

BYLAWS OF THE VIRGINIA JAYCEES

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ARTICLE I MEMBERSHIP

A. CLASSES OF MEMBERSHIP.

Membership in the Corporation shall include five (5) classes as follows:

- Individual Member
- Honorary Member
- Life Member
- Sustaining Member
- Local Chapter Member.
- Provisional Charter Chapter Member

B. INDIVIDUAL MEMBER.

Young persons between the ages of eighteen (18) and forty (40), inclusive, who are members of a Local Chapter Member in good standing with The United States Junior Chamber of Commerce, shall be considered Individual Members of The Virginia Jaycees. Such Individual Members shall be qualified by, and represented through, the Local Chapter Member so long as said Individual Member shall pay the dues to the Local Chapter Member as specified in its bylaws, constitution and/or articles of incorporation.

Individual Membership in The Virginia Jaycees shall be terminated upon termination of Individual Membership in the United States Junior Chamber of Commerce or Junior Chamber International.

For purposes of accounting and voting on State and National levels and for purposes of competitions, awards, incentives, etc., an Individual Member shall not be an Individual Member of more than one Local Chapter Member of The Virginia Jaycees at one time. An Individual Member of a Local Chapter Member shall be defined to be a Primary Individual Member of the Local Chapter Member in which he or she is an Individual Member for purposes of accounting and voting on State and National levels and for purposes of competitions, awards, incentives, etc.

An Individual Member may hold membership in a Local Chapter Member other than the Local Chapter Member in which said Individual Member is a Primary Individual Member, but for purposes of accounting and voting on State and National levels and for purposes of competitions, awards, incentives, etc., such Individual Member shall not be counted as a member of any Local Chapter Member other than the Local Chapter Member in which said Individual Member is a Primary Individual Member.

An Individual Institutional Member shall be a young person who meets the requirements of this Section and who is a member of an Institutional Chapter Member.

C. HONORARY MEMBER.

Honorary Membership may be conferred on individuals who are not a member of any Local Chapter Member only upon outstanding cause shown, by a majority vote of the Executive Committee or by a two-thirds (2/3) vote of the accredited delegates of any Annual Meeting of the Corporation.

Honorary Members may not hold office, except in honorary capacity, or vote in the Corporation, and will not be assessed dues.

D. LIFE MEMBER.

Individuals who are or who have been members of any Local Chapter Member may be conferred with Life Membership in The Virginia Jaycees in accordance with the bylaws and policies of the Life Member Association and Policies adopted pursuant to these Bylaws. Life Members may neither hold office nor vote in The Virginia Jaycees or any of its Local Chapter Members, unless the Life Member does so by virtue of active Individual Membership in a Local Chapter

Member.

E. SUSTAINING MEMBER.

Any reputable individual or entity desiring to assist financially in extending the purpose and function of this Corporation shall be eligible for affiliation as a Sustaining Member.

Sustaining Member is an honorary title bestowed upon a corporation or individual for a donation received which is deposited into the General Operating Budget of The Virginia Jaycees. A sponsorship is defined as any donation made to the Programming Portfolios of The Virginia Jaycees. Sustaining Memberships shall be solicited by the Chief Financial Officer and the Executive Vice President.

A Local Sustaining Membership is defined as an honor bestowed upon a corporation or individual for donating funds to be used by a Local Chapter Member for the conduct of a local activity or the general operation of the Local Chapter Member. Dues of a local member paid by an employer shall not be considered a Local Sustaining Membership. Local Chapter Members deriving income from Local Sustaining Memberships should maintain a current listing of Local Sustaining Memberships which shall be available at the request of any member of the Executive Committee at the State Office Building. Should the Chief Financial Officer or the Executive Vice President desire to contact an individual or corporation listed as a Local Sustaining Member, the Vice President shall first write to the local chapter concerned and request approval to solicit a donation on behalf of The Virginia Jaycees. The local chapter shall reply by email postmarked no later than twenty one (21) days after the postmarked within seven (7) days of the date of the Vice President's request. Failure by the local chapter to provide a written reply within twenty-one (21) days shall constitute approval for the Chief Financial Officer or the Executive Vice President to proceed with the solicitation.

In the event the local chapter determines that the solicitation of a Sustaining Membership or Sponsorship would adversely affect the Local Sustaining Membership program and disapproves the request, the Chief Financial Officer and the Executive Vice President will adhere the decision of the local chapter and will not contact or solicit the individual or corporation in question; provided however, that the contact may be made upon the unanimous vote of the entire Executive Committee.

Sustaining Members shall not be entitled to any of the rights and privileges of membership.

F. LOCAL CHAPTER MEMBER.

1. 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 this Corporation, and whose officers and Individual Members are young persons between the ages of eighteen (18) and forty (40) years of age, inclusive, shall be eligible for affiliation as a Local Chapter Member (Also referred to in these Bylaws and the Policies promulgated hereunder as "Local Chapter").
2. Applicants for Local Chapter Membership shall file with the Membership Vice President a written application for affiliation. The application must include but is not limited to:
 - 1) Name and permanent chapter address; and
 - 2) A complete roster of the applicant's membership, showing a minimum number of twenty (20) Individual Members who are not presently Individual Members of this Corporation, which shall include but not be limited to:
 - a) Name
 - b) Mailing Address
 - c) Home and Business Phone
 - d) Birthdate
 - e) Gender
 - f) Email address

3. Applications for Local Chapter Membership shall be in the form required by the United States Junior Chamber of Commerce, and must be submitted in duplicate. One copy shall be provided to the United States Junior Chamber of Commerce, and the second copy shall be furnished together with any supporting papers to the President of The Virginia Jaycees, who will sign and transmit the application to the United States Junior Chamber of Commerce. No new Local Chapter shall be affiliated and no funds shall be mailed to the United States Junior Chamber of Commerce until The Virginia Jaycees' share of funds for at least- twenty (20) individual charter members has been received, ~~at the Chapter Service Center in Lynchburg.~~
4. Upon acceptance of any application for Local Chapter Membership by the United States Junior Chamber of Commerce, and unless disapproved by the Executive Committee of The Virginia Jaycees, the President of The Virginia Jaycees shall sign the Charter of affiliation and notify the applicant of its acceptance.
5. The Bylaws, Constitution, or Articles of Incorporation of a Local Chapter Member shall not be inconsistent with the provisions of this bylaw. No Local Chapter Member shall change or amend its bylaws, constitution or articles of incorporation in such manner as to be inconsistent with the provisions of this Bylaw. Any Local Chapter Member in violation of the foregoing may be subject to revocation of its charter.
6. Local Chapter Membership may be terminated for any reason upon affirmative vote of two-thirds (2/3) of the Executive Committee present in a duly-called Meeting; provided, however, that the Local Chapter subject to termination is given at least thirty (30) days prior notice of such Meeting.
7. As of December 31 of each year, the status of each Local Chapter Member will be evaluated by the U.S. Junior Chamber of Commerce. ~~Any chapter under twenty (20) Individual Members will be classified as a Provisional Local Chapter Member.~~
8. An Institutional Chapter Member shall be a young persons organization that meets the requirements of this Section and that exists:
 - 1) In a facility in which persons are confined for penal or correctional reasons after trial and conviction of a criminal offense, or
 - 2) In a program the majority of whose members are regularly engaged in a mental health rehabilitative program or confined for medical reasons.

G. ~~DEVELOPINGPROVISIONAL~~ CHARTER LOCAL CHAPTER MEMBER.

1. 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 this Corporation, and whose officers and Individual Members are young persons between the ages of eighteen (18) and forty (40) years of age, inclusive, shall be eligible for affiliation as a ~~Provisional Developing~~ Charter Local Chapter Member (Also referred to in these Bylaws and the Policies promulgated hereunder as "~~DevelopingProvisional~~ Charter Local Chapter").
2. Applicants for ~~DevelopingProvisional~~ Charter Local Chapter Membership shall file with the Membership Vice President a written application for affiliation. The application must include but is not limited to:
 - 1) Name and permanent chapter address; and
 - 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 this Corporation, which shall include but not be limited to:
 - a) Name
 - b) Mailing Address
 - c) Home and Business Phone
 - d) Birthdate
 - e) Gender

f) Email address

3. Applications for ~~DevelopingProvisional~~ Charter Local Chapter Membership shall be in the form required by the United States Junior Chamber of Commerce, ~~and must be submitted in duplicate~~. One copy shall be provided to the United States Junior Chamber of Commerce, and the second copy shall be furnished together with any supporting papers to the President of The Virginia Jaycees, who will sign and transmit the application to the United States Junior Chamber of Commerce. No new ~~DevelopingProvisional~~ Charter Local Chapter shall be affiliated and no funds shall be mailed to the United States Junior Chamber of Commerce until The Virginia Jaycees' share of funds ~~for at least ten (10) individual charter members~~ has been received at the Chapter Service Center in Lynchburg by the Corporation, unless the United States Junior Chamber of Commerce accepts the entire payment and agrees to transmit the Virginia Jaycees' share directly to the Corporation.
4. Upon acceptance of any application for ~~DevelopingProvisional~~ Charter Local Chapter Membership by the United States Junior Chamber of Commerce, and unless disapproved by the Executive Committee of The Virginia Jaycees, the President of The Virginia Jaycees shall sign the Charter of affiliation and notify the applicant of its acceptance.
5. The Bylaws, Constitution, or Articles of Incorporation of a ~~DevelopingProvisional~~ Charter Local Chapter Member shall not be inconsistent with the provisions of this bylaw. No ~~DevelopingProvisional~~ Charter Local Chapter Member shall change or amend its bylaws, constitution or articles of incorporation in such manner as to be inconsistent with the provisions of this Bylaw. Any ~~DevelopingProvisional~~ Charter Local Chapter Member in violation of the foregoing may be subject to revocation of its ~~provisional~~ charter.
6. As long as ~~DevelopingProvisional~~ Charter Local Chapter Members comply with the applicable provisions of the United States Junior Chamber of Commerce policies and bylaws with respect to remaining in good standing, they shall be recognized by the Virginia Jaycees. shall have ninety (90) days from the date of application to obtain Local Chapter Member status pursuant to Article I Section F of These Bylaws.
- ~~7. Provisional Charter Chapter members that fail to meet the requirements of Article I Section F of these bylaws within ninety (90) days of acceptance of their provisional application will cease to be recognized by the Virginia Jaycees and the United States Junior Chamber, and shall be dissolved. Any individual members who are members of the Provisional Charter Chapter Member shall become At Large Members of the Virginia Jaycees at the time of the dissolution of the Provisional Charter Local Chapter Member.~~

ARTICLE II BOARD OF DIRECTORS

1. The affairs of The Virginia Jaycees shall be governed by a Board of Directors, which shall consist of the President and State Director elected by or other designee determined by each Local Chapter. In addition, the following Officers of The Virginia Jaycees shall serve on the Board of Directors: Chairman of the Board, President, Management Development Vice President, Individual Development Vice President, Community Development Vice President, Membership Vice President, Chief Financial Officer, Secretary-Treasurer, General Legal Counsel, Regional Directors, and Chief of Staff. All other Officers of The Virginia Jaycees, the United States Junior Chamber of Commerce, or Junior Chamber International who are also individual members of a Local Chapter shall serve as ex-officio members of the Board of Directors without the right to vote.
2. [Deleted.]
3. [Moved to Article IV, Section H.4.]
4. The Board of Directors shall provide the ultimate supervision and management of the affairs of The Virginia Jaycees, shall actively pursue its objectives, and shall control disbursement of its funds. The Board of Directors may adopt rules and regulations for the conduct of its business, and may appoint agents or committees considered necessary, consistent with the

Articles of Incorporation, Bylaws and Policies of The Virginia Jaycees.

5. At Meetings of the Board of Directors, a quorum shall consist of one (1) or more Directors for each of one-quarter (1/4) of the total number of member organizations.
6. Indemnification.
 - a) Each present or former director and officer of the corporation shall be indemnified by the corporation to the fullest extent permitted by section 13.1-883B of the Code of Virginia, as it may be amended from time to time, against liabilities, fines, penalties and claims, including amounts paid in settlement, reasonable expenses, and attorney's fees, imposed upon, threatened or asserted against him or her because he or she is or was a director or officer of the corporation; in or by any action suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal; provided that no such indemnification shall be made as to matters as to which he or she is finally adjudged (other than on a plea of nolo contendere) to be liable due to gross negligence or willful misconduct in the performance of his or her duties as a director or officer. In the event of a settlement or plea of nolo contendere, the indemnification shall be made only if the corporation is advised by independent counsel appointed by the board of directors that in counsel's opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his or her duties and that the settlement was or will be in the best interest of the corporation.
 - b) The corporation may pay for or reimburse the reasonable expenses incurred by any applicant in advance of final determination as other disposition of any action suit or proceeding referred to in Section 1, above, if:
 - 1) The applicant furnishes to the corporation a written statement of his or her good faith belief that indemnity will be due to him or her pursuant to Section 1, above;
 - 2) The applicant furnishes to the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard for indemnification pursuant to Section 1, above; and
 - 3) A determination is made by a majority of the members of the board of directors who are not parties to such action, suit or proceeding, or by opinion of independent counsel appointed by the board of directors, that the facts then know to those making the determination would not preclude indemnification under Section 1, above.
 - c) Every reference herein to director or officer shall include every person who serves at the corporation's request as a director, trustee, partner, officer or trustee of, or whose duties with request to, another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in which the corporation owns any interest, of which the corporation is a creditor, or, in the case of an employee benefit plan, in which any employees of the corporation or their beneficiaries have a present or contingent future interest, and, in all such cases, his or her executors or administrators.
 - d) The right of indemnification provided in this Article shall not be exclusive of any other rights to which any director or officer may be entitled.

7. The Board of Directors does not and shall not discriminate on the basis of race, color, religion, gender, national origin, disability, marital status, sexual orientation, or military status, in its management of any of the Corporation's activities or operations.

ARTICLE III OFFICERS

1. **OFFICERS.** Where possible, ~~the~~ Officers of The Virginia Jaycees shall include a Chairman of the Board, a President, a Management Vice President, an Individual Development Vice President, a Community Development Vice President, a Membership Vice President, a Chief Financial Officer, a Secretary-Treasurer, a General Legal Counsel, Parliamentarian, a Chief of Staff, an Executive Vice President, a Chaplain, Regional Directors, Program Managers, and others as may be appointed by the President subject to the approval of the Board of Directors.

2. DUTIES AND RESPONSIBILITIES.

a) **CHAIRMAN OF THE BOARD.** The Chairman of the Board shall be the immediate past President of the Virginia

Jaycees. The Chairman of the Board shall provide the President and the Board of Directors with advice and counsel as appropriate. In addition, the Chairman of the Board shall serve as a member ex-officio of the Nominations and Elections Committee.

- b) **PRESIDENT.** There shall be a President who shall serve as the Chief Executive Officer and who shall have the following powers and responsibilities:
- 1) Supervise the affairs and activities of The Virginia Jaycees;
 - 2) Preside at all Meetings of The Virginia Jaycees, the Board of Directors, and the Executive Committee;
 - 3) Designate a member of the Executive Committee to preside at any Meetings which neither the President nor any Vice President attends;
 - 4) Serve on the Executive Board of Directors of The United States Junior Chamber of Commerce, and assist the President of the United States Junior Chamber of Commerce in the appointment and administration of National Committees as they relate to Virginia;
 - 5) Serve as an ex-officio member of all committees of The Virginia Jaycees, except as otherwise provided;
 - 6) Attend the incoming and outgoing National Conventions of the United States Junior Chamber of Commerce, all Meetings of The Virginia Jaycees, its Board of Directors, and its Executive Committee;
 - 7) Have the authority to execute drafts for the withdrawal of funds of The Virginia Jaycees over his or her sole signature when the amount of the transaction does not exceed One Thousand Dollars (\$1000). For transactions exceeding One Thousand Dollars (\$1000), the Secretary-Treasurer or any other officer designated by the Executive Committee shall be required to countersign the draft;
 - 8) Provide overall supervision, direction and evaluation to any employee of The Virginia Jaycees; and
 - 9) Such other powers and responsibilities as are necessary and proper to the exercise of authority and duty as Chief Executive Officer.
- c) **MANAGEMENT DEVELOPMENT VICE PRESIDENT.** There shall be a Management Development Vice President who shall serve as an assistant to the President, and who shall also have the following duties and responsibilities:
- 1) Preside at all Meetings of The Virginia Jaycees, its Board of Directors, and its Executive Committee in the absence of the President; and
 - 2) Direct and coordinate all of those programs and activities of The Virginia Jaycees which are assigned to the Management Development Vice President by these Bylaws and all Policies adopted under them, and by the President; ~~and~~
 - 3) Coordinate the activities of affiliated organizations such as the Life Member Association, Virginia Jaycees ~~Endowment, Foundation~~ JCI Senate, and Corps of Virginia Gentlemen; ~~and-~~
 - 4) Perform such other duties as assigned by the President.
- d) **INDIVIDUAL DEVELOPMENT VICE PRESIDENT.** There shall be an Individual Development Vice President who shall serve as an assistant to the President, and who shall also have the following duties and responsibilities:
- 1) Preside at all Meeting of The Virginia Jaycees, its Board of Directors, and its Executive Committee in the absence of the President and the Management Development Vice President; and
 - 2) Direct and coordinate all of those programs and activities of The Virginia Jaycees which are assigned to the Individual Development Vice President by these Bylaws and any Policies adopted under them, and by the President; and
 - 3) Serve as an ex-officio member of the Training Task Force;
 - 4) Perform such other duties as assigned by the President.
- e) **COMMUNITY DEVELOPMENT VICE PRESIDENT.** There shall be a Community Development Vice President who shall serve as an assistant to the President, and who shall also have the following duties and responsibilities:
- 1) Preside at all Meetings of The Virginia Jaycees, its Board of Directors, and its Executive Committee in the absence of the President, the Management Development Vice President and the Individual Development Vice President; and
 - 2) Direct and coordinate all of those programs and activities of The Virginia Jaycees which are assigned to the Community Development Vice President by these Bylaws and any Policies adopted under them, and by the

President; and
3) Perform such other duties as assigned by the President.-

f) **MEMBERSHIP VICE PRESIDENT.** There shall be a Membership Vice President who shall serve an assistant to the President, and who shall also have the following duties and responsibilities:

- 1) Preside at all Meetings of The Virginia Jaycees, its Board of Directors, and its Executive Committee in the absence of the President, the Management Development Vice President, the Individual Development Vice President and the Community Development Vice President; and
- 2) Direct and coordinate those membership programs and activities of The Virginia Jaycees for those Local Chapters which are assigned to the Membership Vice President by these By Laws and any policies adopted under them, and by the President.

3) Perform such other duties as assigned by the President.

g) **CHIEF FINANCIAL OFFICER.** There shall be a Chief Financial Officer who shall serve as an Assistant to the President and have the following duties and responsibilities:

- 1) Preside at all meetings of The Virginia Jaycees, its Board of Directors, and its Executive Committee in the absence of the President, the Management Development Vice President, the Individual Development Vice President, the Community Development Vice President, and the Membership Vice President.
- 2) Assist the President in the management of the State Office Building and staff;
- 3) Serve as an ex-officio member of the Corporate Planning Committee;
- 4) Shall be responsible for review of all expenses;
- 5) Serve as the chairperson of and a voting member of the Finance Committee;
- 6) Be responsible for management of all aspects of state meetings;-
- 7) Oversee all fund development; and-

8) Perform such other duties as assigned by the President.

h) **SECRETARY-TREASURER.** There shall be a Secretary-Treasurer who shall have the following duties and responsibilities:

- 1) Shall record the minutes of the meetings of the Board of Directors and Executive Committee and file the minutes with the Executive Vice President.
- 2) Shall give notice and a copy of any proposed amendment to these Bylaws to the Board of Directors no less than thirty (30) days prior to the meeting at which the amendment is to be considered.
- 3) Serve as ex-officio member of the Finance Committee.
- 4) Serve as custodian of all funds of The Virginia Jaycees, provided that deposits of funds may be made in accordance with directions received by the Secretary-Treasurer from the Executive Committee and these Bylaws;
- 5) Have the authority to execute drafts for the withdrawal of funds of The Virginia Jaycees over his or her sole signature when the amount of the transaction does not exceed One Thousand Dollars (\$1000). For transactions exceeding One Thousand Dollars (\$1000), the President or any other officer designated by the Executive Committee shall be required to countersign the draft;
- 6) Keep books or records showing all itemized receipts and expenditures, and prepare a monthly Statement of Financial Condition and a monthly Statement of Results of Operations which shall be mailed to each member of the Executive Committee and the Finance Committee; the Secretary-Treasurer shall also prepare an abbreviated quarterly version (approximately one page front and back) of these financial statements for distribution at Meetings of the Board of Directors; ~~and~~

7) Recommend changes in the budget of The Virginia Jaycees when desirable; and

8) Perform such other duties as assigned by the President.-

i) [Deleted.]

j) **GENERAL LEGAL COUNSEL.** There shall be a General Legal Counsel who shall have the following duties and responsibilities:

- 1) Advise the Board of Directors and Officers of The Virginia Jaycees in the interpretation of these Bylaws and other

- 2) legal matters as required;
 - 3) Recommend to the Executive Committee an appropriate level for bonding the President and the Secretary-Treasurer; and
 - 4) Serve as an ex-officio member of the Nominations and Elections Committee.
 - 5) Perform such other duties as assigned by the President.
- k) **PARLIAMENTARIAN.** 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, Elections Committee, as well as all committees assigned by the President.
- l) **CHIEF OF STAFF.** There shall be a Chief of Staff who shall have the following duties and responsibilities:
- 1) Assist the Membership Vice President and President in the area of coordinating affiliations and other requirement activities;
 - 2) Assist the presiding officer in the maintenance of order and decorum at Meetings of The Virginia Jaycees, its Board of Directors, and its Executive Committee; and
 - 3) Perform such other duties as assigned by the President.
- m) **EXECUTIVE VICE PRESIDENT.** There shall be an Executive Vice President who shall be responsible for the day-to-day operations of the principal office of The Virginia Jaycees. The Executive Vice President's responsibilities shall include:
- 1) Maintenance of all corporate books and records of The Virginia Jaycees and act as its registered agent.
 - 2) Filing of all reports and returns with the Virginia State Corporation Commission, Virginia Department of Taxation, Internal Revenue Service, and all other state and federal regulatory agencies.
 - 3) Transmittal of Meeting notices, newsletters and daily correspondence.
 - 4) Supervision of Office Personnel.
 - 5) Collection of accounts receivable and billings for accounts payable for transmittal to the Secretary-Treasurer.
 - 6) Property management of the Chapter Service Center
 - 7) Serving as a non-voting, ex-officio member of the Finance Committee.
 - 8) Such other duties and responsibilities as may be prescribed by the Corporation.
- n) **CHAPLAIN.** There shall be a Chaplain who shall be charged with the responsibility of arranging or conducting invocations, benedictions and similar observances when requested by the presiding officer at Meetings of The Virginia Jaycees, its Board of Directors, and its Executive Committee. The Chaplain shall serve at the pleasure of the President.
- o) [Deleted.]
- p) **REGIONAL DIRECTORS.** Each Region designated under Article VIII below shall elect a Regional Director who will be responsible for supervision and coordination of all regional activities. In addition, each Regional Director shall have the following duties and responsibilities, where possible. The implementation of these duties and responsibilities are subject to the good judgment of each Regional Director and the resources available to him or her:
- 1) Organize at least four (4) regular Regional Meetings per year, on a quarterly basis;
 - 2) Conduct Regional Elections held not ~~more than sixty (60) days nor less than thirty (30)~~ days prior to the Annual Convention of the Board of Directors of the Virginia Jaycees;
 - 3) Organize such other meetings of the Region as he or she deems necessary;
 - 4) Preside at all Regional Meetings;
 - 5) Where possible, sSelect and supervise regional chairpersons required to conduct regional, state, and national programs within the Region, and report on the status of such programs when requested by the Executive Committee;

- 6) Visit at least one Meeting of each Local Chapter within the Region every six months, if possible;
- 7) Immediately upon election or appointment to office, recommend at least one individual member from the Region to serve as a Program Manager for the coming year where feasible; and
- 8) Perform such other duties as assigned by the President.

q) [Deleted.]

r) [Deleted.]

- s) **PROGRAM MANAGERS.** There shall be one Program Manager for each portfolio area described in the annual budget approved at the Annual Meeting. In addition, there may be one Assistant Program Manager for each area. Program Managers and Assistant Program Managers shall be selected by the appropriate Vice President with the approval of the President and the Executive Committee. Each Region shall have at least one Program Manager. Program Managers shall be responsible for the planning and implementation of their respective programs, and shall serve at the pleasure of the President, with supervision by the appropriate Vice President.

ARTICLE IV ELIGIBILITY, ELECTION, VACANCIES, AND REMOVAL OF OFFICERS

1. ELIGIBILITY

a) **REQUIREMENTS.** Any individual member of a Local Chapter in good standing shall be eligible for an office of the Corporation subject to the following eligibility requirements, where feasible:

- 1) No elected officer of the Executive Committee shall be eligible to hold the same office in a succeeding year unless he or she assumed office on or after August 1 preceding the Annual Meeting;
- 2) No person shall be eligible for election to office who is not eligible under the Bylaws of the United States Junior Chamber of Commerce to perform the duties required of that office;
- 3) No paid employee of a Local Chapter shall be eligible for an elective office;
- 4) No person shall be eligible for election to office at the Annual Meeting if he or she has already been elected to serve as Regional Director for the coming year.
- 5) No person shall be eligible to serve as President or Vice President of the Virginia Jaycees unless he or she has served for at least ten (10) months either:
 - a) on the Virginia Jaycees Executive Committee,
 - b) as a Local Chapter President, or
 - c) as a state Program Manager, provided that Program Manager has served at any point as a Local Chapter President or as a Regional Director.

b) **EXCEPTIONS.**

- 1) Notwithstanding the foregoing provisions, a Vice President may seek the office of another portfolio area Vice President.
- 2) Notwithstanding the foregoing provisions, persons may be appointed to the office of Executive Vice President for any term up to five (5) years or less, subject to approval by the Board of Directors.

c) **PROFESSIONAL QUALIFICATIONS.** As an additional eligibility requirement for the office of Secretary-Treasurer, the individual shall be a Certified Public Accountant, hold an accounting degree, or have equivalent professional experience. As an additional eligibility requirement for the office of General Legal Counsel, the individual shall be an active member of ~~at the Virginia~~ State or District Bar, with preference for the Bar in Virginia, and in good standing.

2. TERM.

a) Except as provided in Section 1.b)2) of this Article, each Officer shall serve a term of office running from January 1 through December 31 of the first calendar year immediately subsequent to the meeting at which he or she is elected or

appointed. This Section shall not apply to those Officers elected or appointed to fill vacancies and they shall serve for the remaining portion of the terms to which they were elected or appointed.

b) Unless otherwise provided herein, in the event no successor has been elected or appointed, and qualified, for an office by the first regularly scheduled Board of Directors meeting of a calendar year, the person holding that office on the day immediately prior shall continue to serve until a successor shall have been elected or appointed, and qualified. A successor shall be selected in accordance with the provisions of Section H. of this Article, if provided for therein, or if not provided for therein, as otherwise set forth in these Bylaws.

3. ELECTION AND APPOINTMENT OF OFFICERS.

a) The following shall be the elective officers of the Corporation:

- 1) President
- 2) Management Development Vice President
- 3) Individual Development Vice President
- 4) Community Development Vice President
- 5) Membership Vice President
- 6) Regional Directors

b) The following officers of the Corporation shall be appointed by the President, subject to approval by a simple majority vote of the Executive Committee:

- 1) Secretary-Treasurer
- 2) Legal Counsel
- 3) Chief of Staff
- 4) Chaplain
- 5) Executive Vice President
- 6) Parliamentarian

c) The Finance Committee shall nominate at least two (2) candidates for Chief Financial Officer. The President shall appoint the Chief Financial Officer, subject to approval by a simple majority vote of the Executive Committee, from among the candidates nominated by the Finance Committee.

4. STATEWIDE ELECTIONS.

a) Officers Subject to Election. The President and all Vice Presidents of the Corporation shall be elected at the Annual Meeting of the Membership of the Virginia Jaycees in accordance with Article X of these Bylaws.

b) Nominations Procedure.

1) Election rules and nomination forms, prepared according to a form prescribed by the General Legal Counsel and approved by the Executive Committee, shall be mailed to each Local Chapter on or before July 15. Election rules and nomination forms shall also be made available to any Individual Member upon request of that Individual Member.

2) The filing fee for the office of President shall be Thirty Dollars (\$30.00), and the filing fee for all other statewide offices shall be Twenty Dollars (\$20.00). Such filing fees are payable to the Virginia Jaycees and are non-refundable.

3) Nominations for all elected offices shall be filed with the Chairman of the Nominations and Elections Committee by a Local Chapter using a form provided pursuant to Section 4.b)1) of this Article.

i. The required filing fee shall be paid to the Virginia Jaycees by the Local Chapter nominating a candidate when the nomination form is returned.

ii. Either the President or Secretary of the Local Chapter nominating a candidate must certify in writing that the nominee meets the personal qualifications and has the experience necessary to fill the office to which nominated in the best judgment of the Local Chapter.

4) The Nominations and Elections Committee shall present a list of all nominees who are properly qualified to the Annual Meeting. If no candidate has been nominated for an office, the Nominations and Elections

Committee may nominate qualified candidates for such office.

5) Nominations may be made from the floor of the Annual Meeting for only those offices for which the Nominations and Elections Committee presents fewer than two (2) candidates. Candidates nominated from the floor who have not previously filed the necessary form and paid the required fee shall do so prior to the election. Any such candidate nominated from the floor must be qualified in all other respects for the office to which nominated.

c) Elections Procedure.

- 1) The order of elections shall be as follows:
 - i. [Deleted.]
 - ii. Membership Vice President;
 - iii. Community Development Vice President;
 - iv. Individual Development Vice President;
 - v. Management Development Vice President; and
 - vi. President.

~~2) Ballots shall be by roll call vote, with the Chairman of each delegation announcing the votes of the delegation. The order of the roll call shall be by lot, which shall be randomly drawn in the presence of the Nominations and Elections Committee.~~

3) A majority of the votes of the qualified ~~members~~delegates present and voting shall be necessary for election. Votes shall be cast in accordance with the provisions of Article X of these Bylaws. After each ballot is cast, the votes shall be counted, the results announced, and the floor reopened if necessary for nominations before the next ballot is cast.

- 4) The Nominations and Elections Committee shall record the vote and supervise the election.

5. REGIONAL ELECTIONS.

a) Regional Elections Meeting. ~~Where feasible, Regional Directors should be elected at a Regional Meeting during the weekend of the Annual Meeting. Otherwise, Regional Directors should~~ Where feasible, Regional Directors should be elected at a Regional Meeting held for that purpose not sooner than thirty (30) days after the August Board of Directors Meeting, and not later than thirty (30) days after before the Annual Meeting. Such meeting may occur in person, by telephone, electronically, or other means as decided by the State President with approval of the Executive Committee.

b) Nomination Procedure.

1) Election rules and nomination forms, prepared according to a form prescribed by the General Legal Counsel and approved by the Executive Committee, shall be mailed to each Local Chapter on or before July 15. Election rules and nomination forms shall also be made available to any Individual Member upon request of that Individual Member.

2) The filing fee for the office of Regional Director shall be Twenty Dollars (\$20.00). Such filing fee is payable to the Virginia Jaycees and is non-refundable.

3) Where feasible, ~~The~~ Regional Director may~~shall~~ appoint ~~at least thirty days~~ prior to said elections Meeting a Regional Nominations and Election Committee consisting of at least three (3) members. Local chapters nominating candidates for Regional Director shall be entitled to name one (1) non-voting member to said Committee.

4) Nominations for all elected offices shall be filed with the Chairman of the Regional Nominations and Elections Committee by a Local Chapter using a form provided pursuant to Section 4.b)1) of this Article.

i. The required filing fee shall be paid to the Virginia Jaycees by the Local Chapter nominating a candidate when the nomination form is returned.

ii. Either the President or Secretary of the Local Chapter nominating a candidate must certify in writing that the nominee meets the personal qualifications and has the experience necessary to fill the office to which nominated in the best judgment of the Local Chapter.

5) The Regional Nominations and Elections Committee shall present a list of all nominees who are properly qualified to the Regional Meeting. If no candidate has been nominated, the Regional Nominations and Elections Committee may nominate qualified candidates.

6) Nominations may be made from the floor of the Regional Meeting if the Regional Nominations and Elections Committee presents fewer than two (2) candidates. Candidates nominated from the floor who have not

previously filed the necessary form and paid the required fee shall do so prior to the election. Any such candidate nominated from the floor must be qualified in all other respects for the office of Regional Director.

c) Election Procedure.

1) Ballots ~~may~~ shall be by ~~roll call vote~~ any method permitted under the latest edition of Robert's Rules of Order, or other method, as the majority consents, with the Chairman of each delegation announcing the votes of the delegation. The order of the roll call shall be by lot, which shall be randomly drawn in the presence of the Regional Nominations and Elections Committee.

2) ~~A majority of the votes of the qualified delegates present and voting shall be necessary for election. Local Chapters shall cast votes as follows:~~

~~i. Chapters with fewer than fifty (50) members may cast two (2) votes;~~

~~ii. Chapters with at least fifty (50) but not more than ninety nine (99) members may cast three (3) votes;~~

~~and~~

~~iii. Chapters with more than ninety nine (99) members may cast four (4) votes.~~

~~After each ballot is cast, the votes shall be counted, the results announced, and the floor reopened if necessary for nominations before the next ballot is cast.~~

3) The Nominations and Elections Committee shall record the vote and supervise the election.

6. [Deleted.]

7. [Deleted.]

8. VACANCIES.

a) If an incapacity or vacancy occurs in the office of President, whether by resignation or otherwise, it shall be filled as follows:

1) The Management Development Vice President shall assume the office and fulfill the balance of the term.

2) Should the Management Development Vice President be unwilling or unable to fill the office of President, then the Individual Development Vice President shall assume the office and fulfill the balance of the term.

3) Should the Management Development Vice President and the Individual Development Vice President be unwilling or unable to fill the office of President, then the Community Development Vice President shall assume the office and fulfill the balance of the term.

4) Should the Management Development Vice President, the Individual Development Vice President and the Community Development Vice President be unwilling or unable to fill the office of President, then the Membership Vice President shall assume the office and fulfill the balance of the term.

5) Should the Management Development Vice President, the Individual Development Vice President, Community Development Vice President, and Membership Vice President be unwilling or unable to fill the office of President, then the Chairman of the Board shall assume the office and fulfill the balance of the term.

b) If an incapacity or vacancy occurs in the office of any Vice President, whether by resignation or otherwise, the President shall designate a successor subject to the approval of the Board of Directors, which successor shall assume the office and fulfill the balance of the term.

c) If an incapacity or vacancy occurs in the office of Regional Director, whether by resignation or otherwise, the President shall designate a successor subject to the approval of the Executive Committee, which successor shall serve until the Region elects a successor.

d) Should any vacancy occur in the Board of Directors by virtue of the resignation or other withdrawal of a President or State Director of a Local Chapter, the vacancy shall be filled by the Local Chapter. If such a vacancy remains unfilled for a period of sixty (60) days, the Regional Director for that Region shall appoint an Individual Member of that Chapter to fill the vacancy until such time as the Local Chapter fills the vacancy.

9. REMOVAL OF OFFICERS.

a) Whenever it appears that the best interests of The Virginia Jaycees would be served by removing an elected officer from office, the Executive Committee shall consider the matter and shall vote as follows:

1) If the officer is a Regional Director, the Executive Committee may, by a two-thirds (2/3) affirmative vote, remove the Regional Director from office; provided, however, that the Region may override the Executive Committee by majority vote at a special Regional Meeting within thirty (30) days.

2) If the officer is other than a Regional Director, the Executive Committee may, by a two-thirds (2/3) affirmative vote, remove the officer from office. The vacancy shall be filled as specified in Article V Section 6 of these Bylaws.

3) In the event that any officer other than President is unable to fill the duties of office due to an illness or incapacity of temporary nature, the President may appoint a replacement with the approval of the Executive Committee to serve in that office until such time as the incapacitated officer resume the duties.

4) In the event that the employment of the Executive Vice President with the Corporation is terminated for any reason, the termination shall also operate as an automatic termination and removal of that individual from his/her capacity as an officer of the Corporation.

b) Appointed officers may be removed by the President subject to approval by a simple majority vote of the Executive Committee; provided, however, that removal of the Executive Vice President shall be subject to the terms of said officer's contract of employment.

ARTICLE V STANDING COMMITTEES OF THE VIRGINIA JAYCEES

1. EXECUTIVE COMMITTEE. There shall be an Executive Committee of the Board whose members shall be the Chairman of the Board, President, Management Development Vice President, Individual Development Vice President, Community Development Vice President, Membership Vice President, and Regional Directors. The Chief Financial Officer, Executive Vice President, Secretary-Treasurer, General Legal Counsel, Chief of Staff, and Chaplain shall serve as non-voting members of the Committee. The Executive Committee shall have the following duties and responsibilities:

- a) Hold its first Meeting immediately following the conclusion of the Annual Meeting for the purposes of organizing, approving appointing, and refining programming activities for the year;
- b) Require every member for the Executive Committee who is a member by virtue of election to office to be present for the duration of the first Meeting;
- c) Hold subsequent meetings immediately preceding any meeting of the Board of Directors of The Virginia Jaycees for the purposes of establishing an agenda for such meeting, hearing any resolutions to be proposed at said meeting, and conducting such other business as may properly come before it;
- d) Hold meetings upon request by the President or upon a written request from members constituting one-fourth (1/4) of the votes of the Executive Committee;
- e) Advise the Board of Directors regarding matters of policy;
- f) Arrange for the administration of the State Office Building and publications, subject to the approval of the Board of Directors;
- g) Plan the conduct of all money-making projects approved by the Board of Directors;
- h) Approve or disapprove all state-wide projects, subject to the approval of the Board of Directors;
- i) Have at least one-half (1/2) of its voting members present at each meeting to constitute a quorum; and
- j) The presiding officer may vote only in the case of a tie.

2. [Deleted.]

3. FINANCE COMMITTEE. There shall be a standing Finance Committee.

a. The Finance Committee shall consist of voting members, as follows, where feasible:

1. The Chief Financial Officer of the Virginia Jaycees. The Chief Financial Officer serves a term co-extensive with his term as Chief Financial Officer. The Chief Financial Officer serves as chairperson of the Finance Committee. If the position of Chief Financial Officer is vacant, the Management Vice President of the

Virginia Jaycees shall serve as presiding officer of the finance committee until a Chief Financial Officer is selected or until the completion of his term as Management Vice President. If the position of Management Vice President is vacant, the other members of the finance committee shall elect a presiding officer to serve until a Chief Financial Officer is selected.

~~2.~~

~~2. The Regional Director from each of the Recognized Regions of the Virginia Jaycees. In the event that a Regional Director Position is vacant, the President of the Virginia Jaycees may appoint an at large member from among the current membership of the Virginia Jaycees to fill the vacancy, subject to the approval of the Executive Committee~~

~~23. Up to 36 members from the current membership of the Virginia Jaycees of the Virginia Jaycees Board of Directors who do not also serve as Executive Committee Members, elected by the Virginia Jaycees Board of Directors at the Annual Meeting to serve a term of one year with no more than two members elected from any one region. The term for these members will officially begin on January 1 of the year following the annual meeting at which they are elected to the Finance Committee. Should any of these 36 positions become or remain vacant during a year, the Board of Directors may elect new members from among the membership of the Virginia Jaycees to fill the remainder of the term.~~

~~34. One member of the Life Member Association appointed by the Life Member Association to a term of three years.~~

~~45. One member of the Virginia JCI Senate appointed by the Virginia JCI Senate, to a term of three years.~~

~~56. One past President of the Virginia Jaycees. This member is appointed by the President of the Virginia Jaycees for a term of one year.~~

In addition, the Secretary-Treasurer of the Virginia Jaycees, the General Legal Counsel of the Virginia Jaycees, and the Executive Vice President of The Virginia Jaycees ~~may shall~~ serve as non-voting ex-officio members of the Finance Committee, each of whom shall serve a term co-extensive with his term of his respective office.

- b. The Finance Committee shall be responsible for the oversight of the financial affairs of The Virginia Jaycees.
- c. The Finance Committee shall nominate at least two (2) candidates for Chief Financial Officer. The President shall appoint the Chief Financial Officer, subject to approval by a simple majority vote of the Executive Committee, from among the candidates nominated by the Finance Committee.
- d. The Finance Committee shall meet at the call of the President of the Virginia Jaycees, and shall meet no less than four times per year. The Finance Committee in its discretion, may conduct its meetings via telephone, Internet or web-based application or other telecommunications methods upon fair notice of that intention to its members within a reasonable amount of time in advance of the meeting.
- e. One-third of the appointed members of the Finance Committee shall constitute a quorum.

4. AUDIT COMMITTEE. ~~When possible, t~~There shall be an Audit Committee which shall consist of three Individual Members appointed by the Finance Committee; provided, however, that neither the Chief Financial Officer nor the Secretary-Treasurer shall be eligible for appointment. The Audit Committee shall be responsible for engaging the services of a competent Certified Public Accountant or accounting firm not associated with any Individual member of The Virginia Jaycees, to review the year-end financial statements of the Corporation. This review shall be in the form of a paid audit unless the Executive Committee determines that sufficient funds for the audit are not available, in which case the review shall be in the form of a compilation. The Audit Committee shall render its written report to the Board of Directors at the Spring Board Meeting.

5. NOMINATIONS & ELECTIONS COMMITTEE. ~~When possible, t~~There shall be a Nominations and Elections Committee whose members shall include the President, General Legal Counsel, Parliamentarian, and Chairman of the Board. ~~Alternatively, if a General Legal Counsel or Parliamentarian are not available, the Chairman of the Board may appoint up to two Jaycees in good standing to serve on this committee.~~ In addition, each Regional Director ~~may shall~~ appoint one voting member and each Local Chapter nominating a candidate for office ~~may shall~~ appoint one non-voting member to serve on the Nominations and Elections Committee no later than the August Meeting of the Board of Directors. The Chairman of the Board shall serve as Chairman of the Committee. The Nominations and Elections Committee shall supervise and administer elections pursuant to [Article IV](#) of these Bylaws and any policies adopted hereunder.

~~6. METRO CONFERENCE.~~

- ~~a) There shall be a Virginia Metropolitan Conference, which shall be comprised of those Local Chapters having One Hundred (100) or more members and Local Chapters in Pop Divisions 7 and 8. The Conference shall promote the interests of larger Local Chapters within The Virginia Jaycees.~~
- ~~b) On the U.S. Junior Chamber level, a Metro Chapter is any local organization member in Pop Division 7 and 8 or any local organization member with 150 or more individual members in Pop. Division 1-6. Pop. Division 7 and 8 Chapters with less than 100 members are considered "Developing" Chapters.~~

67. CORPORATE PLANNING COMMITTEE. ~~Where feasible, t~~There shall be a Corporate Planning Committee consisting of up to nine (9) members appointed by the President with the approval of the Executive Committee. Each member shall be appointed for a three (3) year term and the outgoing President at the annual meeting ~~may~~ shall appoint up to three (3) members to the Committee. All vacancies shall be filled by the President with the approval of the Executive Committee and the appointed individual shall serve the remainder of the term of office. The Committee shall elect a chairman from the persons appointed to committee annually. The Committee shall be responsible for:

- a) Conducting research and recommendation of changes to be presented at Annual Planning Session involving the long range plans to the Executive Committee.
- b) Directing and coordinating the corporate operations and planning process.
- c) Developing and directing corporate fund raising and marketing plans.
- d) Directing and coordinating the development of the corporation, increasing profitability, growth, and identifying, analyzing and recommending specific actions to the Executive Committee.
- e) The Chief Financial Officer of the Virginia Jaycees will be an ex-officio member of the Corporate Planning Committee.
- f) The General Legal Counsel of the Virginia Jaycees shall be a non-voting member of the Corporate Planning Committee

78. TRAINING TASK FORCE. ~~Where feasible, t~~There shall be up to a 9 member Training Task Force responsible for developing training plans and standard courses of instruction, and developing and evaluating trainers. The Training Task Force will be composed of 3 members appointed at State Convention by the incoming State President for a term of three years. The Individual Development Vice President of the Virginia Jaycees will be an ex-officio member of the Training Task Force. ~~Members of the Training Task Force should be prohibited from serving on the State Board of Directors, including Program Managers.~~

- a) The Training Task Force should submit an outline for annual training for the following year to the Executive Committee by November 30, for review/approval. The training plan will describe the training required at the appropriate times of the year, including chapter planning, project planning, and officer development.
- b) The Training Task Force should develop and promote a comprehensive trainer development program, including:
- c) Trainers should complete a basic trainer certification course before being assigned as lead trainer. Courses such as Virginia Certified Trainer Program and JCI TrainingPRIME (developed by Junior Chamber International), may be useful in training effective trainers. Trainers should only be assigned to train in offices/areas they have direct experience in.
- d) The Training Task Force should regularly evaluate the performance of all trainers. Trainers who do not meet the minimal standards should receive remedial training or no longer be allowed to conduct training.
- e) The Training Task Force should propose training outlines (based on the approved Annual Training Plan) and a list of proposed trainers for the following State Meetings to the Executive Committee for review/approval at the preceding State Meeting. Trainers should train using an approved training outline based on the approved Annual Training Plan. The Training Task Force should review/approve training outlines for all training sessions at least 30 days prior to the conducting of such training.
- f) The Training Task Force should ensure that the training received by all individuals across the State is consistent in content and quality.

- g) Training at State Meetings should not focus solely on office-specific topics. Office-specific training must be balanced with personal development opportunities and programming forums which are up to date, timely, and attractive to a broad cross-section of local members and local State Officers.
- h) Conduct Future Officers Training (FOTS) for all local and State Offices at Spring Boards, and conduct training for incoming State Officers on Sunday at the Annual Meeting. Promote attendance by State Vice Presidents and State President at all National Training Sessions, including candidates' attendance at USJCC FOTS.
- i) Regional Training Schools should be conducted in several sites scattered geographically across the State so new local officers can travel to and from the training site and attend a full day of high intensity training without incurring overnight expenses. This can be accomplished between LOTS and March 31. Since the content of the training should not vary substantially because it is monitored by the Training Task Force, local chapter will be given the tools to do their job earlier in the year. Registration fees should cover training materials and expenses of managing and conducting training. (Training Task Force will schedule each Region's ROTS with Regional Director).
- j) Office training to chapters.
- k) Develop and update a resource guide of trainers and training materials.

ARTICLE VI OPERATING COMMITTEES

1. There ~~may shall~~ be 8 operating committees of the Virginia Jaycees that shall be assigned the responsibility of presenting a plan of action to the Board of Directors for the following year. The President, with the approval of the Executive Committee, may appoint other committees as necessary for the benefit of the Corporation.
2. The operating committees and their areas of responsibility are as follows:
 - a) Management Development. Areas of responsibility include the Training Development, Communication Campaign, Planning & Evaluations and State Officer Development ~~pinnaele~~ areas and any other issues that may arise.
 - b) Community Development. Areas of responsibility include National Programs Involvement; Statewide Issues/Emphasis Areas/Programs; and International Involvement ~~pinnaele~~ areas and any other issues that may arise.
 - c) Individual Development. Areas of responsibility include Member Services ~~pinnaele~~ and any other issues that may arise.
 - d) Membership Development. Areas of responsibility include Chapter Development and Membership Campaign ~~pinnaele~~ areas, national Passport to Civic Leadership program (or other national equivalent) and any other issues that may arise.
 - e) General & Administrative. Areas of responsibility include the Statewide Meeting ~~pinnaele area~~, chapter service center operations and any other issues that may arise.
 - f) Marketing Committee. Responsibilities include ~~the~~ Public Relations/Marketing ~~pinnaele area~~.
 - g) By-Laws & Policy. Areas of responsibility include making recommendations to the current by-laws and policies of the Virginia Jaycees.
 - ~~h) Parade Committee. Responsible for making recommendations for the management of the parade used including chapter and region.~~
3. Each operating committee shall have assigned to it at least one member of the Executive Committee who shall act as chair.
4. Each Regional Director, Program Manager and Local Organization Member President ~~shall may~~ be assigned to one (1)

committee ~~with a minimum of ten (10) Local Organization Member Presidents~~ assigned to any committee. Other members of the corporation may also participate as non-voting members of these committees.

ARTICLE VII [Deleted.]

ARTICLE VIII REGIONS

There shall be geographical Regions.

No change in Region boundaries shall be effective unless approved by the Board of Directors; and

No change in Region boundaries shall be effective until the January 1 next following approval by the Board of Directors.

The Board of Directors may at any time realign, create, or eliminate Regions within The Virginia Jaycees; no such action, however, shall be effective until the January 1 next following the approval of such action by the Board of Directors.

Should a new Region be created under this Article, the office of Regional Director for such Region shall be filled during a special Meeting of the new Region called by the President or a designee. The President or designee shall give ten (10) days notice of such special Meeting to the Local Chapters in the new Region.

ARTICLE IX MEETINGS AND CONVENTIONS

The Annual Meeting of the Membership of the Virginia Jaycees shall be held during ~~fall, but no later than November 30th~~ ~~the month of November of~~ each year at such place and on such day or days as the Executive Committee shall determine. Dates and locations for Annual Meetings shall be determined by the Executive Committee within a reasonable amount of time in advance of the Annual Meeting to allow for fair notice to the Local Chapters.

The budget concerning General Operation Expenses and Income shall be adopted at the Annual Meeting by the voting delegates, with an allocation for total expenses to each portfolio.

There shall be at least three (3) Board of Directors Meetings each year other than the Annual Meeting. The place and date or dates for each such regular meeting of the Board of Directors shall be determined by the Executive Committee within a reasonable amount of time in advance of the Annual Meeting to allow for fair notice to the Local Chapters. The Executive Committee in its discretion, may conduct a Board of Directors Meeting via telephone, Internet or web-based application or other telecommunications methods upon fair notice of that intention to the Local Chapters and within a reasonable amount of time in advance of the Meeting.

Special Meetings of the Board of Directors shall be called by the President upon the receipt of a written request of one-fourth (1/4) of the Local Chapters, or by the Executive Committee upon majority vote. Notice of any such Meeting ~~and the matter(s) to be considered~~ shall be provided by the ~~Corporation Secretary-Treasurer~~ to each Local Chapter at least ~~fourteen~~ ~~thirty~~ (14) days in advance of the Meeting. ~~In the event of an emergency affecting the welfare of the Corporation, a Special Meeting may be called with less than fourteen (14) days notice as long as notice to each Local Chapter is given in good faith within a reasonable amount of time in advance of the Meeting.~~

ARTICLE X MEMBERSHIP VOTING

1. Voting Rights. Local Chapter Members of the Virginia Jaycees are the only class of members entitled to vote in the affairs of the Virginia Jaycees. In this Article, this voting class of members is hereinafter referred to as "members" and/or

"membership".

2. Meetings of Board of Directors. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board of Directors.

- a) Each member shall cast its vote through an individual member of the Local Chapter Member.
- b) Proxy voting is permitted by an authorized Attorney-in-Fact who is an individual member of the Local Chapter Member. No proxy shall be valid after sixty (60) days from its date.

3. Meetings of the Membership: At all annual, regular and special meetings of the membership of the Virginia Jaycees, the members shall be entitled to the number of votes under the conditions set out herein.

- a) Record Date. For purposes of determining the voting entitlement of a member, the record date is the date that the last membership report is required to be submitted to the Virginia Jaycees immediately prior to a meeting.
- b) Number of Votes. Subject to the requirements herein, each member shall be entitled to ~~the following number of votes~~one vote on each matter submitted to a vote of the membership or in each round of balloting in an election of Officers of the Virginia Jaycees:

# Individual Members	#Votes	# Individual Members	#Votes
0-19	0	400-499	13
20-49	2	500-599	14
50-74	3	600-699	15
75-99	4	700-799	16
100-124	5	800-899	17
125-149	6	900-999	18
150-174	7	1000-1099	19
175-199	8	1100-1199	20
200-249	9	1200-1299	21
250-299	10	1300-1399	22
300-349	11	More than 1400	23
350-399	12		

a) Voting Qualifications of Local Chapter Members:

- 1) Financial Responsibility: Each member shall have fully paid all debts and obligations assessed against it by the Virginia Jaycees as of the end of the month immediately preceding any meeting of the membership, in order to be entitled to vote.
- 2) Chapter Size: If, on the record date, the number of individual members of a Local Chapter Member is ~~nineteen (19) or less~~not in good standing in accordance with the Bylaws of the U.S. Jaycees or other provisions provided here in by the Virginia Jaycees, the Local Chapter Member is not entitled to vote.
- 3) Other Qualifications: A member's vote entitlement may be reduced or eliminated by imposition of campaign penalties and/or other provisions of these by-laws.

b) Casting Votes. Each individual member in good standing shall be entitled to cast one its ~~votes through duly qualified delegates and alternates which shall be reported by the Chairman of each member delegation.~~

- 1) ~~Delegates and Alternates shall be individual members of the Local Chapter Member, elected or appointed in accordance with the terms of the Local Chapter Member's governing procedures. In the absence of such procedure the Local President shall appoint delegates and alternates of the Local Chapter Member.~~
- 1) The Nominations and Elections Committee and Subcommittees thereof may prescribe reasonable rules for ~~credentials of Delegates and Alternates, and the~~ conduct of votes and elections, for adoption.

- ~~23)~~ There shall be no proxy votes
- ~~4) There shall be no fractional votes.~~

ARTICLE XI ORDER OF BUSINESS

The Order of Business at any Annual or Special Meeting of The Board of Directors shall be determined by the Executive Committee.

Roberts Rules of Order shall govern the Order of Business and procedure at all Meetings of the Board of Directors and Executive Committee, except as otherwise provided by these Bylaws or unless otherwise agreed upon for a particular meeting by a majority of the Board of Directors at the start of the meeting.

ARTICLE XII DUES AND FEES

1. In addition to JCI Dues and United States Junior Chamber of Commerce Dues, each local chapter shall pay state dues in the amount of \$24.50 for each member. All such dues shall be payable ~~annually~~ in advance at such time as may be required by the applicable Bylaws of the United States Junior Chamber of Commerce. ~~Payments shall be in accordance with the following:~~

~~1) — CREDIT POLICY. The Virginia Jaycees shall not forward the dues for any individual member to the United States Junior Chamber of Commerce prior to the receipt of such dues from the Local Chapter; provided, however, that the President in his or her sole discretion may extend up to thirty (30) days credit to a Local Chapter not otherwise more than thirty (30) days in arrears in all debts owed to The Virginia Jaycees; and also provided that no credit may be extended under any circumstances to Local Chapters having debts outstanding more than thirty (30) days unless the Local Chapter guarantees the debt with a valid bank card account number, name and expiration date; and further provided that no such credit may be extended past the convening of the Annual Meeting. Chapters with checks returned by a bank for insufficient funds must remit all future membership dues by certified funds, cashiers check, or money order or until restored by the Executive Committee. A \$25.00 fee will be charged for each checked returned for any reason.~~

2. Applications for new Local Organization Memberships shall include a remittance for the charter fee equal to that established by the United States Junior Chamber of Commerce, the established new individual member administrative fee per member and the fee the State Organization may assess in compliance with the United States Junior Chamber of Commerce by-laws.

- 1) Local Chapters within specialized institutions, such as correctional facilities, or facilities for the physically or mentally handicapped, shall be deemed regular members of The Virginia Jaycees within the meaning of these Bylaws, with all rights and privileges attendant thereto; however, all state dues for such Institutional Chapters may be waived upon good cause shown and upon majority vote of the Executive Committee.
- ~~2) Local Chapters desiring to have the state publication sent to other than active or associate members may do so by paying the published subscription rate.~~
- ~~3) Each Local Chapter shall send all roster and address changes for its membership to The Virginia Jaycees, Miller Park Square, Lynchburg, Virginia 24501, or to such other address, including email address, as may be designated by the Board of Directors.~~

3. Each Local Chapter ~~should~~shall be responsible for payment of Regional dues as established by the Regional Director for their Region, as such dues schedule shall be approved on an annual basis by a majority of voting members of the Region present at a regular scheduled Meeting of the Region. In the event a Local Chapter fails to pay such approved Regional Dues, as it comes due, the non-payment of such dues shall at the option of the Regional Director, after written notice to the delinquent Local Chapter, be deemed to be an account unpaid for purposes of Section 3 below. A Local Chapter placed on the debt list pursuant to the preceding sentence may, within thirty (30) days if receipt of notice from the Regional Director, appeal such decision in writing, with a copy to the Regional Director, to the Finance Committee, which shall decide at the next scheduled Board Meeting, whether to affirm or overturn the determination of the Regional Director. The Regional Director and Local Chapter President or his/her delegate shall be entitled to appear before and be heard by the Finance Committee to present their respective positions. The determination of the Finance Committee shall be based solely upon whether the Local Chapter has failed to pay on a timely basis

its Regional dues, and whether the provisions of this Article have been properly followed.

4. (a) Any Local Chapter having an account unpaid for more than thirty (30) days following due date shall be deemed delinquent and not in good standing until such debts are paid. A delinquent Local Chapter shall forfeit the right to vote at any Meeting of the Region or the Board of Directors, The Virginia Jaycees, and to participate in any Regional or State awards (see also [Article X](#), number 4).

- 1) Any Local Chapter having an account unpaid for six (6) months shall stand suspended and all services to such Local Chapter shall cease.
- 2) Any Local Chapter having an account unpaid for one (1) year shall forfeit its charter and membership in The Virginia Jaycees. In the event of forfeiture, it shall be necessary for such former Local Chapter and members to reapply for membership, subject to all conditions imposed on a new application, and to pay past dues for the period of delinquency. The Board of Directors may, however, waive any or all of the conditions for reinstatement provided a similar action is taken by the Executive Committee of the United States Junior Chamber of Commerce.
- 3) Any account not paid when due shall be subject to a two percent (2%) per month service charge, which amount shall be added to the accounts.

5. A ~~Developing Provisional~~ Local Organization Member will be assessed an annual fee equal to the difference between the number of Individual Members on the official roster as of December 31 and twenty (20) members multiplied by the prevailing dues rate. Upon reaching twenty (20) members, the status is changed to "Regular".

6. Dues to the Virginia Jaycees and U. S. Junior Chamber of Commerce for Additional Memberships shall be equivalent to those charged for Renewal Members.

7. A Charter Chapter which is below twenty (20) members on its first anniversary charter month shall be classified as a Provisional Chapter and will be assessed the required Provisional Charter rate until such time as the chapter attains Regular Chapter status. All requirements for Provisional Chapter status shall be maintained as required by Bylaw policies.

ARTICLE XIII ASSETS

At such time as a Local Chapter has its membership fall below ~~twenty~~ (20) individual members, the President of this corporation 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 Member has its Charter revoked by the United States Junior Chamber of Commerce, the President of this corporation may appoint a person as Trustee of the assets of that Local Chapter Member. The Trustee shall collect all amounts due the Local Chapter Member and open a segregated account for that purpose. The Trustee shall first pay all of the legal debts of the Local Chapter Member and the remaining assets, if any, may be applied to the benefit of The Virginia Jaycees Foundation, The Virginia Jaycees so long as it remains an I.R.C. 501(c)(4) tax-exempt organization, or to the benefit of any I.R.C. 501(c)(3) organization as designated by the Board of Directors of the Virginia Jaycees.

At such time as the Corporation shall dissolve itself, the assets of the corporation shall be distributed first according to the priorities set forth in § 13.1-907.A.1. and 2. of the Code of Virginia (1950, as amended). Any assets of the Corporation remaining after such distribution shall, pursuant to § 13.1-907.A.3. and 4. of the Code of Virginia (1950, as amended), be distributed as follows: (1) any real estate and assets of the Virginia Jaycees shall be distributed to The Virginia Jaycees Foundation. Such distributions shall be made only so long as either of the named distributees remain an I.R.C. § 501(c)(3) charitable organization, or, should either of the named distributees not then qualify as an I.R.C. § 501(c)(3) charitable organization, then such assets designated for distribution to such disqualified distributees shall be distributed to any I.R.C. § 501(c)(3) organization as may be designated by the Board of Directors of the Corporation.

ARTICLE XIV USE OF JAYCEE NAME

Consent is hereby given for Local Chapters in good standing and affiliated organizations to use the terms "Jaycees", "Virginia Jaycees", "Junior Chamber of Commerce" or their derivatives, provided these Local Chapters and organizations comply with the following requirements:

- a) Local Chapters shall maintain a current version of their Articles of Incorporation, Constitution, and Bylaws on file ~~that shall be available upon the request of the President or other officer of this Corporation at the State Office Building;~~ and
- b) All other affiliated organizations shall maintain a current version of their Articles of Incorporation, Constitution, and Bylaws on file, ~~which shall be available upon the request of the President, at the State Office Building,~~ and shall further make a complete disclosure of annual operating results and financial condition no later than March 1 of each year. Affiliated organizations include The Virginia Jaycees Foundation, Camp Virginia Jaycee, the Corps of Virginia Gentlemen, the Life Member Association, and the Virginia JCI Senate, or their successor organizations.

ARTICLE XV INTERNAL POLICY

1. Policies of The Virginia Jaycees may be adopted for establishing rules and procedures to govern the conduct of the affairs of the organization in a manner consistent with these Bylaws. Such Policies shall be adopted or amended in the following manner:
 - (a) Upon motion adopted by majority vote of the accredited delegates to an Annual or Special Meeting of The Virginia Jaycees;
 - (b) Upon motion adopted by majority vote of the Board of Directors at any regularly called Meeting other than Meeting held in conjunction with an Annual or Special Meeting of The Virginia Jaycees; or
 - (c) Upon adoption of a referendum ballot as set forth in [Article XVI](#) of these Bylaws.

ARTICLE XVI EXTERNAL POLICY STATEMENTS AND RESOLUTIONS

1. No statement of external policy on any public issue shall be made by or on behalf of The Virginia Jaycees by resolution or otherwise except as provided in this Article. Upon the affirmative vote of a majority of the Executive Committee, such a proposed external policy statement or resolution shall be made the subject of a referendum to each Local Chapter in conformity with the following:
 - a) A referendum ballot shall be prepared by the General Legal Counsel, ~~or where not available, by a designee of the President~~ which referendum ballot shall include a concise statement or resolution, a space for recording the vote of each Local Chapter as to the number of individual members voting for and against the proposed policy statement or resolution, the deadline by which the referendum ballot must be returned, and an attestation to be executed by the President and Secretary of the Local Chapter as to the fact the proposed statement of external policy was considered by the Local Chapter and that the vote recorded is a true record of the vote of the Local Chapter.
 - b) Referendum ballots not returned to the ~~Corporation State Office~~ in proper form by the deadline stated thereon shall not be considered or counted. The stated deadline shall not be less than ~~fourteen~~~~forty five~~ (1445) days after the referendum ballot is ~~sent~~ ~~mailed~~ to Local Chapters.
 - c) No such proposed statement of external policy or resolution shall be considered as adopted or authorized by or on behalf of The Virginia Jaycees unless;
 - 1) a referendum ballot in proper form is returned by at least forty percent (40%) of the Local Chapters in good standing when it was transmitted by the announced deadline; and
 - 2) at least two-thirds (2/3) of the total number of individual member votes as disclosed on the referendum ballots thus returned are in favor of adopting or authorizing such proposed external policy statement of resolution.
2. Any external policy statement or resolution adopted pursuant to the procedure set forth in Number 1 above shall be considered null and void after two (2) years from the date of its adoption, unless it shall have been reaffirmed by the procedures set forth in said section.
3. Neither the Executive Committee, the Board of Directors nor any other committee of The Virginia Jaycees shall have the authority to approve and issue, as a separate body, external policy statements, recommendations, endorsements, or any other

proposals which purpose is to or which may be constructed to be issued under the authority of The Virginia Jaycees, except as provided in Section 4 and 5 below.

4. Notwithstanding the other provisions of this Article, all resolutions adopted by The Virginia Jaycees Model Legislature in accordance with the written Policies of The Virginia Jaycees shall be considered as statement of external policy of The Virginia Jaycees for a period of one (1) year from adoption provided, however, that forty percent (40%) of the Local Chapters of The Virginia Jaycees shall have been represented at the Model Legislature.

5. Notwithstanding the other provisions of this Article, resolutions adopted by a three-fourths (3/4) majority vote of the members of the Board of Directors at any regular or special meeting, or by a three-fourths (3/4) majority vote of the delegates at an Annual Meeting, shall become a statement of external policy of The Virginia Jaycees.

ARTICLE XVII STATE PROJECTS

1. All State programs and projects shall be placed by the Board of Directors into one of four classifications set forth below, and the manner and extent of promotion or of participation in the program or project by The Virginia Jaycees shall be governed by its classification. No program shall be adopted, endorsed, accepted or otherwise acted upon by the Board of Directors unless provisions shall be made for the classification of the program or project. The Board of Directors may at its discretion, remove a program from one classification and place it in another.

2. The four classifications of programs or projects shall be as follows:

- a) Class 1 Adopted Programs shall include those programs having the highest priority. Adopted Programs shall be eligible for allocation of budget and funds, and shall be promoted intensively by The Virginia Jaycees. Such programs shall be included in the assigned portfolio of a State Officer and a Program Manager may be appointed.
 - b) Class 2 Endorsed Programs shall include those programs having the next highest priority. Such programs shall be endorsed by The Virginia Jaycees, assigned to the portfolio of a State Officer, and given a Program Manager if needed. No State funds will be budgeted for the promotion of Endorsed Programs, although one State mailing per year to the Board of Directors may be authorized for the promotion of the program. Any monies to be spent on behalf of Endorsed Programs must be provided by Local Chapters or other sources, with the raising and expenditure of such funds to be under the supervision of the assigned State Officer.
 - c) Class 3 Accepted Programs include those programs which are accepted by The Virginia Jaycees as worthy programs. No State funds will be budgeted or expended for such programs and there shall be no State-sponsored promotion. Such programs will be assigned to a State Officer for supervision only, and a Program Manager will be appointed where necessary.
 - d) Class 4 Reference Programs are those programs for which the State Officer will make information available only as requested. The only responsibility or function of The Virginia Jaycees with respect to such programs is to maintain an information file and to disseminate information to interested persons. A single Program Manager may be appointed to be responsible for all Reference Programs together.
3. Any monies raised by or spent on State programs or projects must be deposited in or disbursed from the State Treasury.

ARTICLE XVIII AMENDMENTS

These Bylaws may be amended at any regularly called meeting of the Board of Directors of The Virginia Jaycees of Board of Directors upon the affirmative vote of two-thirds (2/3) of the Directors present at such Meetings; provided, however, that a copy of any proposed amendment and notice of intent to propose such amendment at such Meeting has been submitted in writing to the Secretary-Treasurer or other designee of the President of the organization for transmittal to each member of the Board of Directors not less than twenty forty five (2045) days prior to the Meeting at which such proposed amendment is to be considered.

Upon recommendation of two-thirds (2/3) of the members/delegates present and voting at an Annual Meeting, an amendment may be considered without the notice required in Section 1 above, and may thereafter be adopted upon a two-thirds (2/3) affirmative vote of the accredited delegates present and voting.