

Ohio Jaycees Charitable and Education Fund

dba

(JCI Ohio C & E Fund)

Bylaws & Policies

Adopted: June 1, 1994

Ratified: January 27, 1994

Revised: July 11, 1999; May 21, 2006; May 27, 2019

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Article I

NAME, LOCATION, PURPOSE

Bylaw 1.1 Name

This Corporation shall be known as THE OHIO JAYCEES CHARITABLE AND EDUCATIONAL FUND dba JCI OHIO C & E Fund.

Bylaw 1.2 Location

The place in Ohio where the principal office of the corporation is located is in the same location as JCI Ohios dba JCI Ohio.

Bylaw 1.3 Purpose

The Corporation is formed for charitable and educational purposes within the meaning of and to the fullest extent permitted by section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any corresponding provision of the future Federal internal revenue law of similar tenor or effect (Internal Revenue Code), including but not limited to the following:

- (a) To do all acts to advance charity, religion, education and science as are allowed to exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
- (b) To advance the development of communities within the state of Ohio through the improvement of relations among the various members of the community. To protect the safety of the citizens of Ohio through programs dealing with crime prevention, community health, and community safety.
- (c) To foster and protect the environment for the citizens of Ohio, the health of the individual members, and the development and education of the mentally challenged or special needs.
- (d) To foster and encourage the rehabilitation of individuals presently in the correctional institutions.
- (e) To work through education of the public in the area of substance abuse.
- (f) To foster the development of youth through sports programs and educational programs.

No part of the net earnings, if any, of the corporation shall inure the benefit of, or be distributable to, any private individual or organization, as such, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article IV. The purposes of the corporation shall be subject to any further restriction or limitation that may from time to time be contained in the corporation's code of regulations. Notwithstanding any other provision of these articles, the corporation shall not have as a purpose any activity not permitted to be carried on: (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code: or (b) by a

corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

In carrying out the foregoing purposes, the corporation shall have the rights, authority, powers, and privileges granted to non-profit corporations formed under Chapter 1702 of the Ohio Revised Code (or any future statutes of like tenor or effect).

Bylaw 1.4 Members

The Corporation shall have no members. All voting and other rights, authority, powers, and privileges of or pertaining to the corporation that are conferred upon members of non-profit corporations formed under Chapter 1702 of the Ohio Revised Code (or any future statute of like tenor or effect) shall be vested in and exercisable by the trustees.

There shall be nine (9) trustees of the corporation, all of whom shall be considered for quorum purposes and all of whom shall have full voting rights.

Bylaw 1.5 Dissolution

Upon the dissolution or winding up of the corporation, the board of trustees shall comply with the provisions of section 1702.49 of the Ohio Revised Code (or any future statute of similar tenor or effect), and specifically, apply all remaining assets so far as may be feasible, towards carrying out any of the purposes of the corporation.

ARTICLE II

TRUSTEES

Bylaw 2.1 General Powers of Board of Trustees

The powers of the corporation shall be exercised, its business and affairs shall be conducted, and its purposes shall be carried out by the board of trustees. In exercising the foregoing powers and responsibilities, the board of trustees shall not take or permit any action inconsistent with the purpose of the corporation or the other provisions of the articles of incorporation or these regulations. Since there are no “members” of the corporation, in addition to discharging their rights and responsibilities as trustees, the board of trustees may exercise all other rights and responsibilities which would otherwise be exercised by “members” of such organization.

Bylaw 2.2 Number and Qualification of Trustees

The number of trustees shall be nine (9), all of whom shall be considered for quorum purposes and all of whom shall have full voting rights.

Bylaw 2.3 Compensation of Trustees

No trustee shall be entitled to any remuneration for services as trustee of the corporation. Reimbursement of expenses may be authorized by the Board of Trustees to pay reasonable expenses incurred for the furtherance of the purposes of this organization.

Bylaw 2.4 Term of Trustees

Unless a trustee earlier resigns, is removed as hereinafter provided, dies, or is adjudged mentally incompetent, each trustee shall hold office until his/her successor is elected or appointed and qualified. All trustees shall serve a term of three (3) years. Each year three of the trustees shall have their term of service completed.

Policy 2.4.1

Each year, not more than one (1) three year trustee elected shall be outside the age limits specified in the ByLaws of the JCI Ohios, nor shall less than two (2) three year trustees elected be within the said age limits.

Bylaw 2.5 Resignation of Trustees

Any trustee may resign by giving written notice to the board of trustees. Such resignations shall take effect at the time specified therein.

Bylaw 2.6 Removal of Trustees

Any trustee may be removed by the board of trustees at any meeting the notice (or waivers of notices) of which shall have been specified that such removal action was to be considered, and with 2/3 vote of those trustees in attendance, provided a quorum is in effect.

Policy 2.6

In the event that a trustee should have two consecutive, unexcused absences from any meetings called in accordance with Article IV, It shall be the responsibility of the Secretary to bring before the trustees, at the next meeting called in accordance with Article IV, a motion for removal of said trustee. Such motion will be exempt from the requirement specified in 2.6 that the trustee being considered for removal must be notified in advance of the meeting where such consideration shall take place.

Bylaw 2.7 Vacancies

A vacancy of a three year trustee in the board of trustees shall be filled by appointment of a new trustee by the board of trustees, subject to an affirmative majority vote, fill the unexpired term of that trustee. A vacancy of a one year trustee shall be filled by appointment of a new trustee as follows, subject to an affirmative majority vote of the board of trustees to fill the unexpired term of that trustee.

Bylaw 2.8 Approval of New Trustees

Three (3) trustees shall be elected at the C&E annual meeting (held during the JCI Ohio February Year End) from a list of up to six candidates submitted by the current President of JCI Ohio.

Policy 2.8.1

The balloting for the election of three year trustees shall be conducted in the following manner: Ballots shall be printed listing the names of all nominees. Each trustee present and eligible to vote shall cast his/her ballot voting for not more than three (3) nominees. The ballots shall be counted, and the three nominees receiving the most votes shall be elected subject to the following limitations. If more than one of the three trustees receiving the most votes is outside

the age restrictions specified in Policy 2.4.1, then only the one such nominee receiving the most votes shall be elected. The remaining trustee positions shall be filled from the nominees of Jaycee age in order of vote tally.

ARTICLE III

Officers

Bylaw 3.1 Number and Titles of Officers

The officers of the corporation shall be a chair, a vice-chair, a secretary, and a treasurer.

Policy 3.1

The chair shall be within the age limits specified in the bylaws of the JCI Ohios at the time of assuming office.

Bylaw 3.2 Additional Officers, Agents

In addition to the officers mentioned in 2.1, the corporation may have such other officers and agents as the board of trustees may deem necessary and may appoint, each of whom shall hold office for such period have such authority, and perform such duties as may, from time to time, be determined by the board. The board of trustees may delegate to any officer the power to appoint any subordinate officers or agents. In the absence of any officer, or for any reason the board of trustees may deem sufficient, the board of trustees may delegate for the time being, the powers and duties, or any of them, of such officer to any other officer, or to any trustee.

Bylaw 3.3 Removal of Officers

Any officer may be removed by the board of trustees at any meeting the notice (or waivers of notices) of which shall have specified that such removal action was to be considered. Any officer appointed by an officer to whom the board shall have delegated the power of appointment, may be removed by the superior officer (including successors) who made the appointment, or by any officer upon whom such power of removal may be conferred by the board of trustees.

Policy 3.3

In the event that an officer shall have two (2) consecutive, unexcused absences from any meetings called in accordance with Article IV, it shall be the responsibility of the secretary to bring before the trustees, at the next meeting called in accordance with Article IV, a motion for removal of said officer. Such motion will be exempt from the requirement specified in bylaw 1.6 that the trustee being considered for removal must be notified in advance of the meeting where such consideration shall take place.

Bylaw 3.4 Resignations of Officers

Any officer may resign at any time by giving written notice to the board. Any such resignations shall take effect at the time specified therein.

Bylaw 3.5 Vacancies in Office

Any vacancies in any office shall be filled by the board of trustees by election with an affirmative majority vote, to fill the unexpired term.

Bylaw 3.6 Powers, Authority, and Duties of Officers

Officers of the corporation shall have the powers and authority conferred and the duties prescribed by law and these regulations, plus any specified by the board of trustees. The duties and powers shall also be such as are by general usage indicated by the title of the respective office.

Bylaw 3.7 Election of Officers

Election of the officers noted in 3.1 shall take place at the C&E annual meeting and shall be by a majority affirmative vote of the board of trustees present at the C&E annual meeting.

Bylaw 3.8 Term of Office

Officers noted in 3.1 and 3.2 shall hold such office for one administrative year, commencing at the annual meeting and concluding with the election of a replacement. There shall be no prohibitions against re-elections providing 2.4 is complied with.

ARTICLE IV

Meetings

Bylaw 4.1 Organization of Meetings

At such meeting of the board of trustees, the chair of the board, or in his/her absence, the vice-chair, or a member chosen by the majority of the trustees present, shall act as the chair. The secretary of the corporation, or, if the secretary shall not be present, any person whom the chair of the meeting shall appoint, shall act as secretary of the meeting.

Bylaw 4.2 Place of Meetings

The meetings of the board shall be held at such place or places, within the State of Ohio, as may from time to time be fixed by the board of trustees, or as shall be specified or fixed in the respective notices or waivers of notice thereof. Meetings of trustees may be held through any communication equipment if all persons participating can hear each other; participation in such meeting shall constitute attendance thereat.

Bylaw 4.3 Meeting Times

Meetings of the board of trustees shall be held whenever called by the chair, the vice chair, or by any three (3) trustees.

Bylaw 4.4 Notices of Meetings

Unless waived before, at, or after the meeting as hereinafter provided, notice of each meeting of the board shall be given by the chair, the vice chair, secretary, or the persons calling such meeting, to each trustee in any of the following ways:

- (a) By orally informing trustees of the meeting in person or by telephone not later than three (3) days before the date of such meeting, or
- (b) By mailing written notice to trustees, or by sending notice to him by email, postage, or other costs prepaid, posted, or dispatched a sufficient length of time before the meeting so that in the ordinary course of the mail or the transmission of emails, delivery thereof would normally be made to him not later than three (3) days before the date of such meeting.

Unless otherwise required by the articles of incorporation, these bylaws, or the laws of the State of Ohio, the notice of any meeting need not specify the purpose or purposes thereof. Notice of any meeting of the board may be waived by any trustee, either before, at or after any meeting or in writing. The attendance of any trustee at any meeting of the board, without protesting, prior to the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Bylaw 4.5 Notice of Adjournment of Meeting

Notice of adjournment of a meeting need not be given if the time and place to which it is to be adjourned are fixed and announced at such meeting.

Bylaw 4.6 Quorum and Manner of Acting

A majority of the number of trustees as of the time of any meeting of the board of trustees must be present in person at such meeting in order to constitute a quorum for the transaction of business. The act of a majority of the trustees present at any meeting at which a quorum is present shall be the act of the board of the trustees. In the absence of a quorum, a majority of those present may adjourn a meeting from time to time until a quorum is obtained. Notice of an adjourned meeting need not be given. The trustees shall act only as a board. Individual trustees shall have no power as such.

Bylaw 4.7 Order of Business

The order of business at meetings of the board shall be such as the chair of the meeting may prescribe or follow, subject, however, to being overruled with respect thereto by a majority of the members of the board present.

Bylaw 4.8 Action in Writing in Lieu of Meeting

Any action which, by virtue of any provision of the laws of Ohio, the articles, or these regulations, may be taken at a meeting of the trustees, may be taken without a meeting if authorized by in writing signed by all the trustees.

Bylaw 4.9 Parliamentary Authority

In the absence of specific rules, "Robert's Rules of Order Revised" shall govern the meeting of this board.

Bylaw 4.10 Annual Meeting

There shall be an annual meeting of this corporation held during the JCI Ohio February Year End meeting for the purpose of approval of new trustees and election of new officers. Those trustees completing

their term of service shall also have voting rights for the purpose of approval of replacement trustees. Discussion of the upcoming year's budget will also occur at this annual meeting. Fundraising efforts may be conducted at the July and November meetings.

Bylaw 4.11 Administrative Year

The administrative year of this organization shall be from January 1 through December 31.

Bylaw 4.12 Voting

Voting by trustees on any and all matters coming before the board shall be only by trustees in attendance at the time such vote is taken and no proxy votes shall be permitted.

ARTICLE V

Fiscal

Bylaw 5.1 Depositories

The board of trustees shall deposit money in those financial institutions as the trustees may from time to time designate.

Bylaw 5.2 Financial Transactions

The transactions of all deposits and disbursements shall be by authorized signature. Authorized signatures shall be the chair, treasurer, and other agents as the trustees may approve.

All disbursements shall be made by written request from the Chair to the Treasurer that a check to be written and forwarded to the payee.

All checks and other negotiable instruments for the C&E will be held in the care of the Treasurer of the C&E Fund.

Bylaw 5.3 Fiscal Year

The fiscal year of this organization shall be from January 1 through December 31, coinciding with the administrative year.

Bylaw 5.4 Grant Budget

Each fiscal year, at the first regular meeting of the board a financial review of current and reserve funds will be completed to determine amount available for grants. At least twenty percent (20%) must be held as reserve funds each year.

Bylaw 5.5 Reserve Fund

A reserve fund shall be established by allocating twenty percent (20%) of all available funds at the end of each year. Disbursements from the Reserve Fund or decisions not to allocate the specified amount to be said fund shall require the affirmative vote of three-fourths (3/4) of the trustees in attendance at the time such vote is taken. Depository of the reserve fund may be changed by affirmative majority vote of the trustees.

Bylaw 5.6 Grant Procedures

The JCI Ohio C&E Committee shall award grants in three (3) Grant Categories as follows:

- (a) Education / Training
- (b) Community Development
- (c) Disaster Relief

Applications for each grant category are developed and reviewed annually by the trustees. Grants may be requested at any time by completing the appropriate application. A meeting of the board will be called within thirty (30) days to review and approve/deny the grant request.

ARTICLE VI

Amendment of Bylaws

Bylaw 6.1 Amendment of Bylaws

The articles of incorporation of the corporation, or these bylaws, may be amended, repealed or suspended at any time and from time to time only by the board of trustees at any meeting the notice (or waiver of notices) of which shall have specified that such amendment was to be considered, and further that such amendment or repeal receives an affirmative vote of at least two-thirds (2/3) of those trustees in attendance.