

“...effective leadership that contributes to the local, national and global community.”

BYLAWS of the North Carolina Jaycees, Inc.

Last Revision Date: August 29, 2020

Bylaws and Policies Committee



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Article I - Organization and Purpose

A. Organization

The North Carolina Jaycees, Incorporated (hereinafter, the "Corporation"), is a nonprofit corporation organized and existing under the Nonprofit Corporation Act of the General Statutes of North Carolina. Articles of Incorporation were filed in the Office of the Secretary of State of North Carolina on October 24, 1939, setting forth the name of this Corporation to be "North Carolina Junior Chamber of Commerce, Incorporated." By Articles of Amendment filed in the same office on April 4, 1967, the name of the Corporation was changed to "North Carolina Junior Chamber of Commerce, Incorporated-North Carolina Jaycees, Incorporated". By Articles of Amendment filed in the same office on January 13, 1976, the name of the Corporation was changed to "North Carolina Jaycees, Incorporated". The Corporation shall be governed and managed by and pursuant to the terms of its Articles of Incorporation, as amended; the Non-Profit Corporation Act of North Carolina; and these Bylaws adopted hereunder, provided that these Bylaws, any policy adopted, and any action taken pursuant to them shall be subordinate to the foregoing authorities.

B. Purpose

The purpose of this Corporation's existence is for the education of its membership in areas of leadership training, personal development, and community development.

Article II - Affiliation

A. Affiliation

This Corporation is affiliated with the United States Junior Chamber and Junior Chamber International. It shall be subject to the governing authorities of those organizations when required to retain the affiliation.

B. Subordination to US Jaycees Bylaws and Policies

The Bylaws and Policies of the North Carolina Jaycees, Incorporated, shall at no time conflict with the Bylaws and Policies of the United States Junior Chamber. In any instance of conflict, the Bylaws and Policies of the United States Junior Chamber shall supersede the Bylaws and Policies of the North Carolina Jaycees, Incorporated, without further action of the state organization beyond notice of said instances to the membership.

Article III - Membership

A. Classification

Membership in the Corporation shall include five classes, and one sub-class, as follows:

1. Local Chapter

Any young persons' organization of good repute existing in any community within the State of North Carolina, organized for purposes consistent with those of this Corporation, whose officers and active

members are young men and women of or between the ages of eighteen and forty years, inclusive, shall be eligible for affiliation as a Local Chapter, provided that each Local Chapter shall have at least 10 individual members to enjoy the rights and privileges of membership. There shall be no fewer than 10 members for chapter membership; however, if a chapter has below 20 members as of the determined by the US Junior Chamber Bylaws, said chapter shall owe dues for 20 members. Any chapter below 20 members on the date determined by the US Junior Chamber Bylaws, except newly chartered chapters since August 31 of said year, who does not pay dues to US Junior Chamber for 20 members pursuant to US Junior Chamber Policies, will have its members automatically designated as "at large members" of the North Carolina Jaycees pursuant to US Junior Chamber Bylaws.

a. **Developing Local Chapters**

Developing Local Chapters (also known as "Developing Chapters") may be authorized pursuant to the Corporation's Policies and Procedures. A Developing Chapter shall be required to have at least 10 members. A Developing Chapter, with a minimum of ten (10) Individual Members, shall have no longer than ninety (90) days to recruit an additional ten (10) Individual Members and to apply to the Corporation to become a Local Chapter. In order to qualify as a Developing Chapter, a non-refundable deposit of one hundred dollars and no cents (\$100.00) shall be remitted to the Corporation plus the new Individual Member administrative fee of fifteen dollars and no cents (\$15.00) per Individual member. Upon the Developing Chapter reaching the required twenty (20) Individual Members to qualify as a Local Chapter, the deposit of one hundred dollars and no cents (\$100.00) shall be applied towards the U.S. Jaycees Charter Fee. Upon qualifying as a Local Chapter, the Developing Chapter shall become a Local Chapter and pay all fees and submit all documents required of a Local Chapter.

2. Individual Member

Active members, those of or between the ages of 18 and 40 years, inclusive, of Local Chapters in good standing in this Corporation shall be considered individual members of this Corporation. Such individual members shall pay dues and shall be represented through the Local Chapters. If any individual member shall arrive at the age of 41 years after the individual member's anniversary date, such member shall be deemed an individual member until their next anniversary date, or in the case of an individual member holding office in the Corporation or in a Local Chapter, until completion of such term of office, whichever occurs later.

3. Honorary Member

Honorary Membership may be conferred upon recommendation by the President of the Corporation at any meeting of the Executive Committee on any person by a concurrence of two-thirds vote of the members of the Executive Committee present. Honorary Members may not vote or hold office in the Corporation. Honorary Membership shall be conferred only upon outstanding cause shown.

4. Life Member

Past Presidents of the Corporation who have faithfully fulfilled the duties of their office shall be automatically granted Life Member status, unless there is action by two-thirds vote of the total Executive Committee to the contrary. In addition, Life Membership may be conferred upon any other individual

member of the Corporation upon three-fourths vote of the total Executive Committee, provided that the Secretary of the Corporation shall provide 10 days' notice prior to the consideration of any such proposal in writing to each member of the Executive Committee. Life Members shall not vote or hold office in the Corporation, unless otherwise qualified as provided in Article VI.

5. Sustaining Member

The Executive Committee of the Corporation may confer by two-thirds vote Sustaining Member status on individuals and business establishments who contribute goods, monies, and services to the Corporation, provided that the Secretary of the Corporation shall provide 10 days' notice prior to the consideration of any such proposal in writing to each member of the Executive Committee. Sustaining Members shall not vote or hold office in the Corporation, unless otherwise qualified as provided in Article VI.

B. Qualification of Local Chapters

1. Application for Membership

Applicants seeking to become Local Chapters shall file with NCJC Headquarters a written application for membership, signed by the President and the Secretary of the applicant chapter and including therein the following information:

- (a) Name and location of the applicant chapter
- (b) A statement of the purpose for which it is organized
- (c) Names and addresses of its Officers and the members of its Board of Directors
- (d) The amount of fixed dues or membership fees

2. Accompanying Fees and Documents

Applications for membership shall be accompanied by the following:

- (a) A non-refundable remittance covering:
 - (1) The required charter fee of the United States Jaycees, including any additional administrative or other fees
 - (2) The required fee of the North Carolina Jaycees
 - (3) The full amount of each individual member's annual dues to the North Carolina Jaycees, the United States Junior Chamber, and Junior Chamber International
 - (4) Check for the total of (1), (2), and (3) payable to the North Carolina Jaycees.
- (b) The necessary documents for affiliation of a chapter with the United States Jaycees must be submitted to the United States Jaycees with a copy to be retained by the North Carolina Jaycees.

3. Approval

Membership in this Corporation shall be subject to the approval of the United States Junior Chamber upon completion of the requirements of the affiliation process as set forth by the United States Junior Chamber at the time that affiliation is requested.

4. Charter

In the event of acceptance, a charter of membership issued by the Secretary and signed by both the President and the Secretary shall be presented to the applicant by an authorized representative of the Corporation.

5. Qualifications of Individual Members.

When the application of a new Local Chapter is approved, said Chapter and the individual members thereof immediately shall become fully paid and qualified members of this Corporation, entitled to all the rights and privileges thereunto pertaining.

C. Revocation

The Executive Committee may, by a three-fourths vote of those present, revoke the charter of any Local Chapter or may terminate the membership of any Individual Member. Such action shall be only on good cause shown, provided that such Local Chapter or member must be given notice by Certified Mail to the last known address of the chapter or individual member, as the case may be, not less than 30 days prior to the date revocation or termination is to be considered, and such chapters charter or individual members membership may only be revoked after an opportunity to be heard at such meeting of the Executive Committee. This provision is not subject to suspension of the Bylaws as provided in Article XXXIII.

D. Powers and Duties of Membership.

1. Rights and Privileges of Members

All chapters in good standing in this Corporation shall enjoy all rights and privileges now or hereafter afforded by this Corporation. They shall have the right to elect, appoint, nominate, or otherwise designate delegates, directors, candidates for office, and committee members as hereinafter provided. Chapters of this Corporation are expected to support the actions and activities of the Jaycee organization

at all levels and to carry out any duties and responsibilities of membership specifically stated in these bylaws or as directed by the Executive Committee or the Board of Directors.

2. Resignation and Reinstatement

Any member or chapter may resign or withdraw from the Corporation by written request to the Secretary, provided that all past due fees and dues are paid in order for the chapter or member to resign in good standing. Any member or chapter that has resigned in good standing and wishes to renew its affiliation with the Corporation shall qualify and apply for membership in the same manner as provided for new members or chapters, including payment of all fees and dues as herein provided.

Article IV - Officers

A. Officers of the Corporation

Qualification, selection, and election of officers shall be in the manner hereinafter prescribed in these Bylaws. They shall carry out all the duties incident to the offices as directed by the Articles of Incorporation, statutory laws, and these Bylaws. The officers of this Corporation shall be as follows:

1. President

2. Chairman of the Board

The Chairman of the Board shall be the Immediate Past President of the Corporation.

3. Four State Vice Presidents

4. Regional Director

There shall be one Regional Director for each of the Regions of the Corporation, as said Regions are hereinafter designated, determined by the number of Regions on the first day of the month for the election of Regional Directors as provided in Article VIII.

5. Secretary

6. Treasurer

7. Legal Counsel

B. Terms of Office

All Officers of the Corporation shall serve for a term of one year, said term to begin on the first day of January following their election or appointment and confirmation and to terminate on the following December 31, or until their successor is elected and assumes office.

C. Qualifications for Office

1. Membership in Good Standing

Any person may hold an Office in this Corporation provided that they are a bona fide member in good standing of an affiliated local chapter in good standing on or before the date of elections or appointment and throughout their term of office. This requirement may not be waived.

2. Eligibility for Election or Appointment

- (a) A member is eligible to stand for election or appointment if
 - (1) they meet the qualifications of the office on the day of the election or appointment, or
 - (2) they will meet the qualifications of the office they seek upon commencement of that office, or
 - (3) all qualifications they do not meet are waived pursuant to Article IV, section D.
- (b) If a member is elected or appointed under subparagraph (a)(2) above, but does not meet the qualifications of the office upon commencement, the election or appointment is void and the office is vacant.

3. Full Term Defined

For state offices, the term "full term" shall be defined as the period of time between January 1 and the following December 31, inclusive. For Local Chapter offices, the Local Chapter shall define what constitutes a full term.

4. President

- (a) The President shall not have served a full term as State President.
- (b) The President shall have served one full term as a:
 - (1) Local Chapter President, and
 - (2) Elected member of the State Executive Committee, and
 - (3) Member of State Executive Committee
- (c) In lieu of the above requirement of Local Chapter President, one full term as a Vice President of a local chapter and an additional full term served on the State Executive Committee will meet the qualification in lieu of the requirement of one year as a local president.

5. Vice President

Each Vice President shall have served one full term as a:

- (a) Local Chapter President, and
- (b) Member of the State Executive Committee
- (c) The above requirement of Local Chapter President, one full term as a Vice President of a local chapter and an additional full term served on the State Executive Committee will meet the qualification in lieu of the requirement of one year as a local president.

6. Regional Director

- (a) Each Regional Director shall be a bona fide member in good standing of a Local Chapter which is assigned to the Region in which the Regional Director will serve.
- (b) Each Regional Director shall have served one full term as a:
 - (1) Elected or appointed member of the State Executive Committee, or
 - (2) Local Chapter Officer

7. Treasurer

The Treasurer is recommended but not required to be a Certified Public Accountant.

8. Legal Counsel

The Legal Counsel shall be licensed to practice law in North Carolina.

D. Qualifications and Duties of Officers Generally

All officers shall attend an orientation and training meeting called by the newly-elected President between the date of their election and January 31. The duties and powers of the officers of the Corporation shall be such as are generally attributed to persons bearing the titles specified in these Bylaws. No officer of the Corporation during their term shall be eligible to serve as president of a local chapter, unless approved in writing by the President of the Corporation. All qualifications for office as set forth in the Bylaws of this Corporation are not subject to suspension under Article XXXIII, unless an insufficient number of qualified candidates are filed for election.

E. Impeachment

The Board of Directors of the Corporation, at any duly convened meeting, may remove any officer of this Corporation from office for good cause shown, provided that such removal vote shall be by two-thirds or more of those Board members certified at any duly convened meeting at which a quorum is present. This provision is not subject to suspension of the Bylaws as provided in Article XXXIII.

F. Removal of Presidential Appointees

The President may remove any person appointed to an office, advisory position, or assistantship as provided in Article V, Sections G, H, and I for any reason whatsoever including, but not limited to, malfeasance of office, dereliction of duties, or misbehavior of any sort. Such removal shall be final and not subject to review by the Executive Committee.

G. Service During the 1998 Programming Year

Any duly-elected State, Regional, District, or Local Chapter officer who served the programming year May 24-December 31, 1998, will be considered to have served a full term under the provisions of these Bylaws.

Article V - President

A. Election

The President shall be elected by a majority of the votes cast by the certified delegates at the Annual Membership Meeting of the Corporation, as hereafter provided in Article XXI.

B. Nominations

The nominations for State President shall be governed by Article XXI below.

C. Duties

The President shall preside at all meetings of the Corporation, its Board of Directors, and its Executive Committee, shall automatically serve the Corporation as a member of the Board of Directors of the United States Jaycees, and shall be an ex officio member of all committees.

D. Executive Powers

The President shall be responsible for the affairs of the Corporation and, with the assistance of the Executive Committee, shall execute and administer the policies and affairs of the Corporation as established by the membership, the Board of Directors, and the Executive Committee.

E. Appointment of Officers

The President shall appoint individual members to serve the following offices, subject to the Articles hereof and the approval of the Board of Directors:

1. **Legal Counsel;**
2. **Secretary;**
3. **Treasurer;**

F. Appointment of Assistants

The President may also appoint from individual members such assistants as he deems necessary, subject to the approval of the Board of Directors.

G. Additional Appointments

Additional and supplemental appointments shall be made by the President, including state chairmen and program managers, subject to the approval of the Board of Directors. The President may require officers and state committee chairmen to make regular and special reports at such time as he may prescribe.

H. Bylaws and Policy Committee

After his election, the President shall appoint a Bylaws and Policy Committee.

1. **Term**

The term of office for the committee shall be from January 1 through December 31.

2. Qualifications

The Committee shall be comprised of the Legal Counsel as Chairman, the Chairman of the Board, one Past State President, and two individual members at-large.

3. Duties

To review, develop, formulate, and recommend Bylaws and Policy for the Corporation. They shall meet as needed or at the request of the President.

I. Committee Appointments

The President may appoint individual members to serve on special committees or subcommittees of the Corporation.

Article VI - Chairman of the Board

A. Duties

The Chairman of the Board shall, beginning on January 1 of each year, work with and assist the President for the duration of their term of office. They shall preside in the event of a vacancy or absence in the office of the President. The Chairman of the Board shall be in charge of the state delegation at the National Convention and shall be a voting member of the Executive Committee. They shall attend all Board Meetings and Executive Committee Meetings.

Article VII - State Vice Presidents

A. Election

The elections for State Vice President shall be governed according to Article XXI below.

B. Nominations

The nominations for State Vice President shall be governed by Article XXI below.

C. Duties

The State Vice Presidents shall have such duties as are assigned by the President of the Corporation. The designation and assignment of the portfolio responsibilities of the State Vice Presidents shall be made by the President.

Article VIII - Regional Directors

A. Election

After nomination as hereinafter provided, one Regional Director per region shall be elected by the regions to which they are to serve. The elections shall be held at the Regional Meetings required under Paragraph F, Article XIX of these Bylaws. The candidate receiving the highest number of votes cast, but not less than a majority of the votes cast, shall be the Regional Director of the Region electing him. In the event that no candidate receives a majority of the votes cast, the two candidates receiving the highest number of votes will

proceed to a runoff election. The voting shall be by local chapters according to the number of votes specified in Paragraph B, Article XX, of these Bylaws, provided that a local chapter shall have only the number of votes equal to the number of certified delegates present at the time of voting. Only delegates from the region as it will be comprised during the next fiscal year shall be certified. No local chapter whose dues are delinquent as defined by Article XXV shall be entitled to certify delegates at a regional meeting.

B. Nomination

Each nomination for Regional Director, together with a filing fee required by Article XXI of these Bylaws, shall be filed in writing by the President of the Local Chapter of which the candidate is a member. The nomination and filing fee shall be filed with either the President or Legal Counsel of the Corporation, who shall receive the same by no earlier than the first business day of the month by 5:00 PM during which the regional meeting is to be held, provided that in the event the date of the regional meeting falls on the first business day of the month, then the nominations and filing fees shall be filed as above specified on or before the first business day of the immediately preceding month at 5:00 PM.

The Elections and Credentials Committee shall certify a member of itself to each Regional Meeting, which member shall certify delegates and act as Chairman conducting the elections. The voting hour shall be designated by that member of the Elections and Credentials Committee certified to the Regional Meeting by the Elections and Credentials Committee, and said designated hour shall be announced to the Presidents of the Local Chapters no later than the nomination due date specified above. Any nominations which may be made after the nomination due date may be filed with either the President or Legal Counsel as stated above, or in lieu thereof, may be delivered to the Elections and Credentials Committee Member certified to the Regional Meeting for the purpose of holding the elections.

In the event that more than one person is nominated for Regional Director in the manner above specified, then the nominations shall be closed on the above specified due date for nominations. In the event that one or no candidates are nominated for Regional Director in the manner above specified, then the nominations shall remain open until twenty-four hours prior to the designated voting hour at which the election is to be held.

In the event that twenty-four hours prior to the designated hour, one or more candidates have been nominated, then the nominations shall close. In the event that twenty-four hours prior to the designated hour, no candidate has been nominated, then the nominations shall remain open until the election, and nominations shall be taken from the floor upon the nomination by the President of Local Chapter, duly certified to vote, and tender of the required filing fees to the Chairman conducting the election. Nominations, once closed, shall not reopen except upon the withdrawal of candidates so that the number of candidates nominated would not have been enough to have previously closed the nominations. Only candidates duly nominated may be elected.

C. Duties

The Regional Directors shall have such duties as may be assigned to them by the President of the Corporation, which may include programming responsibilities.

Article IX - Secretary

A. Appointment

There shall be a Secretary of the Corporation who shall be appointed by the President, subject to confirmation by a majority of Board of Directors.

B. Term

The Secretary shall hold their office during the term of the President appointing them, unless sooner removed by the Executive Committee or the President.

C. Duties

The Secretary shall supervise and be responsible for the preservation of records, official correspondence, documents, communications, and records of proceedings of the Corporation, Executive Committee, and Board of Directors. The Secretary shall perform such further duties as she or he may be directed by these Bylaws, the Board of Directors, the Executive Committee, or the President.

D. Notice to Members

The Secretary shall cause the members of the Corporation to be notified in writing of all regular and special meetings of the Board of Directors, the Executive Committee, and the Corporation.

Article X - Treasurer

A. Appointment

There shall be a Treasurer of the Corporation who shall be appointed by the President, subject to confirmation by a majority of the Board of Directors.

B. Term

The Treasurer shall hold his office during the term of the President who appointed them, unless sooner removed by the Executive Committee or the President.

C. Duties

The Treasurer shall have general supervision over all corporate funds and securities, and shall keep or cause to be kept proper records of dues and accounts of the Corporation, and shall supervise and be responsible for the disbursement of the funds of the Corporation in accordance with the approved budget or as directed by the Board of Directors or the Executive Committee.

D. Financing

At each Board of Directors Meeting, and at each Annual Meeting of the Corporation, the Treasurer shall furnish a complete financial statement in detail, showing receipts, expenditures, and cash balances on hand of the Corporation. At each Executive Committee meeting, the Treasurer shall provide a financial update. The Treasurer shall be responsible for the collection of monies owed the Corporation, and shall take appropriate action concerning delinquent accounts. The Treasurer shall be responsible for the conduct of such additional duties as the Executive Committee or President may direct.

Article XI - Legal Counsel

A. Appointment

There shall be a Legal Counsel of the Corporation who shall be appointed by the President, subject to confirmation by a majority of the Board of Directors.

B. Term

The Legal Counsel shall hold their office during the term of the President who appointed them, unless sooner removed by the Executive Committee or the President.

C. Duties

The Legal Counsel shall have such duties as may be assigned to him by the President, and shall serve as Chairman of the Elections and Credentials Committee and in the absence of an appointed Parliamentarian, shall serve as Parliamentarian of the Corporation and its legislative bodies. The Legal Counsel shall preside over all meetings in the absence of the President and the Chairman of the Board.

D. Rulings on Conflicts

The Legal Counsel shall have the right, when called upon by a Local Chapter, to rule on questions arising out of possible conflicts between Local Chapter Bylaws and these Bylaws, written policy of the Corporation, or United States Jaycees Bylaws or policy. Any such ruling by the Legal Counsel shall be in writing and shall be signed by the President and the Legal Counsel. However, the Local Chapter so affected shall have the right to appeal such ruling to the Executive Committee at its next regularly scheduled meeting. At such time, the Executive Committee may overrule, modify, or amend the ruling of the Legal Counsel by a two-thirds vote of the members of the Executive Committee present and voting.

Article XII - Strategic Planning Committee

A. Appointment

The President may appoint a Strategic Planning Committee, with at least nine (9) members, consistent with the provisions contained herein.

B. Duties

The Strategic Planning Committee shall assist and work with the Executive Officers to establish and implement long-range planning for the Corporation, to review the State Plan and provide recommendations prior to submission for approval of the Board of Directors, and shall perform such duties and functions related to long-range planning as may be assigned to it by the President.

C. Terms and Qualifications

1. Chairperson

A Current or Former State Vice President, who shall serve a one year term.

2. Committee members

- (a) A Member of the Jaycee Senate in good standing, who shall serve a one-year term.
- (b) A former State President, who shall serve a one-year term.
- (c) Six at large members of the Corporation, serving two year staggered terms each, such that no more than three members of the Strategic Planning Committee shall have their terms expire at the end of each calendar year.
- (d) In the event that a Committee member does not serve their full term, the President may appoint a member to serve the balance of said term.

Article XIII - Associate Executive Officers

A. Appointment

The President may appoint the following Associate Executive Officers:

1. **Associate Treasurer**
2. **Associate Legal Counsel**

B. Duties

The Associate Executive Officers shall assist and work with their respective Executive Officers, acting in their stead in the absence of the respective Executive Officers, and shall perform such other duties and functions as may be assigned to them by the President.

C. Term

The Associate Executive Officers shall serve at the pleasure of the President.

D. Qualifications

1. The Associate Treasurer shall be a bona fide member in good standing of a Local Chapter of this Corporation.
2. The Associate Legal Counsel shall be a bona fide member in good standing of a Local Chapter of the Corporation and shall be licensed to practice law in North Carolina.

Article XIV - Executive Committee

A. Membership

The Executive Committee of the Corporation shall consist of the following persons:

1. Voting Members.

The voting members shall be:

- (a) The President;
- (b) The State Vice Presidents;
- (c) The Regional Directors;
- (d) The Chairman of the Board

2. Non-Voting Members.

The ex-officio, non-voting members shall be:

- (a) The Treasurer and Associate Treasurer;
- (b) The Secretary;
- (c) The Legal Counsel and Associate Legal Counsel;
- (d) All other Presidential Appointees.

B. Powers of the Executive Committee

Except as limited by these Bylaws, the Articles of Incorporation, or the statutory law, the Executive Committee shall have the power, authority, and responsibility to conduct the business and affairs of the Corporation, including the adoption, modification, amendment and change of policy implementing the Bylaws, policy implementing state projects, and policy for the internal conduct of the Corporation; the authority to regulate and direct the operation of the state headquarters office; the allocation to chairmen of state committees of sufficient funds to enable them to satisfactorily carry out their duties; and the revocation of the Charter of any Local Chapter, the termination of membership of any Individual Member, or the impeachment of any officer subject to the requirements elsewhere provided in these Bylaws.

Article XV - Board of Directors

A. Selection and Number of Directors

Each Local Chapter of this Corporation shall be represented on the Board of Directors of the Corporation by two Directors chosen by said Local Chapter in such manner as it may determine, not in conflict with any provision of these Bylaws.

B. Qualifications

The Local Chapter shall determine the qualifications of its representatives on the Board of Directors, but such representatives shall be bona fide members in good standing in a Local Chapter throughout their period of Directorship.

C. Duties of Board of Directors

The management of this Corporation shall be vested in the Board of Directors, which shall have the full power to manage the affairs of the Corporation, to adopt the annual budget of the Corporation, and to carry out the duties as set forth in these Bylaws, except those things which may be authorized by these Bylaws as the express duties or powers of the membership, officers, or Executive Committee of this Corporation.

D. Ex-Officio Members of Board

The members of the Executive Committee shall be ex officio members of the Board of Directors, but without the right to vote except as follows:

1. The President, or Chairman of the Board, if he shall be presiding over the Board of Directors as otherwise provided in these Bylaws, shall vote only in case of a tie vote of the members of the Board of Directors on matters concerning the entire Board. The purpose of this Article is to prohibit that person presiding from a second vote on any specific issue.
2. The Legal Counsel shall vote only in the absence of the President, when, as otherwise provided in these Bylaws he has assumed temporary Chairmanship of the Board; except, the Legal Counsel shall be entitled to vote when acting as Director from his Local Chapter, in which case he may not vote a second time in the case of a tie vote.
3. A member of the Executive Committee shall not vote except when such member shall be acting as a Director from his Local Chapter, in which case he shall carry out the full duties of a Director.

E. Term

The term of a Director's office shall be determined by the Bylaws of the Local Chapter. Alternates may be named by an officer or Director of the Local Chapter to the Elections and Credentials Committee.

F. Certification of Directors

Directors named by Local Chapters shall be certified to each meeting of the Board of Directors. Certification shall be made to the Elections and Credentials committee of this Corporation by any officer of the Local Chapter. When Alternate Delegates represent the Local Chapter of the Corporation, said Alternate Delegates shall be certified to the Elections and Credentials Committee by an officer of the Local Chapter before said delegates assume any duties or powers as Directors. Certification of Directors and Alternates shall be done in accordance with procedures set out in the policy adopted by the Executive Committee of the Corporation.

Notification of Board of Directors Delegates No later than one calendar week prior to each Board of Directors meeting, each Local Chapter shall furnish via email or postal mail to the President, copying the Secretary, the name, phone number, and email address of the Local Chapter President and one other member in good

standing designated by said Local Chapter as a Director of this Corporation. The Local President and the Local Chapter's appointed Director of this Corporation whose names are so submitted shall be conclusively deemed to be the Directors of the Local Chapter for the purposes of representation on the Board of Directors at any Board of Directors meeting.

G. Quorum

Quorum for a Board of Directors meeting shall be a majority of the Directors, consisting of the Local Chapter President and State Director, present immediately before a Board of Directors meeting begins. In no event shall this provision be suspended to provide for a quorum less than one-third of the Directors.

Article XVI - Vacancies

A. Determination of Vacancy

Any office is declared vacant upon the death, disability, resignation, or removal of the person holding that office. If one or more new offices are created, such new office or offices shall be considered vacancies for the purpose of electing such new officers.

B. Vacancy in Presidency

In the event a vacancy occurs for any reason in the office of President, prior to or during their term of office, the Chairman of the Board shall become acting President and shall assume the full duties, responsibilities, and powers of that office until a successor is duly elected. The Secretary of the Corporation shall call a meeting of the Executive Committee within 30 days from the date the vacancy occurs, at which time the Executive Committee shall nominate one or more persons, from which a successor shall be elected at a general membership meeting called concurrently with the next Board of Directors meeting of the Corporation; except, however, if the date for the next Board of Directors meeting is more than ninety (90) days from the date the vacancy occurs, the election shall be conducted within ninety (90) days at a special membership meeting as prescribed in Article XIX. The election to fill a vacancy in the office of the President shall be conducted according to the following rules:

1. Qualifications

Such nominee or nominees shall be qualified according to the provisions of Article IV, Section C(4).

2. Voting

A majority of the votes cast at such general membership shall be necessary to elect, as hereinafter provided in Article XIX.

3. Term

The member so elected shall take office immediately upon his election and shall serve the unexpired term of his predecessor or until his successor is elected and assumes office.

C. Vacancy in State Vice Presidency

If a vacancy occurs in the office of a State Vice President, the President of the Corporation may appoint an interim State Vice President who shall serve until the next meeting of the Board of Directors of the

Corporation. At that meeting, an election shall be held to elect a successor State Vice President, which shall be by a majority vote of those present at said meeting; provided, however, that a quorum must be present in order for such an election to occur. In the event that a quorum shall not be present, the interim State Vice President shall continue to serve until such time as a regular or special Board of Directors meeting of the Corporation can be held at which at least a quorum of the members are present. This provision is not subject to the suspension of the Bylaws as provided in Article XXXIII.

D. Vacancy in Regional Directorship

If a vacancy shall occur in the office of Regional Director, the President of the Corporation may appoint an interim Regional Director who shall serve until the next regional meeting whereupon an election shall be held to elect a successor. The successor thus selected shall serve as a regional director, shall perform the duties and responsibilities of the office, and shall be entitled to all rights and privileges of the office.

E. Vacancy in Appointive Offices

If a vacancy shall occur in any of the offices appointed by the President as prescribed by these Bylaws, the President may appoint a successor, subject to the approval of a majority vote of the Board of Directors present at its next meeting.

Article XVII - Geographical Organization

A. Regions

The Local Chapters shall be assigned to Regions and to Regional Directors.

B. Notification to Members

If there is a change in geographical organization, the plan of geographical regions and of local Chapters assigned to regions for the next ensuing fiscal year of the Corporation shall be mailed to local Chapters 45 days prior to the fall Regional Meeting of the current year.

Article XVIII - Meetings

A. Annual Membership Meetings

Annual Membership Meetings shall be held as follows:

1. Time and Purposes

The Corporation shall meet annually during the month of August or September, the exact date to be recommended by the President in an Annual Calendar and approved by the Executive Committee, to elect officers and to carry out other matters of business pertinent to the activities and affairs of the Corporation.

2. Quorum

Delegates representing the Local Chapters present and duly certified to vote shall constitute a quorum at the Annual Meeting of the Corporation or at any duly called special meeting of the membership of the Corporation, without regard to the number of Local Chapters present and certified.

3. Location

The location of the Annual Meetings shall be determined by the Board of Directors in meeting assembled closest to three (3) months preceding the Annual Meeting for which the location is being considered.

4. Bidding

The procedure with respect to hosting the Annual Meeting shall be as specified in the written Policy of the Corporation.

5. Voting

All voting on matters of business at any regular or special meeting of the Corporation shall be done by certified delegates of the Local Chapters.

6. Presiding Officer

The President shall preside at all meetings of the Corporation.

7. Governing Rules

Roberts Rules of Order shall govern the conduct of all business at all regular or special membership meetings.

B. Special Membership Meetings

Special Membership Meetings may be called by the President or a majority of the Executive Committee or a majority of the Board of Directors at any time or place, provided written notice thereof is given to all Presidents of Local Chapters at least fifteen (15) days in advance of such Special Membership Meetings.

C. Regular Board of Directors Meeting**1. Number and Time of Meetings**

The Regular Meetings of the Board of Directors shall be held three times each year at a time and place to be set by the Executive Committee. The Board of Directors shall hold one of the aforementioned Regular Meetings at the location of the Year End Awards Banquet, one at the location of the Annual Membership Meeting and one Meeting to be held in November or December.

2. Location and Hosting

The location of the regularly scheduled Board of Directors Meetings shall be determined by the Board of Directors in meeting assembled at a Regular Meeting at least three (3) months prior to the meeting in question. The procedure with respect to hosting for the Board of Directors meetings shall be as specified in the written Policy of the Corporation.

3. Presiding Officer

The President shall preside at all meetings of the Board of Directors, but in the absence of the President, the Chairman of the Board shall preside.

4. Voting

All voting on matters of business at any Regular or Special Meeting of the Board of Directors shall be done by certified delegates of Local Chapters.

5. Quorum

Quorum for a Board of Directors meeting shall be a majority of the Directors, consisting of the Local Chapter President and State Director, present immediately before a Board of Directors meeting begins. In no event shall this provision be amended to provide for a quorum less than one-third of the Directors.

D. Special Board of Directors Meetings

Special Board of Directors Meetings may be called by the President, a majority of the members of the Executive Committee, or by a majority of the members of the Board of Directors, at any time or place, provided written notice thereof is given to all Presidents of Local Chapters at least 15 days in advance.

E. Executive Committee Meetings

The Executive Committee shall meet at times and locations recommended by the President in an Annual Calendar and approved by the Executive Committee at its first meeting of the fiscal year. The President shall preside at all meetings of the Executive Committee. In the absence of the President, the Chairman of the Board shall preside, and in the absence of both of the foregoing, the Legal Counsel shall preside. A majority of the voting members shall constitute a quorum.

F. Regional Meetings**1. Date**

Each Regional Director shall hold and preside over at least two (2) regular meetings per year of the Local Chapters assigned to their region.

2. Purpose

Regional Meetings are to be held for the purpose of promoting state projects, exchanging ideas, and discussing items to be voted on at the Executive Committee, Board of Directors, and Membership Meetings.

3. Quorum

Delegates representing a majority of the Local Chapters assigned to each region shall be considered a quorum at any meeting called by a Regional Director.

4. Location

The times and locations of the Regional Meetings shall be determined by the Regional Director, provided that written notice is given to the President of each Local Chapter in the Region, to the Executive Director (if any), and to each member of the Executive Committee at least 30 days in advance of the meeting.

5. Regional Meeting Cost

The host chapter may not charge registration cost exceeding \$20.00.

6. Voting Qualifications

All voting on matters of business and elections at Regional Meetings shall be done by certified delegates of the Local Chapters based on their membership as of the first day of the month of the meeting, the number of votes being determined by the membership classification of Article XX.

7. Special Regional Meetings

Special Regional Meetings may be called by the Regional Director or a majority of the Local Chapters assigned to such region at any time or place, providing written notice thereof is given to all presidents of Local Chapters, to the State President, and to the Executive Director (if any) at least 15 days in advance of such special Regional Meetings.

G. Conduct at Meetings

All North Carolina Jaycee members present during any of the afore described meetings shall be expected to conduct themselves in a professional manner. In the event that any report of vandalism, disorderly conduct, display of alcoholic beverages outside of private rooms or social functions or other conduct tending to reflect unfavorably upon the reputation of the Jaycees is reported to or by any member of the Executive Committee, the President shall appoint two (2) members of said Committee to investigate the incident. This investigation and report, together with statements from the persons allegedly involved, shall be received at a meeting of the Executive Committee, at which meeting the persons involved and any officer from the Local Chapter may be present. Reasonable notice of this meeting shall be give to the persons involved and/or any officer from the Local Chapter, who shall be given an opportunity to appear at said meeting and give testimony. Upon completion of the hearing, the Executive Committee shall have the power, by a majority vote, to impose one or more of the following penalties: (a) Individual: Order to pay for damages, letter of censure, suspension for up to twelve (12) months, or expulsion; (b) Local Chapter: Letter of censure, loss of voting privileges, or rights to receive awards, prizes, or bids for any event for up to 12 months.

Article XIX - Representation

A. Certification of Delegates

Voting delegates at State Meetings shall be certified by the President or any other officer of each Local Chapter to the Elections and Credentials committee no later than the hour appointed for the convening of the meeting at which such votes are to be cast in the following manner.

1. Time of Certification

In the case where more than one meeting session is scheduled for one day, certification of delegates shall be closed at the convening hour of the first of such sessions. The President of the Corporation shall designate the convening hour for State meetings, and either the President or their designee shall notify each Local President and State Director of said hour at least fifteen (15) days prior to the date of said meeting.

2. Notice of Certification Hours

The Elections and Credentials Committee shall allow ample time for delegate certification and notify each local President and State Director of the hour allotted to same at least fifteen (15) days prior to each meeting.

3. Closing Certification

Certification shall promptly be closed at the convening hour, except that local representatives then in line and awaiting certification shall be processed. For purposes of this section, the convening hour is specified as the hour set forth in the certification notice and memorandum of the Legal Counsel concerning the particular meeting.

4. Alternative Certification

If there be no local officer present to certify delegates, then the assigned District Director or Regional Director may present local members in person to the Elections and Credentials Committee for certification.

B. Voting Strength

Each Local Chapter whose dues and other accounts are not delinquent within the provisions of Article XXV, shall be entitled at any meeting to the number of delegates and votes as indicated below, provided that each delegate shall cast only one (1) vote, and that such delegate shall be present at the time of voting, and further provided that one (1) institutional chapter delegate may vote for the entire delegation, if the institutional rules and regulations do not permit the entire delegation to attend the meetings. Any Chapter whose dues or other accounts are delinquent within the provisions of Article XXV shall not be eligible to vote at either a Membership Meeting or a Board of Directors Meeting; nor shall they be entitled to vote at any other meeting connected with the Corporation. The number of delegates and votes to which a Local Chapter shall be entitled, if otherwise qualified, shall be as follows:

1. One Vote

If a Local Chapter shall have twenty five (25) Individual Members or less, then the Local Chapter shall be entitled to one delegate who shall have one vote.

2. Two Votes

If a Local Chapter shall have at least twenty six (26) Individual Members, but not more than fifty (50) Individual Members, then the Local Chapter shall be entitled to two (2) delegates who shall each have one vote.

3. Four Votes

If a Local Chapter shall have at least fifty one (51) Individual Members, but not more than one hundred (100) Individual Members, then the Local Chapter shall be entitled to four (4) delegates who shall each have one vote.

4. Five Votes

If a Local Chapter shall have at least one hundred one (101) Individual Members, but not more than one hundred fifty (150) Individual Members, then the Local Chapter shall be entitled to five (5) delegates who shall each have one vote.

5. Six Votes

If a Local Chapter shall have at least one hundred fifty one (151) Individual Members, but not more than two hundred twenty five (225) Individual Members, then the Local Chapter shall be entitled to six (6) delegates who shall have one vote.

6. Seven Votes

If a Local Chapter shall have at least two hundred twenty six (226) Individual Members, but not more than three hundred (300) Individual Members, then the Local Chapter shall be entitled to seven (7) delegates who shall each have one vote.

7. Eight Votes

If a Local Chapter shall have at least three hundred one (301) Individual Members, but not more than four hundred (400) Individual Members, the Local Chapter shall be entitled to eight (8) delegates who shall each have one vote.

8. Ten Votes

If a Local Chapter shall have at least four hundred one (401) Individual Members, but not more than five hundred fifty (550) Individual Members, then the Local Chapter shall be entitled to ten (10) delegates who shall each have one vote.

9. Twelve Votes

If a Local Chapter shall have at least five hundred fifty one (551) Individual Members, but not more than seven hundred (700) Individual Members, then the Local Chapter shall be entitled to twelve (12) delegates who shall each have one vote.

10. Fifteen Votes

If a Local Chapter shall have seven hundred one (701) Individual Members, or more, then the Local Chapter shall be entitled to fifteen (15) delegates who shall each have one vote.

C. Classification Date

Classification of chapters for the purpose of determining their number of delegates shall be done by the Secretary of the Corporation from the North Carolina Jaycee Roster of Members in good standing as of the first day of the month in which that particular meeting of the Corporation is being held, except that in the event said meeting is held on or before the tenth day of the month, then the roster as of the first day of the month immediately preceding the month in which the meeting is being held will govern. Local Chapters may correct their membership at any time preceding the deadline, so long as the procedure for adding members is followed, and provided that said members added are bona fide members of Local Chapters. Midnight of the last day of the month preceding the determining month shall be the deadline for membership changes and these changes shall be in the hands of the Secretary or their designated representative at that time. The

burden of transmitting membership changes shall rest with the Local Chapters. The above procedure applies to the State Meetings, Regional Meetings, and District Meetings.

Article XX - Election of Officers

A. Nominations for President and State Vice Presidents

1. Filing of Nominations

All nominations for President and State Vice President shall be filed by letter, signed by the President of the Local Chapter of which the nominee is a member, stating the nominee's name, their chapter and the office for which they are being nominated.

2. Manner of Filing

All nominations shall be filed by delivery to either the President or the Legal Counsel in writing or via email. Acknowledgement of receipt of filing shall be made by the President or Legal Counsel in written form via postal mail or email. Email filing, if elected by the nominee, must be received by 5 PM EST (as indicated by the time stamp on the email) on the deadline date established in this article.

3. Formal Announcements and Campaigning

There shall be no formal announcements and no active campaigning on behalf of any candidate or prospective candidate for President or State Vice President prior to July 1 each year. This provision shall not apply in the event that an interim election is scheduled to fill a vacancy.

4. Notice of Nominations

On the second business day of the month of the Annual Meeting of the Corporation, either the President or the Legal Counsel shall prepare a list of the nominees for the offices of President and State Vice President as such nominations have been received in accordance with paragraph 2 above, and they shall transmit in writing a copy of said list to the State Director and President of each Local Chapter.

5. Closing of Nominations—President

- (a) In the event that more than one candidate is nominated for President before 5:00 P.M. on the first business day of August, then the nominations for President shall then close and the nominees shall stand for election.
- (b) In the event that fewer than two (2) candidates for President are nominated before 5:00 P.M. on the first business day of August preceding the Annual Meeting, the nominations for President shall remain open until twenty four (24) hours prior to the convening hour of the Annual Meeting as specified in the certification notice and memorandum provided by the Legal Counsel concerning the convening time of the Annual Meeting.
- (c) If no candidate for President is nominated before twenty four (24) hours prior to the convening hour of the Annual Meeting, as specified in the preceding paragraph (b) the nominations shall remain open until closed by resolution of the delegates at the Annual Meeting of this Corporation.

6. Closing of Nominations State Vice Presidents

- (a) In the event that more than four (4) candidates are nominated for State Vice President before 5:00 P.M. of the first business day of August preceding the Annual Meeting, then the nominations for State Vice President shall then close and the persons then nominated shall stand for election.
- (b) In the event that fewer than five (5) candidates for State Vice President are nominated before 5:00 P.M. on the first business day of August preceding the Annual Meeting the nominations for State Vice President shall remain open until twenty four (24) hours prior to the convening of the Annual Meeting as set forth in the certification notice and memorandum provided by the legal counsel as referred to in the preceding Subsection 5.
- (c) In the event that fewer than four (4) candidates are nominated for State Vice President before twenty four (24) hours prior to the convening of the Annual Meeting, then the nominations shall remain open until closed by resolution of the delegates at the Annual Meeting of this Corporation.

B. Nominations for Regional Directors and District Directors

The nominations for Regional Directors and District Directors shall be governed by the rules set forth in Article VIII and Article IX, respectively.

C. Votes Required To Elect

In election of officers of this Corporation, a nominee standing for election shall be elected if they receive the highest number of votes, provided that said nominee shall also receive a majority of the votes cast.

D. Conduct of Elections**1. Voting**

The voting for the President and State Vice Presidents of the Corporation at the Annual Meeting shall be upon a roll call vote of the Local Chapters of the Corporation; provided, however, that at such election no Local Chapter is entitled to more votes than allowed under Article XX of these Bylaws, nor to any more votes than said Local Chapter shall have properly certified to the Elections and Credentials Committee of the Corporation, nor any more votes than said Local Chapter shall have present on the floor of the assembly when said election is being conducted at the time the name of the Local Chapter is called; provided, that Institutional Chapters shall be allowed to vote in elections of the general membership by absentee ballot; and provided further that no candidate for office of this Corporation shall receive more votes from a chapter than the number of delegates certified by that chapter. The procedure for voting is to be established by the written policy of the Corporation. In the event of a second or subsequent run-off ballot, those institutional chapters which are present and which are duly certified may vote in the normal course of the election upon such second or subsequent ballot.

2. Challenges

The vote of a Local Chapter who violates the foregoing may be challenged by any certified delegate. The person presiding shall test the challenge by a roll call of delegates certified by the challenged Local Chapter. If the challenge shall be determined valid by the Chairman, the Local Chapter violating this Bylaw shall be barred from voting for the duration of that Annual Meeting.

3. Roll Call

Roll call voting of Local Chapters may be by random selection without regard to alphabetical or geographical location of the Local Chapters having delegates duly certified at the Annual Meeting.

4. Presiding Officer

The State Chairman of the Elections and Credentials Committee or his designee shall preside over the elections at the Annual Meeting.

5. Elections and Credentials Committee

- (a) The President shall annually appoint an Elections and Credentials Committee which shall be composed of the Legal Counsel as Chairman, one (1) State Vice President, and from each region either one (1) past state officer or a past President of a Local Chapter. In the event that any member of this committee shall become a candidate for President or State Vice President, or the campaign manager for any candidate, they shall immediately be deemed to have resigned from the Committee and shall be replaced by Presidential appointment. The Treasurer shall serve as an ex officio member of the Elections and Credentials Committee.
- (b) This Committee shall meet annually at the Annual Meeting of the Corporation on the day prior to the time set for election of officers.
- (c) The purpose of this Committee shall be to certify candidates for offices to be elected at the Annual Meeting who have complied with election rules herein set out and to conduct the election at the Annual Meeting. In addition, a member of this committee as appointed by the chairman shall conduct elections for regional and district directors as herein provided. The Elections and Credentials committee shall have the duty of developing, formulating and publishing regulations pertaining to the election rules. They shall have duty of interpreting and enforcing such rules of election including Policy & Bylaws of the North Carolina Jaycees concerning election rules.

E. Termination of Officers

1. Resignation

The written resignation of any officer of the Corporation shall be presented to the Executive Committee, and, upon approval and acceptance of the resignation by the Executive Committee, that office shall be considered vacant.

2. Removals

Any officer who is absent from two or more successive Executive Committee and Board of Directors Meetings without permission from the President may be requested by the President to present the reasons for the officer's repeated absence to the Executive Committee. After a hearing by the Executive Committee, the Executive Committee may, by a two thirds (2/3) vote of the members of that body present, declare the office vacant and initiate steps to fill said office according to the provisions of these Bylaws.

3. Removal of Officers by President

Any officer who is absent from three or more successive Executive Committee meetings, or who does not substantially comply with the duties of their office as specified in the policy and in these Bylaws, may be removed from office by written notice from the President, provided, however, that such officer may appeal to the Executive Committee for a review of their removal by requesting such review in writing not more than two weeks after the date of the President's notice of removal. The appeal shall be held at the next regularly scheduled or special meeting of the Executive Committee. During the pendency of the appeal, the officer who has filed the appeal shall continue in office and shall continue to have the duties and responsibilities of the office to which they were elected. The removal of said officer can be overturned only by a two-thirds (2/3) vote of the Executive Committee present and voting at said meeting. In the event that the appealing officer fails to obtain a favorable decision from the Executive Committee, said officer shall be deemed immediately removed from office.

Article XXI - Travel Allowances

A. Amounts

Officers may be paid travel allowances by the Corporation in such amounts as approved by the Board of Directors in conjunction with that body's approval of the proposed annual budget of the Corporation, not inconsistent with Federal or state law.

B. Presidential Travel to United States Junior Chamber Meetings

Travel costs for the President shall be paid from the National Meetings item of the annual budget for travel, housing, and registration for all required United States Junior Chamber Board of Directors Meetings. Travel costs for the Chairman of the Board shall be paid for their Year End Convention.

C. Executive Committee Registration

No member of the Executive Committee shall be charged a registration fee by a Local Chapter for registration at any membership or Board of Directors meeting of this Corporation, for which such Executive Committee member's attendance is required by these Bylaws, unless the Local Chapter is authorized to do so by the President of the Corporation.

Article XXII - Policy

A. Written Policy

Written policy for the implementation and carrying out of state projects, meetings, programs, and for application and further clarification of these Bylaws may be adopted by a majority vote of the members of the Executive Committee present at any meeting of that body; provided that copies of the policy are provided to each Local Chapter and that any changes to the policy are provided in writing to each Local Chapter within 15 days of approval of the change. Also, a copy of changes to policy shall be provided to each Executive Committee member at least 15 days preceding scheduled review.

B. Annual Review of Written Policy

On an annual basis, concurrent with the incoming State President's development of the State Plan and State Budget, the incoming State President shall review all policies and determine whether any Policies should be amended, supplemented, or deleted, and shall communicate their recommendations regarding the same to the Bylaws and Policies Committee for consideration.

C. Modification by Board of Directors

Any policy whatsoever adopted by the Executive Committee may be deleted, modified, changed or amended by a two thirds (2/3) vote of the members of the Board of Directors voting at any Regular or Special Meeting of the Board of Directors.

D. Resolutions

Appropriate resolutions may be adopted by the Executive Committee, the Board of Directors, or the Membership. To assist in this, there may be a Resolutions Committee, the chair of which shall be appointed by the President. Any resolutions so adopted shall not be in conflict with these Bylaws or any written policy adopted by the Executive Committee or the Board of Directors.

Article XXIII - Programming

A. Programming

Programs or projects may be adopted by the Executive Committee by a majority vote of those present in the meeting of that body; provided, however, that the Board of Directors may overrule or repeal, modify, change or amend any program or project so adopted by the Executive Committee upon a two thirds (2/3) vote of the Board of Directors at any meeting of the Board of Directors.

B. North Carolina Jaycee Foundation, Inc.

Any project carried out for charitable purposes by the Corporation may be conducted through the North Carolina Jaycee Foundation, Inc. The manner of how charitable projects shall be conducted shall be determined by the written policy of the Corporation.

Article XXIV - Dues

The dues of Local Chapters of this Corporation shall consist of the dues as established by the North Carolina Jaycees; the North Carolina Jaycees Memorial Foundation, Incorporated; the United States Junior Chamber; and Junior Chamber International, as set forth in the following paragraphs of this Article.

A. North Carolina Jaycees Dues

Each Local Chapter of this Corporation shall pay to the North Carolina Jaycees dues in the amount specified by majority vote of the membership, annually for each Individual Member. Notice of dues change shall be sent to each local chapter at least 15 days preceding scheduled vote.

B. North Carolina Jaycees Memorial Foundation, Incorporated, Dues

Of the annual dues paid to the North Carolina Jaycees, Inc., the sum of \$2.00 for each member shall be paid by said local chapter to the North Carolina Jaycee Memorial Foundation, Inc., said sum to be applied solely to the construction, maintenance, and operation of a State Headquarters building for the Corporation. The Board of the North Carolina Jaycees Memorial Foundation, Inc., at its discretion, may waive receipt of such payments.

C. United States Junior Chamber Dues

Each Local Chapter of this Corporation shall pay to the United States Junior Chamber dues in the amount specified by the United States Jaycees, annually for each Individual Member.

D. Junior Chamber International Dues

Each Local Chapter of this Corporation shall pay to Junior Chamber International dues in the amount specified by Junior Chamber International annually, for each Individual Member.

E. Payment

Each Local Chapter shall pay all dues as set forth above for each member at such time as the Individual Member is added to the membership of the United States Junior Chamber and thereafter annually as determined by the United States Junior Chamber. All dues shall be paid through the US Junior Chamber Membership Database.

F. Delinquency

All Local Chapter dues not paid as set forth above shall be delinquent. A Local Chapter shall lose all its rights, privileges and powers of membership if and when its dues are delinquent.

G. Delinquent Accounts

All delinquent accounts payable to the North Carolina Jaycees by Local Chapters shall be treated as delinquent dues.

Article XXV - Financing

A. Budget Approval

By the Winter Board of Directors Meeting, the Executive Committee shall present to the Board of Directors a proposed budget for the operation of the Corporation for that fiscal year. The proposed budget may be approved, modified or amended by a majority vote of those certified at said Board of Directors Meeting. Approval thereof shall be deemed authority for the officers to expend the budgeted funds.

B. Paying of Accounts

All accounts payable, having been approved by the President, shall be paid by a check of the Corporation upon the signature thereon of any two of the Treasurer, Assistant Treasurer, President, or Executive Director, provided, however, that in the event any expenditure of the Corporation of less than One Thousand Dollars (\$1,000.00), only the signature of one of the Treasurer, Asst. Treasurer, President, or Executive Director shall be required. A second signature shall not be required for membership dues checks in any amount payable to the United States Junior Chamber.

C. Unauthorized Contracts

No member of this Corporation shall contract or cause to be made in the name of this Corporation any debt or contract of any nature whatsoever, without first receiving proper authorization from the Board of Directors.

D. Emergency Fund

A restricted emergency fund shall be maintained with a minimum limit of \$15,000.00. This fund may be used by the Corporation in emergencies caused by war, a national emergency or a rapid or sudden decrease in membership. The Executive Committee may invade the corpus thereof by an affirmative vote of three fourths (3/4) of the members of the Executive Committee present at said meeting; provided, however, that the Executive Committee shall give ten (10) days notice in writing to the Board of Directors of its intentions to consider an invasion of the corpus of said fund, and members of the Board of Directors shall be allowed to appear and speak for or against the proposal to invade the corpus. The Board of Directors of the Corporation must ratify the decision of the Executive Committee by a three fourths (3/4) vote before any invasion of the corpus shall occur.

E. Bonding

The officers and employees of the Corporation who are charged with the responsibility of collecting and disbursing funds shall be bonded in an amount sufficient to protect the funds of this Corporation, but in no event less than \$25,000.00 per individual.

F. Fiscal Year

The fiscal year of this Corporation shall begin on January 1 and end on the following December 31.

G. Dissolution of Corporation

In case of dissolution or disorganization of this Corporation, any assets remaining after payment of all debts or obligations of the Corporation shall be turned over to the N.C. Jaycee Foundation, Inc. In the event of liquidation or dissolution of the Corporation, no member, director, or officer shall be entitled to any distribution or division of the remaining property of the Corporation or its proceeds, and the balance of all money on hand or received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the laws of the State of North Carolina and the United States, exclusively for the purposes set forth in the Articles of Incorporation and within the intent of Section 501 (c) (3) of the Internal Revenue Code.

Article XXVI - Headquarters and Employees

A. Headquarters and Employees

The President or their designee shall conduct official correspondence, preserve records, documents and communications, prepare records of all Board of Directors, Executive Committee and Membership Meetings; receive and deposit in a bank designated by the Executive Committee all monies paid to the Corporation and maintain a record of such deposits; upon direction by the Treasurer, issue and sign all checks in payment of all expenses as said expenses have been approved for payment by either the President or Treasurer; and perform any other duties necessary to the proper operation of the headquarters office or as directed by the President or as set forth in the Policies.

Article XXVII - Memorial Foundation

A. Purposes

1. Headquarters Building

The purpose of the Memorial Foundation (a nonprofit corporation) shall be to acquire real property and to construct, operate and maintain thereon a state headquarters building for the North Carolina Jaycees, Incorporated, utilizing to accomplish this, funds received through the North Carolina Jaycees, and to make same property available to the North Carolina Jaycees for the use of its staff, an office for the State President of the North Carolina Jaycees and a hall for meetings of the Executive Committee, Board of Directors, or other sub groups of the North Carolina Jaycees, along with the facilities to adequately carry out the functions of all the aforesaid persons.

2. Other Real Property

The Memorial Foundation may hold or own any other real property for and in the use of the North Carolina Jaycees, its members, programs or projects.

B. Contributions

The purpose of the Memorial Foundation shall be to receive contributions from all sources deemed appropriate to carry out the purposes hereinabove stated and to provide educational support and encouragement to any deserving person or organization.

C. Membership

The Articles of Incorporation and any amendments thereto, and the Bylaws of the Memorial Foundation shall require that membership in the Memorial Foundation shall be limited to a fixed number of trustees, all of whom shall be North Carolina Jaycees, except for any past presidents of the North Carolina Jaycees. The trustees shall include at all times at least two persons who have served as President of the North Carolina Jaycees. Trustees shall be elected by majority vote of Board of Directors of North Carolina Jaycees, Incorporated.

Article XXVIII - Conduct of Business During National Emergency

In case of national emergency, these Bylaws or any portion thereof, may be waived for emergency purposes, which emergency periods shall be predicated on the conditions affecting the security of the United States of America, and said declaration requesting suspension of all or any portion of these Bylaws shall be by a three-fourths (3/4) vote of the full voting strength of the Executive Committee recommending such suspension to either a general membership meeting or a Board of Directors meeting, and three-fourths (3/4) vote of the delegates present at a general membership or Board of Directors meeting.

Article XXIX - Copies of Bylaws

The President or their designee shall be required to provide a copy of these Bylaws, together with any amendments thereto and together with copies of the Bylaws of the North Carolina Jaycees Foundation, Inc., and the North Carolina Jaycees Memorial Foundation, Inc., to each member of the Executive Committee of the Corporation on or before March 1 of each year and, upon request, to the president of any Local Chapter.

Article XXX - Effective Date

These Bylaws shall be effective upon the date of adoption, if adopted by the membership of the Corporation, provided that all officers elected under the provisions of previously adopted Bylaws shall continue in office, bearing the titles under which they were elected, until their terms expire. Subject to the foregoing, all previous Bylaws are hereby repealed. All written policy heretofore adopted and in effect as of the date of adoption shall continue to be in full force and effect insofar as the same is not inconsistent with any provisions of these Bylaws.

Article XXXI - Amendments

These Bylaws or any portion thereof may be amended, modified or repealed by a two thirds (2/3) vote of the delegates present at any membership meeting of the Corporation, with or without recommendation of the Executive Committee; provided, however, that such amendment shall have been presented to the Secretary of the Corporation in writing and notice thereof has been transmitted to the President of every Local Chapter and to every member of the Board of Directors at least thirty (30) days prior to the time set for action thereon.

Article XXXII - Suspension of Bylaws

Any provisions or sections of these Bylaws relating to the functions, duties, or responsibilities of the Executive Committee or the Board of Directors or a meeting of the Executive Committee or Board of Directors may be temporarily suspended by a three-fourths (3/4) vote of the voting members of the Executive Committee or a two-thirds (2/3) vote of the Board of Directors.

Article XXXIII - Virtual Meetings, Virtual Voting

Virtual Meetings in lieu of in person meetings may be scheduled at the discretion of the President. Said virtual meetings will be treated like in person meetings for the purposes of conducting business.

In the event a chapter, for good and reasonable cause, cannot attend a scheduled in person meeting and wishes to attend said meeting by virtual means, the chapter will be entitled to all rights and privileges as if said chapter was attending the meeting in person, provided, however, that the chapter gave the President proper notice of its intent to attend the meeting virtually and received approval of the same. Such approval by the President will not be reasonably withheld. A chapter who intends to attend a meeting virtually must follow all pre-meeting procedures as enumerated in the Bylaws and Policy Manual.

Article XXXIV - Codification of Bylaws

The Bylaws and Policy Committee of the Corporation shall have the responsibility after the approval of any revisions, modifications, additions or amendments to the Bylaws to ensure the orderly codification of the Bylaw amendments adopted and their integration into the completed document in the appropriate place.

NORTH CAROLINA JAYCEES, INCORPORATED

Approved by the membership of the North Carolina Jaycees, Incorporated, on September 24, 2005, as amended by the membership on May 19, 2007, September 15, 2007, November 10, 2007, June 21, 2008, June 26, 2010, August 27, 2011, November 9, 2013, January 31, 2015, January 30, 2016, April 29, 2017, and August 29, 2020.

Amendments certified on the 29th day of August 2020.

/s/

Derek Mobley
State President, 2020
North Carolina Jaycees, Incorporated