

**Bylaws**  
**Georgia JCI Senate Foundation**  
*January, 2009*

**Article I: Name**

The name of the organization shall be the Georgia JCI Senate Foundation, Inc.

**Article II: Mission**

The mission of the organization is to serve as the trustee for donations given to the parent organization, the Georgia JCI Senate (hereinafter referred to as "Senate". The organization will oversee membership and funds for all life members of the Georgia JCI Senate. In addition, the organization will oversee any funds received and/or distributed for the Georgia JCI Senate Scholarship.

**Article VI: Foundation Board of Directors and Officers**

**Section 1 – Board Members**

The Foundation Board shall consist of three voting members who are the current President of the Senate, the immediate Past President (*Chairman of the Board*) of the Senate, and the second immediate Past President of the Senate. The Immediate Past President of the Senate will serve as President of the Foundation. A quorum (*two of the three members*) must be present to conduct business. Proxy votes can be assigned if needed. The treasurer of the Senate shall serve as a non-voting member. If appropriate, an incoming president and treasurer of the organization shall also serve as non-voting members.

**Section 2 – Appointed Officers**

The Board shall appoint a Treasurer and a Secretary who will be non-voting members of the Board. The Board may appoint other officers as needed by a majority of the members voting at any meeting. Appointed officers will serve one-year terms based on the voting schedule of the organization. Appointed officers can be reappointed at the direction of the Foundation Board.

**Section 3 – Duties of the Secretary**

The Secretary shall be responsible for all correspondence on behalf of the organization. He or she will announce the call for the annual meeting and any other meetings deemed necessary. He or she will be responsible for keeping minutes of all meetings and keeping the Georgia Incorporation journal up-to-date. He or she will also be responsible for keeping the incorporation active and recording all records accordingly. He or she will keep the Seal of the Organization as well as the incorporation journal. The Secretary shall serve as the secondary signature for all banking accounts. The Secretary shall also assume the responsibility of keeping Senate life membership numbers in parallel with records kept by the Senate Treasurer.

**Section 4 – Duties of the Treasurer**

The Treasurer shall be responsible for receiving Georgia JCI Senate life membership funds and other funds and investing the funds as directed by the Board of Trustees. The Treasurer shall be authorized to open and maintain bank accounts in the name of the Foundation. He or she will be the primary signature on all Foundation accounts. The Treasurer shall provide a yearly accounting to the Foundation Board and

to the general membership of the Senate at the Senate annual meeting. He or she shall make reports to the Board or to the Senate general membership as needed.

The Treasurer shall immediately upon the maturing of any invested funds from Senate life memberships turn the interest over to the Senate Treasurer. This is an automatic process and must be completed within 30 days of any maturing account.

The Treasurer shall keep a separate accounting of any other accounts approved by the Board of Trustees.

The Treasurer shall disburse any Scholarship Funds as directed by the Scholarship Chairman. That request must be presented in writing.

#### **Section 5 – Replacement of Board Members or appointed members**

In the event that the Senate President cannot serve a complete term as President, the newly selected President will assume the seat on the Board of Trustees.

In the event that one of the two Past Senate President Board Members cannot complete his or her term, the next Past President in the line of succession will assume the responsibility of sitting on the board for the remainder of the term.

In the event that one of the appointed members cannot serve his or her term, the Board of Trustees can replace that member by a vote of the board.

A sitting member of the Foundation Board can be removed by a unanimous vote of the Board and appointed officers.

### **Article III: Membership**

#### **Section 1 – Life Memberships**

Lifetime membership - All Georgia JCI Senators may become Lifetime Members by paying a one-time dues fee of \$250.00. All such dues fees are to be paid in one lump sum. \$50.00 will be deposited into the general fund of the Senate and \$200.00 will be deposited into an interest bearing note or account. All Georgia JCI Senate Lifetime Members will be considered fully paid dues members with all rights, and privileges therein. U.S. JCI Senate dues will be paid continually from the interest earned. Lifetime Members numbers will be consecutive starting with #001 for the first member paid. Lifetime membership may only be obtained after a member has been a Senator for a period of three (3) years.

#### **Section 2 – Changes in Life membership Fees**

All changes in fees paid for life memberships must be initiated by the Board of Directors of the Foundation. Whenever membership fees are changed, the portion of those fees allotted to the Senate will also be decided.

#### **Section 3 – Security of Funds**

The Trustees of the Foundation shall be directed to assure that Foundation monies will never be invested in any manner that could cause funds to be depleted. The monies held in trust by the Foundation Board can never be used for purposes other than the purpose for which it was given.

### **Article IV – Meetings**

In accordance with the Laws of the State of Georgia, the Foundation Board shall meet once per year in the general time frame of the organization election of officers. Other meetings shall be held as deemed necessary by the President of the Foundation Board. Meetings may be held electronically if deemed appropriate. Votes of the Board

can also be done electronically as long as a permanent record of the vote is made and kept by the Secretary.

Yearly meetings are open to any life member of the Senate.

#### **Article V – Dissolution of the Foundation**

It shall take a vote of 75% of the dues paid Senate Life Members to dissolve the Foundation. This vote must be a “Mail In” vote utilizing the current addresses of all dues paid life members. Should the Foundation be dissolved, all monies must be returned to the life members or their families in the case of death, provided the families can be located.

Prior to any vote for dissolution, the motion to dissolve the Foundation must be made at a regularly scheduled meeting of the Senate and passed UNANIMOUSLY.

In the event the Foundation is dissolved, it shall be the responsibility of the Foundation Board to determine the distribution of any monies that cannot be returned to the life members or his/her family.

#### **Article VI – Amendments to the Bylaws**

Any amendments to these bylaws must be initiated and approved by the Foundation Board. At such time that the bylaws are amended, the Foundation President shall notify the Senate general membership of the amendment.

#### **Article VII – Adoption of Bylaws**

Upon approval of the Foundation Board, these bylaws will be published in the Georgia JCI Senate *Communicator* in accordance with the organization’s bylaw change procedure and then voted on at the upcoming state meeting. A simple majority of members present shall be required for adoption of these bylaws.