**BYLAWS**

**The Junior League of Detroit, Inc.**

 Note: Bylaws in *Italics* are AJLI Bylaws binding on all member Leagues.

**ARTICLE I. NAME**

*The name of this organization shall be The Junior League of Detroit, Inc. (JLD)*

**ARTICLE II. PURPOSE AND POLICIES**

**Section 1. Purpose**

*The JLD is an organization of women committed to promoting voluntarism, developing the potential of women, and to improving communities through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable.*

 **Section 2. Policies**

*The policies of the JLD shall be in harmony with the policies of the Association of Junior Leagues International, Inc. (AJLI). The JLD reaches out to all women who demonstrate an interest in and commitment to voluntarism. The JLD does not discriminate on the basis of race, religion, national origin, sexual orientation, or disability.*

**ARTICLE III. MEMBERSHIP**

**Section 1. Classes of Membership**

A. PROVISIONAL

Provisional members are those members who are engaged in training to prepare them for effective community and JLD involvement.

B. ACTIVE

Active members are those members who have completed the Provisional training and justify Active membership by demonstrating volunteer service to their communities and the JLD.

C. ACTIVE GOLD

Active Gold members are those members who have fulfilled the requirements for Sustaining membership but who choose to retain voting privileges and accept all financial obligations of Active Membership in the JLD.

D. SUSTAINING

Sustaining members are those members who have satisfied the criteria for a change in status as established by the Board of Directors as set forth in the Standing Rules and who continue to support the JLD and their communities.

E. OTHER CLASSIFICATIONS

 The Board of Directors may establish, change the requirements for, or dissolve additional membership classifications.

**Section 2. Admission to Membership**

A. CRITERIA FOR MEMBERSHIP

Prospective members shall demonstrate an interest in voluntarism, a commitment to community service, and a desire to become a trained community volunteer.

B. ELIGIBILITY

A prospective member shall have legal residence in Detroit or within a radius of 25 miles thereof. The Board of Directors may establish other criteria for membership.

C. PROPOSAL OF MEMBERS

Prospective members may self-nominate or be proposed by any JLD member.

D. ELECTION TO ACTIVE MEMBERSHIP

Election to Active membership shall be by a majority vote of the Board of Directors upon the recommendation of the Provisional Training Committee.

**Section 3. Privileges of Membership**

*No member shall at any one time be a member of more than one Junior League.*

The Board of Directors may adopt written policies governing the privileges of membership, including Transfer, Inter-league, Seasonal Inter- league, and Non-resident privileges. Such policies shall be subject to the majority vote of the Board of Directors.

*Any Provisional, Active, Active Gold, or Sustaining member in good standing of a Junior League may transfer membership to another Junior League. A member who transfers to another Junior League shall be granted the status consistent with the specifications of membership categories of the receiving Junior League.*

*The JLD shall accept into membership any transfer who is a member in good standing of another league subject to payment of appropriate dues and transfer fees.*

*A Provisional member who transfers has the right to complete the training for effective community and Junior League involvement as determined by the receiving Junior League. Active, Active Gold and Sustaining members, who are living a distance from the JLD area, and who so formally request, shall be granted the non-resident privilege.*

**Section 4. Resignations and Reinstatement**

The Board of Directors shall adopt written policies governing the resignation and reinstatement of members.

**Section 5. Termination of Membership**

Any member (provisional, active, or sustainer) may have her membership terminated from membership by two-thirds (2/3) vote of the Board of Directors after thirty (30) days’ notice in writing stating the cause for such action. The member has an opportunity for a hearing before the Board of Directors, except in cases of non-payment of dues or JLD financial commitments. Non-payment of dues or JLD financial commitments constitutes immediate removal with no option for a hearing. Causes for removal may include but are not limited to failure to comply with the Bylaws or Standing Rules of JLD and unsatisfactory behavior and actions that, in the determination of the Board of Directors, after opportunity for a hearing, may cause harm to the League and its members.

**ARTICLE IV. DUES AND OTHER FINANCIAL OBLIGATIONS**

Members pay dues annually, and it is the Board of Director’s responsibility to recommend to the membership the amount of said dues. Once approved by the membership, the dues are in effect.

**ARTICLE V. MEETINGS**

**Section 1. Membership Meetings**

All meetings and functions of the JLD shall be held at facilities which do not discriminate on the basis of race, religion, national origin, sexual orientation, and disability. At designated membership meetings, Officers and Members of the Board of Directors shall be elected and the Committee Chairs be announced. There shall be an Annual Meeting at which members of the Board of Directors and Officers shall be installed.

**Section 2. Special Meetings**

The President may call special meetings of the JLD, by vote of the Board of Directors, or upon the written (mail and/or electronically) request of twenty-five (25) voting members of the JLD. One third (1/3) of the voting members of the JLD shall constitute a quorum at any special meeting. A two-thirds (2/3) affirmative vote of the voting membership present shall be necessary on any motions at a special meeting.

**Section 3. Voting**

A. SUBSEQUENT MEETING RULE

The following types of resolutions must be presented to the JLD Membership at one meeting and voted upon at the subsequent meeting:

1. Any unbudgeted expenditures from the JLD treasury over $5,000.00 for a JLD program;
2. Fundraiser requiring membership commitment of time or money; or
3. Election of officers or members of the Board of Directors.

Upon the recommendation of the Board of Directors, the subsequent meeting rule may be suspended if two-thirds (2/3) of those voting members present at the presentation meeting approve a motion to vote immediately.

B. AFFIRMATIVE VOTE

A two-thirds (2/3) affirmative vote of the voting membership present at a membership meeting is necessary for approval of any unbudgeted expenditures from the JLD treasury over $5,000.00 for a project or program, or fundraiser requiring membership commitment of time or money. All other motions except those presented at a Special Meeting need a simple majority of voting members present at that meeting for approval.

The manner of voting is at the discretion of the President, except where otherwise specified in these Bylaws.

C. ABSENTEE VOTING

Except for Bylaws amendments, absentee ballots are permissible for any vote taken by the membership at any membership meeting. Absentee ballots shall be considered equal to, and counted as, a voting member present and voting in determining the result of a vote. All absentee ballots are null and void if the motion is amended at the meeting except for technical changes.

**Section 4. Quorum**

One-fifth (1/5) of the JLD voting membership present (in-person and /or electronically) shall constitute a quorum at any regular meeting. One-third (1/3) of the voting members of the JLD shall constitute a quorum at any special meeting. Absentee ballots are not counted as part of the quorum.

**Section 5. Meeting by Telecommunications** The League may participate in a meeting by means of conference telephone or similar communications equipment if the technology is available and accessible allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.  Except as may be provided elsewhere in these Bylaws, the JLD may provide options for members to participate in meetings of the membership by a conference telephone or other means of remote communication. All participants shall be advised of the means of remote communication.

(a) Participation in a meeting under this section constitutes presence in person at the meeting.

(b) The Board of Directors may hold a meeting of JLD Members that is conducted solely by means of remote communication

Section 6. Means of Participation. Subject to any guidelines and procedures adopted by the Board, JLD Members who participate in a meeting using a remote option are considered present and may vote at the meeting if all of the following are met:

A. The Board of Directors implements reasonable measures to verify that each person that is considered present and permitted to vote at the meeting by remote communication is a JLD Member.

B. The Board of Directors implements reasonable measures to provide each JLD Member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.

C. If any JLD Member votes or takes other action at the meeting by remote communication, a record of the vote or other action is maintained by the Board of Directors.

JLD Members who are not present in person or by remote communication at the meeting are deemed to have consented to action taken at the meeting.

**ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. Personnel**

The Board of Directors shall consist of the Officers and the Council Directors of the Junior League of Detroit. The Board of Directors may establish, as needed, the positions comprising the Board.

**Section 2. Nomination**

A single slate of candidates for the Board of Directors shall be made by the Nominating & Placement Committee and announced to the Board of Directors as a courtesy prior to presentation to the membership. Additional nominations may be made by written petition filed by a voting member with the Secretary not later than thirty (30) days prior to the designated membership meeting.

**Section 3. Election and Term**

The Board of Directors shall be elected at the designated membership meeting by voice vote. In the event of additional nominations, the vote shall be by written ballot and those nominees receiving the greatest number of votes shall be elected. The additional nomination process is outlined in the Standing Rules. The President, the President-Elect or Vice President, and Treasurer and Assistant Treasurer shall serve a one (1) year term. The Secretary and other Board members shall serve for two consecutive years; one half (1/2) the total number to be elected each year.

**Section 4. Duties**

The Board of Directors shall have general charge and control of the affairs, funds, and properties of the JLD. The Board of Directors shall present to the membership all proposed major activities for vote or ratification. The Board of Directors shall decide any questions as to the interpretation of the Bylaws or Standing Rules.

**Section 5. Meetings**

The Board of Directors shall hold regular meetings throughout the year. Special meetings may be called by the President or shall be called upon the written request of a majority of the members of the Board of Directors. The President or the Secretary shall give notice of such meetings to all Board members at least twenty-four (24) hours in advance.

Any member of the Board of Directors or all of the members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or remote communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Absentee voting is not allowed at meetings of the Board of Directors.

**Section 6. Action without a Meeting**

Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting if two-thirds (2/3) of the members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing such action.

**Section 7. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business, and the acts of a majority of such quorum shall be the acts of the Board.

**Section 8. Removal**

An Officer or Member of the Board of Directors may be removed with cause by a two-thirds (2/3) majority vote of the entire Board of Directors pursuant to the procedures outlined in the Standing Rules.

**Section 9. Vacancies**

An Officer or Board member may resign from her position by written notice to the President of the JLD. The resignation is effective upon its receipt by the JLD or at a subsequent time specified in the notice of resignation. When a vacancy occurs on the Board of Directors, Nominating & Placement shall recommend, for Board approval, a replacement that will fill the vacancy until the appointment is ratified by the membership at the next membership meeting. The member so appointed shall serve until the expiration of the original term of the Board member whose vacancy is filled.

 **ARTICLE**

 **VII. OFFICERS**

**Section 1. Personnel**

The Officers shall consist of a President, President-Elect, or Vice President, Secretary, and Treasurer.

**Section 2. Nomination**

The elected Nominating & Placement Committee shall make the determination of candidates. The President-Elect shall be nominated as the next President and the Assistant Treasurer as the next Treasurer.

**Section 3. Election and Term**

Officers shall be elected by the Membership and shall assume their duties on the first day of the fiscal year. Officers shall be elected to serve for one year except the Secretary who shall serve for two years. The President may serve a two-year term if there is no President Elect or if other circumstances arise.

**Section 4. Duties**

The Board of Directors has authority and responsibility for governance and management of the League. The Board of Directors shall have full power and authority to:

1. Guide the League’s compliance with the Junior League Mission, Vision, Values, and Scope.
2. Ensure that the League is in compliance with all legal regulations and ethical standards, maintains its accountability to the community, and operates for the public good in accordance with the purposes and limitations set forth in the Certificate of Incorporation of the League and in these Bylaws.
3. Set policies and goals, direct planning and oversee the implementation of plans so as to enhance the effectiveness of the League’s programs, promote the achievement of established goals, and further the work and impact of the League.
4. Ensure that the League has adequate resources to fulfil its Mission and goals.
5. Execute prudent financial oversight, ensuring appropriate financial controls are in place and that the League responsibly budgets, invests, and uses the funds at its disposal.
6. Perform its duties in ways that will enhance the League’s reputation in the community.

Specific duties of the Officers shall be as follows:

A. PRESIDENT

The President shall be the chief executive officer of the JLD and shall preside at meetings of the JLD, the Board of Directors, the Officers, and the Personnel Committee. She shall be a member ex-officio of all committees and shall, with the approval of the Board, create other committees as are deemed necessary and shall assign their duties. She shall, with the Secretary or Treasurer, sign all contracts, letters of agreement, and other obligations authorized by the Board of Directors. She shall advise specific committees as stated in the Standing Rules. In the event of a temporary absence of the President, the order of succession shall be President-Elect or Vice President then, if she is unable or unwilling to serve, Secretary, then if she is unable or unwilling to serve, then Treasurer, then if she is unable or unwilling to serve, Assistant Treasurer. The President, except if she is unable or unwilling to serve, shall be the only person who speaks on behalf of the JLD when addressing external audiences in all forms of media. She has the ability to appoint other members in good standing to speak on behalf of the JLD.

B. PRESIDENT ELECT and VICE PRESIDENT

The President-Elect or Vice President shall assist the President and perform her duties in her absence. She shall serve as official parliamentarian and advise specific committees as stated in the Standing Rules. She shall also perform such duties as may be assigned to her by the President or by vote of the Board of Directors.

C. SECRETARY

The Secretary shall keep the minutes of meetings of the JLD membership, the Board of Directors, the Personnel Committee, Executive Session, and the Bylaws Committees. She shall maintain a file of essential records, which shall be transferred to her successor at the close of her term. She shall keep the correct record of all meetings and transactions of the Board. She shall assure that all papers, documents, and instruments, other than financial, belonging to the Board and the JLD are properly filed and preserved. The Secretary shall serve as Director of the Communications Council and shall advise specific committees as stated in the Standing Rules.

D. TREASURER

The Treasurer shall oversee all financial affairs in accordance with the major program activities of the JLD. The Treasurer shall be the custodian of JLD funds, collect all dues and assessments, and receive all monies. The Treasurer or others designated by the Board of Directors shall sign all checks. The Treasurer or the Assistant Treasurer or a JLD employee, acting as the Treasurer’s agent and under her direction, shall notify delinquent members and submit to the Board the names of all members whose dues have not been paid in accordance with the Bylaws and Standing Rules. The Treasurer shall keep full and accurate accounts and shall distribute quarterly financial statements to the Board. The Treasurer shall turn over to her successor all financial records. She shall protect and maintain the JLD's tax-exempt status. The Treasurer shall submit financial records to a Certified Public Accountant (CPA) for required audits or reviews and shall distribute the annual statements to AJLI and the membership upon request.. The Treasurer shall serve as the Director of the Finance Council and shall advise specific committees as stated in the Standing Rules.

The Board’s duty of care means that each Board member, in her stewardship of the League, is expected to act as would an ordinary, prudent person in similar circumstances. The duty of loyalty means that each Board member is expected to act in good faith, giving undivided allegiance to the organization when making decisions that affect it, and should not operate for personal gain against the best interests of the organization. The duty of obedience means that each Board member is expected to act in a manner that ensures that the organization operates in keeping with the Mission and Bylaws and in accordance with the laws and regulations governing its formation and status.

**ARTICLE VIII. COUNCILS**

**Section 1. Personnel**

The councils shall be composed of the Director, Chairs of related committees, and other members as may be approved by the Board.

**Section 2. Nomination**

A single slate of candidates for Committee Chair positions shall be made by the Nominating & Placement Committee.

**Section 3. Election and Term**

Committee Chairs shall be elected by the Board of Directors and then announced to the membership. The “A” Chair shall serve for one year and “B” Chair for one year unless otherwise determined by the Nominating & Placement Committee.

**Section 4. Duties**

The Council shall consider the concerns of the area represented and shall recommend policies to the Board. If a council member is unable to attend a council meeting, she may delegate voting authority to her assistant chairman or other representative of her committee by written proxy submitted to the Council Director on or before the date of that meeting.

**Section 5. Meetings**

Councils shall meet regularly throughout the year.

**Section 6. Quorum**

A majority of the members of a given council shall constitute a quorum for the transaction of business of that council and the acts of the majority of such quorum shall be the acts of that council.

**Section 7. Vacancies**

Vacancies on a council shall be filled by the Nominating & Placement Committee and approved by the Board of Directors. Persons so appointed shall serve the remainder of the original term.

**ARTICLE IX. COMMITTEES**

**Section 1. General Committees**

Committees represent the activities of the JLD and may be reviewed annually by the Board of Directors. The President, with the approval of the Board, may create other committees as necessary and shall assign their duties during the duration of her term. The Board may dissolve or change the duties of a committee at any time.

**Section 2. Special or Ad-Hoc Committees**

Special or Ad Hoc committees may be created, dissolved, or changed by the President with the approval of the Officers of the Board of Directors. The President shall appoint the committee personnel, assign their duties, and establish the term of such committees during the duration of her term.

**Section 3. Slated Committees**

Slated committees are deemed to be essential to the long-term operation of the JLD. A single slate of candidates for each committee shall be made by the Nominating & Placement Committee, approved by the Board of Directors, and elected by the Membership. Nominating & Placement and Provisional Training are slated committees.

**Section 4. Personnel Committee**

The Personnel Committee shall report directly to the Board of Directors and consists of the President, President-Elect or Vice President, Secretary, Treasurer, Assistant-Treasurer, and immediate Past President, and any other members deemed necessary by the President, which committee shall have the powers of supervision of JLD employee(s) and equipment requisitions.

**Section 5. Bylaws Committee**

The Bylaws Committee shall be composed of a Past President, President-Elect or Vice President as Chair, and the Strategic Planning Chair. The President may appoint additional members to this committee as necessary.

**ARTICLE X. FISCAL POLICIES**

**Section 1. Fiscal Year**

The fiscal year shall be from July 1 to June 30.

**Section 2. Accounts and Audits**

The books and accounts of the JLD shall be kept in accordance with generally accepted accounting principles and shall be audited or reviewed annually by a certified public accountant or the international equivalent at the end of the fiscal year. The JLD shall immediately send to the Association office evidence of any change in its status as a tax-exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code

**Section 3. Bonding**

The President, President-Elect or Vice President, Treasurer, Assistant Treasurer, and Secretary shall be bonded in an amount determined by the Finance Committee and approved by the Board of Directors.

**Section 4. Dissolution**

In the event of the dissolution of the JLD, its assets remaining after payment of, all debts and liabilities shall be distributed to such organizations as determined by the Board of Directors. Such organizations must operate exclusively for charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XI. DELEGATES**

Delegates and alternates to the Annual Meeting of the Association shall be Active members approved by the Board of Directors. The President or President-Elect or Vice President shall be the voting delegates whenever possible.

**ARTICLE XII. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by specific rules of procedure adopted by the JLD.

**ARTICLE XIII. STANDING RULES**

The Board of Directors may establish Standing Rules, which shall have the same force and effect as the Bylaws. Standing Rules may be created, amended, or rescinded by a two-thirds (2/3) vote of the entire Board of Directors without previous notice or by a majority vote with such notice.

Changes to the Standing Rules affecting the Membership’s volunteer time and/or financial obligations, except as otherwise provided in these Bylaws, must be presented to the general membership for approval by a two-thirds (2/3) vote by the voting members present in accordance with the Subsequent Meeting Rule.

**ARTICLE XIV. AMENDMENTS TO BYLAWS**

**Section 1. Rules**

These Bylaws may be amended by a two-thirds (2/3) vote of the voting members present at any regular or special meeting of the JLD provided that the proposed amendment has been sent via standard mail and/or electronic means to each voting member at least two weeks prior to the date of the meeting or presented in writing at the previous meeting. The Bylaws committee shall present any proposed amendment to the Board of Directors for approval prior to submission to the membership for vote.

**Section 2. Exceptions**

Without approval of the membership, these Bylaws may be amended to incorporate any change(s) in AJLI Bylaws and AJLI League-Approved Operational Policies, which all leagues are required to adopt. Any such change(s) must be communicated to the membership at the next General Meeting and in the next published newsletter.

**ARTICLE XV. INDEMNIFICATION OF LEAGUE REPRESENTATIVES**

The JLD shall, to the extent now or hereafter permitted by law, indemnify any person who is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she is or was a Director, Officer, employee, volunteer, or agent of the JLD, against reasonable fees, expenses, judgments, fines, and settlements actually and necessarily incurred or paid by her in connection with such action, suit, or proceeding under the following circumstances: (1) if she acted in good faith, (2) in a manner reasonably believed to be in the best interests of the JLD and within the scope of her authority, (3) without gross negligence or willful misconduct, and (4) for conduct which does not arise under Mich. Comp. Laws §500.3135.

**ARTICLE XVI. LAWS**

The laws of the State of Michigan shall govern the operation and administration of this organization, and the JLD and its members shall comply with all laws, Federal and State, in carrying out these Bylaws and in performing community service.