PROPOSED AMENDMENTS TO IOWA JAYCEE ARTICLES OF INCORPORATION AND BYLAWS

If proposed amendments are adopted, the Iowa Jaycee Cabinet requests permission to renumber and re-letter sections to account for deletions and insertions and make any necessary spelling and typographical corrections.

Highlighted in Purple was Passed on August 23, 2025

Highlighted in Yellow was Discussed on Aug 23, 2025

Highlighted in Green was Discussed on Sept 30

Highlighted in Teal is info on why the wording is the way it is.

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| Bylaw 6: Cabinet Section 4 |  |
| Strike “five (5)”  | If Adopted Will Read: There shall be not more than four (4) Vice Presidents |
| Rationale: Confusing as it says both four and five vice presidents. |
| Bylaw 10: Nomination and Election of Officers Section 2 |  |
| Strike “Mid-Year All State or July 1, whichever comes first.” And change to July 15 | If Adopted Will Read: Section 2. The elections committee shall submit to the Board of Directors for its approval rules for the conduct of elections by July 15. The election rules may be amended by a three-fourths (3/4) vote of the Board of Directors. |
| Rationale: Removing Mid-year or Fall All State |

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| Bylaw 10: Nomination and Election of Officers Section 1 |  |
| Replace “June 1” and change to June 15  | If Adopted Will Read: Section 1. The election committee shall be appointed no later than June 15. Makeup of the committee shall be as defined by Bylaw 18 Section 2. |
| Rationale: Sets a date point consistent with the election committee. |
| Bylaw 11: Meetings and Corporations Section 1 |  |
| Add: The Annual Meeting of the Corporation may be held virtually for the purpose of elections to be held prior to October 15. | If Adopted Will Read: Section 1. The corporation shall hold two (2) meetings per calendar year: Year End All State and an Annual Meeting of the Corporation. All meeting dates shall be determined by the Board of Directors. The Annual Meeting of the Corporation may be held virtually for the purpose of elections to be held prior to October 15. |
| Rationale: To allow for legal virtual election and annual meeting. |
| Bylaw 11: Meetings and Corporations Section 1 |  |

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| Replace 5 times with 2 times  | If Adopted Will Read: In addition to a meeting of the Board of Directors to be held during the annual meeting of the corporation the Board of Directors shall meet a minimum of two (2) times during the calendar year. The dates and locations of these meetings shall be determined by the Board of Directors. |
| Rationale: Changed to match realistic business needs of the organization. |
| Bylaw 11: Meetings and Corporations Section 3 |  |
| Change 12 months to 6 months  | If Adopted Will Read: The date of each State Convention shall be communicated to all chapters 6 months prior. The location and agenda of each State Convention shall be communicated at the previous State Convention or earlier. Amend: The date and location about the upcoming state convention shall be communicated to all chapters 6 months prior. |
| Rationale: Changed to match realistic business needs of the organization for All-State Planning |
| Bylaw 12: Representation at Corporate Meetings |  |

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| Changed number of delegates per for elections and annual meeting. | If Adopted Will Read: Class A Membership 1 Delegate & 1 10-19 Members Vote Class B Membership 2 Delegates & 20 -30 Members 2 Votes Class C Membership 3 Delegates & 31-40 Members 3 Votes Class D Membership 4 Delegates & 41-50 Members 4 votes There shall be one (1) delegate, and one (1) vote allowed for each increment of fifty (50), or part thereof, over one hundred (100) members. |
| Rationale: Lowered to 10 as chapters above 10 are recognized by JCI USA and majority of chapters are under 50. This allows more delegate voting opportunities for all of our chapters. |
| Bylaw 17: Reserve Fund Section 1 |  |
| Change “contingency reserve fund” to “Working Capital Reserve” | If Adopted Will Read: Section 1. In carrying out their fiscal responsibility, the Board of Directors, in conjunction with the President and the Secretary-Treasurer, shall make every reasonable effort to establish and maintain a separate fund, which shall be designated as a Working Capital Reserve. Said fund shall exist for the purpose of protecting the future financial welfare of the JCI Iowa. The amount maintained in |

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|  | said fund shall be determined by fiscal policy enacted by the Board of Directors. The corporation shall draw upon the Working Capital Reserve only in the event of exigent or unforeseen financial circumstances. Exigent or unforeseen financial circumstances may include, but not be limited to, items such as: unattained sponsorship funds which had been included in the current annual budget, office expenses incurred when actual income fails to meet budgeted expenses, fees and costs relating to litigation involving the corporation, and catastrophic expenses which are not covered by insurance. The contingency reserve fund shall not be drawn upon unless previously approved by a three-fourths (3/4) vote of the Board of Directors. |
| Rationale: Removing Contingency Reserve Fund as this has not been used in over 10 years and is not realistic for working business of the organization |
| Bylaw 18: Standing Committees Section 4 |  |
| Changing the members of the Budget and Finance Committee The Budget and Finance Committee shall guide and direct the JCI Iowa with respect to the financial affairs of the corporation. The committee shall be | If Adopted Will Read: Immediate Past State Treasurer, Current Treasurer of Foundations for Iowa Jaycee Charities, and three (3) members at-large appointed by the President and approved by the Board of Directors. Members of the Budget and Finance Committee do not solely have to be current members. In the |

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| composed of the President, Treasurer, immediate past state Treasurer and four members at-large appointed by the President and approved by the Board of Directors | absence of the Immediate Past State Treasurer, a fourth (4th) at-large member may be appointed. Amend it to say: A representative of the Foundation. Discussion for it to say: Members of the Budget and Finance Committee have to be current members and approved by the state cabinet, including Treasurer and State President. No more than 5 total members. |
| Rationale: The Foundation discussed that the representative for their foundation should be on this committee to help with any finances that need to go back and forth from our organization and the foundation. In particular: potentially using some of our savings in a separate account at the Foundation to help gain interest. They have had huge success in putting money in a fluid account and this gives us the opportunity for further input with the Foundation of Iowa Jaycee Charities |