

CALIFORNIA STATE JUNIOR CHAMBER OF COMMERCE

BYLAWS

REVISED: August 17, 2008
EFFECTIVE DATE: January 01, 2009

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ARTICLE 1: NAME AND SEAL

1-1 Name

The name of this Corporation shall be the California State Junior Chamber of Commerce, hereafter referred to as the California Jaycees. This Corporation shall do business as the California Jaycees.

1-2 Seal

This Corporation shall have a Corporate seal which will be circular impression, having inscribed thereon "California State Junior Chamber of Commerce, Incorporated April 1, 1937."

ARTICLE 2: PURPOSES AND RESTRICTIONS

2-1 General Purpose

This Corporation shall be a non-profit corporation, organized for such educational and charitable purposes as will promote and foster the growth and development of young persons' civic organization in the United States, designed in the spirit of genuine Americanism and civic interest, and as a supplementary educational institution to provide them with an opportunity for personal development and achievement and an avenue for intelligent participation by young persons in the affairs of their community, state and nation, and to develop true friendship and understanding among young persons of all nations.

2-2 National Restrictions

This Corporation shall be subject to the Bylaws and Policies of the United States Junior Chamber, insofar as any provisions therein affects the functions and operations of state organizations.

2-3 Non-Partisan

This Corporation shall observe a non-partisan policy with regard to politics.

ARTICLE 3: PRINCIPAL OFFICE

3-1 Place (11/22/86)

The principal office of this Corporation shall be located within the State of California.

ARTICLE 4: GEOGRAPHIC DISTRICTS AND REGIONS

4-1 Districts and Regions (05/04/2008)

- a. For the purpose of administration, as may be deemed necessary by the Board of Directors, there shall be established as many geographic Districts and Regions as necessary.
- b. Upon the recommendation of the Executive Committee, the Board of Directors may realign the District and/or Region boundaries.
- c. No district shall consist of less than three (3) local chapters. Regions may consist of no less than 2 districts.
- d. District and Region re-alignments shall occur no later than a Board of Directors meeting prior to the opening of candidate filing for California Jaycees officer elections.

4-2 Deleted (12/31/98)

ARTICLE 5: CHAPTER AFFILIATION

5-1 Qualifications (08/08/87)

Any group of young persons organized for purposes consistent with those of this Corporation and those of the United States Junior Chamber and Junior Chamber International shall be eligible to affiliation as a chapter in this Organization, provided said group does not maintain active voting members who would not qualify as regular members per the Bylaws of the United States Junior Chamber.

5-2 National Restrictions

Any affiliated chapters of this Corporation shall be subject to the Bylaws and Policy of the United States Junior Chamber insofar as they prescribe and affect the functions and operations of local chapters.

5-3 Applications and Fees (03/20/80)

Applications by prospective chapters for affiliation with this Corporation shall be filed with a Corporate Officer, who will in turn present such applications with his recommendations thereon to the President of this Corporation. Applications for affiliation should include the following:

- a. The name and the location of the prospective chapter.
- b. The purpose for which it was organized.
- c. The names of its officers and the members of its managing Board and the members thereof designated to act as State Director pursuant to these Bylaws.
- d. The name and addresses of twenty (20) or more active members in good standing who are not active members in good standing of any other affiliated chapters of this Corporation.
- e. Its fixed membership fees, paid by either certified check, cashiers' check, or money order.
- f. The approved Certification Form completed by the Regional Director of the extending Region. Such application shall be accompanied by a copy of the applicant's constitution, Bylaws, articles of incorporation (if incorporated,) a remittance of an amount equal to its dues for the remainder of the current year, and initiation fee of Ten (\$10.00) Dollars.

5-4 National and Junior Chamber International Affiliation

In addition to the requirements set forth above, prospective chapters and active members applying for affiliation must submit the proper affiliation papers, dues and filing fees for the United States Junior Chamber and Junior Chamber International before their affiliation in this Corporation can be approved. Dues for Junior Chamber International shall be One Hundred (100%) Percent Junior Chamber International active membership dues as defined in the Bylaws of Junior Chamber International.

5-5 Ratification of Affiliation (05/04/2008)

All chapter applications for affiliation fulfilling the requirements set forth in Article 5-3 shall be submitted to the United States Junior Chamber and Junior Chamber International for affiliation after approval from the Board of Directors. Immediately upon notification from the United States Junior Chamber and Junior Chamber International of the prospective chapter's affiliation, the President of the Corporation is authorized to sign an affiliation charter and to notify the applying chapter of acceptance of said application.

ARTICLE 6: MEMBERSHIP

6-1 Classification of Membership (08/08/87)

Members of this Corporation shall consist of the following classifications:

- a. Affiliated Chapter Membership
- b. Regular Membership
- c. Life Membership
- d. Honorary Membership
- e. Sustaining Membership
- f. Service Membership
- g. Institutional Membership

6-2 Chapter

Chapter members of this Corporation shall consist of the affiliated chapters belonging thereto.

6-3 Regular (11/20/77)

Regular members of this Corporation shall consist of all members of all affiliated chapters qualifying as such under the Bylaws of the United States Junior Chamber .

6-4 Life

All Past Presidents of this Corporation shall become, immediately after completion of their term of

6-5 Honorary

Honorary members of this Corporation shall be those individuals who are the recipients of honorary memberships presented upon unanimous recommendation of the Executive Committee and upon ratification by the Board of Directors.

6-6 Sustaining

Sustaining members of this Corporation shall consist for business firms, branch offices, and/or their officers in the State of California who are purchasers of said memberships, subject to the approval of the Executive Committee of this Corporation. Such members shall have no voting rights, no representation, nor any right whatsoever as far as the functions of this Corporation are concerned. Funds received there from shall be considered as outright grants. Said funds shall be used by this Corporation as it deems fit. In no case shall a sustaining membership be sold to any person or Corporation for less than the sum of One Hundred (\$100.00) Dollars.

6-7 Service

Service members of this Corporation shall consist of all members on active duty with the military service of the United States who, because of assignment, are unable to attend local meetings.

6-8 Institutional (02/15/87)

Institutional members of this Corporation shall consist of all members of chapters qualifying as institutional chapters within the Community Development portfolio. Institutional chapters as mentioned herein are chapters located in and having a membership comprised of persons residing in correctional facilities , penitentiaries, honor camps, mental institutions, halfway houses, residential drug program facilities , and similar organizations where the presence of the members is essentially involuntary.

Institutional chapters have no rights within the California Jaycees.

6-9 Termination of Affiliated Chapter Membership (08/28/77)

Local organizations' affiliations with this Organization may be terminated by this Organization in the following ways:

- a. Automatic Termination: Each local Organization Member shall be required, as a condition of continued affiliation with this Corporation, to maintain a membership of not less than twenty (20) individual members. The Charter of a Local Organization Member having less than twenty (20) individual members on its roster for four (4) consecutive months, as maintained in the records of this Corporation, shall be revoked; provided, however, that when such four (4) month period ends between May 31 and July 31, inclusive, of any years, such revocation shall be delayed until September 1. Affiliation of any chapter shall also automatically terminate upon the termination of its affiliation in the United States Junior Chamber or JCI.
- b. Termination by the Board of Directors: Affiliation of any chapter with this Corporation may be terminated by a three-quarter (3/4) affirmative vote of the Board of Directors upon the prior recommendation of the Executive Committee, provided that the Executive Committee, by a three-quarter (3/4) affirmative vote, shall first find that to the best interest of this Corporation, and further provided that said chapter shall have been given at least thirty (30) days prior to the meeting of the Executive Committee considering termination, to show cause, if such there be, why its affiliation should not be terminated. In the event of failure of the Executive Committee to recommend termination, the matter may be brought before the Board of Directors by any interested party.

6-10 Termination or Denial of Regular Membership

Regular membership in this Corporation may be terminated and/or denied by a three-quarter (3/4) affirmative vote of the Board of Directors, upon recommendation of the Executive Committee, provided

of said individual is prejudicial to the best interest of this Corporation; and further provided that said individual shall have been given an opportunity upon written notice of the charges at least thirty (30) days prior to the meeting of the Executive Committee considering termination to show cause, such there be, why said individual's membership should not be terminated and/or to recommend termination, the matter may be brought before the Board of Directors by any interested party. This provision shall in no way impair a chapter's right to terminate an individual member.

ARTICLE 7: MEETINGS OF THE MEMBERSHIP

7-1 Regular Annual Meeting (08/17/08; Effective 01/01/09)

The members of this Corporation shall meet semi-annually in the months of February and August. The February meeting shall be referred to as the "Annual Convention" and the August meeting shall be referred to as the "Election Convention". The dates thereof shall be selected by the hosting organization with the approval of the Executive Committee. At the Election Convention, all state officers shall be elected pursuant to the rules applicable to the specific office. At the Annual Convention, the reports of the Corporation shall be received and any changes in external policy, these bylaws, or the Articles of Incorporation shall be considered by the Membership. No meeting of this Corporation may occur on the same week as a meeting of JCI or the United States Junior Chamber.

7-2 Special Meetings (02/15/87)

Special meetings of the membership shall be called by the President or a Vice President upon receipt of written request of one-quarter (1/4) of the affiliated chapter members, or two-thirds (2/3) of the members of the Executive Committee. Notice of all special meetings shall be sent by the Corporate Secretary to each affiliated chapter at least thirty (30) days prior thereto.

7-3 Quorum

At all meetings of the membership of this Corporation, a quorum shall consist of one (1) or more delegates representing one-third (1/3) of the affiliated chapters in good standing.

7-4 Roll Calls

At all meetings of the membership of this Corporation, a roll call vote of the affiliated chapters by District may be requested by any credentialed delegate. Said roll call shall thereafter be taken provided one-fifth (1/5) of the registered delegates present are in favor of said roll call vote.

7-5 Votes (11/14/99)

Each chapter in good standing shall be entitled to the number of delegates and votes at any meeting of the membership of the Corporation, as indicated by the following schedule, provided that no chapter shall be entitled to more votes than the number of regular members in good standing credentialed at said meeting and physically present on the floor at the time of voting: 19 or less regular members=1 vote; 20 regular members=3 votes; A chapter shall be entitled to one (1) additional vote for each additional ten (10) regular members. No regular members shall be counted as a member of more than one (1) affiliated chapter of this Corporation in determining chapter votes hereunder. For purposes of this section chapter membership shall be determined based on the number of regular members in the chapter as of midnight on the last day of the month prior to elections.

7-6 Voting Eligibility (05/20/07)

Only affiliated chapters current in payment of dues and all other accounts at the time of close of credentialing of delegates at any meeting of the membership as set forth in Article 14 of Policy shall be entitled to vote.

7-7 Proxies (08/07/82)

No chapter or individual member thereof may vote by proxy or absence ballot. Only credentialed delegates may cast votes.

7-8 False Registration (08/07/82)

Any regular member of an affiliated chapter who registers himself or authorizes himself or any other person to be registered as a delegate or substitute at any meeting of the membership of this Corporation from any chapter other than the chapter to which this person is a member shall cause the

affiliation of the chapter to be subject to termination under Bylaw 6-10 of this Corporation.

7-9 Eligibility for Participation and Awards (05/04/2008)

A chapter which is not in good standing may not vote at California Jaycees Board Directors meetings or conventions and shall not be eligible to receive any awards for the time period that the chapter is not in good standing. Bylaws rev. 05/4/2008

7-10 Definition of Good Standing (05/04/2008)

Good standing shall be defined as current in payment of dues, fees or any other accounts due and owing this Corporation and not subject to any disciplinary action by the California Jaycees where such disciplinary action has limited the chapter's participation in California Jaycees meetings, conventions and other activities and awards. Bylaws rev. 05/4/2008

ARTICLE 8: BOARD OF DIRECTORS

8-1 Composition (05/04/2008)

Subject to the limitation of the Articles of Incorporation, these Bylaws and the laws of the State of California as to action to be authorized or approved by the membership, all Corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be controlled by, a Board of Directors which shall consist of the following members:

- a. All Officers of this Corporation.
- b. Duly elected and/or selected chapter representatives. - Bylaws rev. 05/4/2008

8-2 Eligibility (08/08/87)

A person shall be eligible to sit as a member of the Board of Directors of this Corporation if that person is a regular member in good standing of an affiliated chapter in good standing on or before the commencement of his term.

8-3 Chapter Directors

Each affiliated chapter of this Corporation in good standing shall be entitled to Directorship on the Board of Directors, said number of Directorships to be determined on the following basis: Chapters with a membership of 0-19, inclusive, shall be entitled to one (1) Director. Chapters with a membership of 20-100, inclusive, shall be entitled to two (2) Directors. Chapters with membership of 101 and above shall be entitled to three (3) Directors. The President of each Chapter shall automatically be one of the said Directors, and the other Directors shall be selected or elected by the membership or governing body of the affiliated chapter in such a manner as the chapter shall determine. Said Directors shall be known as State Directors from said affiliated chapters.

8-4 Regular Meetings (05/04/2008)

The Board of Directors shall hold four (4) regular business meetings each year: February, May, August and November One Board of Directors meeting shall be held immediately prior to the Annual Convention, and one immediately after the Election Convention. No Board of Directors meeting or Executive

Committee meeting, with the exception of special or emergency meetings, shall be held on a weekend which includes a national holiday, Mother's Day or Father's Day or precedes a statewide or national election day. - Bylaws rev. 05/4/2008

8-5 Special Meetings (02/15/87)

Special meetings of the Board of Directors shall be called by the President or a Vice President upon receipt of written request from one-fourth (1/4) of the members thereof or two-thirds (2/3) of the members

on the Executive Committee of this Corporation. Notice of all special meetings shall be sent by the Corporate Secretary to each Director at least thirty (30) days prior thereto.

8-6 Quorum

At all meetings of the Board of Directors, a quorum shall consist of one (1) or more directors representing one-third (1/3) of the affiliated chapters in good standing.

8-7 Roll Calls (11/15/87)

At all meetings of the Board of Directors, a roll call vote of affiliated Chapter Directors by Districts may be taken, providing one-fifth (1/5) of the registered Directors present are in favor of the taking of said roll call California Junior Chamber vote. District Governors shall vote with their Districts for purposes of a roll call vote, but the remainder of the Executive Committee shall be polled by the Corporate Secretary.

8-8 Voting Eligibility and Proxies (05/20/07)

- a. Only members of the Board of Directors of this Corporation from affiliated chapters which are current in payment of dues and all other accounts at the time of close of registration of delegates at any meeting of the Board of Directors of this Corporation shall be entitled to vote at that meeting.
- b. Each member of the Board of Directors shall be entitled to one (1) vote by himself or an appointed representative. No director may vote by written proxy. There shall be no votes in addition to the allocation of votes as set herein.
- c. The Corporate Secretary shall credential all Board of Directors Members to assure compliance with Bylaw Article 8-8a. Executive Committee Members shall be automatically credentialed by the Corporate Secretary.

8-9 Action by Board of Directors (05/04/2008)

Whenever it shall be impractical to hold a regular meeting of the Board of Directors, matters may be voted upon by mail, fax, teleconference or email upon submission to the Board Members by the President. A majority of the Board Members voting within the time designated in connection therewith, being not less than ten (10) days, shall carry any matter so presented, provided, however, that to constitute a quorum, at least fifty (50%) percent of the members of the Board shall have submitted votes within the time designated.

8-10 Records (02/15/87)

The Board of Directors shall cause to be kept at the principal office of the corporation, a full and complete record of all its proceedings, which record shall be open to inspection by affiliated chapters in good standing at all times. Minutes of the meetings of the Board of Directors shall be prepared by the Corporate Secretary following each Board Meeting, and submitted to the members of the Board of Directors.

8-11 Membership Lists (02/06/77)

Membership rolls of local chapters shall be confidential, and shall not be distributed to any non-Jaycee organization or enterprise without the consent of the chapter affected or prior authorization of the State Board of Directors.

ARTICLE 9: OFFICERS

9-1 Name of Officers (08/17/08; Effective 01/01/09)

The Officers of this Corporation shall consist of a President, Immediate Past President who shall serve as Chairman of the Board, Vice Presidents, General Legal Counsel, Corporate Secretary, Treasurer, Chaplain and as many Regional Directors and District Governors as there are geographic districts. Such other officers, as may be ordered by the Board of Directors, shall be appointed by the President, subject to the approval of the Board of Directors. - Bylaws rev. 05/4/2008

9-2 General Duties

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

9-3 Terms (05/15/99)

Officers of this Corporation shall serve terms of one (1) year, commencing on the First (1st) day of January of the year following their election or appointment and terminating on the Thirty-first (31st) day of December of the same year.

9-4 Eligibility Requirements (05/04/2008)

Any person may hold an office in this Corporation if this person is a regular member in good standing of an affiliated chapter in good standing on or before the commencement of his term. Only persons who

have served, or who are currently serving as a chapter President, a District Governor, a Regional Director, or a State Vice President shall be eligible to run for President. Only persons who have been an officer or director of an affiliated chapter for a period of three (3) months, or who have been a chairman of a committee of this Corporation for a period of six (6) months, or who have previously served or are

serving as an officer of this Corporation shall be eligible to serve in any other office than President. No paid official, contractor, or employee of the Corporation or of an affiliated chapter shall be eligible to serve as an elected officer of this Corporation while in said capacity.

9-5 President (05/04/2008)

The President shall be the Chief Executive Officer of this Corporation and as such shall preside at all meetings of the general membership, the Board of Directors, and the Executive Committee. The President shall be an ex-officio member of all committees. The President shall supervise the affairs and activities of the Corporation and shall make a quarterly report thereon to the members. The President shall be responsible for the affairs of the Corporation and shall oversee the execution and administration of its policies. - Bylaws rev. 05/4/2008

9-6 Chairman of the Board (08/19/84)

The Chairman of the Board of this Corporation shall be the immediate past President. This person shall have such special assignments as requested by the President, and shall, to the best of his ability, attend all meetings of the Executive Committee, the Board of Directors, and the general membership, and be available for advice and counsel to the Officers of the Corporation. In the absence of the President, he shall act as Chairman of the meetings.

9-7 Vice Presidents (05/04/2008)

There shall be five Portfolio Vice Presidents. They shall be elected on a state-wide basis. The duties of each shall consist of the following (including as specified in state plan of action):

1. Arranging forums at the state board meetings in their assigned areas
2. Making reports in writing as prescribed by the California Jaycees.
3. Appoint state program chairpersons for each program within their portfolio area.

The five vice presidents shall be assigned to the following portfolio areas by the President .

1. Administrative
2. Community Development
3. Individual Development
4. Training
5. Marketing
6. Deleted (12/31/98)

9-8 Vice President of Membership (05/04/2008)

A Vice President of Membership shall be appointed by the President annually, subject to ratification by the Executive Committee and shall report directly to the President. This person shall be responsible for

the administration and promotion of all programs and projects in the portfolio areas of Enrollment and Growth, Extensions, and Membership Accounting.

9-9 Vice President of California Metropolitan Chapters (05/04/2008)

California Metropolitan Chapters shall have a Vice President selected annually by the members thereof.

The Vice President shall act as liaison between the Executive Committee and the membership of the California Metropolitan Chapters, and shall have such additional responsibilities as may be prescribed from time to time by the Board of Directors. Any vacancy in the office of Vice President of the California Metropolitan Chapters shall be filled at a meeting of said membership next following creation of said vacancy.

9-10 Regional Directors (05/04/2008)

There shall be one (1) Regional Director for every (2) or (3) geographical districts. They shall be elected on a state-wide basis. Regional Directors shall be responsible for the administration and promotion of all programs and projects in the portfolio areas of Enrollment and Growth, Extensions, and Membership Accounting within their assigned Districts. They shall also assume responsibilities as may be prescribed by the President or Vice President of Membership. The Regional Director shall:

- a. Be responsible for orienting assigned districts in district management procedures.
- b. Be responsible for such meetings, forums, and workshops as are conducted for the benefit of assigned districts.
- c. Keep assigned State Officers informed of the activities and status of assigned districts.
- d. Make reports in writing in the form and in the manner which may be prescribed by the California Jaycees.
- e. Report directly to the Vice President of Membership.

9-11 District Governors (05/04/2008)

Each of the Districts of this Corporation shall have a District Governor. The District Governor shall assist in the conduction of the affairs within the Districts they represent and have the responsibilities as may be prescribed from time to time by the Board of Directors and the President. The District Governor shall:

- a. Be responsible for orienting local chapters in chapter management procedures.
- b. Be responsible for such meetings, forums, and workshops as are conducted for the benefit of assigned local chapters.
- c. Keep assigned State Officers informed of the activities and status of assigned chapters.
- d. Make reports in writing in the form and in the manner which may be prescribed by the California Jaycees.
- e. Report directly to the Regional Director for their Region.

9-12 General Legal Counsel (08/17/08; Effective 01/01/09)

A General Legal Counsel for the Corporation shall be appointed by the President annually, subject to ratification of the Executive Committee. The appointment shall be made on or before the commencement of the fiscal year. This person shall be an Attorney at Law and member of the State Bar of California. This person shall serve as parliamentarian at all meetings of the general membership, the Board of Directors, and the Executive Committee, and in the absence of the President and the Chairman of the Board, shall act as Chairman of said meetings. This person shall perform all duties assigned to him by the President.

9-13 Corporate Secretary (05/04/2008; Re-Numbered 08/17/08)

A Corporate Secretary for the Corporation shall be appointed by the President annually, subject to ratification by the Executive Committee. His appointment shall be made on or before the commencement of the fiscal year. The Corporate Secretary shall have charge of and responsibility for affixing the Corporate Seal. The Corporate Secretary shall keep or cause to be kept a book of minutes at the principal office of the Corporation, or such other place as the Executive Committee may direct, of all meetings of the General Membership, Executive Committee, and Board of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given and the results of all roll calls

taken. The Corporate Secretary shall further have charge of all records of the Corporation and shall give, or cause to be given, notice of all meetings of the General Membership, the Board of Directors, and the Executive Committee as required by the Bylaws and Policy. In addition to the duties assigned by this individual by the President he shall serve as Chairman of the Bylaws and Policy Committee.

9-14 Treasurer ((08/17/08; Effective 01/01/09))

A Treasurer for the Corporation shall be appointed by the President annually, subject to ratification of the Executive Committee. The appointment shall be made on or before the commencement of the fiscal year. This person shall have general supervision over all accounts. This person shall cause to be kept full and accurate records of receipts and disbursements in books belonging to the Corporation. This person shall compile a quarterly balance sheet and accounting receipts and disbursements of the Corporation and shall deliver a copy of the same to each member of the Finance Committee, the President, and Corporate Secretary on or before the first day of each third month during the fiscal year. This person shall render to the Board of Directors at all of their regularly held meetings and to the general membership at all Annual Conventions the accounts as set forth herein. The Treasurer shall further act as Chairman of the Finance Committee.

9-15 Chaplain (05/04/2008; Re-Numbered 08/17/08)

A Chaplain for the Corporation shall be appointed by the President annually, subject to ratification by the Executive Committee. The appointment shall be made on or before the commencement of the fiscal year. This person shall supervise all religious activities and shall have such further duties as are assigned by the President.

ARTICLE 10: NOMINATION, ELECTION, AND REMOVAL OF OFFICE

10-1 Committee Nominations (08/17/08; Effective 01/01/09))

Before the Election Convention of the Corporation, the Elections and Nominations Committee shall select at least two (2) candidates for the office of President, and at least one (1) candidate for each additional elective office.

- a. All candidates must be duly qualified in accordance with the provisions of these Bylaws.
- b. Such nominations shall be restricted to the list of candidates whose names and qualifications have been submitted to the Elections and Nominations Committee, as hereinafter provided.
- c. The Committee's list of nominees shall be announced forty (40) days prior to the opening of the Election Convention.
- d. Committee Nomination Procedure
 - i. Not later than forty-five (45) days prior to the opening of the Election Convention, nor earlier than one hundred (100) days prior to the opening of the Election Convention, any chapter may file with the Chairman of the Elections and Nominations Committee a written recommendation for such members as they propose for elective office on a form containing such information as prescribed by the Executive Committee.
 - ii. Only regular members of chapters in good standing may be nominated for office.
 - iii. A filing fee of \$100.00 must accompany the written recommendations to the Elections and Nominations Committee from all candidates for the offices of President and Vice President.
 - iv. In the event that there shall be a deficient number of candidates recommended for a particular office, the Elections and Nominations Committee shall, by majority vote, recommend qualified candidates for any such office no later than fifteen (15) days prior to the opening of the Election Convention.

10-2 Floor Nominations (01/01/04)

Nominations may be offered from the floor of the Election Convention of the Corporation at the time of the election and after the report of the Elections and Nominations Committee has been announced, except that

such nominations from the floor shall be restricted to the list of members from whom written recommendations have been submitted to the Elections and Nominations Committee as hereinafter provided. Nominations for President, Vice President or Regional Director shall be made only by a duly-qualified delegate who is a member in good standing of an affiliated chapter of the California Jaycees.

10-3 Procedure for Nominations and Fees (05/04/2008)

Not later than ten (10) days prior to the opening of the Election Convention, any affiliated chapter may file with the Chairman of the Elections and Nominations Committee a written recommendation for such members as they propose for elective office on a form containing such information as prescribed by the Executive Committee. The recommendations for the offices of Vice President must be for members in good standing of an affiliated chapter with the California Jaycees. The Elections and Nominations Committee shall not be required to make formal application for other elective offices. A filing fee of Seventy-Five

(\$75.00) Dollars must accompany the written recommendations to the Elections and Nominations Committee from all candidates for the office of President and Vice President. Said fee shall be considered to include the United States Junior Chambers' filing fee of Fifty (\$50.00) Dollars. Each candidate for

Regional Director and District Governor shall pay a filing fee of Twenty-Five dollars (\$25.00).

10-4 Waiver of Nomination Procedures (2/17/91)

In the event that there shall be a deficient number of candidates recommended for a particular office, the Executive Committee shall, by majority vote, recommend qualified candidates for such office. Recommended candidates for any office must be members in good standing of an affiliated chapter within the California Jaycees.

10-5 Election of Officers (5/4/08)

a. Voting for State Officers of this Corporation shall commence no earlier than 1:00 pm of the day of

the convening of the Meeting of the Membership.

b. The members of the California Jaycees, by a majority vote of the credentialed delegates

physically present at the Election Convention, shall elect officers in the following order:

1. Regional Directors
2. Vice Presidents
3. President

10-6 Election of District Governors (5/04/2008)

a. Each District Governor shall be elected by the District they are to serve, at the District meeting preceding the Election Convention by a majority vote of the delegates then present from the chapters within the District, each chapter being entitled to two (2) voting delegates. Any vacancy in the office of District Governor shall be filled at the District meeting next following creation of said vacancy, subject

to ratification by the Board of Directors following said election. - Bylaws rev. 05/4/2008

b. Delete (12-31-98)

10-7 Removal from Office (08/07/82)

a. Any officer of this Corporation may be removed from office by a three-fourths (3/4) affirmative vote of the Board of Directors present at any duly called meeting of the Board of Directors, upon the prior recommendation of the Executive Committee, provided that the Executive Committee, by a three-fourths (3/4) affirmative vote shall first find that the accused Officer has not performed his duties to the best interest of the Corporation, and provided that at such meeting, the Officer in question shall have been given an opportunity upon written notice of at least thirty (30) days prior to the meeting of the Executive Committee determining same to show cause if such there be why he should not be removed from office. In the event of the failure of the Executive Committee to recommend termination, the matter may be brought before the Board of Directors by an interested party.

- b. Provided, however, any Vice President, Regional Director, or District Governor who fails to attend one of the meetings hereinafter provided for, without being excused by the President, shall be subject to removal from office, upon receipt of thirty (30) days written notice by the State President at the next regular meeting of the Executive Committee. A two-thirds (2/3) vote is required to remove an officer.
- c. The required meetings which may result in an officer's removal for failure to attend under Paragraph B above are as follows: Vice Presidents and Regional Directors--the U.S. Jaycee State Officer Training Session or one (1) State Board of Directors' Meeting or one (1) Executive Committee Meeting; District Governors--one (1) State Board of Directors' Meeting or one (1) Executive Committee Meeting.
- d. Any vacancy created by removal of an Officer from office shall be filled as provided in Bylaws.

10-8 Filling of Vacancies (05/04/2008)

If a vacancy shall occur in the office of President, either by death, disability, resignation or otherwise, the Board of Directors, at a special meeting to be called by the General Legal Counsel upon his giving thirty (30) days written notice, within thirty (30) days of vacancy, to the Board of Directors, shall elect one (1) of the officers of the Corporation to fill said vacancy for the remainder of the term. In the interim, the Chairman of the Board shall act as President Pro Temp. If a vacancy shall occur in the office of Vice President or Regional Director, either by death, disability, resignation or otherwise, then the Board of Directors, at a special meeting to be called by the General Legal Counsel upon his giving thirty (30) days written notice, within thirty (30) days of vacancy, to the Board of Directors, shall elect an eligible member in good standing to fill said vacancy for the remainder of the term. If any other elective office shall become vacant (i.e. Metro Vice President or District Governor) it shall be filled by the voting body that first elected the vacated position.

ARTICLE 11: EXECUTIVE COMMITTEE

11-1 Composition (08/17/08; Effective 01/01/09)

There shall be an Executive Committee which consists of the President, the Chairman of the Board, State Vice Presidents, the Vice President of Metropolitan Chapters, the Regional Directors, the District Governors, the General Legal Counsel, the Corporate Secretary, the Treasurer, and the Chaplain. Each new District Governor and Regional Director in an existing District or Region shall become a member of the Executive Committee of the California Jaycees upon his / her election. Bylaws rev. 05/4/2008

11-2 Powers and Duties

The Executive Committee shall advise and aid the membership of the Corporation concerning matters of portfolio and chapter administration and shall generally perform such duties and exercise such powers as may California Junior Chamber be delegated from time to time by the Board of Directors and these Bylaws. Any action of the executive Committee which is not overruled by the Board of Directors within one hundred twenty (120) days subsequent thereto shall be deemed ratified by the Board of Directors.

11-3 Meetings (05/04/2008)

The Executive Committee shall meet regularly at and just preceding the regular meetings of the Board of Directors of this Corporation, and there shall be at least one (1) meeting of the Executive Committee subsequent to the United States Junior Chamber Board Meeting and prior to the State Convention. Special meetings of the Executive Committee shall be called by the President, or a Vice President, provided, however, that one-fourth (1/4) of the membership of said Executive Committee shall concur the calling of the same. Notice of all special meetings shall be sent to the members of the Executive Committee by the Corporate Secretary at least ten (10) days prior thereto.

At regular or special meetings of the Executive Committee, a quorum shall consist of a simple majority of the members of said Committee as set forth herein. At each meeting of the Executive Committee, all voting members of the Executive Committee shall each receive one vote. Bylaws rev. 05/4/2008

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ARTICLE 12: STANDING AND SPECIAL COMMITTEES

12-1 Creation (08/07/82)

The President, with the approval of the Executive Committee and the Board of Directors, shall have the power to create standing or special committees.

12-2 Appointments (08/07/82)

The President, with the approval of the Executive Committee, shall have the authority to appoint the Chairmen and membership of all standing or special committees, subject to any delineation regarding the composition of any committee as set forth in the Policy of this Corporation. All such appointees shall serve at the pleasure of the President.

12-3 Chairmanship Terms (02/06/98)

All terms of chairmanship of any standing or special committees of this Corporation, unless otherwise provided for in the Policy of this Corporation, shall terminate on December 31st of each year.

12-4 Vacancies

A vacancy in the chairmanship or membership of any standing or special committee of this Corporation shall be filled as promptly as possible by the President, subject to ratification by the Executive Committee at the next regular meeting following the filling of said vacancy.

12-5 Enumeration of Standing Committees (08/07/82)

In addition to the Executive Committee, Standing Committees of this Corporation shall consist of the following:

- Arbitration
- Audit
- Budget and Finance
- Bylaws and Policies
- Contracts Review
- Credentials
- Elections and Nominations
- ONTO

And such other committees as are from time to time established as Standing Committees pursuant to these Bylaws.

ARTICLE 13: FISCAL YEAR

13-1 Delineation (05/15/99)

The fiscal year of this corporation shall commence on the First (1st) day of January of each year and terminate on the Thirty-first (31st) day of December of the same year.

ARTICLE 14: DUES

14-1 Amount of Dues (02/21/93)

Membership dues shall be payable to the Corporation for each regular member as defined in these Bylaws.

Dues shall be paid by the affiliated chapter to which said regular member belongs, and shall include Junior Chamber International and United States Junior Chamber dues. Dues shall be computed on the following basis:

- a. New Regular Member: Dues shall be Fourteen and Fifty Cents (\$14.50) over and above the dues

- charged by the United States Junior Chamber.
- b. Renewing Regular Members: Dues shall be Fourteen and Fifty Cents (\$14.50) over and above the dues charged by the United States Junior Chamber.

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14-2 Payment and Allocation of Dues (05/04/2008)

Payment and allocation of the dues shall be as follows:

- a. All dues payable by an affiliated chapter, including California, U.S. Jaycee, and Jaycee International, shall be payable on the month preceding the anniversary of the individual's application for membership to this organization. The anniversary shall be based upon a monthly report of those members whose anniversary date of application occurs according to the records of the United States Junior Chamber .
- b. Any other portion of the annual dues paid by each regular member that is not otherwise allocated shall be placed in the General Fund of the California Jaycees.
- c. No regular member shall be submitted to the United States Junior Chamber or Junior Chamber International until the payment of the applicable dues have been received by the California Jaycees Service Center or an authorized Executive Committee Member.
- d. Any State Officer or employee who intentionally submits the name(s) to the United States Junior Chamber or Junior Chamber International prior to the receipt of the dues by the California Jaycees Service Center or an authorized Executive Committee Member as provided in these Bylaws shall be personally liable for said dues.

14-3 Member Adds (05/20/07)

Full annual dues shall be remitted with current mailing addresses, email address and birth dates for all individual members submitted.

14-4 Collection by Officers (05/02/75)

All money for dues and fees collected from affiliated chapters by an Officer of this Corporation shall be forwarded immediately to the Office of this Corporation for processing.

14-5 Termination of Delinquent Chapters (03/02/80)

Any chapter delinquent in the payment of any account for any period in excess of three (3) months shall be considered suspended and shall forfeit all privileges of affiliation, until such accounts are paid. If such accounts remain unpaid for a period of six (6) months, such chapter shall automatically be terminated from California Junior Chamber affiliation hereunder. All such action as identified above to be taken only after thirty (30) days written notice has been given to affected chapters.

14-6 Non-Assessment (05/04/2008)

Neither Districts, affiliated chapters, nor any members thereof nor any members of this Corporation shall be liable to the California Jaycees for assessment of any amounts in addition to the dues and fees provided for in these

ARTICLE 15: EXECUTIVE DIRECTOR

15-1 Employment (08/15/97)

An Executive Director of the Corporation may be employed by the President with the ratification of the Executive Committee, and shall be employed on a full-time basis by the Corporation, serving in said capacity until a resignation shall have been accepted by the President, or until dismissal by the President

subject to ratification by the Executive Committee. The Executive Director shall be a non-voting member of the Executive Committee.

15-2 Duties (02/15/87)

The Executive Director shall report directly to the President, and assume those duties as may be prescribed by the Board of Directors, the Bylaws and Policy, or the President. The Executive Director shall have as a minimum the responsibility for supervising all administrative personnel employed by the Corporation.

15-3 Other Staff (02/15/87)

The President may, with ratification of the Executive Committee, employ other professional personnel so required to service the membership of the organization. These individuals shall report to the Executive Director unless the organization does not employ an Executive Director, in which case the President may assign supervision responsibility to another State Officer.

ARTICLE 16: RULES OF ORDER

16-1 Robert's Rules (05/04/2008)

The most current edition of *Robert's Rules of Order, Newly Revised* shall govern the business at all meetings of the general membership, Board of Directors, and any standing or special committees of this Corporation, except as otherwise provided for in these Bylaws and Policies. Bylaws rev. 05/4/2008

ARTICLE 17: RULES IN INTERPRETATION

17-1 National Bylaws and Policy

In the event of any conflict between Bylaws and Policies of the United States Junior Chamber and these Bylaws and Policies, then the United States Junior Chamber Bylaws and Policies shall take precedence. Bylaws rev. 05/4/2008

17-2 Corporation Policy

In the event of any conflict between these Bylaws and the attached statement of Policy of this Corporation, these Bylaws shall take precedence.

ARTICLE 18: AMENDMENTS

18-1 In Session (02/18/79)

These Bylaws may be amended by any member in good standing of the Corporation at any regularly-called meeting of the Board of Directors or of the general membership of this Corporation upon the affirmative vote of two-thirds (2/3) of the voting delegates present, provided, such amendment and notice of mail of consideration thereof, shall have been given to each affiliated chapter not less than thirty (30) days prior California Junior Chamber thereto, and further provided that such notice include the name and chapter affiliation of the member proposing such amendment, along with a brief explanation of the purpose of such amendment. When said notice has not been given, these Bylaws may only be amended upon an affirmative vote of three fourths (3/4) of the voting delegates present, provided that copies have been distributed in writing to the Executive Committee prior to the start of their meeting and copies have been distributed in writing to the delegates at least one (1) hour prior to the start of the Board of Directors meeting. It is further provided that these Bylaws may be amended upon the affirmative vote of four-fifths (4/5) of the voting delegates present only when copies have been distributed in writing to the delegates at least one (1) hour prior to the start of the Board of Directors meeting.

18-2 Referendum

These Bylaws may be amended by written referendum submitted to the affiliated chapters of this Corporation, provided that the mailing of said referendum is first approved by a two-thirds (2/3) majority vote of the Board of Directors. Such referendum must be accompanied by a notice that all affiliated chapters must register their votes within thirty (30) days after the issuance of such referendum. A majority of the votes cast by the affiliated chapters in good standing (with dues and fees and all other accounts

current and paid) shall be necessary to approve or adopt such referendum, provided that to constitute a voting quorum, at least one-half (1/2) of the affiliated chapters must return ballots. The General Legal Counsel shall receive and tabulate ballots and announce the results thereof.

18-3 Non-Waiver or Suspension

These Bylaws shall not be waived or suspended at any time for any purpose.

18-4 Delete (05/20/07)

ARTICLE 19: ADMINISTRATIVE AIDES TO THE PRESIDENT

19-1 Administrative Aides (02/15/87)

The President shall appoint Administrative Aides to the President as deemed necessary to meet the needs of the organization's membership. When the President appoints more than two (2) Aides, one may be designated the Chief of Staff and given responsibility for coordinating the activities of the other Aides. Administrative Aides shall be non-voting members of the Executive Committee.