

# Bylaws of JCI Michigan

## **ARTICLE I: GENERAL PROVISIONS**

### **Section 1.100 -- Registered Office**

The Michigan Jaycees, doing business as JCI Michigan, shall maintain a permanent office in the State of Michigan. The permanent office shall be either the President's home address or another monitored address as selected by the President.

### **Section 1.150 -- Function of the Service Center**

JCI Michigan may have a Service Center. The sole function of the Service Center shall be to serve the Local Chapter Members and the Individual Members of this Corporation so that they might best carry out the purposes and policies of the Corporation and their respective Chapters. The JCI Michigan Service Center shall not direct, control, or formulate the policies of the Corporation.

### **Section 1.200 -- Use of Name and Insignia**

(A) Except as otherwise specifically provided in these Bylaws, only Members of this Corporation in good standing, Provisional Members, and its recognized affiliate Chapters may use the licenses granted by the United States Junior Chamber (JCI USA) or Junior Chamber International (JCI), including the name, service marks, and insignia of the Corporation. Legal Counsel, at the direction of the Board of Directors, shall be authorized to enforce this provision.

(B) Local Chapter Members of this Corporation shall not have the power or authority to enter into any contract or agreement to endorse any product or material or otherwise lend the name Michigan Jaycees, the registered trade name, trademark, or service mark without the prior written approval of the Board of Directors.

### **Section 1.300 -- Purpose**

In addition to any purpose or mission adopted in the Constitution of the Corporation, the Corporation shall exist to:

1. Promote active participation in Local Chapter Members' programs and projects designed to improve their community, state, and nation;
2. Provide young persons an opportunity to develop leadership skills, and an opportunity for personal development and achievement;
3. Encourage intelligent participation by its members in the affairs of their community, state, and nation;
4. Provide for expansion and growth of JCI Michigan; and,
5. Coordinate the activities of JCI, the JCI USA, and the JCI Michigan.

### **Section 1.400 -- Affiliate Organizations**

This Corporation shall recognize the following affiliate organizations:

(A) The Michigan Jaycees Foundation, which shall be a separate organization under the laws of the State of Michigan and the Internal Revenue Code Sec. 501(C)(3), organized for the purpose of receiving charitable funds, bequests, donations, or dues, to assist in charitable fundraising and to aid in the management, training, education, administration, and handling of the equipment, building, and physical assets of this Corporation.

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(B) The Michigan JCI Senate, which shall be a separate organization, organized for the purposes of encouraging Local Chapter Members to nominate deserving Jaycees for membership in the JCI Senate, to promote fellowship among JCI Senators, and to maintain contact between members of the Michigan JCI Senate and JCI Michigan.

(C) JCI Youth, which shall be a separate organization created by any Local Chapter Member, for the purpose of promoting the concepts and benefits of Jaycees for youths between the ages of thirteen (13) and seventeen (17) years old.

## **Section 1.500 -- Notices; generally**

Unless otherwise provided, notice of any meeting, resolution, or action, must be made in writing. Such writing requirement may be satisfied by electronic means, provided that, if the notice is intended for the Local Chapter Members, a copy is published on the corporate website.

## **Section 1.600 -- Region**

The State of Michigan shall be considered One Region, with the Membership Vice President as its Director.

## **Section 1.610 -- Districts**

The Region for the State of Michigan shall be subdivided by the Board of Directors into Districts comprised of no fewer than three (3) Local Chapter Members, but no more than twelve (12) Local Chapter Members. Such Districts shall facilitate the promotion of corporate purposes. The Districts shall exist to aid their respective Local Chapter Members and JCI Michigan in the advancement of the administration, service, and supervision of programming by Officers of the Corporation.

## **Section 1.620 -- Assignment to Districts; Redistricting**

The Board of Directors shall assign each Local Chapter Member to a District. In making this assignment, the Board shall consider geographic proximity to existing Local Chapter Members and current Districts. Once assigned to a District, no Local Chapter Member shall change or be moved from that District, other than as provided in this section of the Bylaws.

Upon its own discretion, or if any District falls or grows outside of the range of number of Local Chapter Members required for a District, then the Board of Directors shall redistrict. The proposed assignments to the District must be noticed to the Local Chapter Members at least 30 days prior to the Board of Directors' vote on the issue. This 30-day notice shall not be waivable. The redistricting shall become effective January 1 of the year following the adoption of the proposed District assignments. Any redistricting proposal shall only be voted upon at the Board of Directors meeting held at the Annual Meeting of the Corporation.

## **Section 1.630 -- District Directors; generally**

Local Chapter Members in each District shall elect a District Director who shall serve as the District's representative on the JCI Michigan Board of Directors. District Directors shall be responsible for the promotion of Membership growth, Chapter governance, and all JCI Michigan programs and policies within their respective Districts.

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## **Section 1.640 -- Limitation Powers of Districts**

The Local Chapter Members in each District shall establish rules of procedure, bylaws, or policies governing the transaction of business for their respective District. The Local Chapter Members in a District may establish a fund from monies raised from Local Chapter Members in the District to assist in defraying the expenses of administering the District. These funds in no way will hamper the District Director's ability to receive expense reimbursements from JCI Michigan in accordance with any Policies on that subject then in effect. The District Director shall issue a written financial report of any such fund on a quarterly basis to all of the Local Chapter Members in the District.

## **Section 1.700 -- Choice of Venue**

In the event of any legal dispute concerning Local Chapter Members, Districts, or the State, suit may be brought only in a court of competent jurisdiction in the State of Michigan, County of Ingham. Any defense of forum non conveniens, personal jurisdiction, or venue is deemed waived.

## **ARTICLE II: MEMBERSHIP**

### **Section 2.100 -- Restrictions on Local Chapter Members**

Any organization of good repute existing in any community within the State of Michigan may be a Local Chapter Member, provided that Chapter is: (1) organized for purposes similar to and consistent with those of this Corporation; (2) comprised of a minimum of ten (10) Individual Members who are between the ages for membership eligibility as established in the United States Junior Chamber Bylaws; and (3) meets any requirements imposed by the Constitution, Bylaws, or Policies of JCI Michigan.

### **Section 2.110-- Provisional Chapter Members**

Any Chapter meeting the requirements of Section 2.100 above, but only having ten (10) members, may be chartered as a Provisional Member of JCI Michigan, subject to the requirements of (1) the USJC Bylaws and Policies governing Provisional Chapters; and (2) the Constitution, Bylaws, and Policies of JCI Michigan. A Provisional Member shall not count as a member in good standing, and shall only have those powers and rights specifically afforded it under these Bylaws. Individual Members of a Provisional Member shall be considered Individual Members in good standing for purposes of transfers only.

### **Section 2.120-- College Local Chapter Members**

Any Organization meeting the requirements of Section 2.100 above, but exclusive in membership to Individual Members that are enrolled students at the college or university the Local Chapter serves, shall be known as a College Local Chapter Member. A College Local Chapter Member shall have all the same rights as any other Local Chapter Member.

### **Section 2.130-- Restrictions on Individual Members**

An Individual Member shall be a person between the ages of eighteen (18) and no more than forty (40) years of age. Except, an Individual Member of a College Local Chapter Member shall be a person between the ages of eighteen (18) and no more than forty (40) years of age who is an enrolled student. Individual Members must otherwise meet the requirements for membership as established by the USJC Bylaws, and be in good standing with JCI Michigan and his/her Local Chapter Member.

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If any Individual Member shall exceed the applicable maximum age limit after the Individual Member's anniversary date, such member shall be deemed an Individual Member until said Member's next anniversary date; or, in the case of an Individual Member holding office in the Corporation or Local Chapter, until completion of such term of office. No Individual Member shall be permitted to hold any office if said Member has already exceeded the maximum age limit (i.e., turned forty-one (41) years of age) prior to commencement of the term of such office.

## **Section 2.140-- Restrictions on Life or Honorary Members**

There shall be no restrictions on Life Members or Honorary Members so long as those Members are not subject to discipline.

## **Section 2.150-- Restrictions on Sustaining Members**

Any individual, group, organization, or corporation may become a Sustaining Member of JCI Michigan in accordance with any program support policy adopted by the Board of Directors for that year. The purpose of this program shall be to help finance specific projects and programs, as well as support the objectives of JCI Michigan generally. The Board of Directors shall invite representation from the Sustaining Member to the Board of Directors in an ex officio capacity, provided that the dues gift donated by the Sustaining Member exceeds an amount established by any Policy made for that purpose.

## **Section 2.200 -- Requirements for Extension or Addition of Local Chapter Members**

The process for affiliation of Local Chapter Member shall be defined and detailed in the Bylaws of the USJC. All paperwork and fees must be submitted to the JCI Michigan Service Center before affiliation can be granted, and subjected to review and approval by the President.

## **Section 2.210 -- Extensions Process**

The Extensions Process shall consist of four (4) stages: Pre-Approval, Extending, Final Approval, and Post-Approval.

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## **Section 2.211 -- Pre-Approval Stage**

The Pre-Approval stage shall consist of the following steps:

1. The person or group organizing a new extension shall supply the following items (which constitute the “Extension Plan”) to the Extensions Committee:
  - a. A plan of action that consists of a budget, timeline, and detailed plan of how the Chapter is going to be started; and
  - b. A contact list of everyone involved in the extension, along with the name of the proposed Chair. The proposed Chair must have (1) been a Corporation or Local Chapter Officer for 2 years, (2) served as a Local Chapter President, or (3) been an Individual Member for 4 years. The proposed Chair shall serve as the Chair of the Board of the extended Chapter during the Post-Approval Process.
2. The Extensions Committee shall review the Extension Plan, then provide feedback and recommendations for changes or provide a Pre-Approval.

## **Section 2.212 -- Extending Stage**

The person or group organizing an extension shall supply a monthly progress update about the extension to the Extensions Committee. The suggested timeline to complete an extension is a 3-month or 90-day period.

## **Section 2.213 -- Final Approval Stage**

The Final Approval stage shall consist of the following steps:

1. The person or group organizing the extension shall provide to the Extensions Committee all completed extension paperwork, a check for the charter fee, a check for a minimum of 10 charter Members’ dues, and a minimum of 10 completed charter membership applications.
2. The Extensions Committee shall review all extension submissions to verify whether the required submissions are complete.
3. If the Extensions Committee determines that all required extensions submissions have been completed, then the Extensions Committee shall submit the materials to the President for final approval.

## **Section 2.214 -- Post-Approval Stage**

The Post Approval stage shall consist of the following steps:

1. Once the new Chapter’s paperwork is submitted to JCI Michigan, the JCI Michigan Legal Counsel shall be presented a copy of the paperwork so he or she can work with the new extension to make sure all paperwork is properly filed with JCI Michigan, the State of Michigan, and the Internal Revenue Service.
2. The Extensions Committee shall assign one member for the Committee to serve as a liaison to a newly chartered Chapter to serve as a liaison for one (1) year with that Chapter. The Extensions Committee liaison will serve as an additional resource for the Chapter, alongside the individual or group extending the Chapter and the assigned District Director.

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## **Section 2.300 -- Member Adds**

Local Chapter Members shall submit such information as required by the USJC, dues as outlined in the Constitution, and any applicable administrative fee established by Policy for each new Individual Member to this Corporation within thirty (30) days after acceptance for membership by that Local Chapter Member.

## **Section 2.310-- Transfers of Individual Members**

An Individual Member of this Corporation in good standing may transfer from one Local Chapter Member to another, provided that the President of the receiving Local Chapter Member shall complete and submit a transfer form through JCI Michigan to the USJC. The receiving Local Chapter Member shall honor the membership of said transferring Individual Member until his or her renewal date.

## **Section 2.400-- Good Standing Defined - Local Chapter Member**

Good Standing shall be defined as a Local Chapter Member who is in compliance with JCI USA's and JCI Michigan's respective Constitutions, Bylaws, and Policies then in effect, and does not have any outstanding obligations to JCI Michigan. Any Local Chapter Member who is not in good standing shall not enjoy the rights, benefits, and privileges afforded by membership until the outstanding obligation is met. Once the obligation is met, the Local Chapter Member shall revert to good standing with no further action unless adopted disciplinary measures are in effect at that time.

## **Section 2.410-- Obligations Toward Good Standing - Local Chapter Member**

A Local Chapter Member shall promptly notify the Corporation of any act or event that causes the Local Chapter Member to lack good standing. Any such Local Chapter Member shall also promptly notify the Corporation of the resolution of any such noncompliance.

## **Section 2.500—Discipline - Local Chapter Member**

In the event the charter of a Local Chapter Member is revoked, the President may appoint an Officer, Trustee, or a Committee to wind up the corporate affairs of that Local Chapter Member. That appointee shall report monthly on the condition of the Local Chapter Member and shall make recommendations to the President for such further action as necessary in the best interest of this Corporation.

## **Section 2.510 -- Procedure for Discipline of Members**

For information regarding the procedure for discipline and removal of Individual Members please see Article X: Code of Conduct and Disciplinary Procedures Policy.

## **Section 2.600 -- Probationary Status**

Any Local Chapter Member shall be placed on probation automatically for failure to obtain adequate insurance as described in the Bylaws and Policies of JCI Michigan, or for failure to maintain an Individual Membership population of at least ten (10) Individual Members. The provisions of Sections 2.400 and 2.410 of these Bylaws shall not apply to any Chapter subject to the provisions of this section.

## **Section 2.610 -- Effect of Probation**

No Local Chapter Member on probationary status may submit for or receive Awards at State Assemblies.

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No Local Chapter Member on probationary status may register delegates and vote on business at any meeting of the Corporation.

## **Section 2.620 -- Notice of Probationary Status**

The President shall cause a letter to be mailed to any Local Chapter Member on probationary status that states the Local Chapter Member or one of its Individual Members has been placed on probation; states the reason why the Member has been placed on probation; explains the effects of probationary status; and explains how the Member can be reinstated as a Member in good standing.

## **Section 2.630 -- Termination of Probation**

Probationary status shall terminate successfully and automatically once the Local Chapter Member or the relevant Individual Member has rectified the condition that caused the Local Chapter Member to be placed on probationary status. Upon termination of probationary status, the Member will be reinstated as a Member in good standing with no further action required, and the President shall so inform the Board of Directors.

## **Section 2.640 -- Adequate Insurance**

All Local Chapter Members shall obtain their insurance through JCI Michigan. In order to opt out of this provision of the Bylaws and purchase insurance directly, a Local Chapter Member must submit proof of the insurance to the Service Center by February 15. This proof must show JCI Michigan as an additional insured, that participation of the Local Chapter Member and its Individual Members in events hosted by JCI Michigan is covered, and must have at least one million dollars (\$1,000,000.00) of coverage. Failure to provide proof of adequate insurance shall be construed as opting into the insurance purchased by JCI Michigan. A Local Chapter's failure to pay any money levied upon it as a result of opting into the insurance purchased by JCI Michigan shall be construed as lack of adequate insurance.

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## **Section 2.650 -- Assets of Local Chapter Members**

At such time as a Local Chapter Member ceases to affiliate with JCI Michigan, the President may appoint an Officer, Trustee, or Committee to wind up the corporate affairs of the assets of that Local Chapter Member. After paying the legal debts of the Local Chapter Member, the appointee shall forward any remaining assets to JCI Michigan.

## **ARTICLE III: MEETINGS AND PROCEDURES**

### **Section 3.100 -- Determination of Delegates to Meetings of the Corporation**

A Local Chapter Member in good standing shall be entitled to register delegates to represent its members and vote on its behalf at any meeting of the Corporation. Voting members of the Board of Directors shall also be entitled to register as delegates to vote at any meeting of the Corporation. Local Chapter Members may register a number of delegates based upon their final membership population on the last day of the month preceding any vote of the Corporation. Local Chapter Members may register two (2) delegates for every ten (10) members of that Chapter, so that a Chapter with between ten (10) and nineteen (19) members has two (2) delegates, a Chapter with between twenty (20) and twenty-nine (29) members has four (4) delegates, a Chapter between thirty (30) and thirty-nine (39) members has six (6) delegates, and so on.

### **Section 3.11 -- Selection of Delegates**

Delegates may be selected in any manner determined by the Local Chapter Members that they represent; however, no voting member of the JCI Michigan Board of Directors may be selected as a delegate of a Local Chapter Member. Individual Members may only become a registered delegate for one Chapter, of which they are a member.

### **Section 3.12 -- Registration of Delegates at Meetings of the Corporation**

All delegates shall register as such during the ordinary time for registration at meetings or assemblies of JCI Michigan. The President of the Local Chapter Member may register the delegates of the Local Chapter and receive their delegate cards. In the event the President shall not be in attendance at the meeting or assembly, the President may submit a list of delegates to the Chief of Staff, in advance of the meeting or assembly. Failure to register a Local Chapter Member's delegates constitutes waiver of the Local Chapters Member's vote. The Corporation shall make diligent inquiry as to the identification of the proposed delegate by driver's license or state identification with a picture identification. The Corporation shall record the name and standing of each proposed delegate.

In the event any proposed delegate is not accredited because the Local Chapter Member has exceeded its allotment of delegates, because the Local Chapter Member is not in good standing, or because the proposed delegate is not in good standing as an Individual Member, a representative of the Corporation shall promptly inform the proposed delegate of the deficiency. Unless the deficiency can be rectified immediately, the proposed delegate shall not be registered.

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## **Section 3.200 -- Agenda Items**

A Local Chapter Member wishing to place an item on the agenda at a meeting of the Corporation shall provide written notification to the President of the Corporation of the intent to raise the item at least fifteen (15) days before the date of the meeting. Any delegate of the Local Chapter Member may raise the item to the docket during the meeting in question. If an amendment to these Bylaws is voted on by the Corporation and defeated, the amendment may not be placed on an agenda of a meeting of the Corporation again for a period of 18 months.

## **Section 3.300 -- Voting Procedures at Meetings of the Corporation**

Only registered delegates shall be allowed to speak and vote at a meeting of the Corporation. No Local Chapter Member shall be entitled to cast more votes than the number of registered delegates present and voting at a meeting. All votes shall be cast by the registered delegates present at a meeting of the Corporation.

## **Section 3.310 -- Votes Cast**

Except as otherwise provided in these Bylaws or the Constitution of JCI Michigan, any resolution shall pass into ratification by simple majority vote of the registered delegates present and voting at the meeting where the vote was held.

## **Section 3.400 -- Elections Committee**

The President, subject to the approval of the Board of Directors, shall appoint an Elections Committee consisting of at least three (3) and up to five (5) Individual Members of the Corporation who are not candidates for any office of the Corporation or involved in the campaign of any candidate for any office of the Corporation. One of the Individual Members appointed to the Elections Committee shall be a member of the Michigan JCI Senate. The Elections Committee shall oversee the selection of Officers of the Corporation, make reports to the President, and have operational oversight of any rules and procedures utilized by the Committee. The President shall appoint the Chair of the Committee.

## **Section 3.410 -- Duties of the Elections Committee**

1. In carrying out the responsibilities assigned by the Bylaws and Policies of the Corporation, the Elections Committee shall:
  - a. Propose the rules and forms for elections to the Board of Directors for approval no later than the June meeting of the Board of Directors;
  - b. Certify nominees for office;
  - c. Supervise all aspects of election protocol and procedure;
  - d. Determine the speaking order of candidates at any meeting;
  - e. Review and approve all campaign materials;
  - f. Explain campaign and election rules and procedures; and
  - g. Perform such other duties as will reasonably ensure that the election of state Officers will be conducted in a fair and efficient manner.
2. Failure to timely submit proposed changes to the rules and forms for elections of the Board of Directors for approval shall result in the prior year's rules and forms being controlling.

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3. The Elections Committee shall provide a copy of any Elections Rules then in effect to each Local Chapter Member no later than the 15th day of July of each year.

## **Section 3.42 -- Committee Oversight of Elections, generally**

The Elections Committee shall:

1. Consider only those Members for the various offices who are properly nominated;
2. Maintain convenient headquarters where all written information with regard to nominees shall be on file and available for inspection by any delegate;
3. Examine the qualifications of candidates for the Offices of President, the Programming Vice President, and State Membership Vice President; and
4. Interpret and enforce such Elections Rules as are adopted by the JCI Michigan Board of Directors and as may be appended to these Bylaws.

## **Section 3.500 -- Limitations on Candidates**

Candidates for office in the Corporation must be Individual Members in good standing at all times during their candidacy. No candidate for the Office of President shall be certified as a candidate unless that candidate has previously served at least two full voting terms on the JCI Michigan Board of Directors prior to commencement of that term of office. No candidate for Programming Vice President or Membership Vice President shall be certified as a candidate unless that candidate has previously served at least one full term, either as a voting or non-voting member, on the JCI Michigan Board of Directors prior to commencement of that term of office. When a candidate is a member of more than one Chapter, the candidate shall notify the JCI Michigan Board of Directors of his or her primary Chapter prior to declaring candidacy or it shall be presumed that the primary Chapter is the Chapter where the candidate first became an Individual Member.

## **Section 3.510 -- Certification; generally**

The Elections Committee shall begin the certification of candidates process no earlier than forty-five (45) days prior to the Annual Election of the Corporation. Candidates meeting the JCI Michigan Candidates filing requirements as stated in the Elections Rules shall be certified in writing by the Elections Committee the day that the candidate files.

## **Section 3.520 -- Campaigning; generally**

No candidate for elected office in the Corporation shall begin any campaign activities until that candidacy is certified by the Elections Committee. Such campaigning may only take place for forty-five (45) days prior to the Annual Election of the Corporation.

## **Section 3.600 -- Elections; Voting for Officers**

The election of Officers of the Corporation shall be conducted in accordance with rules promulgated for that purpose. The Elections Committee shall provide for an elections process for the Annual Election of the Corporation. Any vote for the elections of the President, Programming Vice President, ~~and~~ Membership Vice President, and Diversity Equity and Inclusion Director shall be by ballot. Any vote for the election of District Directors shall be by ballot limited to one vote per Local Chapter Member in the represented district.

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## **ARTICLE IV: THE PRESIDENT**

### **Section 4.100 -- Presidential duties; generally**

The President shall be the Chief Executive Officer of the Corporation and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business, property, and affairs of the Corporation, and control over its officers, agents, and employees. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall perform such other duties and responsibilities as may be assigned by the Bylaws or Policies of JCI Michigan.

### **Section 4.200 -- Appointment; Officers and Committees**

Except as otherwise provided by these Bylaws or by the Constitution, the President shall appoint all non-elected Officers of this Corporation, including elected positions where the election results in a vacant position, and appoint all committee seats of the Board of Directors, subject to the approval of the Board of Directors. The President shall be an ex-officio member of all committees.

### **Section 4.300 -- Presidential Assistants**

The President may appoint up to four (4) Presidential Assistants, subject to the approval of the Board of Directors. Presidential Assistants shall advise and assist the President in carrying out the duties of the office.

### **Section 4.400 -- Succession of the President**

1. In the event of the death, resignation, or incapacity of the President, the first willing and able Officer who is highest on the following list shall serve as acting President until the disability is removed or a new President is elected:
  - a. Immediate Past President;
  - b. Programming Vice President;
  - c. Membership Vice President;
  - d. Chief of Staff;
  - e. Chief Operations Officer;
  - f. Finance Director;
  - g. Communications and Technology Director;
  - h. Training Director; and,
  - i. Diversity, Equity, & Inclusion Director.
2. Any Officer who becomes acting President shall have the same privileges, prerogatives, and restrictions as the President.

### **Section 4.410 -- Determining Successor**

Within 30 days of the death or resignation of the President, or the declaration of permanent incapacity by a physician of the President, the Board of Directors shall elect a Member of JCI Michigan who is

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eligible for election to that office to be the new President. Any person elected President under this section shall serve out the balance of the former President's term of office.

## **ARTICLE V: THE BOARD OF DIRECTORS**

### **Section 5.100 -- Officers; generally**

The Officers of this Corporation shall consist of a President, a Board Chair, Programming Vice President, Membership Vice President, a Chief of Staff, a Chief Operations Officer, a Finance Director, a Deputy Finance Director, a Communication and Technology Director, a Training Director, a Diversity, Equity, & Inclusion Director, and District Directors.

### **Section 5.110 -- Chairman of the Board**

The immediate Past President shall serve as Board Chair without any further election, unless such Past President is unwilling, unable, or otherwise ineligible to do so, in which case the next most recently serving Past President shall serve as Board Chair. The Board Chair shall preside at all meetings of the Board of Directors in the absence of the President. The Board Chair shall perform any other duties and responsibilities as may be assigned by the Bylaws or Policies of JCI Michigan, the Board of Directors, or the President.

### **Section 5.120 -- Programming Vice President**

There shall be one Programming Vice President to oversee statewide programming. The specific duties and responsibilities shall be further defined by Policies adopted by the Board of Directors. The Programming Vice President shall be elected by delegates of the Local Chapter Members at the Annual Election of the Corporation.

### **Section 5.130 -- Membership Vice President**

The Membership Vice President shall oversee the District Directors, provide monthly membership reports, and implement all membership related duties. The Membership Vice President shall perform any other duties and responsibilities as may be assigned by the Bylaws or Policies of JCI Michigan, the Board of Directors, or the President.

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## **Section 5.140 -- Finance Director**

The Finance Director shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Finance Director shall cause all monies and other valuable assets to be deposited in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors or Finance Committee. The Finance Director shall cause the funds of the Corporation to be disbursed when such disbursements have been duly authorized, take proper vouchers for such disbursements, and shall provide a report of the financial condition of the Corporation upon the request of the President or Board of Directors. Once per quarter, the Finance Director shall submit to the Audit Committee, or, in the absence of such committee, the elected Area Vice President sitting on the Finance Committee, reports, statements, and bank statements pertaining to all finances of the Corporation for review. The Corporation shall pay for the Finance Director to be bonded. Such bond shall be for an amount of 150% of the assets of the Corporation at the time the Finance Director took office. The Finance Director shall perform any other duties and responsibilities as may be assigned by the Bylaws or Policies of JCI Michigan, the Board of Directors, or the President.

## **Section 5.145 -- Deputy Finance Director**

The Deputy Finance Director shall assist the Finance Director with the duties of that office. The Deputy Finance Director shall hold this office until the close of the term of office for the Finance Director, or until the resignation or removal of the Finance Director, at which time the Deputy Finance Director shall ascend to the office of Finance Director. The Deputy Finance Director shall serve as Vice Chairman of the Finance Committee. The Deputy Finance Director and the Finance Director shall have an accounting background.

## **Section 5.150 -- Chief of Staff**

The Chief of Staff, under the direction of the President and the Board of Directors, shall be responsible for the supervision of appointed Officers. The Chief of Staff shall serve as a liaison between all committees. The Chief of Staff shall perform other duties and responsibilities as may be assigned by the Bylaws or Policies of JCI Michigan, the Board of Directors, or the President.

The Chief of Staff shall also serve as the Corporation's Secretary, and perform the following functions in that capacity:

The Secretary shall keep the minutes of the proceedings of the Corporation and the Board of Directors in one or more books to be kept for that purpose. The Secretary shall conduct all official correspondence, and shall have the custody and preserve all records, documents, communications, and property not assigned to another Officer. The Secretary shall also serve as the historian for JCI Michigan. The Secretary shall perform any other duties and responsibilities as may be assigned by the Bylaws or Policies of JCI Michigan, the Board of Directors, or the President.

## **Section 5.160 -- Chief Operations Officer**

The Chief Operations Officer, under the direction of the President and the Board of Directors, shall be responsible for the supervision of the Service Center, JCI Michigan assemblies, state events, and management of day-to-day operations. The Chief Operations Officer shall perform other duties and

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responsibilities as may be assigned by the Bylaws or Policies of JCI Michigan, the Board of Directors, or the President.

## **Section 5.170 -- Communication and Technology Director**

The Communication and Technology Director shall serve to encourage participation in the public relations programs and develop, oversee, and maintain all communication, marketing and technology solutions and uses of the JCI Michigan. Such duties shall include developing, updating, and maintaining a JCI Michigan website; developing and maintaining a corporate email account; developing, updating, and maintaining any database the President deems necessary to the function of the Corporation and any other duties involving the implementation, development, and maintenance of any technology the President deems appropriate. The Communication and Technology Director shall report to the Chief of Staff.

## **Section 5.180 -- Training Director**

The Training Director, with direction from the President and advice from the Programming Vice President, shall chair and work with the Training Committee to determine the training needs of local and state Officers and Local Chapter Members. The Training Director shall oversee the training programs used at all official JCI Michigan training events, including forums conducted at State Assemblies, Mid-Year Training, and Local Organization Training School (LOTS). The Training Director shall report to the Chief Operations Officer.

## **Section 5.190 -- Diversity, Equity, & Inclusion Director**

The Diversity, Equity, & Inclusion (DEI) Director shall chair the Diversity, Equity, & Inclusion Committee with the purpose of ensuring that all programs, projects, and procedures of JCI Michigan are welcoming and inclusive to all members and guests. The DEI Director shall oversee the DEI Discussion Group and its events. The DEI Director shall serve as an ex-officio Member of the Training Committee and any other Committee as assigned by the President. The DEI Director may suggest an alternative DEI Committee member to serve on the Training Committee if necessary.

## **Section 5.200 -- Removal**

Local Chapter Members may remove any Member of the Board of Directors for good cause shown, for willful violation of the Corporation's Constitution, Bylaws, or Policies, or for any conduct that is injurious or hostile to the interests, integrity, or objectives of the Corporation or that endangers or materially inconveniences other Individual Members of the Corporation or other members of the public. Local Chapter Members may pass a resolution mandating the removal of an Officer by a two-thirds (2/3) majority of the votes cast by delegates present and voting at a meeting of the Corporation. Written notice of any removal proceeding must be given to each Local Chapter Member and to each Member of the Board of Directors not less than thirty (30) days before the meeting at which removal will be considered. Any Member of the Board of Directors subject to removal may attend any such meeting in person, or by a representative, and be allowed to respond to the resolution.

## **Section 5.210 -- Removal of Board Member**

For information regarding the removal of a Board member by the Board of Directors please see Article

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X: Code of Conduct and Disciplinary Procedures Policy.

## **Section 5.220 – Resignation of a Board Member Committee Member**

In the event that a JCI Michigan Board Member desires to resign from their elected or appointed office or ceases to be a member of JCI Michigan while holding office, the individual must submit a written letter of resignation to the JCI Michigan Board of Directors. The letter of resignation may be sent via certified US mail or email to the current JCI Michigan State President or the JCI Michigan Chief of Staff. The vacancy thereby created will be filled for the unexpired portion of the term in accordance with Section 5.230 or Section 5.240 as applicable.

## **Section 5.221 – Resignation of a Board Member Elect**

In the event that a member has been elected to the JCI Michigan Board of directors and desires to resign from the position they were elected to or ceases to be a member of JCI Michigan prior to assuming the office, the individual must submit a written letter of resignation to the current JCI Michigan Board of Directors. The letter of resignation may be sent via certified US mail or email to the current JCI Michigan State President or the JCI Michigan Chief of Staff. The vacancy thereby created will be filled in the same manner as other vacant positions are filled in accordance with Section 4.200

## **Section 5.230 – Succession of a voting Board Member**

Upon the death, resignation, or the declaration of a permanent incapacity by a physician of a Voting Board Member, the President shall, within 30 days of the vacancy, appoint a Member of JCI Michigan who is eligible for that office to fill the vacancy. The appointment must be approved by a simple majority of the JCI Michigan Board of Directors. The appointee shall assume the office upon the confirmation of a majority of the Board of Directors and shall serve for the remainder of the existing term of office.

## **Section 5.240 – Succession of an Auxiliary Board Member or Committee Member**

Upon the death, resignation, or the declaration of a permanent incapacity by a physician of an Auxiliary Board Member, such as programming director, presidential assistant or national events chair, the President may, appoint a Member of JCI Michigan who is eligible for that position to fill the vacancy. The appointment must be approved by a simple majority of the JCI Michigan Board of Directors. The appointee shall assume the office upon the confirmation of a majority of the Board. The appointee shall serve for the remainder of the existing term of the position. If the President chooses to not fill the vacant position that decision must be approved by the JCI Michigan Board of Directors

## **Section 5.300 -- Meetings; generally**

The Board of Directors shall meet no less than six (6) times each year. Written notice of the date, time, and place of each regular meeting of the Board of Directors shall be delivered or mailed to each Member of the Board of Directors not less than seven (7) days before the date of the meeting, including the day of the meeting as the 7th day. Such notice may be made via first class mail, telephone call to the number provided by the Board Member as a valid contact, or electronic mail to the electronic mail address provided by or to each Board Member.

## **Section 5.310-- Special Meetings**

Special Meetings of the Board of Directors shall be called by the President, Programming Vice President, or Membership Vice President by written request to the Chief of Staff, or upon the Chief of Staff's own

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request. Written notice of the date, time, place, and purpose of any such meeting shall be delivered or mailed to each Member of the Board of Directors not less than seven (7) days before the date of the meeting, including the day of the meeting as the 7th day. Such notice may be made via first class mail, telephone call to the number provided by the Board Member as a valid contact, or electronic mail to the electronic mail address provided by or to each Board Member.

## **Section 5.320-- Quorum; Voting at Meetings**

A majority of the Members of the Board of Directors, then in office, must be present at any meeting to constitute a quorum for the transaction of business. A majority of the Members of any committee must be present for any committee meeting to constitute a quorum for the transaction of business. The vote of the majority of the Members of the Board of Directors present at a meeting at which a quorum is present constitutes the action of the Board or of the committee unless the vote of a larger number is required by these Bylaws.

## **Section 5.330 -- Meeting**

All meetings of the Board of Directors shall be open to all Members of the Corporation and shall be held in a place available to the general public. All Members of the corporation shall be permitted to attend any meetings except as provided in this section. All decisions of the Board of Directors shall be made at a meeting open to Members of the Corporation, unless such decision regards an issue for which an executive session is authorized. All deliberations of the Board of Directors, when a quorum is present, shall take place at a meeting open to Members of the Corporation except as otherwise provided by this section. Members shall be permitted to address a meeting of the Board of Directors under rules established by the Board of Directors for that purpose. Pursuant and subject to Section 5.340 of these Bylaws, the Board of Directors may enter an executive session closed to the Members of the Corporation by majority roll call vote of the Members of the Board present and voting. Minutes shall not be taken during the executive session. No Member of the Board of Directors and no person who participates in the executive session shall disclose what is discussed in the executive session.

## **Section 5.340– Executive Session**

The Board of Directors may meet in an executive session only for the following purposes:

- a. To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against an employee of the Corporation, any Member of the Board of Directors, any Local Chapter Member, or any Individual Member of the Corporation; or to discuss the potential of any such action.
- b. To consider the purchase or lease of real property up to the time the option to purchase or lease that real property is obtained.
- c. To consult with an attorney regarding any pending or potentially pending issue for which the Legal Counsel deems an executive session in the best interests of the Corporation.
- d. For any other reason that the Board deems appropriate. Entering such a session pursuant to this subsection shall be by a roll call vote of a two-thirds (2/3) majority of the Board of Directors voting and present, notwithstanding any provision of this Article of these Bylaws to the contrary.

## **Section 5.350– Electronic Meetings**

The Board of Directors and all Committees of the Corporation are hereby authorized to conduct

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meetings through teleconference, video conference, web conference, or any other electronic means.

### **ARTICLE VI: AUXILIARY OFFICERS & COMMITTEES**

#### **Section 6.100 -- Legal Counsel; Parliamentarian.**

The Legal Counsel shall be licensed to practice law in the State of Michigan and shall represent JCI Michigan in legal matters affecting the Corporation. The Legal Counsel shall advise and help Local Chapter Members with legal matters affecting them to the fullest extent allowed by the Legal Rules of Ethics. This provision shall be treated as and accepted by the Board as written waiver of conflict in the Legal Counsel's work on behalf of any Local Chapter Member. In the event a separate written waiver is necessary, the President is hereby authorized to sign such. The Legal Counsel shall serve as Parliamentarian at meetings of the Corporation and of the Board of Directors. The Legal Counsel shall perform any other duties and responsibilities as may be assigned by the Bylaws or Policies of JCI Michigan, the Board of Directors, or the President. Legal Counsel shall sit on the Board without voting powers.

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## **Section 6.150 -- Delegation of duties**

The Legal Counsel may, with the approval of the President, delegate parliamentary duties to any Individual Member in good standing. The President shall delegate parliamentary duties to any Individual Member in good standing at any meeting where Legal Counsel is not present.

## **Section 6.200 -- Committees; generally**

The President and the Board of Directors may establish one or more committees to further the purposes of the Corporation. There shall be standing committees that shall have responsibilities as described in these Bylaws. Unless otherwise specified in these Bylaws, the President, subject to the approval of the Board of Directors, shall appoint a chair of each standing committee and may appoint one or more of their members. All committee members must be Individual Members in good standing. All committees shall keep minutes of each meeting showing the date, time, and place of the meeting, members present, members absent, any decisions made at a meeting open to Members of the Corporation, and the purpose or purposes for which any executive session is held. The minutes shall include all roll call votes taken at the meeting. The committee shall make any corrections in the minutes at the next meeting after the meeting to which the minutes refer. All minutes shall be made available to Members of the Corporation. Pursuant and subject to Section 5.510 of these Bylaws, all committees may enter an executive session closed to the Members of the Corporation by majority roll call vote of the Members elected or appointed and serving for reasons permitted by these Bylaws. Minutes shall not be taken during the executive session. Copies of all minutes shall be given to the Secretary for inclusion in their records.

## **Section 6.210 -- Executive Session**

All committees may meet in an executive session only for the following purposes:

- a. To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against an employee of the Corporation, any Member of the Board of Directors, any Local Chapter Member, or any Individual Member of the Corporation; or to discuss the potential of any such action.
- b. To consider the purchase or lease of real property up to the time the option to purchase or lease that real property is obtained.
- c. To consult with an attorney regarding any pending or potentially pending issue for which the Legal Counsel deems an executive session in the best interests of the Corporation.
- d. For any other reason that the Committee deems appropriate. Entering such a session pursuant to this subsection shall be by a roll call vote of a two-thirds (2/3) majority of the committee voting and present, notwithstanding any provision of this Article of these Bylaws to the contrary.

## **Section 6.220 --- Executive Committee**

The Executive Committee of JCI Michigan shall be comprised of the President, Programming Vice President, Membership Vice President, Chief of Staff, Chief Operations Officer, Immediate Past President, and Finance Director. The Executive Committee shall have all of the power of the Board of Directors without overriding decisions made by the Board of Directors. The purpose of the Executive Committee shall be for strategic planning recommendations to be made to the full Board of Directors, and to make emergency operations decisions when a meeting of the full Board of Directors is not

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practicable.

## **Section 6.230 -- Training Committee**

This committee shall, under the direction of the President, determine the training needs of local and state officers and formulate the training programs to be used at official JCI Michigan training events, including forums conducted at State Assemblies, Mid-Year Training, and Local Organization Training School (LOTS). The Training Committee may consist of up to five (5) members. The Chair of the Committee shall be the Training Director, as appointed by the President. The Chief Operations Officer shall serve as an ex-officio member of the committee.

## **Section 6.240 -- Diversity, Equity, & Inclusion Committee**

The Diversity, Equity, & Inclusion (DEI) Committee shall, under the direction of the President and Board of Directors, determine the needs for statewide DEI programming, including, but not limited to, the DEI Discussion Group and DEI specific training at JCI Michigan events. The DEI Committee shall consist of at least three (3) members, including the DEI Director, who shall serve as Chair of the Committee. The Programming Vice President and Membership Vice President shall each appoint a member to serve on the DEI Committee. The Programming Vice President and Membership Vice President shall serve on the DEI Committee in the absence of a Director. The President may appoint additional members to the DEI Committee with the advice of the DEI Director. The number of additional members to serve on the DEI Committee shall be within the sole discretion of the President.

## **Section 6.250 -- Finance Committee**

The Finance Committee shall, under the direction of the President, maintain a proper record and inventory of all the Corporation's assets, prepare a budget consistent with the Corporation's long-term goals and objectives, assist in the short- and long-term financial planning matters of the Corporation, and review and monitor the annual budget and compare it to the current financial status of the Corporation. The Finance Committee shall also strive to avoid or prevent financial problems, provide continuous internal control over financial matters, evaluate and recommend ways and means projects that will be financially practical and feasible, and assist and advise the Board of Directors on all financial matters. The Finance Committee shall meet a minimum of six (6) times per year. They shall report to the President not less than six (6) times per year. The Finance Committee shall also make recommendations to the President emphasizing long-term financial planning at least annually. The Finance Committee shall consist of the Finance Director, the Immediate Past President, and the Programming Vice President of JCI Michigan. The Finance Director shall serve as Chair of the Finance Committee.

The Finance Committee shall also be responsible for preparing and presenting the budget for the next fiscal year, including projected revenues and expenses, to the Board of Directors. The budget must be presented to the Board of Directors for approval. Funds shall be disbursed only in accordance with the provisions of the budget or as ordered by the Board of Directors. The budget, once adopted, may be amended at any time by the Finance Committee. The Board of Directors may adopt additional reporting requirements in any Policy made for that purpose.

## **Section 6.260 -- Audit Committee**

The Audit Committee shall, under the direction of the President, review the annual report and budget

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presented by the Finance Committee in preparation for publication to the Local Chapter Members. The Audit Committee shall review the Constitution, Bylaws, and Policies of the Corporation and make recommendations to the Board of Directors as to their development and application. The Audit Committee shall consist of five (5) members, four (4) of whom shall serve staggered two (2) year terms, with two (2) members being appointed each year by the President. The fifth member, and Chair of the Audit Committee, shall be the Legal Counsel, as appointed by the President.

## **ARTICLE VII: BUSINESS PRACTICES**

### **Section 7.100 -- Dues; generally**

Each Individual Member shall submit dues along with the name, correct mailing address, email address, phone number, and birth date of the Individual Member, if this information is not already on file. The Board of Directors may promulgate rules and Policies for the efficient collection of dues monies from Local Chapter Members.

### **Section 7.200 -- Fiscal Year**

The Fiscal Year of the Corporation shall be March 1st to the last day of February of the next succeeding calendar year.

### **Section 7.300 -- Balanced Budget**

For budgeting purposes, dues revenues shall be based on an amount not greater than the sum of the applicable dues rate multiplied by the applicable total membership on January 1st of the fiscal year directly before the fiscal year for which the revenues are projected, for each type of membership for which dues are required. The projected budget must balance projected revenues with projected expenses in accordance with any accepted accounting principles. Any projected budget may include a contingency budget based on potential revenues that exceed projected expectations.

### **Section 7.400 -- Accounts; signatories**

The Finance Director, President, and any employee so empowered shall be signatory on checking accounts containing monies of the Corporation, subject to the approval of the Board of Directors. The President, the Finance Director, and any employee so empowered shall be signatory on Savings and Investment or other assets accounts containing monies of the Corporation, subject to the approval of the Board of Directors. Two signatures shall be required for any checks written over \$2,500. The Board of Directors may name another Officer of the Corporation as signatory for that fiscal year.

### **Section 7.500 -- State Projects**

A proposed Project Management Guide describing a JCI Michigan project and presented to the Board of Directors for approval shall contain a list of projected income, detailed by source, and a list of proposed expenditures. Expenditures or reimbursements not authorized by the resolution approving the project shall be submitted to the Board of Directors for approval before payment by the Finance Director, whether such payment is to come from revenues of the project or other Corporation funds.

Within forty-five (45) days after a project is completed, a final financial report of the project shall be

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submitted to the Finance Committee detailing the actual income and expenses. Adequate receipts for all expenditures made, check requests or vouchers for expenses remaining payable, all remaining revenues, and the books and records of account shall be turned over to the Finance Director at that time.

## **Section 7.600 -- Accumulations of Income; Restricted Operating Fund and Contingency Fund**

The Board of Directors shall accumulate funds in trust, as the restricted operating fund, from the excess revenues received over authorized expenditures in any fiscal year, by written resolution passed by an affirmative majority vote. Such funds shall be held in accounts to the credit of the Corporation, and shall be used only for the purposes designated in the resolution authorizing the accumulation.

## **Section 7.700 -- Reimbursement for Expenses of Officers and Directors**

Reimbursement for expenses of Officers and Directors shall only be made upon presentation of a properly documented account on authorized forms, and shall be subject to budget limitations. The Board of Directors may establish Policies for proper rates of reimbursement and such other procedures it may deem necessary in the interest of financial stability for this Corporation.

## **Section 7.800 -- Employees; generally**

The Corporation may have such employees and staff as established from time to time by the Board of Directors. Subject to the limits of the resolution authorizing such employment, the President may contract with qualified individuals to fill any positions so authorized. All employees of the Corporation shall be required to file a surety bond with the Finance Director, in an amount as established by the Finance Committee, which shall be conditioned on the faithful discharge of employment.

## **ARTICLE VIII: COMMUNICATIONS**

### **Section 8.100 -- Michigander**

The official publication of JCI Michigan shall be the Michigander, which shall be published and provided to all Individual Members of the Corporation at least four (4) times per year. The Communications and Technology Director shall oversee its publication, who shall report to the Chief of Staff.

### **Section 8.200 -- Website and Social Media**

The Corporation shall maintain a website and other social media to facilitate communication, foster an exchange of information, and publish notices, reports, or other official business of the Corporation. These shall be maintained by the Communications and Technology Director.

## **ARTICLE IX: RATIFICATION AND AMENDMENTS**

### **Section 9.100 -- Ratification**

These Bylaws shall take effect after an affirmative vote of the majority of delegates of Local Chapter Members present at a meeting of the Corporation held at the Winter Assembly on February 10, 2007, May Assembly 2012, May Assembly 2013, February Meeting of 2014, February Meeting of 2016, January Meeting of 2017, and, for the latest amendments hereto, the February Meeting of 2023.

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## **Section 9.200 -- Amendments by Local Chapter Members**

The Local Chapter Members may amend or repeal the Bylaws or adopt new Bylaws for the regulation and management of the affairs of this Corporation, not inconsistent with the laws of the State of Michigan or the JCI Michigan Constitution, by a majority affirmative vote of the Corporation at any meeting for that purpose. In the event a proposed amendment or any other modification to the Bylaws was brought forward by a Local Chapter Member and voted on by the Corporation, but did not receive the requisite majority of the votes necessary for its adoption, neither the proposed amendment nor any similar amendment or modification concerning the same subject matter shall be brought to the Corporation for a vote until at least 18 months have passed since the date of the vote on which the proposed amendment was rejected.

## **Section 9.300 -- Amendments by the Board of Directors**

The Board of Directors may amend or repeal these Bylaws or adopt new Bylaws for the regulation and management of the affairs of this Corporation, not inconsistent with laws of the State of Michigan or the JCI Michigan Constitution, by resolution passed by a two-thirds (2/3) majority of the Board of Directors present and voting, at any meeting of the Board of Directors for that purpose.

## **Section 9.400 -- Amendments by the Audit Committee**

The Audit Committee may amend these Bylaws to correct any spelling, grammar, punctuation, or formatting issues. No changes made by the Audit Committee may be substantive in nature. All changes of the Audit Committee shall be subject to approval by the Board of Directors.

## **Section 9.500 -- Notice**

No Bylaw or Policy amendment shall be effective unless notice has been provided at least thirty (30) days prior to the meeting at which such amendment shall be considered. Such notice shall be made to the Local Chapter Members or the Individual Members via first class mail, publication in any regular traditional or electronic newsletter of the Corporation that will be timely sent out, or direct email. This Bylaw may be waived only by a four-fifths (4/5) vote of the Board of Directors at a regularly scheduled meeting.

## **ARTICLE X: CODE OF CONDUCT AND DISCIPLINARY PROCEDURES**

### **Section 10.100 -- Code of Conduct and Disciplinary Procedures Policy**

The Code of Conduct and Disciplinary Procedures Policy is considered a part of these bylaws. It may be amended only in accordance with Article VIII of the bylaws. The Code of Conduct and Disciplinary Procedures Policy will be the only means by which disciplinary action may be taken against an officer, member, or affiliate of this organization. Disciplinary action includes, but is not limited to, suspension, removal from a position, or termination of membership. All officers, members, and affiliates of this organization must adhere to the Code of Conduct and Disciplinary Procedures Policy.