

# Bylaws of the Wyoming Jaycees, Inc.

## ARTICLE I

### NAME, INSIGNIA AND CORPORATE SEAL

#### Section 1 - Name

The name of this corporation shall be Wyoming Jaycees, Inc.

#### Section 2 - Insignia

The official insignia of this corporation for all purposes, excepting the affixing to any papers or documents as the corporate seal, shall be as generally described in this section and more particularly as illustrated in Figure 1.

Figure 1

#### Section 3 - Corporate Seal

This corporation shall have a corporate seal as generally described in this section and more particularly as illustrated in Figure 2.

Figure 2

#### Section 4 - The Use of Name, Insignia, or Corporate Seal

No chapter or individual shall sell or derive monetary benefit from the sale of any item bearing or containing the name or insignia of the Wyoming Jaycees, Inc., without the express, written consent of the board of directors of this corporation. No chapter or individual, not a member of the board of directors and without the express authority of the board of directors, shall use or affix the corporate seal to any document or instrument.

#### Section 5 - Corporate Accounts

Any and all accounts set up at a bank or other financial institution for use by this corporation shall be specifically designated as a corporate account and shall list as the account name the Wyoming Jaycees, Inc.

## ARTICLE II

### AFFILIATION

#### Section 1 - Affiliation to United States Junior Chamber of Commerce (USJCC)

This corporation and its chapters and the individual members of each chapter shall hereby be affiliated with the United States Junior chamber of Commerce (USJCC) and the Jaycees International and shall be subject to the constitutions and bylaws of these organizations. The bylaws of the Wyoming Jaycees shall at all times conform to the bylaws of the United States Junior Chamber of Commerce (USJCC).

## ARTICLE III

### PURPOSE

## **Section 1 - General Purpose**

It shall be the purpose of this corporation to engage in such charitable and educational activities as will foster the growth and development of young persons throughout the State of Wyoming. It shall further be the purpose of this corporation to inculcate in the individual members a spirit of genuine Americanism and civic interest and to provide them with the opportunity for personal development and achievement and for the intelligent participation by young persons in the affairs of their community, state and nation.

## **Section 2 - Nonpartisan, Nonsectarian, Nondiscriminatory Corporation**

The corporation shall be a nonpartisan, nonsectarian corporation and shall abstain from public political affiliations or endorsement of candidates for public office. Membership in this corporation is open to and encouraged for all young men and women regardless of race and color.

## **Section 3 - Creed**

This corporation shall adopt the following as its Creed:

We Believe:

That faith in God gives meaning and purpose to human life;  
That the brotherhood of man transcends the sovereignty of nations;  
That economic justice can best be won by free men through free enterprise;  
That government should be of laws rather than of men;  
That earth's great treasure lies in human personality;  
And that service to humanity is the best work of life.

All meetings of this corporation shall either be opened or closed by the recital of this Jaycee Creed and shall have the pledge of allegiance and invocation included at the beginning of the meeting.

## **ARTICLE IV**

### **MEMBERSHIP**

#### **Section 1 - Local Chapters Generally**

Any young persons' organization within the State of Wyoming organized with purposes consistent with the bylaws of this corporation shall be eligible for affiliation and membership in this corporation as a local chapter subject to the requirements as hereinafter provided in these bylaws.

#### **Section 2 - Age**

All active members, officers, and directors of the chapter shall be between the age of 18 and 40, both inclusive. If any Individual Member shall exceed the applicable maximum age limit after the Individual Member's anniversary date, such members shall be deemed an Individual Member until said Member's next anniversary date; or, in the case of an Individual Member holding office in the Corporation, State Organization, or Local Chapter, until completion of such term of office. No Individual Member shall be permitted to hold any office if said member has already

exceeded the maximum age limit prior to commencement of the term of such office.

A. The eligibility for membership in the Local Chapter is limited to individuals who are within certain specified age limits. Said age limits shall be set by the Local Chapter consistent with the age limits set by the State Organization to which the Local Chapter is affiliated. In no event shall said age limits be less restrictive than a limit restricting membership to those individuals who are at least eighteen (18) years of age and no more than forty (40) years of age.

B. The eligibility for membership in the Local Chapter is limited to individuals who are within certain specified age limits. Said age limits shall be set by the Local Chapter consistent with the age limits set by the State Organization to which the Local Chapter is affiliated. In no event shall said age limits be less restrictive than a limit restricting membership to those individuals who are at least eighteen (18) years of age and no more than forty (40) years of age.

### **Section 3 - Application of Affiliation**

A. Applicants for affiliation as a local chapter shall file with the president of this corporation a written application for membership with notarized signatures of the applicant's president and extending chairman and including therein the following information:

1. Name and permanent mailing address of the applicant.
2. A statement of the purpose for which it is organized.
3. Names and addresses of its officers and board of directors or corresponding board of management.
4. The amount fixed dues or membership fees.

B. Such application shall be accompanied by the following:

1. A remittance in an amount equal to the sum required by the Wyoming Jaycees, Inc., and the United States Junior Chamber of Commerce (USJCC) computed on the basis of the initial individual membership and in accordance with Article VI.
2. A complete roster of the applicant's active membership showing a minimum number of twenty (20) individual members with their mailing addresses, home and business phone numbers, identification numbers, dates of birth and genders.
3. A copy of the applicant's bylaws which shall not contain provisions contradictory to the bylaws of this corporation and which must include the following provisions:
  - a. The following affiliation clause: "This organization shall be and hereby is affiliated with the Wyoming Jaycees, Inc., The United States Junior Chamber of Commerce (USJCC), and the Junior Chamber International and is subject to the constitution and bylaws of each of these bodies insofar as they affect and prescribe the purpose and functions of local chapters."
  - b. That the annual election of officers and directors shall take place between September 1 and November 30 of each year and that such officers and directors shall take office no later than January 1 of the following calendar year.
4. The sworn certification of the applicant's president and secretary that the applicant's articles of incorporation have been presented to and filed with the Secretary of State of the State of Wyoming for approval. Upon receipt of the

Secretary of State's approval of the applicant's article of incorporation, the applicant shall file one copy of said articles of incorporation with the legal counsel of this corporation.

C. The president of this corporation, upon finding that the applicant has met the requirements stated herein, shall accept such application and notify the applicant and the Wyoming Jaycees of the action. The acceptance of any application for affiliation may be subject to additional requirements of the United States Junior Chamber of Commerce (USJCC) and such requirements must be met prior to the president of this corporation accepting the application for affiliation with the Wyoming Jaycees. The failure of the president to accept an application shall be subject to the review of the executive committee of the Wyoming Jaycees.

D. If the application is accepted, a charter of membership shall be issued and presented to the applicant by an authorized representative of this corporation. If the application is rejected, the applicant's remittance shall be returned forthwith accompanied by a written explanation of the reason for rejection.

E. A local chapter shall not change or amend its bylaws, constitution, or articles of incorporation in such a manner that will be inconsistent with any requirements of affiliation.

F. When the application of a new local chapter is approved and accepted, the local chapter and the individual members thereof immediately become fully paid, qualified members and entitled to all privileges granted with such status.

G. A local chapter shall at all times maintain a charter from the Wyoming Jaycees within those geographic boundaries wherein it was originally located.

H. The Bylaws, Constitution, and Articles of Incorporation of a Local Chapter shall not be inconsistent with the provisions of this bylaw. No Local Chapter Member shall change or amend its bylaws, constitution or articles of incorporation in such manner as to be inconsistent with the provisions of these Bylaws.

#### **Section 4 - Classes of Members**

Membership in this corporation may include seven classes as follows:

- a. A local chapter
- b. Individual Member
- c. Sustaining Member
- d. Sponsor
- e. Life Members
- f. Honorary Member

#### **Section 5 - Individual Members**

Individual Membership in this corporation and its local chapters, for the purposes of determining voting privileges and eligibility to hold office in any chapter for this corporation, shall be defined as being restricted to young persons of good character eligible to be Jaycees, who shall have been sponsored by another member of a chapter in good standing and whose dues are paid.

#### **Section 6 - Sustaining Member**

All persons of good character eligible to be a Jaycee, and all firms, associations, and other organizations which shall have been sponsored by a member of a chapter in good standing shall have been approved for membership by a majority of the board of directors of the chapter and who has contributed an amount equal to or greater than the current amount of state dues, but not less than \$100.00 to the Wyoming Jaycees may have conferred upon them by the president of the Wyoming Jaycees the title of Sustaining Member. Sustaining Members shall not be allowed to vote or hold office in this corporation or in any local chapter.

### **Section 7 - Sponsor**

All persons of good character eligible to be a Jaycee, and all firms, associations, and other organizations which shall have been sponsored by a member of the chapter in good standing shall have been approved for membership by a majority of the board of directors of the chapter and who has contributed to the Wyoming Jaycees an amount equal to or greater than \$100.00 may have conferred upon them by the president of the Wyoming Jaycees the title of Sponsor. Sponsors shall not be allowed to vote or hold office in this corporation or in any local chapter.

### **Section 8 - Life Members**

Past presidents of the Wyoming Jaycees who have faithfully fulfilled the duties of their office shall be granted life membership in the Wyoming Jaycees, conferred upon them by the president of the Wyoming Jaycees. The Wyoming Jaycees will pay the amount of current state and national dues for these persons until such time as the Jaycee is no longer eligible to be an active member. They shall not vote or hold office in this corporation unless otherwise qualified.

### **Section 9 - Honorary Members**

Honorary Memberships in this corporation may be conferred on any deserving person by two-thirds vote by the board of directors. Honorary Members may not vote in this corporation or hold office except in honorary capacity unless otherwise qualified.

### **Section 10 – State Organization**

A. Local Chapters affiliated with the Corporation which are located within the geographical boundaries of a state and which collectively have at least one hundred (100) Individual Members shall be eligible to join together for affiliation with the Corporation as a State Organization.

1. A State Organization consisting of at least three hundred and fifty (350) Individual Members will be considered a State Organization. In this capacity, in order to have voting privileges, the State Organization must either consist of a minimum of ten (10) chapters or have a minimum of three hundred and fifty (350) members.

2. A State Organization consisting of at least two hundred and fifty (250) to three hundred and forty-nine (349) Individual Members will be considered a Developing State Organization.

3. A State Organization consisting of one hundred (100) to two hundred and forty-nine (249) Individual Members will be considered a National Affiliation Organization.

B. If a State Organization falls below three hundred and fifty (350) Individual Members, the Corporation's Board of Directors shall have the authority, through majority vote, to designate the State Organization as a Developing State Organization. A Developing State Organization may be returned to full state Organization status by the

Corporation's Board of Directors, by Majority vote, at any Board of Directors meeting. If a State Organization falls under two hundred and fifty (250) Individual Members, the State Organization becomes a National Affiliation Organization. If a National Affiliation Organization increases the number of its Individual Members to at least two hundred and fifty (250) Individual Members, that National Affiliation Organization may be elevated to a Developing State

Organization by the Corporation's Board of Directors, by Majority vote, at any Board of Directors meeting.

## **ARTICLE V**

### **TERMINATION OF MEMBERSHIP**

#### **Section 1 - Minimum Local Chapter Membership**

Each local chapter shall be required as a condition of continued affiliation with this corporation to maintain membership of not less than twenty (20) Individual Members. The charter of a local chapter failing to meet this minimum membership standard for three consecutive months, as evidenced by its roster maintained in the records of this corporation, shall be revoked.

#### **Section 2 - Delinquent Accounts**

Any local chapter having dues or accounts with the Wyoming Jaycees unpaid at the time same are due shall be deemed delinquent and deemed "not in good standing", subject to suspension of all services and entitled to none of the rights and privileges of a member until such dues are paid. Upon written request of the president or of the delinquent local chapter and the state president, services shall be continued for a period of three months after the delinquency date provided, however, that such continuance of services pursuant to request shall be not construed to include voting rights. If such delinquent accounts remain unpaid for six months, such local chapter shall forfeit its charter and its membership in this organization.

In the event of such forfeiture, it shall be necessary for such local chapter to make new application for affiliation and membership subject to all conditions imposed upon a new applicant and to pay past due charges.

#### **Section 3 - Submission of Dues**

All local chapters shall report to Wyoming Jaycees all members and dues solicited and collected in the name of the Wyoming Jaycees, the United States Junior Chamber of Commerce (USJCC), and the Junior Chamber International. Local chapters failing to submit such members, and dues on the next monthly dues billing following such collection shall be subject to action on delinquent accounts and termination. Alternatively, after efforts by the state president and appropriate regional director to collect such delinquent dues and after a 30-day formal notice signed by the state president and regional director of their intentions to seek termination of the local chapter, proceedings for terminating the delinquent local chapters' charter may be brought as provided in Article V Section 4 below.

#### **Section 4 - Termination**

The membership of any local chapter may be terminated by a three-fourths affirmative vote of the voting members at any state board of directors meeting provided that three-fourths vote of said voting members has first found that the continued membership of the local chapter is prejudicial to the best interest of the Wyoming Jaycees and provided further that the local chapter in question has had the opportunity upon

written notice of at least 30 days to show that just cause exists for not terminating said membership. Any dues paid for the current year shall be forfeited upon termination.

#### **Section 5 - Use of Name**

Non-Affiliation with the Wyoming Jaycees, Inc. constitutes a waiver of all rights to the name of Jaycees and Junior Chamber of Commerce. Should the chapter cease to be chartered, the name Jaycees shall not be used in the community.

## **ARTICLE VI**

### **DUES**

#### **Section 1 - Annual Dues**

Annual dues payable by each local chapter of this corporation shall be \$14.50 multiplied by the number of Individual Members of the local chapter on the date the dues are due and payable to this corporation, in addition to any dues that are due and payable to the United States Junior Chamber of Commerce (USJCC) and the Junior Chamber International on an individual basis as prescribed by the United States Junior Chamber of Commerce (USJCC) and the Junior Chamber International.

#### **Section 2 - Dues**

All annual dues shall be paid in monthly installments equal in amount to the amount solicited and collected from new and renewing Individual Members in the next current month.

#### **Section 3 - Local Chapter Assessment**

The Wyoming Jaycees shall not make any assessments against local chapters without 30 days written notice of such assessment having been given the local chapter.

#### **Section 4 - Dues to the United States Junior Chamber of Commerce**

That portion of the dues collected for Individual Members of the local chapter each month that is designated as dues to the United States Junior Chamber of Commerce shall be due and payable to the United States Junior Chamber of Commerce on or before the dates specified by the United States Junior Chamber of Commerce. Failure to comply in a timely manner may result in action being taken against the offending officer(s) of this corporation in pursuant to Article XIV of these bylaws.

#### **Section 5 – Charter Membership**

A remittance covering the Charter fee of two hundred and fifty dollars (\$250) to the Corporation plus the new Individual Member administrative fee of fifteen dollars (\$15) per Charter Member. The State Organization may assess a fee not to exceed ten dollars (\$10) per Charter Member. During the first six (6) billing cycles, such Local Chapter shall be identified as a Charter Member.

## **ARTICLE VII**

### **GOVERNING BODY**

#### **Section 1 - General Enablization**

The authority to govern this corporation shall be vested in the board of directors and executive committee with such powers, duties, and authority as is expressed or reasonably applies in this article or elsewhere in these bylaws.

#### **Section 2 - Composition of Board of Directors**

The Board of Directors of the State Organization shall be comprised of Individual Members elected or appointed by Local Chapters affiliated with said State Organization from their respective membership.

The board of directors of this corporation shall consist of the executive committee and the local presidents of each chapter or the local president's authorized representative. Any representative of a local president must have a letter from the local president stating that he or she is to represent that chapter at the board of directors meeting.

### **Section 3 - Composition of Executive Committee**

The executive committee of this corporation shall consist of the immediate past president, the president, the individual development vice president, the community development vice president, the management development and training vice president, the membership development vice president, the regional directors, the district directors, the executive vice president, the administrative vice president, the secretary, the treasurer, the parliamentarian, the legal counsel, and the chaplain. The president shall appoint from these a sergeant at arms to verify the credentials of the voting members at the board of directors and executive committee meetings.

### **Section 4 - Powers of Board of Directors**

The board of directors may exercise all such powers of the corporation and perform any necessary acts as are not prohibited by statute or by the articles of incorporation.

### **Section 5 - Board of Directors Meetings**

The board of directors shall meet at least three times annually during the time of the annual and membership meetings and at such other times as required in these bylaws or at any special sessions held pursuant to these bylaws.

### **Section 6 - Executive Committee Meetings**

The executive committee shall meet at least three times annually and at such times deemed necessary by the president or as required elsewhere in these bylaws or in special sessions held pursuant to these bylaws. Notice shall be given by mail at least ten days prior to any such meeting provided that two-thirds of the executive committee may waive such notice requirement if all members of the executive committee have otherwise been noticed of said meeting. Any member of the executive committee who votes against waiving the notice requirement or who does not attend said meeting shall not be bound by or liable for any action taken during said meeting.

### **Section 7 - Interim Management**

During the intervals between the meetings of the board of directors, the executive committee shall possess and may exercise all of the powers of the board of directors in the management and direction of all the business and affairs of the corporation in such a manner as the executive committee shall deem best for the interest of the corporation. Any such exercise shall be reported to the board of directors at their next following meeting.

### **Section 8 - Submission of Question by Mail**

The president may submit a question for determination by the executive committee to the members of the executive committee by certified mail. Any action taken by the executive committee in accordance with the provisions of this section shall be effective as though taken at a regular meeting or special session provided that a majority of those members responding shall have voted in the affirmative and provided further that the total number of members responding represent at least a majority of the executive committee and provided that written notice of such action is sent to the local chapter presidents and secretaries within seven days of such action. The vote shall be recorded from the number of the responses received by the president on the 15th day following the mailing of the question.

### **Section 9 - Quorum of the Governing Body**

The definition of a quorum for the board of directors is more than fifty percent of the eligible voting members of the board of directors.

The definition of a quorum for the executive committee is more than fifty percent of the members of the executive committee.

## **ARTICLE VIII**

### **ANNUAL AND MEMBERSHIP MEETINGS**

#### **Section 1 - State Convention**

An annual meeting of the corporation, which shall be known as the state convention, shall be held by this corporation during the second, third or fourth full weekend during the month of January of each year.

A. The dates and location of such meeting shall be announced by the state president with the advice of the host chapter before October 15 of each year.

B. Notice of the dates and location of such meetings shall be given to all chapter presidents before October 31 of each year.

C. The business that shall be conducted at the state convention shall include the installation of the executive committee and board of directors. All other business and programming as prescribed elsewhere in these bylaws and as determined by the board of directors and the chapters shall be conducted at the annual meeting.

#### **Section 2 - Other Trimester Meetings**

Membership meetings shall be held during the second or third full weekend in May and the second or third full weekend in September. These membership meetings shall also be known respectively as spring board and fall board.

A. The dates and location of such meetings shall be set by the president of this corporation with the advice of the host chapter of each meeting.

B. Notice of the dates and location of each meeting shall be given to all chapter presidents at least 30 days prior to each meeting.

#### **Section 3 - Meeting Locations**

The dates and location of the annual meeting shall be selected by the voting delegates at the annual meeting preceding the annual meeting under consideration. Chapters desiring to host the annual meeting, shall submit bids in the form and style prescribed by Article X of these bylaws. If no bid is presented for a particular meeting, the executive committee shall have the authority to set the site and make all arrangements in coordination with the chapter in the city where the meeting shall be held.

The dates and location of the membership meeting shall be selected by the voting delegates at the previous year's trimester meeting corresponding with the trimester meeting being left for bid. (Spring board at previous year's spring board, etc.) Chapters desiring to host the above-mentioned meetings, shall submit bids in the form and style prescribed by Article X of these bylaws. If no bid is presented for a particular meeting, the executive committee shall have the authority to set the site and make all arrangements in coordination with the chapter in the city where the meeting shall be held.

#### **Section 4 - Special Meetings**

The president may call a special membership meeting of the membership on any weekend. The president shall call a membership meeting upon written application of at least one-third of the executive committee or one-half of the local chapter presidents. Notice of the time and place of all special membership meetings and the business to be transacted shall be given to the president of all the chapters at least 15 days before the meeting. No business shall be transacted other than as specified in the notice.

## **ARTICLE IX**

### **NATIONAL CONVENTION**

#### **Section 1 - Onto Fund**

There shall be established an "onto" national convention fund. Such fund shall be used in accordance with the Chairman's Planning Guide approved by the board of directors. The onto chairman shall make a detailed financial condition report quarterly and within 30 days after the national convention to the board of directors.

#### **Section 2 - Delegation of Duties**

The outgoing president will be in charge of the Wyoming delegation to the national convention and in this capacity may delegate various responsibilities to any active member of the delegation. The President may assign officers and members forums and meetings and may request them to report back to the executive committee. In the event the outgoing president is absent, the incoming president shall assume the duties.

#### **Section 3 - Delegation Votes**

No candidate can be voted on and no official vote taken unless at least 50 percent of the delegates are present at the meeting of the delegation. The delegation shall determine at its first meeting whether it shall be governed by a unit rule. Such determination must be approved by unanimous ballot of all delegates present at the meeting.

## **ARTICLE X**

### **CONVENTION BIDS**

#### **Section 1 - Bids Generally**

This corporation's annual meeting, spring board, and fall board, seminars, and other events of this corporation designated by the board of directors shall be awarded on a bid basis in accordance with the procedure provided in this article.

#### **Section 2 - Bid Contract**

Each bidding chapter must assign a bid contract in the form provided in Exhibit A for convention bids or Exhibit B for event bids. The bid contract must be filled out properly before action can be taken. All bids shall be received at least 7 days prior to the convention at which the bid will be awarded.

## **ARTICLE XI**

### **VOTING PROCEDURE**

#### **Section 1 - Delegate Qualifications**

Each chapter of this organization shall be represented at all membership and annual meetings by the number of voting delegates in accordance with the provisions of Section 2 of this article.

- A. Each delegate must be an active member of the local chapter he represents.
- B. Each delegate shall have one vote. No fractional votes will be permitted.
- C. Each delegate must be registered with the credentials committee, shall have paid the head tax as provided in Section 5 of this article, and shall have paid any required fees as are otherwise prescribed by these bylaws or the policies.
- D. Each delegate shall be present and on the floor at the time any vote is taken in order to vote.
- E. Nothing in this section shall be construed to prohibit changing or substitution of delegates provided that any changes or substitutions be registered with the Credentials Committee.
- F. Only those Local Chapters/Members who are in good standing shall have the right to vote.

### **Section 2 - Delegate Allotment**

The number of voting delegates allotted to each chapter shall be determined by the number of active members listed on the most recent official roster of this corporation and determined by the following schedule:

Number of Active Members    Number of Delegates

25 and below    4

26 through 37    5

38 through 50    6

51 through 75    7

76 through 125    8

126 through 200    9

201 and more    10

### **Section 3 - Proxy Votes**

Written proxy votes, in accordance with local chapter bylaws, shall be accepted.

### **Section 4 - Head Tax**

A two dollar head tax from each member registered at all state meetings shall be collected and paid to the Wyoming Jaycees for the onto national fund. All head tax monies collected must be paid in full by the hosting chapter before their delegation will be allowed to vote at any meetings, seminars, or other events of this corporation.

### **Section 5 - Credentials Report**

It shall be the responsibility of the hosting chapter president or his or her designated representatives to furnish the credentials committee with a list of all delegates who have paid the head tax. This list shall be compared to the list of certified voting delegates and alternates which shall be provided by each local chapter president or his or her designated representatives to the credentials committee. A head count of each chapter shall be taken by the credentials committee in order to determine the number of delegates in attendance. The credentials committee shall give its report at the opening of the business session. The credentials committee for the annual meeting, spring board, and fall board shall be comprised of the legal counsel, the parliamentarian, the treasurer, or their representatives.

### **Section 6 - Alcoholic Beverages**

No alcoholic beverages shall be consumed or allowed at or during a business session or membership meeting or board of directors meeting of this corporation.

### **Section 7 - Voting Order**

The order of chapter roll call votes shall be alphabetically unless otherwise ordered by the executive committee, except in voting for officers which shall be determined by draw.

### **Section 8 - The Election Committee**

The election committee as appointed by the president pursuant to Article XVI or most senior officer shall keep or cause to be kept a record of all votes cast so that the general membership can see the vote. The elections committee shall permit only those delegates in good standing to vote whose names appear on the certified delegates list prepared by the credentials committee.

### **Section 9 - Delegate Poll**

A poll of delegates of any local chapter will be taken at the request of any delegate from that chapter.

### **Section 10 - Quorum**

In order for any business to be transacted, at least 25 percent of the total possible voting delegates representing at least 50 percent of the local chapters shall be present at the meeting of this corporation.

### **Section 11 - Robert's Rules Adopted**

Robert's Rules of Order, Revised, shall govern the proceedings at all meetings except as otherwise provided by these bylaws.

## **ARTICLE XII**

### **ELECTIONS**

#### **Section 1 - Time**

Elections shall be conducted at the general membership meeting of the fall board for all elective offices with the exception of the election for district directors and regional directors, which shall be conducted at each regional or district meeting to be held in August or September of each year.

#### **Section 2 - Nominations**

The election for each office excepting district directors and regional directors shall commence when the president shall call for nominations from the floor for the particular office in question and all nominations shall be accepted if the nominee meets the qualifications for the particular office. Each nominee for president shall be allowed five minutes for the seconding speech. Each nominee for vice president shall be allowed three minutes for the seconding speech. When no further nominations are forthcoming, the president shall declare the nominations closed and shall direct the voting delegates to cast one vote for any for each office. The first nominee receiving the majority of votes of the voting delegates shall be declared elected. The officers shall be elected in the following order: the president, the individual development vice president, the community development vice president, the management development and training vice president and the membership development vice president.

### **Section 3 - Insufficient Nominations**

In the event there shall be insufficient nominations to fill all positions for which elections are to be held, the current state board of directors shall be empowered to nominate candidates to fill the slate.

### **Section 4 - District Directors and Regional Directors**

The Wyoming Jaycees regional and district directors shall be nominated and elected at regional and/or district meetings to be held in August or September prior to the fall board. They shall be nominated and elected at such meetings in the same manner as prescribed for the other officers in this article. The Wyoming Jaycees district directors shall be nominated and elected at regional or district meetings in the same manner as prescribed for the other officers in this article. Each chapter in the region or district shall have the same number of votes as prescribed for the election of officers in Article XI, Section 2 of these bylaws. A Wyoming Jaycee regional director and Wyoming Jaycee district director shall be deemed a duly elected officer of this corporation signed by at least fifty percent (50%) of the local presidents of that region or district.

At the recommendation of the corporation's president, and upon the approval of the executive committee, the regions and districts comprising the Wyoming Jaycees may be altered so as to better serve the corporation's individual members and local chapters. Such alterations may increase or decrease the number of chapters in any region or district. The alterations must be proposed no later than the winter board meeting of the year preceding the year for which the alterations shall take effect. Written notice of any proposed changes must be given to the board of directors and all local chapters at their mailing addresses of record at least 30 days prior to any meeting at which such changes are proposed to be approved.

## **ARTICLE XIII**

### **OFFICERS**

#### **Section 1 - Officers**

This corporation shall have the following officers elected or appointed as prescribed in this article: The president, the immediate past president who shall be known as the chairman of the board, the individual development vice president, the community development vice president, the management development and training vice president, the membership development vice president, Wyoming Jaycees regional directors, Wyoming Jaycees district directors, the secretary, the treasurer, the legal counsel, the parliamentarian, the executive vice president, the administrative vice president, and the chaplain.

#### **Section 2 - Installation of Officers**

This corporation shall install the duly elected state officers at a ceremony during the annual meeting. These duly elected state officers shall assume all the powers, authorities, and responsibilities of their respective offices effective January 1 of the new fiscal year.

### **Section 3 - Appointive Officers**

The appointive officers shall serve at the pleasure of the president and the board of directors and are as follows: the secretary, the treasurer, the legal counsel, the parliamentarian, the executive vice president, the administrative vice president and the chaplain.

### **Section 4 - President**

The president of this corporation shall:

- A. be an active member of a local chapter of this corporation.
- B. have served or be serving as an elected officer of a local chapter.
- C. have submitted to the treasurer of this corporation a filing fee in the sum of \$50, or such sum as may be from time to time required by the United States Junior Chamber of Commerce (USJCC), to be returned in the event he or she is not elected.
- D. preside at all annual and membership meetings and decide all points of order.
- E. represent this corporation as a director of the United States Junior Chamber of Commerce (USJCC).
- F. be the chief administrative officer of this corporation and as such shall supervise the corporation's affairs.
- G. have the authority to sign checks on the accounts of this corporation as authorized or required by the board of directors and shall be bonded in the penal sum of \$2,000.
- H. appoint the executive and administrative vice presidents, the secretary, the treasurer, the parliamentarian, the legal counsel, and the chaplain.
- I. attend all meetings of the United States Junior Chamber of Commerce (USJCC).
- J. appoint all committees of this corporation.
- K. designate the headquarters of this corporation.
- L. strive to establish and maintain a liaison and good relations between the Wyoming Jaycees and the governmental bodies and the citizens of the State of Wyoming.
- M. be responsible for maintaining the Wyoming Jaycees status as a corporation.

### **Section 5 - Chairman of the Board**

The chairman of the board of this corporation shall:

- A. be immediate past president of this corporation.
- B. be a member of this corporation.
- C. preside at all meetings of the board of directors and executive committee and decide all points of order at said meetings.

D. be acting president during the absence or disability and assumes presidency when a vacancy exists for such time until the vacancy is filled as described in these bylaws.

### **Section 6 - Individual Development Vice President**

The individual development vice president of this corporation shall:

A. be an active member of a local chapter and shall have served or be serving as an elected officer of a local chapter.

B. have submitted to the treasurer of this corporation a filing fee in the sum of \$50.00 to be returned to him or her in the event he or she is not elected.

C. be responsible for the individual development affairs of this corporation and for the special standing committees of the corporation relating thereto.

D. assist the chairmen of the individual development programs.

### **Section 7 - Community Development Vice President**

A. be an active member of a local chapter and shall have served or be serving as an elected officer of a local chapter.

B. have submitted to the treasurer of this corporation a filing fee in the sum of \$50.00 to be returned to him or her in the event he or she is not elected.

C. be responsible for the community development affairs of this corporation and for the special standing committees of the corporation relating thereto.

D. assist the chairmen of the community development programs.

### **Section 8 - Management Development and Training Vice President**

A. be an active member of a local chapter and shall have served or be serving as an elected officer of a local chapter.

B. have submitted to the treasurer of this corporation a filing fee in the sum of \$50.00 to be returned to him or her in the event he or she is not elected.

C. be responsible for the management development and training affairs of this corporation and for the special standing committees of the corporation relating thereto.

D. assist the chairmen of the management development programs.

### **Section 9 - Membership Development Vice President**

A. be an active member of a local chapter and shall have served or be serving as an elected officer of a local chapter.

B. have submitted to the treasurer of this corporation a filing fee in the sum of \$50.00 to be returned to him or her in the event he or she is not elected.

C. be responsible for the membership development affairs of this corporation and for the special standing committees of the corporation relating thereto.

D. assist the chairmen of the membership development programs.

### **Section 10 - Regional Director**

There shall be one Wyoming Jaycee regional director for each region, defined in Article XII, Section 4A, elected and certified as provided in these bylaws. The regional director shall:

- A. be an active member of a local chapter.
- B. be responsible for the welfare of local chapters within the region from which each was elected.
- C. be responsible for specific phases of the corporation's affairs assigned by the president.

### **Section 11 - District Director**

There shall be one Wyoming Jaycees district director for each of the districts defined in Article XII, Section 4B, elected and certified as provided in these bylaws. The district directors shall:

- A. be an active member of a local chapter.
- B. be responsible for the welfare of local chapters within the district from which each was elected.
- C. be responsible for specific phases of the corporation's affairs assigned by the president.

### **Section 12 - Executive and Administrative Vice Presidents**

The executive and administrative vice presidents shall be local members appointed by the president with the advice and consent of the board of directors and shall assist and advise the president.

### **Section 13 - Secretary**

The secretary shall be a local member appointed by the president with the advice and consent of the board of directors and shall:

- A. give notice of all meetings and shall keep a permanent record of the minutes of all meetings.
- B. mail a copy of all such minutes to the members of the board of directors thirty days prior to the next following meeting.
- C. assist the president in handling all correspondence and inquiries and shall perform such other duties as shall be assigned by the president.

### **Section 14 - Treasurer**

The treasurer shall be a local member appointed by the president with the advice and consent of the board of directors and shall:

- A. keep the financial records of the corporation in accordance with accepted accounting practices.

B. preserve the financial records of the corporation from the four prior administrations and shall hand over said records along with the financial records of the current fiscal year to the newly elected president as soon as practicable following the installation of the new administration, but no later than the annual meeting of the fiscal year ending.

C. be custodian of all corporate funds.

D. have the authority to sign checks and make disbursement of funds as authorized or required by the board of directors.

E. present a detailed report of the financial condition of the corporation at the annual meeting and at any other time required by the president or board of directors.

F. be bonded in the penal sum of \$2,000.

G. prepare and file any such returns and reports pertaining to the financial activities, conditions, and records of the corporation as may be required by the State of Wyoming and the United States Junior Chamber of Commerce (USJCC). This duty shall include, but not limited to:

1. Preparing and filing an annual corporate report with the Secretary of State of the State of Wyoming on or before January 1. Copies of said report in the form filed shall be given to the president and legal counsel.

2. Preparing and filing Form 990 with the Internal Revenue Service on or before the 15th day of the 5th month after the end of the corporation's accounting period or at such time as required by the Internal Revenue Service employing the corporation's accounting period or as such time as required by the Internal Revenue Service employing the corporation's IRC501c tax exemption number 836006994N. Copies of said complete form shall be given to the president and legal counsel.

## **Section 15 - Parliamentarian**

The parliamentarian shall be a local member appointed by the president with the advice and consent of the board of directors and shall advise the presiding officer in the matters of parliamentary procedure at all membership, executive committee, and board of directors meetings.

## **Section 16 - Legal Counsel**

The legal counsel shall be a local member appointed by the president with the advice and consent of the board of directors and shall:

A. advise the president and the members of the executive committee of this corporation in all legal matters pertaining to the corporation.

B. share responsibility with the president for filing, recording, registering, and maintaining in current status any and such statements of certification and incorporation as may be required by the State of Wyoming and the United States and for taking any other steps necessary to preserve the rights of this corporation. This responsibility shall include, but not limited to:

1. Preparing and filing by certified mail a statement of change of registered office and registered agent with the Secretary of State of the State of Wyoming on or before the 30th day following the installation of the newly elected president.

C. give notice to all proposed amendments to these bylaws pursuant to Article XIX.

## **Section 17 - Chaplain**

The chaplain shall be a local member appointed by the president with the advice and consent of the board of directors and shall supervise all spiritual development programs adopted by the corporation.

## **Section 18 - Indemnification of Officers**

Every officer or director of this corporation shall be indemnified by the corporation against all expenses and liabilities including attorneys fees reasonably incurred or imposed upon in connection with any proceeding to which he or she may become involved by reason of his or her being or having been an officer of the corporation. Liabilities of an officer adjudged guilty of willful misconduct shall not be indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

## **Section 19 - Term of Office**

All officers elected and appointed to the Wyoming Jaycees executive committee shall serve a term of one (1) year, from January 1 through December 31.

# **ARTICLE XIV**

## **REMOVAL FROM OFFICE**

### **Section 1 - Procedure**

Any officer or director may be removed from office as a result or failure to fulfill the duties of said office or for conduct detrimental to the best interests of the organization. Said removal must follow the following procedures:

- A. A petition stating a charge shall be filed with the secretary and signed by two thirds of the board of directors or by two thirds of the presidents of the local chapters.
- B. The secretary shall notify each member of the board of directors at least 10 days before the question will be placed on a meeting agenda.
- C. Said officer or director shall be permitted written notice of the charge 10 days before the question is to be place on a meeting agenda.
- D. The petitioners shall present their case first. Said officer or director shall be heard second and the vote shall be taken. Two thirds vote of the executive committee and the local presidents shall be necessary to remove said officer or director from office.

### **Section 2 - Alternative Procedure**

Should said officer be the secretary, the treasurer shall receive and distribute the petition. Should said officer be the president, the chairman of the board shall preside during the removal proceedings. No removal proceedings shall be based more than once on the same evidence.

# **ARTICLE XV**

## **VACANCIES**

### **Section 1 - Elective Positions**

Should a vacancy occur in any elective office of this corporation excepting that of the president, the executive committee shall by majority vote select an active member of this corporation to fill the vacancy for the unexpired term of that office subject to ratification by majority vote of the board of directors.

## **Section 2 - President**

Should the office of president become vacant, the chairman of the board shall assume the powers and duties of that office until the vacancy is filled. The executive committee shall convene within 30 days for the purpose of electing an active member of this corporation to serve as president during the unexpired term of office.

A. The chairman of the board shall designate the time and place of such meeting subject to the provisions of this section.

B. The first person receiving the majority vote of the executive committee shall be deemed elected subject to ratification by majority vote of the board of directors at the next meeting of such body.

C. Should the chairman of the board be unable to perform the duties set forth in this Article, such duties shall fall upon the next highest elected officer of this corporation as determined by the voting order specified in Article XIII Section 1 of these bylaws.

## **ARTICLE XVI**

### **COMMITTEES**

#### **Section 1 - Presidential Appointment**

The president shall appoint such committees as are from time to time deemed necessary for the efficient functioning of this corporation.

## **ARTICLE XVII**

### **SOLICITING**

#### **Section 1 - Consent Required**

The Wyoming Jaycees or any local chapter shall not be allowed to go into a city or town for the purpose of soliciting money without the consent of the local chapter of that city or town, and if a company has several offices throughout the state, the Wyoming Jaycees must contact the local chapter in that city or town which the company has its headquarters before soliciting that company.

## **ARTICLE XVIII**

### **POLICIES**

#### **Section 1 - Policies**

In addition to the articles of incorporation and the bylaws, this corporation shall be governed by such policy as may be adopted from time to time by the board of directors or voting members of the corporation. Such written policy shall be interpretive or implementative of these bylaws without expanding the scope of the bylaws, shall state the rules pertaining to the adoption of programs, duties of officers and directors, and other matters of concern to the organization provided that no policy shall be adopted that is inconsistent or in conflict with these bylaws.

## **Section 2 - Amending, Revising, Modifying or Adopting Policies**

Approval of policies or their substitute will occur at the first board of directors meeting or general membership meeting of the then newly elected and appointed state officers or at any other meeting of the board of directors or general membership. The policies of this corporation may be amended, revised, modified or adopted in the following manner:

- A. By two-thirds vote of the accredited delegates voting in convention assemblies.
- B. By two-thirds vote of the members of the board of directors.

## **Section 3 - Period in Force and Reenactment**

Policies of this corporation shall be in force for a period of time concurrent with the then existing administration. Reenactment of passage of policies of this corporation or their substitute shall occur with each new administration. Policies which are not reenacted shall be deemed void and ineffective, provided,

however, that nothing herein shall be construed to prohibit the reenactment of all policies in force during the next previous administration through a single motion and vote.

## **ARTICLE XIX**

### **AMENDMENT**

#### **Section 1 - Notice**

Any proposed amendment, revision, modification, or addition to these bylaws must be submitted in writing to the legal counsel of this corporation for proper wording and notice. Such submission shall include the names, offices and/or chapters of all sponsoring individuals and a brief statement of the purpose intended by such amendment, revision, modification or addition. Such submission shall be made sixty (60) days prior to notice given under this section so as to allow the legal counsel sufficient time for review, preparation and notice. Said notice of proposed action shall be given in writing to the board of directors and all local chapters at their mailing address of record at least 30 days prior to any meeting at which such action is proposed to be taken.

#### **Section 2 - Vote**

The bylaws of this corporation may be amended, made, revised, adopted, or modified by two-thirds majority of the voting delegates present at any annual membership or special membership meeting at which a quorum is present provided the provisions of Section 1 of this Article have been followed.

#### **Section 3 - Corrections**

These bylaws or any articles or section thereof and any policy adopted by the voting delegates, the board of directors, or any action under the amendments to these bylaws may be corrected for any later discovered misspelling by the legal counsel to effectuate the object and purpose of such word or words provided that a true, correct and conformed copy is available for inspection and examination by any local chapter by request to the president or legal counsel.

#### **Section 4 – Articles of Incorporation**

The State Organization shall not change or amend its Articles or Certificate of Incorporation or its Bylaws in such a manner as will be inconsistent with any of the requirements for affiliation.

**ARTICLE XX**

**EFFECTIVE DATE**

**Section 1 - Effective Date**

The effective date of these bylaws shall be September 11, 2004. All prior bylaws and policies of this corporation shall be deemed repealed and null on said effective date.

**Bylaws of the Wyoming Jaycees, Inc.**

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