

**INDEX TO BYLAWS
WINSTON-SALEM JUNIOR CHAMBER OF COMMERCE, INC.**

May 15, 1995 – Approved by Full Board of Directors
May 22, 1995 – Approved by Regular Membership
August 17, 1998 – Amended by Full Board of Directors
September 14, 1998 – Amended by Regular Membership
November 20, 2000—Amended by Full Board of Directors
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December 15, 2008 – Amended by the Regular Membership
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December 10, 2012 – Policy addition by Full Board of Directors
December 8, 2014 – Policy amended by Full Board of Directors

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BYLAWS OF WINSTON-SALEM JUNIOR CHAMBER OF COMMERCE, INC.

ARTICLE I – OFFICERS

I.01 Principal and Registered Office. The principal and registered office of the Corporation shall be located at the 223 North Spring Street, Unit A, Winston-Salem, Forsyth County, North Carolina.

I.02 Other Offices. The Corporation may have other offices at such other places within the State of North Carolina as the Board of Directors may from time to time determine.

ARTICLE II – MEMBERS

II.01 Classes of Membership. Members of this organization shall be divided into four classes: (a) Regular Members, (b) Life Members, (c) Honorary Members, and (d) Associate Members.

- a. Regular Members. Any individual between the ages of twenty one (21) and forty (40), inclusive, who is of good moral character, has an avowed interest in the objectives and purposes of this organization, is eligible upon proper application and acceptance as provided in these Bylaws. Application for regular membership should be made on an official application properly filled out by applicant or authorized board member. The application should be turned over to the Treasurer. Any Regular Member in good standing in any other U.S. Jaycee chapter may become a Regular Member of this organization by signing the required transfer documents and paying the appropriate transfer fees.
- b. Life Members. Life membership may be bestowed upon any Jaycee or former Jaycee by a two-thirds (2/3) vote of the full Board of Directors and a majority vote of Regular Members present at any general membership meeting. The following characteristics shall be considered as a basis for judging a candidate for life membership:
 1. Overall contribution to civic betterment over a long period of years without regard to membership in any civic organization;
 2. Contribution to local community as an individual or through local civic organizations;
 3. Contribution to state and national welfare as an individual or through civic organizations;
 4. Contribution to local Jaycee chapter or to its purposes, either direct or indirect;
 5. Contribution to state or national Jaycees or to their purposes, either direct or indirect;
 6. Contribution to general human welfare or civic betterment, either local, state, or national through churches, charity organizations, benevolent brotherhoods, or societies, or any other organizations that are not of a political or partisan nature.

In order to avoid weakening the honor to which past recipients are entitled, due consideration must be given to their records of achievement before the honor is conveyed on any new candidates.

- c. Honorary Members. Honorary Membership may be bestowed upon any person who is not, or has not, been a member of the Winston-Salem Junior Chamber of Commerce, Inc. by a two-thirds (2/3) vote of the full Board of Directors. The characteristics for judging shall be the same six (6) characteristics as used for judging Life Membership as described in II.01.b of these Bylaws;
- d. Associate Members. Any individual who has been a regular Jaycee member in good standing, upon reaching the age of forty-one (41), may become an Associate member by payment of appropriate Associate membership dues to chapter

Treasurer. Individuals aged forty-one (41) and over who have not been a regular Jaycee member and wish to become Associate members may apply to the Board of Directors.

II.02 Powers. Powers of membership in this organization shall be as follows:

- a. Regular Members. To attend all membership and Board of Directors meetings, to enjoy and participate in all rights, privileges, and activities of the organization, to nominate and elect the Officers and Directors of this organization, and to vote on other matters as herein specified.
- b. Life, Honorary, or Associate Members. To attend all membership and Board of Directors meetings, to enjoy and participate in all rights, privileges, and activities of the organization, with the exception of the right to vote, hold office, directorship, or committee chairmanship.

II.03 Membership Dues. Dues for members of this organization shall be as follows:

- a. Dues. Membership dues are annual dues payable in accordance with the United States Junior Chamber of Commerce anniversary dues billing system, continuing for one calendar year from a member's anniversary month.
- b. Regular Members. Dues for Regular Membership in this organization shall be an annual amount as established by the Board of Directors, payable by the first day of a member's anniversary month. A new member establishes his anniversary month by paying his annual membership dues, or approved portion thereof, prior to the required submission date of a United States Junior Chamber of Commerce dues bill.
- c. Life or Honorary Dues. No dues.
- d. Associate Members. Dues for Associate Members shall be payable on the first day of a member's anniversary month in an amount established by the Board of Directors.

II.04 Delinquency in Dues Payment

- a. Regular Members. A Regular Member shall be considered in good standing for a period of one month after dues have become payable. If dues are unpaid at the end of said period, or approved payment arrangements have not been made, the member will forfeit his membership in the organization and his name will be dropped from the roll. In no case shall a member be renewed if his dues are delinquent from the prior year
- b. Associate Members. An Associate Member shall be considered in good standing for a period of one month after dues have become payable and, if dues are unpaid at the end of said period, the member will forfeit his membership as an Associate Member and his name will be dropped from the Associate roll.

II.05 Reinstatement of Membership Rights

- a. Former Member in Good Standing. Former members in good standing at the time of their resignation who are otherwise qualified may be reinstated to full membership upon application.
- b. Former Member not in Good Standing. Former members not in good standing at the time of their resignation and/or loss of membership for delinquency may be reinstated to full membership by application to the Board of Directors and tender of payment of delinquent dues.

II.06 Retirement of Over-Age Members. Any Regular Member who reaches the age of forty-one (41) shall terminate his regular membership in the organization at the time of his annual renewal date following his forty-first (41st) birthday. If any member remains either intentionally or through error, all overpayment of said dues shall be returned to him at the time of his retirement and in no case shall said overpayment extend his Regular Membership in the organization. In the event a President of the organization reaches his forty-first (41st) birthday during his term of office as President, the provision of this section, at his choosing, shall not apply to him until the end of the fiscal year during which he reaches his forty-second (42nd) birthday. In the event a member of the Board of Directors reaches his 41st birthday during his term in office, this provision of the section shall not apply to him until the end of the fiscal year.

II.07 Suspension of Membership. Any member may be suspended or expelled for cause upon the two-thirds (2/3) vote of the Board of Directors. Notice from the Board of Directors in writing shall be given to the member ten (10) days prior to action stating the charges being proffered against him and giving him an opportunity of being heard before action is taken. The decision of the Board of Directors shall be final on suspension or expulsions. Members subject to suspension or expulsion may be given opportunity to resign voluntarily if the Board so desires.

II.08 Resignation of Membership. Resignation of membership shall be made in writing to the Secretary and transmitted to the Board of Directors for acceptance.

II.09 Transfer of Membership. No member of the Winston-Salem Junior Chamber of Commerce, Inc. may transfer his membership or rights incident thereto to any other person.

ARTICLE III – GENERAL MEMBERSHIP MEETINGS

III.01 General Membership Meeting. General membership meetings of this organization shall be held as follows:

- a. Purpose. These meetings shall be held primarily for the purpose of transacting regular business of the organization. Physical arrangements of such meetings shall be the responsibility of the Management Director or their delegate. The programs for general membership meetings shall be arranged by the President, unless assigned to another Officer, Director, or chairperson.
- b. Schedule. When a regular meeting should, in the opinion of the President, be postponed, canceled, or otherwise changed due to holiday, inclement weather, conflicting meetings or activities, the President shall have the authority, with two-thirds (2/3) approval of the Board of Directors, to make such a change, provided that the organization has at least one (1) meeting during each calendar month.
- c. Number of Meetings. A sufficient number of meetings shall be set aside during the months of August, September and October to carry out the nomination, election, and installation of Directors and Officers as provided for in these Bylaws.

- d. Special Meetings. Special meetings of the membership may be called by the President, with approval of two-thirds (2/3) of the Board of Directors, provided the membership is notified at least three (3) days in advance of the meeting time. Special meetings may be called by ten percent (10%) of Regular Members by signed petition presented to the Secretary, provided the membership is notified at least three (3) days in advance of the meeting time.

III.02 Conducting Business. Business shall be conducted by majority vote of the Regular Members present at any regularly scheduled membership meeting which has been previously announced or by two-thirds (2/3) vote at any Special Membership Meeting as provided in III.01 (d) of these Bylaws.

III.03 Rules for Meetings. Roberts Rules of Order shall govern all meetings of this organization, except as provided for in these Bylaws.

III.04 Voting. Each Regular Member in good standing shall be entitled to one (1) vote on matters presented to the general membership. Written ballots are not mandatory except as they may be required for election of Officers and Directors as specified in these Bylaws.

III.05 Proxy Voting. No proxy voting shall be permitted.

ARTICLE IV – BOARD OF DIRECTORS

IV.01 General Powers. The affairs of this Corporation shall be managed by the Board of Directors, excepts as otherwise provided by law, by the Charter of this Corporation, or by these Bylaws. The Board, in the conduct of such affairs, shall be responsible to the membership of the Corporation and shall submit a report of its activities and the status of the Corporation at general membership meetings at the request of a member.

IV.02 Composition of Board. The Board of Directors of this organization shall be composed of members elected by the regular membership of the organization as provided in these Bylaws. In addition to the Directors, all Officers of the organization and the Chairman of the Board shall be members of the Board.

IV.03 Meetings and Quorum. A quorum for any meeting of the Board of Directors shall be fifty percent (50%) of the existing members of the Board. Except as otherwise provided in these Bylaws, or by law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- a. Regular Meeting. The Board of Directors shall meet regularly at least once each month. The time and place for all Board meetings shall be set by the President.
- b. Special Meeting. Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board, provided every member of the Board is notified at least one (1) day in advance of the meeting.
- c. Electronic Correspondence Consent Action. Action taken by the Board of Directors with out meeting shall be a board action if such action is submitted to all board members via e-mail correspondence as a motion and such motion is seconded and consented thereto. No Vote shall be considered final until 48 hours after the initial email.

No electronic voting on anything that would cost the chapter more than \$100.

Consent cannot be called on an electronic vote – If it is eligible for an email vote, once quorum has been reached then the motion passes.

No suspension of membership, reinstatement, or removal from office can be conducted via electronic correspondence.

- d. Action Without Meeting. Action taken by a majority of the Directors without meeting is still a Board action if written consent to the action is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.
- e. Records of the Meetings. The Secretary of the Corporation may keep a written record of the meetings of the Corporation and shall keep a written record of all meetings of the Corporation's Board of Directors. In the absence of the Secretary, the President shall appoint an acting Secretary. He shall present for review at a general membership meeting the minutes of any meetings of the Board since the last general membership meeting at the request of a member.

IV.04 Resignation or Removal of Board Members

- a. Resignation. The written resignation, which shall terminate all duties of that Board member, must be presented to and accepted by the Board of Directors two weeks prior to the termination date.
- b. Suspension. Any Board member may be suspended or expelled for cause upon the two-thirds (2/3) vote of the Board of Directors. Notice from the Board of Directors in writing shall be given to the member ten (10) days prior to action stating the charges being proffered against him and giving him an opportunity of being heard at the meeting at which action is being considered and before action is taken. The decision of the Board of Directors shall be final on suspension or expulsions. Members subject to suspension or expulsion may be given opportunity to resign voluntarily if the Board so desires. Votes pertaining to the suspension or removal from office cannot be conducted electronically.
- b.
- c. Loss of Membership Rights. The loss of membership rights as defined in Article II.01 (a) of these Bylaws shall terminate all duties of the Board member.
- d. Removal for Attendance. Any Director or Officer who is absent from more than two (2) successive regular meetings of the Board of Directors or is absent from more than half (50%) of the regular meetings of the Board of Directors during any six (6) month period without permission from the President, shall be subject to review by the Board of Directors for possible removal from the position. Removal shall be effective upon two-thirds (2/3) vote of the Board of Directors.
- e. Removal for Failure to Fulfill Duties. An Officer or Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors for failing to carry out the duties of the office. The Officer or Director in question shall be notified, in writing, ten (10) days prior to action by the Board and shall be given the opportunity to defend himself on the charges made against him. In case the Officer or Director chooses to tender his resignation, then no charge shall be made against him publicly or privately.
- f. Temporary Leave of Absence. An Officer or Director may make a written request of the President to grant a temporary leave of absence for a period of up to 60 days. Upon the President's recommendation and explanation as to who will fulfill the duties of the Officer on leave, the Board of Directors by two-thirds (2/3) vote may grant such leave.

ARTICLE V – OFFICERS AND DIRECTORS

V.01 Officers. Officers of this Corporation shall be as follows and shall be referred to collectively as the Executive Committee and are also members of the Board of Directors:

- a. President
- b. Chairman of the Board

- c. Operations Vice President
- d. Community Vice President
- e. Membership Vice President
- f. Secretary
- g. Treasurer

V.02 Qualifications of Elected Officers.

- a. President. In order to be qualified for election as President of this Corporation, a candidate must be a Regular Member in good standing of this Corporation for at least the two (2) years prior to his nomination, and must have served as an elected member of the Executive Committee of this Corporation for at least twelve (12) months, or his candidacy must be approved by the Elections Committee,
- b. Chairman of the Board. The immediate past President shall automatically serve as Chairman of the Board provided he is a Regular Member in good standing and he agrees to serve in this capacity; otherwise, he must be elected by the Board of Directors from a current member of the Board of Directors.
- c. Vice Presidents. In order to be qualified for election as a Vice President of this Corporation, a candidate must be a Regular Member in good standing and must have served for a period of at least twelve (12) months as an elected officer of this Corporation, or his candidacy must be approved by the Elections Committee.
- d. Secretary or Treasurer. In order to be qualified for election as Secretary or Treasurer of this Corporation, a candidate must be a Regular Member in good standing for a at least twelve (12) months, or his candidacy must be approved by the Elections Committee.

V.03 Qualifications to Fill Unexpired Term of Office.

- a. President. All requirements stated in V.02 (a) or currently be serving as an Officer on the Executive Committee.
- b. Vice Presidents. All requirements stated in V.02 (c) or currently be serving on the Board of Directors.
- c. Secretary or Treasurer. All requirements stated in V.02 (d) or currently be serving on the Board of Directors.

V.05 Qualifications of Directors. In order to be qualified for election as a Director in general election, or to fill an unexpired term of directorship, a candidate must be a member in good standing of this Corporation.

ARTICLE VI – DUTIES OF OFFICERS

VI.01 President shall:

- a. Preside over all general membership meetings.
- b. Vote only in case of a tie, or to cause a tie, in any matters voted on by the membership at General Membership Meetings.
- c. Rule on all points of order, subject to an immediate appeal to the Board of Directors.

- d. Make motions and vote on any business conducted at any meeting where he/she is not the presiding officer.
- e. Appoint the Chairman of the Board to preside in his absence or in the case of the inability of the Chairman of the Board to preside, to appoint any Member of this Corporation in good standing to preside.
- f. In the absence of the Chairman of the Board, the President shall preside over all Board of Directors meetings, or appoint any Member of this Corporation in good standing.
- g. See that all orders, directions, and resolutions of the Board of Directors are put into effect and carried out insofar as he is able.
- h. Provide for regular monthly communication with chapter members
- i. Manage the Secretary, Treasurer, Membership Vice President, Operations Vice President, and Community Vice President and train them on duties and expectations.
- j. Conduct quarterly reviews of the performance of duties and achievements towards goals of the Executive Committee Board members.
- k. Maintain all legal documents of this Corporation including but not limited to these bylaws and the policies set forth by the Corporation.
- l. Sign all contracts and permits on behalf of this Corporation
- m. Work with Secretary to file an annual report concerning the status of and the work done by the Corporation during his term of office.
- n. Represent the organization or appoint an official representative in any meeting of a civic nature to which our organization is invited to attend or any meeting in which our organization shall have representation, provided the purpose or objective of such meeting shall be in accordance with the purposes and objectives of this organization as set forth in the Charter and Bylaws.
- o. Develop relationships with businesses, local governments, and organizations throughout the community in order to generate contacts and partnerships to benefit this Corporation.
- p. Represent the Winston-Salem Junior Chamber of Commerce, Inc. in the North Carolina Jaycees in accordance with its Bylaws, or appoint a member of the Executive Committee to do so.
- q. Appoint committees as needed.
- r. Appoint standing positions such as Legal Counsel and Webmaster.
- s. Carry out all other duties necessary for the day-to-day operation of this Corporation.

VI.02 Chairman of the Board shall:

- a. Preside over the Board of Directors meetings. As the presiding officer, the Chairman of the Board shall not make motions or cast a vote except in the case of a tie, or to cause a tie.
- b. Preside over all the meetings in the absence of the President.

- c. Act as liaison between the Winston-Salem Junior Chamber of Commerce, Inc. and the North Carolina Jaycees including working to ensure that paperwork is submitted to the state as required, excluding membership reports.
- d. Carry out other duties as may be specified by the Bylaws or as may be designated by the Board of Directors or by the President.

VI.03 Operations Vice President:

- a. Be responsible for administering the programs, objectives, and goals as established by the Corporation for the fiscal year through the Directors assigned to him for that purpose.
- b. Keep and maintain chapter insurance policy.
- c. Have administrative responsibility for all functions of the Corporation involving the internal operations and ways and means management.
- e. Facilitate project planning in conjunction with president to ensure that the programming meets the needs of the chapter by holding an annual planning retreat.
- f. Responsible for ensuring the internal operations of the chapter are fulfilled.
- g. Coordinate training for board of directors.
- h. Coordinate CPG judging and LOC with all areas of board.
- i. Ensure that the chapter is meetings its needs to function as a business by overseeing the Management Director.
- j. Conduct quarterly reviews of the performance of duties and achievements towards goals of their Directors.
- k. Carry out any other duties assigned to him by the President or the Board of Directors.
- l. Ensure that the chapter's financial needs are met or exceeded by overseeing the two Financial Directors and allotting ways & means projects among them.

VI.04 Community Vice President:

- a. Be responsible for administering the programs, objectives, and goals as established by the Corporation for the fiscal year through the Directors assigned to him for that purpose.
- b. Have administrative responsibility for all functions of the Community platform which shall include, but not be limited to, activities conducted in the areas of Community Service, Community Fundraising, and Community Relations.
- c. Ensure that the chapter is meeting the needs of the community by overseeing the Community Service Director, the Community Fundraising Director, and the Community Relations Director.
- d. Conduct quarterly reviews of the performance of duties and achievements towards goals of their Directors

- e. Be responsible for the Corporations community relations.
- f. Be responsible for the Corporations website..
- g. Carry out any other duties that might be assigned to him by the President or the Board of Directors.

VI.05 Membership Vice President

- a. Be responsible for administering the programs, objectives, and goals as established by the Corporation for the fiscal year through the Directors assigned to him for that purpose.
- b. Have administrative functions and responsibilities of the Membership platform which shall include, but not be limited to, the recruitment, retention, orientation, and personal development of the Corporations members.
- c. Coordinate the reporting adds/drops/changes with the state/national organization.
- d. Responsible for updating the roster of Corporation members and distributing to the membership.
- e. Ensure that the chapter is meeting the needs of its members by overseeing the Retention Director, the Recruitment Director, and the Personal Development Director.
- f. Conduct quarterly reviews of the performance of duties and achievements towards goals of their Directors
- g. Carry out other duties assigned to him by the President or the Board of Directors.

VI.06 Secretary shall:

- a. Keep and preserve minutes of business transacted at general membership meetings, and shall keep and preserve all minutes of business transactions at meetings of the Board of Directors.
- b. Maintain a report of all delinquencies in attendance at the meetings of the Board of Directors.
- c. Maintain and update the chapter plan as determined by the board of directors.
- d. Maintain and update the chapter's master calendar.
- e. Prepare and provide meeting agendas as required by the Board of Directors.
- f. Carry out any other duties that might be assigned to him by the President or the Board of Directors.

VI.07 Treasurer shall:

- a. Have custody of all funds of the organization, keep an accurate record of all receipts and disbursements, and furnish a full account thereof to the Board of Directors on a monthly basis.
- b. Dispense all chapter monies as required by the Board of Directors.
- c. Deposit all monies and valuables in the name of the organization in such depository as may be designated by the Board of Directors.
- d. Present to the Board of Directors and to the membership an annual report of receipts and disbursements at the close of the fiscal year.
- e. Be responsible for the filing of all appropriate tax documents of this Corporation.
- f. Be primarily responsible for chapter budgets.
- g. Oversee a budgeting meeting within thirty (30) days of the chapter's planning retreat.
- h. Provide each Executive Committee Board member financial reports for their area of responsibility upon request.
- i. Carry out any other duties that might be assigned to him by the President or the Board of Directors.

ARTICLE VII – DUTIES OF DIRECTORS

VII.01 Directors shall:

- a. Secure, assist, and supervise chairpersons to carry out the projects within their area.
- b. Be responsible for collecting and maintaining project records including but not limited to: budgets, sign-in sheets, and Chairman's Planning Guides (CPGs) as required by the Board of Directors.
- c. Each Director shall carry out any other duties of his platform as assigned by their area Vice President
- d. Attend Board of Director meetings

VII.02 Management Director shall:

- a. Be responsible for all functions of the Jaycee office including supplies and purchases.
- b. Be responsible for facilitating general membership meetings, and work with the Board of Directors to secure meeting place and to have necessary materials at the membership meetings.

VII.03 Financial Directors shall:

- a. Direct and supervise the promotion of standing ways and means money making projects.
- b. Direct and supervise the promotion of all new ways and means money making projects.
- c. Research viable new ways and means money making projects in coordination with the Operations Vice President.

VII.04 Community Service Director shall:

- a. Community Service. Direct and supervise all activities sponsored by the Corporation designed to promote or improve the quality of human life in the community and all projects which improve resources and facilities, promote conservation, and enhance the environment of the community.
- b. Government Involvement. Direct and supervise all activities of the Corporation involving participation in local, state or national affairs of government.

VII.05 Community Fundraising Director shall:

- a. Community Fundraising. Direct and supervise the promotion of all projects whose primary purpose is to raise funds for charitable organizations, foundations, or any other community activity. He will also present to the Board of Directors any and all suggestions that come to his attention regarding civic projects that might be proposed.
- b. State/National & International Involvement. Direct and supervise the involvement of the Corporation in all projects in state and national emphasis programs. Will also conduct projects that provide assistance or promote understanding and communications between the Corporation and people outside the United States.

VII.06 Community Relations Director shall:

- a. Be responsible for publicizing the Corporation including but not limited the website and press releases.
- b. Oversee projects that increase the awareness of the Corporation in the community including but not limited to the Holiday Parade.

VII.07 Retention Director shall:

- a. Be responsible for all renewal communication to members of the Corporation
- b. Direct and supervise projects related to meeting the members social needs

VII.08 Recruitment Director shall:

- a. Be responsible for maintaining and updating the prospect list
- b. Contact guests about attending events
- c. Respond to inquiries of prospective members
- d. Direct and supervise projects related to recruiting new members into the Corporations

VII.09 Personal Development Director shall:

- a. Direct and supervise projects pertaining to instruction and training of members with emphasis on leadership, professional, spiritual, and personal enrichment.

ARTICLE VIII – ELECTION OF OFFICERS AND DIRECTORS

VIII.01 Nomination and Election of Officers shall be as follows:

- a. Nominating Meeting. During the months of August or September, the Board of Directors shall meet for the purpose of selecting a slate of nominees for Officers for the coming fiscal year. The President shall preside over the meeting and shall vote only in the case of a tie, or to cause a tie. Interested candidates for office, upon

request, will be allowed to address this meeting before nominations begin. No other business shall be conducted at this meeting.

- b. **Slate.** The slate of nominees named by the Board of Directors shall consist of any nominees receiving one-third (1/3) or more of the votes cast for each of the following Officers:
 - 1. President
 - 2. Operations Vice President
 - 3. Community Vice President
 - 4. Membership Vice President
 - 5. Secretary
 - 6. Treasurer

In the event that the Chairman of the Board is not the immediate past President, the Chairman of the Board will be selected by the incoming Board of Directors from the membership of the outgoing Board of Directors.

For the purpose of this section of the Bylaws, if one-third (1/3) of the votes cast results in a fraction, the next higher whole number of votes necessary to nominate a candidate will be required.

- c. **Announcing Slate.** At least thirty (30) days prior to the election meeting the slate of nominees shall be announced by the current Executive Board in writing to the membership.
- d. **Nominations from the Floor.** The Board of Directors shall be reasonably sure that each nominee will accept the office, if elected, prior to the official announcement, but in case a nominee wishes to withdraw his name, it must be done from the floor at the election meeting and a replacement for the withdrawn candidate can be named from the floor at that time. If no replacement is named, the floor becomes open for nominations.
- e. **Election Meeting.** The election shall be held at a designated general membership meeting during the months of September or October. The meeting shall be scheduled far enough in advance to allow for election of Officers and Directors prior to January 1 of each year. No business or program shall precede the election of Officers at that meeting.
- f. **Election Procedure.** The nominees named by the Board shall be placed on the floor by the Secretary, one office at a time, and the floor shall be open for further nominations. If no nominations come from the floor, the elections leader shall request a motion that the nominee be elected by acclamation. If further nominations for any office are made from the floor, the election for that office shall be made by secret ballot under the supervision of the Election Committee. The Election Committee Chairman shall announce the winner to the membership before proceeding to the filing of the next office.
- g. **Voting Ties.** In case of a tie for any position or positions in the election of Officers, the tie shall be decided by a direct vote from among the candidates who tied immediately after the tie has been determined at the next general membership meeting until tie broken.
- h. **Term of Office.** The term of office shall be for the fiscal year beginning January 1.

VIII.02 Nomination and Election of Directors.

- a. Voting. Voting shall be by Regular Members only and no person shall cast more than one ballot. Voting shall be done in person only and votes by mail or by proxy shall be declared null and void.
- b. Nominations. The first general membership meeting following election of Officers shall be designated as a Director nomination meeting. The nominations shall be made in the following manner:

The Secretary shall read the list of Directors and their responsibilities in each portfolio area and at large. The floor will be open for nominations, to be closed upon a motion and a second, followed by a vote.

- c. Elections. Election of Directors shall be done at the general membership meeting immediately after the nominating meeting in the following manner:

A ballot containing the names of the duly nominated candidates shall be made in writing to every Regular Member in good standing at least one week prior to the election meeting. At the election meeting, each voting member may vote for the number of Directors to be filled. The candidates receiving the highest number of votes, shall be declared elected.

- d. Voting Ties. In case of a tie for any position or positions in the election of Directors, the tie shall be decided by a direct vote from among the candidates who tied immediately after the tie has been determined.
- e. Term of Office. The term of office for Directors shall be one year from January 1 of the fiscal year for which they were elected.

VIII.03 Vacancies. Vacancies on the Board of Directors shall be filled in the following manner:

- a. President. In case the office of a new President shall become vacant, the Chairman of the Board shall act as or appoint a President until the election of a new President, and shall preside over a nomination meeting of the Board of Directors. A special election shall be held at the next general membership meeting with the Chairman of the Board presiding until the election of the President. All rules governing a regular election meeting shall also govern a special election.
- b. Chairman of the Board. In case the office of Chairman of the Board shall become vacant, the Board of Directors shall elect a new Chairman of the Board from among the current members of the Board of Directors. The elected replacement will assume the duties of the Chairman of the Board in addition to his other officer or director duties.
- c. Other Officers and Directors. Prior to the end of the month of May, The Board of Directors shall elect the replacement for any Officer or Director position which becomes vacant, except President and Chairman of the Board. The elected replacement will serve on an acting basis until confirmed by the membership. At the regular membership meeting following the Board's election and written announcement to the membership, a confirmation vote shall be taken. A majority of those members present and voting must confirm the Board's elected replacement. Upon confirmation, the new Board member is to be given the Oath of Office.

After May 31, the Board of Directors shall appoint any interested member to any vacant Officer or Director position except President and Chairman of the Board.

VIII.04 Election Committee

- a. Election Committee. An election committee appointed by the President shall supervise the printing and distribution of all ballots and shall supervise the voting and

counting of votes, both for the nominations and election of Board members, and the Chairman of said committee shall report the results of the election to the membership. The Elections Committee shall have the duty of developing, formulating, and publishing regulations pertaining to the election rules subject to review and approval by board of directors as policy of the chapter. They shall have duty of interpreting and enforcing such rules of election including Policy and Bylaws of the Winston-Salem Jaycees concerning election rules.

- b. The chairman of the Election committee will be appointed by the President by July 1st of each year.
- c. In the event that any member of this committee shall become a candidate for President or Vice President, or the campaign manager for any candidate, he shall immediately be deemed to have resigned from the committee and shall be replaced by Presidential appointment.

ARTICLE IX – EXECUTIVE COMMITTEE

IX.01 Powers. The Executive Committee is empowered to conduct any business of the Corporation between meetings of the Board of Directors. Matters requiring Board approval shall be presented for ratification after action has been taken by this Committee.

IX.02 Composition. The President, Chairman of the Board, Vice Presidents, Secretary, and Treasurer comprise the Executive Committee.

IX.03 Meetings. The Executive Committee shall meet at the discretion of the President or, in his absence, the Chairman of the Board.

ARTICLE X – COMMITTEES

X.01 Standing Committees. Standing Committee Chairpersons shall be appointed by the President, subject to the approval of the Board of Directors, within thirty (30) days from the day on which he takes office. Standing Committees shall be considered those Committees necessary to carry out the normal and regular functions and activities of the organization.

X.02 Special or Project Committees. Special or Project Committees and Committee Chairpersons may be appointed by the Board of Directors upon the recommendation of the Vice President or Director under whom the committee will function.

X.03 Duties of Committee Chairpersons. All Committee Chairpersons shall carry out the duties assigned to them by the person under whom the committee will function.

X.04 Ex-Officio Members of Committees. Officers of this organization shall be considered as ex-officio members of all committees under their supervisions.

ARTICLE XI – AMENDMENTS

XI.01 Amendments. These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the Regular Members present at any regular or special membership meeting. Amendments to the Bylaws must be approved by a majority of the members of the Board of Directors before presentation to the membership or they may be presented to the Secretary in the form of an application for amendment to the Bylaws signed by at least twenty-five percent (25%) of the Regular Membership. No approval by the Board of Directors is required in the latter case; the Secretary must take immediate action upon receipt of such application. Notice of a proposed amendment, in either case, must be given to the general membership at least thirty(30) days in advance of the vote.

ARTICLE XII – EXPENDITURES

XII.01 Board Approval. All expenditures of funds of this organization shall have the prior approval of the Board of Directors, except that expenditures not to exceed fifty (50) dollars between any two meetings of the Board may be approved by the President. Allowance shall be made for transitional expenditures to cover routine and operational expenses for a period not to exceed 60 days from the beginning of the fiscal year. Whenever possible, all expenditures shall have the approval of the Board of Directors.

XII.02 Special Funds. Notwithstanding the provisions of Section XII.01 and Section XII.02 of this Article, the Board of Directors may authorize by unanimous vote the setting up of a special fund for a specific project or purpose and a treasurer for such fund who will set up a separate bank account for such project, receive and disburse all funds of the project, sign checks on such account, and render to the Treasurer and Board of Directors an account of all receipts and disbursements from the Special Fund.

XII.03 The Chapter overall budget will be reviewed by the Board at the April, August, and November Board meetings.

XII.04 Prior to said review meetings, the President and/or a Vice President must have conducted a platform review with each Director.

XII.05. Prior to the review meetings with the President and/ or a Vice President, all Directors must meet with their project leaders and update the budget/financial needs of each current project the Director is overseeing.

ARTICLE XIII – CONTRACTS

XIII.01 Contracts. Per the President's duties, the President shall sign all contracts and permits on behalf of the corporation. In the absence of the President, the Executive Committee shall have the power to sign all contracts on behalf of the organization. General members are not permitted to sign a contract or execute any instrument in the name of and on behalf of the Winston-Salem Junior Chamber of Commerce, Inc. Such authority may be general or confined to a specific instance, and, unless so authorized by the Board of Directors, no officer, member, agent, or employee of the Winston-Salem Junior Chamber of Commerce, Inc. shall have any authority to bind the organization by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount. All contracts must be filed with the Secretary within five (5) days and presented to the Board of Directors at its next regular meeting.

ARTICLE XIV – WAIVER OR SUSPENSION OF BYLAWS

XIV.01 General. The Bylaws of this organization shall not be suspended or waived for any purpose, except by the unanimous vote of the Board of Directors or two-thirds (2/3) vote of the regular membership present at such meeting. Such suspension shall be made only in the case of an emergency and for a purpose not contrary to these Bylaws.

XIV.02 For Nominations at Elections. A waiver of the Bylaws for the purpose of nomination during an announced election shall require a two-thirds (2/3) vote of the Board of Directors and/or a majority vote of the Regular Members present and voting. The membership must have been notified in writing as to the election for which the waiver is being requested.

ARTICLE XV – FISCAL YEAR

XV.01 Fiscal Year. A fiscal year of this organization shall be from January 1 through December 31.

ARTICLE XVI – DISSOLUTION

XVI.01 Dissolution. In case of dissolution or disorganization of the Winston-Salem Junior Chamber of Commerce, Inc., any assets remaining after payment of all debts or obligations of the organization shall be distributed by the Board of Directors, or by persons in charge of liquidation, to the Winston-Salem Jaycee Foundation, Inc., or to any other worthwhile local organization operating in the interest of civic betterment, at the discretion of the Board of Directors, and in accordance with a general plan of dissolution designed so that no part of the assets of the Corporation will inure to the benefit of or be distributed to any Officer, Director, or member of this Corporation or any other private person.

ARTICLE XVII – CORPORATE SEAL

XVII.01 Corporate Seal. The seal of this Corporation shall be in the form of two concentric circles with the name of the Corporation and North Carolina between their circumferences and the word “SEAL” in the center, as shown by the imprint of the corporate seal on the right margin of this page.

ARTICLE XVIII – WAIVER OF NOTICE

XVIII.01 Notice and/or Waiver of Notice. Whenever any notice is required to be given to any Director, Member, or other person under the provisions of these Bylaws, the Charter of the Corporation, or by applicable law, a waiver thereafter in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Notice or waiver of notice to members shall include any form of written correspondence including but not limited to e-mail.

ARTICLE XIX – DEFINITIONS

XIX.01 Gender. Any use of the word “he” herein refers to he or she.

XIX.02 General Membership Meeting. Reference has the same meaning as regularly scheduled membership meeting.

XIX.03 Board of Directors. Any reference to Board of Directors shall refer to either the Executive Board or the full Board unless otherwise specified.

XIX.04 Jaycees. The use of Jaycees and Junior Chamber of Commerce, Inc. shall be interchangeable.

XIX.07 Chapter Plan. Written documentation of the Chapter’s goals, objectives, and projects for the fiscal year.

2014 WINSTON-SALEM JAYCEES APPROVED POLICIES

1. Senatorship nominations must be presented to the Board of Directors for approval.
2. Chapter pays for full registration and ½ room cost for incoming President to all State Conventions and to National Conventions.
3. Chapter pays for full registration and ½ room cost for outgoing President to all State Conventions and to National Convention.
4. Executive Committee members cannot chair projects, except for Chairman of the Board. Directors can chair projects in their area only if no other chairperson can be found.
5. Board approval is required on rate and usage of Jaycee property on a case by case basis.
6. The Chapter does not pay for sports programming
7. Individual dues are \$80. If a married couple joins the Jaycees together, they receive a \$10 discount as a couple for a total of \$150 dues instead of \$160. If a married couple joins on separate occasions, the first member will be charged \$80 and then when the other member joins, that person will be given the \$10 marriage discount.
8. Associate membership dues shall be ½ of regular member annual dues
9. Jaycee dues should be paid in full at time of registration; however, we will accept an installment plan upon request under the following conditions: Member must pay \$40 initially and then have (2) \$20 installments due monthly on or prior to the 15th of the subsequent months. Married couples must pay \$80 originally and then \$35 due on or prior to the 15th of the subsequent months.
10. Marketing to the general membership must be approved by the Board of directors.
11. Official chapter communication is to only be sent through the designated members of the Board of Directors.
12. Weekly email submissions need to be submitted to the designated members of the Board of Directors by each Saturday at 12:00 NOON.
13. Additional weekly email requests will be left up to the discretion of the area Vice-Presidents and President.
14. Board of Director meeting agenda items need to be submitted to the Chairman of the Board by Wednesday at 11:59 PM prior to the meeting. Board of Director planning guides for review at the meeting need to be submitted to the board, by the Vice President of each area (unless otherwise coordinated by another member of the board), by Wednesday at 11:59 PM prior to the meeting.
15. General Membership Meeting agenda items need to be submitted to the President by Saturday at 12:00 NOON prior to the meeting.
16. Privacy:
 - a. We gather personally identifiable information only from those persons who actively provide information to us. This information may include name, date of birth, mailing address, telephone number, e-mail address, job title, business, the activities a person has attended, membership renewal date and other information of interest to the organization.
 - b. We maintain a comprehensive list of our members. Our complete membership list is available only to members of the Board of Directors. A list containing the names, email

addresses and phone numbers of our members is available to the general membership. We use personally identifiable information to contact members and potential members regarding events and activities and to record a history of events and activities.

- c. You may opt-out from providing personally identifiable information, providing access to your contact information to other members or having information e-mailed to you by us. Please send your request to the Membership Vice President and the President with the subject of "Opt-out".
 - d. We will not sell or disclose personal information or information concerning sponsors, donors or vendors to any third party, except as authorized by that person or entity, required by the law, or required by the policies of the United States or North Carolina Junior Chambers.
 - e. The chapter web site may contain links to other sites. We do not control the content or links that appear on these third party sites and the fact that we have made these links available is not an endorsement or recommendation by us. We are not responsible for the privacy practices of these sites.
17. Pre-CPG or abbreviated CPG must be approved by the Board of Directors before funds can be appropriated by the Chapter.
 18. For a project where the appropriation is over \$100
 - a. A Pre-CPG and CPG is to be done and approved by the Board of Directors.
 - b. A Pre-CPG and/or CPG must be submitted via email to the Board of Directors at least 48 hours prior to the Board of Directors meeting to be considered for approval. Chairpeople or Directors must come back for Board approval if the project exceeds 10% of the approved budget.
 - c. Pre CPG's must be approved by the Board of Directors meeting prior to conducting the project.
 19. For a project where the appropriation is \$0 - \$50
 - a. An abbreviated CPG must be submitted unless otherwise approved by the Board of Directors.
 20. For project appropriation less than \$50
 - a. A pre-CPG, or abbreviated pre-CPG, can be approved by the Board of Directors via email.
 21. A CPG must be written for all projects in which funds are donated in the name of the Winston-Salem Jaycees.
 22. A chairperson may only chair one project at a time until the CPG has been completed unless otherwise approved by the Board of Directors. A chairperson for a year-long project can co-chair another project at the same time.
 23. All receipts and reimbursement requests must be given to the Treasurer within 30 days of completing a project or else risk not being reimbursed. The Treasurer will have 10 days after submission of reimbursement requests to distribute reimbursements.
 24. To advertise an event on Facebook or any other community calendar, the event must be approved and on the Winston-Salem Jaycees web site calendar first. Only Board members are allowed to access the Jaycees web site calendar. Any events posted to Facebook or to the community calendars should have an approved PCPG. A board member must create the event on Facebook through the Winston-Salem Jaycees Facebook page first, but may allow the project chair to have admin rights for a Facebook event in order to send out invitations and messages. Admin rights will be given for that event only and will be removed once the event is concluded. The Director shall be responsible for making sure the project chair is sending out true and correct information and only send one email or message a week about the event. Any information sent to the public should be approved by the Director or Vice President first.

25. Associate members will be billed annually starting in January 2013. If a member joins as an associate (or renews upon aging out as an active member) after Jan 1st we will prorate their membership dues as follows (quarterly):
- a. January to March = \$40
 - b. April to June = \$30
 - c. July to September = \$20
 - d. October to December = \$10