

New York State Junior Chamber, Incorporated By-Laws

NYS JCI BYLAWS

TABLE OF CONTENTS

Article	Page
ARTICLE 1 NAME AND AFFILIATION	
<i>By-Law 1.1 Name</i>	7
<i>By-Law 1.2 Affiliations</i>	7
ARTICLE 2 PURPOSES, CREED, AND FUNCTION	
<i>By-Law 2.1 Purpose</i>	7
<i>A. Vision Statement</i>	
<i>B. Mission Statement</i>	
<i>C. Opportunity</i>	
<i>By-Law 2.2 Creed</i>	7
<i>By-Law 2.3 Functions</i>	7-8
<i>By-Law 2.4 Non-Discrimination</i>	8
<i>By-Law 2.5 Mail and Notification</i>	8
ARTICLE 3 SEAL AND INSIGNIA	
<i>By-Law 3.1 Corporate Seal</i>	8
<i>By-Law 3.2 Official Insignia</i>	8
ARTICLE 4 MEMBERSHIP	
<i>By-Law 4.1 Membership Classifications</i>	8-9
<i>A. Local Organization Member</i>	
<i>B. Classifications of Individual Membership</i>	
<i>C. Honorary Membership</i>	
<i>By-Law 4.2 Admission to Membership</i>	9-10
<i>A. Local Organization Member</i>	
<i>B. Individual Membership</i>	
<i>By-Law 4.3 Termination of Membership</i>	10
<i>A. Local Organization Member</i>	
<i>B. Individual Member</i>	
<i>C. Honorary membership</i>	
<i>By-Law 4.4 Transfer of Membership</i>	10
<i>By-Law 4.5 Local Organization Member in Good Standing</i>	10
<i>By-Law 4.6 State Trustee of Local Organization</i>	11
ARTICLE 5 DUES	
<i>By-Law 5.1 Dues</i>	11
<i>A. Dues Assessment and Responsibilities</i>	

The New York State Junior Chamber Inc. By-laws

B. Waiver of Dues

Article	Page
<i>By-Law 5.2 Payment of Dues</i>	11
ARTICLE 6 SEPARATION OF POWERS	
<i>By-Law 6.1 Governing Bodies</i>	12
<i>By-Law 6.2 Executive Committee</i>	12
<i>A. Structure of the Executive Committee</i>	
<i>B. Voting Members of the Executive Committee</i>	
<i>C. Duties and powers of the Executive Committee</i>	
<i>D. Meetings of the Executive Committee</i>	
<i>By-Law 6.3 Board of Directors</i>	13
<i>A. Structure of the Board of Directors</i>	
<i>B. Voting Members of the Board of Directors</i>	
<i>C. Duties and Powers of the Membership of the Board of Directors</i>	
<i>D. Meetings of the Board of Directors</i>	
<i>By-Law 6.4 Conduct of Business</i>	13-14
<i>A. Board of Directors Voting Certification</i>	
<i>B. Board of Directors Voting Procedures</i>	
<i>By-Law 6.5 Parliamentary Authority</i>	15
ARTICLE 7 OFFICERS AND DIRECTORS	
<i>By-Law 7.1 Elected State Officers</i>	15-17
<i>A. Elected State Officers of the Corporation</i>	
<i>B. Qualifications</i>	
<i>C. Nominating and Election of Elected State Officers</i>	
<i>D. Campaigning for Elected State Office</i>	
<i>E. Elections</i>	
<i>F. Vacancy</i>	
<i>By-Law 7.2 Appointed State Officers</i>	17
<i>A. Identity</i>	
<i>B. Qualifications</i>	
<i>C. Appointment</i>	
<i>D. Vacancy</i>	
<i>By-Law 7.3 Other Directors</i>	17
<i>A. Other Directors of the Corporation</i>	
<i>B. Qualifications</i>	
<i>C. Election or Selection</i>	
<i>D. Vacancy</i>	
<i>By-Law 7.4 Ineligibility of Employees</i>	18
<i>By-Law 7.5 Duties of the President</i>	18
<i>By-Law 7.6 Duties of the Vice Presidents</i>	18-19
<i>A. Vice Presidents</i>	

The New York State Junior Chamber Inc. By-laws

B. Executive Vice President

Article	Page
<i>By-Law 7.7 Duties of the Corporate Secretary</i>	19
<i>By-Law 7.8 Duties of the Treasurer</i>	19-20
<i>By-Law 7.9 Duties of the Legal Counsel</i>	20
<i>By-Law 7.10 Duties of the Parliamentarian</i>	20
<i>By-Law 7.11 Duties of the Facilities Coordinator</i>	20
<i>By-Law 7.12 Duties of the Executive Director</i>	20-21
<i>By-Law 7.13 Duties of the Chaplain</i>	21
<i>By-Law 7.14 Duties of the Marketing Director</i>	21
<i>By-Law 7.15 Duties of the Chairman of the Board</i>	21
<i>By-Law 7.16 Duties of the Other Directors of the Corporation</i>	22
<i>By-Law 7.17 Term of Office</i>	22
<i>By-Law 7.18 Oath of Office</i>	22
<i>A. Oath of Office</i>	
<i>B. Incoming State President</i>	
<i>By-Law 7.19 Removal of Officers or Directors</i>	22-24
<i>A. Suspension</i>	
<i>B. Impeachment</i>	
ARTICLE 8 COMMITTEES	
<i>By-Law 8.1 Standing Committees</i>	24-25
<i>A. Identities</i>	
<i>B. Election Committee</i>	
<i>C. Convention Committee</i>	
<i>D. Planning Committees</i>	
<i>E. Strategic Planning</i>	
<i>By-Law 8.2 Special Committees</i>	25
ARTICLE 9 PROGRAMMING	
<i>By-Law 9.1 Plan of Action</i>	25
<i>By-Law 9.2 Program Management</i>	25
ARTICLE 10 FINANCE	
<i>By-Law 10.1 Fiscal Year</i>	26

The New York State Junior Chamber Inc. By-laws

<i>By-Law 10.2 Annual Budget</i>	26
Article	Page
<i>By-Law 10.3 Fiscal Control</i>	26
ARTICLE 11 STATEWIDE MEETINGS	
<i>By-Law 11.1 Identity of Statewide Meetings</i>	27
<i>By-Law 11.2 Purposes of Statewide Meetings</i>	27
<i>By-Law 11.3 Purposes of Specific Statewide Meetings</i>	27
<i>A. Year End and Inauguration Celebration Convention</i>	
<i>B. Second Trimester Convention</i>	
<i>C. Election Convention</i>	
<i>D. Summer Family Fun and Networking Event</i>	
<i>By-Law 11.4 Statewide Meeting Bids</i>	28-29
<i>A. Bid Proposal Submission</i>	
<i>B. Bid Proposal Acceptance</i>	
<i>C. Non-Rotational Meetings</i>	
<i>By-Law 11.5 Notice to Local Organization Members</i>	29
ARTICLE 12 CONDUCT OF MEMBERS	
<i>By-Law 12.1 General Requirement</i>	29
<i>By-Law 12.2 Specific Prohibitions</i>	29
<i>By-Law 12.3 Violations</i>	29-30
<i>By-Law 12.4 Penalties</i>	30
<i>By-Law 12.5 Local Organization Member Liability</i>	30
ARTICLE 13 RECOGNIZED SUBDIVISIONS	
<i>By-Law 13.1 Metro Conference</i>	30
ARTICLE 14 EXTENSIONS	
<i>By-Law 14.1 Extension Requirements</i>	30
<i>By-Law 14.2 Extension Conflicts</i>	31
ARTICLE 15 POLICY AND PROCEDURES	
<i>By-Law 15.1 External Policy</i>	31
<i>By-Law 15.2 Procedures</i>	31

Article	Page
ARTICLE 16 AWARDS	
<i>By-Law 16.1 Community Recognition Awards</i>	32
<i>A. Outstanding New Yorkers (ONY)</i>	
<i>B. Linda Shaffer Memorial Award - Outstanding Young New Yorkers (OYNY)</i>	
<i>By-Law 16.2 Annual Recognition Awards</i>	32-33
<i>A. Local Organization Member Awards</i>	
<i>B. Individual Member Awards</i>	
ARTICLE 17 EMPLOYEES OF THE CORPORATION	
<i>By-Law 17.1 Corporation Employees</i>	33-34
<i>By-Law 17.2 Vacancies</i>	34
ARTICLE 18 HEADQUARTERS	
<i>By-Law 18.1 Business Office</i>	34
ARTICLE 19 AFFILIATED ORGANIZATIONS	
<i>By-Law 19.1 New York State JCI Senate</i>	34
<i>By-Law 19.2 New York State Ambassadors</i>	34
<i>By-Law 19.3 New York State Jaycees Board of Governors</i>	34-35
<i>By-Law 19.4 New York State Jaycees Foundation</i>	35
<i>By-Law 19.5 New York State Jaycees Training Institute</i>	35
ARTICLE 20 EMERGENCIES	
<i>By-Law 20.1 Definition and Duration of Emergencies</i>	35
<i>By-Law 20.2 Conduct of Business during Emergencies</i>	35
ARTICLE 21 AMENDMENTS	
<i>By-Law 21.1 By-Law and External Policy Amendments</i>	36
<i>By-Law 21.2 Adoption of Amendments</i>	36

ARTICLE 1 NAME AND AFFILIATION

By-Law 1.1 Name

This Corporation shall be known as the New York State Junior Chamber Incorporated. It shall also take any steps deemed necessary to preserve the rights of the Corporation in the names New York State Jaycees, Junior Chamber International New York State, The New York State Junior Chamber of Commerce, and NYSJCC, and other derivations and abbreviations thereof.

By-Law 1.2 Affiliations

A. This Corporation shall be and hereby is affiliated with the U. S. Junior Chamber and Junior Chamber International (JCI) and is subject to the By-Laws of each of these bodies insofar as they affect and prescribe the purposes and functions of State Organization Members.

B. This Corporation shall adhere to the Corporate Identity Policy of Junior Chamber International and encourages, but not requires, Local Organizations to do the same.

ARTICLE 2 PURPOSES, CREED, AND FUNCTION

By-Law 2.1 Purpose

This Corporation shall be a not-for-profit, politically non-partisan Corporation organized for educational and charitable purposes.

A. Its Vision Statement shall be:

To be the young persons organization of choice, initiating positive change in their communities and themselves.

B. Its Mission Statement shall be:

To offer young people the opportunity for leadership development and fellowship through service to their community.

C. It will provide an avenue for intelligent participation in the affairs of the community, state, nation, and world to develop true friendship and understanding among young people of all nations.

By-Law 2.2 Creed

We believe:

That faith in God gives meaning and purpose to human life;

That the brotherhood of man transcends the sovereignty of Nations;

That economic justice can best be won by free men through free enterprise;

That government should be of laws rather than of men;

That earth's great treasure lies in human personality;

And that service to humanity is the best work of life.

By-Law 2.3 Functions

This Corporation shall:

A. Create and foster the development of strong Local Organization Members in the State of New York, through educational and community service programs designed to provide opportunities for personal

The New York State Junior Chamber Inc. By-laws

development and achievement and to develop a spirit of genuine civic interest in each individual member.

- B. Promote the exchange of ideas and serve as a clearinghouse for project information.
- C. Maintain a publication that is sent to all Local Organization Members one month prior to each regular meeting of the Board of Directors and the Annual Meeting of the Corporation each year.
- D. Conduct a vigorous public relations program designed to enhance the value of the name of the organization and to increase its prestige.
- E. Handle all publicity related to the activities of the Corporation and its officers.

By-Law 2.4 Non-Discrimination

Membership shall not be restricted to any one person or persons based on race, color, national origin, religion, gender, sexual orientation, familial status, handicap (disability), or political affiliation. Additionally, all activities of this Corporation and all facilities used by this Corporation shall not discriminate on the basis of race, color, national origin, religion, gender, sexual orientation, familial status, handicap (disability), or political affiliation at any time.

By-Law 2.5 Mail and Notifications

Whenever these Bylaws or Policies require "written notice," such communication may be made in paper or electronic format to the last known physical or electronic address for the local chapter and individual members receiving such notice unless another form of notice is specifically required in the relevant Bylaw or Policy. The last known physical and electronic email address shall be that which is stored in the Jaycees Member Management System. Electronic formats shall include, without limitation, email and fax, and any other electronic forms of communication which come into widespread use and the local chapter and individual members receiving such notice is known to utilize such form of electronic communication. However, any electronic notice must be specifically sent to the local chapter and individual members receiving notice. The mere posting of notice to a public website shall not constitute written notice unless specifically allowed in the Bylaw or Policy requiring such notice; provided, however, that an electronic notice may refer the recipient to a website for the text of any document (proposed resolution, amendment, etc.) to be included with such notice.

ARTICLE 3 SEAL AND INSIGNIA

By-Law 3.1 Corporate Seal

This Corporation shall have a corporate seal which shall be a circular impression having inscribed thereon the name of the Corporation, the year of its incorporation, and the words, "Corporate Seal, New York."

By-Law 3.2 Official Insignia

The official insignia or emblem of the Corporation shall be approved by the Executive Committee. This shall be the only insignia/emblem used on New York State Junior Chamber outside correspondence.

ARTICLE 4 MEMBERSHIP

By-Law 4.1 Membership Classifications

A. Local Organization Member

1. **Regular:** Any Local Organization Member classified as a regular chapter by the U. S. Junior Chamber shall be defined as a regular chapter by this organization.
2. **Non-Regular:** Any Local Organizational Member classified as a non-regular chapter by the U. S. Junior Chamber shall be classified as a non-regular chapter by this organization.
3. **Collegiate:** Any Local Organizational Member classified as a collegiate chapter by the U. S. Junior Chamber shall be classified as a Collegiate Chapter.

B. Classifications of Individual Membership

1. **Regular Member** - Any member of a recognized affiliated Local Organization Member who is between the ages of eighteen (18) and forty (40), inclusive, shall be a Regular Member.
2. **Institutional Member** - Any individual who is a member of a Local Organization Member assigned as a non-regular chapter by the U.S. Junior Chamber shall be classified as a non-regular member.
3. **Service Member** - Any regular member who is an individual of the U.S. Armed Forces, National Guard, or Coast Guard and is deployed outside of the United States as part of their active military duty shall be classified as a service member. Service members shall not pay dues as assessed by this Corporation.
4. **Collegiate Member** - Any individual member belonging to a Local Organization Member that is classified as a collegiate chapter shall be classified as a collegiate member.

C. Honorary Membership

Any person who, for outstanding cause, has been so recognized upon a two-thirds (2/3) vote of the voting delegates present at any regular or special meeting of the Board of Directors, shall be an Honorary Member of this Corporation. Any person who completes a term as President of this Corporation shall be granted Honorary Membership, without action being required by the Board of Directors.

By-Law 4.2 Admission to Membership

A. Local Organization Member

1. **Filing Requirements** - Applicants for Local Organization Member Membership shall file with the President all paperwork required for the affiliation of Local Organization Members to the U. S. Jaycees. The following documents shall be included in the filing:
 - (a) A complete roster of the applicant's membership, showing a minimum number of ten (10) Individual Members who are not at present Individual Members of the Corporation. This roster shall provide the following information for each member: name, mailing address, date of birth, gender, home phone, and, optionally, an alternate phone number and email address.
 - (b) A remittance covering any and all national charter fees, administrative fees, and dues required for the state, national, and international membership of each charter member.
 - (c) A copy of the applicant's Certificate of Incorporation and/or By-Laws and/or other rules for the conduct of its business, henceforth known as Local By-Laws. The Local By-Laws shall contain no provision contradictory to these By-Laws or the By-Laws of the U. S. Junior Chamber or JCI.
 - (d) The Local By-Laws shall include the provisions below.
 - (1) The following clause shall be included verbatim. "Affiliation: This organization shall be and hereby is affiliated with the New York State Junior Chamber, United States Junior Chamber, and Junior Chamber International, and is subject to the By-Laws of each of these bodies insofar as they affect and prescribe the purposes and functions of Local Organization Members."
 - (2) The annual election of officers shall take place between October 1 and November 30 of each year, and such officers and directors shall take office no later than January 1.

(3) All young persons meeting the requirements for Individual Membership in this Corporation and in good standing with the Local Organization Member may be considered Individual Members of the Local Organization Member.

(4) If any Individual Member arrives at the age of forty-one (41) after that member's anniversary date, such member shall be deemed an Individual Member until their next anniversary date, or in the case of a member holding an office, until the completion of such term of office. No member shall be permitted to hold any office if they would reach the age of forty-one (41) prior to the commencement of the term of such office.

(e) In order to qualify as a collegiate chapter, the certificate or Articles of Incorporation, by-laws, and/or other rules for the conduct of the business of the chapter must contain, in addition to the requirements stated above, a clause or clauses expressly limiting eligibility for membership to those individuals who are enrolled students or employed by a post-secondary educational facility or institution. In the alternative, the chapter may provide written documentation that they are a student organization that is officially recognized and/or officially sanctioned by a post-secondary educational facility or institution.

(f) Provisional Local Chapters may be authorized pursuant to the Corporation's Policies and Procedures.

(g) Developing Local Chapters (or Colonies as stated in the Membership Extension Policy) may be authorized pursuant to the Corporation's Policies and Procedures. In order to qualify as a Developing Chapter, a non-refundable deposit of two hundred and fifty dollars and no cents (\$250.00) shall be remitted to the State Organization plus the new Individual Member administrative fee of fifteen dollars and no cents (\$15.00) for the National Organization and ten dollars and no cents (\$10.00) for the State Organization per Developing Chapter Member (a total of twenty five dollars and no cents per member \$25.00). Upon the Developing Chapter reaching the required ten (10) Individual Members to qualify as a Local Chapter, the deposit of two hundred and fifty dollars and no cents (\$250.00) shall be applied towards the full charter fee. The first six months begins when the Developing Chapter applies for Developing Chapter status with the Executive Director of the National Organization. Fees are subject to change, see current Membership Policy.

2. Presidential Action - The President, only upon finding that the applicant has met all the requirements above, shall forward all paperwork to the U.S. Junior Chamber (National Organization), and the Treasurer will forward all necessary payments.

B. Individual Membership

A person shall become an Individual Member in good standing of this Corporation upon acceptance by a recognized affiliate Local Organization Member and payment and proper submission of all dues and/or administrative fees to the Corporation.

By-Law 4.3 Termination of Membership

A. Local Organization Member

Membership of any Local Organization Member shall be terminated upon its termination of membership in the U. S. Junior Chamber. Membership may also be terminated by a three-fourths (3/4) vote of the voting delegates present at any regular or special meeting of the Board of Directors upon a finding that the membership of such Local Organization Member is prejudicial to the best interests of the Corporation.

B. Individual Member

Membership of any Individual Member shall be terminated when they cease to be a recognized member of a recognized Local Organization Member, or upon failure to pay dues. Membership may also be terminated by a three-fourths (3/4) vote of the voting delegates present at any regular or special meeting of the Board

of Directors upon a finding that the membership of such Individual Member is prejudicial to the best interest of the Corporation.

C. Honorary membership

Honorary membership may be terminated by a three-fourths (3/4) vote of the voting delegates present at any regular or special meeting of the Board of Directors upon a finding that the membership of such Individual Member is prejudicial to the best interest of the Corporation.

By-Law 4.4 Transfer of Membership

In the event an Individual Member wishes to transfer from one Local Organization Member to another, the President of the receiving Local Organization Member shall so indicate on the regular membership paperwork, and submit it to the Corporation with any administrative fees required for such transfer. The membership of said Individual Member shall be honored by the receiving Local Organization Member until the next anniversary date.

By-Law 4.5 Local Organization Member in Good Standing

A Local Organization Member shall be deemed as being in good standing if it has at least ten (10) Individual Members and has no past due debts to the New York State Junior Chamber.

By-Law 4.6 State Trustee of Local Organization Members

If a Local Organization Member has its charter revoked by the U. S. Junior Chamber, the President of this corporation shall appoint a trustee to oversee the former Local Organization Member's assets. In this capacity, the trustee shall:

- A. Pay the legal debts of the Local Organization Member.
- B. Donate any remaining assets to a local non-profit organization or the New York State Jaycees Foundation.

ARTICLE 5 DUES

By-Law 5.1 Dues

A. Dues Assessment and Responsibilities

1. The Corporation shall assess each Individual Member a dues fee equal to the sum of all dues fees assessed by this Corporation, the U. S. Junior Chamber, and JCI, including any and all required administrative fees.
2. Each classification of membership may be subject to different requirements for dues, according to these By-Laws or by decision of the Board of Directors.
3. The amount of the Corporation's dues or other fees may be adjusted at any regular or special meeting of the Board of Directors by a two thirds (2/3) vote of the voting delegates present, provided that written notice of the proposed change has been mailed together with notice of the date, time and place of such meeting to the last known address of each member of the Executive Committee and each Local Organization Member, postmarked at least thirty (30) days prior to the date of such meeting.
4. Individual Members shall pay all dues as assessed by the Corporation through their Local Organization Members.
5. Honorary Members shall not be assessed any dues.
6. Past State Presidents who are still of Junior Chamber age shall not be assessed state dues, but pay all U. S. Junior Chamber and JCI dues through their Local Organization Members.

7. Service members shall not be assessed any dues by this Corporation. This Corporation shall pay any dues assessed by the U. S. Junior Chamber and JCI.

8. Any chapter below 20 members on the last day of November, except newly chartered chapters since August 31 of said year, who does not pay dues to the Corporation for 20, will have its members automatically designated as “at large members” of its state organization.

B. Waiver of Dues

Dues may be waived on an individual basis by a special committee of determination with appropriate documentation of need. The members of such a committee shall be the President and two Vice Presidents. The committee shall meet to consider any such request within forty-five (45) days of receipt of such request, a quorum being fifty percent (50%) of its members.

By-Law 5.2 Payment of Dues

A. All dues payable shall be submitted by each Local Organization Member according to a regular schedule as provided by the U. S. Junior Chamber, or this Corporation.

B. Dues are payable to the Corporation by the last day of each month or other scheduled period as may be established. Late charges shall be assessed according to the standing policies of the Corporation. Such late charges are considered to be fees, and as such the amount and the manner of their assessment may be adjusted at any regular or special meeting of the Board of Directors by a two-thirds (2/3) vote of those voting delegates present.

C. Dues payments may be made by personal or business check, cash, certified check, credit card, online payment or money order. At the election convention, personal and business chapter checks will not be accepted, and only cash, certified check, credit card, online payment or money order will be processed prior to certification to vote.

ARTICLE 6 SEPARATION OF POWERS

By-Law 6.1 Governing Bodies

The administration of this organization shall be vested in two (2) governing bodies. They are the Executive Committee and the Board of Directors of the Corporation.

By-Law 6.2 Executive Committee

A. Structure of the Executive Committee

The Executive Committee of the Corporation shall be comprised of all Elected State Officers and Appointed State Officers, as defined in these By-Laws.

B. Voting Members of the Executive Committee

The voting members of the Executive Committee shall be the following individuals: President, Executive Vice President, State Vice Presidents, Treasurer, and the Immediate Past President.

C. Duties and powers of the Executive Committee

The Executive Committee shall have the responsibility to manage the state organization within the guidelines established by the Board of Directors. Its duties and powers shall be as follows:

1. It shall have power over the fiscal affairs of the Corporation, paying all bills and expenses, according to the Corporation’s financial guidelines. Officers with budgeted program areas shall be responsible for separately managing their own budgeted program expenses.

2. It shall review and approve all state level community service projects, training programs, ways and means activities, membership recruitment efforts, and all other statewide programs and projects.

3. It shall review all proposed budgets, and all By-Law and External Policy changes, and report to the Board of Directors its findings for their consideration.

4. It shall approve the format and programming of all state meetings at least thirty (30) days prior to the state meeting, including the agenda of the Board of Directors meeting.

5. It shall approve all Presidential appointments, including Executive Committee positions, state committee chairpersons, and all other appointments established by these By-Laws.
6. It shall approve contracts of all employees and companies employed by the Corporation.
7. It shall review all proposed non-budgeted expenditures in any amount for presentation to the Board of Directors for their consideration.
8. It shall approve the memorializing of any awards presented by the Corporation.
9. It shall have the power to suspend and/or remove from office any officer or director as defined in By-Law 7.22

D. Meetings of the Executive Committee

1. The Executive Committee shall meet according to a published monthly schedule, or upon the call of the President, or upon the call of a majority of its voting members.
2. Notices of special Executive Committee meetings called by the President or a majority of its voting members shall be mailed to the last known address of each voting member, postmarked at least ten (10) days prior to said meeting, unless this is waived by all of its voting members.
3. A quorum of the Executive Committee shall be one third (1/3) of its voting members.
4. The minutes of the Executive Committee meetings shall be furnished to all Executive Committee members, and a file copy shall be maintained in the State Office.
5. All meetings of the Executive Committee shall be open to attendance by all Individual Members of the Corporation. The Executive Committee may choose to hold a closed session, provided that such session is as a committee of the whole, and that the final adoption of the report of the committee of the whole shall not be in closed session.
6. The Board of Directors and all Committees of the Corporation are hereby authorized to conduct business through teleconference, videoconference, web conference, or any other electronic means, or any combination of the above and traditional meetings.

By-Law 6.3 Board of Directors

A. Structure of the Board of Directors

The Board of Directors of the Corporation shall consist of the Executive Committee, the Presidents of all Local Organization Members in good standing in New York State, and additional local delegates as established in these By-Laws.

B. Voting Members of the Board of Directors

The voting members of the Board of Directors of the Corporation shall consist of the voting members of the Executive Committee, the Presidents of all Local Organization Members in good standing in New York State, additional local delegates up to voting strength as established in these By-Laws, and any additional voting positions as may be established by these By-Laws or by the Board of Directors.

C. Duties and Powers of the Membership of the Board of Directors

The Board of Directors shall have general control and management of the property and business affairs of the Corporation. Its duties and powers shall be as follows:

1. It shall have the power to remove any officer or employee at any time for just cause, according to the procedures established by these By-Laws.
2. It shall approve all budgets, By-Law amendments, and External Policy declarations.
3. It shall have the power to overturn any action or decision of the Executive Committee by two thirds (2/3) vote of those voting members present at any regular or special meeting.
4. Each member shall be a representative of their Local Organization Member to the Corporation.
5. Each member shall attend all meetings of the Board of Directors.

D. Meetings of the Board of Directors

1. The Board of Directors shall meet as called for under these By-Laws. It shall also meet upon the call of the President, or upon the written request of at least ten (10) percent of the total number of Local Organization Members.

2. Notice of any regular or special meetings of the Board of Directors shall be sent by mail to the last known address of each Executive Committee member, each Local Organization, and emailed to all Local Organization Members. These are to be postmarked at least ten (10) days prior to such meeting.
3. A quorum of the Board of Directors shall be one fourth (1/4) of its total number of votes, said total to include all voting members and Local Organization Member voting strength as established in these By-Laws.
4. A full and complete record of all its proceedings shall be maintained in the state office.

By-Law 6.4 Conduct of Business

A. Board of Directors Voting Certification

1. Prior to the opening of a Board of Directors meeting, each Local Organization Member in good standing shall present to an official designated by the President a list of its voting representatives and alternates by name, certifying that each person is a member in good standing of that Local Organization Member and of the Corporation. Failure to complete certification shall render a Local Organization Member ineligible to vote in that meeting.
2. If the Board of Directors meeting takes place at a statewide meeting, each voting representative or alternate shall have paid in full the registration fee imposed at such statewide meeting in order to be able to vote.
3. Each Local Organization Member in good standing as described in these By-Laws shall be entitled to the number of voting delegates as indicated in the schedule below. (To extend this schedule, add one vote for every 10 additional members as illustrated.)

Voting Strength by Membership Size

Individual Membership	Number of Voting Delegates
10-19	1
20-24	2
25-34	3
35-44	4
45-54	5
55-64	6
65-74	7
75-84	8
85-94	9

4. At a Board of Director's meeting, the size of each Local Organizational Member, the number of votes entitled each Local Organizational Member, and the total number of votes used to determine quorum shall be by calculating the average of the two previous quarters' membership closeout figures. A chapter shall be allowed to vote if it is comprised of 10 members at the Board of Directors meeting regardless of their two previous quarters' average membership closeout figures.
5. In addition to the voting delegates based on Local Organization Member size, additional voting positions as identified in By-Law 6.3.B, by virtue of membership on the Executive Committee or having been otherwise defined by the Board of Directors, shall have one vote in the Board of Directors. Failure of a Local Organization Member to complete certification shall not affect the eligibility of these voting positions.

B. Board of Directors Voting Procedures

1. The President of each Local Organization Member shall be entitled to cast 50% (rounded up) of the voting strength allotted to such Local Organization Member, plus one additional vote for each additional member attending the meeting. This entitlement will not exceed the maximum voting strength for that Local Organization Member as defined in By-law 6.4.A.3. If a Local Organization Member President is going to be absent at a meeting, then the name of their proxy

must be sent to the Executive Director by that individual by the end of the credentialing period to allow this "designee" to cast more than one vote.

2. No fractional votes shall be permitted.

3. In the event of a standing or roll call vote, the President of each Local Organization Member, or a designated alternate, announces the Local Organization Member's vote.

4. In the event of a standing or roll call vote, any certified delegate or alternate voting in place of a delegate has the right to challenge the vote of another Local Organization Member. A roll call shall be taken of the individual voting delegates of such Local Organization Member in order to ascertain the correct vote. Any challenge shall be declared prior to the ensuing vote or pass of the following five (5) Local Organization Members in roll call. A vote or pass shall not be complete until it has been repeated by the Chair. Challenges of the last five (5) Local Organization Members must be declared prior to the repetition by the Chair of the last vote.

5. If there is conclusive evidence of irregularities in voting, that Local Organization Member shall lose their eligibility to vote, for that vote and all succeeding votes in that meeting.

6. Voting may be performed by voice vote, standing vote, roll call, or ballot, depending upon the motion, at the discretion of the Chair, by action of the Board of Directors, by order of the Election Committee, or as otherwise specified in these By-Laws.

7. Any non-regular Local Organization Member shall have the privilege of absentee balloting on all well published Board of Director votes, such as By-Law and External Policy decisions and elections. Such ballots shall be signed by the Local Organization President and forwarded to the Executive Director. The Executive Director shall deliver the ballot, sealed, to the State President or Election Committee Chairman, depending upon the ballot. Any non-regular Local Organization Member in good standing who has submitted an absentee ballot shall be considered to have credentialed at full voting strength. The ballot shall remain sealed until their name is called during roll call on the question or questions on which the ballot was issued for.

8. All meetings of the Board of Directors shall be open to attendance by all Individual Members of the Corporation. The Board of Directors may choose to hold a closed session, provided that such session is as a committee of the whole, and that the final adoption of the report of the committee of the whole shall not be in closed session.

By-Law 6.5 Parliamentary Authority

Conduct of business in this Corporation shall be guided by these By-Laws and by the most recent Scott, Foresman edition of Robert's Rules of Order, Newly Revised, unless in conflict, in which case these By-Laws shall govern.

ARTICLE 7 OFFICERS AND DIRECTORS

By-Law 7.1 Elected State Officers

A. The Elected State Officers of the Corporation shall be the President, 3 State Vice Presidents, Executive Vice President, and Treasurer.

B. Qualifications - Elected State Officers shall be Individual Members of the Corporation, have served as President of a Local Organization Member for a minimum of six (6) months or as a member of a Local Organization Board of Directors for a minimum of three (3) full terms (a full term being at least eleven (11) consecutive months), and shall not have reached forty-one (41) of age on or before the commencement of their term of office.

1. The President shall meet the following additional requirements.

a. Shall not have served more than six (6) months as State President.

b. Shall have served a full term (at least eleven (11) consecutive months) as an Elected State Vice President; or

2. The Treasurer shall be acceptable for bonding purposes by a Surety Company doing business in New York State.

C. Nominating and Election of Elected State Officers

1. Filing Requirements - All candidates for Elected State Office shall submit by September 1 to the Nominating and Election Committee an Election Filing Fee, in the amount determined by the Election Committee, approved by the Executive Committee, together with all forms required by the committee. All documents filed with the Nominating and Election Committee shall be available for convenient inspection by any certified delegate or alternate throughout the Election Convention.

2. Certification by the Election Committee - The Election Committee shall examine and certify the qualifications and filing documents of all prospective nominees.

3. Nominations at the Election Convention

(a) Candidates shall be nominated by Local Organization Members

(b) In the event that fewer than two (2) candidates for any Elected State Office meet the filing requirements, then the filing deadline for that office shall be waived and nominations for that office shall be received from the floor at the Election Convention, after announcement of the candidate, if any, nominated for that position by the Election Committee.

(c) In the event that two (2) or more candidates for any Elected State Office meet the filing requirements, then the filing deadline for that office shall only be waived and nominations may be opened from the floor after the third ballot. Such motion needs a 2/3 affirmative vote for passage.

(d) Any person nominated from the floor shall be eligible only after the Election Committee has approved their qualifications for the office. Such qualifications shall include the required submission of the Election Filing Fee.

D. Campaigning for Elected State Office

1. Regulations

(a) No person or organization may publish or distribute any written matter or statement in any form whatever in support of a candidate, unless such matter or statement shall have inscribed thereon the name of the person or organization responsible for its publication. The names and addresses of the persons or organizations responsible for such materials shall be filed with the Election Committee.

(b) No person or organization may deface walls or surfaces, or cause any damage to public or private property, in the promotion of a candidate.

(c) The Election Committee shall formulate and publish any additional regulations deemed appropriate, subject to the review of the Executive Committee. The complete regulations shall be mailed to each Local Organization Member and Executive Committee member with a postmark no later than three (3) months prior to the Election Convention.

2. Violations of Regulations

(a) Any Individual Member may protest the compliance of a Candidate or of another Individual Member with the regulations. Such protest shall be submitted in writing to the President and to the Chair of the Election Committee by hand delivery or certified mail before the election for which the Candidate is campaigning. The accused Candidate or Member shall have the right to respond to the protest before the Committee. The committee shall render a written decision within three (3) business days of receipt of the protest or before the election for which the Candidate is campaigning, whichever comes first. The decision shall be served to the President, the Candidate or Individual Member whose actions are protested, and the protesting Individual Member.

(b) If any person or organization violates any provision of these regulations, with the acquiescence of a Candidate, that Candidate shall forfeit the right to be elected to any Elected State Office. An Individual Member who violates these regulations shall be penalized as determined by the Election Committee.

(c) Decisions of the Election Committee may be appealed to the Board of Directors. Such appeal shall be granted only upon the vote of two-thirds (2/3) of the voting delegates present.

E. Elections

The New York State Junior Chamber Inc. By-laws

- 1. Election Chairman** - The chairman of the Election Committee shall conduct the election.
- 2. Order of Election** - Officers shall be elected in the order in which they are identified in By-Law 7.1.A.
- The president shall be elected by a majority of the votes cast. The Vice Presidents and Treasurer shall be elected by a plurality of the votes cast.
- In the Presidential election, if after the third ballot and no candidate receives a majority, the person with the lowest vote total shall be disqualified and another ballot shall occur between the remaining candidates.

F. Vacancy

- Upon the vacancy of the office of President, the Office shall be temporary filled by the following order of succession until a replacement has been elected as per the By-Laws: Executive Vice President, State Vice President(s) according to experience on State Executive Board. The Executive Committee shall by written policy provide for an additional line of succession. An individual filling the role as Acting President shall not constitute resignation of their current office. The Acting President shall have all powers of the office except suspension and impeachment.
- If the above provision is in effect, the Acting President shall have no more than one vote at any meeting of this corporation.
- If the office of President is vacated before July 1, the Acting President shall call for a special meeting of the Board of Directors to be held within 45 days (unless a regular meeting is scheduled within 45 days) and the Board of Directors shall elect a President to serve the remainder of the term of office. The Executive Committee shall determine the manner of nominations and all Individual Members who meet the eligibility criteria, except Past Presidents and the individual vacating the office, shall be considered. If the event no Individual Members meeting the eligibility requirements are interested in filling the vacancy, other Individual Members may be considered.
- If the office of President or other Elected State Office is vacated on or after July 1, the position shall be filled by election of the Executive Committee. This election shall be performed at a special meeting to be called within thirty (30) days following the vacancy. All Individual Members who meet the eligibility criteria, except Past Presidents and the individual vacating the office, shall be considered. If the event no Individual Members meeting the eligibility requirements are interested in filling the vacancy, other Individual Members may be considered.
- In the special case that the vacancy is in an Elected State Office not filled by election at the Election Convention, the person so elected shall have thirty (30) days to submit the Election Filing Fee. Failure to comply shall constitute resignation.

By-Law 7.2 Appointed State Officers

A. Identity

- The Appointed State Officers of the Corporation shall be the Corporate Secretary, Executive Director, Legal Counsel, Parliamentarian, Facilities Coordinator, Chaplain, and Marketing Director.
- This Corporation shall also have a continuing officer who shall be the Chairman of the Board.

B. Qualifications

- Appointed State Officers shall be Individual Members in good standing of the Corporation and shall not have reached forty-one (41) of age on or before the commencement of their term of office.
- The Legal Counsel shall be admitted to practice law in the State of New York.

C. Appointed State Officers are appointed by the President, with the approval of the Executive Committee.

D. Any vacancy in an Appointed State Office shall be filled by appointment of the President, with the approval of the Executive Committee.

By-Law 7.3 Other Directors

- A. The Other Directors of the Corporation shall be the Presidents of all Local Organization Members in good standing in New York State, together with additional delegates so designated by the Local Organization Member in which they hold membership.
- B. Qualifications - Other Directors shall be Individual Members of the Corporation and shall not have reached forty-one (41) of age on or before the commencement of their term of office.
- C. The Other Directors shall be elected or otherwise selected in the manner prescribed in the By-Laws of each Local Organization Member.
- D. A vacancy in the office of another Director shall be filled in the manner prescribed in the By-Laws of each Local Organization Member. All persons meeting the eligibility requirements for the office may be considered for election.

By-Law 7.4 Ineligibility of Employees

No paid employee of the Corporation or of a Local Organization Member shall be eligible to serve this Corporation or any recognized geographical subdivision as an Elected or Appointed Officer or Director.

By-Law 7.5 Duties of the President

The President shall:

- A. Be responsible for the affairs of the Corporation, with the assistance of the Executive Committee.
- B. Conduct and administer the business of the Corporation according to its By-Laws and Policies.
- C. Be the chief representative of the Corporation and its policies to other groups and individuals.
- D. Preside at all meetings of the Corporation.
- E. Appoint all appointed officers, appoint the chairpersons and members of state committees, and fill vacancies by appointment, under the procedures established in the By-Laws, all such appointments subject to the approval of the Executive Committee.
- F. Serve as an ex-officio member of all state committees.
- G. Assign Local Organization Members to Districts and Regions within established guidelines.
- H. Assign programs, projects, and resolutions to the appropriate officers for implementation.
- I. Establish performance objectives for the Corporation, its officers, and committee chairpersons.
- J. Sign all properly authorized contracts on behalf of the Corporation.
- K. Cause the publication of a newsletter and all appropriate notices as specified in the By-Laws.
- L. Perform all appropriate ceremonial functions of the Corporation to include:
 - 1. Confer honorary Membership in the corporation.
 - 2. Administer the oath of office to officers of the corporation.
 - 3. Approve and present Charters to new Local Organization Members.
 - 4. Approve and present, when possible, JCI Senatorships.

M. Report on the status of the Corporation to the Membership at the Election Convention.

By-Law 7.6 Duties of the Vice Presidents

A. The Vice Presidents shall:

1. Be responsible for the planning, organizing, staffing, implementation and evaluation of their assigned portfolio.
2. Recommend to the President the names of Individual Members to serve in appointed positions under their assigned portfolio.
3. Report to the President on their assigned portfolio at each Executive Committee Meeting.
4. Attend the U. S. Junior Chamber Officer Training School, State Officer Training School, all statewide meetings, Executive Committee Meetings, and other meetings requiring attendance.
5. Perform such other duties as requested by the President

B. The Executive Vice President, in addition to the duties above, shall:

1. Coordinate statewide extension activity.
2. Coordinate statewide recruitment and retention training.
3. Coordinate assistance to Local Organization Members with less than thirty (30) members.
4. Assist the President with monthly state close-outs.
5. Coordinate membership incentive programs with the advice and consent of the President.
6. Coordinate State Business plan
7. Oversee statewide implementation of national programs.

By-Law 7.7 Duties of the Corporate Secretary

The Corporate Secretary shall:

- A. Report directly to the President.
- B. Be the chief assistant to the President, assuming such functions and responsibilities as shall be assigned by the President.
- C. Coordinate the events and activities for each Statewide Conference with the host Local Organization Member.
- D. Act as Secretary for the Executive Committee and the Corporation in all such matters as may be required.
- E. Attend all Executive Committee, Board of Directors, and other meetings requiring attendance.
- F. Coordinate the travel of the Executive Committee and competitors to national conventions and training schools.
- G. Maintain the appropriate records for the Executive Committee and the Corporation.

By-Law 7.8 Duties of the Treasurer

The Treasurer shall:

- A. Serve as the chief financial officer of the corporation.
- B. Supervise all financial procedures and transactions of the Corporation, advise the Executive Committee and Board of Directors on financial matters and recommend procedural changes.
- C. Provide a report with a statement of the financial condition of the Corporation at each Executive Committee and Board of Directors meeting.

- D. Provide the internal audit function for the Corporation.
- E. Be responsible for the preparation and supervision of the annual budget.
- F. Serve as chairperson of the Finance Committee and recommend to the President the names of Individual Members to serve on the Finance Committee.
- G. Plan and supervise the conduct of appropriate Ways and Means programs.
- H. Advise Local Organization Members on proper accounting procedures.
- I. Attend all Executive Committee, Board of Directors, and other meetings requiring attendance.
- J. Perform other duties as requested by or through the President.
- K. Receive and disburse funds of the Corporation within the provisions of these By-Laws and the limits of the Annual Budget of the Corporation as approved by the Board of Directors or as amended by the Executive Committee.
- L. Obtain bonds at Corporation expense for the President, Treasurer, or others as required elsewhere in these By-Laws, subject to the approval of the Executive Committee.

By-Law 7.9 Duties of the Legal Counsel

The Legal Counsel shall:

- A. Advise and represent the Corporation on all legal matters affecting the Corporation
- B. Assist in the preparation and review of all proposed Constitution and By-Law changes.
- C. Review all bids and advise the President of the results of such review.
- D. Advise the Local Organization Members, as requested, on legal matters.
- E. Attend all Executive Committee, Board of Directors, and other meetings if required (non-compulsory)..
- F. Perform such other duties as requested by the President.

By-Law 7.10 Duties of the Parliamentarian

The Parliamentarian shall:

- A. Advise the President on matters of Parliamentary Procedure in the conduct of all meetings.
- B. Provide interpretations of the nature and purpose of any section of the By-Laws and Policies, as requested by any Individual Member of the Corporation.
- C. Consult with and defer to the opinion of the Legal Counsel in the event that a parliamentary inquiry has legal ramifications.
- D. Attend all Executive Committee, Board of Directors, and other meetings if required (non-compulsory).
- E. Promote the use and understanding of parliamentary procedure at all level of the Corporation.
- F. Perform such other duties as requested by the President.

By-Law 7.11 Duties of the Facilities Coordinator

The Facilities Coordinator shall:

- A. In conjunction with the Convention Committee, seek all bids and present them to the Executive Committee as well as assist the Executive Committee in reviewing the bids.
- B. Chair the Convention Committee.
- C. Report directly to the President.
- D. Perform such other duties as requested by the President.

By-Law 7.12 Duties of the Executive Director

The Executive Director shall:

- A. Report directly to the President.
- B. Assume such functions and responsibilities as shall be assigned by the President.
- C. Attend all Executive Committee, Board of Directors, and other meetings if required (non-compulsory)..
- D. Coordinate the schedule of programming for statewide meetings with the Facilities Coordinator, the Convention Committee, and the host organization(s) of each statewide meeting.
- E. Coordinate the awards program for the Executive Committee and the Corporation.

By-Law 7.13 Duties of the Chaplain

The Chaplain shall:

- A. Assist in the development of Spiritual Development programs.
- B. Present the Invocations and Benedictions associated with statewide meetings.
- C. Perform such other functions as are appropriate for the position of Chaplain, including those associated with spiritual well being of a fellow Junior Chamber member.
- D. Attend all Executive Committee, Board of Directors, and other meetings if required (non-compulsory).

By-Law 7.14 Duties of the Marketing Director

The Marketing Director shall:

- A. Report directly to the President.
- B. Submit a written report of activities prior to each Executive Committee meeting.
- C. Be acceptable for bonding in New York State.
- D. Act as Business Manager for the Corporation and its publications.
- E. Solicit sponsorships and create new sources of income for the Corporation.
- F. Act as point of contact for all public relations and marketing activities of the Corporation.
- G. Advise Local Organization Members on public relations and marketing strategies.
- H. Supervise the public relations and marketing strategies of the Corporation.

- I. Advise the Executive Committee and Board of Directors on public relations and marketing matters.
- J. Coordinate state-wide meeting public relations and marketing with the Facilities Coordinator/Convention Committee.
- K. Assume additional functions and responsibilities as assigned by the President.

By-Law 7.15 Duties of the Chairman of the Board

The Immediate Past President of the Corporation shall be called the Chairman of the Board, and shall:

- A. Administer the Oath of Office to the incoming President.
- B. Serve as an advisor to the President on all business of the Corporation.
- C. Attend all Executive Committee, Board of Directors, and other meetings requiring attendance.
- D. Perform such other duties as requested by the President.

By-Law 7.16 Duties of the Other Directors of the Corporation

- A. Represent the Local Organization Members at all Board of Directors meetings of the Corporation.
- B. Represent the Local Organization Members at their respective Region and District meetings.
- C. Keep an accurate and up to date list of the members and officers of their respective Local Organization Members on file in the Business Office of the Corporation.
- D. Perform other such duties as requested by the President.

By-Law 7.17 Term of Office

Each Elected and Appointed Officer and Director of the Corporation shall serve a term of one (1) year, until a successor is elected and takes office, commencing with January 1 following the fall election meeting.

By-Law 7.18 Oath of Office

- A. The following oath shall be administered to the Elected and Appointed Officers of the Corporation: "I do solemnly swear (or affirm) that I will faithfully execute the office of (name of office) of the New York State Junior Chamber, and will, to the best of my ability, serve as a living example of this organization's philosophy and beliefs."
- B. The retiring President shall administer the oath of office to the incoming President. The incoming President shall administer the oath to the incoming Executive Committee. At the conclusion of the ceremony, the incoming President shall be presented the Bible or other Holy Book upon which the oath was made, if such is used.

By-Law 7.19 Removal of Officers or Directors

- A. Suspension
 1. Upon the failure of any officer or director of this Corporation to perform the duties found in these By-Laws, the President shall have the authority to suspend said individual and appoint an interim officer or director to serve until the next Board of Directors or Executive Committee meeting.
 2. Upon the failure of the President to perform the duties found in these By-Laws, the Executive Committee shall have the power to suspend the President upon a two-thirds (2/3) vote of those

voting members present at any regular or special meeting, and the next officer in line of succession shall serve as presiding officer to serve until the next Board of Directors meeting.

3. Suspension shall become effective upon personal notice, or notice by registered mail to the individual's last known address. If mailed, such suspension is effective five (5) days after the postmark date.

4. Suspensions shall be made for a definite period, not to exceed three (3) months.

5. The suspended individual may cause a hearing by the Executive Committee at its next meeting by written request to the President, or the highest ranking officer available, at least forty-eight (48) hours in advance of the meeting, unless the suspension notice is first given within that time period, in which case the hearing shall be granted upon request.

6. Such a hearing shall be held by the Executive Committee, in Executive Session as the first order of business. The President and any other officers involved shall state the reasons for the suspension, and the suspended individual shall have the right to present a defense. This process shall be as described in the Parliamentary Authority.

7. This question shall then be put to the Executive Committee: "Shall the suspended officer be removed from office for the reasons stated?" Approval requires a two-thirds (2/3) majority of those voting delegates present. If the question is carried, the Chair declares the office vacant. If the question fails, the suspension is terminated and the officer resumes the position, with all rights and responsibilities pertaining thereto.

8. If there is no request for a hearing, the office shall be declared vacant at the Executive Committee meeting, as if the suspended officer had resigned.

9. The officer/director in question may request an appeal of the decision of the Executive Committee. If the officer/director requests an appeal, the office will be held vacant until the next Board of Directors meeting. If an interim officer has been appointed, they shall continue in that post until the appeal process has been completed. The appeal must be completed with the following procedure.

a. The officer/director in question must have requested a hearing as stated in By-Law 7.22-A-5.

b. Intent to appeal must be given prior to the close of the meeting at which the vote to remove from office is held, and shall be entered into the minutes of that meeting.

c. The appeal shall be heard at the next Board of Directors meeting.

(1) It shall be the first order of business.

(2) The appealing officer/director shall have no more than (10) minutes to state their case.

(3) One officer from the Executive Committee shall have no more than (10) minutes to state their position.

(4) This question shall then be put to the Board of Directors. "Shall the suspended officer be removed from office for the reasons stated?" Approval requires a two-thirds (2/3) majority of those voting delegates present.

(a) If the question is carried, the Chair declares the office vacant.

(b) If the question fails, the suspension is terminated and the officer resumes the position, with all rights and responsibilities pertaining thereto.

10. Vacancies created by suspension shall be filled as directed elsewhere in the By-Laws.

B. Impeachment

1. Upon the failure of any officer or director to perform the duties found in these By-Laws, or for any just cause, the Board of Directors or the Executive Committee may remove such individual at any time.

2. Upon a motion duly made and seconded to remove an individual from office, a hearing shall be held by the Board of Directors or the Executive Committee, in Executive Session. The maker of the motion and any other officers involved shall state the reasons for the motion, and the individual shall have the right to present a defense. Each side shall have no more than (10) minutes to state their case. This process shall be as described in the Parliamentary Authority.

3. This question shall then be put to the Board of Directors or the Executive Committee: "Shall the individual be removed from office for the reasons stated?" Approval requires a two thirds (2/3)

majority of those voting delegates present. If the question is carried, the Chair declares the office vacant. If the question fails, the hearing is terminated and the individual remains in the position, with all rights and responsibilities pertaining thereto.

4. If impeachment is by the Executive Committee, the officer/director in question may request an appeal of the decision. If the officer/director requests an appeal, the office will be held vacant until the next Board of Directors meeting. If an interim officer has been appointed, they shall continue in that post until the appeal process has been completed. The appeal must be completed with the following procedure.

a. Intent to appeal must be given immediately following the vote to remove from office, and shall be entered into the minutes of that meeting.

b. The appeal shall be heard as follows:

(1) If the vote is taken at an Executive Committee Meeting, the appeal shall be the first order of business at the next Board of Directors meeting.

(2) If the vote is taken at a Board of Directors Meeting, the Chair will amend the agenda to reflect a (1/2) hour recess immediately following old business and the appeal shall be heard upon the call back to order.

(3) The appealing officer/director shall have no more than (10) minutes to state their case to overturn the vote.

(4) One General Member or officer from the Executive Committee shall have no more than (10) minutes to state their position for removal.

(5) This question shall then be put to the Board of Directors. "Shall the vote to impeach be upheld for the reasons stated?"

(6) Approval requires a two-thirds (2/3) majority of those voting delegates present.

(a) If the question is carried, the Chair declares the office vacant.

(b) If the question fails, the suspension is terminated and the officer resumes the position, with all rights and responsibilities pertaining thereto.

ARTICLE 8 COMMITTEES

By-Law 8.1 Standing Committees

A. Identities

The Standing Committees of this Corporation shall include the Election Committee, the Convention Committee, Planning Committees, and such other committees as shall be authorized by the Executive Committee or the Board of Directors.

B. Election Committee

1. The President shall appoint, with approval of the Executive Committee, not fewer than five (5) nor more than ten (10) Individual Members to the Election Committee.

2. The Chairman shall be appointed by the President from among the committee members.

3. No committee member shall be a candidate for any office subject to the committee's consideration. Any Election Committee member who files for or accepts nomination for an elected office shall be deemed to have resigned from the committee.

4. The Election Committee shall conduct and supervise the election of Elected State Officers at the Election Convention and shall hold all candidates for Elected State Offices and Elected Representative Offices responsible for following all campaign and election rules. The Committee shall have full authority to formulate and enforce the campaign and election rules, subject to the review of the Executive Committee. Such rules shall be distributed to all Local Organization Members and Executive Committee members no later than three (3) months prior to the Election Convention.

C. Convention Committee

1. The Convention Committee shall consist of the Facilities Coordinator, and four other committee members as appointed by the President with the approval of the Executive Committee.
2. The Convention Committee shall contact facilities in order to seek bids for all of the state meetings.
3. Present a complete Convention Package to the Executive Committee no less than 8 months prior to the scheduled dates of the meeting.
4. Promote, and coordinate, attendance at each of the meetings, implement efficient registration procedures, recommend to the President appropriate speakers, study the effectiveness of the meetings, and develop recommendations for future meetings.

D. Planning Committees

1. The planning function of the Corporation shall be conducted by Planning Committees, which shall present their recommendations to the Executive Committee.
2. Planning committees shall be State Development, Chapter Development, Membership Growth and Development, Finance, By-Laws and Policy, and Strategic Planning.
3. Each voting member of the Executive Committee shall be assigned to at least one (1) Planning Committee by the President. Individual Members may also be appointed by the President. Each committee shall consist of no fewer than five (5) and no more than ten (10) people. Chairpersons shall be appointed by the President from among members of the Executive Committee.
4. The Planning Committees shall conduct their business on a continuous basis throughout the year, with final recommendations to the Executive Committee at its October meeting. The Planning Committees shall develop substantive plans and recommendations concerning programs and activities of the Corporation in the current and following year.

E. Strategic Planning

1. The Strategic Planning Committee shall consist of a chairperson and at least six (6) members from across the state. These representatives shall be appointed on a staggering two-year basis by the State Vice Presidents. The President, Chairman of the Board, Vice Presidents, Treasurer and Legal Counsel shall be ex-officio members of the Strategic Planning Committee.
2. The Strategic Planning Committee Chairperson shall be the Chairman of the Board or another Individual Member who has been an Elected State Officer or Region/District/Metro Director for at least two (2) years, appointed by the President with Executive Committee approval.
3. The Strategic Planning Committee shall conduct its business on a continuous basis throughout the year, with final recommendations to the Executive Committee at its October meeting.
4. The mission of the Strategic Planning Committee is to develop projected goals and a plan of action to achieve those goals across the next five (5) years, address issues of short and long range importance to the Corporation, make recommendations to the Executive Committee and the Board of Directors concerning possible courses of action, and to investigate any other areas as requested by the President.
5. The Strategic Planning Committee shall track progress made against the objectives, and report its recommendations for updates to the plan to the Executive Committee at its August meeting.

By-Law 8.2 Special Committees

The Board of Directors and the Executive Committee may establish any Special Committees they deem appropriate, provided that the duties of such committees shall not duplicate those of an existing committee.

ARTICLE 9 PROGRAMMING

This Corporation shall conduct programs and projects consistent with the vision and purposes of the Corporation. .

By-Law 9.1 Plan of Action

- A. The Executive Committee shall adopt a plan of action for the year no later than January 31.

B. The plan of action may be modified by a two-thirds (2/3) vote of those voting delegates present at any regular or special meeting of the Executive Committee or of the Board of Directors.

By-Law 9.2 Program Management

- A. All programs of the Corporation shall be assigned by the President to the appropriate officer.
- B. Program Managers shall be appointed by the President with the approval of the Executive Committee, serve a term of one (1) year, and be responsible for the operation and promotion of their programs under the direction of the assigned officer.
- C. All Program Managers shall develop by January 31 a plan of action to include:
 - 1. Organizational structure.
 - 2. Budget.
 - 3. Promotional schedule, including seminars, newsletter articles.
 - 4. System for written and non-written communication with the assigned officer, state officers, and Local Organization Members.

ARTICLE 10 FINANCE

By-Law 10.1 Fiscal Year

The fiscal year of this Corporation shall be February 1 to January 31.

By-Law 10.2 Annual Budget

- A. The Executive Committee shall produce a proposed annual budget no later than December 1, which budget shall be balanced or project a surplus of income.
- B. The Executive Committee shall mail the proposed budget, together with notice of the date, time and place of the next regular or special Board of Directors meeting, to the last known address of each member of the Executive Committee and each Local Organization Member, postmarked at least fifteen (15) days prior to said meeting, for approval of the budget by the Board of Directors.
- C. The annual budget shall contain a provision for adding from Five Hundred Dollars (\$500) to Fifteen Hundred Dollars (\$1500) for a Contingency Reserve (Savings Account) into an interest-bearing account.

By-Law 10.3 Fiscal Control

- A. The budget may be amended at any time by the Board of Directors by a majority vote of those voting delegates present at any regular or special meeting of the Board of Directors.
- B. The Executive Committee may reallocate funds within the approved budget by majority vote.
- C. A minimum operating balance of Fifteen Hundred Dollars (\$1500) shall be maintained from each fiscal year to the next fiscal year.
- D. Funds may be withdrawn from the Contingency Reserve fund only upon a two-thirds (2/3) vote of those voting delegates present at any regular or special meeting of the Board of Directors, provided that written notice of this action, together with the date, time and place of such meeting, shall be mailed to the last known address of each Local Organization Member President and each Executive Committee member, postmarked at least ten (10) days prior to said meeting. Interest or other income from Contingency Reserve fund investments shall not be subject to the provisions of this paragraph.
- E. Checks in excess of One Thousand Dollars (\$1000) shall require the signature of the President or the Treasurer, plus any elected member of the Executive Committee authorized to act as a signatory.

F. The President and Treasurer shall be responsible for determining the amount of any reimbursements for the expenses of Statewide Officers. The Executive Committee shall resolve any reimbursement issues. The Executive Committee shall fix the salaries to be paid by the Corporation to its employees, with the approval of the Board of Directors.

G. The President and Treasurer of the Corporation must be eligible to be bonded in the State of New York. The amount of bonds shall be decided by the Executive Committee and the expense of bonds shall be paid by the Corporation.

H. The books of the Corporation shall be audited annual by a certified public accountant, said audit to cover the fiscal year of the Corporation and to be completed by October 1st.

Article 11 Statewide Meetings

By-Law 11.1 Identity of Statewide Meetings

A. This Corporation shall hold at least three meetings of the Board of Directors, one at each of the following three rotational meetings:

1. Year End and Inauguration Celebration Convention - held on a weekend in January.
2. Second Trimester Convention - held on a weekend in May
3. Election Convention - to be held on a weekend in October.

B. The following statewide meeting is to be considered non-rotational, and do not necessarily have to include a formal Board of Director's meeting.

1. Summer Family Fun and Networking Social - held during a weekend in July or August.

By-Law 11.2 Purposes of Statewide Meetings

A. To provide an atmosphere conducive to the fellowship of all members.

B. To provide a forum for the training and development of state officers and directors.

C. To provide training seminars for the local officers and members in all areas of the Junior Chamber program.

D. To provide a program for the recognition of outstanding achievement in certain defined areas.

E. To conduct the business of the Corporation.

By-Law 11.3 Purposes of Specific Statewide Meetings

A. Year End and Inauguration Celebration Convention

1. To recognize the achievements of individual members and Local Organization Members during the course of the previous year.
2. Ceremonial inauguration of the new President and Board of Directors.
3. Board of Directors meeting.
4. New Local Organization Member officer training.
5. Championship rounds of Individual Development competitions.

B. Second Trimester Convention

1. Board of Directors meeting.
2. Seminars for individual members in all Junior Chamber programming areas.

The New York State Junior Chamber Inc. By-laws

C. Election Convention

1. Board of Directors meeting.
2. Election of the Elected State Officers of the Corporation.
3. Seminars for individual members in all Junior Chamber programming areas, including Local

D. Officers Training School (LOTS) and JCI leadership training.

E. Summer Family Fun and Networking Event

1. Executive Committee Meeting.
2. Atmosphere of fellowship for all members.

By-law 11.4 Statewide Meeting Bids

A. Bid Proposal Submission

1. The Executive Committee shall formulate a Request for Proposal (RFP) for all rotational statewide meetings and the Summer Family Fun and Networking Social.
2. The state Facilities Coordinator or Convention Committee shall publish the deadline for receiving RFPs in the official publication of this Corporation and such deadline shall be no closer than ten (10) months from the month that the statewide meeting is to be held.
3. The RFP shall contain the minimum meeting space, banquet seating capabilities, and minimum hotel occupancy. When received, RFPs shall be forwarded to the Convention Committee.
4. The rotational statewide meetings shall first be open to bids limited to a rotating geographical area.
5. Because the recognized geographical subdivisions of the Corporations are subject to change, the following geographical areas shall be established for bid rotation purposes only. Each area shall be comprised of the following counties:

AREA 1: Suffolk, Nassau, Queens, Kings, Richmond, New York, Bronx, Westchester, Rockland, Orange, Putnam

AREA 2: Columbia, Greene, Schoharie, Albany, Rensselaer, Washington, Saratoga, Montgomery, Fulton, Schenectady, Ulster, Dutchess

AREA 3: Hamilton, Herkimer, Essex, Warren, St. Lawrence, Franklin, Clinton, Jefferson, Lewis, Oneida

AREA 4: Delaware, Otsego, Chenango, Madison, Cortland, Broome, Tioga, Tompkins, Chemung, Schuyler, Sullivan

AREA 5: Onondaga, Oswego, Cayuga, Seneca, Wayne, Ontario, Yates, Steuben, Allegany, Livingston

AREA 6: Monroe, Orleans, Genesee, Wyoming, Cattaraugus, Chautauqua, Erie, and Niagara.

6. This table displays the statewide conferences and the suggested rotating geographical areas. The table may be extended indefinitely by repeating the patterns of rotation.

Conference	2017	2018	2019	2020	2021	2022	2023	2024	2025
Year-End and Inauguration	1	2	3	4	5	6	1	2	3

The New York State Junior Chamber Inc. By-laws

Second Trimester	3	4	5	6	1	2	3	4	5
<i>Elections</i>	5	6	1	2	3	4	5	6	1

7. The Convention Committee shall forward acceptable bid proposals to the Executive Committee for consideration at least eight months before the scheduled convention date.

8. If no bids are received by the RFP deadline, the Executive Committee shall direct the Convention Committee to draft plans for the convention in any geographical area.

B. Bid Proposal Acceptance

1. The Executive Committee shall hear presentations on all bids received from the Convention Committee.
2. A bid shall be deemed accepted by the Executive Committee by a majority vote.
3. Once a bid has been accepted, the President shall sign all contracts and the meeting shall be in the control of the New York State Junior Chamber.
4. The Executive Committee, for outlay of budgeted expenses, shall reimburse Local Organizational Members.
5. Local Organization Members may receive additional compensation for assisting the Convention Committee.
6. The Corporation shall retain the final authority relating to convention schedule and itinerary. Every effort should be made to satisfy requests from the convention host chapter, district, or region.

C. Non-Rotational Meetings

1. Bids for the Summer Family Fun and Networking Social shall be open to any geographical area and such bids shall be accepted by a majority vote of the Executive Committee.

By-Law 11.5 Notice to Local Organization Members

The Facilities Coordinator or Convention Committee shall provide the final registration form and tentative schedule to each Local Organization Member at least ninety (90) days prior to any statewide meeting. If circumstances prevent this, a special notification will be sent to each Local Organization Member at least ninety (90) days prior to the meeting stating the cause for the delay and when receipt of the material can be expected.

ARTICLE 12 CONDUCT OF MEMBERS

By-Law 12.1 General Requirement

Members shall conduct themselves so as to avoid bringing discredit to the Corporation or endangering or inconveniencing other members or the public.

By-Law 12.2 Specific Prohibitions

The following acts by members are specifically prohibited:

- A. Any action that violates local, State, or Federal law.
- B. Dropping or throwing objects, including liquids, near or on any person, except in an official project that is properly supervised.
- C. The distribution, sale or showing of obscene or pornographic material at any official function.

- D. The taking of any objects belonging to another Local Organization Member or any facility.
- E. Entering into any contracts for any local or state organization without written authorization from the appropriate body, which can include minutes of the meetings in which the matter was decided.

By-Law 12.3 Violations

- A. Charges that these prohibitions have been violated may be brought by any Individual Member by reporting the same to the President.
- B. If the alleged violation occurs at a statewide meeting, a committee composed of the Chairman of the Board, a State Vice President, and a Local President, both not from the chapter or chapters of the person or persons involved, if possible, shall be appointed by the President. The accused member(s) shall have the right to respond to the allegations before the Committee. The committee shall determine whether a violation has occurred, and shall determine the penalty.
- C. If the alleged violation occurs outside a statewide meeting, charges may be proffered by any Individual Member at any meeting of the Executive Committee. An investigating committee shall be appointed and shall report back to the Executive Committee. The Executive Committee shall, upon receipt of charges proffered by the investigating committee, try such charges according to the procedures detailed in the Parliamentary Authority, and determine the penalty. The accused member(s) shall have the right to respond to the allegations before the Executive Committee as part of said trial.
- D. Decisions of the above disciplinary committees may be appealed to the Board of Directors. Such appeal shall be granted only upon the vote of three-fourths (3/4) of the voting delegates present.

By-Law 12.4 Penalties

Penalties for any violations of this By-Law may include, but are not limited to, the following.

- A. Apology and restitution by person or persons involved or their representative to the appropriate body.
- B. Suspension of person or persons involved for the remainder of the activity where the violation occurred, or from future activities or meetings, including meetings of the Board of Directors.
- C. Loss of one or more votes for the Local Organization Member or Members of the person or persons involved for the remainder of a state meeting, if that is where the violation occurred.
- D. Expulsion of the person or persons involved from this Corporation.

By-Law 12.5 Local Organization Member Liability

Local Organization Members shall be liable for all property damage and costs caused by their Individual Members.

ARTICLE 13 RECOGNIZED SUBDIVISIONS

By-Law 13.1 Metro Conference

Any Local Organization Member that is recognized as a member of the U. S. Junior Chamber Metro Conference shall be a member of the New York State Junior Chamber Metro Conference.

ARTICLE 14 EXTENSIONS

By-Law 14.1 Extension Requirements

- A. The establishment of new Local Organization Members is one function of this Corporation as stated in By-Law 2.1.
- B. The process of creating a Local Organization Member is called an extension, and may be undertaken by this Corporation, or by an existing Local Organization Member, or by interested persons in a community. The extension policy procedures are located in the Membership Policy.
- C. A new extension becomes a Local Organization Member of the Corporation upon its submission to the national office by this Corporation.
- D. The Corporation reserves the right to determine the necessary qualifications for a new extension to be submitted by this Corporation to the national office as a Local Organization Member. Such qualifications shall be considered Procedures and shall be determined by the appropriate officers, subject to changes by the Executive Committee or the Board of Directors by a two-thirds (2/3) vote of those voting delegates present at any regular or special meeting.

By-Law 14.2 Extension Conflicts

- A. If in any population served by an existing Local Organization Member an extension is proposed, notification shall be given to the existing Local Organization Member and its assigned Vice President as soon as possible. Any objection to the extension shall be submitted in writing to the Vice President and/or the President. An Appeal Board shall then be held to consider the objection.
- B. The Appeal Board shall consist of the Chairman of the Board, the Vice President from the area. If any member of the Appeal Board itself has made the objection, that member shall be replaced by a member of the Executive Committee appointed by the President.
- C. The Appeal Board shall decide the propriety of the objection and render a decision subject to the approval of the President. The final decision may be overruled at the next regular or special meeting of the Board of Directors Meeting, by a two-thirds (2/3) majority of the voting delegates present.

ARTICLE 15 POLICY AND PROCEDURES

By-Law 15.1 External Policy

External Policy of this Corporation shall be public statements concerning issues of Statewide, National or International importance, timely in nature, and generally applicable to the welfare of the population of New York State, the United States or any foreign country, or to the Membership of this Corporation.

- A. External Policy may be declared at any regular or special meeting of the Board of Directors, by a two-thirds (2/3) majority of those voting delegates present. Due to its timely nature, prior notice is not required.
- B. All declarations of External Policy shall be adopted by means of a resolution, which shall be a written statement of what it seeks to do, why it is necessary, and how it is to be implemented.
- C. External Policy declarations shall first be presented to the Executive Committee and shall be approved by two thirds (2/3) vote of those voting members present in order to gain its recommendation to the Board of Directors for adoption.
- D. The Executive Committee shall report its findings on each proposed declaration of External Policy resolution to the Board of Directors at its next regular or special meeting.

E. No officer, employee, or member of this Corporation shall publicly state or represent the External Policy of this Corporation until it has been adopted by the Board of Directors.

By-Law 15.2 Procedures

A. The detailed processes to be followed in order to perform various activities, the forms and other documents describing these processes, and the standing rules of the organization, shall all be known as Procedures.

B. The Executive Committee shall reaffirm existing Procedures or issue revised Procedures to Local Organization Members no later than February 1 on the following state and national activities: recognition programs, competitions program, convention bid process, membership reporting and dues policy, and Parade of Chapters.

C. Established and additional procedures shall variously be established and revised as needed by the appropriate officers but shall be open to modification by the Executive Committee or the Board of Directors by a two-thirds (2/3) vote of those voting delegates present at any regular or special meeting.

ARTICLE 16 AWARDS

By-Law 16.1 Community Recognition Awards

A. Outstanding New Yorkers (ONY)

1. These awards may be given to no more than ten (10) recipients annually, to pay special tribute to young adults in New York State who have attained local, state or national prominence due to their special contributions to their profession, job, or the general welfare of their community, state or nation.
2. Nominations may be made by any Local Organization Member or other interested individual(s), and judging shall be done in accordance with procedures as promulgated by the Corporation.
3. To be eligible, nominees must be at least eighteen (18) years of age by January 1 of the year in which they are nominated and may not reach forty (40) years of age by December 31 of the year in which they are nominated.

B. Linda Shaffer Memorial Award - Outstanding Young New Yorkers (OYNY)

1. These awards may be given to pay special tribute to high school seniors in New York State who excel in scholastic ability, extra-curricular activities, outstanding achievements, professional appearance, personality, and leadership qualities.
2. The award shall be presented annually at a statewide convention.
3. Nominations may be made by any Local Organization Member, any high school recognized by the State of New York, or other interested individual(s), and judging shall be done in accordance with procedures as promulgated by the Corporation.

By-Law 16.2 Annual Recognition Awards

The Corporation shall have an internal awards and recognition program designed to inspire ever higher standards of achievement by Local Organization Members and individuals.

The Corporation shall publish an annual awards manual by February 1 outlining the submission process for the internal awards program and providing guidelines on the requirements for such awards.

The Executive Committee or Board of Directors may memorialize any annual award by a majority vote of those voting delegates present at any regular or special meeting.

Any changes to the Community Recognition Awards (Outstanding New Yorker, Linda Shaffer Memorial "Outstanding Young New Yorker") must be made by the Board of Directors by a two-thirds (2/3) vote of those

The New York State Junior Chamber Inc. By-laws

voting delegates present at any regular or special meeting. Also, changes to the Linda Shaffer Memorial Award must also be approved by the NYSJC Foundation.

In order to be eligible for the awards, Local Organization Members shall be in good standing as defined in By-Law 4.5, but individual members shall always be considered eligible for awards, regardless of the status of their Local Organization Member's standing. If an individual is selected for an award, the LOM must be in good standing to be submitted on for National Competition.

Qualifications for region, district, local organization member, and individual member awards will follow the current year's US Junior Chamber Awards Manual. Further state restrictions added into the awards manual will be voted on by the Board of Directors by a two-thirds (2/3) vote of those delegates present at any regular or special meeting.

A. Individual Member Awards

1. First Lieutenant John A. Shaffer Memorial JCI Senatorship Award. Presented to an outstanding Individual Member in New York State. The New York State Jaycees Foundation President, outgoing State President, New York State JCI Senate President, and two (2) previous recipients, as designated by the Foundation, make up the committee to select the recipient. Traditionally presented by the New York State Jaycees Foundation.
2. The Frank J. Castellano Award and Ambassadorship. Presented to an Individual Member who has given outstanding service to the Corporation. Current Elected and Appointed Statewide Officers and Elected Representative Officers are ineligible. The selection is made by the President and the Chairman of the Board.
3. Outstanding Staff Officer Award. Presented to the Elected or Appointed Statewide Officer selected by the President for exemplary service to the Corporation.
4. Outstanding Local President Award. Presented to those Local Organization Presidents who, in the opinion of the President and with input from the Vice Presidents, are the most outstanding. Candidates shall be considered based on nomination by a member of the Executive Committee and a written submission of activity and accomplishment prepared by the candidate. Criteria for selection shall be based on, but not limited to, such factors as programming and accomplishment, attendance at District, Region and State Meetings, demonstrated management and leadership ability, and membership growth.
5. Don Cavalli Memorial Award. Presented to the Local Organization President who, in the opinion of the President and with input from the Vice Presidents, best exemplifies the qualities of a Local Organization President.
6. J. Palmer Harcourt Memorial Award. Presented to the first-year Local Organization President who, in the opinion of the President and with the input of the Vice Presidents, best exemplifies the qualities of a Local Organization President. This award is named after the first President of the New York State Junior Chamber.
7. Outstanding Program Manager Award. Awarded to the individual Program Manager in each programming area who has completed their responsibilities in the most outstanding manner. Selections shall be made by the Vice Presidents, with the approval of the President.
8. Kelly M. Curran Memorial Award. Presented to a child, between the ages of 7 and 13, in recognition of outstanding service to the Jaycee movement in New York State at the chapter level. Selections shall be made by the State Chaplain and First Partner, with the approval of the President. Child(ren) of the outgoing State President are not eligible for consideration for this award.
9. Stan Malkinski Memorial Award. Awarded to the winner of the year-end Speak-Up competition.
10. The William H. Bates Award. Presented to an individual who is no longer of Jaycee age in recognition of their outstanding, sustained service to the Jaycee movement at the Local Organization Member level. Elected Officers and Elected Representative Officers of the New York State Jaycees Board of Governors and New York State JCI Senate, as well as individuals who are serving as representatives of this Corporation, are not eligible for consideration for this award.
11. Outstanding Corporate Sponsor Award. Presented to a local business or group for the most outstanding, sustained support of a Local Organization Member.

ARTICLE 17 EMPLOYEES OF THE CORPORATION

By-Law 17.1 Corporation Employees

- A. This Corporation may employ compensated staff members who shall be acceptable for bonding in New York State.
- B. Corporation employees shall:
 - 1. Perform those duties as assigned and defined by the Executive Committee.
 - 2. Submit a written report of activities under their cognizance prior to each Executive Committee meeting.

By-Law 17.2 Vacancies

Vacancies may be filled by action of the President or designated representative, with the approval of the Executive Committee.

ARTICLE 18 HEADQUARTERS

By-Law 18.1 Business Office

- A. The Business Office of this Corporation shall be maintained at a location designated by the Executive Committee.
- B. The Business Office of the Corporation shall coordinate and support the activities of the members and officers of this Corporation and shall maintain the appropriate records of the Corporation.

ARTICLE 19 AFFILIATED ORGANIZATIONS

By-Law 19.1 New York State JCI Senate

A Senatorship is the highest recognition presented by JCI. This Corporation shall recognize the New York State JCI Senate, whose purposes are as follows.

- A. Promote fellowship among JCI Senators in New York State.
- B. Further the principles of JCI and the tenets of the Jaycee Creed.
- C. Encourage Local Organization Members to nominate current and past members as a JCI Senator.
- D. Assist the Corporation and Local Organization Members upon request.

By-Law 19.2 New York State Ambassadors

An Ambassadorship is the highest recognition presented by the U. S. Junior Chamber. This Corporation shall recognize New York State Ambassadors, whose purposes are as follows.

- A. To promote fellowship among New York State Ambassadors.
- B. To further the principles and objectives of the U. S. Junior Chamber.
- C. To encourage Local Organization Members to nominate current and past members as an Ambassador.

D. Assist the Corporation and Local Organization Members upon request.

By-Law 19.3 New York State Jaycees Board of Governors

A Governorship is the highest recognition presented by the New York State Junior Chamber. This Corporation shall recognize the New York State Jaycees Board of Governors, whose purposes are as follows.

- A. To promote fellowship among New York State Governors.
- B. To further the principles and objectives of the New York State Junior Chamber.
- C. To encourage Local Organization Members to nominate current and past members as a Governor.
- D. Assist the Corporation and Local Organization Members upon request.

By-Law 19.4 New York State Jaycees Foundation

This Corporation shall recognize the New York State Jaycees Foundation, whose purposes are:

- A. To promote fellowship among New York State Jaycees members.
- B. To develop improved resources within the New York State Junior Chamber.
- C. Assist the Corporation and Local Organization Members upon request.

By-Law 19.5 New York State Jaycees Training Institute

The New York State Training Institute is made up of all graduates of the multi-level training program designed by JCI, and others deemed appropriate, to produce more effective training resources in the Junior Chamber. This Corporation shall recognize the New York State Jaycees Training Institute, whose purposes are:

- A. To promote fellowship among New York State Jaycees Training Institute members.
- B. To develop improved training resources within the New York State Junior Chamber.
- C. To encourage Individual Members to become trainers through JCI training.
- D. Assist the Corporation and Local Organization Members upon request.

ARTICLE 20 EMERGENCIES

By-Law 20.1 Definition and Duration of Emergencies

This article and all provisions herein shall be in force and effect solely for emergency periods, which emergency periods shall predicate on conditions affecting the United States or the State of New York or this Corporation, and declared such by the Executive Committee or lawful national authority.

By-Law 20.2 Conduct of Business during Emergencies

- A. Emergency Session
In the event of an emergency, the President shall immediately call the Executive Committee into session for the purpose of evaluating the effect of the emergency on the continued operation of this Corporation.
- B. Plan of Operation

The Executive Committee shall formulate and approve a plan for continued operation of this Corporation for the duration of the emergency, taking into account the effect the emergency may have on membership, budget, programming and structure.

C. Suspension of By-Laws

All provisions of these By-Laws inconsistent with the approved plan shall be automatically suspended for the duration of the emergency.

ARTICLE 21 AMENDMENTS

By-Law 21.1 By-Law and External Policy Amendments

A. These By-Laws and the External Policy of this Corporation may be amended at any regular or special meeting of the Board of Directors by a two-thirds (2/3) vote of those voting delegates present, provided that written notice of the amendment has been mailed together with notice of the date, time and place of such meeting, to the last known address of each member of the Executive Committee and each Local Organization Member, postmarked at least thirty (30) days prior to the date of said meeting.

B. The Executive Vice President is responsible for the administrative maintenance of the By-Laws and the External Policy of this Corporation, limited to correcting clerical errors, grammar, and appearance/font, following legal counsel review and unanimous Executive Committee approval.

1. If the Executive Committee does not unanimously approve the revision, the provisions of Article 19.1A will apply in processing the proposed by-law change(s).

2. A written notice of the revision(s) will be mailed, together with notice of the date, time and place of the approval, to the last known address of each member of the Executive Committee and each Local Organization and emailed to all Local Organization Members. These are to be postmarked within 30 days of the date of said approval.

3. If the office of Executive Vice President is vacant, the President shall appoint an individual to be responsible for the administrative maintenance of the By-Laws and External Policy of the Corporation. This appointment is subject to the approval of the Executive Committee.

By-Law 21.2 Adoption of Amendments

Amendments become effective immediately upon approval, unless an amendment provides otherwise.