



# Durham Jaycees, Inc.

## Amended and Restated Bylaws

### ARTICLE I

The name of this nonprofit corporation shall be Durham Jaycees, Inc. (the "Corporation"). The period January 1 to December 31, inclusive each year, shall constitute the fiscal year of the Corporation.

### ARTICLE II

- Section 1** Any person, between the ages of twenty-one (21) and forty (40) inclusive, shall be eligible for membership in the Corporation. No member shall, by reason of attaining his or her fortieth birthday, be prevented from completing and serving out the fiscal year of the Corporation during which said birthday is reached. This provision shall apply equally to officers and to members-at-large.
- Section 2** Each applicant for membership shall make an oral or written application endorsed or moved by a member in good standing. If a written nomination is made, it shall be completed on forms supplied by the Secretary. Applications are to be presented to the Board of Directors for consideration, a majority vote of the members of the Board present at such session to govern. However, no applicant shall be accepted as a member until the initiation fee and initial dues are paid or assured by such applicant's employer as determined from time to time by the Board of Directors.
- Section 3** Any former member shall be eligible for reinstatement at the discretion of the Board of Directors, providing all sums owing by such former member to the Corporation shall have been paid in full, and providing his or her application for reinstatement shall be accompanied by payment of dues for the ensuing quarter.
- Section 4** In exceptional circumstances any member in good standing may apply in writing to the Board of Directors for a leave of absence, subject to review and withdrawal at any time by the Board of Directors for altered circumstances shown. Members in this status, for the purposes of the State and National organizations, shall not be deemed to be members of the North Carolina Jaycees or the United States Jaycees.

**Section 5** In exceptional circumstances any member in good standing may apply in writing to the Board of Directors for Special Membership Status for a period not to exceed twelve (12) months. Such request may be granted or denied in the discretion of the Board of Directors and, if granted, is subject to further review and withdrawal at any time by the Board of Directors upon a change in the circumstances upon which such membership status was granted. Members granted Special Membership Status shall be required to pay the annual membership dues, excluding the cost of the meals at the regular membership meetings, as determined and established by the Board of Directors.

For purposes of sections 4 and 5 immediately above, "exceptional circumstances" is defined as any set of circumstances or conditions as a result of which the member in good faith determines that such member will be unable to attend the regular membership meetings for at least a six month period, but will continue to participate in other Jaycee activities. By way of example, and not limitation, such circumstances may include enrollment in an educational program requiring regular classroom attendance at the same time as the regular membership meetings, or a position of employment requiring the member's presence at his or her place of employment at the same time as the regular membership meetings, for a period of at least six months.

**Section 7** The elected officers of the Corporation , acting as a committee which shall include the Immediate Past-President, shall have the authority to grant a Life Membership in the Corporation as a proper and befitting reward for extraordinary and outstanding service to the Corporation . Such elected officers shall only act upon written applications presented to the President or Secretary prior to the December meeting of the Board of Directors. Any person granted a Life Membership in the Corporation shall be subject to the following restrictions and rules:

- a) That any Life Membership Status be offered prior to the end of the fiscal year in which such member attains the age of forty (40) years, announcement thereof be made to the membership meeting;
- b) That the Life Member shall not have a vote in any of the business or elections of the Corporation , shall not campaign or hold any office, serve as Chairperson of any project, nominate any candidate for office in the Corporation, and shall not actively campaign for any candidate; and
- c) That a Life Member not be required to pay dues.

**Section 8** The elected officers of the Corporation , acting as a committee which shall include the Immediate Past-President, shall undertake to investigate and determine whether any current or past members are worthy of consideration for the JCI Senate, and if so, to undertake further appropriate review of such candidate or candidates, in order to present such nominee to the President with the information and materials necessary to submit such nominations to the North Carolina Jaycees. No nominations shall be submitted to the President unless it has received the unanimous approval of all committee members. The committee shall report to the President on or before December 1 of the then current fiscal year. The Corporation shall pay any nominating fee involved in nominating any such duly approved nominee submitted to the North Carolina Jaycees. The nominee must satisfy all requirements specified by the North Carolina Jaycees and must have served as an elected officer of the Corporation and is or was a member in good standing.

### **ARTICLE III**

**Section 1** Membership dues in the Corporation shall be payable for such periods each fiscal year as determined from time to time by the Board of Directors. The amount of annual dues shall be determined by the Board of Directors subject to the approval of the membership at a regular meeting, such dues to include the cost of meals at regular meetings.

**Section 2** No member shall be considered a member in good standing and eligible to vote on any questions or business concerning the Corporation unless his or her dues and other charges shall have been paid within ninety (90) days after the due date thereof. Any member who is not in good standing may be dropped from the membership roll at the discretion of the Board of Directors.

## ARTICLE IV

- Section 1** The government of the Corporation shall be vested in a Board of Directors consisting of a maximum of seventeen (17) voting members, which shall include the Chairman of the Board, President, Management Development Vice President, Community Development Vice President, Individual Development Vice President, Membership Vice President, Financial Development Vice President, Secretary, Treasurer, and a maximum of eight (8) Directors at large, all of whom shall be elected as hereinafter provided. Except as otherwise provided by majority vote of the membership of the Corporation at a regular or special meeting, the Corporation shall have six (6) at large directors with staggered terms as provided hereinafter.
- Section 2** A quorum of the Board of Directors shall consist of a majority of its members.
- Section 3** In the event that a member of the Board of Directors is absent without cause from three (3) regular Board of Directors meetings, such Director shall cease to be a member of the Board of Directors.
- Section 4** A vacancy in the Board of Directors (except President) shall be filled by the majority vote of the membership of the Corporation present and eligible to vote at a regularly scheduled meeting within thirty (30) days after such vacancy occurs. The membership shall be notified of such vacancy, in writing, within fifteen (15) days after it occurs. The member elected to fill the vacancy shall serve the remaining portion of the vacated term. If an at large directorship becomes vacant within three months or less of the expiration of the term for which the director was elected, then that position shall remain vacant until the next annual election for directors. If a vacancy occurs in the office of President, the Management Development Vice President shall automatically become President.

## ARTICLE V

- Section 1** No member shall be eligible to vote in the annual election of officers and directors unless that member shall be in good standing and in attendance at the meeting at which such vote is taken.
- Section 2**
- (a) No member shall be eligible to be a candidate for any office unless such member shall be in good standing.

- (b) The annual election of officers and directors shall be the second regular membership meeting to be held in November of each year. Not less than sixty (60) days prior to the annual election, the Secretary of the Corporation shall give notice to the membership that by written nomination of at least five (5) members in good standing filed with the President or Secretary of the Corporation, such members may nominate the member they propose for the office of President, Management Development Vice President, Community Development Vice President, Individual Development Vice President, Membership Vice President, Financial Development Vice President, Secretary or Treasurer as well as any at large director positions due to be filled. Nominations for all such positions shall be closed fifteen (15) minutes after the membership meeting (at which the annual election is held) shall be called to order; provided that nominations shall remain open and be accepted from the floor for any position for which no candidate is yet nominated; and provided further that nominations shall remain open and be accepted from the floor for any other position upon approval of a majority vote of the members in good standing present at the meeting.

**Section 3** At annual election meeting , the President or a designated representative, shall conduct the election for all officer positions first and then for open at large directorships. Only those persons nominated in accordance with Section 2 above shall be eligible to be duly elected. Any positions for which only one candidate is nominated may be elected by acclamation. Contested positions shall be decided by written ballot, with the candidates receiving the most votes (whether or not a majority) to prevail.

## ARTICLE VI

**Section 1** The duties of the officers so elected shall be hereinafter designated and such as their title by general usage and acceptance would indicate, and such other duties as may be assigned them respectively by the Board of Directors.

**Section 2** The President shall preside at all regular and special meetings of the Board of Directors as well as the regular and special meetings of the Corporation, but the President may at his or her discretion, designate someone to preside at any meeting. Following the end of a term as President, such officer shall automatically become the Chairman of the Board for the immediately following fiscal year. No other election shall be held to elect the Chairman of the Board.

- Section 3** It shall be the duty of the President to appoint committees to carry out the purposes and objectives of the Corporation. The President shall be, , an ex-officio member of all committees and shall in general exercise supervision over the affairs of the Corporation.
- Section 4** The Management Development Vice President shall perform the duties of the President in the latter's absence or inability to act.
- Section 5** The Individual Development Vice President shall be in charge of all internal affairs of the Corporation, save and except those matters relating to Membership, as defined by the President. The Individual Development Vice President shall perform the duties of the President in the absence or inability to act of the President and Management Development Vice President.
- Section 6** The Membership Vice President shall be in charge of all matters pertaining to membership in the Corporation, specifically including the recruitment and orientation of new members.
- Section 7** The Community Development Vice President shall be in charge of the external affairs of the Corporation, as defined by the President. The Community Development Vice President shall perform the duties of the President in the absence or inability to act of the President, Management Development Vice President, and Individual Development Vice President.
- Section 8** The Financial Development Vice President shall be in charge of all matters related to the administrative ways and means of the Corporation, specifically including the conduct of projects that provide administrative income, and the on-going and future management of such income.

All Vice Presidents shall, in addition to the foregoing, perform any special work assigned to them by the President.

- Section 9** The Secretary shall keep an accurate record of the membership of the Corporation, and shall notify all members of the time and place of all meetings. The Secretary shall keep an accurate record of the proceedings of all regular and special meetings of the Corporation, and shall serve as Secretary to the Board of Directors; in general, the Secretary shall do and perform all duties incident to the office of the Secretary and, more particularly, to read or present the minutes of the proceeding Board of Directors meeting at the following meeting of the Board of Directors for approval by the Corporation. The minutes of the meetings of the Board of Directors shall be available to the members of the Corporation upon request.

## **Section 10**

- (a) The Treasurer shall handle the money of the Corporation and faithfully account therefor. All money shall be deposited by the Treasurer in a bank, to be chosen by the Board of Directors, to the credit of the Corporation. Money shall be withdrawn only upon checks signed by the Treasurer, or in his or her absence or inability to act, by the Secretary, and countersigned in either case by the President or in his or her absence the Management Development Vice President.
- (b) The Treasurer may be required to give bond, as determined by the Board of Directors., the premium on said bond to be paid by the Corporation.
- (c) The Board of Directors shall have the authority to approve the establishment of separate checking accounts for projects with a projected income of \$1000.00 or more and to grant authority to the project chairperson to sign checks drawn against such accounts with the co-signature of either the President or Treasurer. Any project chairperson granted special authority under this subsection shall provide an updated financial statement at each meeting of the Board of Directors during the course of the project. The special authority granted to any project chairperson under this subsection shall automatically terminate upon completion of the project and any monies remaining in any special account shall immediately be deposited in the regular Corporation account, or in the case of annual projects, may remain in the special project account for use by the following year's chairperson at the discretion of the Board of Directors. In such case control of the special project account will be transferred to the Treasurer until a new chairperson is designated the following year.

**Section 11** All officers shall serve for a term of one (1) year, or until their successors are elected and installed. New officers shall be installed at or before the first regular meeting in January.

**Section 12** Except as otherwise provided by majority vote of the membership of the Corporation at a regular or special meeting, four (4) at large directors shall serve for a term of two (2) years and two (2) at large directors shall serve for a term of one (1) year or until their successors are elected and installed. New Directors shall be installed at or before the first regular meeting in January.

- Section 13** In no event shall any director or officer, except the Secretary, Treasurer or any officer who may be elected to fulfill an unexpired term, be elected to succeed himself; provided however that nothing shall prevent the Board of Directors, when deemed expedient, from electing a full or part-time secretary from without the membership of the Corporation , in which case such secretary shall be the Secretary of the Board of Directors and not a member thereof.
- Section 14** Within one (1) month after his or her election and installation in office, the President shall appoint at least one (1) member but not more than two (2) members to the office of State Director, who shall, in accordance with the Bylaws of the North Carolina Jaycees, serve during the term of office of the President appointing them. They shall also perform such other duties as may be assigned them by the President. The State Director shall be eligible to attend all meetings of the Board of Directors but shall serve only in an advisory capacity to the Board of Directors.
- Section 15** The membership dues of this Corporation for the duly elected President, Treasurer, and Secretary shall be waived during their tenure of office.

## **ARTICLE VII**

- Section 1** Within one (1) month after installation, the President of the Corporation may appoint:
- (a) A Projects Committee composed of a chairperson and not less than four (4) committee members who shall serve during the term of the President appointing them. The duties of said committee shall be to promote, develop and recommend projects submitted by members and others.
  - (b) A Membership Committee composed of the Membership Development Vice President who shall serve as chairperson of the committee, and not less than two (2) committee members who shall serve during the term of the President who appointed them. The duties of said committee shall be to promote membership in the Corporation.
  - (c) A Finance Committee composed of the Treasurer of the Corporation as chairperson and not less than two (2) committeepersons who shall serve during the term of the President appointing them. The duties of said committee shall be to prepare budgets for the Corporation and such other duties as are commonly performed by such committee.

- (d) A Special Awards Committee consisting of the following: A past local president, (2) a former Durham Jaycee, (3) a current Durham Jaycee in good standing and not holding any office, and who has been a member for at least three (3) years, and (4) a member of the then current Board of Directors. No person may serve on such a committee more than one year in any consecutive three-year period. The Special Awards Committee shall select one of its members to serve as committee chairperson.

The Special Awards Committee shall review the nominations for the Distinguished Service Awards. A majority of the committee members of the Special Awards Committee shall determine the winners of the Distinguished Service Awards.

**Section 2** The President shall, from time to time, appoint such committees as are deemed necessary for the transaction of business and accomplishment of any particular project.

## **ARTICLE VIII**

**Section 1** The funds of the Corporation shall be set up in two funds known as the General Fund and the Civic and Community Betterment Fund.

**Section 2** The General Fund

- (a) The General Fund shall serve as the operating account for the Corporation and the prime financial policy of the Corporation shall be that the expense of operating the Corporation shall be paid from this fund and the said expenses of operation should be within the income allocated to said fund.
- (b) Income allocated to this fund shall be those items of revenue as enumerated below:
  - 1. Membership Dues of the Corporation.
  - 2. Initiation fees of new members.
  - 3. Refunds of any and all expenses originally chargeable to this fund.
  - 4. Interest or dividends earned on investments of the Corporation.
  - 5. That portion of those net profits from all moneymaking projects of the Corporation not allocated to the Civic and Community Betterment Fund, but in no event to exceed thirty percent (30%) of such profits.

6. The proceeds from projects designated for the express purpose of adding funds to the administrative account.

(c) The Finance Committee or individual(s) as directed by the Board of Directors shall prepare a written budget, listing expected items of revenue allocated to and expected disbursements chargeable to the General Fund and shall submit same to Board of Directors for its approval as soon as practical after January 1 of each year.

**Section 3** Civic and Community Betterment Fund

(a) The Civic and Community Betterment Fund shall be allocated a minimum of seventy percent (70%) of the net profit from all money making projects, unless the proceeds from a specific project are otherwise designated by a majority vote of the Board of Directors present at a meeting of the Board of Directors.

(b) All requests for expenditures from this fund shall be submitted to the Board of Directors for approval.

(c) Expenditures from this fund shall be for those purposes that, in the opinion of the Board of Directors of the Corporation, tend to promote, develop or otherwise improve the welfare and civic well being of the community.

(d) It is the intent of (c) above to treat the expenditures from this fund as both a private and a public trust of the Corporation, and in keeping with this trust, that no expenditures be made from this fund in any amount for the purchase of alcoholic beverages in any form or nature or for any other expenditure of like or similar nature which would tend to be a violation of this trust.

**Section 4** All expenditures made in the promotion, development, or execution of money-making projects whose net residue will become a part of the Civic and Community Betterment Fund and/or expenditures for projects which derive any of their funds from the Civic and Community Betterment Fund shall be deemed direct expenditures from the Civic and Community Betterment Fund. Budgets for such projects shall be prepared and submitted to the Board of Directors as prescribe by Section 3(b).

**Section 5** By a majority vote of the membership present at any regular meeting of this Corporation, additional funds may be set up to cover specific items or cases not covered in the above articles defining the financial structure of this Corporation.

**Section 6**

- (a) In the event any member of this Corporation (except as provided in subsection (c), causes debts or commitments to be made which would properly be chargeable to the General Fund and if such debts and/or commitments are in excess of budgetary allocation and is without the specific approval of the Board of Directors, such debts and/or commitments will become a personal liability of the member causing same to have been made.
- (b) In the event any member of this Corporation causes to be made any debt and/or commitments properly chargeable to the Civic and Community Betterment Fund without first securing proper authorization of same from the Board of Directors, then such debt and/or commitment shall become the personal liability of the member causing same to be made.

## **ARTICLE IX**

**Section 1** Robert's Rules of Order shall govern the proceedings of all general, regular and special meetings of the Corporation and its constituent parts, except as provided in these Bylaws.

**Section 2** One-third of the membership in good standing shall constitute a quorum.

## **ARTICLE X**

**Section 1** Delegations or committees shall be elected by the membership at any regular or special meeting, in any manner determined at such meetings, to represent the membership at any convention, conference, meeting or assembly. In the event no meeting of the membership is held, then such delegation or committees may be appointed by the President, subject to the approval of a majority of the full Board of Directors. Delegations or committees shall have no authority by virtue of such election or appointment to bind or obligate the Corporation to any expense, unless such authority is specifically given; nor shall such delegations or committees have authority to concur in any action contrary to the express policy of the Corporation, unless such authority is specifically given.

## ARTICLE XI

- Section 1** (a) Covered Person: A covered person shall include any person who at anytime serves or has served as a director or officer of the Corporation, or in such capacity at the request of the Corporation for any other foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.
- (b) Action: An action shall include any threatened, pending, or completed civil, criminal, administrative, investigative suit or proceeding, any appeal therefrom, and any inquiry or investigation that could lead to such a suit or proceeding.
- Section 2** Except as provided in section 5 of this Article, the Corporation shall indemnify a covered person if he or she is made, or is threatened to be made, a party to an action whether or not the action is brought by or on behalf of the Corporation (i.e., a derivative action), or otherwise (i.e., a direct action).
- Section 3** A covered person shall be indemnified against (a) reasonable expenses, including without limitation, all attorney's fees actually and necessarily incurred by him or her in connection with any such action, (b) all reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including any excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he or she may have become liable in such action, and (c) all reasonable expenses incurred in enforcing the indemnification rights provided herein.
- Section 4** Covered expenses may be paid by the Corporation in advance of final disposition of the action if authorized pursuant to section 6 below. Any advance payment shall be made only upon receipt of an undertaking by the covered person to repay such amount unless it shall ultimately be determined that the covered person is entitled to be indemnified by the Corporation against such expense.
- Section 5** Unless otherwise required by law, the Corporation shall not indemnify a covered person for:
- (a) Acts or omissions were, at the time taken, known or believed by him or her to be clearly in conflict with the best interests of the Corporation;
- (b) Liability under North Carolina General Statutes 55A-8-32 or North Carolina General Statutes 55A-8-33;

- (c) Any transaction in which the covered person derived an improper personal benefit; or
- (d) Any proceeding in which the covered person is adjudged liable to the Corporation.

**Section 6** The determination to indemnify a covered person, and the amount and terms of the indemnification shall be made:

- (a) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the action;
- (b) If a quorum can not be obtained under subdivision (a), by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the action;
- (c) By special legal counsel.
  - i. Selected by the Board of Directors or its committee in the manner prescribed in subsections (a) and (b) of this subsection; or
  - ii. If a quorum of the Board can not be obtained under subdivision (a) of this subsection and a committee can not be designated under subsection (b) of this subsection, selected by a majority vote of the full Board (in which selection directors who are parties may participate).

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subdivision (c) of this section to select counsel.

**Section 7** A covered person shall be deemed to be serving the Corporation in reliance upon, and as consideration for the rights provided for herein. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification.

**Section 8** The rights provided for herein shall not be exclusive of any other rights to which the covered person may be entitled, including, without limitation, statutory rights to indemnification and benefits under policies of insurance.

## ARTICLE XII

These Bylaws may be amended or repealed at any regular meeting by the affirmative vote of a majority of the members present at said meeting and entitled to vote under the Bylaws then existing, provided that the proposed amendment or repeal has been presented to the membership in written form not less than fifteen (15) days prior to the meeting at which the proposed amendment or repeal is to be acted upon.

### *Effective Date*

*These Bylaws were amended and restated by the Board of Directors at a regular meeting of the Board of Directors on \_\_\_\_\_; were presented to the membership at the regular membership meeting on \_\_\_\_\_ December 9, 2003; and were approved by the membership at a regular membership meeting on \_\_\_\_\_.*