

Bylaws
The Junior League of Pensacola, Inc.
September 2018

ARTICLE I. NAME

Section 1. The name of this organization shall be The Junior League of Pensacola, Incorporated, hereinafter sometimes called the League

ARTICLE II. MISSION AND INCLUSIVENESS

Section 1. Mission. The Junior League of Pensacola, Inc. is an organization of women committed to promoting voluntarism and to improving the community through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable. The Junior League of Pensacola, Inc. reaches out to women of all races, religions and national origins who demonstrate an interest in and a commitment to voluntarism.

Section 2. Inclusiveness. The Junior League of Pensacola, Inc. does not discriminate on the basis of race, religion or national origin. All meetings and functions of The Junior League of Pensacola, Inc. shall be held at facilities which do not discriminate against women, or on the basis of race, religion or national origin.

Section 3. Association of Junior Leagues International. The policies of this League shall be in harmony with the policies of the Association of Junior Leagues International Incorporated, hereinafter called the Association and shall operate in keeping and accordance with the policies and by-laws of the Association.

ARTICLE III. STANDARDS

Section 1. Administrative. This League shall maintain the same standards required of groups applying for membership in the Association. It must be entirely unconnected with and administratively independent of any other organization. It must be on a financial basis satisfactory to the Association. 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 fields, or show evidence of working towards such standards.

ARTICLE IV. MEMBERSHIP

Section 1. Categories of Membership. No member shall at any time be a member of more than one League. The categories of membership shall be as follows:

- a. **New Member.** New Members are those who are engaged in complying with the requirements for Active membership, are not eligible to vote and may not hold office. Only women who comply with the requirements of the Association shall be admitted to New Member membership by this League.
- b. **Active.** Active members are those who have completed the requirements for New Member membership and who, having been admitted to Active membership, justify such membership through service to their communities.
- c. **Sustaining.** Sustaining members are those who have served a minimum of six (6) Active years and elected to go Sustainer as set forth in the applicable policy.
- d. **Honorary.** Honorary members are those League members who for outstanding service have been invited to honorary membership in this League
- e. **Emeritus.** Emeritus are those Sustaining members who have reached the age of 80 years and have requested Emeritus membership status.

Section 2. Privileges of Membership. New Member, Active or Sustaining member in good standing may be granted one of the following privileges upon application to the Executive Secretary and as described in the Policies and Procedures.

- a. **Transfer.** Members may transfer membership from one League to another. A New Member who transfers membership must complete her New Member training as determined by the receiving League.
- b. **Interleague.** Members may seek the inter-league privilege while temporarily residing in the area of another League.
- c. **Nonresident.** Active and Sustaining members may seek nonresident status if they are living outside the League's geographical admissions area.
- d. **Leave of Absence.** Members may apply for leaves of absences as determined in the League's Policies and Procedures.
- e. **Sabbatical.** Members may apply for sabbaticals as determined in the League's Policies and Procedures.

Section 3. Admission to Membership

- a. **Interest and Commitment.** A Prospective member shall possess an interest in voluntarism, commitment to community service, and interest in developing her potential for voluntary community participation
- b. **Additional Criteria.** Other than age and residency requirements set forth in the Policies and Procedures, no additional criteria shall be used.

There shall be no deliberative process in the New Member admissions system. All prospective members shall be informed of her prospective membership. The prospective member information form shall include only information based on the criteria used.

- c. **New Member Course.** Following the completion of the New Member course, those New Members who have completed all requirements of the New Member course shall be recommended by the Membership Council for Active membership. These names shall be sent to the Board for final approval.

Section 4. Resignation, Reinstatement, Removal

a. Resignation.

- 1) **Good Standing.** Any member who is not in arrears in dues or in the performance of League duties may resign in good standing upon meeting the conditions as set forth in Policies and Procedures.
- 2) **Administrative.** An administrative resignation may be imposed on a member who has failed to maintain a good standing membership status.

- b. **Reinstatement.** Any member granted a good standing resignation may be reinstated into the appropriate category of membership upon the recommendation of the Membership Council and upon meeting the conditions as set forth in the Policies and Procedures.

- c. **Removal.** A member shall be automatically removed from membership for nonpayment of dues as specified in the Policies and Procedures and shall not be eligible for reinstatement or proposal for membership in this or any League.

ARTICLE V. RESPONSIBILITIES OF MEMBERSHIP

Section 1. The League membership shall annually adopt written policies and procedures regarding dues, financial obligations, time obligations, placement requirements and other membership responsibilities.

Section 2. Indebtedness to the Association. Members who are delinquent in paying any indebtedness to the Association shall be considered in arrears in their dues to this League.

ARTICLE VI. OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers. The Officers shall consist of a President, President-Elect, Executive Secretary, Treasurer, and, when a council structure is in place, all Council Vice Presidents.

Section 2. Election and Term of Officers.

- a. No officer shall serve more than four (4) consecutive terms as an officer.

- b. **Term.** Officers shall be elected for a term of one year. They shall assume their duties at the beginning of the fiscal year

Section 3. Board of Directors. The Board shall consist of all Officers, Committee Chairs (when a Council System is not in place), an elected Member-at-Large, and a Sustainer Council representative. Other members of the Board deemed necessary to carry out the functions of the League may be included if approved by the Board provided that the composition of the board does not exceed twenty (20) members.

Section 4. Powers and Duties. The duties and powers of the Officers and Board shall be as follows:

- a. **Board of Directors.** The Board shall be responsible for operating the League in accordance with its Governance Documents, have general charge and management of the affairs, funds and property of the League.
 - i. The Board of Directors will conduct a formal review of all League employees annually.
 - ii. The Board will review and/or update the League Strategic Plan and goals annually.
 - iii. The Board will review the Conflict of Interest Policy annually.
- b. **President.** The President shall be the executive officer of the League. She shall preside at the meetings of the League, the Board, and shall be a member ex-officio of all Councils and committees. She shall, with the Treasurer, sign all contracts and obligations authorized by the Board and the League. She may also assign other duties and establish committees as deemed necessary.
- c. **President-Elect.** The President-Elect shall assist the President, serve ex-officio on any committee or Council to which the President shall assign her, and shall perform the duties of the President in her absence.
- d. **President-Elect-Elect.** The President-Elect Elect shall assist the President and President-Elect, serve as ex-officio on any committee or Council to which the President shall assign her (including the Board), and shall perform the duties of the President-Elect in her absence.
- e. **Executive Secretary.** The Executive Secretary shall keep the minutes of all meetings and proceedings of the League and Board. She shall have charge of all general correspondence for the League.
- f. **Treasurer.** The Treasurer shall be the custodian of the funds of the League; shall collect all dues and assessments and receive all monies. She shall make payments in accordance with the budget. Expenses not provided for in the budget shall be incurred and paid only upon order of the Board with the recommendation of the Finance Council or appropriate committee chair. She shall keep full and accurate accounts and shall present financial statements at the regular meetings of the League and the Board. She shall assist in League building/property/employee management. She shall train the Treasurer-

Elect in all aspects of the Treasurer's job and may assign any of the above duties to her. The Treasurer shall submit the proposed League budget to the Board annually for approval and present the budget to the membership annually within 15 days of Board approval.

- g. **Treasurer Elect.** The Treasurer-Elect shall assist the Treasurer, serve ex-officio on any committee or Council to which the Treasurer shall assign her (including the Board), and shall perform the duties of the Treasurer in her absence.
- h. **Council Vice Presidents.** When a Council structure is in place, each Council Vice President shall be responsible for the oversight and coordination of the duties of her respective Council. Vice Presidents will serve as as members of the Board and as ex-officio members of all committees represented by their Council. Vice Presidents serve as a liaison between all member committees/functions and the Board.
- i. **Committee Chairs.** Each Committee Chair shall be responsible for the oversight and coordination of the duties of her respective committee. When a Council structure is not in place, Committee Chairs will serve as members of the Board and as a liaison between her committee and the Board.
- j. **Member-at-Large.** When manpower permits, an elected Member-at-Large shall serve the League as a liaison between the membership and the Board, representing member feedback to the Board.. She shall assist the President and the Board with the development of long range goals and plans.
- k. **Sustainer Representative.** The Sustainer Representative shall serve ex officio to the Board. She shall be a voting member, but will not count toward a Board quorum.

Section 5. Board Placement.

- a. **Officers (Slate).** The Personnel Committee shall present a single slate of candidates for the Officers' positions to be filled as well as Treasurer-Elect and President-Elect-Elect. When possible, the president-elect-elect shall be consulted on the selection of the Personnel Chair and the Nominating Co-Chair. If there is not a serving President-Elect-Elect, the President-Elect will be consulted on these appointments. The slate shall be sent to each voting member of the League at least three weeks before the meeting during which slate will be voted upon. Additional nominations with the consent of the nominee may be made in writing by ten active members. The additional nominations shall be received by the Executive Secretary at least two weeks prior to the meeting during which slate will be voted upon and shall be emailed to all members at least five (5) days prior to the meeting. They shall be presented with the slate at the Annual meeting. Members of the Personnel Committee are not eligible for any slated position.
- b. **Sustainer Representative.** Appointed in accordance with adopted policies and procedures.

- c. **Member-at-Large** - This is an elected position. The nomination shall be made with the consent of the nominee by ten (10) Active members in good standing. This nomination must be received by the Executive Secretary at least two weeks prior to the meeting during which slate will be voted upon and shall be communicated to each Active member at least five (5) days prior to the meeting.
- d. **Personnel/Nominating Committee Co-Chairman**. Selected by the Personnel Committee, with input from the President-Elect-Elect.

Section 6. Vacancies.

- a. **Officers**. A vacancy in the office of President shall be assumed by the President-Elect. A vacancy in the office of President-Elect shall be filled by the President-Elect-Elect. A vacancy in the office of Treasurer shall be assumed by the Treasurer-Elect. All other vacancies in officer positions shall be filled by a majority vote of the Board from a slate submitted by the Personnel Committee.
- b. **Board of Directors**. Vacancies occurring on the Board shall be filled by the President working jointly with the Personnel Committee.

Section 7. Meetings. The Board shall hold monthly meetings from June through May, as deemed necessary by the Board. Special meetings may be called by the President or upon written request by three members of the Board. In the absence of a Board member, her designee may attend the meeting and shall have voting privileges

Section 8. Removal from Office.

- a. **Officers and Directors**. Officers and Directors may be removed from office upon the request of the President and with reasonable notice to the Board and to the officer or director proposed to be removed for good cause, including without limitation: failure to perform reasonable duties of the position; violation of the Bylaws or Policies and Procedures of the League; conduct detrimental to the interest of the League or its reputation; or refusal to render reasonable assistance in carrying out the League's purposes. The officer or director proposed to be removed shall be afforded an opportunity to be heard. A two-thirds vote of the Board shall be required.
- b. **President**. The President may be removed from office upon the request of three Officers or Directors and with reasonable notice to the Board and to the President for good cause, including without limitation: failure to perform reasonable duties of the position; violation of the Bylaws or Policies and Procedures of the League; conduct detrimental to the interest of the League or its reputation; or refusal to render reasonable assistance in carrying out the League's purposes. The officer or director proposed to be removed shall be afforded an opportunity to be heard. A two-thirds vote of the Board shall be required.

Section 9. Indemnification of Directors and Officers. The Board may, at its option, vote for League to indemnify to any extent deemed appropriate a member made or threatened to be made a party to an action or proceeding, whether civil or criminal, administrative or investigative, and whether or not the claim asserted against such person is based on matters which antedate the adoption of this section, by reason of the fact that such person then is or was a director or officer of the League, or then serves or has served in any capacity at the request of the League.

ARTICLE VII. COUNCILS

Section 1. When a Council structure is in place, the Board shall establish Councils consisting of such committees sharing mutual objectives, interests and concern and shall exercise such powers as delegated by the Board of Directors.

Section 2. Composition. The composition of each council shall be consistent with the structure set forth in the League's Policies and Procedures.

Section 3. Duties. Each Council will support the goals, objectives, and Policies and Procedures established by the Board. Council will meet for sharing mutual interests and/or concerns, decision-making, future planning, monitoring results, policy recommendations and coordinating activities of member committees.

Section 4. Meetings. The Councils shall hold monthly meetings from June through May, as deemed necessary by the Council. Special meetings may be called by the Council Vice President or upon written request by three members of the Council. In the absence of a Council member, her designee may attend the meeting and shall have voting privileges.

ARTICLE VIII. COMMITTEES

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

Section 2. Special Committees. Special committees shall be appointed by the President on an annual basis with the approval of the Board, which shall designate their powers and the term of the committee's appointment.

Section 3. Community Advisory Board. There shall be a Community Advisory Board which shall keep the League apprised of community trends, opinions and needs, and advise on those matters important to League functions. The President shall serve as chairman of this board. Eight community leaders

shall be asked to serve for two years. In addition, the League legal counsel and accountant will be permanent members. Nominations will come from the membership, and selections will be made by the League Board. Invitations will be issued by the President. Community Advisory Board members will be available throughout the year for their advice, judgment, and input as needed. League members shall always clear through the President before contacting these members.

ARTICLE IX. MEETINGS OF THE JUNIOR LEAGUE

Section 1. Annual and Regular Meetings. Voting meetings of the League shall be held in accordance with the Policies and Procedures of the League. Regular meetings shall be held monthly from August through May, as deemed necessary.

Section 2. Special Meetings. Special meetings may be called by the Board or shall be called upon written request of one-third of the active members of the League. For special meetings the membership shall be advised at least 48 hours in advance and the meetings shall be considered compulsory.

Section 3. Attendance. Attendance at meetings shall be required as set forth in the Policies and Procedures.

ARTICLE X. FISCAL POLICIES

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

Section 2. Accounts and Audits. The books and accounts of the League shall be kept in accordance with generally accepted accounting principles and shall be audited or reviewed annually by a certified public accountant at the end of the fiscal year. A copy of the audited financial report shall be made available to each member of the League and a copy shall be sent to the Association office as soon as possible. Evidence of any change in status as a tax exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code shall be sent immediately to the Association office.

Section 3. Budget. The preliminary annual budget for the upcoming fiscal year shall be prepared by the Treasurer and approved by the Board by the April Board meeting. A copy of the preliminary budget shall be provided to all members within 15 days of Board approval. The final budget shall be prepared by the Treasurer and approved by the Board by the August Board meeting. A copy of the final budget shall be emailed to all members within 15 days of Board approval.

Section 4. Bonding. Any member having the responsibility of handling funds may be bonded at the discretion of the Board upon recommendation of the Finance Council.

Section 5. Dissolution. In the event of the dissolution of the League its assets will be distributed to such charitable and educational organizations in the community as described in Section 501(c)(3) or the U.S. Internal Revenue Code as the Board shall determine.

ARTICLE XI. ENDOWMENT FUND

Section 1. Source of Funds. The Junior League of Pensacola Endowment Fund, hereinafter called the Fund, shall consist of all monies and property transferred to the Fund by the League and all charitable gifts and bequests which are contributed to the Fund by donors; provided, however, that the Board in its sole discretion, may refuse to accept any gift for any reason when the gift does not seem appropriate to the charitable purposes of the League.

Section 2. Use of Proceeds. The Fund shall be used by the League to contribute approved sums in the following priority (a) to defray capital and operating expenses of the League associated with the administration of the League; (b) to support League program/project expenses incurred as defined by the League; (c) to assist other qualified, charitable or public service organizations to help meet community needs as determined by the Board.

Section 3. The Fund Investment Policies. The corpus of the fund shall not be invaded.

Section 4. Termination. The Fund shall terminate upon the dissolution of the League, in which case the Fund assets will be distributed according to the League's Fiscal Policies

ARTICLE XII. DELEGATES TO THE ASSOCIATION

Section 1. Annual Meeting. The voting delegate of the Annual Meeting of the Association shall be the incoming President whenever possible. The nonvoting delegates shall be the incoming President-Elect whenever possible. Alternates and other delegates may be elected by the Board from a slate of members in good standing presented by the Membership Council.

Section 2. Area Meetings and Technical Conferences. Delegates to Area Meetings and Technical Conferences shall be members elected by the Board from a slate of members in good standing presented by the Membership Council.

Section 3. Expenses. The League shall defray the expense of the delegates.

ARTICLE XIII. VOTING PROCEDURES AND RULES OF ORDER

Section 1. Quorums.

- a. **Board of Directors.** A majority of members of the Board shall constitute a quorum.
- b. **Councils.** A majority of the members of a Council shall constitute a quorum
- c. **League.** One-third of the voting members shall constitute a quorum of the League.

Section 2. Voting. Except as otherwise provided in these Bylaws, any action may be taken at a meeting of the League, the Board or any Council or Committee by a majority vote of those present and voting at a meeting at which a quorum exists. In cases where a quorum or majority is not present, or when a meeting cannot be called in a timely manner, voting may be completed electronically (E-mail, electronic survey, etc.).

- a. **Eligibility.** All Active Members in good standing as well as the Board Sustainer representative shall have the right to vote.
- b. **Absentee Ballots.** Any Active member who is unable to attend a general meeting at which a vote is to be taken or an election is to be held may cast an absentee ballot. The Executive Secretary shall prepare and make available to the membership absentee ballots. In order to be valid, the ballot must be returned by 3 pm the day of the meeting. Should there be amendments or changes to the motion or slate at the meeting at which the vote is taken, all absentee ballots will be null and void. If any member who has voted by absentee ballot is present at the meeting, her absentee ballot will be null and void and she shall complete a ballot at the meeting.
- c. **Teller's Committee.** The Personnel Chairman shall appoint a Teller's Committee to count all votes and absentee ballots prior to adjourning the meeting and record the vote on a final tally form to be filed with the Executive Secretary and incorporated with the minutes of that meeting.
- d. **Action Without a Meeting.** Any action required or permitted to be taken by the general membership, a Council, the Board, or by any committee thereof may be taken without a meeting if all members of the respective group consent, in writing, to the adoption of a resolution authorizing such action
- e. **Projects/Fundraisers.** The adoption of a project or fundraiser which requires the financial support of the League and/or active participation of the membership shall require a two-thirds vote of the Active and New Members present and voting. Members shall be notified at least five (5) days prior to the vote.
 - 1) **Discontinuation:** A project or fundraiser may be discontinued by a vote of two-thirds of the Active and New Members present and voting, provided the discontinuation has been recommended by the

Board and appropriate Council or committee. Members shall be notified at least five (5) days prior to the vote.

- a) **Projects:** Projects duly approved by the membership may be discontinued should a lack of membership willingness to participate be determined by the Personnel Committee through the placement selection process. The committee responsible for the project and Board shall review and make a recommendation for further action.
- b) **Fundraisers:** Fundraisers duly approved by the membership may be discontinued should a lack of membership willingness to participate be determined by the Personnel Committee through the placement selection process. The committee responsible for the fundraiser and Board shall review and make a further recommendation for further action.
- f. **Public Action and Position Statements.** Shall be formulated according to the guidelines enumerated in the Policies and Procedures and adopted by a two-thirds majority vote of the membership.
- g. **Association Bylaws.** The Bylaws of the Association, as amended, shall automatically be and become a part of these Bylaws without a vote of the members of this League.

Section 3. Amendments.

- a. **Bylaws.**
 - 1) **Change of Intent.** These bylaws may be amended by a two-thirds vote of the members present and voting at any meeting of the League at which a quorum is present. The proposed amendment must be recommended by the appropriate Council or committee and approved by the Board. Notice of intent must be given in writing, at least five (5) days prior to the date of the meeting.
 - 2) **Technical Matters of Form.** These Bylaws may be amended to reflect adjustments in technical matters of form when no change of substance or intent is proposed. These changes shall be proposed in writing by the Parliamentarian and approved by the Board. The revised form shall be provided to the membership electronically.
- b. **Policies and Procedures.** The Policies and Procedures may be amended or adopted by a majority vote of the Board upon recommendation of the appropriate Council or committees except in matters which restrict or add obligations or responsibilities to the membership as a whole, involve admissions procedures or involve nominating procedure. These matters must be approved and amended by a two-thirds vote of the members present and voting at any meeting. Notice of intent must be given in writing, at least five (5) days prior to the date of the meeting.
- c. **Articles of Incorporation.** The Articles of Incorporation may be amended only by a resolution passed by a two-thirds vote of the

members present and voting at any meeting provided the proposed resolution has been recommended by the Board and mailed to each voting member at least five (5) days prior to the date of the meeting.

Section 4. Waiver of Notice. Whenever notice is required to be given under these bylaws, a written waiver of notice will be deemed equivalent to notice if the waiver is signed by the person entitled to notice (whether before or after the time stated for notice). The attendance of any person at a meeting of the League, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the person.

Section 5. Parliamentary Authority. *Robert's 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 or procedure adopted by the League.