

## Bylaws

### **ARTICLE I- NAME**

The name of this organization shall be THE JUNIOR LEAGUE OF FLORENCE, INC., also hereinafter referred to as “the League.”

### **ARTICLE II- PURPOSE AND POLICIES**

#### **Section 1. Purpose**

The League is an organization of women committed to promoting voluntarism, developing the potential of women, and improving the community through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable.

#### **Section 2. Policies**

The policies and procedures of the League shall be in harmony with the policies and procedures of the Association of Junior Leagues International, Inc. (hereinafter referred to as “the Association”).

The League does not discriminate on the basis of race, religion or national origin.

### **ARTICLE III- STANDARDS**

#### **Section 1. Administration**

The League shall maintain the same standards as required of applying groups under Article II.A. Section 2 of the Association Bylaws.

#### **Section 2. Programs**

As delegated by the membership, the Board of Directors has the authority to create and maintain a strategic plan.

### **ARTICLE IV- MEMBERSHIP**

#### **Section 1. Classes of Membership**

The classes of membership shall be as follows:

- (1) Provisional
- (2) Active
- (3) Sustaining

**Section 2. Admission to Membership**

The League's Board of Directors shall, from time to time, establish policies and procedures for admission to membership.

**Section 3. Resignations**

The League's Board of Directors shall, from time to time, establish policies and procedures regarding resignation of membership.

**Section 4. Removal**

The League's Board of Directors shall, from time to time, establish policies and procedures for removal from membership.

**Section 5. Reinstatements**

The League's Board of Directors shall, from time to time, establish policies and procedures for reinstatement of membership.

**ARTICLE V- DUES AND OTHER FINANCIAL OBLIGATIONS**

**Section 1. Annual Dues**

The League's Board of Directors shall, from time to time, recommend to the membership the amount of dues to be paid by each member. Such policy, however, shall not take effect unless approved by a two-thirds affirmative vote of the voting members present. There shall be annual dues.

Voting can take place either in person or by proxy pursuant to the policy and procedures established by the Board of Directors.

**Section 2. Fees and Fines**

The League's Board of Directors shall, from time to time, establish the amount of fees and fines to be paid by each member.

**ARTICLE VI- OFFICERS AND BOARD OF DIRECTORS**

**Section 1. Officers**

The officers of the League shall be the President, President-Elect, Treasurer and Recording Secretary.

## **Section 2. Board of Directors**

The Board of Directors shall consists of the President, President-Elect, Treasurer, Nominating Chair, Sustaining Chair, Finance Vice President, Membership Chair, Community Vice President, Communications Vice President, Advisory Planning Chair, and Recording Secretary.

Effective July 1, 2008, the position of Corresponding Secretary will no longer be a League position.

## **Section 3. Duties**

The Board of Directors shall govern the League through formulation and monitoring of policies based upon the League's Mission and Strategic Plan. Its members shall act as fiduciaries to the members of the League. They shall act in good faith and ordinary care. They shall make reasonable decisions in the best interest of the League.

The Board of Directors shall establish and implement all policies for the League. The Board of Directors may create standing and special committees. All matters concerning the League's policies shall be decided on by a majority vote of board members except as otherwise noted in these bylaws or policies and procedures.

In order to take action, the Board of Directors shall obtain an affirmative vote of two-thirds of the board members.

## **Section 4. Nomination**

There shall be a Nominating Committee. The Nominating Committee shall consist of five (5) members in accordance with the League's Policies and Procedures.

The Nominating Committee shall prepare and present a slate of candidates for the Officers, Board of Directors, and the Nominating Committee in accordance with the League's Policies and Procedures.

## **Section 5. Vacancies**

Board of Director vacancies shall be filled by a majority vote of the remaining board members from a slate submitted by the Nominating Committee.

## **Section 6. Meetings**

The Board of Directors shall meet monthly, September through May excepting the month of December.

### **Section 7. Special Meeting**

Special meetings may be called by the President. A special meeting shall be called if the President receives written request of six (6) members of the Board of Directors. Three (3) days written notice, by way of mail, e-mail, or fax, shall be given to all members of the Board of Directors, prior to a special meeting.

### **Section 8. Quorum**

A quorum of the Board of Directors shall consist of one half of the board members.

### **Section 9. Emergency Action**

A group consisting of the President and seven (7) members of the Board of Directors shall have the power of the Board of Directors between meetings. Any action taken shall be ratified by the Board of Directors at its next meeting.

### **Section 10. Telephone Conference**

Any member of the Board of Directors or all of the members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of conference communications, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

## **ARTICLE VII – MEETINGS**

### **Section 1. Regular Meetings**

The League's membership shall meet regularly.

### **Section 2. Annual Meetings**

There shall be an annual meeting.

### **Section 3. Special Meetings**

The President, or the Board of Directors, may call special meetings. Special meetings shall be called upon request of five percent (5%) of active members. The Board of Directors shall have the authority to establish policies and procedures for special meetings.

### **Section 4. Voting**

Signature project(s) and fundraiser(s) of the League require a notice to vote, as well as a two-thirds (2/3) affirmative vote of those present.

Voting can take place either in person or by proxy pursuant to the policy and procedures established by the Board of Directors.

The slate for the Board of Directors shall be elected by a majority vote of those present.

### **Section 5. Quorum**

A quorum of the League shall consist of one-half (1/2) of the active members entitled to vote.

### **Section 6. Notice**

Notice of time, place, and purpose of each meeting, unless, held upon written waiver of notice shall be given by written notice mailed at least two weeks prior to the meeting.

## **VIII – COUNCILS**

### **Section 1. Composition**

The League operates under the council system as defined by its Policies and Procedures. In its authority for the strategic direction and management of the League, the Board, from time to time, will determine the number and composition of the councils.

### **Section 2. Duties**

Each council shall support the goals, objectives and policies established by the Board of Directors. It shall also coordinate and provide services within its area of responsibility for the membership.

### **Section 3. Meetings and Communication**

Each council shall meet regularly. Vice Presidents shall communicate regularly with their respective councils.

## **IX – Committees**

### **Section 1. Standing Committees**

Standing committees, as defined in the League's Policies and Procedures, may exist.

### **Section 2. Special Committees**

Special committees may be appointed by the President, with the approval of the Board of Directors. The Board shall then designate its power, as well as, the Special Committees' term.

## **X – FISCAL POLICIES**

### **Section 1. Fiscal Year**

The fiscal year shall be from July 1 to June 30.

### **Section 2. Accounts and Audit**

The books and accounts of the League shall be kept in accordance with generally accepted accounting principles and shall be audited every two years at the end of the fiscal year. A review shall be taken in the years exempt from audit. The League shall immediately send the Association evidence of any change in its status as a tax exempt organization, under Section 501(c)(3) of the Internal Revenue Code.

### **Section 3. Bonding**

The Officers shall be bonded in the amount determinable by the Board of Directors.

### **Section 4. Dissolution**

In the event of dissolution of the League, the last existing Board of Directors shall have charge of dispensing all remaining funds and properties to other Florence charitable organizations or community institutions, providing such are exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, or such other corresponding sections of the Internal Revenue Code. No funds are accrued to the benefit of any individual, director, or member.

## **ARTICLE XI – DELEGATES**

The League's President, or her designee, shall participate in the Annual Conference of the Association. The procedures for selection of other delegates shall be described in the League's Policies and Procedures.

## **ARTICLE XII – AMENDMENTS**

The Bylaws may be amended by a two-thirds (2/3) affirmative vote of the voting members present and voting at any regular or special meeting of the League. At least two weeks before such a vote is taken, a notice in writing of the proposed amendment shall be available to each member.

## **ARTICLE XIII – INDEMNIFICATION**

The League covenants and agrees to hold harmless and indemnify each individual member of its Board of Directors from any and all claims, demands, action, suits (at law or in equity), damages, losses, costs and expenses (including reasonable attorney fees) and consequential damages arising out of or resulting from service on the Board of Directors of the League.