a detailed report of such accounting to the Board of Directors on a quarterly basis; or upon the request of the Board of Directors.
 - b. Will collect annual dues from the membership, and will provide Individual and Associate Members with notice of their dues obligation not less than thirty (30) days in advance of the member's Anniversary Date.

- c. Will be responsible for the filing of any and all reports, forms, and financial information to the various local, state and federal agencies as required by law.

F. Secretary

1. Following the Annual Election, a Secretary shall be appointed by the President with the advice and consent of the Board of Directors. The Secretary, or a designate, shall carry out the following duties:
 - a. Shall be responsible for preparing agendas for all membership and Board of Director meetings of this organization and for keeping accurate minutes of the business transacted at any such meetings.
 - b. Will be the custodian of all records and correspondence of this organization.
 - c. Shall assist this organization in any other record keeping activities as directed by the President.

ARTICLE IX - MEETINGS

A. Quorum

1. At all membership meetings of this organization, twenty-five percent (25%) of those entitled to vote must be present to constitute a quorum. Any percentages cited as a requirement necessary for a vote to carry, shall be based upon the voting members present after a quorum has been determined.
2. At meetings of the Board of Directors, fifty percent (50%) of the Board shall constitute a quorum. Absentee ballots are not acceptable for votes taken at a Board of Directors meeting.

B. Parliamentary Authority

1. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

C. Annual Election Meeting

1. The Annual Election Meeting of the organization shall be held in November of each year.

D. General Membership Meeting

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

E. Special Meetings

1. Special meetings of the membership may be called by:
 - a. The President or
 - b. The Secretary upon request from at least four (4) members of the Board of Directors;
 - c. Or twenty-five percent (25%) of the membership.
2. Written notice of any special membership meeting shall be mailed to each Individual Member at their last known address at least ten (10) days prior thereto.

F. Board Meetings

1. Regular meetings of the Board of Directors shall be held at least once a month at such time and place as directed by the President.
2. Special meetings of the Board of Directors may be called by:
 - a. The President or
 - b. The Secretary, upon request from at least four (4) members of the Board of Directors.
3. Written notice of any special Board of Directors meeting shall be mailed to each member of the Board at their last known address at least five (5) days prior to thereto.

ARTICLE X - COMMITTEES

- A. The Board of Directors shall determine the committees necessary to fulfill the objectives and purpose of the organization.
- B. All committee chairpersons shall be appointed or removed by the President or Vice President under whose area the committee falls.
- C. The President and Vice President under whose area the committee falls shall be ex-officio members of all committees.
 1. The Elections Committee is the sole exception to this section.

ARTICLE XI - AMENDMENTS & CLARIFICATIONS

- A. These By-Laws may be amended by a two-thirds (2/3) vote of the Individual Members present at any regular or special meeting, provided that written notice of the proposed amendment has been mailed to the last known address of each member at least ten (10) days prior hereto.
- B. These By-Laws shall not be inconsistent with, or amended to become inconsistent with the By-Laws, Constitution or Articles of Incorporation of the Michigan Jaycees, the United States Junior Chamber, or of the Junior Chamber International. If an amendment is made that makes this document inconsistent with any of these other documents, then the provisions of that item that is inconsistent will be deemed null and void and will revert to Article II of these By-laws. All other provisions will continue to remain in full force and effect.
- C. The Board of Directors shall maintain written policy and procedure guidelines for the purpose of clarifying these By-Laws and insuring the continuation of the traditions and philosophies of the Ann Arbor Jaycees.