

BYLAWS OF
JUNIOR CHAMBER OF COMMERCE OF PHOENIXVILLE, INC

ARTICLE I – GENERAL INFORMATION

Section 1 – Name: The name of the organization shall be the **Junior Chamber of Commerce of Phoenixville, Inc. or Phoenixville Jaycees**. It shall be a nonprofit organization incorporated under the laws of the Commonwealth of Pennsylvania.

Section 2 – Physical Address: 8 Gay Street, Phoenixville, PA 19460

Section 3 – Mailing Address: P.O. Box 416, Phoenixville, PA 19460

ARTICLE II – MISSION, PURPOSE, AND CREED

Section 1 – Mission: To provide development opportunities that empower young people to create positive change.

Section 2 – Purpose: This organization shall be a nonprofit 501(c)4, organized for such educational and charitable purposes as will promote and foster the civic growth and development of young persons' in Phoenixville, Pennsylvania.

The purposes of the Phoenixville Jaycees shall be:

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 social economic development in the community
5. Furtherance of understanding, goodwill and cooperation among all peoples

Section 3 – 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."

Section 4 – Pillars:

Self: The Phoenixville Jaycees PROVIDE me the opportunity for personal and professional developmental through SERVICE

Community: The Phoenixville Jaycees make it EASY for me to have a meaningful and lasting impact on the COMMUNITY

Chapter: The Phoenixville Jaycees CONNECT me to a NETWORK of people who want to contribute in a MEANINGFUL and LASTING way to our COMMUNITY

Organization: The Phoenixville Jaycees CREATE the COMMUNITY WE ENVISION; Locally (Chapter and State), Nationally (JCI USA), and Internationally (JCI)

ARTICLE III – AFFILIATIONS

Section 1 – Restrictive Use: The use of the name, initials and emblem of Phoenixville Jaycees shall be restricted to properly affiliated members of the Phoenixville Jaycees Chapter and shall not be used by others without the written consent of the President.

Section 2 – Political Affiliations: This Corporation shall be nonpartisan, non-sectional, and nonsectarian, and shall wholly abstain from any political affiliation or endorsements of candidates for public office.

Section 3 – Junior Chamber and Junior Chamber International Affiliation: This Corporation shall be affiliated with the United States Junior Chamber and Junior Chamber International (JCI). It shall be subject to the constitution, by-laws, and policy of those corporations in so far as they prescribe and affect classifications of those bodies and are not in conflict with the Phoenixville Jaycees Bylaws and the Constitution, laws and regulations of the United States and of the Commonwealth of Pennsylvania.

ARTICLE IV – MEMBERSHIP

Section 1 – Eligibility for membership: Application for voting membership shall be open to any persons ages 18-40 years old that supports the mission, purpose, creed and pillars outlined in Article II. Membership shall continue until the end of the calendar year in which a person reaches the age of 40, the Immediate Past President, may serve on the Board of Directors immediately following their presidency, regardless of age. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Board of Directors.

Section 2 – Annual dues: **The amount required for annual dues shall be \$50 each year**, unless increased by a majority vote of the members at an annual meeting of the full membership. Membership dues maybe waived or decreased if: 1) the financial stability of the chapter will allow for it and 2) upon a majority vote of the Executive Committee. Additionally, the Executive Committee may elect to offer a reduction or elimination of a members dues following specific criteria, for example the attendance at events or volunteer opportunities. The criteria must be uniformly set by the board and published to the membership at the start of the calendar year, criteria must be reasonable and all members must be eligible for these reductions.

Section 3 – Rights of members: Each member shall be eligible to cast one vote.

Section 4 – Resignation and termination: Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership suspended or terminated by a majority vote of the Board of Directors, however a two-thirds majority vote of the full membership may overturn the board of directors' decision.

Section 5 – Phoenixville Jaycees Foundation: All Phoenixville Jaycees meetings and events shall be open to the members of the Phoenixville Jaycees Foundation. Foundation members are welcome to attend meetings and may provide input, but are prohibited from making motions or voting unless they are also a member of the Phoenixville Jaycees.

Section 5 – Non-voting membership: The Executive Committee shall have the authority to establish and define non-voting categories of membership.

ARTICLE V – MEETINGS OF MEMBERS

Section 1 – Regular meetings: Regular meetings of the members shall be held at seven o'clock pm on the second Thursday of each month, at 8 Gay Street, Phoenixville, Pennsylvania. The meeting chair may designate another date, time and location if proper notice has been given to the membership as outlined in Section 4 below.

Section 2 – Annual meetings: An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect Officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3 – Special meetings: Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 – Notice of meetings: Notice of meetings shall be provided to each voting member, by electronic mail or text message, not less than two weeks prior to the meeting.

Section 5 – Quorum: In order constitute a quorum at least twenty five percent of all voting members must be present and the meeting must have been properly announced.

Section 6 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 7 – Virtual and Telephonic Meetings: Any member may participate in a regular, annual or special meeting by, or conduct the meeting through, use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting. If a member wishes to participate in any meeting through this manner, they must alert the secretary at least forty eight hours in advance.

Section 8 – Action without meeting: For the purpose of taking action without a meeting, solicitation via electronic balloting and voting shall be permitted. Electronic Mail or Text shall be initiated for the electronic distribution of ballots and all related materials for consideration by the voting members. Members shall be permitted to cast their votes electronically in response to the distributed ballots. The deadline for receipt of such electronic votes cast by the members shall be no less than one week from the date of mailing of the balloting materials.

Section 9 – Silence as acceptance: Provided the proper notification periods have been observed any unresponsive or silent member's vote shall constitute acceptance of the majorities' decision.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The Board of Directors is responsible for overall policy and direction of the Phoenixville Jaycees, and delegates responsibility of operations and events to committees. The board shall no fewer than 8 members. The board receives no compensation other than the reimbursement of reasonable expenses incurred while acting on behalf of the Phoenixville Jaycees.

Section 2 – Terms: All board members shall serve two-year terms, but are eligible for re-election for up to two consecutive terms for a particular office.

Section 3 – Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member receive electronic mail or text message notice at least two weeks in advance.

Section 4 – Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 – Election procedures: An Election Committee shall be responsible for soliciting nominations and drafting a slate of prospective board members representing the Phoenixville Jaycees diverse constituency two months before the Annual Meeting where an election is held. In addition, any chapter member can nominate a candidate to the slate of nominees. All chapter members will be eligible to vote. All offices are elected with the exception of the Immediate Past President.

Section 6 – Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 – Officers and Duties: There shall be at least eight officers of the board, consisting of a President, Immediate Past President, Vice-President of Operations, Vice-President of Membership, Vice President of Recruitment, Vice-President of Marketing, Secretary and Treasurer. Their duties are as follows:

President:

- The President shall be ultimately responsible for the effective operation of the Phoenixville Jaycees Chapter
- The President, or his or her designee, shall serve as the official representative of the Phoenixville Jaycees in all matters

- The President shall serve as the chair for all Board of Directors meetings
- The President, shall regularly report, at membership meetings, on matters affecting the Chapter
- The President shall have the power to create roles and appoint members to the Board of Directors and select members to serve on boards or committees within the community, any appointments made by the President may be removed by a three-fourths vote by the Board of Directors
- The President shall have the power to create ad-hoc committees
- The President shall cast the deciding vote in the case of a tie
- The President, shall have the authority to interpret the Bylaws and Roberts Rules of Order on any and all matters. The membership may overrule a President's interpretation with a three-fourths majority vote of the full membership
- The President, shall have the power to bestow lifetime and honorary memberships to the chapter and issues citations on behalf of the Phoenixville Jaycees
- The President shall serve as the Vice President of the Phoenixville Jaycees Foundation
- The President's shall authorize all checks and payments made by the Phoenixville Jaycees
- The Presidential Line of Succession is as follows; Vice President of Operations, Vice President of Membership, Vice President of Recruitment, Vice President of Marketing, Secretary, Treasurer and Immediate Past President

Vice President of Operations:

- The Vice President of Operations shall assist the President in the execution of his/her duties.
- In the absence of the President, the Vice President of Operations shall fulfill the President's responsibilities
- The Vice President of Operations shall serve as the chair of Phoenixville Jaycees regular and annual meetings
- The Vice President of Operations shall set the agenda for each meeting
- The Vice President of Operations shall oversee all other Vice Presidents to ensure the effective administration of the Phoenixville Jaycees
- Other duties as assigned by the President and Board of Directors

Vice President of Membership:

- The Vice President of Membership is ultimately responsible for planning, organizing and directing a program that ensures individual member retention and growth in the chapter
- The Vice President of Membership is responsible for insuring that all members are completing their passport to civic leadership
- The Vice President of Membership is responsible for keeping up to date chapter rosters and contact information
- The Vice President of Membership is responsible for insuring training opportunities for the chapter and participation in state and national meetings
- The Vice President of Membership is responsible for ensuring there is a Jaycee representative at community events and meetings to increase membership and knowledge of our organization, i.e. chamber of commerce meetings, borough council meetings, PABA meetings, State Jaycees meetings (if possible).
- Other duties as assigned by the President and Board of Directors

Vice President of Recruitment:

- The Vice President of Recruitment drives the quantity and quality of the chapter's membership
- The Vice President of Recruitment is responsible for organizing and executing a year round recruitment strategy for the chapter
The Vice President of Recruitment is responsible for aligning the chapter under a shared recruitment goal and vision
- The Vice President for Recruitment is responsible for training members on recruitment skills
- Other duties as assigned by the President and Board of Directors

Vice President of Marketing:

- The Vice President of Marketing works closely with the chapter to promote all chapter events externally through press releases to all media outlets, including television, radio, and print
- The Vice President of Marketing works with state and national Junior Chamber organization to promote Junior Chamber programs
- The Vice President of Marketing ensures that photos and publication information from each event is archived for the chapter's historical records.
- The Vice President of Marketing ensures all chapter publications are updated and maintained, i.e. Facebook, website, printed materials, newspapers, community calendars.
- Other duties as assigned by the President and Board of Directors

Secretary

- The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings
- The Secretary shall be responsible for sending out meeting announcements and distributing copies of minutes and the agenda to each member
- The Secretary shall assure that corporate records are properly maintained
- The Secretary shall manage the chapter's content management software and work with the Vice President of Membership to insure all contact information is up to date
- Other duties as assigned by the President and Board of Directors

Treasurer

- The Treasurer shall chair the Finance Committee
- The Treasurer shall be responsible for the preparation of the annual budget
- The Treasurer shall develop all fundraising and sponsorship initiatives
- The Treasurer shall make all financial information available to chapter members upon request
- The Treasurer is responsible for paying all chapter bills within a reasonable time frame (30 days)
- The Treasurer should coordinate the chapter dues billing system and ensure annual dues are paid to State and National Jaycees.
- The Treasurer is to prepare and file annual taxes.
- The Treasurer is to maintain Bank records, reconciling of monthly bank statements and provide a financial update at each meeting

- The Treasurer is to assist committee chairpersons with the development and maintenance of event budgets
- The Treasurer, along with the President, must authorize all checks and payments made by the Phoenixville Jaycees
- Other duties as assigned by the President and Board of Directors

Immediate Past President

- Following a term of office the chapter President will serve on the Board of Directors as the Immediate Past President
- The Immediate Past President is responsible for providing continuity and advice to the Board of Directors
- Other duties as assigned by the President and Board of Directors

Section 8 — Vacancies: When a vacancy on the board exists, the President may appoint a member to fill the vacancy. If the vacancy is for the Office of President, the Vice President of Operations shall assume the Office of President. Any vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation and termination: Resignation from the board must be in writing and received by the Secretary. A board member may be removed for any reason by a three-fourths vote of the full membership.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out via electronic mail or text message by the secretary to each board member at least two weeks in advance.

Section 11 — Action without meeting: For the purpose of taking action without a meeting, solicitation via electronic balloting and voting shall be permitted. Electronic Mail or Text shall be initiated for the electronic distribution of ballots and all related materials for consideration by the Board of Directors. Directors shall be permitted to cast their votes electronically in response to the distributed ballots. The deadline for receipt of such electronic votes cast by the directors shall be no less than 24 hours from the date of mailing of the balloting materials.

Section 12 — Silence as acceptance: Provided the proper notification periods have been observed any unresponsive or silent board member's vote shall constitute acceptance of the majorities' decision.

ARTICLE VII - COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, etc. The President appoints all committee chairs.

Section 2 — Executive Committee: The President, Vice President of Operations, Secretary and Treasurer serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board

of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee, which includes two other members who are not on the Executive Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization shall be made available to the membership and board members upon request.

Section 4 – Election Committee: The Election Committee shall convene during the June General Membership meeting during even numbered years. The committee shall include three members who are nominated at the June General Membership Meeting. After nominations, each member will be given three votes, the top three vote earners will become the Election Committee. The committee will then appoint a chairperson. All voting members with the exception of the President or any member seeking the office of President are eligible for a seat on the Election Committee. The Election Committee, must remain unbiased and is responsible for publicizing and soliciting members to fill the ballot for the upcoming election.

Election Guidelines

1. *Election Date:* October Annual Membership Meeting during even numbered years.
2. *Assumption of Office:* Elected officers will assume their offices the First day of January in the year proceeding the election.
3. *Qualifications for Elected Officer:* Any voting member in good standing who has attended at least three general membership meetings is eligible for an office role with the exception of President.
4. *Qualifications for Elected President:* Any voting member in good standing who has attended at least six general membership meetings is eligible for the office of President.
5. *Process:* The Election Committee is responsible for developing the ballot and publishing the ballot to all voting members fourteen days prior to the Annual Meeting where elections are to take place. The Chairperson of the Elections Committee will be responsible for running the elections. The officers will be elected in the following order President, Vice-President of Operations, Treasurer, Secretary, Vice-President of Membership, Vice-President of Recruitment and Vice-President of Marketing. Each officer is elected by simple majority of voting members. Prior to the election of each officer, the Chair will do a call for final nominations, eligible members may only be placed on the ballot for one office, however they may continue running for office until they are elected, by entering the race when final nominations are called.
6. *Absentee Ballots:* Voting members may submit their votes for officers via email, provided they are received by the Chair of the Election Committee no later than twenty four hours prior to the start time of the Annual Meeting.
7. *Virtual and Telephonic Meetings:* Any member may participate in a regular, annual or special meeting by, or conduct the meeting through, use of any means of communication by which

- all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting. If a member wishes to participate in any meeting through this manner, they must alert the secretary at least forty eight hours in advance. For the purpose of Voting a member may submit their votes in real time, via any method deemed appropriate by the Election Committee, provided that the method be accessible to all voting members and the member in question is able to simultaneously hear the meeting.
8. *Appeals:* Any Officer's election maybe contested or appealed within thirty days of the Annual Meeting, provided that a petition containing two thirds of the full voting membership be submitted to the President and Chair of the Elections Committee. During an appeal the Election Committee will reconvene to develop an expedited election process until a suitable candidate is elected.
 9. *Removal from the Elections Committee:* Any member maybe removed from the elections committee if a petition containing two-thirds of the full voting membership is received by the President and Chair of the Elections Committee. If an Elections Committee Member is removed the Executive Committee will appoint a replacement.

ARTICLE VIII – Parliamentary Authority

Section 1 – Robert's Rules of Order: The rules contained in Robert's Rules of Order, Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the bylaws or the special rules of order of the organization.

Section 2 – Interpretation: The President, shall have the authority to interpret Robert's Rules of Order and Bylaws on any and all matters. The membership may overrule the President's interpretation with a three-fourths majority vote of the full membership.

ARTICLE VIII – AMENDMENTS

Section 1 – Amendments: These bylaws maybe amended when necessary by three-fourths majority of the board of directors. The proposed amendment must then be submitted to the full voting membership who may overturn the decision of the Board of Directors with a two-thirds majority vote of members present at a membership meeting. Proposed amendments must be submitted to the Secretary to be sent out, to the full membership, at least thirty days prior to the meeting when the proposed amendments will be voted upon.

CERTIFICATION

In accordance with the previous bylaws amendment process, these bylaws were approved at the Annual meeting of the full membership, on October 8, 2015, by a two-thirds vote of the General Assembly members present and voting at the Annual Meeting. Written notice was given to each member thirty days prior to the date the meeting was to be held.

Pedro Urscheler

55th President of the Phoenixville Jaycees

Date

Timothy Parlapiano

Vice-President of Individual Development

Date

Russell Richards

Vice-President of Recruitment

Date

Darren Exley

53rd President and Vice-President of Marketing

Date

Jacqui Crabtree

Secretary

Date

Rey Rodriquez

Treasurer

Date