

**THE JUNIOR SERVICE LEAGUE OF GRAND JUNCTION, INC.
BYLAWS**

Article I. NAME

The name of this organization shall be **THE JUNIOR SERVICE LEAGUE OF GRAND JUNCTION, INC.**, hereinafter called the "League".

Article II. MISSION, IMAGE, AND OBJECTIVE STATEMENTS

Section 1. Mission Statement. Junior Service League is an organization of women who are committed to working together to improve this community through effective volunteerism and fundraising.

Section 2. Image Statement. We are an organization of active, capable women who are dedicated to making a difference in our community. We are dedicated to educating ourselves regarding community issues and leadership.

Section 3. Objectives. To promote education and contribute to the betterment of our community through health care issues, human services development, children's issues, and arts and recreation. To support and follow the Junior Service League Bylaws and Standing Rules. To strengthen public relations through positive media coverage. To actively participate in leadership roles within our community.

Article III. STANDARDS

Section 1. Administrative. This League must be entirely unconnected with and administratively independent of any other organization. It must be on a financial basis and must have duly established tax-exempt status under 501(c)(3) of the United States Internal Revenue Code. It must be located in a community with sufficient facilities to afford opportunities for volunteer service in various fields.

Section 2. Program. This League shall endeavor to associate itself with or endorse projects, programs or activities which meet accepted standards in their field or show evidence of working towards such standards.

Article IV. MEMBERSHIP

Section 1. Classes of Membership. a. Candidate: New members are those who are engaged in complying with the requirements for membership. New members are encouraged to complete an orientation and training course, including training on volunteerism. All candidates are encouraged to volunteer at least two (2) hours of service per month. b. Active and Reinstated: Active and Reinstated members are those who have completed the requirements for membership and who, having been approved for active membership, justify such membership by their service to their community. All active members are encouraged to volunteer at least two (2) hours of service per month.

Section 2. Admission to Membership. Admission of new members shall be year-round with requirements set by the Membership Committee. Complete names, addresses, email addresses and telephone numbers for potential candidates must be submitted to the Membership Committee. The Membership Committee shall approve potential candidates as it deems necessary.

Section 3. Sustainers. To qualify as a sustainer, a member must have served in the League as an active member for at least seven (7) years. The Treasurer and Membership Committee will determine if a member meets the requirement. Sustainers shall be required to pay in the same manner, the same amount of annual dues as active and inactive members. Sustainers are encouraged to attend and participate in the monthly general meetings of the membership, to participate in placement and committee assignments, and to attend League social activities and events.

Section 4. Reinstated Members. Past members of League will be allowed a one-time reinstatement opportunity and will be credited with past years of service. *Designated 1 year "break"*

Article V. DUES

Active members, inactive members, reinstated members and sustainers shall be required to pay the same amount of annual dues as established by the Board. The Treasurer shall **oversee the** written notice of payment of dues 30 days prior to annual renewal date for each member. Dues are payable no later than 30 days from annual renewal date unless the member has made arrangements with the Membership Committee to be on an approved payment plan. Member's whose dues are not paid shall be removed from the membership roster. Refunds of dues will not be made to members resigning during the members yearly membership.

Article VI. Officers

Section 1. Personnel. The officers of this League shall be as follows: President, Vice President, Secretary, Treasurer.

Section 2. Nomination.

- a. The Nominating Chair and Committee, appointed by the Vice President, **in February**, shall seek potential nominees for offices to be filled. The Nominating Committee shall present nominees for the offices to be filled. Each member of this League shall be notified of the proposed nominees at least four (4) weeks prior to **the April election meeting by email and/or during the March General Meeting**. Additional nominations, with the consent of the nominee, may be made in writing by 10 active members. Nominations shall be received by the Nomination Chair at least three (3) weeks prior to the election meeting and shall be presented with the nominees at the April election meeting.
- b. Potential President, Vice President and Treasurer, **should have a minimum one (1) year of active Board of Directors experience**. Potential Secretary should have a **minimum of one (1) year of active membership in this League**, as determined in General, membership requirements. All officer nominees should be in good standing with this League.
- c. **Treasurer should have experience in accounting, bookkeeping and/or QuickBooks experience to be selected as nominee.**

Section 3. Election and Term. Officers shall be elected before April 30 of the current fiscal year for a term of one year. They shall assume their duties immediately after the annual May meeting.

Section 4. Duties. The powers and duties of the officers shall be as follows:

PRESIDENT: Chief Executive Officer of the League shall represent the Junior Service League in the community. Shall preside over executive committee, board and general meetings, and shall be a member *ex-officio* of all committees.

VICE PRESIDENT: Shall assist the President and perform the duties of the President in her absence and *ex-officio* member of all other administrative committees. Shall be an *ex-officio* member of all community-oriented committees or those which render community service. Shall appoint an ad-hoc nominating committee to assist in filling executive committee positions.

SECRETARY: Shall keep the minutes of the executive board, general board, and general meetings. Shall conduct the general correspondence of the League. Shall keep a correct classified list of names and addresses of all members and shall maintain a file of essential records which shall be transferred to her successor at the close of her term of office.

TREASURER: Shall be custodian of the funds of the League. Shall collect all dues and assessments and receive all monies. Shall notify all delinquent members of their indebtedness to the League and shall make payments in accordance with the budget. Shall keep full and accurate accounts and present financial statements at the regular meetings of the League and the board meetings. Shall turn over to her successor all books and financial records. Shall assist in the preparation of the budget and fundraising.

Article VII. BOARD OF DIRECTORS

Section 1. Personnel. The Board of Directors shall consist of officers and chairs of committees involving administrative or program responsibility.

Section 2. Duties. The Board of Directors shall be the policy making body of the League and shall have general charge and control of the affairs, funds and property of this League. It shall present to the membership all proposed major program activities for ratification. The Board shall have the power to remove officers and chairmen by a two-thirds vote; to interpret bylaws, standing rules and policies; and to elect members and alternates to the Nominating Committee.

Section 3. Voting. Only members of the Board of Directors may vote at board meetings. If a board member cannot attend a board meeting, she may send a non-voting representative.

Section 4. Vacancies. The President with the approval of the Executive Committee shall fill vacancies on the Board of Directors. Persons so appointed shall serve until the expiration of the original terms.

Section 5. Meetings. The Board of Directors shall hold a regular meeting preceding each general meeting. Special meetings may be called by the President and shall be called upon the written request of three members of the board. All board members shall be notified of special meetings.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum.

Article VII. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer, and Past President. The Executive Committee shall appoint members of the Board of Directors to serve for a term of one year and develop unit meeting surveys. It shall have the power of the Board of Directors between

meetings. The actions of the Executive Committee shall be submitted to the board for ratification at its next meeting. At any Executive Committee meeting, a majority shall constitute a quorum.

Article IX. COMMITTEES

Section 1. Standing Committees. Standing committees are those representing activities, which are continuing in the program of this League. They may be created or dissolved as the need indicates by the President with the approval of the Board of Directors.

- a. Membership Committee: To determine the eligibility of all new members and invite to new membership those wishing to comply with the obligation of membership. Shall educate the membership concerning admissions policies and arrange for the function at which the new members are presented. Responsible for new members training and organizing training for all the membership. Plan the New Member Social. Responsible for arrangements at the general membership meetings, i.e. place to meet and refreshments. To organize unit meetings, plan the fall social, and the annual May meeting.
- b. Viva el Vino: To promote the Annual Viva el Vino event for the purpose of continuing a long-term fundraising event for this League.
- c. Community Giving: Responsible for proposing a slate of annual funding recipients and volunteer opportunities open to all members. The proposed slate of annual funding recipients shall be presented to the board prior to being presented to the general membership as a major issue to be voted on. Distributes funding applications. Reviews all qualified grant applications and develops potential volunteer opportunities. Organizes the distribution of grants at the December meeting. Will provide members with informative speakers, seminars, and programs throughout the year in coordination with the membership committee.
- d. Public Relations: Concerned with maintaining good public relations within the League and the community. It monitors *esprit de corps* and membership attitudes, trains administrative and project chairman in importance of good internal and community communications; works closely with the media in development of public relation tools and publicity releases. Responsible for compiling, editing, producing, and distributing any information within the League or to League projects through a monthly publication. **Add social media monitoring digital marketing**
- e. Sustainers: Active participants in League activities and committees and act as mentors for current Board of Directors.
- f. Past President: To interpret the bylaws and maintain order at general meetings, and to keep a continuous history of League activities throughout the fiscal year.

Article X. MEETINGS

Section 1. Regular Meetings. Regular (general) meetings shall be held from September through May. To be held the second Monday of each month, with exception to recognized national holidays or special circumstance.

Section 2. Annual Meeting. The annual meeting of the League shall be held in May.

Section 3. Special Meetings. Special meetings may be called by the President or the Board of Directors and shall be called upon the written request of ten (10) active members of this League. Notice of special meetings shall be given to all active members at least two (2) days preceding the meeting.

Section 4. Attendance. Members shall be encouraged to attend a majority of all general meetings and any special meetings that may be held.

Section 5. Voting. Major issues shall be presented at one general meeting and voted on at the next general meeting. A major League project or activity must be approved by two-thirds of members present and voting. Any official statement or action concerning a public issue upon which this League desires to take a stand requires two-thirds approval by members present and voting at the meeting at which the issue is presented, providing the membership has received full information in writing prior to the meeting.

Section 6. Quorum. A quorum shall consist of one-third of the voting members.

Article XI. FISCAL POLICIES

Section 1. Fiscal Year. The fiscal year shall be from June 1 to May 31.

Section 2. Accounts and Audits. The books and accounts of this League shall be kept in accordance with sound accounting practices. **Books shall be examined by members or appointed person(s) upon request.** Treasurer and incoming Treasurer before September 1 of each year.

Section 3. Dissolution. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organization organized and operated exclusively for educational or charitable purposes as shall at that time qualify as a tax exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or any other law of like or similar purport, as may be designated by the Board of Directors in office immediately prior to the dissolution. Any of such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article XII. INDEMNIFICATION OF DIRECTORS OFFICERS, MEMBERS AND AGENTS

Section 1. Definitions of Terms for this Article.

- a. References to directors, officers, members or agents, respectively, shall include past, present and future directors, officers, members or agents whether or not so serving at the time of incurring the expenses or liabilities referred to herein, and their personal representatives.
- b. "Director or Officer" shall include any director or officer of the corporation of the Junior Service League of Grand Junction, or any person who may have served at the request of the corporation as a director or officer of another corporation.
- c. "Member or Agent" shall include any active member or agent of the corporation.
- d. "Action" shall (except where otherwise specifically indicated in Section 2 hereof) include any civil, criminal or administrative action, suit proceeding or claim, threatened or pending, in which a director, officer, member or

agent may be involved, as a party or otherwise, by reason of failing to serve as such director, officer, member or agent or alleged to have been so done or omitted.

e. "Determination by independent legal counsel" means a determination, in the form of a written opinion addressed to the Board of Directors, by legal counsel appointed as provided in Section 3 of the Article, that indemnification of a director, officer, member or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in Sections 2(b) and 2(c)(1) herein.

Section 2. Mandatory Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action defined herein by reason of the fact that he is or was a director, officer, member or agent of the corporation, of the Junior Service League of Grand Junction or serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against those of his expenses specified herein and pursuant to the provisions and under the conditions of Sections (a), (b), and (c) herein:

a. **Successful Defense of Action:** To the extent that a director, officer, member or agent of the corporation has been successful on the merits or otherwise in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

b. **Actions by or in the Right of the Corporation:** To the extent not covered by subsection (a) of this Section, if a determination is made by independent legal counsel or by vote of a majority of disinterested directors that a director, officer, member or agent acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of any action by or in the right of the corporation to procure a judgment in its favor; provided, that (unless directed otherwise by the court in which such action was brought) no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

c. **Other Civil Actions and Criminal Actions:** If a determination is made by independent legal counsel or by a vote of a majority of disinterested directors that with respect to any action not covered by subsection (a) or subsection (b) of this Section 2, a director, officer, member or agent of the corporation acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action, that he had no reasonable cause to believe his conduct was illegal, he shall be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement and reasonably incurred by him in connection therewith. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action, had reasonable cause to believe his conduct was unlawful.

Section 3. Appointment of Independent Legal Counsel. In the event a situation arises which may give rise to indemnification under Section 2 of this Article, the Board of Directors, by a majority vote of those directors not parties to the actions described in that Section, whether or not a quorum, shall appoint independent legal counsel

to make the written determinations provided for in Sections 2(b) and 2(c) of this Article.

Section 4. Discretionary Insurance. The corporation may upon affirmative vote of a majority of its Board of Directors, purchase commercial insurance for the benefit of the director, officer, member or agent against all or any part of the expense, liabilities or settlement payments arising from actions against such director, officer, member or agent, whether or not the corporation would have the power or agent against such expenses or liability under Section 2 of this Article. Such insurance may, but need not, be for the benefit of all directors, officers, members and/or agents.

Section 5. Liability for Determinations. The corporation and its directors, officers, members and agents shall not be liable to anyone for making or refusing to make payment under Sections 2(b) and 2(c) of the Article in reliance on the written opinion of independent counsel as provided in those sections.

Section 6. Other Rights. The foregoing indemnification provisions shall be additional and may be claimed without prejudice to any other rights which any director, officer, member or agent may have. Section 7. Advance Payment of Expenses. Expenses incurred by a director, officer, member or agent in defending an action may be paid by the corporation in advance of the final disposition of such action if (a) independent legal counsel appointed pursuant to Section 3 of this Article shall determine that such person has met the applicable standard of conduct set forth in Section 2 hereof; and (b) such person gives a written undertaking to repay the amount advanced unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.

Article XIII. DELEGATES

Delegates to technical or informational meetings or institutes shall be appointed by the Executive Committee with the approval of the Board of Directors.

Article XIV. STANDING RULES

In order to comply with the specific provisions of this League's bylaws, the Board of Directors may from time to time establish Standing Rules, which shall have the same force and effect as bylaws. Standing Rules may be amended, rescinded or suspended by a two-thirds vote of the Board of Directors or by a majority vote of the board with notice. When a Standing Rule restricts, adds obligation and/or responsibility to the individual member, it shall require the above voting procedure by the members of this League.

Article XV. PARLIMENTARY AUTHORITY

Roberts Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or by specific rules of procedure adopted by this League.

Article XVI. AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting of the League provided that previous notice of the amendment has been given to each voting member at least four weeks prior to the meeting.

Standing Rules are the procedures and details for administration, implementing and clarifying the bylaws. They shall be in harmony with the Bylaws of this League and shall be binding on all members.

GENERAL

1. Any changes in the standing Rules shall be brought to the attention of the member no later than the next meeting of this League after the change has occurred.

2. For purposes of this Rule, a “*Conflict of Interest*” shall be defined as:

Section A. (1) Use of the JSL mailing list for personal, commercial or professional gain, or for any purpose tied to solicitation. (2) Use of return-address mailing labels provided by a JSL member for League mailings, which directly promote a member’s business.

Section B. (1) Bidding on a JSL event which the bidding JSL member is directly involved in, through ownership of a business which may potentially profit from the event. A JSL member may, however, bid on an event which is presented in a silent bid format; JSL would be required to solicit a minimum of three silent bids. This standard does not preclude JSL from accepting an offer from a member to perform an acceptance of materials or services which are offered by a JSL member at no cost to JSL. (2) The acceptance of grant money by any JSL member, or a member of their immediate family, which was raised by JSL for dissemination back into the community, as also referenced in Community Giving’s guidelines for giving (“immediate family” is defined as spouse, parents, grandparents, siblings, and children). (3) Committee members cannot vote on allocation of funds if they are an influential member of an entity which will be the potential recipient of the funds. Violation of these standards may result in JSL’s loss of its 501(c). (3) Nonprofit status, which would seriously impair JSL’s stated purpose to provide funds and services for community benefit.

PENALTIES: The penalty for violation of Sections A and B is written warning from the Vice President. If violated a second time, the penalty for such will be based on a review by the Vice President, with her recommendation being submitted to the executive Committee for final vote. The Vice President will abstain from voting unless there is a tie vote.

Section C. Procedure for Filing a Complaint: (1) Contact the Vice President, who will meet with the relevant party(ies). (2) The party(ies) will fill out the appropriate forms. (3) The Vice President will review the documentation. (4) The Vice President will present her findings and her recommendations to the Executive Committee for review and final decision. (5) The Vice President will present the final decision to the appropriate party(ies).

Section D. Responsibilities of Vice President: The Vice President will be responsible for overseeing any conflict of interest issues that arise during the current year of her term. The Vice President and the Executive Committee will review any complaints relative to the conflict of interest standing rule on an annual basis.

3. No member of this League shall give out any news item or any other information concerning the League or its activities without the approval of the President and the Public Relations Chairman.

4. The responsibility for editing and keeping current Bylaws, Standing Rules and local history for printing in the annual report shall be the duty of the outgoing President.

5. No cash donations shall be made to annual fundraising campaigns. Any other requests for donations to nonprofit, charitable organizations shall be studied by the Finance Committee and approved by the board.

6. No League member shall receive payment for professional services in the League program without the approval of the Executive Committee.
7. If the League solicits advertising of any sort, it shall require from the advertisers a written agreement confirming the use of said advertisement to a specific purpose and occasion.
8. All requests for physical needs and arrangements for general meetings must be submitted to the membership chairman prior to the general meeting.
9. Meetings of the board are open to all members, who must notify the president if they plan to attend, unless such meeting is specifically closed by vote of the board.
10. Ex-officio and liaison members of the committees do not count in the quorum but have the same rights to other committee members including the right to vote.
11. MEMBERSHIP REQUIREMENTS. Active members are in good standing when they have fulfilled the following requirements
 - a) Active members shall be encouraged to attend all general meetings, the January unit meeting and the annual May dinner meeting. Active members who miss three consecutive meetings or a majority of the meetings, will be contacted by the membership committee.
 - b) Active members will choose a committee assignment at the annual May dinner meeting for the JSL year. Members will confirm this assignment on the "annual dues" notice provided by the Treasurer. Members will actively participate in that committee's meetings and activities. Members that were not active during the annual May dinner meeting will choose a committee assignment at their first general meeting.
 - c) Active members are encouraged to volunteer a minimum of **two (2)** hours of service per month during the JSL year. Committee work, volunteer placement activities, as well as community service outside of League activities are encouraged.
 - d) Active members should and are encouraged to support and participate in any service and fundraising placement as selected by the membership.
 - e) Members shall sell or buy a minimum of 6 event tickets for Viva el Vino and volunteer for six (6) hours with the Viva el Vino committee. Members are expected to volunteer for the Viva el Vino event, **set up and/or take down plus 1 45 minute session during the event**. Members are required to have a purchased ticket for Viva el Vino.

Credit Card Policy & Procedures:

Credit Cards will be given to the President, Treasurer, Viva el Vino Chair and Membership Chair.

The charge(s) must be within the budget or previously approved by the Board of Directors before purchases are made. For each credit card transaction, a reimbursement form must be completed with the attached

receipt and submitted to the Treasurer within 30 days of the transaction. If the Treasurer does not receive those items within 30 days, then the Treasurer will invoice the card holder and require the card holder to pay back the expense. Any and all charges invoiced back to the cardholder will be due in full within 30 days of the date of the invoice. If not paid within the stated terms, the outstanding invoice will be sent for collection. (The Treasurer is excluded from filling out the reimbursement forms). Exiting board members should return cards to treasurer at end of term.

Bylaws Amended 7-2020