

BYLAWS OF THE GRAND RAPIDS JAYCEES

Amended Fall 2003

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BYLAWS

GRAND RAPIDS JAYCEES

Amended Fall 2003

ARTICLE I

Name and Affiliation

Section 1. Name. The name of this organization shall be:

Grand Rapids Jaycees

Section 2. Location. The principal office shall be located at such places, as the Board of Directors shall direct, in the local service area of Grand Rapids, as defined by National Charter.

Section 3. Affiliation. This organization shall be affiliated with the Michigan Jaycees, the United State Junior Chamber of Commerce and Junior Chamber International. It shall be subject to the constitutions and by-laws of these three bodies insofar as they affect and prescribe the functions of local Jaycees and are not in conflict with the provisions of these bylaws.

ARTICLE II

Purpose

Section 1. Purpose. The purpose or purposes of this organization shall be as follows:

- (a) To render civic service through organized efforts of the young people of this community.
- (b) To promote community welfare and the welfare of its citizens through active, constructive projects; and
- (c) To mentor young people constituting its membership in leadership and civic consciousness in order to better their effectiveness as citizens.
- (d) To provide the opportunity to develop the professional, personal and social skills of its membership.

ARTICLE III

Membership and Dues

Section 1. Membership. Any young person of good character between the ages of eligible membership as determined by the United States Junior Chamber of Commerce, both inclusive, is eligible for active membership in this organization with full privileges thereof. Examples of these privileges: meals at the General Membership meetings, subscription to the Action Newsmagazine, paid registration for Primary members to Jaycee training / awards conventions; provided these privileges are within the annual budget approved by the Board of Directors.

Section 2. Application for Membership. Application for membership in the organization shall be made to the Board of Directors in writing. This written format/report shall include the members name, address, and the form of payment submitted. The Board of Directors shall approve, by a majority vote of those voting board members present, the election of an applicant to membership.

Applicants for membership must have paid the initial membership dues as established by the Board of Directors OR at the discretion of the President, the Vice President of Membership and the Treasurer, may be recommended for membership after making arrangements for payment of dues through a written payment plan, as defined in Policy. Five (5) months after the member's anniversary date, he shall be billed one (1) year's dues. The anniversary date of a new member is defined as the first day of the calendar month in which the new member is added to the membership roles of the State, National or International organizations. A prospective member, whose dues are to be paid by an employer, may be approved as a member of the Chapter prior to payment of dues, provided written guarantee of payment has been made.

No member shall be submitted to the State, National or International organizations until such time as the dues they have paid has met or exceeded the dues of said organizations in total.

Section 3. Dues. Dues of the organization shall be set by the Board of Directors as deemed necessary. The Board of Directors may approve a reduced dues rate for members absent for an extended period of time.

Section 4. Exhaustion of Membership. Any member who reaches the age of exhaustion as determined by the USJCC shall retain membership in the Grand Rapids Jaycees until reaching the anniversary date at which said member became a member of the Grand Rapids Jaycees. Any elected or appointed board officer shall be the exception, retaining membership and the right to vote until the end of the term.

Section 5. Termination of Membership. The Board of Directors, after a hearing and upon thirty (30) days written notice, can by two-thirds (2/3) vote of those voting board members present, censure, suspend, or remove from any office, or the rolls, any member of the organization for good cause shown, provided that such member is given written notice of this action by the Board by certified mail not less than thirty (30) days prior to the date of such action. Any member of the organization who has not paid his annual dues in full shall automatically be removed from the rolls on the ninetieth day (90) following his in-chapter due date unless a payment plan has been deemed acceptable or the bill is guaranteed for payment by the employer.

Section 6. Transfer of Membership. Any new member in good standing of a recognized Jaycee chapter, who meets the requirements of membership in the Grand Rapids Jaycees, and upon application and acceptance, becomes a member of this organization.

Section 7. Honorary Life Membership. Any past President, elected or appointed state or national officer that completes his term of office, and any member who has retained an active membership in good standing for at least ten (10) years, shall be eligible for election by a majority of the Board of Directors as a life member upon attaining the age of exhaustion as defined by the United States Junior Chamber of Commerce, after reaching the anniversary date at which said member became an individual member of the Jaycees.

Recognizing the efforts of an individual not meeting any of the above criteria, the Board of Directors, with an eighty (80%) percent majority, and with the written recommendation of three (3) past Presidents of this organization, may bestow a life membership on such individual who attains the age of exhaustion as defined by the United States Junior Chamber of Commerce.

Any eligible person elected as a life member shall retain such status during his lifetime without the payment of any additional dues or cost of meals attended to the extent such meals would otherwise be included in the annual membership dues.

An honorary life member shall have all the rights of a regular member, except:

- (a) The right to serve on any committee in any capacity.
- (b) The right to membership on, or election to, the Board of Directors.
- (c) The right to vote.
- (d) The right to publicly support any candidate.

An honorary life member shall be reimbursed for ONTO events.

ARTICLE IV

Government and Officers

Section 1. Positions. The government of this organization shall be vested in a Board of Directors, to be elected or appointed as hereinafter provided.

Officers of this organization shall be the President, at least four (4) Vice Presidents, Secretary, Treasurer, State Director, Planning Director, and Chairman of the Board. Additionally, the Legal Counsel shall be an ex-officio, non-voting officer. Such officers shall constitute the Executive Committee and with the exception of Legal Counsel, shall be voting members of the Board. Each officer shall serve for a term of one (1) year. The number of Vice Presidents to be elected shall be determined below.

The remaining membership of the Board of Directors shall consist of up to the number of authorized directors. Each director shall serve for a term of one (1) year. The number of directors to be elected shall be determined below.

The number of available Director positions to be elected shall be a ratio of one Director for every 35 members, or major fraction thereof, as determined on August 31 of each year, with the minimum authorized number being ten (10).

The number of Vice Presidents to be elected shall be a ratio of one Vice President for every four (4) Directors to be elected, or fraction thereof, or a minimum of four (4), whichever is greater.

Section 2. Elections Committee. There shall be an Elections Committee, which shall oversee Chapter elections as set forth in this article.

- (a) The Elections Committee shall consist of the Legal Counsel, and a Past President (not currently serving on the Board of Directors) and a Chapter member in good standing. The President shall appoint the Past President and the Chapter member to the Committee no later than the August General Membership meeting.
- (b) The Elections Committee shall be responsible for certifying each candidate's eligibility for office and conducting the elections in accordance with the provisions of these bylaws.
- (c) The Elections Committee shall have ballots printed for each office to be elected. All ballots shall contain each candidates name who has filed and been certified by the Elections Committee prior to seven (7) days preceding the October General Membership Meeting. Such ballots shall also include space for write-in candidates. All ballots shall be distributed to each member in good standing when he checks in at the October General Membership Meeting. Ballots for President shall be received from 6:00 p.m. at the October General Membership Meeting until the President declares the polls closed, during the said meeting.

Section 3. Election of President. The election of the Chapter President shall be conducted as follows:

- (a) To be eligible for the office of President, a candidate shall have served at least two (2) full terms as a voting member on the Board of Directors at least one of which shall have been as a vice president. No person shall serve more than one term as President.
- (b) Candidates for President shall submit a Statement of Candidacy to the Elections Committee. The statement shall be in a form established by the Elections Committee. The statement shall be signed by the candidate and at least three percent (3%) of members in good standing. The Statement shall be submitted to the Elections Committee not later than 6:00 p.m. the night of the October General Membership Meeting. The Elections Committee is authorized to receive additional Statements of Candidacy or extend the deadline if a lack of statements deems necessary.
- (c) The nominations for office of President shall be held at the October General Membership Meeting. A nomination must be made by a member in good standing and seconded by another member in good standing. After all nominations for the office of President have been made, the President shall close the floor for nominations and announce that the election for President is in order. The President shall then call upon each candidate in the order of nomination to speak. Each candidate may speak for up to three (3) minutes. As many as four (4) members may make supporting speeches for a combined total time of five (5) minutes or less. The order of speakers shall be alternated in order of each candidate's nomination.
- (d) Election will immediately follow the supporting speeches. All voting shall be by written ballot. Only those members in good standing shall receive a ballot. Election to the office of President shall require a majority of the total votes cast. If no candidate receives a majority on the first ballot, a second ballot shall be cast among the two candidates receiving the most ballots on the first ballot, with the candidate receiving the most votes being elected.

Section 4. Election of Vice-Presidents. The election of the Vice-Presidents shall be conducted as follows:

- (a) To be eligible for the office of Vice-President, a candidate shall have served at least one (1) full term as a voting member on the Board of Directors. No person shall serve more than two consecutive terms as Vice-President.
- (b) Candidates for Vice-President shall submit a Statement of Candidacy to the Elections Committee. The statement shall be in a form established by the Elections Committee. The statement shall be signed by the candidate and at least two percent (2%) of total membership, as determined at the time of election census. Only signatures of members in good standing will be counted in the 2%. The Statement shall be submitted to the Elections Committee not later than 6:00 p.m. on the day of the October General Membership Meeting. The Elections Committee shall continue to accept Statements until at least as many Statements are received equal to the number of offices being filled, or until the election of Vice President is held.
- (c) At the October General Membership Meeting, following the election of the President, the President shall acknowledge nominations for Vice President as supported by Statement of Candidacy. Each candidate's nomination and second shall be allotted one (1) minute. An unsuccessful candidate for President, if not disqualified under Section 4(a) to be elected to the office of Vice-President, may be nominated for Vice-President without having submitted a Statement of Candidacy for Vice-President.
- (d) After the nominations for Vice-President are received, the President shall call upon each candidate, in the order of his nomination, to speak for not more than three (3) minutes. Supporting speeches may be made by members for a total of not more than five (5) minutes by not more than four (4) speakers. The order of speakers shall be alternated in order of each candidate's nomination.
- (e) Immediately following the supporting speeches, the balloting shall be conducted. All voting shall be by written ballot. Only those members in good standing shall receive a ballot. A majority of the number of votes cast shall be required for election, with the candidates receiving the highest number of votes deemed elected. The number of candidates to be elected shall be the number set forth in Section 1 of this Article.

Section 5. Campaign Conduct.

- (a) Candidates for President and Vice-President are subject to the following campaign limitations:
 - (i) Open campaigning by potential nominees or members of his campaign organization shall not commence before the Elections Committee certifies the candidate's eligibility.
 - (ii) Not more than two (2) mailings may be sent to the voting membership in addition to the free information space provided each candidate in the October monthly issue of the chapter newsletter.
 - (iii) The use of the newsletter logo or chapter logo is prohibited.

- (iv) Floor demonstrations and entertainment during the GM meeting shall be prohibited.
- (b) The Elections Committee shall advise all candidates of all limitations and shall use its authority to insure compliance with subsection (a). If in the opinion of the Elections Committee, a violation has occurred, the offending candidate may be disqualified. Such disqualification shall be subject to appeal to the Board of Directors, with a two-thirds (2/3) majority vote of the Board required to uphold a disqualification.

Section 6. Election of Directors. In August, a Nominating Committee of at least three (3) members, in addition to the Elections Committee, shall be appointed by the President. At the September General Membership Meeting, the nominating committee will make a preliminary report to the general membership the names of nominees for director. These nominees must be members for twelve (12) months, be in good standing of the Grand Rapids Jaycees, and have completed chairmanship of a project. The nominating committee may submit nominations to the elections committee until the deadline for printing ballots. Further nominations of qualified candidates may be made and seconded from the floor. Voting shall take place by written ballot at the October General Membership meeting following the election of Vice-President. No person shall be eligible for election as a Director for more than two (2) consecutive terms, or immediately following a year of service as an elected officer.

Section 7. Appointments. The Treasurer, State Director, Training Director and Secretary shall be appointed by the President from those members in good standing of the Grand Rapids Jaycees, that have been a member for twelve (12) months. They shall serve on the Board of Directors with full voting rights for a term of one (1) year only. The Legal Counsel shall be appointed by the President without regard to length of membership and shall serve in this capacity for a term of one (1) year. The Legal Counsel shall serve as a non-voting member of the Board of Directors.

The Planning Director shall be appointed by the President from members that have been a member for two (2) years and must have previously served as a member of the Board of Directors for at least a twelve (12) month period as either a voting or non-voting member. He shall serve on the Board of Directors with full voting rights for a term of one (1) full year only.

The Assistant Treasurer, Chaplain, Public Relations Director and such other appointed positions as the President may desire shall be appointed by the President from the membership and shall serve on the Board of Directors as non-voting members. Terms shall commence January 1 or at the time of appointments.

The Tournament Liaison shall be appointed by the President from the membership and shall serve on the Board of Directors a non-voting member.

All appointments by the President must be confirmed by a majority of the Board of Directors at the Board of Director meeting immediately following the proposed appointments.

Section 8. Commencement of Duties. The terms of incoming officers and directors, except for the Treasurer, shall commence at the adjournment of the Board of Directors meeting of the outgoing Board. The Treasurer's term shall commence on July 1 and continue until the following June 30.

Section 9. State and National Officers. Any member of the Grand Rapids Jaycees who is an elected or appointed officer of the State, National or JCI organizations shall be an advisor to the Board in an ex-officio non-voting capacity.

Section 10. Duties of Board Members. The duties of the members of the Board of Directors shall be as such as ordinarily pertain to and are indicated by the title of their position. It shall also be their duty to attend meetings of the body and of the general membership. Any Board member who has two (2) consecutive unexcused absences from regular Board or two (2) consecutive regular membership meetings, or a total of three (3) regular Board or regular membership meetings during the fiscal year shall be dismissed from the Board of Directors; provided, that upon receipt of a written explanation acceptable to and approved by the Board, the dismissal may be waived. Vacancies so caused shall be filled as herein later provided.

Section 11. Duties of Officers. The President, as chief executive of this organization, shall supervise the affairs and activities of said organization and shall appoint chairmen of standing and special committees subject to approval of the Board of Directors. Chairmen of standing and special committees shall prepare reports of activities and progress to date, and be prepared to give such reports at each membership or Board of Directors meeting if called upon to do so. Written reports will be required upon completion of particular projects or activities at the end of each fiscal year and as determined necessary by the President.

The Vice Presidents shall be in charge of such portfolio activities as the President may direct. A re-elected Vice President may not serve in the same portfolio in two successive years. The directors shall be assigned to the various portfolios as determined by the President.

The immediate past President shall be the Chairman of the Board and serve on the Board of Directors with full voting rights. He may preside at any meeting at the request of the President.

The Secretary shall keep an attendance record of the regular Board of Directors meetings, and shall assist the President in determining whether a quorum exists at all regular and special meeting of the Board and at General membership meetings. The Secretary shall have other duties as assigned to him by the President.

The Treasurer shall be responsible for overseeing the billing of members of the organization at least thirty (30) days in advance of any annual billing deadline date. The billing shall contain a notice to each member concerning delinquency as herein previously described. The Treasurer shall be responsible for maintaining a current list of delinquent members. The Treasurer shall be responsible for providing a financial report at all regular chapter meetings. The Treasurer shall have other duties as assigned to him by the President.

The State Director shall serve as a liaison between the State and National Organizations. The State Director shall be responsible for all ON-TO business and shall have other duties as assigned to him by the President.

The Planning Director shall oversee the updating of the Chapter's Bylaws, Policy and Long Range Plan. The Planning Director shall cause to be published the chapter Plan of Action as required in Article VII, Section 4. The Planning Director shall have other responsibilities as assigned to him by the President.

The Legal Counsel shall oversee all chapter projects for liability issues. The Legal Counsel shall counsel the President before signature on any contract. The Legal Counsel shall have other responsibilities as assigned to him by the President.

Section 12. Definitions.

- (a) As used in this article to determine qualification or disqualification to hold an office, "term" shall be defined as a full term of twelve (12) consecutive months as measured at the time the person is scheduled to assume office.
- (b) As used in this article to determine eligibility to vote, hold office, or sign a Statement of Candidacy, in support of a candidate, "member in good standing" means a member who has been approved by the Board of Directors under Article III, Section 2, and who is not in arrears in his dues.

ARTICLE V

Meeting and Quorum

Section 1. Membership Meetings. Regular meetings will be as far as possible held on the second (2nd) Thursday of each month during the course of the Jaycee fiscal year, January through December, inclusive. Twenty percent (20%) of the membership in good standing will constitute a quorum at all regular membership meetings.

Special meetings of the membership may be called by the President upon seven (7) days written notice and shall be called on written demand of at least ten percent (10%) of the then current membership. The reasons for calling the special meeting shall be stated within the written call for the special meeting.

The conduct of all regular and special General membership and Board of Directors meetings shall be governed by the most current available revision of "Roberts Rule of Order".

Section 2. Board of Directors Meetings. Regular meetings of the Board of Directors shall as far as possible be held on the fourth (4th) Thursday of each month during the course of the fiscal year. The physical presence of a fifty (50) percent majority, including two-thirds (2/3) of the Executive Board, of the voting Board members then in office shall constitute a quorum.

Special meetings of the Board of Directors may be called by the President or on a demand in writing signed by twenty-five (25) percent of voting members of the Board. The reasons for the special meeting shall be stated within the call for the special meeting.

Section 3. Annual Meeting. The Annual Meeting of the organization's membership shall be held each year in the month of December. The Board of Directors Annual Planning Meeting shall be held no later than January 31. The Mid-Year Review shall be held each year no later than July 31. The Board of Directors Annual Planning Meeting and the Mid-Year Review shall be considered regular meetings of the Board of Directors. The exact date of the Annual Planning Meeting and the Mid-Year Review shall be scheduled at the discretion of that Board's President.

ARTICLE VI

Vacancies and Succession of Office

Section 1. Officers. In the case of the death or resignation of the President, the Board of Directors shall elect a new President from among the current Vice Presidents, without regard to length of Board of Directors service or from the Executive Board, subject to eligibility requirements set forth in Article IV, Section 2. No person who has previously been elected to the office of President shall be eligible to be appointed to the office of President to fill a vacancy, however the current Chairman of the Board shall serve as an interim President for no longer than thirty (30) days until such time as a special election can be held. In the case of the death or resignation of the President subsequent to the election of a new President, the President-Elect shall immediately assume the office of President. Such appointment shall fill the unexpired term created by the vacancy. An appointed President may be allowed to run for another term of office in the fiscal year following his appointment.

In case of a vacancy created by the death or resignation of a Vice President, the Board of Directors shall elect a new Vice President. A nominee for this office shall have served at least one (1) full year on the Board of Directors as a voting member. Such an appointment shall fill the unexpired term of the vacancy. An appointed Vice President may be allowed to run and fill a consecutive term of office in the fiscal year following his appointment. In the event of a vacancy created by the addition of a Vice Presidential position, such position will be filled by election at the next following regular chapter election only and not by appointment.

Section 2. Directors. In the event of a vacancy on the Board of Directors, created by death, resignation or the creation of an additional elected position, such a vacancy shall be filled by an active member in good standing, who shall possess the same qualifications as required by the office to be filled, at the time of his election. A majority vote of the Board of Directors present will be required for appointment to fill a vacancy. Such an appointment shall be held at the next regular Board of Directors meeting after a vacancy occurs.

If a vacancy is created leaving an unexpired term of more than one (1) year, such vacancy shall be filled by an appointment for the balance of that fiscal year only. A previously appointed Director may be allowed to run for a full consecutive two (2) year term in the fiscal year following his appointment.

ARTICLE VII

Government and Control

Section 1. Government. The Board of Directors shall have the responsibility and control of the property and management of the organizations, subject to the will of the membership.

Section 2. Committees. The Board of Directors shall determine the committees, except as herein otherwise provided for, deemed proper and necessary to fulfill the objects and purposes of the organization.

Section 3. Authorization of payment of Obligations. All checks must be signed by either the Chairman of the Board, the President, the Treasurer or other authorized signatories, provided that each is bonded, and all bills are approved by the appropriate chairman, officer, or chairman's designate. All bills in excess of approved budgets must be individually approved for payment by the Board of Directors in accordance with policy.

Section 4. Plan of Action. The Board of Directors, at a planning meeting to be designated by the President, shall approve and shall cause to be printed its Annual Plan of Action and Budget. The Plan of Action as approved by the Board of Directors shall be presented to the members for approval at a General Membership meeting no later than the February meeting. The Planning Director shall mail a printed copy of the proposed budget and projects to the membership no later than seven (7) days prior to the meeting at which it is to be approved, and make the Plan of Action available no later than seven (7) days prior to the meeting.

Section 5. Long Range Planning Committee.

- (a) Within thirty (30) days of his appointment, the Director of Chapter Planning shall appoint the Chapter Planning Committee. The makeup of this committee shall consist of the Director, Chairman of the Board, Legal Counsel, and two (2) members approved by the Board of Directors who are not currently members of the Board of Directors, one with greater than and one with less than fifteen (15) months of membership in the Grand Rapids Jaycees at the time of their appointment. If an appointed non-board member is unable or refuses to continue on the committee, the Director shall appoint, with the approval of the Board of Directors, a member with the proper qualifications to fill the vacancy. The President or his representative may serve as an ex-officio member of the committee.
- (b) The purposes of the committee shall be as follows:
 - (1) To review the Policy and By-Laws of the Grand Rapids Jaycees.
 - (2) To review overall chapter planning and operations on both a current and long-range basis and update a rolling five year long range plan.
- (c) The Chapter Planning Committee is required to present its annual report at the October Board of Directors meeting. It will include proposals and/or motions for any changes to the Policy, By-laws or methods of operations for the Chapter and the updated Long Range Plan. The Board of Directors shall review the annual report and act upon the proposals and/or motions presented by the committee. The committee may also make proposals and/or motions at any other time during the year.
- (d) Each year after the elections, all members of the incoming Board of Directors shall be presented with a copy of the long-range plan, bylaws, policy and chapter plan by the annual Planning Meeting. It will then be the responsibility of the appropriate portfolio to review the annual report and to give consideration to the goals of the annual report when developing its programs.

ARTICLE VIII

Fiscal Year and Audit

Section 1. Fiscal Year. The fiscal year of this organization shall begin on January 1 and shall close on December 31 in accordance with the U.S. Jaycees.

Section 2. Annual Audit. The Chairman of the Board shall appoint, with the approval of the Board of Directors, a qualified member in good standing who was not a member of the Board of Directors during the immediately preceding fiscal year, to serve as chairman of an Audit Committee.

- (a) The chairman shall appoint as many additional committee members, but not members of or advisors to the Board of Directors during the immediately preceding fiscal year, as he deems necessary.
- (b) This committee shall conduct a review of the statement of cash receipts and disbursements (including general accounting controls, dues accounting and bond placements) for the year ending December 31. The report of the Audit committee shall be presented to the Board of Directors no later than the Board of Directors meeting in June following the chairman's appointment. The Board of Directors shall either approve the Audit Committee Report or require an independent audit of chapter records.

Any project of the organization ending after December 31 but before March 31 which was initiated and budgeted by the prior administration for financial statement purposes can be included in and made a part of the December 31 financial statements.

The chairman of the Audit Committee is charged additionally with the responsibility of determining that the Treasurer responsible for the year ended on the December 31 under examination has filed all necessary government reports.

ARTICLE IX

Amendment, Definition and Clarification of By-Laws

Section 1. Amendment. These bylaws may be amended as follows:

- (a) Proposal. An amendment may be proposed by either (i) the Planning Committee or (ii) by written petition of at least ten (10) chapter members in good standing.
- (b) Review. Any proposed amendment must be presented in writing to the Executive Committee and to the Board of Directors at least thirty (30) days prior to the General Membership Meeting at which it will be voted upon. The Board of Directors shall act upon the proposal by adopting a recommendation to the membership concerning ratification of the amendment.

- (c) Submission. All proposed amendments shall be submitted to the membership at a regular (or special) membership meeting. A proposed amendment may not be submitted for a vote unless written notice of the proposed amendment has been mailed to the last known address of each member at least seven (7) days prior to the date of such meeting. Such notice may be contained in the monthly newsletter or other regular mailing, provided the seven (7) day notice requirement is met.
- (d) Adoption. A proposed amendment is adopted if approved by a two-thirds (2/3) vote of the members in good standing present and voting.

Section 2. Clarification. The Board of Directors has adopted a Chapter policy for the purpose of clarifying these By-laws and insuring the continuation of the traditions and philosophies of the Grand Rapids Jaycees. Policy may be adopted or amended by 2/3 vote of the Board of Directors.

Section 3. Definitions.

- (a) Use of the word "shall" in these By-laws shall be construed to refer to mandatory action.
- (b) In the By-laws, the use of words of the masculine gender shall include the feminine gender as appropriate, and the use of words of the neuter gender shall include the feminine or masculine gender, or both, as appropriate.
- (c) Notice Requirements. Unless otherwise provided in these bylaws, any notice requirement for which ordinary first class mail is sufficient may be satisfied by inclusion of the notice in the monthly newsletter or regular mailing. However, any time requirement contained in the particular bylaw provision involved must still be satisfied.
- (d) Primary member. An active member as defined by the President.