

**RESTATED ARTICLES OF INCORPORATION OF THE
JUNIOR LEAGUE OF BEAUMONT, TEXAS
INCORPORATED**

I.

The name of this corporation shall be “Junior League of Beaumont, Texas, Incorporated.”

II.

The purpose for which it is formed is “The support of any benevolent, charitable, educational or missionary undertaking.”

III.

The places where the business of the corporation is to be transacted are Beaumont in Jefferson County, Texas and elsewhere within or without the State of Texas, in accordance with the laws of said State, and its principle place of business is to be in said Jefferson County, Texas.

IV.

The term for which the corporation is to exist is perpetual.

V.

The number of directors shall be provided by the Bylaws of the corporation, which said Bylaws may provide that any one or more officers of the corporation shall be ex-officio members of the Board of Directors as provided by Article 2.20 of the Texas Non-Profit Corporation Act.

VI.

The address of its initial registered office is 2388 McFaddin, Beaumont, Texas 77702; the name of its initial registered agent at such address is Donna Harris.

VII.

This is a Texas Non-Profit Corporation.
Dated January 30, 1981
Charter No. 76678

**BYLAWS OF THE
JUNIOR LEAGUE OF BEAUMONT, TEXAS
INCORPORATED**

NOTE: Those portions of the Bylaws printed in capital letters reflect Association Policies and their inclusion in the Bylaws of all member Leagues is required.

**ARTICLE I
NAME**

THE NAME OF THIS ORGANIZATION SHALL BE THE JUNIOR LEAGUE OF BEAUMONT, TEXAS, INCORPORATED, hereinafter referred to as this League or the JLB.

**ARTICLE II
MISSION STATEMENT**

Section 1. Mission

THE JUNIOR LEAGUE OF BEAUMONT, TEXAS, INCORPORATED IS AN ORGANIZATION OF WOMEN COMMITTED TO PROMOTING VOLUNTARISM, DEVELOPING THE POTENTIAL OF WOMEN, AND TO IMPROVING THE COMMUNITY THROUGH THE EFFECTIVE ACTION AND LEADERSHIP OF TRAINED VOLUNTEERS. ITS PURPOSE IS EXCLUSIVELY EDUCATIONAL AND CHARITABLE.

Section 2. Policies

THIS LEAGUE REACHES OUT TO WOMEN OF ALL RACES, RELIGIONS AND NATIONAL ORIGINS WHO DEMONSTRATE AN INTEREST IN AND A COMMITMENT TO VOLUNTARISM. IT SHALL NOT DISCRIMINATE ON THE BASIS OF RACE, RELIGION OR NATIONAL ORIGIN.

**ARTICLE III
STANDARDS**

Section 1. Administrative

The JLB maintains the same standards required of groups applying for membership in the Association of Junior Leagues, International, Inc., hereinafter referred to as the AJLI. The JLB is administered independent of any other organization. It has duly established its tax-exempt status under section 501(c)(3) of the United States Internal Revenue Code. It is committed to:

- A. Serving as a catalyst and/or leader in effecting community improvement efforts as an organization that seeks broad-based involvement with the community;
- B. Providing development training for volunteers;
- C. Reaching out to women of all races, religions, and national origins who demonstrate an interest in and commitment to voluntarism; and

- D. Accomplishing the mission of the organization through sound financial and resource management.

Section 2. Program

The JLB endeavors to associate itself with projects, programs, or activities that meet accepted standards in their fields, or show evidence of working toward such standards.

**ARTICLE IV
MEMBERSHIP**

Section 1. Categories of Membership

A member cannot be a member of more than one Junior League. The categories of membership are as follows:

A. Provisional

Provisional members are those members who are engaged in training established by the JLB to prepare them for effective community and League involvement. They are not eligible to vote, hold office, or sponsor prospective members.

B. Active

Active members are those members who have completed provisional training and who have been admitted to Active membership. They are eligible to vote, hold office, and sponsor prospective members. Active members must remain in good standing by completing all membership obligations, including financial obligations, meeting attendance requirements, and placement requirements.

C. Tenured Active

1. Tenured Active members are those members who
 - (a) have completed at least eight (8) years as an Active member (excluding the Provisional year and any leaves of absence); **or**
 - (b) have completed at least five (5) years as an Active member (excluding the Provisional year and any leaves of absence), and are at least 40 years of age; **and**
 - (c) have applied for a status change, in writing, to the Corresponding Secretary by March 1 of the year the applicant wants to be reclassified as a Tenured Active. The application to be reclassified as a Tenured Active must be made each year.
2. Tenured Active members are eligible to vote, hold office, and sponsor prospective members. Tenured Active members must remain in good standing by completing all membership obligations, including financial obligations, meeting attendance requirements, and placement requirements with reduced hours of at least 20 hours.

D. Sustaining

1. Sustaining members are those members who
 - (a) have completed at least ten (10) years as an Active member (excluding the Provisional year and any leaves of absence); **or**

(b) who have completed at least five (5) years as an Active member (excluding the Provisional year and any leaves of absence) and are at least 40 years of age.

2. Sustaining members pay membership dues, may sponsor a prospective member, and may chair special (but not standing) committees.
3. Sustaining members are not eligible to vote or hold office, nor are they required to complete placement requirements.

E. Emeritus

Emeritus members are those Sustaining members who have reached the age of 80 years, and have requested Emeritus membership in writing to the Corresponding Secretary. Upon being granted permanent Emeritus status, the member shall no longer have a dues requirement to the AJLI or to this League. The member's Emeritus status shall be reflected on the membership roster of both the AJLI and this League.

Section 2. Admission to Provisional Membership

A. Eligibility

1. A prospective Provisional shall have reached her twenty-third birthday by January 31 of the year in which she is sponsored.
2. A prospective Provisional must be a legal resident of the Beaumont community at the time she is sponsored (January 31). The Beaumont community is defined as Jefferson County and its contiguous counties - Hardin, Orange, Chambers and Liberty Counties.
3. A prospective Provisional shall be ruled ineligible should she move from the Beaumont community to a non-League admissions area prior to April 15 of the year she is sponsored. A non-League admissions area is a community in which there is no active League.
4. A prospective Provisional may become a "Provisional Transfer" should she move to another League's admission area prior to April 15 of the year she is sponsored. Upon admission to Provisional Membership (effective April 15), the "Provisional Transfer" may then be transferred to another League. The "Provisional Transfer" will then be subject to responsibilities and requirements of Provisional membership in the receiving League.

B. Sponsorship

1. A prospective Provisional member must be sponsored by one (1) member in good standing. All members, except Provisional members, may sponsor up to five (5) prospective Provisional members per year.
2. Sponsor forms must be turned in to the Membership Development Chair by January 31.

C. Admission to Provisional Membership

1. A prospective Provisional must reply in writing to her invitation.

2. On or before April 1, the Membership Development Committee shall submit a list of eligible prospective Provisional members to the Board for approval.
3. A prospective Provisional's acceptance to Provisional membership becomes effective April 15.

Section 3. Obligations of Membership

- A. First year actives must participate in a community project, unless otherwise approved by the Board;
- B. Pay dues and financial obligations as set forth by the current Ways and Means Committee;
- C. Attend all general meetings pursuant to this League's Policies;
- D. Fulfill placement of at least 40 hours;
- E. Fulfill any and all other obligations and requirements as set forth by the current Ways and Means Committee; and
- F. Fulfill any and all other obligations set out in this League's Bylaws and Policies.

Section 4 Resignation

Resignations for the following League year shall be made in writing to the Corresponding Secretary by March 1 and subsequently approved by the Executive Board. A member may resign in good standing if she:

- A. has met all financial obligations;
- B. has attended all general meetings pursuant to this League's Policies; **and**
- C. has completed her fundraising and community placements for the year (or has found a substitute for her fundraising placement, and made satisfactory arrangements for her community placement with her Placement Advisor and Project Chair).

Section 5. Removal

Any member may be expelled for failure to meet membership obligations by a majority vote of the Executive Board. The member shall be notified and given an opportunity to be heard by the Executive Board.

Section 6. Reinstatement

- A. A former member who has resigned in good standing may petition the Executive Board for reinstatement as an Active or Sustaining Member.
- B. Requests for reinstatement must be made, in writing, to the Corresponding Secretary.
- C. A former member, who is found to have resigned in good standing, may be reinstated by a majority vote of the Executive Board and by paying the current appropriate financial requirements.

**ARTICLE V
EXECUTIVE BOARD**

Section 1. Personnel

The Executive Board consists of a President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, and Treasurer-Elect.

Section 2. Nomination, Election and Installation

The Nominating/Placement Committee presents a slate of one (1) candidate for each office to be filled. The Active membership is informed of the slate at least three (3) weeks before the date of election. The officers are elected by ballots at a General Meeting prior to the Annual Meeting and are installed at the Annual Meeting.

Section 3. Duties

A. President

The President presides at all General, Annual and Special Meetings, and all meetings of the Board of Directors. With the sanction of the Board of Directors, the President appoints committees as needed. She is a non-voting member of the Executive Board and all committees. She, along with the Treasurer, signs contracts and performs obligations authorized by the Board of Directors, and performs the duties usually pertaining to the office.

B. President-Elect

The President-Elect assists the President and performs the duties of the President in her absence. The President-Elect succeeds to the office of President.

C. Recording Secretary

The Recording Secretary keeps the minutes of all General, Annual and Special Meetings of this League, and of the Board of Directors. The Recording Secretary is required to keep, separate and apart from the minutes, but in the Recording Secretary's book, a dated record of all Bylaw interpretations made by the Board.

D. Corresponding Secretary

The Corresponding Secretary conducts the general correspondence of this League. She keeps the correct, classified list of names and addresses of all members, and maintains a file of essential records which is transferred to her successor at the close of her term of office.

E. Treasurer

The Treasurer is the custodian of the funds of this League. She signs contracts and performs obligations authorized by the Board of Directors, collects all dues and assessments, keeps a record of the financial status of each member, and reports the name of any defaulting member to the Executive Board. She makes payments in accordance with the budget. All officers or agents of this League having funds of this League shall submit reports on their receipts, disbursements, and financial transactions when and as often as the Treasurer prescribes. The Treasurer keeps full and accurate accounts and presents financial statements at the regular meetings of this League and the Board; she turns over to her successor all books and financial records and takes a listed receipt thereof. She acts as Chair of the Finance Committee and Director of the Finance Council.

F. Treasurer-Elect

The Treasurer-Elect assumes all duties of the Treasurer in her absence or disability and assists in the general responsibilities of her work. The

Treasurer-Elect succeeds to the office of the Treasurer. The Treasurer-Elect serves as the Co-Chair of the Finance Committee.

Section 4. Vacancies

A vacancy on the Executive Board may be filled by a majority vote of the Board of Directors from a slate submitted by the Nominating/Placement Committee. Persons so elected serve until the expiration of the original term of the office.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1. Personnel

The Board of Directors shall consist of the Executive Board, the Nominating/Placement Committee Chair, the directors of Communications, Community, Membership and Planning Councils and the Immediate Past President. The Planning Council Director serves as this League's Parliamentarian. All are voting members with the exception of the Immediate Past President. No Board of Directors member may hold the same office longer than two (2) consecutive years.

Section 2. Nomination, Election and Installation

The procedure for nominating, electing and installing the Board of Directors is the same as that for the Executive Board. (See Article V, Section 2).

Section 3. Duties

The Board of Directors has general charge and control of the affairs, funds, and properties of this League. By a majority vote of the Board of Directors members present, the Board may remove any officer, director or committee chair, and may change, eliminate, or create committees and determine each council's composition. In all questions of interpretation of the Bylaws, final interpretation is made by the Board. The Board has the power to adopt and/or amend Policies, by a majority vote, unless it affects membership obligations. The Board shall present to the membership all proposed community and fundraising projects and changes in membership obligations for approval.

Section 4. Meetings

The Board of Directors holds meetings as needed, but no less than four times per year. Special meetings may be called by the President or upon written request of four (4) members of the Board.

Section 5. Quorum

A quorum shall consist of one-half (1/2) of the members of the Board of Directors.

Section 6. Immediate Past President

The Immediate Past President is not required to fulfill placement requirements.

Section 7. Vacancies

The procedure for filling vacancies among the Board of Directors is the same as that for the Executive Board (See Article V, Section 4).

**ARTICLE VII
COUNCILS AND COMMITTEES**

Section 1. Composition

There are five (5) councils of the JLB whose directors are slated by the Nominating/Placement Committee. The procedure for nominating, electing and installing Council Directors is the same as that for the Executive Board (See Article V, Section 2).

A. Communications Council

The Communications Council coordinates, develops and maintains effective and smooth communication for all community and in-League public relations. The Communications Council includes the chairs of the following standing committees:

1. Marketing

The Marketing Committee promotes the purpose and activities of the JLB with the public interest. It also arranges for all newspaper, radio and television publicity.

2. Newsletter

The Newsletter Committee publishes a periodic newsletter to keep the membership and community informed of the activities of the JLB and the AJLI.

3. Yearbook

The Yearbook Committee gathers and updates information necessary for the JLB Yearbook and supervises the annual publication of the JLB Yearbook.

4. Website

The Website Committee provides a resource for members of this League, the Beaumont community and friends of the JLB to learn more about the JLB.

B. Community Council

The Community Council coordinates, develops and maintains the JLB's community programs; appraises project proposals; evaluates current projects; and educates and informs the membership on community needs. The Community Council includes the chairs of the following standing committees:

1. Community Projects

At any time the JLB votes to approve a project, a committee plans and supervises its execution. The Board determines the name, composition and length of time that the committee functions. In some cases, projects can be most efficiently administered under an umbrella committee.

2. Project Research and Development

The Project Research and Development Committee provides current information about the needs and resources of the community to the Board, evaluates existing projects, investigates project possibilities, and develops proposals appropriate for membership evaluation. This committee also oversees the disbursement of the Community Assistance Fund.

C. Finance Council

The Finance Council coordinates the activities of the committees that are responsible for the finances of the JLB's administration, community programs and fundraisers. The Finance Council includes the chairs of the following standing committees:

1. Finance

The Finance Committee advises the Board on all matters relating to the finances of the JLB's administration and of its community programs. The Committee prepares and presents the Annual Budget to the Board for adoption by a majority vote before the beginning of the new fiscal year.

2. Resource Development

The Resource Development Committee procures the funding for the JLB.

3. Fundraising

At any time the JLB votes to approve a fundraising activity, a committee plans and supervises its execution. The Board determines the name, composition and length of time that the committee functions.

4. Ways and Means

The Ways and Means Committee evaluates current fundraising activities, receives input from the membership, researches possible fundraisers, and develops proposals appropriate for membership evaluation.

D. Membership Council

The Membership Council coordinates the activities of the committees that accept, orient and train members. The Membership Council includes the chairs of the following standing committees:

1. Nominating/Placement

The Nominating/Placement Committee prepares slates of candidates for election to the Board of Directors, certain Council Directors, and other committee chairs/co-chairs as determined by the Board.

2. Meeting Arrangements

The Meeting Arrangements Committee arranges all General Meetings of the JLB.

3. Membership Development

The Membership Development Committee considers the qualifications of all prospective members sponsored for Provisional membership in the JLB and recommends new members to Active status. It performs other related functions including planning and directing the education and training of Provisional members.

E. Planning Council

The Planning Council coordinates the JLB's future planning activities; conducts an annual evaluation of the JLB's strategic plan; assesses and

reports on trends to develop the most effective plans for the future. The Chair of the Planning Council serves as this League's Parliamentarian. The Planning Council includes the chairs of the following standing committees:

1. Bylaws

The Bylaws Committee words the Bylaws and Policies to reflect the intent of the recommendations from the Board.

2. Future Planning

The Future Planning Committee evaluates the strategic plan of the JLB and plans for the upcoming year.

3. Education/Training

The Education/Training Committee provides training and learning experiences for the membership.

Section 2. Powers and Duties

Each Council Director is a member of the Board of Directors. Each council holds regular meetings not less than four (4) times per year. The Council Director presides over the meetings and serves as a liaison to the Board of Directors.

Section 3. Standing Committees - General

Standing Committees may be created or dissolved by the President with the approval of the Board.

Section 4. Special Committees

Special committees may be created by the President with the approval of the Board. The Board determines the name, composition and length of time that the committee functions.

Section 5. Committee Chairs

Committee Chairs may be appointed by the Nominating/Placement Committee, or the President with the approval of the Board, or through Placement.

**ARTICLE XIII
MEETINGS OF THE JLB**

ALL MEETINGS AND FUNCTIONS OF THE JUNIOR LEAGUE OF BEAUMONT, TEXAS, INCORPORATED SHALL BE HELD AT FACILITIES WHICH DO NOT DISCRIMINATE AGAINST WOMEN OR ON THE BASIS OF RACE, RELIGION OR NATIONAL ORIGIN.

Section 1. General Meetings

General meetings are held from September to May, as ordered by the Board of Directors.

Section 2. Annual Meeting

The May meeting of the general membership is the Annual Meeting.

Section 3. Special Meetings

Other meetings are held at the discretion of the Board of Directors or upon written request of fifteen (15) Active members, allowing ample time for notification to the general membership.

Section 4. Quorum

A quorum of this League consists of one-third (1/3) of the Active voting members.

**ARTICLE IX
FINANCIAL ARRANGEMENTS**

Section 1. Fiscal Year, Audit and Bonding

- A. The fiscal year shall be June 1 through May 31.
- B. THE BOOKS AND ACCOUNTS OF THIS JUNIOR LEAGUE SHALL BE KEPT IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES AND SHALL BE AUDITED OR REVIEWED ANNUALLY BY A CERTIFIED PUBLIC ACCOUNTANT AT THE END OF THE FISCAL YEAR. THIS LEAGUE SHALL IMMEDIATELY SEND TO THE AJLI 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.
- C. The Board of Directors and the Business Manager(s) of all fundraising activities shall be bonded in the amount determined by the Board of Directors.

Section 2. Membership Financial Obligations

Annual financial obligations consist of two parts: (1) dues and (2) fundraising obligations as set forth by the Ways & Means Committee. Provisional dues shall include an additional fee of \$40. Financial obligations for various classes of membership are:

Active.....	\$155.00
Provisional	\$235.00
Sustaining.....	\$ 75.00
Active Non-Resident.....	\$ 90.00

Dues include the per capita dues charged by the AJLI. Any increase in the AJLI per capita dues shall automatically increase the membership dues of each member by that amount and shall be reported to the membership.

A. Payment

The Treasurer shall notify each member of her financial obligations by February 15. Financial Obligations as set forth by the Ways & Means Committee shall be payable in two (2) payments: the first (1st) payment of membership dues must be paid by Placement, and the second (2nd) payment of fundraising obligations is due by May 15. Members whose dues are not paid by Placement will be notified and referred to the Corresponding Secretary to be placed on Probationary Status. Members whose dues and fundraising obligations are not paid in full by June 1 shall be dropped from membership.

B. Refunds

Refunds of dues will not be made to members resigning during the fiscal year. Refunds will not be made to Provisional members failing to meet the requirements.

- Section 3. AJLI Dues**
The Treasurer of this League shall pay yearly per capita dues for all classes of membership to the Treasurer of the AJLI.
- Section 4. Transfer Fee and Inter-League Fee**
Upon receiving a transfer, the Junior League of Beaumont may charge the member \$20.00 for the costs incurred in connection with her transfer.
- Section 5. Assessments**
Assessments may be levied on the entire membership upon a two-thirds (2/3) vote of the Active members present at any General Meeting, and upon proper notice to the membership. (See Article XI.)
- Section 6. Dissolution Clause**
If the corporation should be dissolved, either voluntarily or involuntarily, it shall be liquidated by the Texas Non-Profit Corporation Act and all other applicable laws of the State of Texas; and after all debts, obligations and liabilities of the corporation shall have been paid, satisfied, and discharged, all money and property constituting the residue of the assets of the corporation shall be paid over and delivered to one or more organizations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended, or successor provisions of the Internal Revenue Code then in effect, such one or more organizations to be selected and designated by resolution duly adopted by a majority of the then qualified and acting Board of Directors of the corporation.

ARTICLE X DELEGATES

- Section 1. Annual Meeting of the AJLI**
The President, President-Elect and/or incoming President-Elect are the delegates to the AJLI Annual Conference. Additional delegates may be designated, at the discretion of the Board of Directors, from a slate of Active members submitted by the Nominating/Placement Committee.
- Section 2. Area Meetings, Technical Conferences and Seminars**
Delegates and alternates to area meetings, technical conferences and seminars are Active members selected by the Board of Directors from a slate submitted by the Nominating/Placement Committee.
- Section 3. Expenses**
Expenses of all delegates to attend conferences are defrayed by the JLB. (Please refer to JLB Policy IV.)
- Section 4. Leadership Beaumont**
The Active Member selected as the JLB Leadership Beaumont Delegate is required to submit an article to the JLB Newsletter and also submit a report to the Project Research and Development Chair following completion of the Leadership Beaumont program.

ARTICLE XI VOTING

Section 1. Notice

All business requiring a vote, including elections, shall require a two-week notice to the membership and shall be conducted by ballot.

Section 2. Projects

All proposed projects require a two-week notice, presentation and discussion at a previous meeting, and a two-thirds (2/3) vote of Active Members present at the meeting.

Section 3. Fundraising

All proposed fundraising activities require a two-week notice, presentation and discussion at a previous meeting, and a simple majority vote of Active Members present at the meeting. All proposed amendments to the proposed fundraising activities must be submitted, in writing, to the chair of the Ways and Means Committee at least three days prior to the next Board Meeting.

ARTICLE XII AMENDMENTS AND PARLIAMENTARY AUTHORITY

Section 1. Amendments

A. Membership Rights and Obligations

Any bylaw or policy amendment that changes the obligations of, or restricts the rights of, the members of the JLB, requires a two-thirds (2/3) vote of those Active Members present at any General Meeting. Written notice of the proposed amendment must be given at least 30 days prior to the date of the meeting.

B. General Provisions

Bylaw amendments that do not affect membership rights and obligations require a two-thirds (2/3) vote of Active Members present at any General Meeting. Written notice of the proposed amendment must be given at least two weeks prior to the date of the meeting.

C. AJLI Requirements

A two-thirds (2/3) vote of the Board of Directors may amend the bylaws in order to include amendments of the AJLI bylaws.

D. Non-substantive Changes

Technical or grammatical changes (not substantive in content) to the bylaws can be made by the Bylaws Chair with the majority approval of the Board of Directors.

Section 2. Parliamentary Authority

Roberts Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or policies adopted by this League.