

CONSTITUTION OF THE ARKANSAS JAYCEES

ARTICLE 1 NAME

This corporation shall be known as the Arkansas Jaycees, and specifically reserves the right to the name Arkansas Junior Chamber of Commerce.

ARTICLE 2 PURPOSE AND CREED

Section 1: PURPOSE

This corporation shall be nonprofit, politically nonpartisan, and shall foster and promote efforts to organize and develop local Jaycee organizations throughout the State of Arkansas to afford opportunity to acquire and develop leadership ability for participation in the affairs of their community, state, and nation.

Section 2: CREED

To achieve our purposes, we, the Arkansas Jaycees, adopt the following as our 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.

ARTICLE 3 SEAL, INSIGNIA, AND AFFILIATION

Section 1: SEAL

This corporation shall have a 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, Arkansas".

Section 2: INSIGNIA

This corporation shall have such official insignia as the Board of Directors may determine.

Section 3: AFFILIATION

This corporation shall be affiliated with the United States Junior Chamber and the Junior Chamber International.

ARTICLE 4 MEMBERSHIP

Section 1: CLASSIFICATION

Membership in the Corporation shall include six (6) classes as follows:

- a. Local Organization Member
- b. Individual Member
- c. Honorary Member
- d. Life Member

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- e. Sustaining Member
- f. Alumni Member

Section 2: LOCAL ORGANIZATION MEMBERS

Local Organization Members shall be comprised of a membership of at least twenty (20) young persons between the ages set out in the U.S. Junior Chamber Constitution. All rules governing application, eligibility, and acceptance of Local Organization Members for membership in the Corporation shall be determined by the Executive Committee of this Corporation.

Section 3: INDIVIDUAL MEMBERS

All individuals who are duly qualified as a member in a Local Organization shall be Individual Members of this Corporation.

Section 4: HONORARY MEMBERS

This Corporation may allow membership to any person as an Honorary Member upon recommendation of the Board of Directors and by a two-thirds (2/3) vote of the duly qualified delegates at any annual meeting of the Corporation. Honorary Members shall not have the rights to vote or hold office in this Corporation unless otherwise qualified.

Section 5: LIFE MEMBER

Past Presidents of this Corporation who have fulfilled the duties of their office shall be Life Members. This Corporation may allow membership to any person as a Life Member up on the recommendation of the Board of Directors and by a two-thirds (2/3) vote of the duly qualified delegates at any annual meeting of this corporation. Life Members shall not vote or hold office in this Corporation unless otherwise qualified.

Section 6: SUSTAINING MEMBER

Any individual or entity desiring to financially assist this Corporation shall be eligible to affiliate with this Corporation as a Sustaining Member and such membership may be revoked by a majority vote of the Executive Committee or Board of Directors of this Corporation. Sustaining Members shall not vote or hold office in this Corporation unless otherwise qualified.

Section 7: ALUMNI MEMBER

Any individual over the age set by the USJCC Constitution who is a past Jaycee member and would like to continue relation with this organization. Dues are \$40.00 payable to NOM, \$10.00 of which are refunded to the State Organization or Local Chapter, whichever Alumni Member desires as per National guidelines.

ARTICLE 5 **REVOCATION AND EXPULSION**

Section 1: CHAPTER/MEMBER REVOCATION AND EXPULSION

The Board of Directors, upon thirty (30) days written notice by certified mail to the last known address of the President of Local Organization Member, by a two-thirds (2/3) vote of those voting may revoke the charter of any Local Organization Member or may terminate the membership of an Individual Member and revocation may be appealed to the Board of Directors at the next meeting of said Board.

Section 2: REASONS FOR REVOCATION AND EXPULSION

- a. Nonpayment of dues
- b. Noncompliance of the Constitution and By-laws of the Arkansas Jaycees

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- c. Revocation of charter by the United States Junior Chamber

**ARTICLE 6
OFFICERS**

Section 1: OFFICERS

The officers of this Corporation shall be a President, Vice Presidents, Regional Directors, District Directors, a Treasurer, Secretary, Legal Counsel, Parliamentarian, Chaplain, and an Administrative Vice President.

Section 2: DUTIES

The duties and powers of this Corporation shall be the same as those that by general usage are indicated by title of respective office, except as may otherwise be specified in the Constitution.

Section 3: REMOVAL/LIMITATION OF DUTIES AND RESPONSIBILITIES

- a. Charges against any selected officer must be submitted to the Executive Committee in writing.
- b. A hearing will be held ten (10) days from the time of his/her charges being submitted to the Executive Committee.
- c. The officer may bring to this hearing any counsel or witnesses he/she deems necessary, not to exceed ten (10) non-members of the organization.
- d. A secret ballot of the Executive Committee shall be taken after the hearing on charges against the officer. Removal shall required two-thirds (2/3) vote of the Executive Committee at the hearing to remove from office any officer or director.
- e. The Executive Committee may take actions at the time of the hearing to limit the duties and responsibilities of the said officer that charges have been brought against. Restrictions shall require a majority vote of the Executive Committee at the hearing by secret ballot.

Section 4: TERM

All officers shall hold office for a term of one (1) year or until a successor is duly elected and qualified with the exception of the Executive Vice President, who shall be employed by contract and whose tenure in office shall be governed by the terms of said contract.

Section 5: QUALIFICATIONS

- a. All candidates for an elected position of this Corporation must be duly qualified as a member of this Corporation.
- b. All candidates for an elected position of this Corporation must have been a member of a Local Organization Member for at least two (2) years and must have held at least one office within a Local Organization Member.

Section 6: PRESIDENT

- a. The President shall preside at all meetings of the Corporation and shall be an ex-officio member of all regular and special meetings.
- b. The President may require officers and directors to make regular or special reports at such time as he/she may prescribe. Subject to the approval of the Executive Committee, he/she shall annually appoint the standing and special committees or subcommittees of the Corporation.
- c. The President shall be responsible for the affairs of the Corporation, and shall execute and administer the policies of the Corporation as established by the annual meeting Board of Directors or Executive Committee.
- d. This Corporation shall elect the President at the Annual Meeting by a majority of the votes cast.

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Section 7: ADMINISTRATIVE VICE PRESIDENT

- a. The Administrative Vice President shall be appointed by the State President and his/her duties shall be outlined in the By-Laws.
- b. The President has the authority to appoint the Administrative Vice President, but appointment has to be ratified by two-thirds (2/3) vote of the Executive Committee.

Section 8: REGIONAL DIRECTORS

- a. The Regional Director of this Corporation shall be elected from regions as established in the By-Laws. There shall be one (1) Regional Director elected from each region.
- b. Election: Election of Regional Director shall be held at Regional Caucus Meetings during the Annual Convention of the Arkansas Jaycees.
- c. Duties: The Regional Directors shall represent the Arkansas Jaycees and the Local Organization Members. They shall perform other such duties as prescribed by the Arkansas Jaycees Constitution and By-Laws of the Arkansas Jaycees.

Section 9: VICE PRESIDENTS

- a. This Corporation shall have four (4) Vice Presidents who shall be elected at large by plurality at the Annual Convention of the Corporation.
- b. The Vice Presidents shall perform those duties as are provided by the By-Laws and Policy of this Corporation and as otherwise directed by the President.

Section 10: DISTRICT DIRECTORS

- a. This Corporation shall have District Directors who shall be elected in accordance with the By-Laws of this Corporation and shall serve as provided by the By-Laws of this Corporation.
- b. The election of District Directors shall be held at the Regional Caucus Meeting to be held in conjunction with the Annual Convention of the Arkansas Jaycees.

Section 11: TREASURER

The Treasurer of the Corporation shall be an Accountant, Certified Public Accountant, or have sufficient knowledge in accounting methods and shall be appointed by the President with the approval of the Executive Committee, and shall perform the duties as are provided by the By-Laws and Policy of the Corporation.

Section 12: SECRETARY

The Secretary shall be appointed by the President with the approval of the Executive Committee. The Secretary shall keep all records and minutes of the Corporation. He/She will assist the editor on the Presidential Newsletter as necessary.

Section 13: LEGAL COUNSEL

The Legal Counsel shall be appointed by the President with the approval of the Executive Committee and is a required position according to the Constitution and By-Laws of this Corporation. The Legal Counsel shall be an Attorney at Law, licensed to practice in the State of Arkansas. He/She shall advise the Executive Committee on all legal matters. This Corporation shall have such other legal counsel as the President deems necessary.

Section 14: CHAPLAIN

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The Chaplain shall be appointed by the President with the approval of the Executive Committee. The Chaplain shall supervise the religious activities and programs of this Corporation, and shall perform those duties as are provided by the By-Laws and Policy of the Corporation.

Section 15: EXECUTIVE VICE PRESIDENT

The Executive Vice President of this Corporation shall be selected by a committee composed of the current President, the two most recent past State Presidents and the current Legal Counsel (as Chairperson of the committee with no vote). The selection shall be ratified by the Executive Committee and will be employed on a Contract Basis. The Executive Vice President shall serve until a resignation shall have been accepted by the Executive Committee or until removal by the Board of Directors. The Executive Vice president shall be under the direction of the President and perform those duties as are provided in the By-Laws and Policy of this Corporation and his/her contract.

Section 16: PARLIAMENTARIAN

The Parliamentarian shall be appointed by the President, but the appointment must be ratified by two-thirds (2/3) vote of the Executive Committee. The Parliamentarian shall perform such duties as required by the Arkansas Jaycees, including presiding over parliamentary procedure at all meetings.

ARTICLE 7 **VACANCIES**

Section 1: PRESIDENT

A vacancy in the office of the President shall be filled by a majority vote of the Executive Committee. The Immediate Past President shall serve as acting President until vacancy is filled by an election of the Executive Committee. Such election shall be approved at the next meeting of the Board of Directors.

Section 2: OTHER OFFICERS

All vacancies shall be filled by the President within ten (10) calendar days of acceptance of resignation. Any vacancy not filled in this manner shall be filled by the Executive Committee at their next meeting.

ARTICLE 8 **ELECTION OF OFFICERS**

Section 1: ELECTION OF OFFICERS

All elective officers of this Corporation shall be elected at the Annual Meeting of this Corporation, except as otherwise provided herein or as provided in the By-Laws which are not inconsistent herein.

Section 2: ELECTION COMMITTEE

The Election Committee shall be a nucleus appointed by the President with approval by the Executive Committee consisting of three (3) individuals: a Chairman, a Parliamentarian, and one other person. All must be in good standing within the organization. All must be neutral and shall not be allowed to vote during the general elections. The Election Committee shall supervise the election of officers at the Annual Meeting in accordance with the By-Laws of this Corporation. Each presidential candidate shall appoint one individual to serve as an *ex-officio* member, but shall have no vote on the Election Committee. The appointee shall be able to be a delegate for general election.

Section 3: ELECTION RULES OF PROCEDURE

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The rules of procedure for the Annual Meeting shall be established by the Elections Committee appointed by the President with the approval of the Executive Committee. The Election Committee shall establish the rules of procedure as provided by the By-Laws and Policy of this Corporation.

Section 4: VOTING

The number of votes that each Local Organization Member is allowed to vote, excluding fraternal organizational members, shall be entitled to cast shall be determined by the Elections Committee in accordance herewith and the By-Laws of this Corporation.

Section 5: POWERS

The duly qualified delegates at the Annual Meeting shall have all those powers not specifically delegated or prohibited herein.

ARTICLE 9 **ANNUAL MEETING**

Section 1: COMPOSITION

The Annual Meeting of this Corporation shall be held no earlier than August 1 and no later than September 30 of each calendar year. The Annual Meeting shall commence on Friday.

Section 2: SITE

The site of the Annual Meeting shall be selected by a majority of the duly qualified at the Annual Meeting or Board Meeting in accordance with the By-Laws of this Corporation. If not selected by the completion of the Board Meeting prior to the Annual Meeting the President shall select the Annual Meeting Site.

ARTICLE 10 **BOARD OF DIRECTORS**

Section 1: COMPOSITION

The Board of Directors shall consist of the President, Individual Development Vice President, the Community Development Vice President, the Membership Development Vice President, the Business Development Vice President, Regional Directors, District Directors, all National Officers from the State of Arkansas, the Chairperson of the Board, the President-Elect and the Executive Vice President (who shall not have a vote). Each Local Organization Member shall be entitled to two (2) members on the Board of Directors, one who which shall be the President of the Local Organization Member or his/her designee, and the other a State Director as designated by the Local Organization Member or his/her designee.

Ex-officio members of the Board of Directors shall be the Administrative Vice President, Legal Counsel, Secretary, Treasurer, Parliamentarian, Chaplain, and any other position appointed by the President.

Section 2: POWERS AND DUTIES

The Board of Directors shall be the governing body of the Corporation. Between its Annual Meetings, this governing power is delegated to the Executive Committee to manage the affairs of the Corporation, and the Board reserves the power to rescind any action taken by the Executive Committee. The Board of Directors shall have the power to perform the duties as provided herein and in the By-Laws of the Corporation.

Section 3: MEETINGS

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- a. Regular Meeting: The Board of Directors shall hold at least two (2) Board of Directors Meetings in addition to the Annual Meeting of the Corporation. The sites shall be selected by the Board of Directors in conformity with the By-Laws of this Corporation.
- b. Special Meetings: Special Meetings of the Board of Directors may be called at a time and place by the President of this Corporation or by a petition of one-fourth (1/4) of the Directors from Local Organization Members, provided that written notice is given to the Board of Directors at least ten (10) days prior to such meeting.

**ARTICLE 11
EXECUTIVE COMMITTEE**

Section 1: COMPOSITION

The Executive Committee shall consist of the President, the Individual Development Vice President, the Community Development Vice President, the Business Development Vice President, the Membership Development Vice President, Regional Directors, District Directors, National Officers from the State of Arkansas, the Chairperson of the Board, the President-Elect and the Executive Vice President (who shall have no vote).

Ex-officio members of the Executive Committee shall be the Legal Counsel, Treasurer, Secretary, Parliamentarian, Chaplain, Administrative Vice President, and any other appointed by the President. These *ex-officio* members of the Executive Committee shall not have the power to vote.

Section 2: POWERS

The Executive Committee shall be the governing body of this Corporation between meetings of the Board of Directors and shall have those powers as delegated herein.

Section 3: MEETINGS

The Executive Committee shall meet at such times and places as determined by the President or by a petition of the majority of the Executive Committee, upon notice to all members.

**ARTICLE 12
VOTING**

Section 1: ANNUAL MEETING

On all action taken at the Annual Meeting, including the election of the President, Individual Development Vice President, Community Development Vice President, Business Development Vice President, and the Membership Development Vice President, each Local Organization Member shall be entitled to the number of delegates and votes, provided those delegates are registered at the convention, certified by the Elections Committee, and on the floor at the time of the voting, as follows:

20-25	2 delegates	2 votes
26-30	3 delegates	3 votes
31-40	4 delegates	4 votes
41-50	5 delegates	5 votes
51-60	6 delegates	6 votes
61-70	7 delegates	7 votes
71-80	8 delegates	8 votes
81-90	9 delegates	9 votes
91-100	10 delegates	10 votes
For each addition 25 members over 100 or any portion thereof:		
Example: 101-125	11 delegates	11 votes

Section 2: REGIONAL AND DISTRICT DIRECTORS

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At the election of Regional and District Directors at a Regional Caucus held in conjunction with the Annual Meeting of the Arkansas Jaycees, each Local Organization Member shall be entitled to five (5) votes unless its current membership is below twenty (20) members, in which case the Local Organization Member shall have three (3) votes provided the delegates are registered, certified, and on the floor at the time of voting.

Section 3: BOARD OF DIRECTORS

Each voting member of the Board of Directors shall have one (1) vote at each Board of Directors Meeting.

Section 4: EXECUTIVE COMMITTEE

Each voting member of the Executive Committee shall have one (1) vote at each Executive Committee Member.

Section 5: PROXY

Every Local Organization Member has a right to two (2) proxy votes at the Annual Meeting on all action taken including the election of the President, Individual Development Vice President, Community Development Vice President, Business Development Vice President, and Membership Development Vice President.

In order for the Local Organization Member to be entitled to the number of votes as stated in Article 12, Section 1, they must forfeit their proxy vote and be present at the time of voting. All proxy votes must be signed by the Local Organization Member's president and any other member of said Local Organization Member. All proxy votes must be sent certified mail to the chairperson of the Election Committee no later than two (2) weeks prior to the date of the elections.

All proxy votes must be accompanied by a registration fee of Twenty dollars (\$20.00).

ARTICLE 13 **POLICY**

The Policy of this Corporation shall be accepted and approved by the Executive Committee no later than February 1st each year when submitted by the newly elected State President.

ARTICLE 14 **BY-LAWS**

The By-Laws of this Corporation may be adopted and amended by a majority vote of those delegates in attendance at a Board of Directors Meeting or majority of those delegates in attendance at any Annual Meeting.

ARTICLE 15 **RULES OF ORDER**

All meetings of this Corporation shall be governed by the current edition of "Robert's Rules of Order" in all cases where they are not inconsistent with the Constitution or By-Laws of this Corporation.

ARTICLE 16 **DUES**

Section 1: DUES AMOUNT

- a. The annual membership dues of this organization shall be:
Correctional Institutions \$55.00

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New Member	\$55.00
Regular Renewal	\$55.00

All dues and other debts must be paid by Local Organization Member before it or any of its voting delegates shall be entitled to vote at any voting of this Corporation.

- b. The \$5.00 increase in dues shall be effective January 1, 2010 and shall expire December 31, 2010 unless the Board of Directors should vote to continue the dues increase at its final meeting of 2010.

Section 2: U.S. DUES PAYMENT

The Arkansas Jaycees shall be paid in advance for the membership of all members who are submitted to the United States Jaycees by the Arkansas Jaycees. The State President shall be responsible for enforcement of this section.

Section 3: DUES INCREASE

Any dues increase approved at the Annual Convention of the U.S. Junior Chamber of Commerce and/or J.C.I. World Congress as it effects the Arkansas Jaycees shall be honored. The respective Local Organization Members will be notified of such increase(s) with an appropriate adjustment being made in dues billing.

Section 4: NEW MEMBERS

New members dues and member renewals shall be paid to the State Headquarters monthly.

**ARTICLE 17
AUXILLARY**

The Arkansas Jaycees will not recognize any auxiliary after July 1, 1985.

**ARTICLE 18
AMENDMENTS**

This Constitution may be amended by a two-thirds (2/3) vote of the duly qualified delegates in attendance at any Annual Meeting of this Corporation or two-thirds (2/3) vote of the Board of Directors in attendance at any quarterly Board Meeting, providing a copy of the proposed amendment has been mailed, together with notice of time and place of such meeting, to each of the Local Organization Member and members of the Executive Committee at least twenty (20) days prior to such meeting.

**ARTICLE 19
QUORUM**

Section 1: BOARD MEETINGS

For the purposes of this Constitution, a quorum shall be defined as one-quarter (1/4) plus one (1) of the registered delegates at any meeting. A quorum is required to transact any business of this Corporation at any meeting.

Section 2: OTHER MEETINGS

A Quorum shall be defined as one quarter (1/4) plus one (1) of the voting members of any said meeting.

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Revised, August 2009