

Georgia Jaycees Bylaws

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ARTICLE 1 - NAME AND ADDRESS

1-1 - NAME: The name of this Organization shall be the Georgia Junior Chamber of Commerce, Inc. doing business as Georgia Jaycees and operating under the Georgia Junior Chamber of Commerce Corporate Charter issued by the State of Georgia.

1-2 - PRINCIPAL OFFICE: The principal office of the Corporation shall be a P.O. Box in the Georgia Junior Chamber of Commerce name, which will be forwarded in one year increments to the home of the President. A secondary office of the Corporation shall be maintained at the permanent residence or principal place of business of the President.

1-3 - DEFINITION: Any reference in these By-Laws to Georgia Jaycees shall be deemed to mean the Georgia Junior Chamber of Commerce, Inc.

1-4 - SEAL: This Corporation shall have a Corporate Seal, which shall be a circular impression having inscribed thereon the name of the Corporation, the year of its Incorporation, and the words, "Corporate Seal, Georgia."

1-5 - INSIGNIA: The official insignia of the Corporation shall be such insignia as the Board of Directors may from time to time determine.

ARTICLE 2 - PURPOSE

2-1 - PURPOSE: The purposes of this Corporation shall be to aid and stimulate local chapters (Local Organization Member, or LOM) in carrying out the purposes and policies of the Jaycee Movement; to promote and aid the establishment of such local organizations; to provide an avenue for the exchange of information and ideas between such organizations; and to serve as a channel for concerned action and expression of opinion by such organizations upon matters affecting the interests of our communities, the State of Georgia, and the United States of America.

2-2 - OBJECTIVES: To promote the education of young people in the State of Georgia in the proper sense of civic duty and responsibility and to foster their intelligent participation in the solution of local, State, and National problems; to incubate in them a spirit of genuine Americanism and civic interest; and to serve as a supplementary educational institution to provide them with an opportunity for personal development and achievement so that they may better achieve these objectives.

CREED:

We Believe:

That Faith in God Gives Meaning and Purpose to Human Life;
That the Brotherhood of Man Transcends the Sovereignty of Nations;
That Economic Justice Can Best Be Won By Free Men Through Free Enterprise;
That Government Should Be of Laws Rather Than of Men;
That Earth's Great Treasure Lies in Human Personality;
And that Service To Humanity is the Best Work of Life.

2-4 - NON-PARTISAN: This Corporation shall be non-partisan, non-sectarian, and shall wholly abstain from any political affiliations or endorsements of candidates for public office; and shall prohibit the use of official Jaycee stationery to promote any candidates for public office.

2-5 - AFFILIATION: This Corporation and its local chapters and individual members shall be affiliated with JCI USA, the United States Junior Chamber of Commerce and the Junior Chamber International, and is subject to and shall conform to the Constitution and By-Laws of each of these bodies.

ARTICLE 3 - MEMBERSHIP

3-1 - CLASSES OF MEMBERSHIP: Membership in this Corporation shall include three classes, as follows:

- A. Individual Member
- B. Local Chapter Member
- C. Sustaining

3-2 - INDIVIDUAL MEMBER:

- A. Regular: Young persons who are a member of a Local Chapter in good standing with the Corporation shall be considered Individual members.
- B. Representation: Individual members shall be qualified by, and represented through Local Chapter Members.
- C. Membership Requirements:
 - 1. Individual Member shall pay dues to their Local Chapter as specified in its By-Laws
 - 2. Individual members shall be no younger than eighteen (18) and no older than forty (40) years of age.
 - 3. The Georgia Jaycees Executive Committee may, from time to time, establish additional extraordinary individual membership categories through the policies and procedures manual.

3-3 - CONDUCT OF INDIVIDUAL MEMBERS:

- A. Individual Members shall conduct themselves so as to avoid bringing discredit to this Corporation or endangering or inconveniencing other members or public. The following are also prohibited:
 - 1. Damaging or defacing property;
 - 2. Any act in violation of local, state or federal law.
- B. Violation Penalties: Violations of the Rules of Conduct by a member or members of this Corporation shall result in the loss of all or part of the votes of the local chapter of which that member is a part. The penalty shall be set for that meeting or the next Board Meeting only by the Executive Committee, who shall be the final judges.
- C. Any member chapter and/or individual member in the corporation that State By-Laws may be subjected to suspension and/or termination in accordance with the Misconduct Provisions of the policies and procedures manual.

3-4 - LOCAL CHAPTER ORGANIZATION:

- A. Eligibility: Any young people's organization of good repute existing in the State of Georgia organized for the purpose consistent with those of this Corporation and maintaining 20

members which have complied with the By-Laws of the United States Junior Chamber of Commerce shall be eligible for affiliation.

- B. Application: Such Organization may apply for membership in this Corporation upon filing with the State President a written application for membership (affiliation) signed by a paid member and notarized. The application and approval process shall be defined by the Georgia Jaycees policies and procedures manual.

3-5 - SUSTAINING MEMBER:

- A. Any reputable individual or entity desiring to assist financially in extending the purposes and function of the Corporation shall be eligible for affiliation as a sustaining member
- B. Sustaining members shall not be entitled to any of the rights and privileges of membership

ARTICLE 4 - GOVERNING BODIES

4-1 - GOVERNING BODIES: This Corporation shall have three (3) Governing Bodies:

- A. The delegates to the Election and Special Meeting of this Corporation.
- B. The Board of Directors.
- C. The Executive Committee.

4-2 - DELEGATES: The accredited delegates to the Election Meeting shall have all those powers not specifically delegated to any other body by the Articles of Incorporation or by these By-Laws

ARTICLE 5 - BOARD OF DIRECTORS

5-1 - BOARD OF DIRECTORS: The control of the Corporation, subject to the provisions of Article 4, shall be vested in the Board of Directors, which shall consist of the following members:

- A. All voting members of the Executive Committee;
- B. Three members from each local member organization in good standing
- C. All members of the Corporation's Board of Directors shall be Individual Members of the Corporation except for the Executive Vice President

5-2 - BOARD MEETINGS:

- A. The Board of Directors shall meet three two times a year.
- B. Written notice of a Regular Board of Directors Meeting shall be given all local chapters at least thirty days prior to the meeting.
- C. Delegates representing one-third (1/3) of the local chapters in good standing and one-third (1/3) of the Officers of the Corporation shall constitute a quorum at a Board of Directors Meeting. A quorum shall be necessary for the Board to conduct any business.
- D. The Board of Directors shall cause to be kept a full and complete record of all proceedings, which record shall be open to the inspection of Individual Members at any time. Reports of its work shall be prepared by the Executive Vice President and submitted to the Board of Directors.
- E. Special Meetings may be called by the State President by giving fifteen (15) day notice to all local chapters and members of the Executive Committee. Only Business as listed in the notice may be considered. Such meetings may also be called for cause by a majority of the Executive Committee.

- F. In an emergency, the President may submit by email any proper question between meetings to each and every local chapter for decision. Such decision shall be considered binding when 3/4 of all local chapters are in agreement.

5-3 - DUTIES and RESPONSIBILITIES: The Board of Directors shall be the Governing Body of this Corporation. It shall control all property of this Corporation and shall determine the rules and policy of this Corporation. All powers of the Corporation are vested in the Board of Directors except those specifically given to other Bodies by these By-Laws. The Board of Directors may delegate from time to time certain duties and powers as it may deem necessary except those specifically denoted in these By-Laws to be exercised by the Board of Directors.

ARTICLE 6 - EXECUTIVE COMMITTEE

6-1 - EXECUTIVE COMMITTEE:

- A. There shall be an Executive Committee, which may consist of the following voting members:
1. President
 2. President Elect
 3. State Vice Presidents
 4. Treasurer
 5. Chairman of the Board
 6. General Legal Counsel
 7. Executive Vice President (Ex Officio)
 8. Georgia Jaycee Foundation Chairman (Ex Officio)
- B. The Executive Vice President and Foundation Chairman shall be members of the Executive Committee with all rights thereto except the right to vote.

6-2 - OFFICERS: The officers of the Corporation shall be a President, a President Elect, four (4) state Vice-Presidents, a Treasurer, a Chairman of the Board, an Executive Vice President, a General Legal Counsel, and a Foundation Chairman.

6-3 - OFFICERS DUTIES AND RESPONSIBILITIES: The duties and powers of the officers of the Corporation shall be such as are by general usage indicated by the title of the respective office, except as may otherwise be specified in these Bylaws.

6-4 - REMOVAL OF ELECTED OFFICERS: The Board of Directors, by a two-thirds vote (in accordance with Article 5) of those casting votes, may remove any elected officer of the Corporation from office for good cause shown; provided, however, that such officer is given written notice by certified mail or email not less than thirty (30) days prior to the date such removal is to be considered and after an opportunity to be heard by the Board of Directors.

6-5 - MEETINGS AND QUORUM:

- A. The Executive Committee shall meet at least four (4) times annually or upon call of the President or upon the call by the majority of the Executive Committee members.
- B. A quorum of the Executive Committee shall consist of a minimum of 51% of the voting members.
- C. The Executive Committee shall cause to be kept a full and complete record of all proceedings, which record shall be open to the inspection of Individual Members at any time. Reports of its

work shall be prepared by a committee member of the Presidents choosing and submitted to the Board of Directors.

- D. In an emergency, the President may submit by email any proper question between meetings to each member of the Executive Committee for decision. Such decision shall be considered binding when a majority of the Executive Committee are in agreement.

6-6 - EXECUTIVE COMMITTEE DUTIES AND RESPONSIBILITIES: The Executive Committee is a permanent committee of this Corporation and the Board of Directors. It shall carry out the policies and decisions of the Board of Directors and may initiate measures for the consideration of the Board of Directors. Special powers and duties may be delegated to the Executive Committee by the Board of Directors. The Executive Committee shall at all times be responsible to the Board of Directors and shall regularly report its actions and recommendations to the Board of Directors. It shall further exercise such powers and duties as may be provided in these By-Laws.

These powers and duties may include:

- A. Approval of an annual budget for submission to the Board of Directors;
- B. Planning and implementation of (subject to approval by the Board of Directors) all activities and projects sponsored by the Corporation;
- C. Supervision of the work of all committees of the Corporation;
- D. Oversight and execution of all contracts, both internal and external, of the Corporation;
- E. Review and approval all Presidential appointments; and
- F. Other duties as assigned by the Corporation's Board of Directors.

ARTICLE 7 - ELECTIONS

7-1 - NOMINATIONS

- A. All candidates for State President shall be nominated by submitting to President-Elect on their own behalf, notice of intention to be a candidate in writing by letter or email postmarked no later than 15 days before the opening of the Elections Meeting. If the President-Elect position is vacant, all nominations should be submitted to the outgoing President. In the event that no qualified candidate has submitted a notice of intention to be a candidate for the office within ten days before the opening of the Elections Meeting, nominations for the office shall be allowed from the floor at the Elections Meeting.
- B. All candidates for State Vice Presidents shall be nominated by submitting to the President- Elect, on their own behalf, notice of intention to be a candidate in writing by letter or email postmarked no later than 15 days before the opening of the Elections Meeting. If the President-Elect position is vacant, all nominations should be submitted to the outgoing President. In the event that no qualified candidate has submitted a notice of intention to be a candidate for the office within ten days before the opening of the Elections Meeting, nominations for the office shall be allowed from the floor at the Elections Meeting.
- C. In the event that there are no nominations submitted in advance for President or State Vice President and there are no nominations from the floor, the President may appoint members to the Executive Committee with the approval of 51% of the current Executive Board.

7-2 - ELECTION COMMITTEE: There shall be an Elections Committee of no less than three (3) Individual Members who shall be appointed by the President and confirmed by a majority of the Executive Committee. The Election Committee shall be charged with the responsibility of seeing that all provisions of these By-Laws and the established policy and special rules dealing with elections or campaigning are

complied with by all candidates and persons or groups campaigning in their behalf. The Elections Committee shall have the power to enforce the rules of conduct for the Elections Meeting and shall also have the power to disqualify or penalize a candidate for violation of the By-Laws.

7-3 - DUTIES AND RESPONSIBILITIES:

- A. The Election Committee shall only consider those members for various offices who are properly nominated in accordance with By-Law 7-1
- B. Throughout the Election Meeting, the Elections Committee shall maintain all recorded correspondence where all written information with regard to nominees shall be on file and available for inspection by any official delegate.
- C. The Election Committee shall examine the qualifications and place in nomination the names of candidates for President, President-Elect, and for the four (4) offices of Vice-President. Any candidate for President and President-Elect submitted to the Elections Committee may be considered as a nominee for the office of Vice-President without making further formal application.
- D. The Elections Committee shall have the duty of formulating and publishing regulations to the election rules, interpreting and enforcing such regulations and the rules, including regulations adopted by the Board of Directors.

7-4 - ELECTION RULES: Rules and regulations adopted by the Board of Directors for conduct of the election shall be published and distributed to each member of the Board of Directors not later than ten (10) days following the adjournment of the meeting at which they were adopted. Regulations by the Election Committee shall be forthwith published and distributed to each member of the Board of Directors.

7-5 - ELECTION RULES INFORMATION:

- A. Every candidate for the elective office of President or Vice-President of the Corporation may be asked to submit to the Elections Committee an itemized sworn statement of income, either money or market value, which contributes to the campaign in any way.
- B. Every candidate for the elective office of President or Vice-President of the Corporation may be asked to submit to the Elections Committee an itemized sworn statement of expenditures for campaign expenses and all other statements required by Section 7.1(A) before such candidate shall be certified at the Annual Meeting as eligible for election.
- C. If such statements are asked for, all such statements shall be submitted in the form required by the committee on or before Twelve Midnight (12:00 a.m.) of the applicable time zone in which the location of the Annual Meeting is held before the Annual Meeting Opening Ceremony and immediately prior to the date of the annual election, such statements shall be published and furnished to each State Organization for inspection by any Individual Member of the Corporation.
- D. No candidate for any elective office shall be considered as eligible for office until such candidate submits to the Elections Committee a statement, signed and sworn to by the candidate attesting that the candidate complied with all rules and regulations.

7-6 - MISCELLANEOUS:

- A. It shall be considered improper for any person, organization or association to publish or distribute, or cause to be published or distributed, any written matter or statement in any form whatever concerning any candidate, prospective candidate or elected official unless such matter or statement shall have plainly inscribed thereon the name and address of each person and of each association or organization responsible for its content, origin, publication or distribution.

- B. Before any Local Member Organization shall be permitted to vote in any election, the President of such Local Member Organization, or an official representative duly certified by the Election Committee, shall submit to the Election Committee an affidavit that all voting delegates from such Local Member Organization are Individual Members of such Local Member Organization in good standing and are a member of the applicable Local Member Organization.
- C. The Elections Committee shall have the general power to interpret these rules and all regulations thereunder in such manner as will best effectuate the expressed purposes and intent of these rules.

7-7 - SANCTIONS:

- A. If any Individual Member, candidate or campaign manager, organization or other person shall, with the knowledge and acquiescence of such candidate, violate any provisions of these Bylaws, the Corporation's Policy and Procedures, or the election rules and regulations, the candidate shall forfeit the right to be elected to the office to which the candidate is nominated. The disqualification of any candidate determined by the Elections Committee may be appealed to the Board of Directors, the decision of which shall be final.
- B. The Elections Committee shall rigidly enforce all Bylaws, Policy and Procedures, and election rules and regulations concerning the election.

7-8 - AUTOMATIC WITHDRAWAL: During the election for President, the candidate who receives the lowest number of votes on three (3) consecutive ballots shall be automatically withdrawn from the election for all succeeding ballots until three (3) candidates remain in contention, after which time no candidate shall be required to withdraw from the election. Balloting shall continue until one (1) candidate receives a majority of the votes cast.

7-9 - CAMPAIGN FINANCE: After January 1 of each year, campaign expenditures by any Presidential candidate, organization or other persons in behalf of the candidate may not exceed ten thousand dollars (\$10,000.00). For this purpose, donated material shall be valued at its fair market value, and all travel expense shall be included.

ARTICLE 8 - PRESIDENT

8-1 - DUTIES AND RESPONSIBILITIES:

- A. The Corporation shall have a President, elected by a majority of the votes cast at the Elections Meeting and who must meet the requirements set out in By-Law 7-1.
- B. The President shall serve for one year from the adjournment of the Annual Meeting in which s/he is installed or until his successor is elected and installed.
- C. The President of the Corporation shall be the Chief Executive Officer of the Corporation; shall preside at all meetings of the Corporation; shall be Chair all meetings of the Board of Directors and Executive Committee; shall be an ex-officio member of all Committees; shall be a member of the United States Junior Chamber of Commerce Board of Directors, and shall supervise the affairs and activities of the Corporation. All duties regularly ascribed to and prescribed for the President by general usage, except those specifically prohibited by these By-Laws, shall be the further duties of the President.
- D. Subject to the approval of the Executive Committee, the President shall annually appoint standing and special committees or sub-committees as necessary or advisable, except as

otherwise provided for in these By-Laws. The President shall further perform such duties as may be directed by the Governing Bodies.

- E. The State President shall be expected to travel both in and out of the State to represent this Corporation, to oversee its work, and to promote its aims and programs.

8-2 - VACANCY: In the event of a vacancy in the office of President, the President Elect (or the most Immediately Past President available) shall assume the powers and duties of the Office of President until the next scheduled Executive Committee Meeting (if none is scheduled, he/she shall call one within thirty days) at which time the Executive Committee shall vote a new State President from the current Executive Committee.

8-3 - CHAIRMAN:

- A. The Chairman of the Board shall be the person who served as President at the conclusion of the previous Presidential term.
- B. The term shall run from the conclusion of the Annual Meeting to the conclusion of the next Annual Meeting. The Chairman of the Board shall serve as a voting member of the Board of Directors and the Executive Committee. S/He shall advise and counsel with the President and Governing Bodies of this Corporation. S/He shall head the Georgia Jaycee Delegation to the National Convention. It is suggested that s/he represent the State President as requested at Installations, and meetings outside the Jaycees. S/He shall also coordinate and supervise all Local President's training. S/He shall perform such other duties as may be directed by the State President or the Governing Bodies.
- C. S/He shall attend the National Convention, all meetings of the Corporation, Board of Directors, and Executive Committee and other such meetings as requested by the State President or the Governing Bodies.

8-4 - REMOVAL: The President may be removed from office by a 3/4th vote of all members of the Executive Committee other than the President sought to be removed, provided that such action must be ratified by a majority vote of the Board of Directors, and provided further that before such vote by the Executive Committee shall be taken, the President shall have been granted a hearing before the Executive Committee on the charges against him, after 10 days' notice.

ARTICLE 9 - EXECUTIVE VICE-PRESIDENT PRESIDENT-ELECT

9-1 - SELECTION: The Executive Vice President may be selected by the State President subject to the approval of a majority vote of the Executive Committee at the first meeting held after the adjournment of the Annual Meeting.

The Corporation shall have a President-Elect, elected by a majority of the votes cast at the Elections Meeting and who must meet the requirements set out in By-Law 7-1. The President-Elect shall serve for one year from the adjournment of the Annual Meeting in which s/he is installed or until his successor is elected and installed.

9-2 - QUALIFICATIONS: The Executive Vice-President President-Elect shall not be limited by age.

9-3 - DUTIES: It shall be the duty of the Executive Vice President President-Elect to see that the daily business activities of the Georgia Jaycees are conducted in an efficient manner. These duties may include but not be limited to:

- A. Supervising the activities of the other Georgia Jaycee employees;
- B. Calling and maintaining the official roll of the Executive Committee and the Board of Directors' Meetings.
- C. Coordinating all arrangements for state meetings and out-of-state guests.
- D. Serving as an aide to the State President;
- E. The Executive Vice President President-Elect shall attend all meetings of the Corporation, Board of Directors and Executive Committee and perform such other travel in the pursuit of these duties as may be directed by the State President.
- F. Other functions as the President shall direct.
- G. Maintain the bylaws of the Georgia Jaycees and ensure that the corporation in acting in accordance of the bylaws.

9-4 - VACANCY: In the event of a vacancy in the office of President-Elect, the position shall remain vacant until the election cycle of the following year or may be filled at a special called meeting of the Board of Directors.

9-5 - REMOVAL: President-Elect shall be considered removed upon missing two consecutive unexcused Executive Committee meetings. The President-Elect may be removed from office by a 2/3rds vote of all members of the Executive Committee other than the person sought to be removed, provided that before such vote by the Executive Committee shall be taken, the person shall have been granted a hearing before the Executive Committee on the charges against him/her.

ARTICLE 10 - VICE-PRESIDENTS

10-1 - ELECTION AND TERM: There shall be elected on a statewide basis, by a majority of the votes cast at the Elections Meeting, three to four State Vice Presidents. State Vice-Presidents shall serve one year from the adjournment of the Annual Meeting at which they are installed or until their successors are elected and installed.

10-2 - QUALIFICATIONS: Candidates for State Vice President must have served as a Local President, a State Officer or a minimum of 1 years of Jaycee membership who shall not have reached forty-one (41) years of age on or before the commencement of the term of office.

10-3 - VACANCY: The State President with the approval of the Executive Committee shall appoint any Local Member in good standing to fill the unexpired term of any State Vice President.

10-4 - DUTIES AND POWERS: The duties of each individual State Vice President may be defined as follows:

- 10-4-1:** Vice-President of Operations: The Vice President of Operations shall preside in the President's and President Elect's absence and shall perform such other duties of an internal nature as shall be assigned to him by the Board of Directors.

10-4-2: Vice-President of Community Development: The Vice President of Community Development shall be responsible for all activities related to community development as shall be assigned to him by the Board of Directors.

10-4-3: Vice President of Membership Development: The Vice President of Membership Development shall be responsible for maintaining accurate record of current membership, enforcing membership rules, and soliciting new members from the community, as well as perform any other tasks as assigned to him by the Board of Directors.

10-4-4: Vice President of Communications: The Vice President of Communications (f/k/a the Secretary) shall give notice of all regular and special meetings of the Corporation and the Board of Directors, and shall keep a permanent record of the minutes of the meetings. He shall be the custodian of all official records of the organization, other than financial records, and shall perform any other tasks as assigned to him by the Board of Directors.

10-5 - REMOVAL: State Vice-Presidents shall be considered removed upon missing two consecutive unexcused Executive Committee meetings. Any State Vice-President may be removed from office by a 2/3rds vote of all members of the Executive Committee other than the person sought to be removed, provided that before such vote by the Executive Committee shall be taken, the person shall have been granted a hearing before the Executive Committee on the charges against him/her.

ARTICLE 11 - APPOINTED OFFICERS

11-1 - TREASURER: The Treasurer shall be selected by a majority of the votes cast by the Executive Committee at the first meeting held after the adjournment of the Annual Meeting. S/he shall be selected from among those applying or nominated by a member of the Executive Committee. Preference shall be given to candidates that are licensed CPAs .

11-2 - DUTIES AND RESPONSIBILITIES: The Treasurer shall serve as a voting member of the Board of Directors and the Executive Committee. S/he shall have general supervision of the financial affairs of the Corporation and shall advise the President and the Governing Bodies of its financial condition. S/he shall keep or cause to be kept full and complete financial records and shall see that proper reports are made, as required. S/he shall sign checks and shall see that disbursements are made only in accordance with the By-Laws and approved Budget. S/he shall perform any other duties in the financial areas as directed by the State President or Governing Bodies. S/he shall attend all meetings of the Corporation, Board of Directors and Executive Committee and perform other such travel in the pursuit of her/his duties as may be directed by the State President or the Governing Bodies. He shall be the custodian of all official records of the organization, other than financial records, and shall perform any other tasks as assigned to him by the Board of Directors.

11-3 - LEGAL COUNSEL: The Legal Counsel may be appointed by the President, with the approval of the Executive Committee, and shall hold office during the term of the President appointing this officer unless sooner removed by the President with the approval of the Executive Committee. The Legal Counsel shall be an Individual Member of the Corporation who shall not have reached forty-one (41) years of age on or before the commencement of the term of office and shall be an attorney at law, licensed and admitted to the practice of law by a state of the United States and/or the District of Columbia

11-4 - DUTIES AND RESPONSIBILITIES: The Legal Counsel shall have the following duties and responsibilities, including but not limited to: rendering general legal advice to the Corporation regarding the conduct of its affairs. Such other legal counsel as are appointed by the Executive Vice-President as he deems necessary, upon approval of the President, shall have such specific duties and responsibilities as defined by the Executive Vice-President, consistent with the need for which such legal counsel is appointed.

11-5 - REMOVAL: Appointed Officers shall be considered removed upon missing two consecutive unexcused Executive Committee meetings. Any Appointed Officer may be removed from office by a 2/3rds vote of all members of the Executive Committee other than the person sought to be removed, provided that before such vote by the Executive Committee shall be taken, the person shall have been granted a hearing before the Executive Committee on the charges against him/her.

ARTICLE 12 - ADDITIONAL STATE OFFICERS

12-4 FOUNDATION CHAIR: The Chairman of the Georgia Jaycee Foundation shall be elected by the Jaycee Foundation subject to approval of the majority vote of the Executive Committee at the first meeting held after the adjournment of the Annual Meeting and in no case no later than the Executive Committee Meeting in January. The Chairman of the Georgia Jaycee Foundation shall serve beginning immediately upon selection and terminate when a successor is selected.

12-4 DUTIES AND RESPONSIBILITIES: The Chairman of the Georgia Jaycee Foundation shall, with the Foundation Committee, be responsible for insuring continuation of sustaining memberships, sponsorships of programs and projects, and donations to the Georgia Jaycees through the Foundation. S/He shall make verbal and written reports on the Foundation as called for by the State President and the Executive Committee. The Chairman of the Georgia Jaycee Foundation shall attend all meetings of the Foundation, this Corporation, Board of Directors and Executive Committee and perform such other travel in the pursuit of his duties.

12-5 REMOVAL: The Chairman of the Georgia Jaycee Foundation shall be considered removed from the Executive Committee and Board of Directors upon missing two consecutive unexcused Executive Committee meetings. The Chairman of the Georgia Jaycee Foundation may be removed from the Executive Committee and Board of Directors by a 2/3rds vote of all members of the Executive Committee other than the person sought to be removed, provided that before such vote by the Executive Committee shall be taken, the person shall have been granted a hearing before the Executive Committee on the charges against him/her. Upon removal, the Georgia Jaycee Foundation shall be directed to appoint a replacement Foundation representative to the Executive Committee and Board of Directors.

ARTICLE 13 - PLANNING

13-1 - PLANNING: The planning function of the Corporation shall be conducted by the President, Executive Committee, Board of Directors, Executive Vice-President and assisted by the staff of the Corporation.

13.2 - BYLAWS AND POLICIES AND PROCEDURES: It shall be the function of the Executive Committee to advise with and aid the officers of the Corporation on all matters affecting the Bylaws and Policies and

Procedures of the Corporation and interpretations thereof subject, however, to all provisions of the Bylaws and Policies and Procedures. Additional duties of the Executive Committee with respect to Bylaws and Policies and Procedures shall be:

- A. To annually review the Bylaws and Policies and Procedures of the Corporation and to recommend any necessary changes or additions thereto in accordance with Section 20.1 and Section 20.2.
- B. To refer to the Board of Directors of the Corporation changes or additions to the Bylaws of the Corporation recommended by and/or any member of the Board of Directors of the Corporation.
 1. All recommendations to the Executive Committee which are not amended as to substance will be referred to the Board of Directors under one of the following conditions:
 - a. Recommend;
 - b. Do not recommend; or
 - c. Submitted without recommendation.
 2. All recommendations to the Executive Committee which are amended as to substance will be referred to the Board of Directors as originally presented to the Executive Committee, properly worded to be included in the Bylaws and the Policies and Procedures Manual, to be followed by any recommendations as to amendments or modifications thereof as proposed by the Executive Committee. The original author or authors of the proposed amendment to the Bylaws and the Policies and Procedures shall be notified of the proposed amendment or modification to be recommended by the Executive Committee as soon as it has acted on the recommendation.
- C. To review and place in proper draft form all recommendations as to Bylaw and Policies and Procedures changes which originate from any member of the Board of Directors of the Corporation.

13.3 - PROGRAMMING: Programs or projects may be adopted by the Board of Directors as provided by Policies and Procedures.

13.4 - BUDGET:

- A. The Executive Committee may prepare and the Treasurer may present the budget for the next fiscal year to the Board of Directors for approval at its annual meeting. The Executive Committee shall not recommend a deficit budget to the Board of Directors nor shall the Board of Directors approve a deficit budget for the next fiscal year. In recommending the annual budget, the Executive Committee may include as income any and/or all surplus funds accumulated in prior.
- B. The budget, when adopted, may be amended at any time by the Board of Directors and/or Executive Committee as hereinafter provided.
- C. The Board of Directors shall be kept fully informed as to the financial condition and operation of the Corporation throughout the year by quarterly budgetary reports, revisions to be footnoted.

ARTICLE 14 - MEMBERSHIP DUES

14.1 - INDIVIDUAL MEMBER: Each Individual Member of this Corporation shall pay annual dues of \$25.00

14.2 - NATIONAL AND INTERNATIONAL: Each local organization member of this Corporation shall pay for its membership the required dues of the United States Jaycees and Jaycees International, which dues shall be considered in all respects as an obligation to this Corporation.

14.3 - MANNER OF PAYMENT: Local Chapter members shall submit dues monthly to the Georgia Jaycees. All checks shall be made payable to the Georgia Jaycees. Monthly dues must include an accounting of new, renewing, and expiring members.

14.4 - DELINQUENCY:

- A. Defined: No Local Chapter or any individual member of this Organization shall exercise any of the rights or privileges of membership in the Corporation while their dues are delinquent. Dues are considered delinquent if not paid in full within 30 days of the state membership closeout date.
- B. Notification: Any Organization delinquent for sixty days shall be notified by the State Treasurer that they are subject to losing their membership in this Corporation.
- C. Suspension: Any Organization delinquent for ninety days shall be placed on suspension until such time that their dues become current. During an active suspension, local chapter members and affiliated individual members shall be prohibited exercise any of the rights or privileges of membership in the Corporation.
- D. Termination: Any Organization delinquent for one year shall automatically be dropped and notice given in the minutes of the next Executive Committee Meeting.
- E. Reinstatement: Any Local Chapter which reapplies for membership shall be subject to all provisions governing a new membership application. The Executive Committee in its discretion may waive any or all of the conditions for reinstatement except the payment of a re-charter fee.

14.5 - PAYMENTS BY THE CORPORATION: This Corporation shall not pay any dues for any local Organization or individual member.

ARTICLE 15 - FINANCE

15.1 - FISCAL YEAR: The fiscal year of this Corporation shall be from January 1 to December 31.

15.2 - BONDS AND AUDIT:

- A. All officers and employees handling funds of the Corporation shall be bonded in such amount as may be fixed by the Executive Committee; the expense of such bonds to be paid by the Corporation.
- B. The Executive Committee shall employ a firm of certified public accountants, upon the request of the Audit Committee, to audit the books of the Corporation every two (2) years and to review systems procedures, internal control and present appropriate comments and recommendations therein.

15.3 - SALARIES: The Executive Committee shall determine the salary brackets to be paid by the Corporation to its employees.

15.5 - SPECIAL FUNDS: Special funds held by the Corporation for later use for a designated purpose shall be deposited in interest bearing savings accounts. Disbursements will be made by signature of the State President and Treasurer.

15.6 - BUDGET AMENDMENTS:

- A. All new programs not previously budgeted under Section 13.4 must be approved by a three-fourths (3/4) majority vote of the Board of Directors. If the program does not have a specific revenue source, this program inclusion and its financial effect must be disclosed as a footnote in all financial statements.
- B. If at any time the corporate operations under the budget adopted under Section 13.4 with revisions reflects an actual or projected operating deficit, the expenses of the Corporation must be accordingly reduced to eliminate the deficit unless waived by a three-fourths (3/4) majority vote of the Board of Directors.

ARTICLE 16 - RULES OF PROCEDURE; ELECTION MEETING VOTING

16.1 - REGULATIONS: The Board of Directors may adopt regulations, consistent with the provisions of these Bylaws, to provide for the orderly conduct of all meetings of the Corporation and its elective or appointive sub-divisions. A record may be maintained by the President-Elect of all such regulations adopted by the Board of Directors.

16.2 - QUORUM: Delegates representing thirty percent (30%) of Local Chapters in good standing shall constitute a quorum at any Election Meeting of the Corporation.

16.3 - PARLIAMENTARY PROCEDURE: The rules contained in Robert's Rules of Order Newly Revised shall govern the Corporation and its constituent parts in all cases to which they are applicable and consistent with these Bylaws and Policies and Procedures.

16.4 - LOCAL MEMBER ORGANIZATION VOTES: Each Local Member Organization shall be entitled to ten (10) votes plus one (1) additional vote for each twenty-five (25) Individual Members based on the Local Member Organization's average membership of the two (2) immediate previous Year-Ends. The first delegate listed by each Local Member Organization, who shall be the Local President, shall be entitled to cast fifty percent (50%) plus one additional vote of that Local Member Organization's votes. Thereafter, the local organization shall be entitled to one additional vote for each delegate certified, not to exceed the maximum vote allotted to the State Organization.

16.5 - LOCAL MEMBER ORGANIZATION VOTES: If there shall be conclusive evidence that a Local Member Organization illegally certifies a delegate or delegates, a penalty shall be invoked as follows: Twenty-five percent (25%) of the votes to which the Local Member Organization is entitled under Section 16.4 shall be lost for all ballots during the Election Meeting.

16.6 - SELECTION OF DELEGATES: Delegates shall be selected in a manner to be determined by Local Member Organization.

16.7 - VOTING: The Local President, or designated alternate, of each Local Member Organization shall announce the vote as cast by the certified delegates within the local caucuses of all delegates, or their alternates, voting within said Local Member Organization. The number of votes to which each Local Member Organization is entitled shall be apportioned among the candidates in the same proportion as the votes taken in said caucus. The right of each certified delegate to cast said vote as so desired shall remain inviolate and shall not be abridged by any rules not contained in these Bylaws and Policies and Procedures. Local Member Organizations shall be prohibited from enforcing or imposing a unit rule system on their

delegates, and the Corporation shall ensure that this system be followed by all Local Member Organizations.

ARTICLE 17 - ELECTION MEETING

17.1 - ELECTION MEETING LOCATION: The Election Meeting of the Corporation shall be held in a location designated by the Executive Committee.

17.3 - DATE: The Election Meeting of the Corporation shall be held between the first weekend in August and the last weekend in October each calendar year.

17.5 - ANNUAL MEETING EVENTS: The Election Meeting shall hold the State Presidential, Presidential-Elect and Vice-Presidential elections.

ARTICLE 18 - SPECIAL MEETINGS

18.1 - SPECIAL MEETING:

- A. Upon written request of not less than twenty percent (20%) of the Local Member Organizations in good standing the President shall call a special meeting for such purpose as may be stated in such written request.
- B. A special meeting may also be called by the President, with the approval of a majority vote of the Executive Committee, or by the Board of Directors.
- C. Notice of such special meeting, stating the purpose of the meeting and the matters of business to be considered, shall be given to the Local Member Organizations at no less than thirty (15) days and no greater than sixty (60) days prior to the date of said meeting. Only such matters shall be acted upon as are specifically set forth in the call for such meeting.

ARTICLE 19 - POLICY

19.1 - INTERNAL POLICY: Internal policies of the Corporation which define or amplify the Charter and/or Bylaws of the Corporation shall be known as The Georgia Junior Chamber Policies and Procedures (herein referred to as Policies and Procedures) as internal policy of the Corporation but shall be known merely as "policy" in the actual printing of same.

19.2 - DECLARATION: The internal policy of the Corporation may be declared only in the following manner:

- A. By action adopted by a vote of sixty percent (60%) of the accredited delegates voting at the Annual Meeting, or
- B. By action adopted by two-thirds (2/3) vote of the Board of Directors voting at any regularly called meeting of the Board of Directors.
Or
- C. By action adopted by 30% of all active chapters represented in attendance of a called meeting by the Board of Directors

19.3 POLICY AND PROCEDURES MANUAL: Current Policies and Procedures of the Corporation of all types shall be published and furnished to the members of the Executive Committee and the Board of Directors.

ARTICLE 20 - EMERGENCIES

20.1 - DEFINITION: This article and all provisions hereof shall be in force and effect solely for period of emergency as declared by the Executive Committee and approved by a majority vote of the members of the Board of Directors. Such period of emergency shall be predicated upon conditions affecting the security or welfare of the United States of America.

20.2 - SUSPENSION: All provisions of these Bylaws inconsistent with the content of this Article XIX shall be suspended for the period specified by Section 20.1.

20.3 - POSTPONEMENT OF ELECTION MEETING: The Annual Meeting of the Corporation may be postponed to a fixed or indefinite date beyond the time provided in Section 17.3 for the period specified in Section 20.1.

20.4 - ELECTION OF OFFICERS DURING EMERGENCIES:

- A. In the event the Election Meeting of the Corporation is postponed as provided in Section 20.3 the Executive Committee, shall send to each President of the Local Member Organizations of the Corporation, a ballot containing the names of at least one (1) nominee for the office of President-Elect and one (1) nominee for the office of Vice-President. Such nominees shall be selected by a majority vote of the Executive Committee.
- B. Such notification shall be by Registered Mail or Electronic Mail.
- C. Candidate Qualifications and Voting shall be consistent with the requirements defined in these By-Laws.

ARTICLE 21 - AMENDMENTS

21.1 - AMENDMENTS:

- A. These Bylaws may be amended by a two-thirds (2/3) majority vote of the accredited delegates at any meeting of the Corporation provided a copy of the proposed amendment has been mailed, together with notice of the time and place of such meeting, to each Local Member Organization at least twenty-one (21) days prior to such meeting.
- B. Immediately prior to a meeting of the Corporation, the Board of Directors may, pursuant to a three-fourths (3/4) majority vote, waive the requirement of prior written notice called for above.

21.2 - APPROVAL: No official vote or action on a proposed change in Bylaws may be taken at a meeting of the Corporation which has not been approved by a majority vote of the Board of Directors or a two-thirds (2/3) majority of the Executive Committee.

21.3 - INTERPRETATION: Any Bylaws and/or Policy and Procedures adopted, which in language or intent are in conflict, will be resolved by majority vote of the Board of Directors.

ARTICLE 22 - INDEMNIFICATION

22.1 - INDEMNIFICATION: To the extent required by the Articles of Incorporation of the Corporation, the Corporation shall indemnify each of its directors, to the full extent allowed under applicable law, pursuant to the terms, conditions, restrictions and requirements set forth in applicable law, as amended from time to time, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may indemnify any person, including without limitation, directors, officers, employees and agents of the Corporation, to the full extent allowed under applicable law, or any lesser amount, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, (i) pursuant to the terms, conditions, restrictions and requirements set forth in applicable law, as amended from time to time, with regard to directors and (ii) to the extent the Corporation could provide indemnification for a director, with regard to officers, employees and agents. Any such director, officer, employee or agent desiring indemnification shall make written application for such indemnification to the Board of Directors of the Corporation. A special meeting of the Board of Directors shall be called within ten (10) days after receipt of such application to determine if the person so applying shall be indemnified, and if so, to what extent.

22.2 - INSURANCE: The Corporation may purchase and maintain insurance or make other arrangements on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in accordance with applicable law.