

**POLICY MANUAL
OF THE
SAINT PAUL JAYCEES**

Section 1. Purpose of Policy Manual.

The Policy Manual of the Saint Paul Jaycees (the Corporation) shall serve as a directive to which the chapter and committee officers and directors shall adhere in conducting the business, activities and affairs of the chapter. It shall be an extension and enlargement of the purposes and intent of the Articles of Incorporation and Bylaws of the chapter.

Section 2. Board of Directors.

- (a) Absences. Any director who shall have three (3) consecutive, unexplained absences or a total of six (6) unexplained absences from regularly scheduled Board meetings, shall be subject to removal in the manner provided in Section 3.8 of the Bylaws. Such absences shall be deemed sufficient cause for purposes of that Section of the Bylaws. Notification of an absence must be provided prior to the meeting to the President and the Secretary.

It shall be the policy of the Board to review, at frequent intervals, the attendance record of its members. To this end, it shall be the duty of the Secretary, from time to time, to advise the Board of the names of those directors who are in jeopardy of becoming or who have become subject to removal pursuant to the first sentence of this subsection (a).

- (b) Vacancy in Elective Directorship. In filling a vacant elective directorship pursuant to Section 3.9 of the Bylaws, the Board shall adhere to the voting procedure hereinafter set forth in Section 11, and may decide by resolution adopted immediately prior to the election that, in the event the candidate who receives the majority of the votes cast in the election, declines to accept the vacant directorship, the candidate receiving the second highest number of votes cast be elected to fill the vacancy without further election.

In making nominations for vacant elective directorships, due consideration should be given to those candidates who failed to be elected at the last annual meeting preceding the election to fill the vacancies.

- (c) Duties of Directors. Each Director Shall have the Duty to:

- (1) Direct and supervise the activities of the committee(s);
- (2) Act as liaison between the committee(s) and Board;

- (3) Present for approval by the Board all projects, activities, events, programs and representations of the committee(s) in the manner prescribed in Section 3 hereof;
 - (4) Be responsible to the Board for the successful operation of the committee(s);
 - (5) Keep the committee(s) advised on proper operating procedure;
 - (6) Seek recognition for outstanding efforts of committee(s) and members thereof in accordance with Section 6 (a) hereof;
 - (7) Perform such other duties as may from time to time be assigned to him by the Board or President; and
 - (8) Have a representative from the Standing or Major Project Committee(s) of which he is in charge at any meeting of the Board which he is unable to attend.
- (d) **Restriction on Activities.** To provide maximum leadership training for the greatest number of members of the chapter, no director shall, during the term of this office, serve as a major project or standing committee chair or sub chair unless he has first been given approval of the Board to perform such function.

Section 3. Standing Committees.

- (a) **Plan of the Year.** At a regular or special meeting of the Board, as close as practicable to the beginning of each fiscal year, each standing committee shall present to and have approved by the Board a complete Plan of the Year listing the projects to be conducted by the committee during the ensuing year and the budget therefore.
- (b) **Board Approval of Projects.** Except for intracommittee activities, all projects, activities, events, programs and representation of each committee must be approved by the Board before they are commenced. They shall be presented to the Board by the Director or Vice President in charge of the project who shall in every case make the presentation in the following manner:
 - (1) Give the name of the project;
 - (2) Give the date on which it is to be commenced and the date it is to be concluded;
 - (3) Give the budget, e.g., net income, loss or break-even;

- (4) Give the project chair's name;
- (5) Move the Board's approval of the project;
- (6) Upon obtaining a second to the motion, supply the following information or yield to the project chair to supply the same:
 - (i) Source and amount of income;
 - (ii) Item and amount of expenses;
 - (iii) Exposure to the chapter;
 - (iv) Purpose of the project;
 - (v) External commitments which will have to be made; and
 - (vi) Such other information as is requested by the Board.
- (c) Expenditures Limited to Budget. Unless specifically provided for and financially detailed in the initial budget, no funds or contributions of the chapter or any committee thereof shall be expended to defray the expenses of meals, refreshments, transportation or entertainment for any members of the chapter, but this provision shall not be construed to prevent the Board on its own motion from reviewing and eliminating or revising, upwards or downwards, any previously approved budget.
- (d) Expenditures and Operating Expenses. Any expenditure (i.e., purchase) within a budget for a project can be made with the joint authorization of the committee chair and director. Expenditures in excess of the lesser of 24% of the amount budgeted or \$250 requires a supplemental budget approval by the Board. Changes in donated items and existing chapter assets are excluded from supplemental budget approval.
- (e) Solicitation Approval. No committee or individual shall be permitted to engage in any type of solicitation among the membership or community at large for money, prizes or other things of value, either monetary or in-kind, unless such solicitation is first approved by the Executive Committee or Board.

Section 4. Major Project Committees.

- (a) Definition. Major Projects are those which have:
 - (1) a budget greater than \$3,000, or
 - (2) manpower requirements of more than 500 volunteer hours, or
 - (3) extended duration greater than three months, or

- (4) a specialized nature necessitating the creation of a separate committee to meet independently of the Standing Committee, or
 - (5) a separate chair and/or treasurer for efficient operation, and
 - (6) been classified as such by the Board at the time of approval.
- (b) Operation and Activities. The operation and activities of each major project committee shall be conducted pursuant to all of the provisions of Section 3 hereof in addition to the provisions of this Section.
- (c) Personnel.
 - (1) The Vice President or Director in charge of the particular Major Project shall prepare a list of candidates for major project chair, none of whom shall be a director. He shall at that time indicate the respective qualifications of each of the candidates and if he deems it necessary shall recommend for the Board's approval the person he thinks most qualified to fill the position.
 - (2) Subchair. All subchairs shall be appointed by the major project chair. Subchairs may include a legal counsel and a treasurer who shall have the qualifications specified in Section 5.3 of the bylaws. Only under exceptional circumstances shall a director be selected as a subchair of a major project.
 - (3) Chair-to-Be. Irrespective of Section 5.3 of the bylaws, the Board may appoint a major project chair one year in advance of the commencement of the project to enable him to work closely with his predecessor. This chair to be will not have to resign his directorship, if he is a director, until his actual chairmanship begins.
- (d) Administration.
 - (1) Report. After the major project has been approved by the Board, the chair thereof shall report at the request of the Board giving written financial statements and written or oral reports of the progress of the project. More frequent reports may be required by the President of the Chapter.
 - (2) Review and Approval. Prior to implementation, all publicity releases shall be reviewed and approved by the Public Relations Director; correspondence containing statements of policy shall be reviewed and approved by the President, all financial commitments shall be reviewed and approved by the Chapter Treasurer; and all contractual commitments shall be reviewed and approved by the Chapter Legal Counsel.
- (e) Steering Committee. Subject to the approval of the Board, the President may appoint a Steering Committee consisting of the President, immediate past project

chair, two directors (not serving on the major project executive committee) and two members at large from the chapter. The purpose of the Steering Committee would be to provide assistance to the major project chair and to perform whatever duties given thereto by the President with Board approval.

Section 5. Finances.

- (a) **Budget.** At the beginning of each fiscal year, a budget of operating revenue and expenses for that fiscal year shall be established. The Chapter budget must be approved by the Board of Directors. The Foundation budget is subject to a recommendation by the Chapter Board of Directors and approval by the Saint Paul Jaycees Charitable Foundation Board of Directors. It may be revised during the year only through respective Board approval.

The Chapter budget should include at least a 3% surplus.

- (b) **Accounts.** All chapter funds shall be accounted for through the chapter's general accounts unless specific authorization is given by the Board to a standing or major project committee to maintain its own bank account (e.g., Membership)
- (c) **Receipts.**
- (1) **Delivery and Deposit.** All receipts connected with chapter activities shall be delivered to the chapter office as soon as reasonably possible and no later than two weeks following the day of receipt. Such receipts shall be identified as to project and source. Such receipts shall be deposited in the chapter's accounts when volume warrants it, but in no case will deposits be made less frequently than weekly.
 - (2) **Savings Accounts.** No savings accounts, other than those recorded on the records of the chapter's general accounting records, shall be authorized except by specific board approval thereof.
 - (3) **Receivables and Collections.** All statements regarding chapter receivables of any source and nature shall be sent directly from, and any subsequent collections thereof, shall be received by the chapter office under the supervision of the Chapter Treasurer.

- (d) **Disbursements.**

- (1) **Withdrawals from General Accounts.** Funds may be withdrawn from the chapter general accounts only by one of the following: President, Treasurer, or designated board officer.
- (2) **Withdrawals from Separate Committee Accounts.** Funds may be withdrawn from separate committee or project checking accounts only by

the following; The authorized signatories under (d)(1) above or one of the committee's authorized signatories.

(3) Purchase Order (P.O.) System.

- (i) The chapter purchase order system must be used at all times for any purchase which will be paid through the chapter checking accounts. This system must be utilized by all committees for purchases where vendors will send their statements to the chapter office. All vendor statements must be sent directly to the chapter office and not directly to the committee.
- (ii) Checks will not be issued unless a P.O. request has been properly filled out, approved and submitted to the Treasurer.

A P.O. must be requested by a member of the committee, and approved by the Director or the Vice-President of the committee, Administrative VP, or President. In no event shall a purchase order be signed by fewer than two of the aforementioned individuals.

Receipts must be attached to the P.O. In cases where the Jaycees will be billed directly, an approved P.O. must be turned in stating that the invoice is being sent directly to the Jaycee office for payment.

The Committee copy should be retained by the committee and included with the CPG.

- (4) Disposition of Surplus Funds. The chapter shall strive to maintain maximum investment of surplus funds at all times. Such investments are necessary to insure the chapter against financial risks which are inherent in its promotions and to make capital improvements which may be required. However, funds accumulated beyond the reasonable needs of the chapter shall be used for projects which are consistent with the purpose of the chapter or donated to the Saint Paul Jaycees Charitable Foundation, or such other organization as may be directed by the Board.

Section 6. Awards.

- (1) Jaycee of the Month. Exclusive of members of the Board of Directors and chairs of standing committees, any active member in good standing who has been a member for more than one year is eligible to receive the Jaycee of the Month Award if the person was chair of a project which was substantially completed within one month of the month for which the person is selected, or demonstrated exceptional service to the chapter within said month. The selection of the recipient of this award shall be

made by the Board of Directors. After nominations have been received, the Board shall determine whether the candidates meet the qualifications specified. Those candidates who do not meet the qualifications shall not be considered. Even though candidates for the award meet the minimum required qualifications, the Board may decide not to confer the award for the specific month or to postpone the decision. If no selection is made for a specific month, the board may not retroactively award that honor.

The recipient of the award shall receive the following in recognition of having received the award: A Certificate of Honor, recognition in the official publication, and a recognition letter sent to the recipient's boss.

- (2) New Jaycee of the Month. Exclusive of members of the Board of Directors and chairs of standing committees, any active member in good standing who has been a member for one year or less is eligible to receive the New Jaycee of the Month Award if the person was chair of a project which was substantially completed within one month of the month for which the person is selected or, demonstrated exceptional service to the chapter within said month. The selection of the recipient of this award shall be made by the Board of Directors. After nominations have been received, the Board shall determine whether the candidates meet the qualifications specified. Those candidates who do not meet the qualifications shall not be considered. Even though candidates for the award meet the minimum required qualifications, the Board may decide not to confer the award for the specific month or to postpone the decision. If no selection is made for a specific month, the board may not retroactively award that honor.

The recipient of the award shall receive the following in recognition of having received the award: A Certificate of Honor, recognition in the official publication, and a recognition letter sent to the recipient's boss.

- (3) Committee of the Month. The Board of Directors may select one standing committee each month as the Committee of the Month on the basis of its project activity during the month for which the award is presented. The selection shall be made at the first Board meeting following the month for which the award is made. If there are no nominations at the first Board meeting of the month following, the selection shall carry over to the second Board meeting of the month. If there are no nominations at the second Board meeting, there shall be no Committee of the Month award presented for the preceding month.

To be eligible, the standing committee (1) must have final CPG reports and substantiation completed for all projects concluded prior to the month for which the award is made, (2) must have completed one project in the month for which the award is made or must have conducted a substantial

portion of an ongoing project, and (3) must have submitted an article on the project to the official publication.

- (4) Presidential Citation Awards. The President shall have the discretion to confer such awards as he deems advisable upon those members of the chapter who he feels are deserving of recognition for exemplary service to the Chapter. These awards can be given upon advice of any Board member or chapter member.

For the Presidential citation, the recipient shall receive the following in recognition of having won the award: A Certificate of Honor, recognition in the official publication, and a recognition letter sent to the recipient's boss.

- (5) Key Awards

- (i) Bronze Key. Twice during the fiscal year, the Board shall select up to eight (8) Bronze Key recipients from among the active members in good standing, exclusive of the members of the Board, chairs of standing committees and chairs of major project committees, in recognition of outstanding service to or on behalf of the Chapter as an individual or for assistance or participation on any project, major project or standing committee of the chapter.
- (ii) Silver Key. Twice during the fiscal year, the Board shall select three (3) Silver Key recipients from among the active members in good standing, who have served as chairs in standing committee (e.g., Community Development) or chairs of major project committees (e.g., Les Farrington Best 100 Art Exhibition) or other appointed Board positions, in an exemplary fashion and whose committees have submitted all final CPG reports and substantiation up to the date of selection.
- (iii) Gold Key. Twice during each fiscal year, a selection committee consisting of the President, Past President and the four (4) Vice Presidents shall select at each such meeting two (2) Gold Key recipients from a group consisting of the Secretary, Treasurer, Legal Counsel, State Delegate and Directors in recognition of outstanding service as a director.

At the last meeting of the Board of Directors in each fiscal year, a group consisting of the Secretary, Treasurer, Legal Counsel and Directors shall select one of the Vice Presidents as a Gold Key recipient in recognition of outstanding service as Vice President.

A recipient of a Gold Key at the Railroad Social shall be ineligible to receive one at the Inaugural event in the following fiscal year.

Presentation of Keys.

- The recipients selected during the first six (6) months of the fiscal year shall be presented with Keys and Certificates at the succeeding Railroad Social.
 - The recipients selected during the last six (6) months of the fiscal year shall be presented with Keys and Certificates at the Inaugural event at the beginning of the next fiscal year.
- (6) Brownfield Award. The Board shall select an individual from among those active members in good standing who have completed their first year of membership in the Chapter during the fiscal year or who are in the process of completing their first year of membership in the chapter during the fiscal year. The recipient shall be the most outstanding first year Jaycee in the chapter. An award shall be presented to the recipient at the Inaugural event.
- (7) Armbruster Award. The Board of Directors shall select an individual from among those members in good standing who have completed two or more years of active membership in the chapter during the fiscal year. The recipient shall be chosen on the basis of outstanding contributions to the Chapter during the fiscal year. The John H. Armbruster Keyman Award shall be presented to the recipient at the Inaugural event.
- (8) O’Kane Fraley Memorial Award. The Board of Directors shall recognize all members in good standing and all associate members who have completed ten or more consecutive years of membership in the chapter during the fiscal year and who have also served no less than one full year on the Board of Directors. The Colleen O’Kane Fraley Memorial Leadership Award shall be presented to all eligible recipients at the Inaugural event.
- (9) Mungenast Award. The Board of Directors shall recognize a family that significantly contributes to the Saint Paul Jaycees. The family can be siblings, not necessarily residing in the same household. The family members must be in good standing and be a member, associate, or alumni of the Saint Paul Jaycees or a MN Jaycee officer. The Mungenast Award shall be presented at the Inaugural event and is bestowed only when merited.
- (10) Anne Ford Nelson Award. The Board of Directors shall select a man or woman who trail blazes for the greater good of the Chapter in the last 18 months for the Ann Ford Nelson Award. To be eligible the recipient must have served on the Saint Paul Jaycees Board as a director or higher for at least one calendar year. The award is available only to Saint Paul Jaycee

members, associates, and alumni. The Ann Ford Nelson Award shall be presented at the Inaugural event and is bestowed only when merited.

- (11) Ted Christiansen Memorial Award. The Board shall select the recipient of the Ted Christiansen Memorial Award. A plaque suitably inscribed, shall be presented to the recipient of this award. The criteria for selection shall be outstanding service to the community, state or nation by a former member of the Chapter who is 40 years of age or older. The Ted Christiansen Memorial Award shall be presented at the Inaugural event and is bestowed only when merited.
- (12) B. Warren Hart Award. The Board shall select a recipient for the B. Warren Hart Award. The award shall be presented to an individual who qualifies for the award under the rules of the United States Junior Chamber Distinguished Service Award because of contribution to the city, county, state or nation while a resident of St. Paul or surrounding communities. The B. Warren Hart Award shall be presented at the Inaugural event and is bestowed only when merited.

Section 7. Membership.

- (a) Refund of Dues. No refund of dues shall be made to members terminating their membership during the fiscal year.
- (b) Transfers.
 - Members transferring to Saint Paul from other chapters will be accepted without payment of dues for the time remaining on their unused portion of dues in the chapter from which they have moved. A member may not transfer 30 days prior or 30 days following the month in which they are due.
 - For those members transferring to another locality, a letter shall be written to the President of the Jaycee chapter in that locality advising him of the transfer.
- (c) Life and Honorary Memberships.
 - (1) Life Membership. The Board of Directors shall annually, at a regular meeting, consider awarding a life membership to the then outgoing Chapter President. At such meeting, the Board may also consider other nominees for life membership. Nominations and voting for life memberships, other than those conferred on past presidents, may be brought before the Board of Directors at any regular meeting thereof provided that notice of such intention is given to the Board in the manner prescribed in the bylaws. In all cases, the decision to confer a life membership shall be by unanimous vote of the directors present and

voting. The criteria for selection shall be service to the chapter in positions of responsibility in such a manner as to be outstanding and above and beyond the normal requirements of the office served. The conferring of such membership shall entitle the recipient to all the privileges of membership specified in Section 1.4(b) of the bylaws. The Board shall annually allocate funds for membership dues for the upcoming fiscal year for all existing life members.

- (2) Honorary Membership. At any meeting of the Board of Directors, honorary membership may be conferred upon such persons as the Board of Directors may deem worthy of such honor. Nominations and voting for honorary memberships may be brought before the Board of Directors at any regular meeting thereof provided that notice of such intention is given to the Board in the manner prescribed in the bylaws. Approval shall be unanimous vote of those directors present at the meeting when the vote is taken. The criteria for selection are those specified in Section 1.2(d) of the bylaws. The recipient shall be presented a suitably inscribed token commemorating the honor. The membership confers upon the recipient the membership privileges set forth in Section 1.4(b) of the bylaws. The granting Board shall allocate funds for membership dues for the upcoming fiscal year.

Section 8. Appointments to Outside Groups and Organizations.

Official Jaycee representation on civic, business, legislative or organizational committees, at the request of those organizations outside of the Chapter, shall be effected by appointment by the President, subject to approval of the Board. Each such representative shall submit a report of his activities to the Board upon the request of the President. The report shall contain the purposes and objectives of the organization or committee as well as the activities conducted during the period since the last report. Any Jaycee who is appointed by an outside organization and represents the Chapter shall be responsible for regular reporting to the Board.

Section 9. Public Relations.

(a) Distribution. All news releases, radio, TV, newspaper, and electronic publicity and advertisements shall be channeled through the Communications Committee under such methods and procedures as are from time to time adopted by that Committee.

(b) Use of Logotype. The Corporation shall have such an official insigne as the Board of Directors may determine. Major Project Committees may, at the discretion and approval of the Board of Directors, establish distinct insignia for projects provided the Corporation's identity is maintained.

Section 10. Resolutions or Statements of Public Policy.

- (a) Resolution from Standing Committee. A resolution prepared by a standing committee as a result of its study of the question to which the resolution is addressed when submitted to the Board should be accompanied by a brief resume of both sides of the questions, a summary of the meeting held, speakers heard and reports or other documents received. Copies of the proposed resolution should be sent to each Director at least seven (7) days prior to any regularly called Board meeting. If the resolution is of an emergency nature, then it may be considered at a special meeting of the Board, called by the President, provided each member of the Board receives a copy of the proposed resolution at least 24 hours in advance of the special meeting.
- (b) Resolution from Director. In the case of a resolution submitted to the Board by a director without the benefit of committee study, to insure adequate consideration thereof, the president shall arrange to have adequate information pro and con on the subject at the next regular meeting of the Board or at a specially called meeting thereof. Copies of the resolution shall be given out at the meeting at which it was originally proposed or prior to the next regular meeting or special meeting devoted to the consideration thereof, provided each member of the Board has received a copy thereof at least 48 hours prior to the meeting, together with a resume of the proposal and any other information pertinent thereto.
- (c) Responsibility of Directors. It should be incumbent upon all Directors to sufficiently acquaint themselves with the subject matters so as to be able to intelligently discuss and vote upon the resolution. In the absence of such study, it should be presumed that every director will support the recommendation of the standing committee proposing the resolution or in the case where the resolution is being proposed by a director without the benefit of committee study, then the director will be presumed to support the views of the majority of the Directors present and voting.
- (d) No Endorsement. The board shall make no endorsement of an individual for public office.
- (e) Required Vote. All resolutions shall be adopted by a majority vote of those directors present and voting.

Section 11. Voting Procedure. Awards and Vacancies in Elective Directorships.

- (a) Secret Ballot. All voting for awards and vacancies in elective directorships shall be by straight ballot, the procedure for which shall be as follows:
 - (1) Each director shall list on his/her ballot the name of the nominee who is director's first choice for the award or position.

- (2) The Secretary, or in his/her absence a director designated by the President, shall count each ballot.
- (3) After each ballot, the nominee who received the least number of votes shall be eliminated and the balloting shall continue until a nominee shall receive a majority of the vote.
- (4) If during the course of the balloting there are two nominees who tie in receiving the least number of votes cast, the Board shall continue to vote until the tie is broken.

Section 12. Membership in Outside Organizations.

The Board of Directors may from time to time authorize or revoke the Chapter's membership in outside organizations.

Section 13. State and National Offices.

It shall be the policy of the Chapter to encourage in any and all manner its members to take an active part in State and National Jaycee Offices.

Section 14. Jaycee Conventions and Meetings.

- (a) National. To ensure the most capable representation of our Chapter at the National Convention of the United States Jaycees and the annual meeting of the Board of Directors of the United States Jaycees, expenses may be paid for the President and immediate Past President at the National Convention, and the President and President Elect at the annual Board Meeting as delegates pursuant to the following formula: Nonstop coach air fare or the standard corporate rate for mileage pursuant to the Internal Revenue Service (IRS) code, whichever travel method is used, plus actual expenses for hotel accommodations while in attendance at the convention, plus expenses for hotel accommodations for two days of travel time if the travel time is actually used, plus whatever registration fee is levied by the host chapter. Plus a per diem pursuant to the IRS code while in attendance at the convention and a per diem pursuant to the IRS code for two days of travel time if the travel time is actually used. The chapter may pay the registration fee for as many individual delegates as it may desire.
- (b) Junior Chamber International (JCI). The annual budget may include the necessary funds to send a representative, preferably the President, to the JCI Congress.
- (c) Metropolitan Conference Meetings. The annual budget may include the necessary funds to send a representative, preferably the President, to the Metropolitan Conference Meetings.

Section 15. President's Expense Account.

The annual budget may include monthly expenses for the President in any amount set by the Executive committee which shall be paid to the President monthly.

Section 16. Official Publications.

- (a) The corporation shall produce an official publication on a monthly basis. This publication shall be available to all Chapter members.
- (b) Advertising and Inserts. It shall be the policy of the Saint Paul Jaycees not to place in print the name of more than one commercial firm or paid advertisement, in the official monthly publication, for the purpose of attracting or soliciting the use of that firm by the Saint Paul Jaycees.
 - (1) The following special situations are recognized and defined:
 - (i) It shall be permissible to list the name of the company that a Saint Paul Jaycee or guest is employed by following that person's name.
 - (ii) It shall be permissible to list the name of a firm in recognition of assistance, donation or other honorary mention.
 - (iii) It shall be permissible to list the name of a company that is assisting or being utilized in a project for which an approved CPG exists.
 - (iv) Corporate sponsors shall be listed in the Connection.
 - (2) Special notification inserts on an approved CPG may be included in the publication under the following condition:
 - (i) The editor of the publication and the President shall approve the inclusion of the insert.

Section 17. Alcohol Policy.

- (a) It shall be the policy of the Saint Paul Jaycees to not allow the consumption of alcohol by its event participants during or immediately preceding the participation in any event where we are providing contracted manpower.
 - (1) 1st Violation of Policy: Event participant will be excused from participation in the event.

- (2) 2nd or subsequent Violation of Policy: Event participant will be excused from the event and not allowed to participate in any contracted manpower events for the remainder of the calendar year.

This policy shall be enforced by the President, Management Development VP, or chair of the event.

Section 18. Changes of Policy.

- (a) Amendment. This Policy Manual or any portion thereof may be amended by a vote of two-thirds (2/3) of those directors present at any meeting of the Board provided that notice of such proposed change shall be provided each member of the Board at least 10 days prior to the meeting.
- (b) Waiver. This Policy Manual or any portion thereof may be waived for the purpose of proposing special action by a three-quarters (3/4) vote of those directors present at any meeting of the Board.

Section 19. Definitions.

As defined in this policy manual:

- (a) "Railroad Social" is the event at which the President-elect is announced.
- (b) The "Inaugural Event" is an annual event at the beginning of the fiscal year at which the oath of office is administered to the President-elect and other officers.

AS AMENDED: October 23, 2006