

BYLAWS

THE JUNIOR LEAGUE OF CHARLESTON, WEST VIRGINIA, INC.

Article I. Financial Policies

Section 1 Name

This organization shall be known as the “Junior League of Charleston, West Virginia, Inc.” (hereinafter the “League” or “JLC”).

Section 2 Purpose and Policies

The JLC 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.

The League reaches out to women of all races, religions and national origins who demonstrate an interest in and a commitment to voluntarism. The League does not discriminate on the basis of race, religion or national origin.

Section 3 Affiliation

The League shall be affiliated with the Association of Junior Leagues International (hereinafter the “Association” or “AJLI”).

Article II. Membership

Section 1 Categories of Membership

All members shall agree to abide by all rules and policies of the JLC and AJLI. The categories of Membership shall be as follows:

1. Provisional. Provisional members are those members who are preparing to become Active members as outlined by JLC and AJLI Policies. A Provisional member must be at least 21 years of age.
2. Active. Active members are those members who have completed the Provisional experience and satisfy the active membership requirements as outlined by JLC and AJLI Policies. Active members must be at least 21 years of age.

3. Active Gold. A member may elect to become an Active Gold member after completing 4 years as an Active member, including both the financial and the service time commitments. Satisfactory completion of the four (4) year requirement shall be verified by the Board of Directors. Members who are Active Gold are relieved of the requirements of one (1) fundraiser throughout any given League year. This reduction in requirements applies to both the financial and the time commitment. To elect Active Gold status, members must notify the Board of Directors of the change in status for the upcoming League year by March 1 of the last Active year.

In the event that during a given year only one (1) fundraiser takes place, the member will choose to either a) participate fully in the fundraiser, including financial requirements or b) complete the required eight hours of community service. This election will be made at the time active gold status is elected.

Additionally, those members seeking active gold status dues' amount will be \$60 in addition to the cost of active dues at the time of payment.

4. Sustainer. A member may become a Sustaining member after completing at least 7 years as an Active member. To elect Sustainer status, members must notify the Board of Directors of the change in status for the upcoming League year by March 1st of the last Active or Active Gold year.

5. Sustainer Emeritus. Upon reaching the age of 80, a Sustainer may elect to become a Sustainer Emeritus with all the rights and privileges of a Sustainer. A Sustainer Emeritus shall pay no dues.

Section 2 Privileges of Membership

No member shall be a member of more than one Junior League.

1. Transfer Any Provisional, Active or Sustainer member in good standing of a Junior League may transfer membership to another Junior League. A member who transfers to another Junior League shall be granted the status consistent with the specifications of membership categories of the receiving Junior League. A Provisional member who transfers has the right to complete the training for effective community and Junior League involvement as determined by the receiving Junior League.

Section 3 Dues and Financial Obligations

All classes of membership except Sustainer Emeritus shall pay annual dues, the amount of which will be specified in the JLC and AJLI policies. Annual dues for members who will be Provisionals or Actives for the next League year shall be payable in full by one of the following dates, and no later than April 1: Tier One: February 1; Tier Two: March 1 and Tier Three: April

1. Annual dues for members who will be Sustainers shall be payable in full by April 1. The JLC reserves the right to increase dues in accordance with Article V, Section 5 of the Bylaws.

Dues Payments for Active Members:

1. Tier 1
 - a. February 1 - \$115 (early bird rate)
2. Tier 2
 - a. March 1 - \$130 (traditional due date)
3. Tier 3
 - a. April 1 - \$145 (\$15 late fee)

Dues Payments for Sustainer Members:

1. Sustainer Dues
 - a. April 1 - \$80

Fall Provisionals shall pay the Provisional fee during their Provisional semester and then pay Active Dues in accordance with the schedule listed above. Spring Provisionals shall pay the Provisional fee due during their Provisional semester. The Spring Provisional dues deadline is June 1. Spring Provisionals shall receive the early bird rate if Active dues are paid in full by the Annual Meeting to be held in May. Spring Provisionals paying Active dues after June 1 will be charged the \$15 late fee.

Members also shall have financial obligations pertaining to fundraising and other approved requirements. All such financial obligations shall be approved by a majority vote of the General Membership in accordance with Article V, Section 5 of the Bylaws.

2. Active members shall be required to volunteer eight (8) hours to Junior League of Charleston community projects per active year, with the exception that members of the Board of Directors shall be required to complete only four (4) hours during their term. A member may fulfill some of her required hours by writing a grant application to benefit the JLC or one of its community partners. A member wishing to fulfill the requirement by applying for a grant must get prior approval from the Community Vice President and the President-Elect, and must return the completed application to the Community Vice President for submission. Any member who does not fulfill her required service contribution will be assessed a fee of ten dollars (\$10) for every hour of the eight (8) hour requirement she fails to attain payable with the following year's dues. This fee will be set aside specifically for the use and benefit of the Junior League of Charleston's community projects. This requirement shall be considered one of the obligations necessary to maintain good standing as described in Article II.

3. Members also shall have financial obligations pertaining to fundraising and other approved requirements. All such financial obligations shall be approved by a majority vote of the General Membership in accordance with Article V, Section 5 of the Bylaws.

Section 4 Resignations and Reinstatement

1. Any member not in arrears of any financial obligations or in the performance of Junior League duties may resign in good standing.
2. Resignations shall be made in writing to the Membership Vice-President no later than March 1.
3. Any member who has failed to pay dues for the next League year by May 1 shall be resigned in good standing, provided that the member has satisfied all other League obligations.
4. Applicable Late fees

Any member resigned in good standing shall do the following in order to reactivate her membership:

After March 1 but on or before April 30, pay annual dues and a late fee in accordance with JLC policies, or

After April 30, pay annual dues, a late fee in accordance with JLC policies, and an administrative reinstatement fee in accordance with JLC policies.

If the member is reinstated for the sole purpose of immediately transferring her membership to another Junior League, she shall pay the AJLI annual assessment plus a processing fee as outlined in the JLC's policies and procedures.

Article III. Governance

Section 1 Personnel

a. The Board of Directors shall include the officers of the League: President, President-Elect, Secretary and Treasurer. Additional Directors may include Community Vice-President, Communication Vice-President, Membership Vice-President, Ways and Means Vice-President, Director-At-Large, Placement Chairperson, Nominating Chairperson, Provisional Development Chairperson, and others as designated by the officers.

b. Sustainer Advisor. The Sustainer Advisor(s) shall be appointed by the President and may serve as chair(s) of the Sustainer Committee. She/they shall serve as non voting ex-officio member/members of the Board and a source of information by fostering sustainer participation and supporting the League's activities to the Board of Directors and the President, and as a liaison between the Sustainer and Active members. She shall be exempt from attending General Membership Meetings.

Section 2 Nomination

The Placement and Nominating Council shall present a slate for the following positions: President-Elect, Secretary, Treasurer, Community Vice-President, Communication Vice-President, Membership Vice-President, Ways and Means Vice-President, Placement chairperson, Nominating chairperson, Treasurer-Elect, if possible, and the Director of Provisional Development. The slate shall be presented at the February General Membership meeting, and shall be published prior to or in the February *Mountain Messages*. Nominations for Director-at-Large shall be made from the floor at the February General Membership meeting. Additional nominations for any slated position may be made from the floor at the February General Membership meeting, provided the nominated member has given her consent.

Section 3 Election

The slate shall be voted on prior to or at the March General Membership meeting. Election to any office or position shall be by a plurality of votes cast.

Section 4 Term of Office

All Board members shall serve a one year term. The term of office shall be June 1 to May 31 to coincide with the Fiscal Year.

The President shall not serve more than two consecutive terms.

Other officers shall not serve more than three consecutive terms in the same office.

In the event of a vacancy of the President-Elect position during the first term of the President, the vacancy may remain until the following annual election if there is a two-year commitment from the current President.

In the event of a vacancy in the President-Elect position during the President's second term or if the current President is only serving one term, the President-Elect position shall be filled before the end of the President's term.

In the event of a vacancy of the President Position, the President-Elect shall complete the unexpired Presidential term, then may serve up to an additional two terms as President.

Section 5 Board of Directors

The Board of Directors shall have general charge and control of the affairs, funds, policies and property of the League. It shall present to the Active membership for ratification (1) all proposed activities that may require a financial, time, or other commitment of every active member; (2) an unbudgeted expenditure (a) in excess of 10% of the year's budget or (b) an

expenditure to be budgeted over a 2 or more year period in excess of 10% of each year's budget and (3) procedural changes that may affect general membership requirements. The Board of Directors has final authority over the admissions and reinstatements of candidates for membership. All Board members shall attend all Board of Directors and General Membership meetings. Each member of the Board shall have one vote, with the exception of the Sustainer Advisor. The President shall vote only in the case of a tie.

Section 6 Duties

Board of Directors. The duties of the members of the Board of Directors, unless enlarged or modified by the Board of Directors, shall be as follows:

1. President. The President shall be the chief executive officer of the League and shall be a non-voting ex-officio member of all councils and standing and special committees, with the exception of the Placement and Nominating Council. She shall preside at all General Membership meetings and Board of Directors meetings. It shall be her duty to see that all orders and resolutions passed by the Board of Directors are carried into effect. She shall act as the League's voting delegate on AJLI matters.
2. President-Elect. The President-Elect shall assist the President and shall assume the duties of the President in her absence and shall be a non-voting ex-officio member of all councils and standing and special committees, with the exception of the Placement and Nominating Council. She shall also serve as Parliamentarian at all General Membership and Board of Directors meetings. The President-Elect shall automatically succeed to the office of President upon expiration of the President's selected term of office.
3. Secretary. The Secretary shall keep the minutes of the General Membership and the Board of Directors meetings. She shall be responsible for maintaining the membership roster, including contact information, correspondence of the Board of Directors, as requested and maintaining membership status and records for the JLC and AJLI. She shall be responsible for recording member resignations, leaves of absence and any requirements for reinstatement in the current source of permanent record keeping. She shall also provide a copy of the minutes to the president for her review within one week of both the Board of Directors and General Membership meetings. In the absence of a President-Elect on the Board of Directors, the Secretary shall serve as the Parliamentarian at all General Membership and Board of Directors meetings, and will assume the duties of the President in her absence.
4. Treasurer. The Treasurer chairs the Finance Council; is custodian of the funds of the League; shall collect all dues and assessments; and receives all moneys. She shall make payments in accordance with the budget, which has been approved by the membership. Expenses not provided for in the budget shall be incurred and paid only upon order of the Board of Directors. She shall keep full and accurate accounts and shall present a financial report at the regular meetings of the general membership and the Board. She shall turn over to her successor all books and financial records. The Treasurer, or her designee, shall serve as Treasurer for all fundraising events.

5. Treasurer-Elect

The Treasurer-Elect shall assist the Treasurer and shall assume the duties of the Treasurer in her absence. The Treasurer-Elect shall automatically succeed to the office of Treasurer upon expiration of the Treasurer's term of office.

6. Membership Vice-President. The Membership Vice-President chairs the Membership Council and shall be responsible for membership recruitment, retention, training, fostering sustainer participation and promoting the morale of the membership. She shall also be responsible for mentoring and assisting in the transition of new and transferred members into the League and for determining the reasons for members' resignations and to report her findings to the Board.

7. Community Vice-President. The Community Vice-President chairs the Community Council and shall be responsible for researching and evaluating placement projects, attending community meetings as designated; and serving as a liaison between the community and the League. The Community Vice-President shall chair the Community Grant Committee. The Community Vice-President shall be responsible for coordinating the Volunteer Scholarship program with the Greater Kanawha Valley Foundation.

8. Communications Vice-President. The Communications Vice-President chairs the Communications Council and shall be responsible for internal and external communications, including increasing the League's visibility and promoting the League's activities through the media and other means. She shall establish League public relations policies, maintain the JLC's web site and prepare news releases. She or her designee shall act as Historian for the League.

9. Ways and Means Vice-President. The Ways and Means Vice-President chairs the Ways and Means Council. She shall be responsible for the JLC's fundraising efforts, including but not limited to researching and evaluating Ways and Means Projects.

10. Director-At-Large. The Director-At-Large shall be responsible for communicating active members' questions and concerns to the Board of Directors and for membership awards. She shall be responsible for periodically assessing active members' satisfaction and reporting this to the Board of Directors. She shall attend General Membership Meetings, be responsible for recording attendance at General Membership Meetings and collection and tabulation of any general membership meeting votes and all proxy votes.

11. Nominating Chairperson. The Nominating chairperson shall chair the Placement and Nominating Council. She shall be responsible for the functions of the Placement and Nominating Council, including but not limited to preparing slates of candidates for election to various offices, councils and committees of the League, cooperating with the AJLI Nominating Committee and, whenever possible, suggesting candidates for AJLI slates; and performing other related functions as may be determined by the Board. During Placement and Nominating Council meetings, she shall vote only in the case of a tie.

12. Placement Chairperson. The Placement Chairperson shall coordinate the placement advisors, with the number of placement advisors being decided on a yearly basis based on the current responsibilities delegated to placement advisors, as well as the number of members in the League. She shall be responsible for mentoring Active members, interviewing all Active members at regular intervals to assess individual members' levels of satisfaction with the League, assisting in the selection of placements, and keeping uniform records of such placement. She shall assist the Nominating Chairperson with the operations of the Placement and Nominating Council.

13. Provisional Development Chairperson. The Provisional Development Chairperson shall coordinate activities related to provisional development including recruiting, educating and training the provisional class. At the discretion of the Placement and Nominating Council, two people may be slated and serve as co-chairpersons. The Provisional Development Chairperson serves on the Membership Council.

Voting. Each member of the Board delineated in Article III, Section 6, shall be a voting member of the Board, with the exception of the exemptions therein noted.

Section 7 Vacancies

Vacancies among the Board of Directors shall be filled by the Board of Directors upon the recommendation of the Placement and Nominating Council.

Section 8 Meetings

The Board of Directors shall hold regular meetings. Special meetings of the Board of Directors may be called by the President, or at the request of three members of the Board.

Section 9 Quorum

A quorum shall be a majority of the members of the Board of Directors.

Article IV. Council System

Section 1 Councils

The Councils, their composition and their respective duties, unless enlarged or modified by the Board of Directors, shall be as follows:

1. Community Council. The Community Council shall consist of the Community Vice-President as chair, Community Committee Chairs, chairs of any standing community project or

research committee, active members serving on Community Board Placements, and other members appointed through the placement process. The Community Council shall be responsible for researching and evaluating placement projects, attending community meetings as designated; and serving as a liaison between the community and the League.

2. Membership Council. The Membership Council shall consist of the Membership Vice-President as chair, Provisional Development Chair, Placement Chair, Nominating Chair, Sustainer Advisor, Director at Large, Sustainer Development Chair, if this position has been filled, and other members appointed through the placement process. The Membership Council shall be responsible for membership recruitment, retention, training, fostering sustainer participation, promoting the morale of the membership, and shall also be responsible for mentoring and assisting in the transition of new and transferred members into the League.

3. Communications Council. The Communications Council shall consist of the Communications Vice-President as chair, Historian, Newsletter Editor and the Website Coordinator, if these positions have been filled, and other members appointed through the placement process. The Communications Council shall be responsible for internal and external communications, including increasing the League's visibility and promoting the League's activities through the media and other means.

4. Ways and Means Council. The Ways and Means Council shall consist of the Ways and Means Vice-President as chair, the Treasurer, and other members appointed through the placement process, including but not limited to the chair of any standing fundraising committee. The Ways and Means Council shall be responsible for the JLC's fundraising efforts, including but not limited to researching and evaluating Ways and Means Projects.

5. Placement and Nominating Council. The function of the Placement and Nominating Council shall be to assist members in planning their placements; to prepare slates of candidates for election to various offices, councils and committees of the League; to cooperate with the AJLI Nominating Committee and, whenever possible, suggest candidates for AJLI slates; and to perform other related functions as may be determined by the Board. The Placement and Nominating Council shall be composed of the Placement Chairperson, the Nominating Chairperson, the Placement Advisors, and any other members appointed through the placement process. The Nominating Chairperson shall chair the Placement and Nominating Council.

6. Finance Council. The Finance Council shall have responsibility for the short-term and long-term financial goals, planning, and stability of the JLC, including but not limited to financial fact-finding to advise the Board on all matters relating to the financing of the League's own administration and that of its community programs the preparation of the annual budget for presentation to the Board and membership; coordinate an annual review of the books as outlined in Article VII, Section 2; and such other related functions as may be determined by the Board. The members of the Finance Council shall include Treasurer, Treasurer-Elect, (if applicable), Ways and Means Vice-President, President-Elect, and such other members as may be designated at the discretion of the Treasurer.

Section 2 Committees

There shall be such standing committees as herein provided and such special committees from time-to-time as may be appointed by the Board of Directors.

Section 3 Standing Committees

The Standing Committees of the League, their composition and their respective duties, unless enlarged or modified by the Board of Directors, shall be as follows:

1. Sustainer Committee. A Sustainer Committee may be appointed by the President. Committee members shall serve as a source of information, assist in fostering sustainer participation and supporting the League's activities, and act as liaisons between Sustainer and Active members.
2. Bylaws Committee. A Bylaws committee may be appointed by the President for the purpose of reviewing the bylaws on an annual basis and proposing changes as needed.

Section 4 Special Committees

Special Committees shall be appointed by the Board of Directors, with such terms and powers as determined to be appropriate by the Board of Directors. Except as otherwise provided in these Bylaws, all special committee chairwomen shall be appointed by the Board, for a term to be determined by the Board.

Section 5 Vacancies

Vacancies on any council or committee shall be filled pursuant to the procedures outlined above.

Article V. Meetings

All meetings and functions of the JLC shall be held at facilities which do not discriminate against women or on the basis of race, religion, national origin or ethnicity.

Section 1 Regular Meetings

Regular meetings shall be held monthly from September through April.

Section 2 Annual Meeting

The Annual Meeting shall be held in May of each year.

Section 3 Special Meetings

Special Meetings may be called by the President or upon written request from six (6) Active members. Notice of such special meetings shall be sent to each Active member, and shall contain a statement of the reason or reasons for calling the meeting.

Section 4 Quorum

A quorum for General Membership meetings shall consist of one-half of the Active members who are represented in person or by proxy. If less than one-half of the members are represented, a majority of the members so represented may adjourn the meeting from time-to-time without further notice. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal or leaving of enough members to leave less than a quorum.

Section 5 Voting

1. Votes. Issues requiring a membership vote include: (1) all proposed activities that may require financial, time, or other commitment of every active member; (2) an unbudgeted expenditure (a) in excess of 10% of the year's budget or (b) an expenditure to be budgeted over a 2 or more year period in excess of 10% of each year's budget; (3) procedural changes that may affect the general membership requirement; and (4) any proposed revisions to the JLC Bylaws. Only Active members may vote. A two-thirds vote of the members present is required for ratification of all issues not defined as a Special Vote as set forth.

2. Proxy. At all meetings of the membership, an Active member may vote in person or by proxy executed in writing by the member to the Office Manager who will then forward the vote to the President. All proxies must be delivered in writing 24 hours prior to the meeting in which the vote will take place.

Article VI. Standing Rules and League Policy

Section 1 Standing Rules

The Board of Directors shall establish from time-to-time Policies and Procedures for the conduct of the League not specifically provided for in the Articles of Incorporation or the Bylaws, and may prescribe and enforce such measures as may be necessary or advisable for the observance and enforcement of such League Policies and Procedures.

Section 2 League Policies

The Board of Directors shall establish from time-to-time League Policies for the conduct of the League not specifically provided for in the Articles of Incorporation, or the Bylaws, or the Standing Rules, and may prescribe and enforce such measures as may be necessary or advisable for the observance and enforcement of such League Policies.

Article VII. Tax Exempt Status

1. The JLC shall comply with all federal and state laws for tax exempt organizations. The JLC shall immediately send to AJLI evidence of any change in its status as a tax-exempt organization under section 501 (c)(3) of the U. S. Internal Revenue Code.

2. As a 501(c)(3) organization, the JLC is exempt from paying West Virginia consumer sales tax. The JLC will not reimburse members for sales tax paid on any purchases which are exempt from consumer sales tax under the laws of the State of West Virginia.

Article VIII. Fiscal Policies

Section 1 Fiscal Year

The Fiscal Year (hereinafter “League Year”) shall be from June 1 to May 31, inclusive.

Section 2 Accounts

The books and accounts of the League shall be kept in accordance with generally accepted accounting principles. The books and accounts of the League will be examined annually by a Certified Public Accountant at the end of the league year. The Treasurer shall present any concerns resulting from the audit report to the Board of Directors at the first meeting of the Board of Directors after the completion of the examination.

Section 3 Bonding

The President and Treasurer, and any other office, position or individual designated by the Board of Directors, shall be bonded in an amount to be determined by the Board of Directors.

Section 4 Indemnification

The League shall, and does hereby, indemnify any director or officer to the full extent permitted under West Virginia Code §55-7C-1, et seq., which provisions are hereby incorporated by reference as if fully set forth herein. This indemnification shall not be deemed exclusive of any other rights to which any director or officer may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of membership, or vote of the Board of Directors, and shall remain in full force and effect for any person who has been elected a director or officer and ceases to be such, and shall inure to the benefit of the heirs, executors and administrators of such person. The League may (but is not obliged) to purchase and maintain insurance on behalf of, and for the benefit of, any person who is indemnified there under in order to fund the obligations of the League under the indemnity provided herein.

Section 5 Dissolution

In the event that the JLC is dissolved, its assets shall be distributed to and among any organization or organizations which qualify as charitable or educational organizations under the United States Internal Revenue code, for use in or about the City of Charleston, West Virginia, as may be determined by the Board of Directors.

Article IX. Amendments To The Bylaws

Section 1 AJLI Amendments

Any amendment required by AJLI shall become effective upon approval by the Board of Directors.

Section 2 Other Amendments

Other amendments to these Bylaws may be adopted by a two-thirds vote of the Active membership, provided that the proposed amendment or amendments have been distributed to each Active member at least two (2) weeks prior to the date of the meeting.

Article X. Parliamentary Authority

Robert's Rules of Order, Newly Revised shall be the authority for all matters of parliamentary procedure. The Parliamentarian shall be the President Elect or, in her absence, another person designated by the President or Board of Directors.

Date of Last Revision – Adopted by Membership on February 9, 2015.