

THE CONSTITUTION OF THE MICHIGAN JAYCEES

PREAMBLE

The Michigan Jaycees, a Michigan Corporation first organized in 1925 and first incorporated in 1931, doing business as JCI Michigan, is a non-profit corporation formed under the laws of the State of Michigan. The Corporation was organized to develop true friendship and understanding among young people of all nations and of the State of Michigan. The Corporation was formed to provide supplementary education for personal development and achievement. The Corporation was formed for such educational and charitable purposes as may promote and foster intelligent participation by young people in the affairs of their community, state, and nation. In so doing, the Corporation inculcates in the individual member a spirit of genuine civic interest.

ARTICLE 1: GENERAL PROVISIONS

1.1 Nomenclature

The official name of this organization shall be “the Michigan Jaycees.” The name “Michigan Junior Chamber,” or “JCI Michigan,” may be used, but shall not be the official name of the Corporation.

1.2 Affiliations

The Michigan Jaycees shall be and hereby is affiliated with other organizations of the Junior Chamber movement, including Junior Chamber International, Inc. (JCI) and the United States Junior Chamber (United States Jaycees or JCI USA). The Michigan Jaycees shall be subject to any constitution and bylaws of each of these bodies insofar as they affect and prescribe the purposes and functions of the Michigan Jaycees. The Michigan Jaycees shall be affiliated with the Michigan Jaycee Foundation, a charitable nonprofit corporation formed under the laws of the State of Michigan.

1.3 Creed

The creed shall not be amended by the Board of Directors.

1.4 Corporate Mission

The Michigan Jaycees provide development opportunities that empower young people to create positive change.

1.4.1 Statutory source of authority; powers generally

The Michigan Jaycees shall be incorporated as a nonprofit company under any corporation statutes of the State of Michigan then in effect. The Michigan Jaycees may expressly engage in any activity within the purposes for which nonprofit corporations may be organized under the laws of the State of Michigan.

1.4.1.1 Limitations on general powers

Notwithstanding any other provision of this Constitution, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, shall not engage in partisan political activities, support any candidate for public office, or assist any political party or campaign.

1.4.2 Nonprofit status

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, Officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. The Corporation may declare any appropriate tax status under the Internal Revenue Code to any governmental authority.

1.4.3 Duration

The Michigan Jaycees shall be of perpetual duration.

1.4.3.1 Dissolution

The Michigan Jaycees may dissolve only upon a three-fourths (3/4) vote of the delegates of Local Chapter Members gathered at a meeting for that purpose, or upon a finding of disaffiliation by the United States Junior Chamber or JCI pursuant to their constitution or bylaws. Upon dissolution of this Corporation, the assets remaining after payment of all debts shall escheat to the State of Michigan.

ARTICLE 2: MEMBERSHIP

2.1 Membership, generally

Membership in the Michigan Jaycees shall be classified into six classes, being Local Chapter Members, Individual Members, Honorary Members, Life Members, Sustaining Members, and Alumnus Members. All members are subject to the bylaws of the Michigan Jaycees.

2.1.1 Local Chapter Members

Local Chapter Members may be extended or added as members of the Michigan Jaycees under the bylaws of the United States Junior Chamber and the Michigan Jaycees. Such chapters must meet the requirements of those documents. All Local Chapter Members shall be comprised of individual members.

Local Chapter Members in good standing shall be entitled to all the rights, benefits, and privileges afforded by affiliation of this Corporation with the United States Junior Chamber and JCI.

2.1.2.1 Individual Members

Individual members of this Corporation shall be defined by the United States Junior Chamber bylaws and the Michigan Jaycees bylaws. Individual Members in good standing shall be entitled to all rights, benefits, and privileges afforded by membership in the Michigan Jaycees.

2.1.2.2 Delegates of Local Chapter Members

Local Chapter Members shall name delegates to business meetings of the Michigan Jaycees. Such delegates shall be individual members in good standing as defined in the bylaws of the Michigan Jaycees. Such delegates shall be registered and accredited in accordance with the bylaws of the Michigan Jaycees.

2.1.3 Honorary Members

Honorary membership may be conferred upon prior recommendation of the Board of Directors, on any person or persons by a two-thirds (2/3) vote of the delegates of the Local Chapter Members at any meeting for that purpose. Honorary Members shall neither hold office, except in an ex officio capacity, nor vote in the Corporation.

2.1.4 Life Members

The Board of Directors shall confer life membership upon any Past President of this Corporation who has faithfully fulfilled the duties of that office by a two-thirds (2/3) affirmative vote. Life Members may not vote or hold office in this Corporation unless otherwise qualified.

2.1.5 Sustaining Members

Any reputable individual or entity desiring to assist financially in extending the purposes and function of this Corporation shall be eligible for affiliation as a sustaining member. Affiliation of a sustaining member shall be defined and established in the bylaws or policies of the Michigan Jaycees. Sustaining members shall neither hold office, except in an ex officio capacity, nor vote in the Corporation.

2.1.6 Alumnus Members

Any Alumnus Member shall be an individual who has reached the age of forty (40) years who previously was an Individual Member in good standing. An Alumnus Member shall not be entitled at any time to hold any office or vote upon any matter of the Corporation, or any Local Chapter.

2.2 Dues

Each Local Chapter Member shall pay annual dues for its Individual Members to the Michigan Jaycees.

Annual dues for each Individual Member shall be:

- a) Seven (\$7.00) per month for each individual member, plus a one-time ten (\$10.00) set up fee due in their first month of membership; or

- b) Seventy (\$70.00) per year for each individual member, plus a one-time ten (\$10.00) set up fee due in their first month of membership

Annual dues for each College Individual Member shall be:

- a) No more than the maximum amount allowed by bylaws of the United States Junior Chamber that shall be set by the president and confirmed by a majority vote of the Board of Directors.
- b) The Michigan Jaycees may offer the College Individual Member a monthly or Yearly dues option, so long as the amount does not exceed the maximum amount allowed under the bylaws of the United States Junior Chamber.

Annual dues for each Chapter Member shall be:

- a) Any Local Chapter Member with twenty (20) or more Individual Members as of December 31 shall be exempt from paying dues for the next calendar year.
- b) Any Local Chapter Member with fifteen (15) through nineteen (19) individual members as of December 31 shall pay annual dues for the next calendar year of two hundred and fifty (\$250) dollars due on or before March 1st.
- c) Any Local Chapter Member with ten (10) through fourteen (14) individual members as of December 31 shall pay annual dues for the next calendar year of five hundred (\$500) dollars due on or before March 1st.

Annual dues for each Alumnus Members shall be:

- a) Shall be the amount set by the president and confirmed by a majority vote of the Board of Directors.

2.2.1 Dues waived

Honorary Members or Life Members shall not pay dues to the Michigan Jaycees. Any Honorary or Life Member that decides to also be an Alumnus member shall pay the Alumnus dues provided above.

2.2.2 Promulgation of rules

The Michigan Jaycees may establish bylaws or policies to further define the obligations of its members with respect to dues.

ARTICLE 3: MEETINGS OF THE CORPORATION

3.1 Meetings, generally

The Corporation shall hold a minimum of three business meetings of the Corporation for each year. The date, time, and place of any such meeting shall be determined by the President with the advice and consent of the Board of Directors.

3.1.1 Quorum

Quorum shall be established when thirty (30) percent of the Local Chapter Members in good standing are represented by any registered delegates at any meeting of the Corporation.

3.1.2 Voting

When an action, including the election of the President, Programming Vice President, Membership Vice President, Diversity, Equity, & Inclusion Director, or District Directors, is to be taken at a meeting of the Corporation, it shall be authorized by a majority of the votes cast by the delegates of the Local Chapter Members entitled to vote, except as otherwise provided in this Constitution.

3.1.3 Rules

The most recent version of Robert's Rules of Order Newly Revised, shall govern the conduct of any meeting of the Corporation, except as superseded by this Constitution or the bylaws or policies then in effect of the Michigan Jaycees.

3.2 Special Meetings

Special Meetings of the Corporation may be called by the President, Programming Vice President, Membership Vice President, or the Secretary. A call for any special meeting must provide notice of the meeting defining the time, date, place, and purposes for the meeting.

3.3 Notice

Members must be provided with notice of any meeting or assembly of the Corporation at least thirty (30) days prior to the meeting or assembly. Such notice shall describe at minimum the time, date, and place of the meeting or assembly.

3.4 The Annual Meeting

The Annual Meeting of the Corporation for business as may come before the Corporation, shall be held in the last regularly scheduled Business Meeting of the calendar year, at such time and place as may be prescribed by notice to the membership.

3.5 The Annual Election

The Annual Election for the President, Programming Vice President, Membership Vice President, Diversity, Equity, & Inclusion Director, and District Directors shall be held in accordance with the Bylaws and Election Policies of the Michigan Jaycees. The Election Policies must be approved by a two-thirds (2/3) vote of the Board of Directors prior to June 30th of the year of the election. If the Board of Directors fails to approve the Elections Policies by a two-thirds (2/3) vote by June 30th, the Annual Election shall be held at the Annual Meeting.

ARTICLE 4: PRESIDENT

4.1 Presidential power, generally

There shall be one President of the Michigan Jaycees. The President shall be an individual member in good standing with a Local Chapter Member and remain so during the term of office. The President shall be elected by delegates of the Local Chapter Members at the annual election of the Michigan Jaycees. The President shall have the power to set the agenda for meetings of the Board of Directors and of the Corporation, except that the President must provide for the conduct of the election of officers at the annual election. The President shall have the power to represent the Corporation and conduct business on behalf of the Corporation, subject to the advice and consent of the Board of Directors. The President shall have other such powers as may be listed in the bylaws of the Michigan Jaycees.

4.2 Registered Agent

The President shall serve as the registered agent in all filings with the State of Michigan while in office.

4.3 Power to appoint

The President shall have the power to appoint the following voting officers to the Board of Directors: the Chief Operations Officer, the Deputy Finance Director, the Communication and Technology Director, the Training Director, and the Chief of Staff. The President may appoint these officers any time following the annual election where the President is elected. The President may appoint any District Director only if the District in question has not held an election to name a director and has informed the President no such election will be held at any year-end meeting of the District following the annual election where the President was elected. All appointments shall be subject to the approval of the Board of Directors.

4.3.1 Descriptions of office

The functions and descriptions of the offices to which the President may make appointments shall be made in the Bylaws of the Michigan Jaycees.

ARTICLE 5: BOARD OF DIRECTORS

5.1 Composition

The Board of Directors shall consist of the President, Programming Vice President, Membership Vice President, Diversity, Equity, & Inclusion Director, Chairman of the Board, District Directors, and all other appointed positions provided pursuant to this Constitution of the Michigan Jaycees. At no point shall the number of appointed board positions be greater than the number of board positions available for election.

5.2 Term of office; vacancy

Except as otherwise provided in this Constitution, elected and appointed officers shall serve a term of one (1) year, running from January 1 to December 31 of that year. Any officer

elected or appointed to fill a vacancy occurring among the officers shall serve as such officer for the balance of the term for which they were elected or appointed and until their successor is elected or appointed and qualified or until their resignation or removal. Vacancies occurring on the Board between Annual Meetings may be filled by the affirmative vote of a majority of the remaining Directors. Directors elected by the Board shall serve until the next Annual Meeting after their election.

5.2.1 Finance Director

The Finance Director shall hold a term of office of one year, running from June 1 of that year until May 31 of the following year, when the sitting Deputy Finance Director takes office.

5.2.2 Carry-over term

Notwithstanding any other provision of this Constitution, officers shall be responsible for any year-end reports, awards, or honors that are scheduled to be made, conferred, or presented at any year-end meeting of the Corporation scheduled after the December 31 term of their respective office.

5.3 Powers, generally

The business, property, and affairs of this Corporation shall be managed by the Board of Directors. Unless otherwise provided, the Board of Directors may resolve to any action by a simple majority of the voting board members in attendance at any meeting of the Board, provided a quorum has been established of a majority of the voting members of the Board of Directors.

5.3.1 Transact business

The Board of Directors shall have the right and power to transact such business, to receive, collect, and disburse such money, and to acquire, hold, protect, and convey such properties as are naturally or properly within the scope of the purposes of the Michigan Jaycees. All monies of the Corporation shall be kept in depositories designated by the Board. The Board of Directors may authorize the President and Finance Director, or such other Officers or Agents as the Board may designate from time to time, to disburse said monies in accordance with resolution, bylaw, or adopted policy.

5.3.2 Obligate the Corporation

The Board of Directors shall have power and authority to borrow money whenever, in the discretion of the Board, the exercise of such power and authority is required in the general interests of the Michigan Jaycees. In such case, the Board may, by resolution passed by a majority of Directors then in office, authorize the proper officers of this Corporation to make, execute and deliver in the name of this Corporation, notes or other evidence of indebtedness, on such terms and rate of interest as may be agreed upon and authorized by such resolution. The Board of Directors shall have the power and authority to mortgage the property of this Corporation, or any part of it, as security for the payment of such indebtedness, and no action on the part of the Membership of this Corporation shall be requisite to the validity of such vote or evidence of indebtedness, or mortgage.

5.3.3 Policies

The Board of Directors shall have the right and power to adopt, amend, and repeal Policies for operational regulation and management of the Michigan Jaycees for the year that Board holds office provided that these Policies are not inconsistent with the laws of the State of Michigan, the Articles of Incorporation, this Constitution, or Bylaws adopted by the Membership.

5.4 Reporting, generally

The various officers on the Board of Directors shall make at least one report to the Local Chapter Members at the annual meeting of the Corporation. Such reports must include the activities of the office from the previous annual meeting.

5.4.1 Year-end report

The Board of Directors shall cause a financial report of the Corporation for the preceding fiscal year to be made and distributed to each Local Chapter Member. The report must minimally include a year-end balance sheet, a membership enrollment report, and a report of charitable programming. The year-end report shall be delivered to the Local Organization Members by the next meeting of the Corporation after filing the annual tax return for the fiscal year in question.

ARTICLE 6: AMENDMENTS

6.1 Amendments, procedure

The Articles of Incorporation and this Constitution may be amended without limitation, as long as such amendments are authorized by law, by a two-thirds (2/3) affirmative vote of the delegates at a meeting of the Corporation. Notice of any such amendment must be delivered to each Local Chapter Member, along with the date, time, and place that such proposal will be voted on, at least thirty (30) days before the date of the meeting.

6.2 Waiver of notice

Notice of a proposed amendment, at a properly noticed meeting, may be waived by a three-fourths (3/4) vote of the Local Chapter Member delegates.

ARTICLE 7: ADOPTION AND RATIFICATION

This Constitution shall take effect after an affirmative vote of two-thirds (2/3) majority of delegates of Local Chapter Members present at a meeting of the Corporation at the Winter Assembly on February 10, 2007, as amended during Summer Assembly of 2011, as amended during the May Assembly of 2012, as amended during the Winter Conference of 2014, as amended during the May Leadership Conference of 2017, and as amended during the November Annual Meeting of 2022.