
ARTICLE I - Name and Principal Office

Section 1 – **Name.** The name of this corporation shall be: THE ANN ARBOR JAYCEES FOUNDATION.

Section 2 – **Location.** The principal office of the corporation shall be located at such place as the Board of Trustees shall direct, except that the registered office shall be located within the County of Washtenaw, State of Michigan.

ARTICLE II – Purpose

The corporation is formed for any purpose permitted by Section 501(c) (3) for the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), and may carry on any activities permitted pursuant thereto. Subject to the limitations contained in the previous sentence, the corporation may also carry on any activities permitted pursuant to Michigan law. The purposes of this corporation shall be as provided herein, which may include, not as a restriction of such purposes but as illustrative thereof, the following:

To promote education and community involvement through charitable means.

ARTICLE III – Membership

Section 1 – **Membership.** To be eligible for membership in this corporation with full privileges thereof, a person must meet at least one of the following:

- An Individual Member in good standing of the Ann Arbor Jaycees (herein “Jaycees”) or a Jaycee chapter within the County of Washtenaw, State of Michigan (herein “local Jaycees”), whose chapter has paid dues on their behalf.
- An Honorary, Life, Associate or Sustaining Member of the Jaycees.
- Any person, who contributes at least \$25.00 in the corporation’s current or previous fiscal year.

Section 2 – **Dues.** Dues of the corporation and the time that the same shall be paid shall be determined and set yearly by the Board of Trustees at the planning meeting referred to in Article VII, Section 4 (Planning Session). The Board of Trustees may establish a dues structure which differentiates between general members, honorary members and life members of the Foundation.

Section 3 – **Termination of Membership.** The Board of Trustees may call a hearing for the purpose of censure, suspension or removal from the membership rolls, of any member of the corporation. A 2/3 majority vote is required of those Trustees present constituting a quorum. The Board of Trustees must show good cause and must give written notice by certified mail not less than 30 days prior to the date of such action.

ARTICLE IV – Trustees

Section 1 – **Positions.** The government of this corporation shall be vested in a Board of Trustees consisting of up to 10, but not less than 6, voting members, including the Chairperson of the Board of the Jaycees (as of the beginning of the corporation’s fiscal year). With the exception of the Chairperson

of the Board, none of the Trustees shall be serving on the Board of Directors of the Jaycees. The President of the Jaycees (as of the beginning of this corporation's fiscal year) shall be a non-voting ex-officio member of the Board of Trustees. The remaining members of the Board of Trustees shall be elected or appointed as hereinafter set forth in Sections 2, 3 and 4.

Section 2 – **Eligibility.** Each year's Board of Trustees shall consist of up to 10, but no less than 6, voting members of the following categories:

- **Category I** – Shall only be filled by an Individual Member or Associate Member of the Jaycees or a member of the local Jaycees, subject to the eligibility criteria defined herein.
- **Category II** – Shall only be filled by a resident of Washtenaw County, with at least two years of non-profit experience or employment.

To be eligible for a Category I position, above nominees must have been a member of the United States Junior Chamber (U.S.J.C.) or Junior Chamber International (J.C.I.) for a minimum of twenty-four (24) months and must have served on the Jaycees or local Jaycees Board of Directors for six (6) months prior to the start of their term on the Foundation Board of Trustees.

Section 3 – **Term of Office.** The term of office for all Trustees will be three (3) years, with the exception of Membership Liaison, filled by The Ann Arbor Jaycees Chairperson of the Board, which is a one (1) year term.

The terms of office are staggered three-year terms to ensure Foundation continuity.

All terms shall commence at the start of the corporation's fiscal year.

Section 4 – **Election and Appointment of Trustees.** The Chairperson of the Board (or, if none is so serving, an appointee by the President) shall, no later than the Board of Trustees Meeting three (3) months prior to the Annual Jaycees Election Meeting of each year, select a nominating committee consisting of two (2) members in good standing of the Foundation. No member of the nominating committee shall be a candidate for election. This committee shall nominate a slate of candidates consisting of members in good standing of the Foundation.

One (1) week prior to the meeting of the Board of Trustees prior to the Annual Jaycees Elections Meeting each year, the nominating committee shall submit a listing (ballot) of the nominees to the Secretary of the Board of Trustees. The Secretary shall forward the ballot to the Board of Trustees prior to the Board of Trustees Meeting. The Board of Trustees shall then forward the approved ballot to the nominating committee. No later than ten (10) days prior to the Annual Jaycees Election Meeting, the nominating committee shall provide each member of this corporation in good standing as of the end of the month two (2) months prior to the Annual Jaycees Elections Meeting, the ballot containing the names and biographies of the nominees and a space for the election of other qualified members who were not nominated by the nominating committee or Board of Trustees.

Voting shall be by secret ballot and shall be received by the corporation no later than the Annual Jaycees Election Meeting. All properly completed and returned ballots shall be tabulated by the nominating committee and made available to the Board of Trustees. Only members in good standing as of the Annual Jaycees Election Meeting will be eligible to vote. Trustee seats shall be filled by nominees receiving the highest number of votes.

Section 5 – **Selection of Officers.** At the start of each fiscal year, the Board of Trustees shall select among them a President. The President shall have been a member of the Board of Trustees for at least one (1) year.

The President shall then appoint Trustees in charge of each of the following areas:

1. Treasurer	5. Assistant Treasurer
2. Secretary	6. Alumni Liaison
3. Membership Liaison	7. Other(s) as necessary
4. Grants Administrator	

Until the positions of President and/or Treasurer have been selected, the President and/or Treasurer of the previous fiscal year shall remain in office, length of term notwithstanding.

The position of Chairperson of the Board shall automatically be filled by the outgoing President, regardless of term. If not available, the Chairperson of the Board shall be appointed by the President, with the advice and consent of the Board of Trustees. In the event that the foregoing positions are not filled by voting members of the Board of Trustees, the President may, with the advice and consent of the Board, appoint non-voting ex-officio Trustees.

Section 6 – **Duties of Trustees.** The duties of the Trustees of this corporation shall be such as ordinarily pertain to and are indicated by the title of their office. It shall be the duty of the members of the Board of Trustees to attend meetings of that body. Any absence for which the Trustee has not given prior notice to the President a justifiable reason for not attending a meeting, is an unexcused absence. A justifiable reason is at the discretion of the President. Any Trustee who has two (2) consecutive unexcused absences at regular Board of Trustees meetings or a total of three (3) unexcused absences shall be dismissed from the Board of Trustees. Upon receipt of a written explanation approved by the Board of Trustees, the dismissal may be waived. Vacancies so caused shall be filled as provided herein.

The President, as chief executive of this corporation, shall supervise the affairs and activities of said corporation and shall appoint members of standing and special committees subject to approval by the Board of Trustees. Chairmen of standing and special committees shall prepare reports of activities and progress to date, and be prepared to give such reports at each Board of Trustee meetings if called upon to do so. Written reports will be required upon completion of particular projects or activities at the end of each fiscal year or as determined necessary by the President.

The Secretary shall keep minutes and an attendance record of the Board of Trustees regular and special meetings and shall assist the President in determining whether a quorum exists at all regular meetings

of the Board of Trustees and at Membership meetings. The Secretary shall have such duties as assigned by the President.

The Treasurer shall be responsible for the maintenance of Foundation books and accounts, Foundation bond insurance, tax filings, renewal of Charitable Solicitation License, renewal of Michigan Annual Report and obtaining signatories for all accounts. The Treasurer shall have such other duties as assigned by the President.

ARTICLE V – Meetings

Section 1 – **Membership Meetings.** Regular membership meetings may be held at the same time and in conjunction with the regular membership meetings of the Jaycees. Ten (10) percent of the membership in good standing shall constitute quorum at all regular membership meetings. Special meetings of the membership may be called upon ten (10) days written notice by the President or by written demand of at least ten (10) percent of the then current membership. The reasons for calling a special meeting shall be stated within the written call for the special meeting. The conduct of all regular and special Membership and Board of Trustees meetings shall be governed by the most current available version of *Robert's Rules of Order*.

Section 2 – **Board of Trustees Meetings.** Regular meetings of the Board of Trustees shall be held no less than once per quarter, and to the extent practical, on the same day and time of each month as established by the Board of Trustees at the beginning of each fiscal year. Fifty percent (50%) of voting Board members present shall constitute quorum. Special meetings of the Board of Trustees may be called by the President or on written demand by three (3) Board members. The Secretary shall send to each Board member a written notice for the special meeting setting forth the time, date (no earlier than three days after the notice), location and purpose of the special meeting.

Section 3 – **Annual Meeting.** The Foundation shall hold an annual meeting of its membership at a date and time as directed by the Board of Trustees.

ARTICLE VI – Vacancies and Succession of Office

Section 1 – **President.** In the case of death, incapacitation or resignation or the President, or the removal of the President as a Trustee, the voting members of the Board of Trustees shall elect a new President who meets the President requirements set forth herein from among the current Board of Trustees. Such appointment shall be for a term that completes the remainder of the current fiscal year.

Section 2 – **Trustees.** In the case of death, incapacitation or the removal of a Trustee, (excluding the President), the President shall appoint a new Trustee who meets the Trustee requirements set forth herein and is approved by a majority vote of the current Trustees. Such appointment shall be for a term that completes the remainder of the fiscal year.

If the membership fails to elect sufficient eligible candidates to fill all vacant seats, the President shall appoint a new Trustee who meets the Trustee requirements set forth herein and is approved by a

majority vote of the current Trustees. Such appointment shall be for a term that completes the remainder of the vacant term to which the new Trustee has been appointed.

Section 3 – **Termination of Trustee.** The Board of Trustees, after a hearing which has been publicized to the membership at least ten (10) days prior, may censure, suspend or remove from the Board of Trustees, any Trustee for good cause shown. Such Trustee shall be given written notice of this action by the Board of Trustees by certified mail not less than twenty-one (21) days prior to the date of such action. A two-thirds (2/3) majority vote of those voting member Trustees present constituting a quorum is required.

ARTICLE VII – Miscellaneous Provisions

Section 1 – **Government.** The Board of Trustees shall have the responsibility and control of the property and management of the corporation subject to the will of the membership.

Section 2 – **Authorization of Payment of Obligations.** The President, Chairperson of the Board and the Treasurer shall be eligible to sign checks. No signee can write checks to themselves. Furthermore, all bills in excess of one hundred dollars (\$100.00) over approved budgets must be individually approved by the Board of Trustees.

Section 3 – **Endowment Fund.** The Board of Trustees shall establish and maintain an Endowment Fund, the principal of which shall be restricted from distribution with only the investment earnings thereon to be generally available for distribution. For purposes of this paragraph, “Endowment Fund” shall not include pass-through funds.

Section 4 – **Plan of Action.** The Board of Trustees, at a planning meeting to be designated by the President, shall approve its Annual Plan of Action and Budget. The Annual Plan of Action and Budget, as approved by the Board of Trustees, shall be made available to the membership.

Section 5 – **By-law Revisions.** By-laws shall be reviewed on a biennial basis.

Section 6 – **Policy Revisions.** Policies shall be reviewed on a biennial basis and approved by the Board of Trustees.

Section 7 – **Dissolution of Corporation.** In the event of dissolution of the Ann Arbor Jaycees Foundation, assets of the Foundation shall be distributed in compliance with the Internal Revenue Code.

ARTICLE VIII – Fiscal Year End Audit

Section 1 – **Fiscal Year.** The Fiscal year of this corporation shall begin on January 1 and shall close on December 31 of the same year.

Section 2 – **Annual Financial Review.** The retiring President shall appoint one (1) member in good standing, but not a member of or an advisor to the retiring incoming Board of Trustees, to serve as Chairperson of a Financial Review Committee. The Chairperson shall appoint as many additional committee members, but not members of or advisors to the retiring or incoming Board of Trustees, as

the Chairperson deems necessary. This committee shall conduct a financial review of the statement of cash receipts and disbursements of the year ending December 31. The report of the Financial Review Committee for any fiscal year shall be presented to the Board of Trustees of the next administration.

The Chairperson of the Financial Review Committee is charged additionally with the responsibility of determining that the Treasurer responsible for the year ended on December 31 has filed all the necessary governmental reports.

ARTICLE IX – Amendment, Definition and Clarification of By-law

Section 1 – **Amendment.** These By-laws may be amended by a majority vote of the members present at any regular membership meeting, provided a quorum is present as prescribed herein, and provided that written notice of the proposed amendment or amendments has been mailed to the last known address of each member at least ten (10) days prior to the date of such meeting.

Section 2 – **Definitions.** Use these words:

“Shall” in these By-laws shall be construed to refer to a mandatory action.

“Jaycees” shall in these By-laws be construed to refer to the Ann Arbor Jaycees, unless otherwise noted.

“Local Jaycees” shall in these By-laws be construed to refer to a Jaycee chapter within Washtenaw County, State of Michigan.

“Foundation” shall in these By-laws be construed to refer to the Ann Arbor Jaycees Foundation, unless otherwise noted.

“Majority” shall in these By-laws be construed to refer to 50% + 1

“Quorum” at all membership meetings of this organization, ten percent (10%) of those entitled to vote must be present to constitute a quorum. Any percentages cited as a requirement necessary for a vote to carry, shall be based upon the voting members present after a quorum has been determined.

“Written notice” and “written demand” shall include electronic mail.

“Mailed” shall refer to the use of the U.S. Postal Service or electronic mail.

Section 3 – **Clarification.** The Board of Trustees may adopt from time to time, written policy guidelines for the purpose of clarifying these By-laws and ensuring the continuation of the traditions and philosophies of the Ann Arbor Jaycees.

Section 4 – **Grammatical Changes.** The By-laws may be revised for grammatical or format reasons without requiring a vote of the membership, providing the change does not affect the original intent and will be subject to approval by the Board of Trustees.