



## JCI MINNESOTA BYLAWS

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## TABLE OF CONTENTS

<b>BYLAW 1</b>	<b>NAME</b>
<b>BYLAW 2</b>	<b>PURPOSE</b>
SECTION 2.1	MISSION
SECTION 2.2	VISION
SECTION 2.3	CREED
SECTION 2.4	INDEPENDENT & NON PARTISAN
SECTION 2.5	AFFILIATION
<b>BYLAW 3</b>	<b>MEMBERSHIP</b>
SECTION 3.1	CLASSES OF MEMBERSHIP
SECTION 3.2	INDIVIDUAL MEMBER
SECTION 3.3	CHAPTER
SECTION 3.4	HONORARY MEMBER
SECTION 3.5	LIFE MEMBER
SECTION 3.6	SUSTAINING MEMBER
SECTION 3.7	INSTITUTIONAL MEMBER
SECTION 3.8	ALUMNUS MEMBER
SECTION 3.9	ASSOCIATE MEMBER
SECTION 3.10	DUAL MEMBERSHIP
SECTION 3.11	REVOCAION OF A CHAPTER OR TERMINATION OF MEMBERSHIP
SECTION 3.12	TRANSFER OF INDIVIDUAL MEMBERS
SECTION 3.13	OFFICER MEMBERSHIP REQUIREMENTS
<b>BYLAW 4</b>	<b>MEMBERSHIP DUES</b>
SECTION 4.1	CHAPTERS BELOW 20 INDIVIDUAL MEMBERS
<b>BYLAW 5</b>	<b>GOVERNMENT</b>
SECTION 5.1	DELEGATES TO FALL ALL STATE CONVENTION
SECTION 5.2	BOARD OF DIRECTORS
SECTION 5.3	EXECUTIVE COMMITTEE
<b>BYLAW 6</b>	<b>MEETINGS</b>
SECTION 6.1	REGULAR MEETINGS
SECTION 6.2	SPECIAL MEETINGS
SECTION 6.3	QUORUM AT MEETINGS
SECTION 6.4	PARLIAMENTARY PROCEDURE
<b>BYLAW 7</b>	<b>OFFICERS AND DUTIES</b>
SECTION 7.1	PRESIDENT
SECTION 7.2	ADMINISTRATIVE VICE PRESIDENT
SECTION 7.3	MEMBERSHIP VICE PRESIDENT
SECTION 7.4	ELECTED STATE PROGRAMMING VICE PRESIDENTS
SECTION 7.5	IMMEDIATE PAST PRESIDENT
SECTION 7.6	REGIONAL DIRECTOR
SECTION 7.7	DISTRICT DIRECTOR
SECTION 7.8	CHAPTER PRESIDENT
SECTION 7.9	CHAPTER STATE DELEGATE

SECTION 7.10 STATE LEGAL COUNSEL  
SECTION 7.11 STATE SECRETARY  
SECTION 7.12 STATE TREASURER  
SECTION 7.13 EXECUTIVE DIRECTOR

**BYLAW 8 VACANCY AND REMOVAL OF OFFICE**  
SECTION 8.1 VACANCY  
SECTION 8.2 REMOVAL OF OFFICE

**BYLAW 9 ELECTIONS OF OFFICERS**  
SECTION 9.1 ELIGIBILITY AND QUALIFICATION  
SECTION 9.2 DELEGATES TO FALL ALL STATE CONVENTION  
SECTION 9.3 SANCTIONS

**BYLAW 10 FINANCE**  
SECTION 10.1 FISCAL YEAR  
SECTION 10.2 BONDING

**BYLAW 11 COMMITTEES**  
SECTION 11.1 ELECTIONS COMMITTEE  
SECTION 11.2 CREDENTIALS COMMITTEE  
SECTION 11.3 RULES AND REGULATIONS COMMITTEE  
SECTION 11.4 NOMINATIONS COMMITTEE  
SECTION 11.5 FINANCE COMMITTEE  
SECTION 11.6 AWARDS COMMITTEE  
SECTION 11.7 STRATEGIC PLANNING COMMITTEE  
SECTION 11.8 PERSONNEL AND PERFORMANCE COMMITTEE

**BYLAW 12 NATIONAL CONVENTION HEAD OF DELEGATION**

**BYLAW 13 DEFUNCT CHAPTER MONIES AND PROPERTIES**

**BYLAW 14 BYLAW AMENDMENTS**

**BYLAW 15 POLICY AMENDMENTS**

**BYLAW 1. NAME**

The Corporation shall be known as JCI Minnesota (hereafter referred to as the “Corporation”).

**BYLAW 2. PURPOSE**

The Corporation shall be a non-profit corporation, organized for such educational and charitable purposes to promote and foster the growth and development of young persons’ civic organizations in Minnesota. It shall be designed to instill in the individual membership a spirit of civic engagement, and as a supplementary education institution providing opportunities for personal development, leadership development, achievement, and an avenue for intelligent participation by young persons in the affairs of their community, state, and nation, as well as develop true friendship and understanding among young persons of all nations.

**SECTION 2.1 MISSION**

To provide development opportunities that empower young people to create positive change.

**SECTION 2.2 VISION**

To be the leading global network of young active citizens.

**SECTION 2.3 CREED**

The 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.

**SECTION 2.4 INDEPENDENT & NON-PARTISAN**

The Corporation shall not engage in partisan political activities by supporting candidates for public office or assisting political parties.

**SECTION 2.5 AFFILIATION**

The Corporation shall be affiliated with JCI USA and Junior Chamber International (JCI).

**BYLAW 3. MEMBERSHIP**

**SECTION 3.1 CLASSES OF MEMBERSHIP**

Membership in the Corporation shall include nine (9) classes as follows:

- A. Individual Member
- B. Chapter
- C. Honorary Member
- D. Life Member
- E. Sustaining Member
- F. Individual Institutional Member
- G. Alumnus Member
- H. Associate Member
- I. Dual Member

### **SECTION 3.2 INDIVIDUAL MEMBER**

Any individual between the ages of eighteen (18) and forty (40), both inclusive, regardless of race, gender, creed, disability, color, or sexual orientation is eligible for membership in any Chapter in this organization with full privileges thereof as outlined in the Bylaws and Policies of the Corporation. No Individual Member shall be permitted to hold any office if said member has reached the age of forty-one (41) prior to the commencement of the term of such office. Membership shall cease on the last day of a member's anniversary following their 41<sup>st</sup> birthday.

### **SECTION 3.3 CHAPTER**

- A. Any group of not less than ten (10) Individual Members in the state of Minnesota organized for the purposes similar to and consistent with those of the Corporation shall be eligible for affiliation as a Chapter.
- B. Applicants for affiliation as a Chapter shall be filed with the Executive Director of the Corporation. The application must include, but is not limited to:
1. Name and permanent Chapter mailing address
  2. A complete roster of the applicant's membership, showing a minimum of ten (10) Individual Members who are not presently Individual Members of the Corporation, which shall include but not limited to:
    - a. Name
    - b. Mailing Address
    - c. Home and/or Cell Phone Number
    - d. Birth Date
    - e. Gender
    - f. Email Address
  3. A remittance covering the charter fee of Two Hundred Fifty Dollars (\$250.00) to the Corporation is owed at the time the charter is granted plus the new Individual Member administrative fee of Twenty-Five Dollars (\$25.00) per Charter Member. If said Chapter qualifies as a Collegiate Chapter, then the charter fee is waived.
  4. A copy of the applicant's Certificate or Articles of Incorporation and Bylaws which shall not contain provisions contradictory to the Bylaws or the Articles of Incorporation of the Corporation and must include the following provisions:
    - a. A clause expressly stating that the Chapter shall be, and is hereby affiliated with the Corporation, JCI USA and JCI and is subject to the Certificate or Articles of Incorporation and Bylaws of each of these bodies insofar as they affect and prescribe the purposes and functions of Chapters.
    - b. A clause expressly stating that the annual election of officers and directors shall take place between September 1 and November 30 each year that such officers and directors shall take office no later than January 1 of the following calendar year.
    - c. A clause, or clauses, expressly limiting eligibility of membership in the Chapter to individuals who are within the specified age limits. Said age limits shall be set by the Chapter consistent with the age limits set by the Corporation. In no event shall said

age limits be less restrictive than a limit restricting membership to those individuals who are at least eighteen (18) and no more than forty (40) years of age.

5. Approval of the applicant by the Corporation.
  6. Upon approval of application by the Corporation, applicant shall be assigned to a Regional Director and District Director, if existing, who shall be responsible for providing the Corporation service to such applicant.
- C. In order to qualify as a Collegiate Chapter, the Certificate or Articles of Incorporation and Bylaws submitted by said Chapter must contain, in addition to the requirements stated above, a clause or clauses, expressly limiting eligibility for membership in the Chapter to individuals currently enrolled as students, or are currently employed by a specifically listed post-secondary educational facility or institution. In the alternative, the Chapter may provide written documentation that said Chapter is a student organization that is officially recognized and/or officially sanctioned by a post-secondary educational facility or institution.
- D. The Bylaws, Constitution, or Articles of Incorporation of a Chapter shall not be inconsistent with the provisions of the Corporation's Bylaws, nor shall a Chapter amend its Bylaws, Constitution, or Articles of Incorporation in such manner as to be inconsistent with the provisions of these Bylaws.
- E. License to utilize the trademarks, service marks, and collective membership marks of the Corporation shall be as follows:
1. A Chapter in good standing and in compliance with these Bylaws is granted revocable license to utilize the trademarks, service marks, and collective membership marks of the Corporation, including JCI, JAYCEE, JAYCEES, J.C., J.C.'s, JUNIOR CHAMBER, and JUNIOR CHAMBER OF COMMERCE in connection with its activities as a member of the Corporation.
  2. The license granted in Section 3.3(E)(1) above shall be subject to control by the Executive Committee in respect to the nature and quality of the goods or services in connection with which the marks are used. Said licenses may be revoked at any time by action of the Executive Committee for non-compliance by the Chapter with these Bylaws or for non-compliance by the Chapter with the quality control requirements of the Corporation. The Executive Committee may reinstate any revoked license by a majority vote. All decisions of the Executive Committee with respect to the revocation or reinstatement of a license to use trademarks, service marks, or collective membership marks of the Corporation shall be final.
  3. The license granted in Section 3.3(E)(1) above is terminated immediately and automatically when any Local Chapter disaffiliates or when its charter is revoked or suspended for any reason.
  4. In the event the license to a Chapter is revoked under Section 3.3(E)(3) above or terminated under Section 3.3(E)(1) above, the Chapter, and those in active consort therewith, shall immediately cease and desist the use of any trademark, service marks, or collective membership marks belonging to the Corporation, including, but not limited to, those marks included in Section 3.3(E)(1) above and any marks substantially similar or likely to confuse therewith.

5. Applying for, or maintaining, affiliation with the Corporation by a Chapter constitutes a waiver of all separate or independent rights such as member in the marks listed in Section 3.3(E)(1) above.
- F. The official roster of Individual Members of a Chapter shall be that roster maintained by the Corporation.
- G. For the avoidance of doubt, all persons associated with the Chapter who are within the permitted age range referenced in Bylaw 3.2 shall be considered Individual Members for the purposes of calculating monies owed by the Chapter to the Corporation, regardless of the amount of dues collected from such Eligible Person; and further, any attempt by a Chapter or the Corporation to classify Eligible Persons as “non-Jaycee” Individual Members (or similar schemes) shall be void, and may subject such Chapter to sanctions, including, but not limited to: (i) requiring such Chapter to make payment to the Corporation in an amount equal to three (3) times the amount that would have been owed for each Eligible Person for each year not properly disclosed, and (ii) revocation of the charter of such Chapter.
- H. Each Chapter is required to maintain a membership of not less than ten (10) Individual Members. Any Chapter having less than twenty (20) Individual Members on its roster as of November 30 shall be required to pay the difference between the Chapter roster count and twenty (20) Individual Members. If any Chapter falls below the ten (10) Individual Member minimum at the end of any membership period, they shall have their Chapter charter revoked.

#### **SECTION 3.4 HONORARY MEMBER**

Honorary Membership may be conferred, upon prior recommendation of the Board of Directors in regular session, on any person or persons, only upon outstanding cause shown, by a two-thirds (2/3) majority vote of the accredited delegates at any meeting of the Corporation. Honorary Members may not hold office, except in honorary capacity, or vote in the Corporation.

#### **SECTION 3.5 LIFE MEMBER**

Past Presidents of the Corporation who have faithfully fulfilled the duties of their office shall be granted life membership. Life Members shall not vote or hold office in the Corporation unless otherwise qualified.

#### **SECTION 3.6 SUSTAINING MEMBER**

Any reputable individual or entity desiring to assist financially in extending the purpose and function of the Corporation shall be eligible for affiliation as a Sustaining Member. Sustaining Members shall not be entitled to any of the rights and privileges of membership. Sustaining Members shall be conferred by two-thirds (2/3) of the Executive Committee.

#### **SECTION 3.7 INSTITUTIONAL MEMBER**

An Individual Institutional Member shall be a young person who meets the Individual Member requirements of Bylaw 3.2 and who is a member of a Chapter defined as an Institutional Chapter as outlined in the Policies of the Corporation.

#### **SECTION 3.8 ALUMNUS MEMBER**

An Alumnus Member shall be an individual who has reached the age of forty-one (41) who previously was an Individual Member in good standing. No Alumnus Member shall be entitled at any time to hold any office or vote upon any matter of any Chapter, the Corporation, JCI USA, and JCI.

### **SECTION 3.9 ASSOCIATE MEMBER**

Any Associate Member shall be an individual over the age of forty-one (41) who was not previously an Individual Member of the Corporation. No Associate Member shall be entitled at any time to hold any office or vote upon any matter of any Chapter, the Corporation, JCI USA, and JCI.

### **SECTION 3.10 DUAL MEMBER**

- A. A Dual Member shall be any Individual Member who has membership in more than one (1) Chapter. A Dual Member shall hold their primary membership in the first Chapter joined (hereafter referred to as "Home Chapter"). No Dual Member shall be permitted to hold office, nor cast votes in, or vote as a representative of any Chapter other than their Home Chapter.
- B. In order to hold office or cast a vote in, or vote as a representative of any Chapter other than their Home Chapter, the Dual Member must exchange their primary membership with membership in said Chapter pursuant to Transfer of Membership per Bylaw 3.12.

### **SECTION 3.11 REVOCATION OF A CHARTER OR TERMINATION OF MEMBERSHIP**

- A. The Board of Directors, by a two-thirds (2/3) majority vote (in accordance of Bylaw 5) may revoke the charter of any Chapter for good cause shown; provided, however, that said Chapter is given notice by certified mail to the last known address of the last known ranking officer of said Chapter not less than thirty (30) days prior to the date revocation is to be considered and after an opportunity to be heard at such meeting of the Board of Directors.
- B. The Board of Directors, by a two-thirds (2/3) majority vote (in accordance of Bylaw 5) may terminate the membership of any Individual Member for good cause shown; provided, however, that said Individual Member is given notice by certified mail to the last known address of said Individual Member not less than thirty (30) days prior to the date termination is to be considered and after an opportunity to be heard at such meeting of the Board of Directors.

### **SECTION 3.12 TRANSFER OF INDIVIDUAL MEMBERS**

Individual Members of the Corporation may transfer subject to the JCI USA Articles, Bylaws, and Policies.

### **SECTION 3.13 OFFICER MEMBERSHIP REQUIREMENTS**

Individual Members of the Corporation, who have not reached forty-one (41) years of age on or before the commencement of the term of office, shall be eligible to hold office in the Corporation or Local Chapter, provided, however, that other requirements for office are also met. The Immediate Past President of the Corporation shall be able to serve even if they have attained the age of forty-one (41) on or before the commencement of their term of office.

## **BYLAW 4. MEMBERSHIP DUES**

Each Chapter of the Corporation shall pay dues for its Individual Members as outlined in the Policies of the Corporation. No Chapter or Individual Member may vote or initiate action at any meeting of the Corporation or subdivision thereof if they are delinquent in payment of dues or any other monies owed to the Corporation. If the dues of any Individual Member or Chapter are in arrears more than one year, the Board of Directors, without prior notice, may disassociate or suspend such Individual Member or Chapter.

### **SECTION 4.1 CHAPTERS BELOW 20 INDIVIDUAL MEMBERS**

There shall be no fewer than ten (10) Individual Members for Chapter membership; however, if a Chapter has below twenty (20) Individual Members as of the last day of November for which it shall be obligated to report membership to the Corporation, as described in Policies of the Corporation, said Chapter shall owe dues for twenty (20) Individual Members. Any Chapter below twenty (20) Individual Members on the



last day of November, except newly chartered Chapters after August 31 of said year, who does not pay dues to the Corporation for twenty (20) Individual Members pursuant to the Policies of the Corporation, shall have its charter revoked and members automatically designated as "At-Large Individual Members" of the Corporation pursuant to Policies of the Corporation.

## **BYLAW 5. GOVERNMENT**

The Corporation shall have three (3) governing bodies:

- The delegates to the Fall All State Convention
- The Board of Directors
- The Executive Committee

### **SECTION 5.1 DELEGATES TO FALL ALL STATE CONVENTION**

The delegates have the power to elect the President of the Corporation. Delegates and their responsibilities are outlined in the Policies of the Corporation.

### **SECTION 5.2 BOARD OF DIRECTORS**

- A. Members of the Board of Directors are as follows and are voting members unless otherwise noted:

President of the Corporation  
State Administrative Vice President  
State Community Development Vice President  
State Individual Development Vice President  
State Management Development Vice President  
State Membership Vice President  
State Public Relations Vice President  
Immediate Past President  
Regional Directors  
District Directors  
Chapter Presidents  
Chapter State Delegates  
State Legal Counsel (Non-Voting)  
State Secretary (Non-Voting)  
State Treasurer (Non-Voting)  
Executive Director (Ex-Officio, Non-Voting)

- B. The Board of Directors are the governing body of the Corporation. They shall meet at prearranged dates and at the call of the President of the Corporation, control all property of the Corporation, and shall determine the Policies of the Corporation. They shall elect the Community Development, Individual Development, Management Development, and Public Relations Vice Presidents at the Fall All State Convention. The power of the Corporation is vested in the Board of Directors to fulfill the Articles of Incorporation, Bylaws, and Policies. The Board of Directors may delegate the powers and duties it deems necessary to the Executive Committee.
- C. The Board of Directors shall meet at Annual Convention, Spring All State Convention, Fall All State Convention, and at the call of the President of the Corporation. The President of the Corporation shall preside over all meetings of the Board of Directors. Minutes of all official meetings shall be furnished for each member of the Board of Directors prior to the next Board of Directors meeting.

- D. No member of the Board of Directors may cast more than one (1) vote under any circumstances and must be physically present on the floor to cast their vote. Chapters who find it necessary to substitute the vote of a Chapter President or State Delegate when unable to attend a State Board of Directors Meeting may do so provided the name of the Individual Member voting in the place of the Chapter President and/or State Delegate is presented to the Credentials Committee and approved by the President of the Corporation prior to the closure of credentials at said State Meeting.
- E. Written notice, via mail or email, of all meetings of the Board of Directors shall be given to each member at least ten (10) days prior to such meeting.
- F. The Board of Directors shall keep a full and complete record of all its proceedings. These records shall be open to inspection by any Individual Member of the Corporation at any time. The Corporation will advise the chapters of any important decisions.
- G. In an emergency or for other sufficient reason, the President of the Corporation may submit, by mail or email, any proper question between meetings to every member of the Board of Directors for decision. Such decision shall be considered binding when a minimum of fifteen percent (15%) of the Board of Directors has responded and a simple majority of those responding are in favor of the proposal. Responses must be received by the President of the Corporation within thirty (30) days of the date of the notification of the question to the Board of Directors.

**SECTION 5.3 EXECUTIVE COMMITTEE**

- A. Members of the Executive Committee are as follows and are voting members unless otherwise noted:
  - President of the Corporation
  - State Administrative Vice President
  - State Community Development Vice President
  - State Individual Development Vice President
  - State Management Development Vice President
  - State Membership Vice President
  - State Public Relations Vice President
  - Immediate Past President
  - Regional Directors
  - State Legal Counsel (Non-Voting)
  - State Secretary (Non-Voting)
  - State Treasurer (Non-Voting)
  - Executive Director (Ex-Officio, Non-Voting)
- B. The Executive Committee shall be responsible for conducting the day-to-day operations of the Corporation subject only to the requirements for action by Board of Directors contained within these Bylaws. Any actions taken by the Executive Committee shall be reported to the Board of Directors for final approval.
- C. The Executive Committee shall meet at Annual Convention, Spring All State Convention, Fall All State Convention, and at the call of the President of the Corporation. The President of the Corporation shall preside over all meetings of the Executive Committee. Minutes of all official meetings shall be furnished for each member of the Board of Directors prior to the next Executive Committee meeting.

- D. No member of the Executive Committee may cast more than one (1) vote under any circumstances. They must be physically present on the floor to cast their vote. No proxy may be appointed to exercise the vote of any Executive Committee members during their absence.
- E. Written notice, via mail or email, of all meetings of the Executive Committee shall be given to each member at least ten (10) days prior to such meeting.
- F. The Executive Committee shall keep a full and complete record of all its proceedings. These records shall be open to inspection by any member of the Corporation at any time. The Corporation will advise the chapters of any important decisions.

## **BYLAW 6. MEETINGS**

### **SECTION 6.1 REGULAR MEETINGS**

The Corporation shall meet three (3) times each year as follows:

- Between January 1 and February 29 for Annual Convention
- Between May 1 and May 31 for Spring All State Convention
- Between September 1 and October 31 for Fall All State Convention

### **SECTION 6.2 SPECIAL MEETINGS**

Special meetings of the Board of Directors and Executive Committee shall be called by the President of the Corporation at the request of at least two (2) members of said body. Notification of such meeting shall include the date, time, and location set by the President of the Corporation, and the agenda of all business to be conducted. Notice shall be communicated ten (10) days prior to the meeting to all voting members via mail or email and state website posting.

### **SECTION 6.3 QUORUM AT MEETINGS**

The following shall constitute a quorum:

- A quorum at a regular and special meetings shall be ten percent (10%) of the membership entitled to vote.
- A quorum at Fall All State Convention shall be two-thirds (2/3) of certified delegates.
- A quorum of the Executive Committee shall be a simple majority.

The required number of Board or Executive Committee delegates must be physically present on the floor in order to constitute a quorum. When a quorum is not present, any meeting may be adjourned or recessed from time-to-time until a quorum is present. When a quorum has been present at the meeting and members have withdrawn from the meeting so that less than a quorum remains, the members may continue to transact business until adjournment.

### **SECTION 6.4 PARLIAMENTARY PROCEDURE**

The rules contained in Robert's Rules of Order Newly Revised shall govern the Corporation and its constituent parts in all cases to which they are applicable and consistent with these Bylaws and Policies. The President of the Corporation may appoint a Parliamentarian who shall serve at the pleasure of the President of the Corporation during the term of the President of the Corporation appointing the Parliamentarian. The Parliamentarian shall be an Individual Member who has appropriate qualifications and experience with respect to parliamentary procedure as well as the Bylaws and Policies of the Corporation. Unless otherwise qualified, the Parliamentarian shall be an ex-officio, non-voting member of

the Executive Committee, the Board of Directors, and the Rules and Regulations Committee. At any time the Parliamentarian position is vacant, the Legal Counsel shall serve in this capacity.

## **BYLAW 7. OFFICERS AND DUTIES**

### **SECTION 7.1 PRESIDENT**

The Corporation shall have a President, who is an Individual Member of the Corporation, who shall be elected by a majority of the votes at Fall All State Convention. The President shall not have served a full term as President nor shall have reached forty-one (41) years of age on or before the commencement of their term.

- A. The President elected at Fall All State Convention shall serve as President for a term of one (1) year beginning January 1 of the year for which they have been elected or until a successor is elected and takes office.
- B. The President, or designee, shall preside at all meetings of the Corporation, and the President shall be an ex-officio member of all regular and special committees, with the exception of the Nominations Committee.
- C. The President may require officers to make regular or special reports at such time as the President may prescribe. Subject to the approval of the Executive Committee, the President shall annually appoint the standing and special committees or sub-committees of the Corporation.
- D. The President shall be responsible for the affairs of the Corporation and, with the assistance of the Executive Director, shall execute and administer the Bylaws and Policies of the Corporation as established by the Board of Directors and Executive Committee.
- E. The enhancement of the Corporation's image shall be the direct responsibility of the President. The President shall address other state organizations, state issues, and directions of the organization as a task of his/her tenure.
- F. During the month of December, the President, along with the Vice Presidents, shall develop a report containing an evaluation of each Chapter. This report shall be delivered to the incoming Executive Committee no later than January 1. The incoming Executive Committee shall develop an action report specifying how the needs of each Chapter shall be met.
- G. The President shall not take actions, expend funds, nor incur expenses contrary to the purpose of the Corporation, as may be modified from time to time by the Board of Directors. The Executive Director is responsible for reporting any failure to comply with this provision to the Board of Directors at its next meeting and for protecting the budget. Non-compliance of reporting a violation is grounds for dismissal of the Executive Director.

### **SECTION 7.2 ADMINISTRATIVE VICE PRESIDENT**

The President of the Corporation shall appoint, with ratification of the Board of Directors, an Individual Member of the Corporation as the Administrative Vice President. This member must meet all qualification and eligibility requirements of the elected programming Vice Presidents. They shall, under the direction of the President of the Corporation, be responsible for and have authority to administer operational details of the Corporation as authorized by the Bylaws and Policies. They shall manage and

supervise the functions and duties of the State Program Managers within their programming area. They shall be a member of all internal committees.

### **SECTION 7.3 MEMBERSHIP VICE PRESIDENT**

The President of the Corporation shall appoint, with ratification of the Board of Directors, a member of the Corporation as the Membership Vice President. This member must meet all qualification and eligibility requirements of the elected programming Vice Presidents. They shall, under the direction of the President of the Corporation, be responsible for and have authority to administer membership details of the Corporation as authorized by the Bylaws and Policies. They shall manage and supervise the functions and duties of the State Program Managers within their programming area.

### **SECTION 7.4 ELECTED STATE PROGRAMMING VICE PRESIDENTS**

The Board of Directors shall elect four (4) Vice Presidents: Community Development, Individual Development, Management Development, and Public Relations. They shall manage and supervise the functions and duties of the State Program Managers within their programming area.

### **SECTION 7.5 IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall attend all meetings of the Executive Committee and Board of Directors. They shall be available for advice and counsel to officers of the Corporation. They shall chair the Nominations Committee and the Rules and Regulations Committee, unless they are unavailable to perform such duty. They may accept additional duties as assigned by the President of the Corporation.

### **SECTION 7.6 REGIONAL DIRECTOR**

The Regional Director is the liaison between the Corporation and the Chapters in the Region from which they have been elected. They shall supervise District Directors in their Region and carry out other duties as directed by the President of the Corporation and Membership Vice President. Regional Directors shall preside at all meetings of the Region and shall supervise the election of the succeeding Regional staff.

### **SECTION 7.7 DISTRICT DIRECTOR**

The District Director is the liaison between the Corporation and the Chapters in the District from which they have been elected. They shall carry out the duties as directed by the President of the Corporation, the Membership Vice President, and the Regional Director. District Directors shall attend all meetings of the Region.

### **SECTION 7.8 CHAPTER PRESIDENT**

The Chapter President is a liaison between the Corporation and the Chapter from which they have been elected. They shall attend all meetings of the Board of Directors.

### **SECTION 7.9 CHAPTER STATE DELEGATE**

The Chapter State Delegate is a liaison between the Corporation and the Chapter from which they have been elected. They shall attend all meetings of the Board of Directors.

### **SECTION 7.10 STATE LEGAL COUNSEL**

The State Legal Counsel shall be an Individual Member of the Corporation who is a lawyer and is licensed to practice in the State of Minnesota. They shall aid and advise the Corporation in all legal matters and serve on the following committees: Board of Directors (non-voting), Executive Committee (non-voting), Election Committee, Rules and Regulations Committee, and Finance Committee.

- A. The Associate Legal Counsel shall automatically succeed, without ratification of the Board of Directors, to the position of State Legal Counsel, if said person has served six (6) months in the position of Associate Legal Counsel. If there is no Associate Legal Counsel, the President of the

Corporation shall appoint, with ratification of the Board of Directors, a qualified Individual Member of the Corporation.

**SECTION 7.11 STATE SECRETARY**

The President of the Corporation shall appoint, with ratification of the Board of Directors, an Individual Member of the Corporation as the State Secretary. They shall keep accurate records of the proceedings at all state meetings, including Finance Committee, Executive Committee, Board of Directors, and any special meetings. They shall serve as a non-voting member of said committees.

**SECTION 7.12 STATE TREASURER**

The State Treasurer shall be an Individual Member of the Corporation and shall work with the Executive Director to keep financial records of the Corporation, showing all receipts and disbursements. They shall report at all state meetings on the financial status of the Corporation. The Treasurer shall deliver an annual financial report to the Corporation at the end of the fiscal year or as soon thereafter as possible. Said report shall include prior year's actual income and expenditures, the current year's original budget, any revisions or proposed revisions to the budget and the actual income and expenditures to date. They shall also furnish reports for every meeting of the Executive Committee. Financial statements are to include the current operating budget balance sheet. Each time a budget revision is presented, a comparison of the new budget and the revised budget shall be presented. The State Treasurer shall be responsible for the supervision of dues collection and shall perform other duties as assigned by the President of the Corporation or Administrative Vice President. They shall serve on the following committees: Board of Directors (non-voting), Executive Committee (non-voting), and Finance Committee.

- A. The Associate State Treasurer shall automatically succeed, without ratification of the Board of Directors, to the position of State Treasurer, if said person has served six (6) months in the position of Associate State Treasurer. If there is no Associate State Treasurer, the President of the Corporation shall appoint, with ratification of the Board of Directors, an Individual Member of the Corporation as the State Treasurer.

**SECTION 7.13 EXECUTIVE DIRECTOR**

There shall be an Executive Director of the Corporation, who shall be recommended by the Personnel and Performance Committee and ratified by the Executive Committee. They shall serve until resignation has been accepted by the Executive Committee or until removal by said Executive Committee.

- A. The Executive Director shall not be limited by age.
- B. The Executive Director, under the guidance of the Executive Committee and President of the Corporation, shall be in charge of the operation of the Corporation's Service Center and shall be responsible for the success and execution of the Bylaws and Policies and any applicable regulations of the Corporation as determined by the Executive Committee and/or the Board of Directors.
- C. Subject to the guidance of the State Treasurer, the Executive Director shall have general supervision over all corporate funds and securities and shall keep, or cause to be kept, proper records of accounts of the Corporation. They shall supervise and be responsible for the disbursement of the funds of the Corporation in accordance with the approved budget or as directed by the Executive Committee or the Board of Directors. They shall render to the Executive Committee and/or the Board of Directors, at regular intervals, to be determined by said Executive Committee or Board of Directors, an account of the financial condition of the Corporation. The books of the Corporation shall be open for inspection by the members of the Board of Directors at any time.

- D. The Executive Director shall be an ex-officio member of all the Corporation's committees and affiliates.
- E. The Executive Director shall report to the Executive Committee and Board of Directors the current status of all action projects and programs.
- F. The Executive Director shall be removed only after a hearing before the Executive Committee and after it is determined that a continuation of services is prejudicial to the best interest of the Corporation.
- G. In the event of a vacancy of the Executive Director, the President of the Corporation shall form a search committee within thirty (30) days of vacancy.

**BYLAW 8. VACANCY AND REMOVAL OF OFFICE**

**SECTION 8.1 VACANCY**

If there is a vacancy in any office of the Corporation, except in the Presidency, the President of the Corporation shall appoint a successor to the office who must be approved by the Executive Committee. If there is a vacancy in the Presidency, the Administrative Vice President shall call and conduct a meeting, within thirty (30) days of the vacancy, of the Board of Directors for the purpose of choosing a successor, from eligible Individual Members as outlined in the Policies of the Corporation, who shall serve out the unexpired term. The Administrative Vice President shall serve as President of the Corporation during the interim period.

**SECTION 8.2 REMOVAL OF OFFICE**

The Board of Directors, by two-thirds (2/3) vote, may remove any officer of the Corporation from office for good cause shown; provided that such officer is given written notice by certified mail not less than thirty (30) days prior to the date of such removal is to be considered and after an opportunity to be heard by the Board of Directors.

**BYLAW 9. ELECTION OF OFFICERS**

**SECTION 9.1 ELIGIBILITY AND QUALIFICATION**

- A. No officer shall be eligible for the same office for two (2) consecutive terms.
- B. Any candidate for any office must be an Individual Member of the Corporation.
- C. Any candidate for any office must be substantially aware of the powers and duties of the office they seek and be willing and capable of performing said duties.
- D. The officers-elect of the Corporation shall assume office and responsibility on January 1.
- E. Candidates for the office of State President, State Community Development, State Individual Development, State Management Development, and State Public Relations Vice Presidents must be certified by the Nominations Committee.
- F. Any candidate for State President must have served at least one term as Chapter President, one term as Regional or District Director, and one term as a State Vice President.

- G. Any candidate for State Community Development, State Individual Development, State Management Development, or State Public Relations Vice President must have served one term as Chapter President, and one term as either Regional or District Director or State Program Manager.
- H. Any candidate for Regional or District Director must have served one term as Chapter President.
- I. All candidates must file a notice and other requirements with the State Elections Committee.
- J. An Individual Member shall be deemed to have fulfilled all requirements of service equal to the highest office served if said Individual Member was a member of another State Organization of JCI USA.

**SECTION 9.2 DELEGATES TO FALL ALL STATE CONVENTION**

Each Chapter in good standing as of August 31 is entitled to delegates at the Fall All State Convention as follows:

- 10 – 19 Individual Members = 5 delegates
- 20 – 29 Individual Members = 10 delegates
- 30 – 39 Individual Members = 11 delegates
- 40 – 49 Individual Members = 12 delegates
- 50 – 59 Individual Members = 13 delegates
- 60 – 69 Individual Members = 14 delegates
- 70 – 79 Individual Members = 15 delegates
- 80 – 89 Individual Members = 16 delegates
- 90 – 99 Individual Members = 17 delegates
- 100 – 124 Individual Members = 18 delegates
- 125 – 149 Individual Members = 19 delegates
- 150+ Individual Members = 20 delegates

No Chapter shall be entitled to more than twenty (20) delegates. Each delegate must present a valid photo ID to receive voting credentials. In order to cast a vote a person must be an Individual Member in good standing of the Corporation, registered as a delegate to the convention, fully credentialed and physically present on the floor. No person shall be allowed more than one (1) vote.

Good Standing is defined as a Chapter or Individual Member not on accounts receivable. All Individual Member accounts receivable must be paid prior to an Individual Member being credentialed.

**SECTION 9.3 SANCTIONS**

The Elections Committee shall rigidly enforce all Bylaws and Policies of the Corporation relating to the elections of the Corporation. If any Individual Member, candidate or campaign manager, organization, or other person shall, with the knowledge and acquiescence of such candidate, violate any provisions of the Bylaws and Policies of the Corporation, the candidate shall forfeit the right to be elected to the office to which the candidate is nominated. The disqualification of any candidate determined by the Election Committee may be appealed to the Board of Directors, the decision of which shall be final.

**BYLAW 10. FINANCE**

**SECTION 10.1 FISCAL YEAR**

The fiscal year of the Corporation shall be from January 1 to December 31.



## **SECTION 10.2 BONDING**

The President of the Corporation, State Treasurer, and Executive Directors shall be bonded in such amount as may be fixed by the Executive Committee; the expense of such bonds to be paid by the Corporation.

## **BYLAW 11. COMMITTEES**

A committee may take reasonable and proper action as is necessary to accomplish its purpose, but shall not exceed the authority duly granted to said committee. Each committee shall present its plan of action and budget, if any, to the Executive Committee prior to taking any irrevocable action. Each committee chairperson shall submit a written report to the President of the Corporation and Executive Director on the work of the committee prior to all State Meetings. Committee chairpersons shall serve until a new administration assumes office, unless due to the nature of the committee work the appointment was set for a different length of time. The chairperson shall forward a complete file to their successor, including all details of the committee activities.

### **SECTION 11.1 ELECTIONS COMMITTEE**

The State Elections Committee shall be appointed by the President of the Corporation and ratified by the Executive Committee at the Spring All State Convention. The committee shall consist of one (1) Individual Member from each Region and the State Legal Counsel. No member of the committee shall endorse or campaign on behalf of any Executive Committee candidate of the Corporation. The State Election Committee shall have the duty of interpreting and enforcing the election rules adopted by the Executive Committee, and the regulations, if any, adopted by the Board of Directors. Such rules and regulations are outlined in the Policies of the Corporation.

- A. Each Regional Director shall appoint a Regional Election Committee consisting of three (3) Individual Members from different Districts.

### **SECTION 11.2 CREDENTIALS COMMITTEE**

The Credentials Committee shall be appointed by the President of the Corporation and ratified by the Executive Committee at the Annual Convention. Prior to the election at Fall All State Convention, Individual Members from Chapters shall appear before this committee to be certified as delegates. The committee shall also ascertain whether each delegate is properly registered at the convention, and is a current Individual Member of the Corporation in good standing. The first order of business at the Fall All State Convention shall be the report of this committee.

### **SECTION 11.3 RULES & REGULATIONS COMMITTEE**

The Rules and Regulations Committee shall be appointed by the President of the Corporation and ratified by the Executive Committee no later than Spring All State Convention. The committee's responsibilities include reviewing the Bylaws and Policies of the Corporation and reviewing any proposed changes submitted to the committee. This includes, but is not limited to, drafting changes into proper form, checking for conflicts with other sections and submitting recommendations to the Executive Committee and Board of Directors.

### **SECTION 11.4 NOMINATIONS COMMITTEE**

The Nominations Committee shall be appointed by the President of the Corporation no later than May 1. The committee shall consist of three (3) members including the Immediate Past President of the Corporation, who shall serve as chair of this committee. Any Individual Member of the Corporation or former President of the Corporation is eligible to serve as a member of this committee except the current President of the Corporation, or any candidate for office. The purpose of the committee shall be to certify the eligibility and qualification of candidates for the office of State President, State Community

Development, State Individual Development, State Management Development, and State Public Relations Vice Presidents. Immediately prior to the elections, the committee shall make a full report to the voting delegates. The committee's report and recommendations may be overruled by a two-thirds (2/3) vote of the delegates assembled, provided the President of the Corporation and Administrative Vice President have received notice of the candidates appeal of the committee's certification decision as outlined in the Policies of the Corporation.

#### **SECTION 11.5 FINANCE COMMITTEE**

Members of the Finance Committee are as follows and are voting members unless otherwise noted:

President of the Corporation  
Administrative Vice President  
State Treasurer  
Associate Treasurer (Non-Voting)  
State Legal Counsel  
Associate Legal Counsel (Non-Voting)  
State Secretary  
Two (2) voting members of Executive Committee  
Three (3) at-large Individual Member appointments  
Immediate Past President  
Executive Director (Ex-Officio, Non-Voting)

The Finance Committee shall be responsible for reviewing and recommending the annual budget to the Executive Committee. They shall be responsible for the overall corporate financial planning and development, adherence to the Bylaws and Policies for the acquiring, investing, expenditures of funds, and audits of the financial records of the Corporation at the close of each fiscal year. The committee shall meet bi-monthly and the chairperson shall be designated by the President of the Corporation. The committee shall have the authority to approve expenditures of day-to-day operations and individual budget items up to fifteen percent (15%) over budget. They shall also be responsible for preparing a written report for the Executive Committee at each convention and an Annual Report to the Board of Directors. The committee shall submit to the Executive Committee for final approval any decisions relating to statewide fundraising, insurance, loans and all financial obligations or investments which would effect a Chapter's finances or existence as specified in the Articles, Bylaws, and Policies of the Corporation. The committee shall also be responsible for obtaining the yearly audit from an impartial accounting firm.

#### **SECTION 11.6 AWARDS COMMITTEE**

The Awards Committee shall consist of the President of the Corporation, Immediate Past President, all Vice Presidents, and all Regional Directors. -The committee's responsibilities are outlined in the Policies of the Corporation.

#### **SECTION 11.7 FUTURE DIRECTIONS COMMITTEE**

Members of the Future Directions Committee are as follows:

Executive Director (Chair)  
President of the Corporation  
Immediate Past President  
Chairperson of each Strategic Planning Workgroup  
Three (3) at-large Individual Member representatives

The Future Directions Committee shall meet at the call of the chairperson at least three (3) times each year. They are responsible for communicating strategic planning progress from each goal area. The Committee shall review the progress of the workgroups and provide guidance to workgroup chairpersons and members. The chairperson shall report all action of the committee to the Executive Committee and the Board of Directors at all State Meetings.

Each goal of the Strategic Plan shall have a corresponding Future Directions Workgroup consisting of at-large Individual Members of the Corporation. Workgroups shall be charged with reviewing and evaluating the activities of the Corporation and their alignment with the mission and vision of the Corporation. Workgroup members shall serve a minimum of one year but may choose to participate longer. Each workgroup shall elect a chairperson who shall report directly to the Executive Director.

#### **SECTION 11.8 PERSONNEL AND PERFORMANCE COMMITTEE**

Members of the Personnel and Performance Committee are as follows:

President of the Corporation  
Immediate Past President  
Administrative Vice President  
Immediate Past Administrative Vice President  
Executive Director (Ex-Officio)

In the event that any of these officers cannot fulfill this duty, an at-large Individual Member may be appointed by the President of the Corporation with approval of the Executive Committee. This committee shall set policy and procedures for any paid employee(s) and make recommendations on compensation and benefits.

Responsibilities include, but are not limited to: performing annual review of all paid employees; providing written appraisal of employees' performance during the past year; authorize any or all adjustments in compensation; and review employee benefits on an annual basis to coincide with the appraisal process.

#### **BYLAW 12. NATIONAL CONVENTION HEAD OF DELEGATION**

The Corporation's delegation to the Convention of JCI USA shall be headed by the President of the Corporation. In their absence, their duties shall be performed by the next senior officer, as follows:

- a. Administrative Vice President
- b. Vice Presidents by lot
- c. Regional Directors by lot
- d. District Directors by lot

One state vote shall be delegated to each of the ten (10) most senior officers present in the order stated. Procedures are outlined in the Policies of the Corporation.

#### **BYLAW 13. DEFUNCT CHAPTER MONIES AND PROPERTIES**

Based upon federal statutes, state statutes, and the Internal Revenue Code Section 501(c)4 (which prohibits the net earnings of any such corporation, including unincorporated associations, exempted under that subtitle for inuring to benefit of any individual) all deposits, monies, and assets (after the payment of existing debt) in the name of any Chapter which has ceased to exist or had their charter revoked under due process shall accrue and become the property of the Corporation. Acceptance of said deposits, monies and assets of Chapters shall not be construed as acceptance of the Chapter's current or future liabilities to third persons.

**BYLAW 14. BYLAW AMENDMENTS**

Bylaws may be enacted, rescinded, and amended by a two-thirds (2/3) vote of the Board of Directors, if written notice of the proposed change(s) is communicated to each member of the Board of Directors and Executive Committee via mail or email and state website posting at least thirty (30) days prior to action thereon. Such notice shall include a full written text of the proposed change(s). At least seven (7) days before such notice is given, the proposed change(s) must be submitted to the Rules and Regulations Committee.

**BYLAW 15. POLICY AMENDMENTS**

Policies supplementary to the Bylaws may be enacted, rescinded, and amended by a majority vote by the Board of Directors if written notice of the proposed change(s) is communicated to each member of the Board of Directors and Executive Committee via mail or email and state website posting at least ten (10) days prior to the action thereon. Such notice shall include full written text of the proposed change(s). Prior to the mailing or emailing of such notice, the proposed change(s) must be submitted to the Rules or Regulations Committee.