

**MID-COUNTY JAYCEES, INC.
CHAPTER BY-LAWS**

ARTICLE I – NAME

- Section 1. The name of this organization shall be the Mid-County Jaycees, Inc.
- Section 2. The principal office of the organization shall be located in St. Louis County, State of Missouri and at this address: 120 S. Central Ave., Suite 1800, St. Louis, Missouri, 63105 or at such other location in said county to be determined at the discretion of the President.

ARTICLE II – AFFILIATION

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

ARTICLE III – PURPOSE

The purpose of this organization shall be:

- A. To provide young persons, constituting its membership, leadership training, and to instill civic consciousness to better their usefulness as citizens, and
- B. Civic service, through the organized efforts of the young persons of the community, to promote the welfare of the community and its citizens through active, constructive projects.

ARTICLE IV – MEMBERSHIP

Section 1. Membership in this chapter shall be limited to the four (4) classes as follows:

- A. Individual Member
- B. Honorary Member
- C. Life Member
- D. Sustaining Member

Section 2. Individual Member

Any young person of good character between the ages of 18 and 40, both inclusive, is eligible for individual membership in this organization with full privileges thereof. If any individual member shall arrive at age 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 the case of an individual member holding office, until completion of such term of office. No individual member shall be permitted to hold any elected office if said member has reached age 41 prior to commencement of the term of office.

Section 3. Honorary Member

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 two-thirds (2/3) vote of the membership at any membership meeting 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, and of holding office, unless qualified as an individual member with dues paid.

Section 4. Life Member

Life 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 two-thirds (2/3) vote of the membership at any membership meeting where ten (10) days written notice has been given to all members that such action is to be voted upon.

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, and of holding office, unless qualified as an individual member with dues paid.

Section 5. Sustaining Member

Any reputable individual or entity desiring to assist financially in extending the purposes and function of this chapter shall be eligible to be affiliated with the chapter as a Sustaining Member and may become a Sustaining Member upon the passing of a resolution by two-thirds (2/3) vote of the Board of Directors.

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, and of holding office, unless qualified as an individual member with dues paid.

Section 6. Any member may be expelled for adequate reason by two-thirds (2/3) vote of the Board of Directors.

Any member proposed for expulsion must be given:

- a. Ten (10) days 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 notice of the Board's decision.

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.

ARTICLE V – DUES

Section 1. The individual member's anniversary dues date shall be the month in which the member's original dues for membership are received by the USJC.

Section 2. The annual dues for individual members of this organization shall be \$65.00 effective September 1, 2004; the total amount shall be payable on the individual member's anniversary dues date, which is on record with the USJC.

ARTICLE VI – GOVERNMENT

Section 1. The government of this organization shall be vested in a Board of Directors consisting of the following voting members:

- A. President
- B. Management Development Vice-president

- C. Community Development Vice-president
- D. Individual Development Vice-president
- E. Membership Development Vice-president
- F. International Vice-President
- G. Secretary
- H. Treasurer
- I. Immediate Past President (known as Chairman of the Board)
- J. Directors

All members of the Board must be Individual Members of the chapter.

- Section 2. Any individual member of the chapter who holds elective office with the Missouri Jaycees, the USJC or JCI shall be a member of the Board of Directors with all rights and privileges except the right to vote.
- Section 3. The Board of Directors shall have control of the property and management of the organization, subject to the will of the membership. Funds of the organization shall be withdrawn from the bank or banks with which they are on deposit by the joint signature of the president and the treasurer or as the Board shall otherwise direct.
- Section 4. The number of Directors elected annually to the Board shall be based on the then current number of members as follows: one (1) Director if the chapter membership is twenty (20) or less, plus one (1) Director for each ten (10) additional members, up to a maximum of nine (9) Directors.
- Section 5. A vacancy on the Board of Directors shall be filled by appointment by the president with majority approval of the remaining members of the Board of Directors. Said appointee shall serve until the next regular election. In the case of a vacancy in the office of President, the Management Development Vice-president shall assume the duties of the office of President until the next regular Board of Directors meeting where the office will be filled by a vote of the Board of Directors to serve until the next regular election.

ARTICLE VII – ELECTIONS

- Section 1. Not less than sixty (60) days prior to the annual election, the president may appoint, with the approval of the Board of Directors, a nominating committee of not less than five (5) members. If the President does not so appoint, the Board shall nominate or accept nominations from members and the Board shall act as the nominating committee.
- Section 2. It shall be the duty of the nominating committee to nominate candidates for the offices to be filled at the annual election meeting in November. The nominating committee shall report at the general membership meeting in October. Before the election at the annual election meeting in November, additional nominations from the floor shall be permitted.
- Section 3. No officer shall be eligible for the same office for three (3) consecutive terms. For purposes of determining eligibility to continue under this section, an officer who has served six (6) months or more is considered to have served a full term.
- Section 4. At the annual election meeting, there shall be elected, in order, a president, a management development vice-president, a community development vice-president, an individual development vice-president, a membership development vice-president, an international vice-president, a secretary and a treasurer. There shall also be elected directors as required in Article VI, Section 4. A majority vote of the ballots cast is needed to elect.
- Section 5. Voting shall be by individual members and no person shall cast more than one ballot. Proxies and absentee ballots will not be recognized. Any individual member who has not been an individual

member at least thirty (30) days prior to the date of the election is not eligible to vote for the election of officers.

Section 6. The Board of Directors shall assume their duties on January 1, which shall begin this organization's fiscal year. This board will serve for one (1) year or until their successors are duly elected and charged.

Section 7. All candidates for office must be current members in good standing.

ARTICLE VIII – REMOVAL FROM OFFICE

Any officer may be removed from office, upon motion by any member and upon the vote of two-thirds (2/3) of the membership, as a result of failure to fulfill the duties of said office or for conduct detrimental to the best interests of the organization. Said removal must follow the following procedures:

- a. Ten (10) days written notice of the vote upon the motion for removal, including the reason for the proposed removal from office;
- b. Opportunity to contest the proposed removal, in writing or in person, before the general membership; and
- c. Final written notice of the membership's decision.

Should said officer be the secretary, the individual development vice-president shall receive and distribute the notice. Should said officer be the president, the management development vice-president shall preside during the removal proceedings. No removal proceedings shall be based more than once on the same evidence.

ARTICLE IX – MEETINGS

Section 1. The annual election meeting of the organization shall be held in November of each year, and notice of such meeting shall be communicated to each individual member via electronic mail or telephone at least ten (10) days prior thereto. Twenty-five percent (25%) of the membership shall constitute a quorum.

Section 2. General membership meetings shall be held at least once a month on pre-arranged dates. Twenty-five percent (25%) of the membership shall constitute a quorum.

Section 3. Meetings of the Board of Directors shall be held at pre-arranged dates or at the call of the president. At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum.

Section 4. Special meetings of the members or of the Board of Directors, shall be called by the president or by the secretary at the request of at least fifty percent (50%) of the Board of Directors or twenty-five percent (25%) of the membership.

ARTICLE X – DUTIES OF OFFICERS

Section 1. The President, as chief officer of the organization, shall supervise the organization's affairs and activities and shall make an annual report thereon to the members. The President shall be the organization's primary representative of the Board of Directors of the organization to the Missouri Jaycees.

Section 2. The Vice-presidents of Management and Membership Development, who shall preside at membership and Board of Directors meetings in the absence of the president, shall also work with the president on such affairs of the organization as finances, public relations and membership.

- Section 3. The Vice-presidents of Community and Individual Development shall work with the president on affairs of the organization such as programs and projects for community involvement and personal development of the individual member. The Community and Individual Development Vice-presidents shall preside at the membership and Board of Directors meetings in the absence of the president and the management and membership development vice-president.
- Section 4. The Vice-president of International shall act as a liaison between the chapter and the greater Jaycee organization. They shall keep the chapter informed of the goings on at the local, state, national, and international level.
- Section 5. The secretary shall give notice of all regular and special meetings and shall keep a permanent record of the minutes of such meetings. The secretary shall be custodian of all official records of the organization. The treasurer shall issue notices of dues payable and be responsible for the collection thereof, keep the books of the organization, disburse funds as required, and shall report monthly on the financial condition of the organization. The treasurer shall prepare a report for audit by his/her successor.
- Section 6. The directors shall each be assigned a proportionate number of members to keep up-to-date on chapter activities, communicate with, and bring their opinions and ideas to the Board of Directors for action.

ARTICLE XI – COMMITTEES

- Section 1. The Board of Directors shall determine the committees deemed proper and necessary to fulfill the objectives and purpose of the organization.
- Section 2. All committee chairpersons shall be appointed by the president, subject to the approval of the Board of Directors.
- Section 3. The president and vice-president, under whose area the committee falls, shall be ex-officio members of all committees except the nominating committee.

ARTICLE XII – AUTHORITY TO BIND

No member of this organization shall contract for, or incur any debt, or enter into any agreement, or otherwise obligate this organization, except by authorization of the Board of Directors or the membership.

Except as otherwise provided herein, at any time that a vote of the membership is required pursuant to these bylaws, a vote of a majority of the members present, by proxy or otherwise, if a quorum exists, shall be required for approval of the action voted upon.

Except as otherwise provided herein, at any time that a vote of the Board of Directors is required pursuant to these bylaws, a vote of a majority of the Board of Directors present, by proxy or otherwise, if a quorum exists, shall be required for approval of the action voted upon.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these by-laws, but such rules may be overridden by the President at his or her reasonable discretion.

ARTICLE XIV – DELEGATIONS

Delegations or special committees shall be appointed by the president, subject to the approval of the Board of Directors, to represent the organization at any convention, meeting, or assembly, as may be necessary. Such delegations or committees shall exercise only those powers specifically vested in them by the Board of Directors and must be individual members of the chapter.

ARTICLE XV – AMENDMENT

These by-laws may be amended by a majority vote of the individual members present at any regular or special meeting, provided that written notice of the proposed amendment has been given to each member at least ten (10) days prior to the date of such meeting.

The by-laws, constitution and articles of incorporation shall not be inconsistent with the state or national organization by-laws. Also, these by-laws, constitution and articles of incorporation shall not be changed or amended to be inconsistent with the state and/or national organization by-laws. If these by-laws, constitution and articles of incorporation are inconsistent with the state and/or national organization by-laws, the state and/or national organization by-laws shall govern to the extent of the inconsistency, but the remaining provisions of these by-laws, the constitution and the articles of incorporation shall remain in full force and effect.

ARTICLE XVI – NOTICE

Except as otherwise provided herein, at any time that notice is required to be given or mailed pursuant to these by-laws, such notice shall be in writing and may be mailed (i) through the United States Post Office or (ii) by electronic mail to the physical or electronic mail address of record of each member of the organization.

The foregoing by-laws being adopted by the Mid-County Jaycees, Inc. on this 21st day of February, 2006.

Amended on _____