

## ARTICLE I NAME

- 1.1 The name of this organization shall be the “San Fernando Valley Junior Chamber”, also known as the:
- “San Fernando Valley Jaycees”
  - “SFV Jaycees”
  - JCI San Fernando Valley
  - JCI SFV

## ARTICLE II PURPOSE

- 2.1 The organization shall be a non-profit, mutual benefit organization, organized for such purposes that will promote and foster the growth and development of a young person’s civic organization in the United States. It is designed in the spirit of genuine Americanism, civic pride and interest, and as a supplementary educational institution to provide young people with an opportunity for personal development, achievement, and participation in the affairs of their community, state and nation.

## ARTICLE III MEMBERSHIP

- 3.1 **Maximum Membership** – The membership of the SFV Jaycees shall not be limited to a maximum number of members.
- 3.2 **Classification** – Membership of the SFV Jaycees shall consist of the following classifications:
- A) **Active Membership** – Active membership shall consist of any person of good moral character between the ages of twenty-one (21) and forty (40) inclusive (“Jaycee age”). Active membership shall cease on the member’s anniversary date following his forty-first (41) birthday. An active member shall have the right to vote and the right to hold office if his dues are paid current. He has the right to participate in this organization’s programs and projects, and the right to be heard at all meetings of this corporation.
- B) **Associate Membership** – Associate membership will be any member not “Jaycee age”. He shall be allowed to

participate in projects and programs of this corporation. He shall not have the right to vote at any level of this organization, on any matters or issues, or the right to hold an executive position on the Board of Directors, nor be heard at any meeting unless recognized by the chair.

C) **Honorary Life Membership** – Honorary life membership shall consist of individuals who are the recipients of honorary memberships.

1) **Criteria:**

- a. Individuals who have made a significant contribution to the lasting integrity of the SFV Jaycees.
- b. Individuals who have made a significant contribution over their career to the San Fernando Valley.
- c. Individuals must embody the SFV Jaycees mission in supporting the leadership development of young people.
- d. Individuals must be a positive role model for “Jaycee age” individuals.
- e. Individuals must be older than “Jaycee age”.
- f. Individuals who were SFV Jaycees members at one time must wait at least one year from the date in which they age out of the organization to be honored with this membership.
- g. Past Presidents of the SFV Jaycees shall automatically become eligible upon the completion of their term of office AND one year after the date in which they are no longer eligible for active membership.

2) **Nominations:**

- a. Nominees must be presented to the Board for a vote. A 2/3 vote of the Board must be received in order to bestow the award upon an individual.

3) **Presentation:**

- a. Nominees will be presented with an official plaque indicating their honorary membership at our Annual Gala.

3.3 **Requests for Membership** – All requests for membership shall be in writing in such format and upon such forms as shall be directed by the Board of Directors and stated in the policies and procedures manual. No membership request shall be deemed completed unless accompanied by the appropriate amount of membership dues as set by the Board and stated in the policies and procedures manual.

- 3.4 **Membership Approval** – Membership shall be approved by a simple majority of the Board. All transfers from other chapters shall be presented and approved for membership by a simple majority of the Board and recommendation of the originating chapter president.
- 3.5 **Annual Dues** – The Board shall set annual membership dues for all membership classifications as listed in the policy and procedures manual. The Board shall not increase the dues for any class of membership more than once during the organization’s fiscal year. Furthermore, a written notice of the dues increase must be circulated in a general membership publication of the corporation sixty (60) days prior to the increase taking effect.
- 3.6 **Payment of Annual Dues** – A member who has not paid his annual dues on or before his anniversary date shall automatically forfeit his membership in the organization. In the event of hardship or extenuating circumstances, the Board of Directors may waive this provision and/or the payment of delinquent dues or any part thereof.
- 3.7 **Late Payment Penalty** – If a member has not paid his dues by his anniversary date and wishes to still renew his membership, he will be assessed a late payment penalty set by the Board and as listed in the policy and procedures manual. Once this penalty and the annual dues are paid, the member will become effective back to their anniversary date.
- 3.8 **Conduct** – Any member may be expelled for conduct occurring either before or after the commencement of membership, that is prejudicial to the interest of this organization and its members.
- 3.9 **Expulsion Proceeding** – Expulsion proceedings against a member must be requested in writing by an active member and then initiated by the Executive Committee. Thirty (30) days prior to voting of the Executive Committee on whether or not to go forward with the expulsion proceedings, the Executive Committee shall notify the member in question by registered mail at his last known address, of the vote. The notification shall include a copy of the formal complaint, and the date, time and place that the vote shall take place. The member in question shall be given the opportunity to be heard either orally or in writing prior to the vote. The Executive Committee shall review any and all charges and determine whether sufficient cause exists for a recommendation of expulsion of said member. If the Executive Committee determines that sufficient cause exists, a formal written recommendation for expulsion shall be sent to the Board of Directors for approval. The recommendation shall include the final vote tally of the Executive Committee.
- 3.10 **Voting Requirements For Expulsion** – A two-thirds (2/3) vote by the Board of Directors shall be necessary to expel

a member. The member in question shall have his membership suspended from the date of his notification until after the vote of the Board of Directors (provided the Board has not expelled him from the organization.) The expelled member has no right to a refund of his membership dues.

## **ARTICLE IV OFFICERS**

- 4.1 **Power and Authority** – Subject to the limitations of these bylaws, the bylaws of the California Jaycees, and the laws of the state of California, the business and affairs of the organization shall be managed, and all powers necessary and proper to the operation and management of this organization shall be exercised by, or under the authority of, the officers of this organization. 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 otherwise be specified in these bylaws.
- 4.2 **Number of Directors** – The Board of Directors shall consist of the officers of this organization. There shall be no less than one director for every ten (10) members (or fraction thereof) listed with the national organization. In no case shall there be less than three director seats.
- 4.3 **Officers:**
- (A) **President** – The President shall be the presiding officer of the organization, and shall, subject to the Board of Directors, have general supervision, direction and control of the business and officers of the organization. He shall preside at all meetings of the Board of Directors and the general membership. He shall supervise the affairs and activities of the corporation and the Board; oversee the execution and the administration of the Board's policies; assign areas of responsibility to other officers; have powers to appoint representatives to community seats, and other such powers and duties as may be common to this position. He will be a standing member of all committees.
  - (B) **Executive Vice President** – The Executive Vice President shall, subject to the control of the President and the Board of Directors, have general supervision, direction, and control of the business and the offices of the organization. He shall attend all meetings of the Board of Directors and general membership. He shall assume the duties of President in the absence of the President, and, at such time(s), shall have the powers and duties as prescribed in 4.3 (A).

- (C) **State Director** – The State Director shall at all times be the liaison officer between the organization and chapters, district, state, and national Junior Chamber related organizations and shall perform all other duties as directed by the Board of Directors including but not limited to attending and stimulating attendance at as many other chapters, district, state, and national Junior Chamber meetings as possible, and supervising the reporting of all this organization’s activities to other chapters and the state organization so as to maximize the potential for recognition.
- (D) **Secretary** – The Secretary shall keep or cause to be kept, at a place designated by the Board, a detailed book of minutes of all meetings of the Board, the Executive Committee, and special meetings where business is to be transacted in a manner prescribed by the presiding officer. It shall also be the Secretary’s duty to keep a record of the name, addresses, and other information of each member.
- (E) **Treasurer** – The Treasurer shall keep or cause to be kept, at a place designated by the Board, an adequate and correct full set of accounting books and ledgers of financial transactions of the corporation, and shall submit financial statements on a monthly basis to the board. In addition but not limited to, the Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name of the operation and have other powers and perform such other duties as may be prescribed by the Board. The person holding the position of Treasurer shall be bondable.
- (F) **Vice President(s)** – The Vice President(s) shall aid and assist the President, and perform the duties assigned to the Vice President(s) by the President. He shall supervise the managers assigned to him, and report on the status of their assignments. In the absence or disability of the President and the Executive Vice President, the Vice Presidents shall perform all the duties of the President in order of their rank listed below:
- Vice President of Membership
  - Vice President of Community Development
  - Vice President of Individual Development
  - Vice President of Marketing
- (G) **Chairman of the Board** – The immediate past President shall carry the title of Chairman of the Board. He shall preside over the Executive Committee and vote in all matters before the Board. In addition but not limited to, he shall be the official historian and parliamentarian, and keep the bylaws intact.

(H) **Government Affairs Director** – The Government Affairs Director shall be the liaison officer between the chapter and local, state and federal government entities, and Chambers' of Commerce. He shall also perform all other duties as directed by the Board of Directors.

- 4.4 **Term** – Officers of this corporation shall serve the term of one year, commencing on the first (1<sup>st</sup>) day of January, or until such time that they are relieved of duty.
- 4.5 **Salaries and Expenses** – Managers, officers, and members of this organization shall serve without pay. Reimbursement of expenses for corporate business may be allowed per rules in the Policy and Procedures Manual.
- 4.6 **Death, Resignation, Removal of Officers Other Than the President** – Upon the death, resignation, removal, or otherwise of an officer, other than the President, a successor shall be nominated by a member of the Board of Directors (subject to a majority vote of the Board of Directors) for the remainder of the term.
- 4.7 **Death, Resignation, Removal of President** – Upon the death, resignation, removal, or otherwise of the President, the Executive Vice President shall assume the duties of the President for the remainder of the President's term, or until the vacancy is filled by the Board of Directors.
- 4.8 **Limitations and Voting** – No person shall hold more than one seat at any one time, with the exception of the Secretary and Treasurer positions. No person may have more than one vote on the Board of Directors. The President shall make all appointments to the Board subject to approval of the Board by majority vote.
- 4.9 **Absentee Vote** – Members of the Board of Directors may cast a signed, written absentee vote by filing the vote with the Secretary prior to the Board meeting where the specified agenda item will be discussed. Absentee votes must identify the specific agenda item and the vote cast. The absent Board Member shall have reviewed the agenda and applicable supporting documentation prior to filing the absentee vote. Absentee votes will not be allowed for any new business agenda items. Absentee votes will not count towards establishing quorum.

4.10 **Electronic Vote** – An electronic mail vote will be allowed for matters requiring action in between scheduled Board meetings. Potential electronic vote items shall be presented to the President who will determine if an electronic vote is necessary. The President shall then electronically mail all necessary information and request a vote of the Board. Each voting officer shall have 48 hours to cast a vote on the specified item. A vote is only valid within 48 hours of the original vote request. The response may be in writing or by electronic mail to the President. A vote of fifty percent plus one (50%+1) of the electronic votes cast, if a quorum (50%+1 of the board) has been met, is required for approval via electronic vote. The Board must then ratify the electronic vote at the next scheduled Board meeting.

4.11 **Election** – The election of officers and directors shall be under the direction of the Board of Directors in the prescribed manner:

(A) **Qualified Officers** – Except within the first year of the Chapter's existence, to hold an office, the person must be an active member of the corporation, as defined in section 3.2.A, for the three (3) months prior to the first day of his term. In addition, to hold the office of President, the member must fulfill the following criteria:

- 1) Serve on the SFV Jaycees Board of Directors for at least six (6) months **and**
- 2) Chair one project prior to his Presidential year.
- 3) Attend at least one (1) State meeting in the year prior to his Presidential year.

**OR**

- 1) Serve six (6) months on a Jaycee Chapter's Board of Directors at any time **and**
- 2) Attend no less than 50% of the General Membership Meetings in the year prior to his Presidential year **and**
- 3) Chair one project in the year prior to his Presidential year **and**
- 4) Attend at least one (1) State meeting in the year prior to his Presidential year.

(B) **Election and Appointment** – The President, Executive Vice President, the prescribed number of Vice-President(s), State Director, Government Affairs Director, Secretary, and Treasurer shall be elected by the general membership. All other officers shall be appointed by a majority vote of the Board of Directors. (i.e. Legal Counsel, Chaplain, Managers)

- (C) **Election Committee** – An election committee shall be formed in the month of August for the purpose of administering the election. The Secretary shall be the chairman of the election committee and may appoint committee members.
- (D) **Qualified Voters** – At a meeting, prior to September 15, of the Board of Directors, the Secretary shall present a list of qualified voters, in accordance with Article III, who are qualified to vote as of September 1. All persons not on the list shall not be eligible to vote.
- (E) **Notice** – Notices shall be sent prior to September 21, to all eligible voters setting forth the manner of holding the election, the time and date nominations will be closed and any of the information relevant to the holding of elections.
- (F) **Ballot** – Ballots shall be sent out on the last Friday of October to all qualified voters listing the names of all candidates for a seat on the Board of Directors.
- (G) **Voting Procedure** – If only two (2) members are running for the same seat, then the top vote getter for that seat shall receive a one-year term. If three (3) or more members are running for the same seat, then the method of preferential voting shall be used to determine who shall receive a one-year term for that seat. There will be no nominations from the floor allowed, but write in votes will be allowed on the ballot. The Chairman of the Board and the Secretary (or an appointed person if the Chairman or Secretary is running for office) shall tally the ballots and announce the count. For the election meeting, there shall be no absentee ballots or proxy ballots accepted.

4.12 **Default Members and Voting Rights** – The Chairman of the Board, President, Executive Vice President, Vice Presidents, State Director, Government Affairs Director, Secretary and Treasurer are, by default, members of the Board of Directors and, with the exception of the presiding officer, will have one vote at meetings of the Board of Directors. Managers do not have a vote on the Board of Directors. The presiding officer does not have a vote on the Board of Directors, except in the case of a tie.

4.13 **State Officers** – Any and all state officers who hold membership in the corporation as described in Article III shall have the right to attend and be heard as an active member of the Board, but shall not have the right to vote in matters before the Board unless they hold a Board position at the same time.

- 4.14 **Unexcused Absences** – After two unexcused absences of any board member, the Board of Directors may, by two-thirds (2/3) vote, consider the position abandoned and fill the abandoned position. An excused absence is one that is communicated to the President, Executive Vice President, or Secretary at least 24 hours prior to the board meeting missed is called to order or deemed acceptable by a vote of the board.

## **ARTICLE V MEETINGS**

- 5.1 **General Membership Meetings** – The general membership shall hold regular general membership meetings on such dates and at such places that they designate, however there shall be no less than one (1) general meeting per month. No business regularly conducted by the Board of Directors, including but not limited to business involving finances of the organization, shall be conducted at such meeting.
- 5.2 **Board of Directors Meetings** – The Board shall hold no less than one (1) regularly scheduled monthly meeting. Fifty-one percent (51%) of the Board of Directors shall be necessary to constitute a quorum for the business, except to adjourn. Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a number is required by law or a bylaw of the state or national organization.
- 5.3 **Election Meeting** – The election meeting shall take place at the November General Membership Meeting under the direction and supervision of the Board and Secretary.
- 5.4 **Special Meetings of the Membership** – A special meeting of the general membership, for any purpose whatsoever, may be called at any time by the Board of Directors, Chairman of the Board, President, or fifty percent (50%) or more of the active members. A notice stating the date, time, place, and specific nature of the business to be transacted must be sent to the general membership, by electronic or standard mail, by the party calling the special meeting at least ten (10) days prior to the date of the meeting. A vote of fifty percent plus one (50%+1) is required for the approval of any business at this meeting. Only members that are allowed to vote according to Article III may participate in this vote. No business may be approved for the expenditure of moneys that does not appear in the planned budget at a special meeting. No other business may be transacted at the special meeting except that which is set forth in the notice.
- 5.5 **Annual Meeting** – The Board of Directors shall hold an annual meeting of the members for the purpose of installing

new officers and reporting to the members the current condition of the organization.

## **ARTICLE VI EXECUTIVE COMMITTEE**

- 6.1 **Members** – The Executive Committee shall consist of the Chairman of the Board, President, Executive Vice President, Secretary, and Treasurer of the organization as provided by Article IV. The Chairman of the Board shall be the presiding officer.
- 6.2 **Call to Order** – The Executive Committee shall be called into session at a time and place designated by the presiding officer, when business at hand requires action on matters or issues to be taken by the Executive Committee.

## **ARTICLE VII COMMITTEES**

- 7.1 **Designating Committees** – The board shall have the right to designate committees made up of directors and members when necessary.. The purpose for which each committee is formed is to be designated by the Board of Directors. The committees may be dissolved by affirmative vote of the Board. A committee may be authorized to exercise the authority of the board, subject to the following exemptions:
- (A) Fill vacancies on the Board
  - (B) Amend the Corporation’s Articles of Incorporation
  - (C) Adopt, amend, or repeal these Bylaws
  - (D) Expend any monies and/or enter into contracts without prior approval of the Board

The President and Executive Vice President shall be considered ex officio members of all committees except for the Election Committee.

- 7.2 **Formation of Committees** – Any member of the Board of Directors may draft, and/or present a proposal for the creation of a committee, which shall be submitted to the Board of Directors for approval. Committee chairs will be appointed by the President with a ratifying vote by the Board. Subsequent to appointment, a committee chair will be responsible for appointing its committee members and keeping the Board informed of its committee members and actions at all regularly scheduled meetings of the Board.
- 7.3 **Ad-Hoc Committees** – An Ad-Hoc (which may also be known as a “Special”, or “Select”) Committee may be appointed as needed to carry out a specific task. Once this task is completed, the Committee will automatically cease to exist. An Ad-Hoc Committee may not be appointed to perform a task that falls within the assigned function of an existing Standing Committee.
- 7.4 **Standing Committees** – Standing Committees are tasked with a continuing function and remain in existence permanently. However, the term for an individual committee member or committee chair in each Standing Committee is one (1) term equal to the term of the Board of Directors. The following will be the Standing Committees of the San Fernando Valley Jaycees:
- (A) **Bylaws Committee** – This committee shall be chaired by the Chairman of the Board and shall consist of both Board and Non-Board members. The Bylaws Committee is charged with keeping the bylaws intact, reviewing the bylaws annually, and making recommendations to the Board of Directors and the General Membership for any necessary changes and/or amendments.
  - (B) **Membership Committee** – This committee shall be chaired by the Vice President of Membership and will develop and execute a plan to increase the chapter’s active membership base and activate current members. In addition, this committee will make recommendations to the Board of Directors for any necessary changes and/or amendments to the chapter’s membership policies and procedures. It is also the responsibility of the Committee to organize social events.
  - (C) **Finance Committee** – This committee shall be chaired by the Treasurer and will consist of members appointed by the President with a ratifying vote of the Board. It shall be the duty of this committee to prepare a budget at the beginning of each fiscal year and submit it to the Board of Directors for approval at its February meeting. This committee may also suggest amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the Board of Directors.

- (D) **Fundraising Committee** – This committee shall be chaired by the Executive Vice President or a Director assigned by the Executive Vice President and approved by the Board. Committee members should consist of both Board and Non-Board members. This committee will be responsible for finding or creating opportunities and events to raise funds for the chapter’s general fund.

## **ARTICLE VIII PARLIAMENTARY AUTHORITY**

- 8.1 **Parliamentary Procedure** – Robert’s Rules of Order shall govern the business at all meetings of the Board and Executive Committee except as otherwise provided in these bylaws.

## **ARTICLE IX RULES OF INTERPRETATION AND AMENDMENT**

- 9.1 **Bylaw Conflicts** – In the event of any conflict between the bylaws and the policies of the state and national organizations’ bylaws, the state and national bylaws shall take precedence.
- 9.2 **Policy Conflicts** – In the event of any conflict between these bylaws and any statement of policy of this organization, these bylaws shall take precedence. All statements of policy of the organization shall be regarded as advisory in nature.
- 9.3 **Waiver or Suspension** – These bylaws shall not be waived or suspended at any time for any purpose.
- 9.4 **Amendment** – These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors or by a two-thirds (2/3) vote of the voting members at a special meeting of the members that has been properly called according to ARTICLE 5.4. No amendments to these bylaws shall be presented for consideration at the “Annual Meeting.”

## **ARTICLE X MISCELLANEOUS**

- 10.1 **Political Candidate Endorsement** – This organization or any individual member representing the organization shall not endorse any candidate for any political office in the name of The San Fernando Valley Jaycees.

10.2 **Fiscal Year** – The fiscal year shall begin on the first day of January and shall end on the last day of December each year.

## **Appendix A Definitions**

1. **Chapter** – The use of the word “chapter” shall refer to the San Fernando Valley Jaycees.
2. **Board** – The Board of Directors of the chapter may be referred to as the “Board”.
3. **National** – The use of the term “national” shall refer to the United States Junior Chamber (“U.S. Jaycees”).
4. **State** – The use of the term “state” shall refer to the California State Junior Chamber (“California Jaycees”).
5. **Local Chapters** – The use of the term “local chapters” shall refer to the chapters in the State of California created by the California Jaycees.
6. **Present and Past Tense** – The present tense includes the past. The future tense includes the present.
7. **Gender Pronouns** – Pronouns of certain gender shall be deemed to comprehend either or both of the other gender.
8. **Shall and May** – The word “shall” is mandatory and the word “may” is permissive.
9. **Entity** – Entity. The use of a term referring to a type of entity (i.e.: organization, chapter, corporation) shall be interchangeable with the correct type of entity.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of SAN FERNANDO VALLEY CHAPTER OF THE JR. CHAMBER, a California not-for-profit corporation;

and

(2) That the foregoing Bylaws, comprising Fourteen (14) pages, constitute the Bylaws of said corporation as duly adopted by the written consent of the Incorporator, and approved by the Board of Directors, of said corporation as of September 18, 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

Secretary