



**BY-LAWS
&
POLICY**

(Revised 11/11/2022)

California Jaycee Foundation
"A Non-Profit charitable California Trust" IRS 501 c 3

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BY-LAWS OF CALIFORNIA JAYCEE FOUNDATION

ARTICLE I

Principle Office

The principle office for the transaction of business of the California Jaycee Foundation, herein after corporation, is hereby fixed and located in California. The Board of Trustees may at any time or from time to time change the location of the principle office.

ARTICLE II

Purpose (Rev. 2/03)

The primary purpose of this corporation shall be the promotion of the general welfare and growth of the California Junior Chamber, its members and local community chapters through public relations, individual growth. Leadership training and community relations programs.

ARTICLE III

Membership

Section 1. Members

All members in good standing of the California State Junior Chamber shall be deemed to be members of this corporation. The California Jaycees Foundation may provide memberships to persons other than Jaycees. The Board of Trustees from time to time shall determine other criteria of membership.

Section 2. Meetings of the Membership (Rev. 2/03)

The annual meeting of the members of the corporation shall be held in May each year. Notice of such meeting shall be published to the members of the corporation 30 days prior to said meeting. Special meetings of the members may be called by the President or Vice-President of the corporation upon receipt of written request by 10% of the members. The Secretary shall publish notice of all such special meetings to each member at least 30 days prior thereof. For a quorum for a meeting of the members, refer to Article IV, Section 8.

Section 3. Liabilities and Property Rights of Members

No member of the corporation, now or hereafter elected, shall be held personally liable to its creditors for any indebtedness for liability, and any and all creditors shall look only to its assets for payment.

ARTICLE IV

Board of Trustees

Section 1. Number of Trustees, Election and Term of Office (Rev. 2/03, 2/07 & 8/14)

The terms of office for Trustees shall be 15 three - (3) year terms and one (1) year term held by the California Junior Chamber President or until their successors are elected.

Each year, one third of the Board of Trustees shall be elected to serve for three-year terms no later than 150 days following the close of the annual meeting of the membership at a duly called meeting of the Board of Trustees. All such newly elected Trustees shall take office immediately following the close of the meeting at which they are elected. The President of the California Junior Chamber shall serve as a trustee for the term of the State President.

Section 2. Nominations (Rev. 2/03 & 5/07 & 5/18 & 2/19)

Nominations for election as trustees shall be declared open following the close of the Winter Board meeting of the membership for no less than 30 and no more than 90 days, the exact dates of which shall be announced by the Nominations Committee. All applications for nomination must be submitted in writing to the Nominations Committee. The Nominations Committee shall submit the list of nominees with their qualifications in writing to each trustee at least 10 days prior to the Organizational Meeting of the Board of Trustees.

The Chairman of the Board of the California Junior Chamber may be considered for nomination however, no other current members of the Board of Directors or Executive Committee of the California Junior Chamber may be considered for the nomination and may only serve on the board of trustees as provided for herein in section 1 and section 4. Current National Executive officers or Executive Committee members for the US Junior Chamber may not be considered for nomination for the California Jaycee Foundation.

Section 3. Vacancy (Rev. 11/99)

Any vacancy or vacancies in the Board of Trustees, other than expiration of office, resulting from death, incapacity, resignation, removal, or otherwise, shall be filled by the remaining Trustees. Nominations and election to fill such vacancies shall take place at the next duly called meeting of the Board of Trustees after which vacancy takes place. Newly elected trustees that fill a vacancy shall take office at the close of said meeting.

Section 4. Ex-Officio, Non-Voting Trustees (Rev. 2/03)

The Treasurer and Vice-Presidents of the California Junior Chamber shall serve as ex-officio, non-voting members of the Board of Trustees during their term of office.

Section 5. Organizational meeting (Rev. 11/99)

The Board of Trustees shall hold a meeting no later than 150 days following the close of the annual meeting for the purposes of election of expiring terms of trustees, election of officers, appointment of committee chairpersons and the transaction of other foundation business. The Secretary shall send notice of such meeting to each Trustee no less than 30 days prior.

Section 6. Other Regular Meetings (Rev. 11/99)

Other regular meetings of the Board of Trustees shall be held as deemed necessary by the Executive Committee. No less than 30 days' notice of such meetings shall be given in writing to all members of the Board of Trustees by the Secretary.

Section 7. Special Meetings/Conference Calls (Rev. 5/14)

- a) Special meetings of the Board of Trustees for any purpose or purposes shall be called at any time by the President of the Foundation or by any three Trustees.

Written notice of the time and place of special meetings shall be delivered personally to each Trustee or sent to each Trustee by mail or by other form of written communication, charges prepaid, addressed to him/her at his/her address as it is shown on the records of the corporation. Such notice shall be actually received at least 5 days prior to the time of the holding of the meeting.

The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the Trustees not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approval shall be filed with the corporate records of made a part of the minutes of the meeting.

- b) Conference Call Meetings: A conference meeting via phone and or other means (Skype/Face time) for any purpose or purposes shall be called at any time by the President of the Foundation or any (3) three Trustees.

The Board of Trustees will be notified by phone or e-mail of a conference call (3) three to (7) seven days prior to the actual conference call meeting in order to conduct business of the Foundation. A Quorum of the Trustees will be needed to take a vote as stated already in current by-laws. The Secretary or designee will take the minutes and record all votes. All votes will be verified at the following regular meeting of the Trustees and recorded in the minutes.

Section 8. Quorum (Rev. 11/99)

A majority of the voting members of the Board of Trustees at any duly called meeting shall constitute a quorum for the transaction of business except as noted in Article V, Section 9 of these by-laws.

Section 9. Liquidation of Assets (New 11/99)

All matters considering the liquidation of Foundation assets, including but not exclusive of, buildings and or property owned or in trust of the Foundation shall require the affirmative vote of two-thirds (2/3) of the eligible voting members of the board of trustees at a duly called and properly noticed meeting of the Board of Trustees.

Section 10. Power of Trustees (Rev. 5/03)

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and

the business and affairs of the corporation shall be controlled by, the Board of Trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following powers:

- a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with Articles of Incorporation or by the by-laws, fix their compensation and require from them security for faithful service.
- b) To conduct, manage and control the affairs and business of the corporation, and to make such rules, policies and regulations therefore not inconsistent with law, with Articles of Incorporation or by the by-laws, as they may deem best.
- c) To change the principle office for the transaction of the business of the corporation from one location or another: to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate any place within or without the State of California for the holding of any Trustees' or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment then may deem best, provided such seal shall at all time comply with the provisions of law.
- d) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered thereof, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's or other evidences of debt and securities thereof.
- e) The Board of Trustees may contract with one or more Executive Director(s) whose primary responsibility shall be, but not limited to, fund raising activities of the corporation. These individuals shall serve as ex-officio non-voting members of the board of trustees and executive committee while under contract. Their specific rights and responsibilities shall be further delineated in policy and under separate contract, which shall be reviewed by the Executive Committee on an annual basis. Any and all Executive Director(s) shall be prohibited from serving on the Board of Directors or Executive Committee of the California Junior Chamber during the term of their contract with the Corporation.
- f) Voting by E-mail Revised (5/14)
 1. In all matters of the Corporation, the Executive Committee is empowered to vote proper and immediate actions via facsimile or email provided each member of the Committee has been informed regarding the question via phone or e-mail with receipt confirmation not less than three (3) days prior to the deadline specified therein for return votes.
 2. The Board of Trustees will be notified by phone or e-mail of a vote via of e-mail (3) three days prior to the actual e-mail vote in order to conduct business of the Foundation. All trustees must use the reply all in order for all Trustees to see the actual response and voting. The President and or the Secretary or designee will collect and print all e-mail votes and notify the Trustees of the vote through e-mail. All votes will be verified at the following regular meeting of the Trustees and recorded in the minutes.

3. All Executive Committee actions as defined in Section 10f 1-3 of this Article are subject to ratification by the Board of Directors at the next subsequent BOD meeting.

- g. In all matters of the Corporation, service of notice as necessary and proper may be sent by United States Postal Service, facsimile or email within the time allotted for such service of notice.

Section 11. Policies (New 11/99)

From time to time, as necessary, the Board of Trustees shall establish written policies as to how the corporation shall operate. Policies may be adopted or amended or repealed and new policies adopted by the vote of the members of the Board of Trustees at any Trustees' meeting provided that 30 days written notice be given to the Board of Trustees.

Section 12. Grants (Rev. 2/03)

The Board of Trustees may consider and approve the request for financial grants from non-profit/not-for-profit organizations, giving preferential consideration to the California Junior Chamber Board of Directors, and their chapters.

The total funds available for grants shall be determined by the Budget and Finance committee and be presented to the board no later than 150 days after-the Organizational Meeting.

Section 13. Building Services Reserve Account (New 11/99, Deleted 5/14)

Section 14. Removal (Rev. 11/17)

A Trustee may be removed from office, for cause, by two-thirds of a majority of the Trustees provided said Trustee is given 10 days written notice. In addition, each Foundation Trustee will be expected to attend all Board of Trustee meetings per Foundation year. The Trustee may be removed from the Board after they have missed his or her third meeting during their term. (May Board /Election meeting count as one meeting).

Section 15. Compensation

The Trustees shall receive no compensation for their services as such.

ARTICLE V

Offices

Section 1. Officers (Rev.2/03)

The *officers* of this corporation shall be President, Vice President, Secretary, Treasurer, Chairman of the Board, Legal Counsel, and Trustees at Large, and such other Officers as the Board of Trustees may appoint.

Section 2. Elections (Rev. 2/03)

The Board of Trustees shall, at the organizational meeting, elect all officers of the corporation for terms of two years, or until their successors are elected and qualified.

Section 3. Vacancies

A vacancy in any office because of the death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Trustees.

Section 4. President

Subject to the control of the Board of Trustees, the President shall have the general supervision, direction and control of the business and affairs of the corporation. He/she shall preside at all meetings of the members and trustees. He/she shall have such powers and duties as may be prescribed from time to time by the Board of Trustees.

Section 5. Vice President

In the absence or disability of the President, the Vice President shall perform all duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such duties as may be prescribed from time to time by the Board of Trustees.

Section 6. Secretary (Rev. 11/17)

The Secretary shall keep a full and complete record of the proceedings of the Board of Trustees, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office or as prescribed from time to time by the Board of Trustees. The Secretary shall keep and maintain all non-financial records of the Corporation and shall establish and maintain a file of all written policies approved by the Board of Trustees. The Secretary shall maintain attendance records of the Board of Trustees and shall provide written notice to any Trustee who is in jeopardy of being removed pursuant to Article IV, Section 14 specified above after they have missed the 2nd meeting.

Section 7. Treasurer (Rev. 11/99)

The Treasurer shall receive and safely keep all funds of the corporation and deposit the same in such bank or banks as may be designated by the Board of Trustees. Such funds shall be paid out only on the check of the corporation signed by such officers as may be designated by the Board of Trustees as authorized to sign the same.

The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees. The Treasurer shall be the custodian of all the financial records of the Corporation.

Section 8. Legal Counsel (Rev. 11/99)

The Legal Counsel shall serve as advisor and consultant to the Board of Trustees. The Legal Counsel shall be appointed at the organizational meeting of the Corporation.

Section 9. Immediate Past President (Rev. 2/03)

The Chairman of the Board shall serve as an advisor to the President and the Executive Committee. In addition, he/she shall have other such powers and perform such other duties as maybe prescribed from time to time by the Board of Trustees.

Section 10. Trustees at Large (Rev. 2/03)

Trustees at Large shall undertake the responsibilities of maintaining and submitting revisions and/or changes to the By-Laws and Policies of the California Jaycees Foundation. The Trustees at Large shall have such privileges and will perform such duties as prescribed as necessary as requested by the Board and/or President of the Foundation.

Section 11. Executive Committee (Rev. 2/03)

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Legal Counsel, Immediate Past-President and two Trustees at Large. The members at large shall be elected at the organizational meeting. The Executive Committee shall appoint the committee members.

Section 12. Committees (Rev. 2/03)

Standing committees shall be appointed by the President. No trustee shall serve on more than two standing committees concurrently and not be chairman of more than one, excluding the Executive Committee.

ARTICLE VI

Rules of Order

Robert Rules of Order shall govern the businesses of all meetings of the general membership, Board of Trustees, and any standing or special committees of this Corporation, except as otherwise provided for in these By-Laws.

ARTICLE VII

Rules of Interpretation

In the event of any conflict between these By-Laws and the attached statement of Policy of this Corporation, these By-Laws shall take precedence

ARTICLE VIII

Amendment of the by-laws (Rev. 10/87)

These by-laws may be amended or repealed and new by-laws adopted by the vote of a 2/3's majority of the members of the Board of Trustees at any Trustees' meeting provided that 30 days written notice be given to the Board of Trustees.

ARTICLE IX

Purchase and Sale of Securities

The President, or Vice President and the Secretary, or such other officers as the Board of Trustees may select for that purpose, are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all voting securities held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

Certified by Secretary (Rev. 8/2017)

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the CALIFORNIA JAYCEE FOUNDATION, a California non-profit corporation, and that the foregoing by-laws constitute the by-laws of said corporation as duly adopted at a meeting of the Board of Trustees thereof held on August 19, 2017.

POLICY-CALIFORNIA JAYCEES FOUNDATION

ARTICLE 1-AMENDMENT AND DEVIATION

1-1 Amendment in Session

This policy may be amended at any regularly called meeting of the Board of Trustees upon the affirmative vote of a majority of voting trustees present, provided each such amendment and notice by mail of consideration thereof shall have been given to each trustee not less than (30) days prior thereto, and further provided that such notice include the name of the trustee proposing such amendment. When said notice has not been given, then the Policy may only be amended upon an affirmative vote of two-thirds (2/3) of the voting trustees present provided that copies have been distributed in writing to the trustees at least one (1) hour prior to the start of the Board of Trustees meeting.

1-2 Deviation

Any deviation from the Policy shall be made only upon two-thirds (2/3) vote of the Board of Trustees at any regularly called meeting.

ARTICLE 2 -BOARD OF TRUSTEES

2-1 Roles and Responsibilities (Rev. 2/06)

It shall be the role and responsibility of the board of trustees to perform but not limit itself to the following:

Establish and maintain the organization with all legal and governmental guidelines.

Organize the board for maximum effectiveness.

Establish performance standards for board Members.

Identify individual's talents and skills necessary to maintain an effective Board.

Replenish the Board with needed talent and skills as openings appear.

Shall be committed to provide adequate funding to support the organizations programs and fiscal needs.

Establish and maintain a Public Relations Program.

The impact of the Foundation.

Assume ultimate responsibility for seeing resources are secured in amounts sufficient for the accomplishment of the Mission.

2-2 Individual Board Member's Responsibilities (Rev. 11/11 & 8/14 & 11/2022)

Attend regularly scheduled Board meetings to conduct the Board-level business of the organization.

Participate actively on at least one committee of the organization.
Actively raise funds for the organization by direct contact with current and prospective donors.

- a. Participate annually in Foundation Contributions. The required minimum shall be \$200.00 monetary contribution to the Foundation which is due every August of each year. Newly elected Trustees must submit their monetary contribution by the 1st Board of Trustees Meeting following their election.

Seek involvement and interest of the Junior Chamber in the organization's programs.

Present the organization's programs as a spokesman to the Junior Chamber.

ARTICLE 3-COMMITTEES and CHAIRPERSONS

3-1 Standing and Other Committees

Standing committees shall be chaired by the following

- a. Budget and Finance - The elected Treasurer of the corporation.
Incorporating Grant Review.
- b. By-Laws and Policy - The two Trustees-at-Large
- c. Fundraising – By Presidential appointment.

3-2 Terms of Office -

Standing Committee chairpersons shall take responsibility of their committee upon election to the aforementioned office or appointment by the President of the corporation and shall terminate upon the election or appointment by the President of their successor.

3-3 Membership -

The President of the Corporation in cooperation of the Executive Committee shall determine committee assignments based on the desires, talents, and skills of each trustee and notify trustees of such no later than 30 days following the organizational meeting of the corporation.

3-4 Meetings -

The individual committees shall have the discretion to determine from amongst its membership the time and locations of their individual committee meetings with regular reports due to the Board of Trustees at its regularly scheduled meetings by the committee chair.

3-5 Obligation Restrictions -

No committee or chairperson may obligate the Corporation in any way regarding finances, programming or solicitation of outside assistance without the prior approval of the Board of Trustees. Should any member undertake to obligate this Corporation without first obtaining such approval they personally shall be held liable for such indebtedness whether or not the indebtedness shall be incurred in the name of this Corporation?

3-6 Budget and Finance Committee- Duties and Responsibilities (Rev. 5/06) (Rev. 5/12)

3-6-1 Grants Review

- a) Grant proposals shall be submitted in writing, on the appropriate form, to the grants review committee for review no later than 21 days prior to being presented to the Board of Trustees for consideration. Grant proposals may be adopted/approved by the vote of a majority of the members of the Board of Trustees at any Trustees' meeting.
- b) Grant requests not received in the proper format or in the requested time frame shall not be considered until the next regular meeting of the Board of Trustees.
- c) Grant requests shall not be approved for the purpose of travel expenses nor if the request is deemed in conflict with or would detract from current programs of the Corporation.
- d) The Board of Trustees reserves the sole right of approval or disapproval of any and all financial aid grant requests without explanation. In addition, the Board of Trustees reserves the right to approve financial aid grants for sums less than the submitted request. Submitting organizations shall be notified no later than 14 days upon such action.
- e) The Grants Review Committee and/or the Foundation Trustees can approve up to the amount of \$250.00 and authorize the Foundation Treasurer to write a check before/after the regularly scheduled Foundation Meeting.

3-7 Other Committees

From time to time the President and/or Executive Committee shall form other committees for the transaction of corporation business. These committees shall include but not be restricted to Nominations and Elections and others deemed necessary. These committees shall be held to the same guidelines and restrictions of the standing committees.

3-8 Nominations and Elections Committee- Duties and Responsibilities

- a) The President shall appoint the Nominations and Elections Committee as necessary to conduct the nominations and elections of trustees and the Officers of the Corporation
- b) The Nominations Committee shall attempt to submit to the Board of Trustees each year no less than 12 nominees for the expiring 5 three-year terms.
- c) Spouses or domestic partners of trustees may not be considered for nomination to the board of trustees during their term of office.

3-9 Scholarship

Section I

- a) The Foundation President will appoint a committee of least (2) members of the current board of trustees, as well as outside participation from non-members of the board of Trustees, with expertise and/or experience in the scholarship process. They will serve until either replaced or by resignation. This committee is responsible for 1) distribution of the US JCI Senate applications throughout the California High School system; 2) collecting the applications and selecting the winners; 3) notifying the Board of Trustees and the winners of their selection; and 4) Forwarding the top two winners to the United States JCI Foundation Scholarship committee.
- b) Applications must come from high school seniors who are U.S. citizens graduating from accredited U.S. schools. This may include state approved home school and state approved GED programs, cyber schools, overseas U.S. operated schools.

Section II

- a) Applicants must indicate they will attend U.S. accredited schools of higher/advanced learning, i.e. college, university, or technical institution.
- b) All scholarship grant money is to be dispersed by the treasurer of the California Jaycees Foundation. The treasurer shall deposit the money into an account in the name of the student at the institution in which the student has enrolled. If the institution does not provide for student accounts the Treasurer may issue the grant directly to the student. Scholarship grants are to be used for expenses at the institution of the recipient's choice. Such expenses shall include tuition, books, lab fees, technology fees, etc. Students may use the scholarship money in any year of their education at the college, university or vocational school in which they are enrolled.
- c) The Board of Trustees will have sole discretion to the amount of each scholarship award.

Section III

- a) After the judging process, the committee will promptly present the list of the top 2 winners to the President and the Board of Board of Trustees. The actual scoring numbers will be known only to the scholarship committee and the Foundation President.
- b) The Foundation President will send, or cause to be sent, a letter of congratulations directly to the successful applicants and direct the treasurer to prepare and distribute the scholarship check directly to the educational institution designated by the applicant. The Foundation President will also send, or cause to be sent, letters of acknowledgement to the unsuccessful applicants thanking them for their participation.
- c) Judging will follow the national judging criteria base on the judging forms of that institution.
- d) All applications submitted will be treated as confidential and will be securely destroyed at the end of one year.

Certified by Secretary
Refer to Official Minutes (8/19/2017)