



# Bylaws, Policies and Procedures



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**ARTICLE I  
NAME AND PURPOSE**

**SECTION 1. NAME**

The name of this organization shall be the Junior League of Brownsville, Inc., a corporation formed under the not-for-profit corporation law Section 501(C)(3) of the Internal Revenue Code of the United States, hereinafter referred to as JLB.

**SECTION 2. PURPOSE**

JLB is an organization of women committed to promoting volunteerism, developing the leadership potential of women, and improving communities through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable and may include making distributions, either in-kind or monetary, to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of the United States.

**ARTICLE II  
POLICIES**

**SECTION 1. POLICIES**

The policies of the JLB shall be in harmony with the policies of The Association of Junior Leagues International, Inc. (hereinafter referred to as “the Association”) of which JLB is a member.

These policies include, but are not limited to, the policies specified below:

- (a) No Discrimination. JLB does not discriminate as defined in applicable laws and ordinances in its jurisdiction.
- (b) Meeting Facilities. All meetings and functions of JLB shall be held at facilities which do not discriminate as defined in applicable laws and ordinances in its jurisdiction.

Additional Policies are listed in Appendix A JLB MEMBER POLICIES AND PROCEDURES.

**ARTICLE III  
MEMBERSHIP**

**SECTION 1. CRITERIA FOR ADMISSION TO MEMBERSHIP**

JLB is a network of women whose focus is to advance women’s leadership for meaningful community impact through volunteer action, collaboration, and training. To be eligible for admission, a candidate must reside or be actively involved in Brownsville or its surrounding

areas and must be at least 21 years of age at the time of her admission, and demonstrate an interest in volunteerism, a commitment to community service and/or an interest in developing her potential for voluntary community participation. All women meeting these qualifications are welcome.

## **SECTION 2. MEMBERSHIP IN GOOD STANDING**

A member shall be considered in good standing if she fulfills all membership commitments to this organization, as listed in these Bylaws and the JLB Member Policies and Procedures.

## **SECTION 3. RESIGNATION, LEAVE OF ABSENCE, AND TERMINATION OF MEMBERSHIP**

- (a) A member may resign at any time. The resignation of a member does not relieve the member from any obligation she may have to the organization as a result of obligation incurred or commitments made prior to resignation. A member may resign in good standing only if she has met all membership obligations as listed in the JLB Member Policies and Procedures.
- (b) A member may take a Leave of Absence at any time. The Leave of Absence does not relieve the member from any obligations she may have to the JLB as a result of obligations incurred or commitments made prior to the Leave of Absence. A request for Leave of Absence must be approved by the JLB Board and is limited to the end of the current fiscal year.
- (c) A member who has not met all her membership commitments may have her membership terminated with a 15-days-prior written notice from the JLB Board. A member who receives such notice is entitled to a hearing before the JLB Executive Board to determine the conditions, if any, under which her membership may remain, provided the member makes a request for such hearing before the effective date of her membership termination.

## **SECTION 4. REINSTATEMENT OF MEMBERSHIP**

A member who resigns in good standing in accordance with these Bylaws may be reinstated the following fiscal year upon payment of the dues currently payable and any fees specified in member policies. An individual whose membership was terminated for non-fulfillment of her membership commitments may be reinstated the following fiscal year in accordance with conditions addressed in JLB Member Policies and Procedures.

## **SECTION 5. NO RIGHTS OR TRANSFERABILITY**

No member shall have any right, interest, or privilege from or to the assets, functions, affairs, or franchises of the JLB. No right, interest, or privilege of membership in the JLB may be transferable or inheritable.

## **SECTION 6. DUES**

The JLB Board, in its authority to govern and manage the organization, shall establish the amount for membership dues, assessments, and other fees. Such financial obligations shall be subject to the approval of the general membership and are specified in its JLB Member Policies and Procedures.

## **SECTION 7. MEMBERSHIP CLASSES**

### **A) Provisional Members**

1. Provisional members are those who are engaged in complying with the requirements for admission to Active membership.
2. Provisional members shall be required to complete the requirements, set by the Executive Officer of Operations and approved by the JLB Board, within the period designated by the JLB Board.
3. A Provisional member may apply for Active status after completing her required 35 hours of provisional activities by contacting the Officer of Operations who will submit a request to the JLB Board for approval of a change of status.
4. A Provisional's membership, for the purpose of calculating time of service, begins on the deadline date for acceptance of the invitation to membership.
5. A Provisional member must complete her 35 hours of service, notify the Officer of Operations, and request a change to Active status within 8 months of her admission into JLB.
6. An extension of 4 months may be granted by the JLB Board to a Provisional member who, for unavoidable reasons, is unable to complete her 35 hours within the specified time.
7. A Provisional member who resigns in good standing may return with the next provisional class. Hours earned during her first provisional year will be credited to her total time requirement if she returns with the next provisional class.

8. A Provisional member who resigns and fails to return with the next provisional class must reapply for membership. The Provisional member will lose any hours previously earned.
9. Provisional members who fail to meet the requirements for Active membership may be removed from membership by the JLB Board in April. Provisional members with no service hours accumulated in the first four months of their provisional year may be removed from membership in December.
10. Provisional members are required to attend all provisional and general membership meetings, perform community service by serving in a board-approved clinic, attend social events including, but not limited to, the Provisional Tea and the Christmas Party, work required shift(s) at Sombrero Fest, assist in the assembling of Easter baskets, participate in all board-approved fundraisers, and are required to give needed service time in furtherance of the purpose of JLB as requested by the JLB Board. At least 50% of total service hours for the year must be earned from direct service projects.
11. Provisional members are required to actively participate in the planning, development, and implementation of the Provisional Project for her class.
12. Provisional members are required to pay dues by date specified in JLB Member Policies and Procedures.

## **B.) ACTIVE MEMBERS**

1. Active members are those who have completed the requirements for Provisional membership and who have been elected to Active Membership.
2. Active members must participate in the activities of JLB including, but not limited to, fundraising and social activities, and are required to give needed service time in furtherance of the purpose of JLB as requested by the JLB Board.
3. Active members are entitled to the following rights and privileges:
  - a.) Voting
  - b.) Holding Office
  - c.) Serving as a Clinic Chair or Committee Chair
  - d.) Nominating and seconding candidates for membership.
4. Active members are required to attend all general membership meetings, perform

community service by serving in a board-approved clinic, attend social events including, but not limited to, the Provisional Tea and the Christmas Party, work required shift(s) at Sombrero Fest, assist in the assembling of Easter baskets, participate in all board-approved fundraisers, and are required to give needed service time in furtherance of the purpose of JLB as requested by the JLB Board. At least 50% of total service hours for the year must be earned from direct service projects.

5. Active members are required to serve a minimum of 25 service hours during the current fiscal year.

6. Active members are required to pay dues by date specified in JLB Member Policies.

7. Active members may be dropped from membership by a majority vote of the entire JLB Board in accordance with JLB Member Policies and Procedures.

### **C.) SUSTAINERS**

Sustaining Membership can be offered to a JLB Active Member who meets the following criteria:

- a.) Has been a JLB member for a minimum of 7 years, not including a Leave of Absence.
- b.) Has held an elected office and/or served as a Committee Chair or Clinic Chair for a minimum of 3 years, consecutively or non-consecutively.
- c.) Is a member in good standing.
- d.) Is not currently and has not been a SPARS member.
- e.) Has submitted application for change in membership by April 15 of the current fiscal year.

A JLB member who meets all the requirements must have her request for change in membership status approved by a majority of the JLB Board.

Sustaining Members:

- a.) May attend general membership meetings but are not required to do so.
- b.) Retain voting privileges.
- c.) May serve as a Committee Chair or Clinic Chair.
- d.) Are invited to all general membership social events.
- e.) May contribute service hours but are not required to do so.
- f.) Are not eligible to hold an elected office on the JLB Board.
- g.) Are required to pay dues by date specified in JLB Member Policies and Procedures.
- h.) May participate at any clinic, but are not assigned to a clinic in specific

## **D.) SPARS**

1. A JLB member must have served a total of 5 years as an active member and 1 year as a provisional member to be eligible for SPARS membership.
2. A JLB member requesting a change to SPARS membership must complete and submit application to the JLB President or Vice-President by April 15 of the current fiscal year. If application is approved by a majority of the JLB Board, the JLB President will contact the SPARS President.
3. Upon approval of application, the SPARS President will contact new SPARS member with further information.
4. A SPARS member may renew Active JLB membership with a written request to and approval from the JLB Board along with payment of full membership dues and a \$5 reinstatement fee.

## **ARTICLE IV JLB BOARD**

### **SECTION 1. COMPOSITION**

The Officers of the JLB shall be the President, Vice President, Past President, Officer of Operations, Treasurer, Co-Treasurer, Secretary, Public Relations Manager, and Parliamentarian. This cluster of members herein shall be referred to as the JLB Board.

### **SECTION 2. ELECTION AND ELIGIBILITY**

Officers, other than the President, shall be elected by the membership from a slate prepared by the Nominating Committee. All candidates for Officer positions must be members in good standing, as defined by JLB Bylaws and Member Policies, at the time of their acceptance of nomination and must maintain good standing throughout their time in office if elected.

### **SECTION 3. TERM**

- (a) The term of each office shall be 1 year.
- (b) The Vice-President shall serve a 1-year term and shall automatically assume the office of President following her term as Vice-President.
- (c) The co-Treasurer shall serve a 1-year term and shall automatically assume the office of the Treasurer following her term as Co-Treasurer.

- (d) A member may serve more than one term in the same office and those terms may be consecutive except for the offices of President and Vice-President whose terms may not be consecutive.

#### **SECTION 4. DUTIES**

- (a) **President.** The President shall be the chief elected Officer of the JLB. She shall:
1. Preside at JLB Board meetings and General Meetings.
  2. Be a voting ex-officio member of all Committees, except the Nominating Committee.
  3. Be responsible for assuring the integrity of Board operations.
  4. Be the chief spokesperson of the JLB and the JLB Board.
  5. Perform other duties as may be assigned by the JLB Board.
- (b) **Vice-President:** In the absence of the President, the Vice-President shall preside as President. She shall, in this capacity, perform the duties and exercise the powers of the President. In addition, in her capacity as Vice President, she shall:
1. Be head of the JLB Grievance Committee.
  2. Ensure that Officers and Chairs have signed Acknowledgement Receipt Form as needed.
  3. Perform other duties as may be assigned by the JLB Board.
- (c) **Past President:** The Past President is the immediate predecessor of the President. She shall:
1. Guide and mentor the current President as needed.
  2. Shall serve as the Nominating Committee of the JLB.
  3. Perform other duties as may be assigned by the JLB Board.
- (d) **Officer of Operations:** The Officer of Operations shall be the elected officer of JLB operations. She shall:
1. Guide and supervise the current Provisional Class including, but not limited to, organizing and leading the Provisional Retreat, assisting in the development and implementation of the Provisional Project, and assuring Provisional members' change to Active membership in a timely manner.
  2. Record and report earned volunteer hours for each provisional, active, and sustaining member of JLB in a timely manner.
  3. Support a strong collaborative communication system between the Board and the Management Team to ensure effective planning and implementation of JLB operations.
  4. Perform other duties as may be assigned by the JLB Board.

- (e) **Treasurer:** The treasurer shall be the elected financial officer of the JLB. She shall:
1. Oversee the JLB Board's process for monitoring fiscal performance against criteria embodied in the JLB Board or governance policies ("Board Policies" or "Governance Policies")
  2. Oversee JLB Board development in the area of financial policy-making. This shall include an annual examination of the books of record and, from time to time, such other examinations as the JLB Board shall deem appropriate.
  3. Cause to be kept and maintained full and accurate accounts of receipts and disbursements of the JLB.
  4. Cause to be maintained deposits of all monies, evidence of indebtedness, and other valuable documents of the JLB in the name and to the credit of the JLB in such banks or depositories as the JLB Board may designate.
  5. At the first meeting of the JLB Board subsequent to the completion of the annual audit of the JLB's financial statements for such fiscal year and whenever else required by the President, the JLB Board, or applicable law, the Treasurer shall render a report of the organization's accounts in such form as may be required by applicable law and/or as may be requested at the discretion of the JLB Board. Such report may consist of a verified or certified copy of any report of the JLB to the Internal Revenue Service. Such report shall be filed with the minutes of the JLB Board meetings.
  6. Exhibit, at all reasonable times, the JLB's books and accounts to any member of the JLB Board who may request the same.
  7. Perform other duties as may be assigned by the JLB Board.
- (f) **Co-Treasurer:** The Co-Treasurer is the Officer elected to assist the Treasurer. She shall:
1. In the absence of the Treasurer, preside as Treasurer and shall perform the duties and exercise the powers of the Treasurer.
  2. Assume duties assigned by the Treasurer.
  3. In the year subsequent to her term, assume the duties and responsibilities of the Treasurer.
  4. Perform other duties as may be assigned by the JLB Board.
- (g) **Secretary:** The Secretary is the elected Officer responsible for communication within the JLB and the keeping of non-financial records. She shall:
1. Give, or cause to be given, notice of all correspondence and updates of the JLB and the JLB Board in accordance with these Bylaws and applicable law.
  2. Be responsible for intra-league communications and mail correspondence.
  3. Keep all minutes of all meetings of the JLB and the JLB Board.

4. Keep roster of JLB members' attendance.
5. Determine if meeting quorum has been met.
6. Be responsible for JLB records other than financial records.
7. Perform other duties as may be assigned by the JLB Board.

**(h) Public Relations Manager:** The Public Relations Manager is the Officer elected to maintain and preserve an account of JLB activities. She shall:

1. Update JLB website and other social media platforms regularly. Updates may include, but are not limited to, photographs, flyers, messages, and/or announcements that detail recent JLB accomplishments and/or upcoming activities.
2. Will prepare, or cause to be prepared, a yearbook detailing the JLB accomplishments and activities for the fiscal year.
3. Perform other duties as may be assigned by the JLB Board.

**(i) Parliamentarian:** The Parliamentarian is the Officer elected to ensure that all JLB meetings are conducted in an orderly and efficient manner. She shall:

1. Ensure that Robert's Rules of Order are followed by the JLB Board.
2. Ensure that proper procedures are followed at all JLB meetings.
3. Redirect discussion as needed.
4. Ensure that JLB Bylaws are available for review upon request and at every JLB Board meeting.
5. Perform other duties as may be assigned by the JLB Board.

## **SECTION 5. RESIGNATIONS**

Any Officer may resign from office at any time. Resignation shall be made by written notice and shall take effect at the time specified therein. If no time is specified, resignation becomes effective at the time of its delivery to the JLB Board. Board approval of resignation is not necessary for the resignation to become effective. Resignation by any Officer shall not discharge any accrued obligation or duty of the individual as an Officer or member of the JLB.

## **SECTION 6. REMOVAL**

The JLB Board may remove a JLB Board Officer by a majority vote of the entire JLB Board.

## **SECTION 7. VACANCIES**

- (a) A vacancy in the position of President shall be filled by the Vice-President who shall serve the balance of the unexpired term of the vacating President and then serve a full term as President.

- (b) A vacancy in the position of President when there is no Vice-President shall be filled by the Past President who shall serve the balance of the unexpired term of the vacating President.
- (c) A vacancy in the position of Vice-President shall be filled from a single slate submitted by the Nominating Committee to the membership.
- (d) A vacancy in any other Officer position shall be filled by election from a slate prepared by the Nominating Committee. The replacement Officer shall serve the remainder of the term of the office vacated.
- (e) Service by a replacement Officer shall not be counted when calculating term limits unless the term served by the replacement Officer is greater than 6 months.

## **SECTION 8. QUORUM**

The quorum for all JLB Board meetings shall be 7 of the 9 JLB Board members. The Secretary shall be responsible for determining if the quorum has been met. If quorum has not been met, the members present may adjourn the meeting until a quorum is obtained.

## **SECTION 9. VOTING**

The vote of a majority of the members of the JLB Board in attendance at the time of the vote, if a quorum is present at such time, shall be the act of the JLB Board.

## **ARTICLE V MEMBERSHIP MEETINGS**

### **SECTION 1. GENERAL MEMBERSHIP MEETINGS**

Business meetings of the membership, also known as General Membership Meetings, shall be held at regular intervals throughout the year. The dates, times, and location of such meetings shall be determined by the JLB Board. Meetings may be held in person or electronically. All meetings shall provide for simultaneous communication among the members.

### **SECTION 2. SPECIAL MEMBERSHIP MEETINGS**

Special meetings of the membership may be called by the President or JLB Board. Special meetings may also be called by a minimum of 10% of JLB members by written request to the JLB President. Notice of date, time, place, and purpose of a special meeting shall be communicated to the membership as set forth in section 5(b) of this Article.

### **SECTION 3. ANNUAL MEETINGS**

The Annual Meeting of the JLB shall be held in the month of April on a date, time, and location designated by the JLB Board. The purpose of the Annual Meeting shall be the installation of members elected to the JLB Board and other business as shall be determined by the JLB Board.

### **SECTION 4: AJLI ANNUAL CONFERENCE**

Any Active, Provisional, or Sustaining Member of the JLB may attend the annual AJLI Annual Conference. Members are responsible for making their own arrangements including conference fees, travel, lodging, and meals. Active members are eligible for a stipend for payment or partial payment of the registration fee for the conference.

### **SECTION 5. EMERGENCIES**

If any event beyond the control of the JLB Board makes it impossible to hold a membership or annual meeting as provided in this Article, the JLB Board or President, acting alone if a timely board meeting cannot be convened, may cancel or reschedule the meeting for an alternate date, time, and location. The alternate meeting may be held electronically but must provide for simultaneous communication among all members.

### **SECTION 6. NOTICE OF MEETINGS**

- (a) **Notice of General Membership and Annual Meetings.** Written notice of the date, time, and location of each General Membership Meeting shall be given by the Secretary or, in Secretary's absence, by any other JLB Board Officer, to each JLB member at least 15 calendar days prior to the day of the meeting.
- (b) **Notice of Special Membership Meetings.** Notice of special membership meetings shall be given by the Secretary or, in the Secretary's absence, by any other JLB Board Officer, to each JLB member, and must be sent at least 48 hours prior to the time such meeting is to be held. Such notice may be, and shall be deemed given, when:
  - 1. Delivered by hand, facsimile, electronic mail, or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery; **or**
  - 2. Left on a voice mail system or answering machine.
- (c) **Waiver of Notice.** Notice of a meeting need not be given to any member who submits a signed waiver of notice either before or after the meeting, or who attends the meeting without protesting the lack of notice prior to or at the commencement of such meeting. No notice need be given of any adjourned meeting.

## **SECTION 7. QUORUM**

The quorum for all JLB General Membership meetings shall be 30% of members eligible to vote. The Secretary shall be responsible for determining if the quorum has been met. If quorum has not been met, the members present may adjourn the meeting until a quorum is obtained.

## **SECTION 8. VOTING**

- (a) Except as otherwise provided by statute or these Bylaws, the affirmative vote of a majority of the members represented and voting, if a quorum is present at such time, shall be the act of the JLB general membership.
- (b) Electronic voting is permitted in meetings. Anonymous votes conducted electronically shall be deemed to be a ballot vote, fulfilling any requirement in these Bylaws and other rules that a vote be conducted by ballot.
- (c) Voting by mail ballot or by electronic ballot shall be permitted for those items about which the membership has received prior notice.

## **ARTICLE VI. MANAGEMENT TEAM**

### **SECTION 1. COMPOSITION**

The JLB Management Team shall consist of the Chairs and Co-Chairs of each JLB Board-approved Clinic and Committee.

### **SECTION 2. APPOINTMENT AND ELIGIBILITY**

- (a) Chairs and Co-chairs shall be appointed to each clinic and/or committee by the JLB Board as needed.
- (b) An Active or Sustaining member may be appointed as a Chair or Co-Chair. Provisional members may not be appointed as Chair or Co-Chair. JLB Board members may not be appointed as Chair but may be appointed as Co-Chair.
- (c) Members wishing to be considered for appointment to a clinic and/or committee must apply to the JLB President by the specified deadline.
- (d) Members must be in good standing at the time their application is submitted and must maintain this status during their term if appointed.

### **SECTION 3. TERM**

- (a) An eligible member may serve as a Chair of a clinic or committee for a maximum of 3 years, consecutively or non-consecutively.

- (b) An eligible member may serve as a Co-Chair of a clinic or committee for a maximum of 3 years, consecutively or non-consecutively.
- (c) An eligible member may not serve as Chair or Co-Chair on more than one clinic concurrently.
- (d) An Eligible member may serve as Chair or Co-Chair of a clinic and a committee concurrently.
- (e) Service as Chair or Co-Chair shall not be counted when calculating term limits unless the term served is greater than 4 months during the year.

#### **SECTION 4. DUTIES**

- (a) **CLINIC CHAIR.** The Clinic Chair shall assure that each monthly session of a clinic is productive and beneficial to its intended audience. She shall:
  1. Establish and maintain effective communication with point-of-contact at the clinic's location.
  2. Establish and maintain effective communication regarding upcoming clinics and any other pertinent information with members of the clinic and with JLB members in general.
  3. Ensure that each JLB member attending signs on clinic log.
  4. Provide, or cause to be provided, items needed for the clinic through purchases and/or donations.
  5. Provide, or cause to be provided, photographs showing the clinic's activity for the month to the Public Relations Manager.
  6. Collect any and all receipts as needed for reimbursement and ensure that completed reimbursement form is attached.
  7. Submit receipts and reimbursement forms to the Treasurer or Co-Treasurer.
  8. Submit completed clinic log and clinic report to Officer of Operations.
  9. Be responsible for any equipment/materials issued to her for clinic use during her term.
  
- (b) **CLINIC CO-CHAIR.** The Clinic Co-Chair helps assure that each monthly session of a clinic is productive and beneficial to its intended audience. She shall:
  1. Work collaboratively with the Chair before, during, and after each clinic session as needed.
  2. Complete tasks as assigned by the Chair.
  3. In the absence of the Chair, preside as Chair and perform the duties and exercise the powers of the Chair.

(c) **COMMITTEE CHAIR.** The Committee Chair shall assure that the committee meets its purpose. She shall:

1. Ensure that committee is well organized with a clear goal and an established timeline and schedule needed to complete its task(s).
2. Maintains effective communication with JLB Board and/or general membership regarding purpose, and needs, if any, of committee.
3. Encourages JLB members to join committee as needed.
4. Ensures that any needed items are purchased and/or donated.
5. Reports necessary information including, but not limited to, progress on goal and any issues impeding progress, to the Officer of Operations as needed.

(d) **COMMITTEE CO-CHAIR.** The Committee Co-Chair helps assure that the committee meets its purpose. She shall:

1. Work collaboratively with the Chair and assist with her duties.
2. Complete specific tasks assigned by the Chair.
3. In the absence of the Chair, preside as Chair and perform the duties and exercise the powers of the Chair.

## **SECTION 5: RESIGNATIONS**

Any Chair or Co-chair may resign from position at any time. Resignation shall be made by written notice and shall take effect at the time specified therein. If no time is specified, resignation becomes effective at the time of its delivery to the JLB President. Board approval of resignation is not necessary for the resignation to become effective. Resignation by any Chair or Co-Chair shall not discharge any accrued obligation or duty of the individual as a Chair or Co-Chair or member of the JLB.

## **SECTION 6. REMOVAL**

The JLB Board may remove any Chair or Co-Chair by a majority vote of the entire JLB Board.

## **SECTION 7. VACANCIES**

- (a) A vacancy in the position of Chair shall be filled by the Co-Chair of that clinic or committee.
- (b) A vacancy in the position of Co-Chair shall be filled by a member of that clinic or committee. Such member must be in good standing and must submit an application for consideration to the position to the JLB President before specified deadline.

- (c) If no member of a clinic or committee applies for position of Co-Chair, the JLB Board may consider applicants from outside the specific clinic or committee. Applicants must be in good standing and submit application to the JLB President before specified deadline.

**ARTICLE VII  
CLINICS AND COMMITTEES**

**SECTION 1. CLINICS AND COMMITTEES OF THE JLB**

The JLB Board, in its authority to govern and manage the JLB, shall determine, from time to time, the number and composition of Clinics and Committees of the JLB as may be needed to execute the JLB's operations and activities. Clinics and Committees shall have the power and authority delegated by the JLB Board.

**SECTION 2. NUMBER AND MEETINGS**

- (a) The JLB Board shall determine the number of members assigned to each Clinic for the fiscal year.
- (b) The number of members for each Committee will be determined by JLB Board based on purpose, need, and activities of each Committee.
- (c) Each Clinic shall meet monthly on a specified date and time. Such information will be available to all JLB members on the yearly calendar. If a change of date or time is needed, the Clinic Chair is responsible for informing JLB Board and JLB members of such change.
- (d) Committees will meet as needed based on purpose, need, and activities. The Committee Chair is responsible for informing JLB Board and JLB members of any pertinent information.

**ARTICLE VIII  
NOMINATING COMMITTEE**

**SECTION 1. COMPOSITION**

The Nominating Committee shall consist of a minimum of 1 member of the JLB. That member shall be the Past President. She shall facilitate the nomination and election process and shall serve with voice and vote.

## **SECTION 2. ELIGIBILITY AND TENURE**

The JLB Past President shall serve as the Nominating Committee during her term as Past President.

## **SECTION 3. DUTIES**

The duties of the Nominating Committee are:

- (a) To ensure that the JLB Board possesses the competencies necessary for effective governance of the organization.
- (b) To prepare a slate of Officers to be elected by the membership eligible to vote. Such slate shall consist of members identified through an objective process that ensures transparency and accessibility to all who are eligible and qualified to serve on the JLB Board.
- (c) To prepare a slate of candidates for the Management Team who shall then be elected (appointed) by the JLB Board.
- (d) To transmit the slate to the membership at least 15 calendar days before the date of the election to allow the membership time to consider the slate and educate themselves about the candidates.

## **SECTION 4. VACANCY**

A vacancy in the Nominating Committee shall be filled by the JLB Vice-President.

## **ARTICLE IX FISCAL POLICIES**

### **SECTION 1. FISCAL YEAR**

The fiscal year of the JLB shall commence on May 1<sup>st</sup> of each calendar year and end on the succeeding April 30<sup>th</sup>.

### **SECTION 2. BANKS AND AUTHORIZED SIGNATORIES**

The JLB Board is authorized to select such banks or depositories as it shall deem proper for the funds of the JLB. The JLB Board shall determine who shall be authorized on the JLB's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and other documents and instruments.

### **SECTION 3. INVESTMENTS**

The funds of the JLB may be retained, in whole or in part, in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, including, without limitation stocks, bonds, or other securities, consistent with parameters set by, and subject to, review and approval of the JLB Board.

### **SECTION 4. ANNUAL FINANCIAL REPORT**

The books and accounts of the JLB shall be kept in accordance with generally accepted accounting principles in the jurisdiction where the JLB is located and shall be audited or reviewed annually by a certified public accountant at the end of each fiscal year of the JLB.

### **SECTION 5. DISSOLUTION**

In the event of the dissolution of the JLB, the assets remaining after payment of, or the provision for payment of, all debts and liabilities shall be distributed to such corporations that are organized and operated exclusively for charitable purposes and that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code as the JLB Board shall determine.

## **ARTICLE X CHANGE OF CHARITABLE STATUS**

The JLB shall immediately inform the Association, and send to the Association evidence, of any change in its status as a tax-exempt organization under Section 501(c)(3) of the United States Internal Revenue Code.

## **ARTICLE XI INDEMNIFICATION, REIMBURSEMENT, AND INSURANCE**

### **SECTION 1. INDEMNIFICATION AND REIMBURSEMENT**

- (a) Officers. The organization shall, to the fullest extent now and hereafter permitted by applicable law, indemnify, defend and hold harmless any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that she, or her testator or intestate, is or was an Officer of the organization (each such Officer, testator or intestate being an "Indemnified Party"), against judgments, fines, amounts paid in settlement and reasonable expenses, including,

- (b) without limitation, attorneys' fees. The organization shall, from time to time, reimburse or advance any Indemnified Party the funds necessary for payment against such judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees, referred to in this Section 1, upon receipt of a written undertaking by or on behalf of such indemnified Party to repay such amount(s) if a judgment or other final adjudication adverse to such Indemnified Party establishes that:
- i. her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated
  - ii. she personally gained a financial profit or other advantage to which she was not legally entitled; or
  - iii. her conduct was otherwise of a character such that applicable law would require that such amount(s) be repaid.
- (c) Employees and Agents. In addition, the organization may also, to the fullest extent now or hereafter permitted by applicable law, indemnify any employee or agent of the organization, or the testator or intestate of any such person, in the same circumstances and on the same terms, in which case such employee or agent (or the testator or intestate of any such person), shall be an Indemnified Party for all purposes of this Article.

## **SECTION 2. INSURANCE**

The organization shall have the power to purchase and maintain insurance to indemnify the JLB for any obligation or liability which it incurs as a result of its indemnification of an Indemnified Party pursuant to Section 1 of this Article, or to indemnify such Indemnified Party in instances in which they may be indemnified pursuant to Section 1 of this Article.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the JLB in all cases in which such rules are applicable, and in which they are not inconsistent with the organization's Articles of Incorporation, these Bylaws, or with the operational policies and procedures adopted by the JLB.

**ARTICLE XIII  
MEMBERSHIP LISTS**

The JLB’s mailing list of members is for the use of the JLB only and cannot be used for the promotion of any activity unrelated to the JLB. It shall not be used by organization members or other individuals for personal gain or made available for political, commercial, or solicitation purposes. The use of the membership list is not allowed without the express consent of the JLB Board.

**ARTICLE XIV  
AMENDMENTS**

**SECTION 1. BYLAWS**

- (a) These Bylaws may be amended at any regular, special, or Annual Meeting of the JLB by a 2/3 vote cast by members entitled to vote, provided that the proposed amendment has been sent to each voting member at least 1 calendar day prior to the date of the meeting.
- (b) Amendments to these Bylaws may be proposed by the JLB Board or at least 10 eligible voting members of the JLB. In the event of amendments proposed by eligible voting members of the JLB, the amendment shall be presented to the JLB Board at least 15 calendar days prior to the meeting at which the matter will be voted on.

**SECTION 2. POLICIES**

- (a) Policies that require membership approval (e.g. Member Policies) may be amended by a 2/3 vote cast by members of the organization entitled to vote at any regular or special meeting of the JLB, provided that the proposed amendment has been sent to each voting member at least 2 calendar days prior to the date of the meeting.
- (b) Amendments to the Member Policies may be proposed by the JLB Board or at least 10 eligible voting members of the JLB.
- (c) Governance Policies or Board Policies may be amended by a 2/3 vote cast by members of the JLB Board, except as otherwise provided by statute or these Bylaws.

**SECTION 3. PROCEDURES**

The JLB Board shall, from time to time, adopt such procedures as are required to manage the affairs of the JLB. Such procedures shall take effect upon approval by a majority of the members of the JLB Board.

**ARTICLE XV**  
**REFERENCES TO THE CERTIFICATE OF INCORPORATION**

References in the Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted. If there are any conflicts between the provisions of the Certificate of Incorporation and these Bylaws, the provision of the Certificate of Incorporation shall govern.

## **APPENDIX A**

### **JLB MEMBER POLICIES AND PROCEDURES**

The policies and procedures contained in this appendix shall apply to all JLB members unless otherwise noted.

#### Article III, Section 1.

1. JLB shall be open to new enrollments on a yearly basis. Recruitment Socials shall be held to enable interested women to learn more about the JLB purpose and activities.

2. A special enrollment season shall be held upon written request and with a minimum of 7 JLB Board members in favor, or when the number of active members falls below 50.

3. For any admission class, the JLB Board shall establish the deadlines for applications, invitations, acceptances, and entry.

4. A candidate must be sponsored by 2 Active and/or Sustaining JLB members. The sponsors will sign and submit candidate's recruitment form at the Recruitment Social or submit to JLB Board before the designated deadline.

5. Candidate recruitment forms will be reviewed by the JLB Board for approval. If approved, a candidate will be contacted by the Officer of Operations to accept or decline membership in the JLB.

6. Upon acceptance of membership and payment of dues, the candidate will become a Provisional member of JLB.

#### Article III, Section 2.

a. JLB apparel is not to be worn by members unless acting on behalf of JLB at a JLB Board-approved activity.

b. JLB members shall conduct themselves in a professional manner when wearing JLB apparel.

c. JLB apparel is not to be worn at a political function.

d. JLB apparel is not to be worn during personal time

#### Article III, Section 3(a)

An Active member wishing to resign in good standing shall deliver her written resignation to the Secretary. Until her resignation is acted upon, the member is responsible for all her JLB duties. The resignation shall be acted upon by the JLB Board at the next JLB Board meeting. If the resignation is requested during summer, it shall be the responsibility of the President to have it acted upon by the JLB Board.

#### Article III, Section 3(b)

a. An Active member wishing to take a leave of absence shall deliver her written request

to the Secretary. She must state in writing the amount of time requested and must be current in payment of dues. Until the request is acted upon, the member is responsible for all her JLB duties.

b. The request for leave will be acted upon by the JLB Board at the meeting preceding the date her leave begins. If the leave is requested during the summer, the President shall have it acted upon by the JLB Board.

c. A leave of absence shall not exceed the current fiscal year. If a member cannot return after that time, she shall resign or be removed from membership.

d. After a leave, the member must serve the same amount of time her leave constituted before another leave may be taken. During a leave of absence, dues must be paid by the member and no hours of service will be credited to her.

#### Article III, Section 3(c).

In addition to those listed in the bylaws, possible causes for termination include, but are not limited to:

1. Failure to pay full membership dues on a timely basis unless an extension is granted.
2. Absence at general meetings or clinic assignment 3 or more times. (Active and Provisional members only) If an Active or Provisional member is aware in advance that she will miss 3 or more consecutive meetings, she should ask for a Leave of Absence.
3. Failure to pay any assessed fees
4. Engaging in any of the following while wearing JLB apparel:
  - a. Drinking alcoholic beverages
  - b. public intoxication
  - c. using inappropriate language
  - d. verbal and/or physical altercation
  - e. Endorsing or seeming to endorse candidates for any political office including herself if she is running for a political office
5. Misuse of JLB money

The JLB President shall inform the former member of the loss of membership through written or electronic means.

#### Article III, Section 4.

The fee for reinstatement to membership shall be \$5. A member dropped from membership for reasons other than non-payment of dues, shall not be reinstated.

Transfers: A resident new to Brownsville or its surrounding area, with verification as a member in good standing in a Junior League in her previous city, may be invited to join JLB as upon approval from a JLB Board majority. Upon acceptance, the new member will be assigned to a clinic and be given credit for her prior League service. A member who transfers into JLB must serve one full year as an active member fulfilling all other requirements before having eligibility to become a Sustaining or SPARS member.

Article III, Section 6.

The JLB Board will determine dues for members. Any change in the dues shall require the approval of the majority of Active members in attendance at a regular general meeting.

- (a) Dues may be paid in installments but must be finalized by September 15<sup>th</sup> of the current fiscal year unless an extension is granted. If an extension is granted, dues must be paid by the extension deadline. The deadline for payment of dues shall be announced at the first membership meeting or earlier. Members may pay in cash, check, or electronically as soon as notice is received.
- (b) Yearly dues are as follows:
  - Provisional Membership - \$145
  - Active Membership - \$135
  - Sustaining Membership - \$135
- (c) Each fiscal year, a maximum of 3 Active members may be awarded a \$100 membership dues supplement based on financial need.
  - 1. Members wishing to be considered for this supplement must submit an application by specified deadline.
  - 2. The application is available from JLB President, Vice-President, Past President or Treasurer and may be requested from and returned to any of these Officers.
  - 3. If application is approved by at least two of these 4 Officers, the member will be responsible for paying the remaining balance (\$35) by the specified deadline and will also need to complete an additional 10 hours of service during the year for a total of 35 hours.
  - 4. This supplement is available only to Active members. The supplement may be granted only once to an individual. Recipients of the supplement are not eligible to apply the following year or thereafter.
  - 5. There shall be no refunds of dues.

Article III, Section 7.

Provisional Project

The Officer of Operations shall guide the provisional class through the completion of the Provisional Project.

- 1. Provisional members will present 3 proposals for a Provisional Project to the JLB Board no later than the November Board meeting.
- 2. The JLB Board will select one of the proposed projects by a majority vote and the Officer of Operations will inform the Provisional class of the selected project.
- 3. Provisional members will have a budget of \$200 for their project.

4. Provisional members may solicit additional funds through grants and/or donations. They may also accept in-kind donations.
5. The provisional project should be implemented by March 30.
6. Provisional members will present a summary of their project at the JLB Annual Meeting (In-and-Out) in April of the current fiscal year.

#### Article III, Section 7.

##### Mandatory Events

1. All active and provisional members must participate in mandatory fundraising events including but not limited to:
  - A. It's In The Bag Raffle – All active and provisional members are responsible for signing for one booklet of raffle tickets. Tickets must be sold and \$200 must be turned in to Treasury by the set deadline. Members may sign for more than one booklet if so desired.
  - B. Sombrero Fest – All active and provisional members must sign up for required shift(s) on Thursday, Friday, and/or Saturday of Sombrero Fest. When arriving for shift(s), members must have a hard copy or photo (on phone) of current TABC certificate. Members must arrive on time and actively participate during their shift(s.)
  - C. During a NWC year, all active and provisional members must sign up for a NWC committee and complete duties assigned by the chair of that committee during the time before and on the day of the NWC event.
  - D. Failure to participate in mandatory fundraising events will result in a fine of \$25 for active and provisional members.
  - E. Sustaining members are not required to participate in these events but may do so if they choose.
  - F. For social and fundraising events requiring a ticket for entry/participation, Active and Provisional members are required to purchase a minimum of 1 ticket. Prepaid tickets shall not be refundable.
2. All Active and Provisional members must participate in assembling Easter baskets. Sustaining members are not required but may participate if they so choose.
3. Active and Provisional members may be excused from mandatory events including, but not limited to, the ones listed above for any of the following reasons:
  - a. Severe/urgent personal or family illness
  - b. Death in family
  - c. Unavoidable work (Members are asked to make every effort to clear their work schedules ahead of time)

Members must submit an excuse for their absence (ahead of time if possible) to the Secretary. If the excuse is approved by the JLB President or Vice-President, the member will not be required to pay the \$25 fine.

#### Article III, Section 7.

##### Social Events

1. All active, provisional, and sustaining members in good standing will receive an invitation to social events including, but not limited to, the Provisional Tea (October), the Christmas Party (December), and the In-and-Out (April.)
2. Members must RSVP by set deadline to accept or decline invitation. Members who RSVP accepting the invitation and fail to attend will be considered to have an unexcused absence and will be required to pay a fee.
3. The fee for an unexcused absence shall be \$25 or the cost of the plate, whichever is greater.
4. An absence will not be considered unexcused if the reasons listed for mandatory events (#3) apply. The procedure will be the same for submitting an excuse.
5. An absence will not be considered unexcused if a member did RSVP declining the invitation.

#### Article IV, Section 4(c)

##### Fines

1. All fines are to be paid to the JLB Treasurer or Co-Treasurer.
2. Payment shall be cash, check, or by electronic means.
3. The funds are to be deposited into the general funds of the JLB.
4. Fines are due no later than 30 days from date of notification of fine or by the end of the fiscal year, whichever is sooner.

##### Reimbursements

1. Members may ask for a reimbursement for league-related expenses. (Please note that some projects' expenses are not reimbursable.)
2. Receipt(s) submitted should include only league-related items. Receipts with additional non-league-related items will not be accepted.
3. Receipt(s) submitted must be a minimum of \$10 to receive a reimbursement.
4. Members should contact clinic and/or project chair before incurring expense to ensure items are needed.
5. Receipt(s) should be submitted at time of the clinic.

6. Receipts should be submitted with completed Reimbursement Form to Chair of Clinic or Committee who will submit them to Treasurer or Co-Treasurer.
7. Reimbursement check should be deposited/cashed by end of the calendar month or it will be voided.
8. Lost or misplaced checks will not be replaced.

Article V, Section 1.

General meeting shall be held monthly on the first Tuesday of each month excluding May, June, July, and August. An alternate date may be proposed if low attendance is anticipated due to events such as school events. The alternate date must be approved by the JLB Board by majority vote. A yearly calendar listing the dates of the general meetings will be available to all members. The Secretary shall provide reminders of upcoming meetings with date, time and location listed.

Article V, Section 3.

All Active, Provisional, and Sustaining members in good standing will receive an invitation to the JLB Annual Meeting, also known as the In-And-Out. Members receiving invitation must RSVP.

Article V, Section 4.

Eligibility for registration fee stipend is limited to Active members of the JLB. Active members wishing to be considered for the stipend must meet the following criteria:

1. Must have completed a minimum of 50 volunteer hours by March 30. Hours earned in mandatory events will not count toward these 50 hours.
2. Must have participated in their assigned Clinic a minimum of 6 times.
3. Must have attended 5 other clinics at least once during the year,
4. Must have participated in a minimum of one special project/event during the current year. Mandatory events will not count toward these requirements.
5. Must be prepared to conduct a leadership class to JLB Board and/or general membership along with other members who also received the stipend.
6. Must submit application for stipend by specified deadline.

Members may not receive the registration stipend two consecutive years. The JLB Board may use its discretion to give preference to members who meet all the criteria and will be filling leadership roles in the upcoming fiscal year.

Article V, Section 7.

Nominations for positions on the JLB Board shall take place at the March general meeting.

- a. Active members may nominate self or others for any of the following Board positions:
  - a. Vice-President
  - b. Officer of Operations
  - c. Co-Treasurer
  - d. Secretary
  - e. Public Relations Manager
  - f. Parliamentarian
- b. Candidates for JLB Board may campaign for themselves through oral or written means and the use of personal social media.
- c. Any form of campaigning should mention only the candidate herself and not any opponents, candidates for other offices, or endorsements from any current JLB Board Officers or general members. Campaigning may not take place during any meeting of the JLB Board or general membership.

Elections for positions on the JLB Board shall take place at the April general meeting.

- a. Voting may be done by paper ballot or electronically.
- b. Active and Sustaining members are eligible to vote.
- c. A member in her provisional year who has been voted into Active Status is eligible to vote.
- d. Members must be present to vote.
- e. Members must vote within the time limit announced at the meeting.

The results of the election will be officially announced to the general membership at the JLB Annual Meeting (In-and-Out).

Article VII, Section 1.

- a. Each Active and Provisional member of the JLB will be assigned to a Clinic.
- b. The JLB Clinics are:
  1. Dollars and Sense
  2. Hospice
  3. Nursing Home I – Mesa Hills
  4. Nursing Home II – Fox Hollow
  5. Posada
  6. Puppets
  7. ROCA
- c. Provisional members will complete a preference form for clinic placement.
- d. JLB Board will consider preferences but must also make every effort to keep near equal numbers of members in each clinic.
- e. Active members may ask for a change in placement from the previous year.
- f. Clinic placements are permanent for the year.

- g. The Vice-President may, in extenuating circumstances, reassign a member to a different clinic during the year.
- h. A clinic member who cannot attend must inform the Chair or Co-Chair of her absence.
- i. 3 or more unexcused absences from assigned clinic may result in removal from JLB membership.

Article VII, Section 1.

The Committees of the JLB are:

- a. Easter Baskets
- b. Fundraising
- c. Entertaining
- d. Monica and Maggie's House
- e. Scholarship
- f. Community Impact Grants
- g. Nominating Committee
- h. Budget Committee
- i. Grievance Committee

The Budget Committee shall consist of the JLB Board.

The Grievance Committee shall consist of the JLB President, Vice-President, and Past President.

The Grievance process shall be as follows:

1. File a Grievance form within 10 calendar days of incident.
2. Meet, in person or by phone, with Grievance Committee as needed.
3. Receive notice, written or by electronic means, of the Grievance Committee's decision and corrective action, if any, that may be needed.

The decision of the Grievance Committee shall be considered final and will end the grievance process.

All remaining committees, except for the Nominating Committee, will have a Chair, Co-Chair, and as many other members as needed for the completion of its task(s).

**APPENDIX B**  
**BOARD AND MANAGEMENT TEAM POLICIES AND PROCEDURES**

Article IV, Section 6

A JLB Officer may be removed from the Board for the following reasons including, but not limited to:

- a. Absence from Board Meetings and/or General Meetings 3 or more times without an approved excuse. (See Article III, Section 7, #3) A JLB Board member must submit an excuse to the Secretary (ahead of time if possible).
- b. Inappropriate conduct while in attendance at a JLB event and/or wearing JLB apparel. (See Member Policies and Procedures Article III Section 3(c).)
- c. Misuse of JLB funds

Article IV, Section 4

1. JLB Officers will be responsible for any equipment/materials issued to them during their term in office. Officers will sign Acknowledgment Receipt Form upon issuance and again upon return of equipment/materials at completion of term.

Article IV, Section 4(h)

1. The Public Relations Manager may have an assistant known as the Public Relations Assistant Manager. She shall assist with Public Relations Manager's tasks including, but not limited to, managing and updating social media platforms.
2. The Public Relations Manager shall not be a member of the JLB Board nor shall she become Public Relations Manager the subsequent year unless she is elected to the position.

Article IV, Section 4(i)

1. The Parliamentarian shall monitor the Junior League Brownsville chat and Sister Sensations chat and has the authority to add or delete members as needed and delete posts that are irrelevant or offensive.
2. The Parliamentarian will ensure that political and/or religious topics are not discussed at JLB meetings.

Article VI, Section 4(a)

1. Clinic Chair will collect any and all receipts at the time of the clinic.
2. Clinic Chair will ensure that reimbursement forms are available to clinic members.
3. Clinic Chair will submit receipts and reimbursement forms to Treasurer or Co-Treasurer in a timely manner to allow time for check to be issued and cashed/deposited by the end of the calendar month.
4. Clinic Chair will submit, or cause to be submitted, photos of that month's clinic. Only the Chair or her designee may submit photos to the Public Relations Manager. Photos must not show faces or any identifying feature of clinic attendees (e.g. nursing home residents, children)
5. Clinic Chair will submit completed Clinic Log and Clinic Report to the Officer of Operations within 24 hours of the clinic session.
6. Clinic Chair will sign Acknowledgment Receipt Form upon issuance of equipment/materials and again upon return of items upon completion of her term as Chair.
7. Clinic Chair will work within the parameters of the Clinic budget.

Article VI, Section 1.

The Management Team and the JLB Board when meeting as one group shall be known collectively as the JLB Leadership Team.

The Leadership Team will have 3 yearly meetings in July, October, and January.

Article VI, Section 6.

A Chair or Co-Chair of a Clinic or Committee may be removed for reasons including, but not limited to, the following:

1. Absence from clinic or committee 3 or more times without an approved excuse. (See Article III, Section 7, #3)
2. Failure to keep effective communication with clinic or committee members, point-of-contact, JLB Board, and/or general membership as needed.
3. Failure to perform duties of Chair/Co-Chair.
4. Misuse of JLB funds.

Article VII Section 1

The Budget Committee shall consist of the JLB Board. It shall meet in June and present a proposed budget at the September general meeting.

The Grievance Committee shall be led by the Vice-President and include the President and Past President. The Grievance Committee shall:

1. Read the submitted grievance within 1 week of the grievance submission date.
2. Review, in person or by phone, the submitted form with the member who filed it and gather any other needed information.
3. Speak, in person or by phone, with any and all members named in the grievance.
4. Determine corrective action, if any, is needed and inform all parties involved through written notice and/or electronic means within 2 weeks of the grievance submission date.

A minimum of 2 of the 3 Committee members must be present during each step of the grievance process.

The decision of the Grievance Committee shall be considered final and will end the grievance process.

#### Article VIII

The nominating process shall be as follows:

1. Active JLB members may nominate self or others for the following JLB Board positions.
  - a. Vice-President
  - b. Officer of Operations
  - c. Co-Treasurer
  - d. Secretary
  - e. Public Relations Manager
  - f. Parliamentarian
2. The Past President, in her role as Nominating Committee, shall contact all members nominated for office to determine if they shall accept or decline the nomination(s).
3. A member may accept a nomination for 2 positions only.
4. A member may decline any or all nominations.
5. The Nominating Committee shall prepare the slate of candidates for the election.
6. The slate should be made available to JLB members eligible to vote no later than 15 days before the election.

#### Article IX, Section 2.

The signatories for the JLB shall be the Treasurer, Co-Treasurer, President, and Vice-President.