

***JCI Coconut Grove***

# ***BY-LAWS***

***'as revised January 2003'***

**Miami, Florida**



**2008**

# **BY-LAWS OF JCI COCONUT GROVE JUNIOR CHAMBER INTERNATIONAL LOM**

## **PREAMBLE**

***We, the young people of the Coconut Grove Junior Chamber International (JCI LOM), believing that faith in God gives meaning and purpose to human life; the brotherhood of man transcends the sovereignty of nations; that economic justice can best be won by free men thought free enterprise; that government should be of laws rather than of men; that earth's great treasure lies in human personality; that service to humanity is the best work of life; and desiring to join together in a nonpartisan organization dedicated to the development of leadership among young people and to the advancement of the community, state, and the nation, do establish and ordain these By-Laws and Policy (Standing Rules of Order) for the government of the Coconut Grove Junior Chamber of Commerce, Inc.***

## **ARTICLE 1 - NAME**

***SECTION 1. The name of the organization shall be COCONUT GROVE JUNIOR CHAMBER OF COMMERCE, INC., aka JCI COCONUT GROVE, a not-for-profit Florida corporation, duly recorded in accordance with the laws of the state of Florida. The principal place of business shall be Coconut Grove, Florida.***

## **ARTICLE 2 - AFFILIATION**

***SECTION 1. This organization shall be and hereby is affiliated with the Florida Junior Chamber of Commerce (JCI FLORIDA), the United States Junior Chamber of Commerce (JCI USA), and the Junior Chamber International, and is subject to the Constitution and By-Laws of those bodies insofar as they affect and prescribe the functions of local Junior Chamber of Commerce (JCC) chapters and are not in conflict with these By-Laws.***

## **ARTICLE 3 - PURPOSE**

***SECTION 1. The purpose of this organization, as inspired by the Jaycee Creed or Declaration of Principles, shall be:***

***To develop the individual abilities and stimulate the joint efforts of young people for the purpose of improving the economic, social and spiritual well-being of mankind by:***

- 1. Development of an awareness and acceptance of the responsibilities of citizenship.***
- 2. Individual participation in internal training programs to develop leadership potential.***
- 3. Active participation in planning and executing programs for the development of the individual and the community.***
- 4. Promotion of economic development.***
- 5. Furtherance of understanding, goodwill and cooperation among people.***

## **ARTICLE 4 - MEMBERSHIP**

**Membership in this organization shall be divided into five classes:  
1) Regular, 2) Alumni, 3) Honorary, 4) Life, and (5) International Affiliate.**

**SECTION 1.** Any young person between the ages of 21 (twenty-one) and 40 (forty), both inclusive, is eligible for active membership in the organization.

**SECTION 2.** Any person of good character and more than 40 (forty), years of age and a past member shall be eligible for an Alumnus membership in this Organization. Alumnus members shall not be eligible to vote or hold office.

**SECTION 3.** Honorary membership may be conferred upon any man or woman of good character by the officers of the corporation. Said honorary membership shall be for one year, unless specified, but shall not permit voting or office-holding privileges.

**SECTION 4.** Life membership in this chapter is automatically conferred by the chapter when awarding a JCI Senatorship. Said life membership shall be for life, unless specified, but shall not permit voting or office-holding privileges after one exceeds membership age. Life membership may be conferred by a two-thirds vote of the Board of Directors upon those persons over JCC age who have distinguished themselves as members of the Coconut Grove Junior Chamber of Commerce. A Life Member shall be entitled to all rights and privileges of a regular member, excluding the right to vote or hold office.

**SECTION 5.** International Affiliate: Any foreign student studying in the United States for three years or less may be conferred the status of International Affiliate upon payment of the dues for such membership status. Said status shall be for one-year, but these affiliates shall not be entitled to vote or hold office.

**SECTION 6.** All applications for membership must be in and accompanied by the required membership fees. The organization shall use the current approved application form of the United States Junior Chamber of Commerce, Florida Junior Chamber of Commerce or Chapter.

**SECTION 7.** Any member may be removed from membership in the organization by a three-fourths (3/4) vote of the general membership at a regularly scheduled general membership meeting.

**SECTION 8.** Any member called to active duty with one of the Armed Forces of the United States shall be carried on the local active list of this organization and shall be exempt from the payment of dues while rendering such service, **PROVIDED, HOWEVER,** that such member shall give due notice in writing to the President of this organization.

**SECTION 9.** Active membership shall cease on the anniversary date of the expiration of yearly dues, following the 40th birthday of a member.

## **ARTICLE 5 - COMMITTEES**

**SECTION 1.** *The Board of Directors (BOD) and/or President shall determine the committees deemed proper and necessary to fulfill the objective and purpose of the organization.*

**SECTION 2.** *The President and the respective Vice-President shall be ex-officio members of all committees.*

## **ARTICLE 6 - MEETINGS**

**SECTION 1.** *The annual election membership meeting of this organization shall be held on the first (1st) Wednesday of the month of December each year. If such day is a legal holiday, the Board of Directors shall fix the day, but it shall not be more than two weeks from the date fixed by these By-Laws. The Secretary shall cause to be mailed to every member in good standing, at his address as it appears in the membership roster of this organization, a notice telling the time and place of such meeting.*

**SECTION 2.** *The organization shall hold a business meeting at least twice a month. Fifteen (15) regular members, or one-third of the regular membership, whichever is less, shall constitute a quorum.*

**SECTION 3.** *Meetings of the Board of Directors shall be held at twice per month or at the call of the President with adequate notice. At all meetings of the Board of Directors, a majority shall constitute a quorum. A quorum must be maintained to vote.*

**SECTION 4.** *Special meetings of the membership or the Board of Directors shall be called by the President or by the Secretary at the request of at least three (3) Officers. The Secretary shall notify the membership of such special meetings by the most expeditious means possible. Such notice shall state the reasons that such a meeting has been called, the business to be transacted at such meeting and by who called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.*

**SECTION 5.** *The President shall have the power to limit the discussion by any member to two (2) minutes, at any meeting of the general membership or Board of Directors.*

## **ARTICLE 7 - VOTING**

**SECTION 1.** *At all meetings, except for election of officers and directors, all votes shall be by voice vote. For election of officers, ballots shall be provided and no ballot shall include any mark or marking that might tend to indicate the person who cast such ballot.*

**SECTION 2.** *At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.*

**SECTION 3.** *At all votes by ballot, the chairman shall appoint three (3) members who are not candidates for office or personally active in the question being presented to count the ballots.*

## **ARTICLE 8 - ELECTIONS**

**SECTION 1.** *Not less than sixty (60) days prior to the annual election the President shall appoint, with the approval of the Board of Directors, a nomination committee of not less than three (3) members, which might consist of the current COB, Chief of Staff and one other member.*

**SECTION 2.** *The nominating committee shall qualify the names of candidates for election and shall present them to the members not less than fifteen (15) days prior to the annual election.*

**SECTION 3.** *No member shall use monetary means to campaign before the nominating committee has made its presentation.*

**SECTION 4.** *No member of the nominating committee shall be eligible for any office by action of the nominating committee.*

**SECTION 5.** *The nominating committee shall qualify nominees for each expiring directorship and officership to serve one year. In order to qualify, the nominee must be a member in good standing, meaning dues paid and has attended at least 3 chapter functions in the last year. .*

**1. Qualifications for Director -** *To be eligible to be elected as a director on the Board of Directors, the nominated member must have been a member of the chapter for at least one year. If not enough candidates meet this criteria then any member of the chapter in good standing can run.*

**2. Qualifications for Officers on the Executive Board -** *To be eligible to be elected to an office on the Executive Board of Directors, the nominated member must have been at least a director of the chapter for at least one year. If not enough candidates meet this criteria then any member of the chapter who meets the criteria for director and if no candidate meets this criteria then any member of the chapter in good standing can run.*

### **3. Qualifications to run for President:**

**a.** *Must have served on the Executive Board of the Coconut Grove Junior Chamber of Commerce for 12 consecutive months at some time.*

**b.** *If no candidate meets that criteria, they must meet the criteria to serve on the executive board.*

**c.** *If no candidate meets that criteria, they must meet the criteria for a director.*

**d.** *If no candidate meets that criteria then any member in good standing can run for President.*

**SECTION 6.** *Additional qualified names may be placed in nomination from the floor at the time of balloting until the nominations are closed.*

**SECTION 7.** *At the annual election membership meeting there shall be elected a President, a Management Development Vice President, a Community Development Vice President, a Business Opportunities Vice-President, an Individual Development Vice President, a Membership Vice President, a Treasurer, a Secretary, and a State Director, in that order. The number of Vice Presidents to be elected each year beyond MD, ID, CD, BO & MEM will depend on the need of the chapter as determined by the BODs at the previous BOD meeting prior to appointing the nominating committee. To complete the Board of Directors, there shall be elected directors as required elsewhere in the By-Laws.*

**SECTION 8.** *Voting shall be by individual standing, and no person shall cast more than one (1) ballot. Members may vote by absentee ballot which must contain their signature and be presented to the election committee at least three (3) days prior to the elections. Absentee ballots shall be issued only on good cause show, by majority vote of the Board of Directors.*

**SECTION 9.** *Officers and directors shall take office January 1st of each year.*

**SECTION 10.** *In order to be eligible to vote at the annual election, the voter must have attended three (3) regularly held meeting and/or board meetings as a regular member in good standing.*

#### **ARTICLE 9 - GOVERNMENT**

**SECTION 1.** *The executive officers of the organization shall be a President, a Management Development Vice President, a Community Development Vice President, a Business Opportunities Vice-President, an Individual Development Vice President, a Membership Vice President, a Treasurer, a Secretary, a State Director, and a Chairman of the Board, all of whom shall be elected annually as provided by these By-Laws. The term of President shall be for one year. No person shall be eligible for election as President for three (3) consecutive full terms; nor shall they be eligible for election for a second full term if they have served for more than 183 days of an un-expired Presidential term immediately preceding the annual membership meeting of that person's first full Presidential term."*

**SECTION 2.** *The President, with the approval of the Board of Directors, may appoint such other non-voting, except for the Chief of Staff whose duties will be described latter herein and Legal Counsel, officers including, but not limited to, a Chief of Staff, a Legal Counsel, a Presidential Advisor, a Chaplain, a Parliamentarian, a government liaison and a newsletter editor, as they may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors or the President.*

**SECTION 3.** *The Board of Directors shall have control and management of the organization, subject to the will of the membership. The President shall designate an area of primary responsibility for each member of the Board of Directors.*

**SECTION 4.** *The members of the Board of Directors, other than the officers of the corporation, shall be elected according to the number of active members at the time of the elections. Four (4) directors shall be elected if the active membership is fifty (50) or less. One additional director shall be elected for each twenty (20) or fraction thereafter up to a maximum of 26 directors. A vacancy shall be filled only if the number of active members qualifies that the vacancy exists.*

**SECTION 5.** A vacancy on the Board of Directors, or in any office, shall be filled by majority vote of the Board of Directors. All such appointees shall serve until the next regular election. Any new positions shall be filled by a majority vote of the general membership.

**SECTION 6.** The Board of Directors may deem vacant the office of any officer or directors who shall be absent without cause (cause to be approved by the Board of Directors) from three (3) consecutive regular meetings of the BOD or from a total of five (5) un-excused meetings of the general membership and BOD.

**SECTION 7.** No officer or director of this organization may serve as an officer or director of any other local Junior Chamber of Commerce organization, provided, however, that this provision shall not be applicable to any position at the district, regional or state levels.

#### **ARTICLE 10 - DUTIES OF OFFICERS**

**SECTION 1.** The President shall preside at all membership and board meetings. They shall present, at each annual election meeting of the organization, an annual report of the work of the organization. They shall appoint, with the consent of the Board of Directors, all committees, and temporary or permanent committee chairmen. They shall see all books, reports, and certificates as required by law, are properly kept or filed. They shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. They shall be one of the organization's representatives on the Board of Directors of the State Junior Chamber of Commerce. They shall submit for approval by the Board of Directors a budget for their term in office.

**SECTION 2.** The duties of the Management Development Vice President shall be to plan the Management Development program for the administrative year, either personally or through group action. The program shall include but not be limited to committees chairman's training, public relations, membership and board meetings, generation of chapter publications as well as maintaining and distribution of the chapters roster. They shall also be responsible for chapter socials, membership retention, new member orientation, sports programs, the Springboard, Degrees, Leadership Academy programs, communication nights and for managing the ways and means of the chapter, including fundraising, On To and chapter cash flow as necessary. They shall preside at general membership and Board of Director meetings in the absence of the President. They shall be responsible for all awards they shall participate in the overall chapter planning and evaluation program and shall assist the President as required.

**SECTION 3.** The duties of the Community Development Vice President shall be to plan the Community Development program for the administrative year, either personally or through group action. They shall act as liaison between the organization and other community organizations. They shall participate in the overall chapter planning and evaluation program and shall assist the President as required.

**SECTION 4.** The duties of Business Opportunities Vice President shall be to plan the Business Opportunities program for the administrative year, either personally or through group action. They shall participate in the overall chapter planning and evaluation program and shall assist the President as required.

**SECTION 5.** *The duties of the Individual Development Vice President shall be to plan the Individual Development program for the administrative year, either personally or through group action. They shall participate in the overall chapter planning and evaluation program and shall assist the President as required.*

**SECTION 6.** *Member Services Vice President position deleted, section no longer applicable.*

**SECTION 7.** *Financial Vice President position deleted, section no longer applicable.*

**SECTION 8.** *The duties of the Membership Vice President shall be to plan the Membership program for the administrative year, either personally or through group action. The program shall include but not be limited to membership recruitment, participation in both early and final close-out monthly, membership renewals, corporate membership recruitment and M Night functions. They shall participate in the overall chapter planning and evaluation program and shall assist the President as required.*

**SECTION 9.** *The Secretary shall keep the minutes and records of the organization or appropriate books. It shall be their duty to ensure the filings any certificates required by any statute or ordinance. They or our Corporate Registered Agent, shall be the official custodian of the records and seal of this corporation. They shall be responsible to serve all notices to members of this organization (Chapter or Corporation). They shall be responsible for attendance to all correspondence of the organization and shall exercise all duties incident to the office of the Secretary with regard to correspondence.*

**SECTION 10.** *The Treasurer shall have the care and custody of all moneys belonging to the organization and shall be solely responsible for such moneys or securities of the organization. They shall maintain all financial records as required by law, and shall be responsible for submission of an annual financial report. They shall render a quarterly, written account of the finances of the organization, and such report shall be affixed to the minutes of the Board of Directors meeting.*

*The Treasurer shall is responsible for sending out all membership bills 30 days prior to the renewal month, and shall maintain a ledger of individual member accounts. They shall maintain all bank accounts and shall disapprove any expenditure which may be in excess of funds available and/or endanger the financial structure of the organization or in excess of the budget approved by the BOD.*

**SECTION 11.** *The State Director shall be one of the organization's representatives on the Board of Directors of the State Junior Chamber of Commerce. They shall report on State Meetings and functions and encourage participation in said activities.*

**SECTION 12.** *The immediate past President shall be the Chairman of the Board of Directors, and shall be responsible for relations with Jaycees International. They shall be the officer in charge of swearing in new officers and directors and to be an advisor to the President.*

**SECTION 13.** *The Chief of Staff shall not only be one of the advisors to the President of the Corporation but shall be responsible for assisting all chapter officers, advising the President, assisting in Planning the Chapters Plan of Action, and seeing that the chapter competes for all awards for which the chapter is eligible to compete for and shall be eligible to vote as was allowed for elsewhere in these By-Laws.*

**SECTION 14.** Officers, by virtue of their office, shall be members of the Board of Directors.

**SECTION 15.** No officer shall for reason of their office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than that as a director or officer.

#### **ARTICLE 11 - REMOVAL FROM OFFICE**

**SECTION 1.** Any officer or director may be removed from office as a result of failure to fulfill the duties of the said office or for conduct detrimental to the best interest of the organization. Said removal must follow the following procedures:

- 1.** A petition stating the charge shall be filed with the Secretary and signed by two-thirds (2/3) of the members of the Board of Directors or by 25% of the active members.
- 2.** The Secretary shall notify each member at least twenty (20) days before the question will be placed on a regular membership meeting agenda.
- 3.** Said officer or director shall be permitted written notice of the charge not less than five (5) days before the question is to be placed on the regular membership meeting agenda.
- 4.** The petitioners shall present their case first, said officer or director shall be heard second, and vote shall be taken third. Two-thirds (2/3) of those voting shall be necessary to remove said officer or directors from office. Should said officer be the Secretary, the Treasurer shall receive and distribute the petition. Should said officer be the President, the Management Development Vice President shall preside during the removal proceedings. No removal proceedings shall be based more than once on the same evidence.

#### **ARTICLE 12 - SALARIES**

**SECTION 1.** The Board of Directors shall hire and fix the compensation of any and employees which they, in their discretion, may determine to be necessary in the conduct of the business of the organization.

#### **ARTICLE 13 - DUES**

**SECTION 1.** The annual dues of new members of the organization shall be seventy-five (\$75.00), and renewal dues of members shall be fifty (\$50.00), the total amount shall be payable on or before the anniversary date of each individual member.

**SECTION 2.** The minimum dues for Alumni members shall be forty (\$40.00).

**SECTION 3.** Any members with dues in arrears beyond their anniversary date for a period of thirty (30) days shall be declared a delinquent member and not in good standing, forthwith to be suspended from membership. Any member with dues in arrears for a period of sixty (60) days shall cease to be a member.

**SECTION 4.** Any applicant having good reason to pay their dues in a manner other than herein specified shall make application to the Treasurer. The Board of Directors shall be, and they are hereby authorized to extend the time for the payment of dues, or to provide for the payment of dues by installment by the applicant so requesting.

**SECTION 5.** Any member in good standing of any other accredited organization of the United States Junior Chamber of Commerce shall not be required to pay an initiation fee upon transfer to this club.

**SECTION 6.** Any member of the chapter who is nominated by this chapter for, and has been awarded the designation of JCI Senator, shall have their membership dues paid by the chapter during their remaining active (active means attend/participate in at least 4 chapter events per year as determined by the President) association with this chapter. A JCI Senator is considered to be a Life Member of the Chapter.

**SECTION 7.** The minimum dues for International Affiliate Status shall be twenty five dollars (\$25.00).

#### **ARTICLE 14 - AUTHORITY TO BIND**

**SECTION 1.** No member of this organization shall contract for or incur any debt, or enter into any agreement, or otherwise obligate this organization, except by explicit authorization of the Board of Directors.

#### **ARTICLE 15 - RULE OF ORDER**

**SECTION 1.** Robert's Rules of Order Newly Revised shall govern the proceedings of the organization and its constituent parts except as provided in these By-Laws.

#### **ARTICLE 16 - DELEGATIONS**

**SECTION 1.** Delegations or special committees shall be appointed by the President, subject to the approval of the Board of Directors, to represent the organization at any convention, meeting or assembly, as may be necessary. Such delegations or committees shall exercise only those powers specifically vested in them by the Board of Directors of the membership. However, the Delegation will not be bound by the dictates of the Board of Directors or the General membership.

#### **ARTICLE 17 - POLICY**

**SECTION 1.** A written policy (STANDING RULES OF ORDER) shall be established by the Board of Directors which shall state the rules pertaining to the adoption of programs, duties of officers and directors, and other matters of concern to the organization. This policy shall at no time conflict with the Constitution or By-Laws.

**SECTION 2.** The policy folder shall be kept by the Secretary of the Corporation.

## **ARTICLE 18 - FINANCES**

**SECTION 1.** All checks under \$1,000.00 must contain the signatures of two (2) executive officers of the Board of Directors, as defined elsewhere in these By-Laws. Checks of \$1,000.00 or more must contain the signatures of any two of the following: President, Management Development Vice President, Treasurer or Community Development Vice President.

**SECTION 2.** No assessments shall be levied unless approved by a two-thirds (2/3) vote of the members at a regular membership meeting.

**SECTION 3.** With approval by the Board of Directors, special checking accounts may be opened for projects, subject to the check signing limitations in Section 1, above.

**SECTION 4.** The organization's fiscal year shall coincide with the terms of office as stated in Article 8, Section 9.

## **ARTICLE 19 - INDEMNIFICATION**

**SECTION 1.** The corporation shall indemnify any officer, director, or former officer or director to the full extent permitted by law.

## **ARTICLE 20 - AMENDMENTS**

**SECTION 1.** The By-Laws may be amended by a two-thirds (2/3) vote of the members present at any general or special meeting, provided written notice of the proposed action has been sent to each member at his last known address at least ten (10) days prior to voting on the amendment.

**SECTION 2.** All By-Laws Amendments shall take effect immediately at the close of the meeting at which they are adopted, unless otherwise specified.

