

BYLAWS OF THE SAINT PAUL JAYCEES

ARTICLE I

Membership

Section 1.1 Classes of Membership.

The Saint Paul Jaycees (the Corporation) shall have four (4) classes of membership: active, associate, life and honorary.

Section 1.2 Qualifications for Membership.

- (a) **Active Membership.** Any person between the ages of twenty-one (21) and forty (40) shall be eligible for active membership in the corporation.
- (b) **Associate Membership.** Any person over the age requirement for active membership shall be eligible for associate membership in the corporation.
- (c) **Life Membership.** Any active member of the corporation who has provided outstanding service thereto in positions of responsibility and throughout his membership therein may become a life member of the corporation if elected by the Board of Directors in the manner prescribed below.
- (d) **Honorary Membership.** Any person who (i) has made outstanding and significant contributions to the betterment of the City of St. Paul, State of Minnesota, or United States of America, or (ii) has given outstanding and significant support to the activities and projects of the corporation, or (iii) is worthy of such honor may become an honorary member of the corporation if elected by the Board of Directors in the manner prescribed below.

Section 1.3 Election of Members.

Life and Honorary Members. A life or honorary membership may be conferred upon any person who, having met the qualifications specified in preceding Section hereof, has been approved by unanimous vote of the members of the Board of Directors present at the meeting at which the vote was taken.

Section 1.4 Rights and Privileges of Members.

(a) Active Members. An active member, as long as he is a member in good standing, shall have all the rights and privileges of membership in the corporation including the rights to vote and hold office.

(b) Associate, Life and Honorary Members. An Associate, Life or Honorary member shall have all the rights and privileges of membership in the corporation, excluding the rights to vote and to be an officer, director, or officer of any standing committee of the corporation. Associate members may participate in major projects, participate on project committees and be eligible for any other position available to active members as set forth in Article V hereof.

Section 1.5 Active Membership Extension.

In the event an active member attains the age of forty-one (41) years during a year's period for which his dues have been paid or during this term as the holder of any office in the corporation, his active membership shall be automatically extended until the end of the year's period for which his dues have been paid (in the case of an active member who is not an office holder) or until his term of office expires (in the case of an active member who is an office holder).

Section 1.6 Suspension of Membership.

The Board of Directors, by affirmative vote of two-thirds (2/3) of all members of the Board, may suspend or expel a member of the corporation for cause after an appropriate hearing.

Section 1.7 Member in Good Standing: Nonpayment of Dues.

A member in good standing is an active or associate member whose annual dues have been paid. When his dues shall be due and unpaid for a period of thirty (30) days or more, he shall cease to be a member in good standing, and if the dues remain delinquent for a further period of fifteen (15) days, his membership shall automatically cease.

Section 1.8 Resignation.

Any member may resign by filing a written resignation with the secretary of the corporation, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments, or other charges theretofore accrued and unpaid, nor will it result in the refund of any portion of dues already paid.

Section 1.9 Reinstatement.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of all the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 1.10 Transfer of Membership.

Membership in the corporation shall not be transferable or assignable unless the Board of Directors shall have first approved the transferee or assignee.

Section 1.11 Miscellaneous.

As used in these Bylaws where appropriate, the masculine shall include the feminine and the feminine the masculine, particularly with reference to membership qualifications as set forth in Article I hereof.

ARTICLE II

Dues

Section 2.1 Annual Dues.

(a) The Board of Directors may determine from time to time the amount of the annual dues payable to the corporation by members of the active and associate membership classes thereof; provided, however, that the minimum dues for an active member shall be equal to the amount charged by the Minnesota Junior Chamber for the particular class of annual Membership being applied for.

(b) Life and honorary members of the corporation shall not be required to pay dues. Each Board of Directors shall allocate sufficient funds within their budget to pay the cost of membership dues for life members.

Section 2.2 Payment of Dues.

The annual dues for an active or associate member shall be payable in advance. Subsequent dues are paid annually thereafter upon the fifteenth day of the preceding month in which the initial payment became due.

ARTICLE III

Board of Directors

Section 3.1 Management

The property, affairs and business of the corporation shall be managed by the Board of Directors.

Section 3.2 Number, Qualifications and Terms of Office.

The Board of Directors shall consist of:

(a) Elective Directorships.

- (i) At least ten (10) active members in good standing elected by and from the active membership for a one (1) year term; and
 - (ii) The President who shall be an active member in good standing elected by and from the active membership for a one (1) year term.
- (b) Appointive Directorships.
- (i) The Secretary, who shall be an active member in good standing appointed by the President for a one (1) year term at or before the first meeting of the Board of Directors (the Board) and approved by an affirmative vote of the majority of the members of the Board present at such meeting;
 - (ii) The Treasurer, who shall be an active member in good standing and knowledgeable in accounting principles, procedures, and systems with a basic understanding of various tax reporting requirements appointed by the President for a one (1) year term at or before the first meeting of the Board of Directors and approved by an affirmative vote of the majority of the members of the Board present at such meeting;
 - (iii) The Legal Counsel, who shall be an active member in good standing and a duly licensed and practicing attorney in the State of Minnesota appointed by the President for a one (1) year term at or before the first meeting of the Board of Directors and approved by an affirmative vote of the majority of the members of the Board present at such meeting;
 - (iv) The State Delegate, who shall be a active member in good standing appointed by the President for a one (1) year term at or before the first meeting of the Board of Directors and approved by an affirmative vote of the majority of the members of the Board present at such meeting;
- (c) Immediate Past President. The Immediate Past President shall serve a one (1) year term on the Board which commences on the first day after his term as President of the corporation has expired and his successor has been selected and qualified.

Section 3.3 Tenure.

Each Director shall hold office for the term designated for him in the preceding section hereof and until his successor shall have been elected and duly qualified.

Section 3.4 Duties of Certain Directors.

(a) Legal Counsel. The Legal Counsel shall act as the Parliamentarian at all meetings of the corporation, shall provide advice on all legal matters to the President and the Board of Directors, and shall review all contracts and other legal documents involving the corporation prior to their execution on behalf of the corporation.

(b) State Delegate. The State Delegate shall represent the corporation at all meetings of the Minnesota Junior Chamber Board of Directors and District and Regional meetings of the Minnesota Junior Chamber, and advise the membership and Board of Directors of the corporation of all matters considered at such meetings which may be of interest to the corporation, and advise the President and Board of Directors as to the status and conduct of all State and National Jaycee programs being operated by the corporation, and he may recommend the adoption of State and National programs not being run by the corporation.

Section 3.5 Meeting and Notice.

(a) Regular Meetings. Regular meetings of the Board of Directors shall be held on a regular and recurring basis at such times and places as it may from time to time designate by Resolution without other notice than such Resolution.

(b) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or at the request of any two (2) Directors. The person(s) authorized to call special meetings of the Board may fix any place within the City of St. Paul, County of Ramsey, and State of Minnesota as the place for holding any such special meeting called by them.

(c) Notice. Written or oral notice of any special meeting of the Board of Directors shall be mailed or delivered at least four (4) days in advance thereof. Any Director may waive notice of any meeting, and his attendance at any meeting shall constitute a waiver of notice thereof except where he attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meetings.

Section 3.6 Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Board is present at said meeting, a majority of those directors present may adjourn the meeting from time to time without further notice.

Section 3.7 Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by these Bylaws.

Section 3.8 Removal.

Any Director may be removed for cause by the affirmative vote of two-thirds (2/3) of the entire Board of Directors.

Section 3.9 Vacancies.

Any vacancy in an appointive directorship shall be filled by the original appointing officer and approved by an affirmative vote of a majority of the members of the Board present at the meeting at which such appointment is passed upon. Any vacancy in an elective directorship shall be filled by the affirmative vote of a majority of those directors then in office even though less than a quorum. A Director so appointed or elected to fill such vacancy shall serve for the unexpired term of his predecessor in office and until his successor shall have been elected and qualified.

Section 3.10 Board Action Without Meeting.

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at the meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all of the Directors.

Section 3.11 Use of Electronic Methods and Deferred Voting for Board Action.

- (a) Electronic mail, facsimile transmission or similar electronic system that has been verified as coming from a member of the Board of Directors, may be used for written requests, written consents, motions and seconds, and deferred voting.
- (b) Deferred voting shall be authorized and implemented at the discretion of the President, and shall be supervised by the Secretary. The voting period shall be of a duration to permit discussion of the item and to allow all voting directors to participate.

ARTICLE IV

Officers

Section 4.1 Officers.

The officers of the corporation shall be a President, at least four (4) Vice-Presidents, a Secretary, a Treasurer, and such officers as may be elected in accordance with the provisions of these Articles. The Board of Directors may elect an Executive Secretary whose tenure of office, duties and compensation shall be fixed by the Board.

Section 4.2 Additional Officers.

The President, with the approval of the Board, may appoint such other officers and agents who shall have such authority and duties as prescribed by the President with the approval of the Board and whose term of office shall coincide with the term of the President.

Section 4.3 Election or Appointment and Term of Office.

(a) President. The President shall be elected by ballot to serve a one (1) year term commencing January 1 of the year for which he is elected by and from the active members in good standing and in the manner more specifically prescribed in Article VI hereof.

(b) Vice Presidents. The four (4) Vice-Presidents shall be elected from and by the membership of the Board of Directors at the first regular meeting thereof which takes place after January 1 of the particular year.

(c) Secretary and Treasurer. The Secretary and Treasurer shall be appointed from the active members in good standing by the President and shall be approved by the Board of Directors. Such appointment shall be made at or before the first regular meeting of the Board of Directors which takes place after January 1 of the particular year and approved by the Board at such first meeting.

Section 4.4 Tenure.

The officers of this corporation shall hold office for the terms specified for them herein above and until their successors shall have been elected and duly qualified.

Section 4.5 Removal.

(a) President. The President may be removed at any time for cause by an affirmative vote of two-thirds (2/3) of the active members in good standing present at any regular or special meeting held pursuant to Article VI.

(b) Vice-Presidents. A Vice-President may be removed at any time for cause by an affirmative vote of two-thirds (2/3) of the entire Board of Directors.

(c) Secretary, Treasurer, and other officers appointed by President. The Secretary, Treasurer and other officers appointed by the President may be removed by the President for cause subject to the approval of such removal by the Board of Directors by an affirmative vote of two-thirds (2/3) of the entire Board of Directors.

(d) Other Officers Elected or Appointed by Board. Any other officer elected or appointed by the Board of Directors may be removed for cause by an affirmative vote of two-thirds (2/3) of the entire Board of Directors.

Section 4.6 Vacancies.

Any vacancy in an appointive office shall be filled by the original appointing officer with the approval of the Board of Directors. Any vacancy in an elective office shall be filled by the Board of Directors; provided, however, that any vacancy in the Office of the President shall automatically and immediately be filled by the Past President until such time (not to exceed fifteen (15) days from the date that such vacancy in the office of the President first exists) as the Board of Directors elects a successor to the office of the President by an affirmative vote of two-thirds (2/3) of the entire Board of Directors. An officer elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of this predecessor in office.

Section 4.7 Duties of Officers.

- (a) **President.** The President of the corporation shall preside at all meetings of the members and Directors; shall have general active management of the business of the corporation; shall see that all orders and resolutions of the Board are carried into effect; shall execute all bonds, mortgages and other contracts when so authorized by the Board of Directors; shall be an ex-officio member of all standing committees; and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.
- (b) **Vice President.** The Vice President shall be in charge of such major projects as the President has appointed them to and shall perform such other duties as the Board of Directors shall prescribe. In the absence of the President, one of the Vice-Presidents designated by the President or, if none is so designated, then one designated by a majority vote of the Board of Directors, shall perform the duties of the President.
- (c) **The Secretary** shall keep the minutes of the meeting; shall see that all notices are duly given in accordance with the provisions of these bylaws as required by law; shall be custodian of the records of the corporation; shall keep a register of the post office address of each member, and make all proper changes in such a register, retaining and filing his authority for all such entries; shall see that all books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; and shall, in general, perform all duties incident to the office of Secretary and such other duties as the bylaws may require or the Board of Directors may prescribe.
- (d) **Treasurer.** The Treasurer shall keep correct and complete records of accounts, showing accurately at all times the financial position of the corporation. He shall, at the option of the Board of Directors, give a bond for the faithful discharge of his duties in such a sum and with such a surety as the Board of Directors shall require. In addition, he shall have charge and custody of and be responsible for all funds and securities of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies and other depositories as shall be selected by the Board of Directors in accordance with the provisions of these bylaws; shall at all times exhibit his books of account and records to any Director of the corporation or any other persons legally

entitled to inspect said books and records upon application during business hours at the office of the corporation or such other corporation where such books are kept; shall render statements of the condition of finance of the corporation at all regular meetings of the Board of Directors if called upon to do so; shall receive and give receipts for all money payments to the corporation from any source whatsoever; shall, in general, perform all duties incident to and customarily performed by such other duties as these bylaws may require or the Board of Directors may prescribe. In January of each year, the Board of Directors may appoint two (2) active members of the chapter to review the books of the corporation and to make a report to the Board of Directors regarding the appropriateness of the accounting procedures being used by the Treasurer and reporting any abnormalities in the books of the corporation.

ARTICLE V

Committees

Section 5.1 Standing Committees.

There shall be an Executive Committee of the Board of Directors, and such other standing committees as the Board may from time to time determine. Each standing committee, with the exception of the Executive Committee, shall be placed under the supervision and direction of a Director designated by the President to be in charge of the committee. The Director in charge of the particular standing committee shall have the duty to appoint the committee's chairman which appointment shall be subject to the approval of the Board of Directors. The Director in charge shall also act as liaison between the standing committee and the Board of Directors.

Section 5.2 Executive Committee.

The Executive Committee shall consist of the President as Chairman, the Vice-Presidents, the Secretary, the Treasurer, the immediate Past President, the State Delegate, the Legal Counsel, and such additional Directors as the President may appoint with the concurrence of a majority of the Board of Directors. It may meet during the intervals between meetings of the Board of Directors, as requested by the President or any two other members of the Executive Committee. The Executive Committee shall possess and may exercise during such intervals all of the powers of the Board of Directors in the management of the business and affairs of the corporation except to the extent that the Board has limited such powers from time to time. At all times, the Executive Committee shall be subject to the control and direction of the Board. A majority of the Executive Committee shall constitute a quorum, and the Committee may act upon the majority vote of its members present at any given meeting. The Executive Committee shall keep full and accurate records and accounts of its proceedings and transactions and shall make the reports thereof to the Board of Directors at each meeting thereof. Any action taken by or transaction entered into by the Executive Committee shall be subject to revision, alteration, ratification, and confirmation by the Board of Directors; provided, however, that no rights of any third party shall be affected by any revision or alteration.

Section 5.3 Major Project Committees.

The Board of Directors may from time to time designate certain projects presented to it which have a large gross budget, large manpower requirements, and extended duration, as major projects and a Vice-President or Director shall be assigned by the President, subject to the approval of the Board, to be in charge of the committee created by the Board to operate the project which shall be called a major project committee. The Vice-President or Director in charge shall prepare a list of candidates for the major project chairman, none of whom shall be a member of the Board. The Board shall elect from the candidates listed by the Vice President or Director in charge, after reviewing the respective qualifications of each, the major project chairman. The major project chairman shall, subject to the approval of the Board, appoint all subchairmen for the project. Every major project chairman shall have as subchairman a treasurer who shall have a basic understanding of accounting principles and procedures.

Section 5.4 Project Committee.

All projects, activities, and events conducted by a standing committee other than those which are solely internal functions for the members of each standing committee, shall be managed by project committees established by the standing committee under the direction of the project chairman, pursuant to a proposed budget and plan, for a particular purpose, and during a specified period, all of which shall be presented to and approved by the Board of Directors.

Section 5.5 Miscellaneous Committee.

The Board of Directors may appoint such other committees as the business of the corporation may require.

Section 5.6 Procedures for Committee.

Each committee shall be entitled to make such rules and regulations as from time to time it may deem proper for its own government and for the transaction of its business. It shall at each meeting of the Board of Directors, or in the interim to the Executive Committee, report its actions thereof. Committee meetings shall be held at the call of the chairman thereof or any two (2) members thereof, but the committee shall be deemed to be in continuous session and, between meetings, may act upon the vote of its members, taken by the telephone or otherwise.

ARTICLE VI

Meetings of Members

Section 6.1 Annual Meeting.

An Annual Meeting shall be held in the month of November or December, at such time and place as may be fixed by the Board of Directors.

Section 6.2 Regular Meetings.

Regular meetings of the members of the corporation shall be held at such time(s) and place(s) as the Board of Directors shall designate.

Section 6.3 Special Meetings.

Special Meetings of the members may be called by the Board of Directors, or by the President, and must be called by the President upon presentation to him of a petition in writing signed by ten percent (10%) of the active members in good standing, provided that no less than ten (10) days written notice shall be given to the members in advance of such meeting. It shall be the duty of the Secretary to notify the members of the time, place and purpose of the special meeting.

Section 6.4 Notice of Meeting.

Written by printed notice, stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each active member in good standing who is entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or one required by statute or by these bylaws, the purpose(s) for which the meeting is to be called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage paid thereon. Notice of any meeting published in the official Saint Paul Jaycee publication, that satisfies the time requirements above, shall constitute proper notice.

Section 6.5 Action by Member Without Meeting.

An action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof.

Section 6.6 Quorum.

The members holding one-tenth (1/10th) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further action.

Section 6.7 Manner of Acting.

A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present, shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

ARTICLE VII

Elections

Section 7.1 Offices.

The President and at least ten (10) Directors shall be elected each year by the active members in good standing and shall take office on January 1 of the year elected.

Section 7.2 Filing, Nominations and Voting.

(a) **Filing for Office.** No later than the last business day of October, the Secretary of the corporation shall cause a notice to be mailed to each active member in good standing which shall specify the date the annual election is to take place, the number of directors to be elected and their term, the manner in which nominations may be made, and the final date by which nominations must be filed.

(b) **Nominations.** Between the first day and the fifteenth day of April, the Board of Directors shall appoint a Nominating Committee consisting of nine (9) active members in good standing, which shall include four (4) members of the Board of Directors of which one (1) shall be the Immediate Past President who will serve as the Chairman of the Nomination Committee; and three (3) shall be chosen by lot from the remaining directors; which shall also include five (5) members selected by the Board of Directors by ballot from the membership at large who are not members of the Board of Directors. No one may serve as a member of the Nominating Committee more than once every three years, excepting the immediate past president, whose role as chairman shall be automatic. The President shall be ineligible to serve on the Nominating Committee. The Nominating Committee shall select one (1) candidate who has agreed to serve in the office of President prior to July 1, who shall be announced to the members of the corporation within thirty (30) days after the selection. To qualify for nomination for the presidency, the nominee must be an active member in good standing and have served on the Board of Directors for a minimum of one (1) term.

(c) **Notice of Nomination.** The Chairman of the Nominating Committee shall advise the membership of the name of the candidate for the office of President, as selected by the Nominating Committee, together with the notice of the right to nominate additional candidates for the office of President by petition as hereinafter provided. Such notice shall state the form of petition for such additional nominations, shall be available thereafter in the principal office of this corporation and shall indicate the address thereof.

(d) Nominations by Petition. Within thirty (30) days after the Chair of the Nominating Committee advises the membership of the name of the candidate for the office of President required by subparagraph (c) of this section, any twenty-five (25) active members of good standing of this organization, acting together may nominate additional candidates for the office of President. Within ninety (90) days after the Chair of the Nominating Committee advises the membership of the name of the candidate for the office of President, any active member in good standing may file the name of any other active member in good standing as a candidate for the office of Director.

(e) Form of Petition. No petition shall be valid unless submitted on the form issued by the Secretary, and filed in the principal office of the corporation before noon on the last day allowed for filing set forth in the notice from the Chairman of the Nominating Committee required by subparagraph (c). The form of petition to be prepared and issued by the Secretary shall state that it is the official form of petition and meets the requirements set forth in Article VII of these bylaws. The form of petition shall also state the day, date and hour by which it must be filed, and shall call attention to the fact that it must bear the signatures of not less than twenty-five (25) active members in good standing.

(f) Appointment of Tellers. The President shall appoint, subject to the approval of the Board of Directors, at least three (3) members of the corporation as tellers who are not candidates for election to canvass the vote. The tellers shall be responsible for preparing a ballot of those people nominated for the positions of President and Director. The tellers shall be responsible for distributing ballots at the annual meeting, explaining the voting procedure to the membership, collecting completed ballots, and tallying the results. The tellers shall have the power, subject to the advice and consent of the Board of Directors, to establish such reasonable rules and regulations covering the conduct of the campaign and election as are necessary for the efficient and effective conduct of the campaign and election, provided that those rules and regulations are consistent with the requirements of these Bylaws.

ARTICLE VIII

Amendments to Bylaws

Section 8.1 Ballot.

These Bylaws may be altered, amended, suspended or repealed and new Bylaws adopted upon the affirmative vote of two-thirds (2/3) of the Directors present at any regular or special meeting thereof which such alternation, amendment, waiver or repeal is passed upon, provided that at least fourteen (14) days written notice of the meeting and the proposed bylaws changes are given.

Section 8.2 Prospective Revocation by Members.

The members, by a majority vote of the members at a meeting duly called for that purpose, may respectfully revoke the authority of the Board to exercise the power of the members to amend the Bylaws.

ARTICLE IX

Miscellaneous

Section 9.1 Fiscal Year.

The fiscal year of the corporation shall commence on the first day of January of each year and terminate on the thirty-first day of December of the same year.

Section 9.2 Enrollment of Other Jaycee Organizations.

The corporation shall be enrolled as a member of the Minnesota Junior Chamber, United States Junior Chamber and Junior Chamber International.

Section 9.3 Policies and Procedures.

Except as otherwise provided in the Articles and these Bylaws, all proceedings and meetings of the corporation shall be conducted in accordance with "Robert's Rules of Order Revised", and the business, activities and affairs of the corporation shall be governed not only by the Articles and these Bylaws but also by such other policies and rules of procedure as the Board of Directors shall from time to time establish.

ARTICLE X

Indemnification of Corporate Agents

Section 10.1 Definitions.

As used in this article:

- (a) "corporate agent" means any person who is or was a director, officer, employee or agent of the Saint Paul Jaycees or any person who is or was a director, officer, trustee, employee or agent of any other enterprise, serving as such at the request of the Saint Paul Jaycees, or the legal representative of any such director, officer, trustee, employee or agent;
- (b) "other enterprise" means any domestic or foreign corporation, other than the Saint Paul Jaycees, and any partnership, joint venture, sole proprietorship, trust or other enterprise, whether or not for profit, served by a corporate agent;
- (c) "expenses" means reasonable costs, disbursements and counsel fees;

(d) "liabilities" means amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties;

(e) "proceeding" means any pending, threatened or completed civil, criminal, administrative or arbitrative action, suit or proceeding, and any appeal therein, and any inquiry or investigation which could lead to such action, suit or proceeding.

Section 10.2 Proceedings not by or in the Right of the Saint Paul Jaycees.

The Saint Paul Jaycees shall indemnify a corporate agent against his expenses and liabilities in connection with any proceeding involving the corporate agent by reason of his being or having been such a corporate agent, other than a proceeding by or in the right of the Saint Paul Jaycees, if:

(a) such corporate agent acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Saint Paul Jaycees; and

(b) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not of itself create a presumption that such corporate agent did not meet the applicable standards of conduct set forth in paragraphs (a) and (b) of this section.

Section 10.3 Proceedings by or in the Right of the Saint Paul Jaycees.

The Saint Paul Jaycees shall indemnify a corporate agent against his expenses in connection with any proceeding by or in the right of the Saint Paul Jaycees to procure a judgment in its favor which involves the corporate agent, by reason of his being or having been such corporate agent, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Saint Paul Jaycees. However, in such proceeding, no indemnification shall be provided in respect of any claim, issue or matter as to which such corporate agent shall have been adjudged to be liable for negligence or misconduct, unless and only to the extent that the court in which such proceeding was brought shall determine that despite the adjudication of liability, but in view of all circumstances of the case, such corporate agent is fairly and reasonably entitled to indemnity for such expenses as the Court shall deem proper.

Section 10.4 Corporate Agent Successful in Proceeding.

The Saint Paul Jaycees shall indemnify a corporate agent against expenses to the extent that such corporate agent has been successful on the merits or otherwise in any proceeding referred to in Sections 2 and 3 of this Article or in defense of any claim, issue or matter therein.

Section 10.5 Procedure for Indemnification.

Any indemnification under Section 2 of this article and, unless ordered by a court, under Section 3 of this Article, may be made by the Saint Paul Jaycees only, as authorized in specific case upon a determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct set forth in such Section 2 or such Section 3. Such determination shall be made:

- (a) by the Board of Directors acting by a quorum consisting of Directors who were not parties to the proceedings; or
- (b) if such quorum is not available, or, even if obtainable and a quorum of the disinterested Directors so directs, by independent legal counsel in a written opinion; or
- (c) by the members having general voting rights.

Section 10.6 Expenses Payable in Advance.

Expenses incurred by a corporate agent in connection with the proceeding may be paid by the Saint Paul Jaycees in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the corporate agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified as provided in this Article.

Section 10.7 Rights Not Exclusive.

The indemnification provided by this Article shall not exclude any other rights to which a corporate agent may be entitled under the Certificate of Incorporation, these Bylaws or any agreement, vote of members or otherwise.

ARTICLE XI

Dissolution

Section 11.1 Voluntary Dissolution.

- (a) The chapter may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the active members.
- (b) Upon ratification by the members of a vote of dissolution, the Board of Directors of the organization shall take the following steps:
 - (i) satisfy all liabilities and obligations; and
 - (ii) distribute all remaining assets pursuant to Bylaw 14 of the Bylaws of the Minnesota Junior Chamber.

Section 11.2 Involuntary Dissolution.

- (a) In the event the chapter becomes so inactive that the minimum membership requirements established in Section 1, Bylaw 1 of the Minnesota Junior Chamber are not met, proceedings for involuntary dissolution may be initiated by the Minnesota Junior Chamber in accordance with the provisions of Section 4, Bylaw 1 of the Minnesota Junior Chamber.
- (b) In the implementation of involuntary dissolution proceedings, all remaining assets shall be distributed in the same manner as stipulated in paragraph (b), Section 11.1 of the Bylaws.

AS AMENDED: May 23, 2005