



JCI Minnesota Policy Appendix

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APPENDIX A – OATHS

OATH OF OFFICE

The office to which you have been elected is one of dignity and importance. In accepting this office, you undertake a responsibility which is not to be assumed lightly nor carelessly discharged. You are charged with the duties of seriously and resolutely furthering the objectives of the Junior Chamber movement.

With the policy and bylaws as your guide, you must be ever ready to exercise the functions of the office with which you are entrusted.

Further, you are charged with governing this organization according to the laws of democracy, under which every person who wishes to speak shall be heard, toward the end that in every matter considered, the best opinion shall prevail through the expressed will of the majority, and the best course of action followed.

Do you accept this charge? (reply, "I do.")

Raise your right hand and repeat after me. I, (state your name), do solemnly swear that I will faithfully execute the office of (state your position) of JCI Minnesota and will to the best of my ability, serve as a living example of this organization's philosophy and beliefs.

NEW MEMBER OATH

You are about to become a member of the greatest young person's organization in the world. The Junior Chamber offers members the opportunity to meet a group of innovative young people, take part in worthwhile projects, fulfill a need for personal growth, and contribute to society. Raise your right hand and repeat after me.

I, (state your name) do solemnly pledge that I will uphold the principles and traditions of the (name of chapter) Junior Chamber, the (name of state) Junior Chamber, and promote the objectives of The United States Junior Chamber, and Junior Chamber International.



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APPENDIX B – JOB DESCRIPTIONS

STATE VICE PRESIDENT GENERAL ROLES & RESPONSIBILITIES

- Follow direction and recommendations from the Strategic Plan as coordinated by the Executive Director.
- Work as a champion of the mission and vision of the JCI Minnesota and maintain a professional appearance and demeanor.
- Actively engage with the Chapters in your cross-assigned regions by building relationships and offering encouragement.
- Work with current member base to develop up-and-coming leaders to serve in the state organization.
- Help develop the State Plan of Action at New Staff Retreat and mid-year review at Mid-Year Retreat.
- Assist the membership team with recruitment and reporting of membership – membership is a top priority.
- Ensure Chapters have the tools and resources necessary to effectively recruit members and act as a mentor to local chapter leaders.
- Attend all State Meetings, including monthly staff meetings, conference calls, committee meetings, and state conventions.
- Act as a liaison member of your assigned Strategic Plan Workgroup assigned by the Executive Director and attend meetings.
- Write quality articles/communications for state marketing materials following the communication plan provided by the Executive Director.
- May work an average of fifteen (15) hours/week during the work week; weekend hours vary. More hours are required around state events.
- Travel statewide as coordinated by/with the State President.

STATE VICE PRESIDENT POSITION SPECIFIC ROLES & RESPONSIBILITIES

Administrative Vice President

- Advise and provide support to local chapters on administrative area related issues.
- Work closely with the Executive Director on day-to-day operations.
- Ensure dues billing is done in a timely manner and Chapter dues are paid in full throughout the year.
- Work with cross assigned Vice Presidents and Regional/District Directors on Chapters with outstanding accounts receivable.
- Coordinate yearly personnel review of Executive Director.

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- Oversee and manage the Program Managers for Conventions, Kids Convention, ONTO and the offices of Secretary, Treasurer, Parliamentarian, Chaplain and Legal Counsel. Check in with Program Managers and officers a minimum of once/month.
- Oversee the Elections and Credentials Committee.
- Work with State President to set up all committees as directed by Bylaws and Policies and participate in all internal committees.
- Act as member of the State Executive Committee, Finance Committee, Personnel Committee, Insurance Committee, and Board of Directors.
- Maintain State Bylaws and Policies with Executive Director.
- Manage administrative process for state events, including bids for convention manpower.
- Manage shirts, name tags, and business cards for state staff and apparel sales to members throughout the year, including state conventions.

Community Development Vice President

- Advise and provide support to local Chapters on general community development programming.
- Oversee and manage Program Managers for Youth Sports, Sustained Partnerships and UN Millennial Goal Development. Check in with Program Managers a minimum of once/month.
- Collect data and track statewide impact of Community Development work through volunteer hours, number of CD projects, and monies raised.
- Oversee promotion and marketing of state Community Development programming.
- Act as a liaison between Sustained Partnership organizations and Program Managers – assist where needed in maintaining the relationship.
- Write quality articles/communications for state marketing materials following the communications plan provided by the Executive Director.
- Act as a member of the State Executive Committee and Board of Directors.

Individual Development Vice President

- Advise and provide support to local Chapters on general Individual Development programming.
- Oversee and manage Program Managers for Competitions and Training. Check in with Program Managers a minimum of once/month.
- Oversee Individual Development competitions at conventions and manage competitors moving on to National.
- Encourage local Chapters to run local Individual Development competitions.
- Oversee training and personal development opportunities including JCI Trainings and Courses, Local Officer Training, Jaycee Leadership Academy, ID Colleges, and outside professional training.
- Maintain Competitions Manual.
- Oversee promotion and marketing of Individual Development programming statewide.

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- Act as a member of the State Executive Committee and Board of Directors.

Management Development Vice President

- Advise and provide support to local Chapters on general Management Development programming.
- Manage state Chapter Leadership Certification (CLC) paperwork. Work with CLC/Parade Program Manager to train, assist, and advise local Chapters on the CLC/Parade process. Oversee CLC tracking with CLC/Parade PM.
- Oversee and manage Program Managers for Awards and CLC/Parade. Check in with Program Managers a minimum of once/month.
- Manage yearly state planning process and help State President monitor goals and VP/PM progress toward goals. Train, assist, and advise local Chapters with chapter planning resources as needed.
- Work with Awards Program Manager to manage trimester and yearly award submission process for local Chapters, organize judging, order awards, and maintain budget for awards.
- Manage all podium time at conventions, including awards, scripts, and order of awards program.
- Act as a member of the State Executive Committee and Board of Directors.

Membership Vice President

- Advise and provide support to local Chapters on general Membership programming
- Oversee quarterly membership closeouts and work with State President and Executive Director on maintaining membership data.
- Maintain contact with National regarding membership issues and corrections.
- Oversee and manage Program Managers for Road Runs, First Timer Program, Passport to Leadership, Alumni, Mentorship, and Retention/Recruitment. Check in with Program Managers a minimum of once/month.
- Organize training, resource creation, and mentorship for recruitment efforts.
- Develop and maintain membership goals, strategy and work plans – including existing and new chapter recruitment efforts. Organize a team of volunteers to assist in implementation.
- Attend Chapter functions and planned recruiting events for the purpose of membership recruitment.
- Identify probationary or potentially problematic Chapters and assist in recruiting and project efforts to reinvigorate and reactivate the chapter.
- Work with Regional Directors, District Directors and chapters to identify and work on new chapter extensions.
- Attend and organize information for external recruitment events, including, but not limited to, Hands On Twin Cities Volunteer Expo.



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- Act as a member of the State Executive Committee and Board of Directors

Public Relations Vice President

- Advise and provide support to local Chapters on general Public Relations programming.
- Oversee and manage Program Managers for Communications and Ten Outstanding Young Minnesotans (TOYM). Check in with Program Managers a minimum of once/month.
- Oversee key public relations activity of the state organization, including the Ten Outstanding Young Minnesotans program. Work with TOYM Program Manager, Admin VP and Conventions PM to ensure successful event.
- Promote submission of TOYM nominees to local Chapters and make personal appeals to local Chapter Presidents.
- Assist Communications PM to coordinate print, web, and social media marketing efforts, including the Gopher newsletter
- Act as a member of the State Executive Committee and Board of Directors

PROGRAM MANAGER GENERAL ROLES & RESPONSIBILITIES

- Work as a champion of the mission and vision of the Jaycees and maintain a professional appearance and demeanor.
- Communicate in a professional and positive manor, including social media.
- Be a team player, including, but not limited to assisting in areas outside your position.
- Work with current member base to develop up and coming leaders to serve in the state organization.
- Assist your Vice President in the development of their part of the State Plan of Action including mid-year and year-end reviews.
- Follow the guidelines set forth by the State President, Executive Director, and your Vice President regarding your programming area. Any new program, changes or enhancements to an area must be proposed through your Vice President who will work with the State President and Executive Director to make sure they align with the mission, vision, annual and strategic plan.
- Assist the membership team with recruitment and reporting of membership – membership is a top priority.
- Actively engage with all chapters regarding your specific programming area, build relationships and offer encouragement.
- Attend all State Meetings, including, but not limited to conference calls, committee meetings, and state conventions.
- Write quality articles/communications for state marketing materials following the communication plan provided by the Executive Director.



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PROGRAM MANAGER TIME COMMITMENT

- May work an average of ten (10) hours/week during the work week; weekend hours vary. More hours are required around state events.
- Attend all meetings/conference calls each month.
- Attend all state conventions (January, May & September).
- Attend New Staff Retreat and Mid-Year Retreat as coordinated by the State President.
- Travel statewide as coordinated by/with the State President.

PROGRAM MANAGER POSITION SPECIFIC ROLES & RESPONSIBILITIES

Alumni Coordinator

- Offer training/mentoring opportunities to chapters on the importance of registered alumni and answer program specific questions.
- Monitor participation in your program, set participation goals and determine how you can personally support chapter participation.
- Work with Executive Director to maintain Alumni Database.
- Mail/email alumni invitation letters to all members that age out each year.
- Mail/email alumni renewal letters to all past paid alumni.
- Work with Membership Vice President to raise awareness among chapters the importance of having paid alumni, including insurance coverage when working at chapter events and an opportunity to continue to support the Jaycees.
- Work with partnership organizations (Statesman, Ambassador & Senate) on increasing the number of registered and participating alumni.
- Send updates regarding your program through all state communication outlets, including due dates.
- Other duties as assigned by the Membership Vice President, State President and Executive Director.

Awards Program Manager

- Remind chapters of the importance of recognition of their members and overall chapter accomplishments.
- Send communicate to Chapters and Regional Staff when Awards are due, including, but not limited to, PMGs, People Awards, Single Project Entry, Presidential Medallions, Helping Hands/Kids Helping Hands Awards, Alumni Award, and Key Awards.
- Offer training/mentoring opportunities to chapters on awards submissions and answer program specific questions.

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- Facilitate PMG judging with Management Vice President.
- Create, print and assemble award certificates and order plaques with Management Vice President.
- Assist in writing Award scripts for conventions with Management Vice President. State President and Executive Director will have final approval.
- Send list of award recipients to PR Program Manager and Executive Director after convention.
- Other duties as assigned by the Management Vice President, State President and Executive Director.

Chaplain

- Coordinate the efforts of others in spiritual development and help members to put action into their belief "That faith in God gives meaning and purpose to human life."
- Coordinate nondenominational religious activities that educate and develop the member's spirituality.
- Submit articles of motivational nature to the state newsletter on a regular basis.
- Work with chapters to determine the needs of the members for spiritual development programming.
- Deliver invocations and benedictions at state conventions.
- Other duties as assigned by the Administrative Vice President, State President and Executive Director.

CLC/Parade Program Manager

- Educate and advise chapters on the importance of participation in Civic Leadership Certification (CLC) and Performer's Club, especially chapters who traditionally do not participate.
- Assist chapters in submitting initial, quarterly and final submissions.
- Track CLC and Performers Club submissions and verify correct information is being submitted.
- Work with National CLC Program Manager to stay up to date on any program changes.
- Communicate with Chapters, RDs/DDs and state programming areas with deadline information.
- Partner with state programming areas to gather points from submissions.
- Other duties as assigned by the Management Vice President, State President and Executive Director.

Competitions Program Manager

- Offer training/mentoring opportunities to chapters on effectively running training programming and answer program specific questions.
- Update and maintain the state Competitions Manual.

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- Promote participation in all competitions and encourage chapters/regions to hold mock competitions to prepare members for state and national level competition.
- Send updates regarding your program through all state communication outlets.
- Report status updates to Individual Development Vice President and track progress for performers club.
- Other duties as assigned by the Individual Development Vice President, State President and Executive Director.

Conventions Program Manager

- Advise and provide assistance to local chapters on convention-related questions, including registration.
- Monitor chapter participation and attendance at conventions, set participation goals, determine how increase chapter attendance and engage with the state organization.
- Work the Administrative Vice President and Executive Director on contract negotiations as assigned.
- Work with Administrative Vice President to plan each convention – Spring (May), Fall (September) and Annual (January).
- Troubleshoot the events on site, stay cool and calm when challenges occur and maintain a positive, upbeat public personae.
- Work with Administrative Vice President to coordinate convention agenda and schedule including, but not limited to awards, ID competitions, training, and hospitality rooms.
- Assist with room set-ups, AV, staging, and work with hotel to ensure done correctly.
- Other duties as assigned by the Administrative Vice President, State President and Executive Director.

First Timer Program Manager

- Offer training/mentoring opportunities to chapters on the importance the first timers program and answer program specific questions.
- Help promote state convention attendance, especially to newer members and those who have not attended convention.
- Work with Membership VP and State President to create First Timer's booklet, specifically first timer questions.
- Send updates regarding your program through all state communication outlets, including due dates.
- Other duties as assigned by the Membership Vice President, State President and Executive Director.



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Kids Convention Program Manager

- Plan and organize kids programming at each convention – Spring, Fall and Annual
- Participate in convention planning conference calls and report on status of program.
- Other duties as assigned by the Administrative VP, State President and Executive Director.

Mentorship Program Manager

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ONTO Program Manager

- Promote National Conventions to general membership
- Create budget for hospitality room and purchase necessary items
- Other duties as assigned by the Administrative VP, State President and Executive Director.

Parliamentarian

- Give advice on parliamentary procedure to the State President, officers, and committees.
- Assist state organization with parliamentary procedure regarding the nomination and election process of State President and Vice Presidents.
- Prepare and provide information on the conduct of meetings in accordance with proper parliamentary procedure for trainings to the membership.
- Attend Board of Directors meetings as a non-delegate, serving as an adviser and resource person to the State President on matters of parliamentary procedure in business sessions.
- Assist Executive Committee with any changes to bylaws and policies and offer advice on how to proceed when changes are brought forward.
- Serve as a resource to chapters and advise membership on proper parliamentary procedure.
- Other duties as assigned by the Administrative Vice President, State President and Executive Director.

Passport to Leadership Program Manager

- Offer training/mentoring opportunities to chapters on the importance of Passport to Leadership and answer program specific questions.
- Send updates regarding your program through all state communication outlets, including due dates.

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- Set participation goals and promote participation and create excitement for the program, including, but not limited to, chapter visitations/trainings, contests, etc.
- Report members who have earned degrees to Membership VP each trimester for awards distribution at convention.
- Other duties as assigned by the Membership Vice President, State President and Executive Director.

Priority Projects Program Manager

- Offer training/mentoring opportunities to chapters on effectively supporting Priority Projects at the state and national level, and answer program specific questions.
 - State Priority Projects = Camp Confidence / The Aliveness Project
 - National Priority Projects = Nothing But Nets
- Monitor chapter participation in state and national priority projects, set participation goals and determine how you can personally support chapter participation.
- Distribute information to chapters on priority project needs, including, but not limited to ideas on fundraising, supply collection drives, recruiting volunteers, etc.
- Track chapter participation – monies/items donated and service hours performed.
- Send updates regarding your program through all state communication outlets.
- Report status updates to Community Development Vice President and track progress for performers club
- Other duties as assigned by the Community Development Vice President, State President and Executive Director.

Public Relations Program Manager

- Offer training/mentoring opportunities to chapters on public relations and answer program specific questions. Be a resource for chapters on how to create and utilize PR materials.
- Serve as Editor of the Gopher Newsletter. The newsletter will be published monthly, with weekly sub-newsletters published weekly. Seek out members/chapters for articles, etc. for the newsletter.
- Assist Executive Director with editorial calendar to organize all public relations – Gopher, website (including blog), social media.
- Work with Executive Director to maintain social media accounts – Facebook and Twitter – by posting relevant information, reminders, events, etc.
- Work with Membership Vice President and Executive Director on new PR resources for statewide recruitment.
- Send updates regarding your program through all state communication outlets.



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- Other duties as assigned by the Management Vice President, State President and Executive Director.

Retention/Recruitment Program Manager

- Offer training/mentoring opportunities to chapters on the importance of adding new members and activating new and existing members and alumni.
- Increase awareness of and encourage chapter participation in the Shoot for Success programs and answer program specific questions.
- Work closely with Executive Team to identify chapters with less than twenty (20) members and assist them with membership efforts.
- Assist chapters with ways to recruit new members and retain current members.
- Work with Executive & Membership Teams to identify possible extension locations.
- Educate chapters on extensions and along with the Membership Vice President, serve as their main resource.
- Work with chapters in cities with colleges – help them create specific recruiting plans for this population.
- Assist at Hands on Twin Cities Expo held every February.
- Send updates regarding your program through all state communication outlets, including due dates.
- Other duties as assigned by the Membership Vice President, State President and Executive Director.

Road Run Program Manager

- Offer training/mentoring opportunities to chapters on the importance of road running and answer program specific questions.
- Monitor participation in your program, set participation goals and determine how you can personally support individual and chapter participation.
- Keep list of chapter/region/state events and encourage chapters to contact you directly with event information.
- Send updates regarding your program through all state communication outlets, including chapter/region/state events and due dates of paperwork.
- Provide status updates to Membership Vice President and track chapter progress for CLC/Parade.
- Other duties as assigned by the Membership Vice President, State President and Executive Director.



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Secretary

- Keep accurate records of all proceedings at all state meetings, including Finance Committee, Executive Committee and Board of Directors meetings, and any special meetings.
- Prepare minutes for approval at each scheduled meeting.
- Assist Administrative Vice President in preparing agendas for all meetings.
- Serve as a resource for local secretaries and train as needed.
- Other duties as assigned by the Administrative Vice President, State President and Executive Director.

Swag Program Manager

- Work closely with Administrative VP and Executive Director when ordering swag to make sure purchases made are within the budget.
- Determine prices of swag items sold.
- Oversee swag sales at each state convention and take pre-orders as necessary.
- Survey membership to see which swag items they would be interested in purchasing.
- Other duties as assigned by the Administrative VP, State President and Executive Director.

Ten Outstanding Young Minnesotans (TOYM) Program Manager

- Offer training/mentoring opportunities to chapters on TOYM submissions and answer program specific questions.
- Send updates regarding your program through all state communication outlets, including due dates.
- Facilitate TOYM judging with Management Vice President and Executive Director.
- Chair TOYM Committee and recruit members to serve on committee to help plan and run TOYM program.
- Coordinate printed program content, event script, video presentation and voiceover.
- Work with Conventions PM, Administrative Vice President, Management Vice President and Executive Director on arranging logistics of the dinner and ceremony.
- Attend site visit and final walk through at Fall Convention to review logistics of event.
- Order TOYM awards.
- Work with PR Program Manager and Executive Director on publicity, including, but not limited to state website and social media.
- Send press releases regarding candidate submissions and announcement of honorees.
- Work with Executive Director on sponsorship letters.
- Other duties as assigned by the Management Vice President, State President and Executive Director.



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Training Program Manager

- Offer training/mentoring opportunities to chapters on effectively running training programming and answer program specific questions.
- Work with Individual Vice President to coordinate trainings for state conventions. Trainings should be focused on different elements that make a stronger leader: chapter management skills, project management, speaking and writing, mentorship, coaching, civic/business leadership, networking/connecting, work/life balance, etc.
- Work with regional staff to organize regional training opportunities.
- Monitor chapter participation in your program, set participation goals, and determine how you can personally reach out to support chapter participation in programming.
- Send updates regarding your program through all state communication outlets.
- Report status updates to Individual Development Vice President and track progress for performers club.
- Other duties as assigned by the Individual Development Vice President, State President and Executive Director.

UN Millennial Development Goals Program Manager

- Offer training/mentoring opportunities to chapters on effectively supporting the UN Millennial Development Goals
- Monitor chapter participation in UN Millennial specific projects, set participation goals and determine how you can personally support chapter participation.
- Distribute information to chapters on UN Millennial Goals and any resources/project ideas.
- Track chapter participation – monies/items donated and service hours performed.
- Send updates regarding your program through all state communication outlets.
- Report status updates to Community Development Vice President and track progress for performers club
- Other duties as assigned by the Community Development Vice President, State President and Executive Director.

Youth Sports

- Offer training/mentoring opportunities to chapters on effectively running youth sports programming and answer program specific questions.
- Monitor chapter participation in Pitch, Hit and Run (PHR) and Punt, Pass and Kick (PPK), set participation goals and determine how you can personally support chapter participation.
- Follow up with local hosts to ensure that participants and parents have accurate information.



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- Coordinate sectional and state events for PHR and PPK and work with local hosts and online management systems.
- Maintain an organized tracking system for following up with local hosts.
- Send updates regarding your program through all state communication outlets.
- Report status updates to Community Development Vice President and track progress for performers club.
- Other duties as assigned by the Community Development Vice President, State President and Executive Director.



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APPENDIX C – CONFLICT OF INTEREST

PURPOSE

The purpose of the Conflict of Interest policy is to ensure that the deliberations and decisions of JCI Minnesota are made in the interests of the Junior Chamber community as a whole, and to protect the interests of JCI Minnesota when it is contemplating entering into a transaction, contract, or arrangement that might benefit the private interest of an Interested Director, Officer or Person (as defined below). An Interested Director, Officer or Person may not use his or her position with respect to JCI Minnesota or confidential corporate information obtained by him or her relating to JCI Minnesota, in order to achieve a financial benefit for himself or herself or for a third person, including another nonprofit or charitable organization. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest in nonprofit and charitable corporations.

DEFINITIONS

Compensation - includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Family - the "family" of any individual shall include only his or her spouse; his or her siblings and their spouses; his or her ancestors; and his or her descendants and their spouses.

Financial Interest - a person has a "financial interest" if the person has, directly or indirectly, through business, investment or family:

- (a) An existing or potential ownership or investment interest in any entity with which the United States Junior Chamber has a transaction, contract, or other arrangement, or
- (b) A compensation arrangement, with JCI Minnesota or with any entity or individual with which JCI Minnesota has a transaction, contract, or other arrangement, or
- (c) An existing or potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which JCI Minnesota is negotiating a transaction, contract, or other arrangement, or
- (d) An existing or potential ownership or investment interest in, or compensation arrangement with, any entity whose business or operation has been or will be directly affected by a decision or action of JCI Minnesota.



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(e) A compensation arrangement under this policy shall not include ownership of less than 10% of the outstanding stock of a publicly traded entity, nor ordinary employment or a relationship as independent contractor, unless the individual is an officer or director of the entity.

Interested Director - any Director of the Corporation who has a material financial interest, as defined above, or who serves as a Director or Officer of any entity with which the JCI Minnesota has a transaction, contract, or other arrangement.

Interested Officer - any Officer who has a material financial interest, as defined above, or who serves as a Director or Officer of any entity with which JCI Minnesota has a transaction, contract, or other arrangement. For purposes of this policy, the President the Corporation shall be treated as an Officer.

Interested Person - any person currently being compensated by JCI Minnesota for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, or any person whose family member, as defined above is currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise.

COMMITTEE ON CONFLICTS OF INTEREST

To administer and monitor compliance with this Policy, the Board shall create a ("Conflicts Committee"), to consist of at least two Directors named by the Board. The Conflicts Committee shall require a statement from each Director and Officer not less frequently than once a year setting forth all business and other affiliations, which relate in any way to the business and other activities of JCI Minnesota.

DUTY TO ABSTAIN

No Director shall vote on any matter in which he or she has a material and direct financial interest that will be affected by the outcome of the vote. In the event of such an abstention, the abstaining Director shall state the reason for the abstention, which shall be noted in the minutes of the Board of Directors.

DISCLOSURE BY DIRECTORS & OFFICERS

When requested by the Conflicts Committee (not less frequently than once a year), each Director and Officer shall promptly submit a statement to the Committee setting forth all business and other affiliations, which relate in any way to the business and other affiliations of the JCI Minnesota.



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With respect to any particular matter then pending before the United States Junior Chamber, each Director and Officer shall disclose to the Conflicts Committee any matter that could reasonably be considered to make the Director or Officer an "Interested Director" or "Interested Officer," as defined above.

With respect to any particular matter then pending before the United States Junior Chamber, each Director and Officer shall disclose to the Conflicts Committee any relationship or other factor that could reasonably be considered to cause the Director or Officer to be considered to be an "Interested Person," as defined above.

For purposes of this section, Officers of JCI Minnesota need not disclose compensation and other benefits paid to the Officer by the United States Junior Chamber pursuant to Board resolution.

DISCLOSURE BY SUPPORTING ORGANIZATION

Members of or participants in Supporting Organization councils must disclose conflicts of interest or other financial interests in matters within the scope of the Supporting Organization in the manner required by the Bylaws of the Supporting Organization.

PROCEDURES FOR ADDRESSING A CONFLICT OF INTEREST

Where a matter has been referred to the Conflicts Committee and the Conflicts Committee has concluded that a conflict of interest exists, the chairman of the Board or Committee of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction, contract, or arrangement.

After exercising due diligence, the Board or Committee shall determine whether the JCI Minnesota can obtain a more advantageous transaction, contract, or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction, contract, or other arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction, contract, or arrangement is in JCI Minnesota best interest and for its own benefit and whether it is fair and reasonable to JCI Minnesota, and shall make its decision as to whether to enter into the transaction, contract, or arrangement in conformity with such determination.



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VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

If the Conflicts Committee has reasonable cause to believe that a Director or Officer has failed to disclose an actual or possible conflict of interest, it shall inform the Director or Officer of the basis for such belief and afford the Director or Officer an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the Director or Officer and making such further investigation as may be warranted in the circumstances, the Conflicts Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall recommend to the Board of Directors appropriate disciplinary and corrective action.

The violation of this conflicts of interest policy is a serious matter and may constitute "cause" for removal or termination of a Director or Officer, or the termination of any contractual relationship the Corporation may have with an Interested Person or other party.

RECORDS OF PROCEEDINGS

The minutes of the Conflicts Committee shall contain:

- The names of Directors and Officers found to have a material financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the decision of the Conflicts Committee as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the actual or potential conflict of interest; the content of the discussion; and a record of any votes taken in connection therewith.

In connection with a conflict of interest, the minutes of the Board or other Committee of the Board shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection therewith.

PERIODIC REVIEWS

The Conflicts Committee shall periodically consider whether and how this Conflicts of Interest Policy should be revised or amended to better meet its objectives. In connection with any periodic review conducted by the JCI Minnesota to ensure that it operates in a manner consistent with its charitable purposes, the Conflicts Committee shall report on the matters referred to it and their resolution.