

**BYLAWS
OF
GRAND RAPIDS JAYCEES FOUNDATION
Amended November 2011**

**ARTICLE I
Name and Principal Office**

Section 1. **Name.** The name of this corporation shall be:

Grand Rapids Jaycees Foundation

Section 2. **Location.** The principal office shall be located at such place as the Board of Trustees shall direct in Metropolitan Grand Rapids, Kent County, Michigan.

**Article II
Purpose**

The corporation is formed for any purpose permitted by Section 501(c)(3) of 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:

1. The promotion of community involvement in community affairs through charitable assistance;
2. The promotion of the welfare of the community and the welfare of its citizens.

**Article III
Membership**

Section 1. **Membership.** Any person of good character is eligible for membership in this corporation with full privileges thereof as long as said person is a member in good standing of the Grand Rapids Jaycees (hereinafter "Jaycees"), an honorary life member of the Jaycees, or contributes \$25.00 or more in the corporation's current or previous fiscal year.

Section 2. **Termination of Membership.** The Board of Trustees, after a hearing, may, by a majority vote of those Trustees present and constituting a quorum, censure, suspend or remove from the membership rolls, any member of the corporation, for good cause shown, provided that such member is given written notice of this action by the Board of Trustees by certified mail not less than thirty (30) days prior to the date of such action.

**Article IV
Trustees and Officers**

Section 1. **Positions.** The government of this corporation shall be vested in a Board of Trustees consisting of eleven (11) voting members, including a Chairman of the Board as provided in Section 4 and Trustees shall be elected or appointed as hereinafter set forth in Sections 2, 3 & 4.

Section 2. **Election and Appointment of Trustees.** The President of the Foundation shall no later than September 30 of each year select a nominating committee consisting of two (2) or more members in good standing of the Jaycees excluding those Jaycees to be named on the ballot. The nominating committee shall select no less than four (4) nominees consisting of members in good standing of the Jaycees who have previously served as members of the Board of Directors of the Grand Rapids Jaycees for a minimum of twelve (12) consecutive months, or have been a primary member of the Grand Rapids Jaycees for a minimum of three (3) years. Within a minimum of 10 days prior to the first Thursday of November the nominating committee shall submit a listing (ballot) of the nominees to the Board of Trustees.

No later than the first (1st) Thursday in November of each year, the nominating committee shall cause to be printed and mailed to each member of this corporation in good standing as of September 30 of such year, the ballot containing the names of the nominees and space for the election of other qualified members of the Jaycees 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 first Thursday of December of each year. All properly completed and returned ballots shall be tabulated by the Board of Trustees (excluding those Trustees named on the ballot) and the three (3) nominees receiving the highest number of votes shall be declared elected as voting members of the Board of Trustees for a two-year term commencing at the start of this corporation's new fiscal year and/or until their successors are elected and qualified. In the event that two or more candidates received the same number of votes and their order of finish is such that not all such tied candidates may be elected, the winner(s) from amongst the tied candidates shall be decided by random draw.

Section 3. **Appointment of Additional Trustees.** The sitting Trustees elected pursuant to Section 2 above (incoming and returning) shall, along with the incoming Chairman of the Board, appoint three (3) additional voting Trustees. One shall be the President of the Grand Rapids Area Chamber of Commerce (as of the beginning of this corporation's fiscal year), or President's designee, one shall be an honorary life member of the Jaycees over fifty (50) years of age, and one shall be an honorary life member of the Jaycees less than fifty (50) years of age. These additional Trustees shall be appointed at a meeting of the Board of Trustees prior to the beginning of the new fiscal year for a term of one year to serve until their successors are appointed and qualified.

Additionally, the sitting Trustees will have the option to appoint two (2) additional non-voting Members-At-Large. One shall be a current Jaycees member in good standing, and one shall be a past Jaycees member.

Section 4. **Ex-officio Trustees.** The Community Development Vice-President of the Grand Rapids Jaycees shall serve as a voting Trustee. Additionally, there shall be as voting Trustee a Foundation Chairman of the Board, who shall be the most recent past Foundation President who is willing to serve and is not currently filling a voting position of the Foundation Board under Sections 2 or 3, nor is currently serving as the Community Development Vice-President of the Grand Rapids Jaycees. Additionally, the President of the Jaycees or his/her designee shall be a non-voting ex-officio member of the Board of Trustees.

Section 5. **Selection of Officers.** Prior to the beginning of the new fiscal year, the incoming Board of Trustees shall select from among themselves a President. If available, the President shall have been a member of the Board of Trustees for at least one (1) year. The President shall then appoint a Treasurer, Legal Counsel and Secretary and shall further assign responsibilities to Trustees as deemed necessary. In the event that the foregoing positions are not filled by voting

members of the Board of Trustees, the President may appoint non-voting Trustees, with responsibilities assigned as deemed necessary.

Section 6. Duties of Trustees and Officers. The duties of the Trustees and Officers 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 Boards of Trustees to attend meetings of that body. Any Trustee who misses two (2) consecutive regular Foundation Board of Trustees meetings or a total of three (3) regular Foundation Board of Trustees meetings during the fiscal year shall be dismissed from the Board of Trustees; provided, that upon receipt of a written explanation acceptable to and approved by the Board of Trustees, the dismissal may be waived. Vacancies so caused shall be filled as hereinafter provided.

The President, as chief executive officer 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 an initial report of activities and thereafter as requested progress to date, and be prepared to give such reports at each Board of Trustees meeting 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 and 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 and special meetings of the Board of Trustees and at Membership meetings. The Secretary shall have such other duties as assigned by the President.

The Treasurer shall coordinate Foundation and Chapter bond insurance with the Chapter Legal Counsel, be responsible for tax filings, renewal of Charitable Solicitation License, renewal of Michigan Annual Report, securing a quote for Errors and Omission Insurance Policy for the trustees and obtaining signatories for all accounts. The Treasurer shall have such other duties as assigned by the President or as stated in Policy.

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 percent (10%) of the membership in good standing shall constitute a quorum at all regular membership meetings. The reasons for calling the 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 the "Roberts Rules of Order."

Section 2. Board of Trustees Meetings. To the extent practical, regular meetings of the Board of Trustees shall be held at the same day and time of each month as established by the Board of Trustees at the beginning of each fiscal year. The majority of Board members present shall constitute a 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 (3) 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.

ARTICLE VI Vacancies and Succession of Office

Section 1. **President.** In case of the death, disability or resignation of the President, or the removal of the President as a Trustee, the voting members of the Board of Trustees shall elect a new President from among the current Board of Trustees. Such appointment shall fill the unexpired term created by the vacancy.

Section 2. **Trustees/Officers.** In the case of the death, disability, resignation or removal of a Trustee (excluding 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.

Section 3. **Termination of Trustee.** The Board of Trustees, after a hearing, may, by a two-thirds (2/3) majority vote of those Trustees present constituting a quorum, censure, suspend or remove a Trustee from the Board of Trustees for good cause shown, provided that such Trustee is given written notice of this action by the board of Trustees by certified mail no less than twenty-one (21) days prior to the date of such action.

ARTICLE VII Governance

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 and Obligations.** All checks must be signed by either the President or the Treasurer. Furthermore, all bills in excess of One Hundred Dollars (\$100) must be approved by the appropriate chairman or officer and all bills in excess of 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 in perpetuity (except upon approval by a $\frac{3}{4}$ vote of the Board of Trustees) 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 and shall cause to be printed its Annual Plan of Action and Budget. The Annual Plan of Action and budget shall be approved by the Board of Trustees and presented to the members by the first meeting in February.

Section 5. **Bylaws and Policy Revisions.** Bylaws and policy shall be reviewed on a yearly basis and approved by the membership at any regular Foundation or chapter meeting.

Article VIII Fiscal Year and Audit

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

Section 2. **Annual Audit.** The incoming President shall appoint one (1) member, but not a member of or advisor to the Board of Trustees, to serve as the Chairman of the Annual Audit. The Annual Audit shall be conducted by an independent organization in accordance with audit procedures as established by the State of Michigan. The findings of the Annual Audit for any fiscal year shall be presented to the Board of Trustees of the next administration.

Article IX
Amendment, Definition and Clarification of Bylaw

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

Section 2. **Definition.** Use of the word “shall” in these Bylaws shall be construed to refer to mandatory action.

Section 3. **Clarification.** The Board of Trustees may adopt from time to time written policy guidelines for the purpose of clarifying these Bylaws and insuring the continuation of the traditions and philosophies of the Grand Rapids Jaycees Foundation.