



THE UNITED STATES JUNIOR CHAMBER®
SUGGESTED LOCAL CONSTITUTION
(Or General Format for Articles of Incorporation)

ARTICLE I - NAME

Section 1: The name of this organization shall be (your chapter) Junior Chamber.

Section 2: The principal office of the organization shall be located in (local county) county, State of (name), at (address), or at such other location in said county to be determined at the discretion of the President.

ARTICLE II - AFFILIATION

This organization shall be and hereby is affiliated with the (State) Junior Chamber, The United States Junior Chamber, Junior Chamber International, and is subject to the Constitution and Bylaws of these bodies insofar as they affect and prescribe the function of the local Junior Chamber chapter.

ARTICLE III - PURPOSE

The purpose of this organization shall be:

A: to provide young persons (constituting its membership) leadership training, and to instill civic consciousness to better their usefulness as citizens, and

B: Civic service, through the organized efforts of the young persons of the community, to promote the welfare of the community and its citizens through active, constructive projects.

ARTICLE IV - MEMBERSHIP

Any young person of good character is eligible for active membership in this organization with full privileges thereof.

ARTICLE V - GOVERNMENT

Section 1: The government of this organization shall be vested in a Board of Directors consisting of the officers, the immediate Past President, and not more than nine (9) other members. Said officers shall be President, Individual Development Vice President, Community Development Vice President, Management Development Vice President, Secretary, and Treasurer.

Section 2: The officers and directors of this organization shall be elected in the manner prescribed by the Bylaws and shall hold office for a period of one (1) year or until their successors are duly elected and charged.

ARTICLE VI - AMENDMENT

This Constitution may be amended by a three-quarters (3/4) vote of the members present at any regular or special meeting, provided that written notice of the proposed amendment has been mailed to the last known address of each member at least ten (10) days prior to the date of such meeting.

ARTICLES OF INCORPORATION

Most chapters elect to become legal corporations, either at the time they are affiliated, or shortly thereafter. A chapter that has become a corporation is an artificial legal entity composed of individual members, but considered to have its own existence apart from its members for purposes of organization, operations, liability, longevity, holding property, and so forth.

Incorporation as a non-profit association has most of the advantages of incorporation of a business enterprise. It eliminates the personal liability of members, establishes continuity, creates psychological stature, and makes available laws and guidelines concerning the formation and administration of the organization.

Incorporation protects chapter members from personal liability for chapter obligations. The maximum liability of an incorporated chapter for contract claims, and for personal injury or property damage claims, will generally be limited to the amount of the assets of the chapter. An incorporated chapter can sue and be sued in its corporate name; an unincorporated group usually must go into court or be brought into court in the names of all of its members. Also, obtaining insurance may be more difficult for an unincorporated chapter. An incorporated chapter allows for precise determination of authority for chapter organization and operation.

An incorporated chapter must observe various organization and operational requirements set up by state law. Also, annual meetings must be held, minutes must be kept, and annual reports must be filed in most states. No requirements can affect voting, notice of meeting, termination of membership, and other matters.

At the time of incorporation, a chapter should prepare the necessary documentation and make a submission to the Internal Revenue Service for a determination of federal income tax-exempt status (501 © 3). Any income received by an organization, whether incorporated or not, is taxable under IRS laws. A group exemption is available from the U. S. Junior Chamber, but a chapter must file special forms with The U.S. Junior Chamber to obtain this exemption.

Complying with state law procedures for amending the Articles of Incorporation is often a cumbersome process. Therefore, a chapter's Articles should contain accurate, but minimal statements of the purposes, powers, and other aspects of the chapter as required by state law. Items that are not essential to the Articles of Incorporation can be included in the Bylaws.

Because incorporation of your chapter is a legal procedure, counsel experienced in association matters should be consulted at each step of the incorporation process and particularly when chapter incorporation documents are drafted. The process, and items required, varies from state to state. Attached is a sample copy of a constitution from which information pertinent to incorporation can be obtained and which should be used until your chapter establishes incorporation in your state.

CHAPTER BYLAWS

FIRST AND FOREMOST...Submit your chapter's Bylaws to The U.S. Junior Chamber. Bylaws must be received within thirty (30) days after your chapter has been submitted to the U.S. Junior Chamber.

On the next few pages, a fill-in-the-blank version of a typical set of chapter Bylaws is provided for you. You may use this document or you may draft your own version; however, the Bylaws that your chapter approves will be the single most important document your chapter possesses. Please take the time to ensure that it is prepared with the attention it requires.

While most policies, procedures, projects, and programs are at the discretion of the local Junior Chamber chapter, there are certain requirements that MUST be in compliance with the Bylaws and Policies of The United States Junior Chamber. Listed below are the particular sections that must be included in your chapter's Bylaws in order to become and affiliated local Junior Chamber chapter.

REQUIRED CLAUSES

Article II - Affiliation

This organization shall be and hereby is affiliated with the (State) Junior Chamber, The United States Junior Chamber, and Junior Chamber International, and is subject to the Bylaws and Policies of these bodies, insofar as they affect and prescribe the function of local Junior Chamber chapters.

Article IV - Membership

Section 1: Any young person of good character between the ages of twenty-one (21) and thirty-nine (39), both inclusive, is eligible for active membership in this organization with full privileges thereof.

Section 2: Active membership shall cease on the member's Anniversary Date following his or her 40th birthday.

Article VII - Election

Section 1: Officers and Directors shall assume their duties on January 1, ____, which shall begin this organization's fiscal year.

SAMPLE CHAPTER BYLAWS

Article I - Name

Section 1: The name of this organization shall be: _____

Section 2: The principle office of the organization shall be located in:
_____ County, _____ State,

and at this address: _____
or at such other location in said county to be determined at the discretion of the President.

Article II - Affiliation

This organization shall be and hereby is affiliated with the _____ (State) Junior Chamber, The United States Junior Chamber, Junior Chamber International, and is subject to the Bylaws and Policies of these bodies insofar as they affect and prescribe the function of local Junior Chamber chapters.

Article III - Purpose

The purpose of this organization shall be:

- A. To provide young persons, constituting its membership, training in leadership and to instill civic consciousness to better their usefulness as citizens and ,
- B. Civic service through the organized efforts of the young persons of the community to promote the welfare of the community and its citizens through active, constructive projects.

Article IV - Membership

Section 1: Any young person of good character between the ages of twenty-one (21) and thirty-nine (39), both inclusive, is eligible for active membership in this organization with full privileges thereof.

Section 2: All applications for membership must be in writing and sponsored by a member in good standing. Applications must be accepted by a majority vote of the Board of Directors.

Section 3: Active membership shall cease on the member's Anniversary Date following his or her 40th birthday.

Article V- Dues

Section 1: The individual member's Anniversary Dues Date shall be the month in which the member's original dues for membership are submitted to the _____ (State) Junior Chamber.

Section 2: The annual dues for regular members of this organization shall be: _____ dollars. The total amount payable on the individual member's Anniversary Date, which is on record with The U.S. Junior Chamber.

Article VI - Government

Section 1: The government of this organization shall be vested in a board of Directors consisting of the officers, the immediate Past President, all members who are state officers, and not more than nine (9) other members. Said officers shall be President, Individual Development Vice President, Community Development Vice President, Management Development Vice President, Secretary, and Treasurer. Said state officers shall be ex-officio members, and shall be subject to the will of the membership.

Section 2: The Board of Directors shall have control of the property and management of the organization, subject to the will of the membership. Funds of the organization shall be withdrawn from the bank or banks with which they

are on deposit by the joint signature of the President and the Treasurer.

Section 3: The members of the Board of Directors, those who are neither officers nor ex-officio members, shall be elected according to the number of active members and shall hold office for a period of one (1) year, or until their successors are duly elected and charged. Three (3) members shall be elected if the active membership is fifty (50) or less. One additional member shall be elected for each twenty-five (25) or fraction thereafter, to a maximum of nine (9) members. A vacancy shall be filled only if the number of active members qualifies that the vacancy exists.

Section 4: A vacancy on the Board of Directors, or in any office, shall be filled by vote of the Board of Directors. Such appointee to serve until the next regular election.

Section 5: The Board of Directors shall elect from its membership a State Director who shall be the organization's secondary representative on the Board of Directors of the State Junior Chamber.

Article VII - Elections

Section 1: Not less than thirty (30) days prior to the annual election, the President shall appoint, with the approval of the Board of Directors, a nominating committee of not less than five (5) members.

Section 2: The nominating committee shall decide upon the names of candidates for election and shall make written recommendations to candidates for election and shall make written recommendations to the members not less than ten (10) days prior to the annual election.

Section 3: No member of the nominating committee shall be eligible to any office by action of the nominating committee.

Section 4: The nomination committee shall elect nominees for each expiring directorship and officership to serve for one (1) year. No officer shall be eligible for the same office two (2) consecutive terms.

Section 5: Additional names may be placed in nomination at the time of balloting providing eight (8) members, or then (10) percent of the members of the organization, whichever is greater, sign a petition requesting another name to be added.

Section 6: At the annual election, there shall be elected, in order, a President, Management Development Vice President, Individual Development Vice President, Community Development Vice President, a Treasurer, and Secretary, all of whom shall constitute the officers of the organization. To complete the Board of Directors, there shall be elected Directors as required in Article VI, Section 3.

Section 7: Officers and directors shall assume their duties on January 1, _____, which shall begin this organization's fiscal year.

Article VIII - Meetings

Section 1: The annual election meeting of the organization shall be held in November of each year, and notice of such meeting shall be mailed to each member at the last known address at least ten (10) days prior thereto.

Section 2: The organization shall hold a business meeting at least once a month, Twenty-five (25) percent of the membership shall constitute a quorum.

Section 3: Meetings of the Board of Directors shall be held at prearranged dates or at the call of the President. At all meetings of the Board of Directors, a majority shall constitute a quorum.

Section 4: Special meetings of membership or of the Board of Directors shall be called by the President or by the Secretary at the request of at least four (4) members of the Board of Directors.

Article IX - Duties of Officers

Section 1: The President, as Chief Officer of the organization, shall supervise the organization's affairs and activities and shall make an annual report thereon to the members. The President shall be the organization's primary representative of the Board of Directors of the State Junior Chamber Organization.

Section 2: The Management Development Vice President, who shall preside at membership and Board of Directors' meetings in the absence of the President, shall also work with the President on such affairs of the organization as membership, finances, and public relations.

Section 3: The Individual Development and Community Development Vice Presidents shall work with the President on such affairs of the organization as the programs/projects for personal development of the individual members and for the programs/projects for community involvement, respectively. The Individual Development Vice President shall preside at membership and Board of Directors' meetings in the absence of the President and Management Development Vice President. The Community Development Vice President will preside in the absence of the above mentioned officers.

Section 4: The Secretary shall give notice of all regular and special meetings and shall keep a permanent record of the minutes of such meetings. The Secretary shall be custodian of all official records of the organization.

Section 5: The Treasurer shall issue notices of dues payable and be responsible for the collections thereof, keep the books of the organization. The Treasurer shall prepare a report for audit by his or her successor.

Article X - Committees

Section 1: The Board of Directors shall determine the committees deemed proper and necessary to fulfill the object and purpose of the organization.

Section 2: The President, subject to the approval of the Board of Directors, shall appoint all committee Chairpersons.

Section 3: The President and the appropriate Vice Presidents shall be ex-officio members of all committees.

Article XI - Amendment

These Bylaws may be amended by a three-quarters (3/4) vote of the members present at any regular or special meeting, provided that written notice of the proposed amendment has been mailed to the last known address of each member at least ten (10) days prior to the date of such meeting.

Article XII- Authority to Bind

No member of this organization shall contract for or incur any debt or enter into any agreement or otherwise obligate this organization except by authorization of the Board of Directors or the membership

Article XIII - Rules of Order

Robert's Rules of Order shall govern the proceedings of all meetings of the organization and its constituent parts except as provided in these Bylaws.

Article XIV - Delegations

Delegations of 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.

Article XV - Removal from Office

Any officer or director may be removed from office as a result of failure to fulfill the duties of said office or for conduct detrimental to the best interests 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 Board of Directors or by two-thirds (2/3) of the active membership.
2. The Secretary shall notify each member at least twenty (20) days before the question is placed on a general membership meeting agenda.
3. Said officer or director shall be permitted written notice of the charge five (5) days before the question is to be placed on a general membership meeting agenda.
4. The petitioners shall present their case first, said officer or director shall be heard second, and the vote shall be taken third. Two-thirds (2/3) of those voting shall be necessary to remove said officer or director from office. A quorum must be present at this meeting. Should said officer be the Secretary, the Treasurer shall receive and distribute the petition. Should said officer be 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 XVI - Policy

A written policy shall be established which shall state the rules pertaining to the adoption of programs, duties of officers and directors, and other matters of concern to the organization.