

Draft Proposal for revision of the bylaws for extended terms as directors.

All directors shall be elected for a term of 3 years.

The directors shall be elected from the members with a maximum of 2 3-year director positions filled each year.

This would be phased in at the next annual meeting by election of directors for staggered terms 2 for 1 year, 2 for 2 years and 2 for 3 years.

All vacancies filled by the board shall serve of until the next annual meeting when the remainder of the term will be filled through ballot. (This is already covered by Article III Section 6.)

One other item to consider.

Limit the term in office of officer in the corporation (President, Treasurer, and Secretary to a maximum of 2 consecutive years.)

This hopefully will address some of the concerns expressed at the foundation meeting about people moving people on in the future who are not doing their job as an officer.

Based on the version of the bylaw I have updated June 24, 2000 (I think changes have been made since then.), the following are the changes I would recommend.

Original

Article III

Section 1. Election. The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be appointed, as provided in this paragraph, and/or elected annually by the members to hold office until the next Annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for falling vacancies. The Directors shall be members of the Corporation. Up to Six (6) directors may be elected by the members at large to serve for one year terms and one director shall be appointed by the incoming president of the Oklahoma Jaycees, to serve for a period of three years and one director shall be the Oklahoma Jaycees Governor's Club Scholarship administrator, to serve for a period of one year. The Directors voted upon by the members shall be chosen by ballot at such meeting by a majority of the votes of the members present, voting either in person or by proxy.

Revision

Section 1. Election. The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be appointed, as provided in this paragraph, and/or elected annually by the members to hold office until the next Annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for falling vacancies. The Directors shall be members of the Corporation. Up to Six (6) directors may be elected by the members at large to serve for ~~three~~ year terms and one director shall be appointed by the incoming president of the Oklahoma Jaycees, to serve for a period of three years and one director shall be the Oklahoma Jaycees Governor's Club Scholarship administrator, to serve for a period of one year. The Directors voted upon by the members shall be chosen by ballot at such meeting by a majority of the votes of the members present, voting either in person or by proxy. A maximum of 2 directors can be elected to the three year term at an annual meeting.

Original

Section 5. Vacancies. Any vacancy in the Board of Directors occurring during the year, may be filled for the unexpired portion of the term by the Directors then serving. Any Director elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Corporation, or until the election and qualification of his successor.

No change Recommended

Article VI

Original

Section 2. Election Term of Office and Qualifications – The officers shall be elected annually by the Board of Directors from among their members at the first meeting of the Board of Directors after the annual meeting of the Corporation.

Revision

Section 2. Election Term of Office and Qualifications – The officers shall be elected annually by the Board of Directors from among their members at the first meeting of the Board of Directors after the annual meeting of the Corporation. *To be elected and officer, the candidate must have previously served as a member of the board of directors. No officer shall serve in the same position for more that 3 consecutive years.*

The following was added to ensure the officers have some experience with the operation of the board prior to election but is not a critical item for me and would have been a significant issue when we were trying to reactivate the foundation in the past.

"To be elected and officer, the candidate must have previously served as a member of the board of directors."

**JAYCEE FOUNDATION OF OKLAHOMA
SPECIAL MEETING
April 21, 2007**

President Sheri Menendez brought the meeting to order at 8:50 a.m. Purpose of the meeting reported to discuss change of by-laws, specifically Article III – Directors, and Article IV – Officers.

John Wodarcyk initiated discussion. Motion made by Jack Cloud, 2nd by Marcia Werner, to pass by-law as discussed, cussed, and fussed. As follows:

Article III - Directors

Section 1. Election. The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be appointed, as provided in this paragraph, and/or elected annually by the members to hold office until the next Annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The Directors shall be members of the Corporation. Up to seven (7) directors may be elected by the members at large to serve for a term of three years and one director shall be the Oklahoma Jaycees Governor's Club Scholarship administrator, to serve for a period of one year. The Directors voted upon by the members shall be chosen by ballot at such meeting by a majority of the votes of the members present, voting either in person or by proxy.

Article IV – Officers

Section 2. Election, Term of Office, and Qualifications. The officers shall be elected annually by the Board of Directors from among their members at the first meeting of the Board of Directors, after the annual meeting of members of the Corporation. To be elected an officer, the candidate must have previously served as a member of the board of directors. No officer shall serve in the same position for more than 3 consecutive years.

The Board of Directors passed change of by-laws as above unanimously.

Treasurer Scott Norfleet presented the financial statements, copies were distributed to all members present.

Highlights as follows: Governor's Club Savings presently stands at \$922.85; total Governor's Club Scholarship fund is \$5,133.64.

Jaycee Foundation of Oklahoma account stands at \$2,064.20, with a total from CDs and Savings Account at \$13,322.17

Oklahoma Jaycees checking account being held stands at \$7,444.19

Total Assets \$25,900.00

Motion made by Marcia Werner, 2nd by Jerre Taylor to accept financials as presented. Board of Directors passed.



**JAYCEE FOUNDATION OF OKLAHOMA, INC
ANNUAL MEMBERSHIP MEETING
April 21, 2007
Ponca City, OK**

Call to Order: Welcomed by President Sheri Menendez- thanks everyone for attending and their support.

Additions/Deletions/ Approval of Agenda – Motion by Jack Cloud, 2nd from Don Steele to approve agenda as it stands. Approved by membership.

Approval of Minutes - from meeting held October 15, 2006 - sent to BOD shortly thereafter. Motion by Jerre Taylor to accept, 2nd by Delisa Anderson. Approved by membership.

Finance Report – provided to Board of Directors at earlier meeting. To be made a part of these minutes.

Unfinished Business

- 1. Scholarship Committee: Barbara Nickles - 2 apps- to ask Scott Norfleet if these have been sent the money.**
- 2. Audit Committee Report: John Wodarcyk – still working; Delisa Anderson had provided/created an expense account report to follow receipts.**
- 3. Inactive Member Letters -Sheri Menendez: almost complete; have had some response from letters sent out.**

Motion from Jim Harmon to accept unfinished business as stated. 2nd by Nancy Cloud. Approved by membership.

New Business

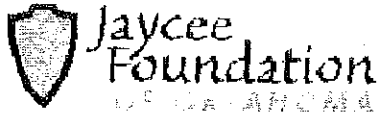
- 1. Foundation Grant Requests – none submitted at this time; Oklahoma JCI senate is considering for assistance in scholarship expenses.**
- 2. Children's Center 2007 – John Wodarcyk – scheduled for 1st Saturday in December, 2007.**
- 3. Term Limit By-law – Change to 3 year term. By-law was passed by Board of Directors in earlier meeting. To be made a part of by-laws, and distributed.**

4. **New Members Vote - Teresa Dillon. Motion by John Wodarczyk to accept new member; 2nd by Don Steele. Approved by Membership.**
5. **2007 Board of Directors Elections – Motion by Jack Cloud to accept the current Board of Directors. 2nd by Brad Gaskins. Approved by membership.**
6. **Record OK Jaycee Governor's administrator - Jerre Taylor – announcement of Governor's meeting & picnic 1st Saturday in June.**
7. **Invitation to join - Bill Werner – made an invitation to members of the Senate not already a part of the Foundation to join. Received one application & money from Claire Hart.**
8. **Thank Nick & Barbara for hosting meeting – you're welcome.**

Announcements

Door Prizes

Adjourn



**BOARD OF DIRECTORS
APRIL 21, 2007
PONCA CITY, OK**

Meeting held to appoint directors, President, etc.

President	Barbara Nickles
VP	Nancy Cloud
Secretary	Sheri Menendez
Treasurer	DeLisa Anderson
Director	Jim Harmon
Director	John Wodarczyk
Director	Marcia Werner
Director	Don Steele
Director	Jack Cloud
Governor's Rep	Jerre Taylor

Discussion ensued to make certain of a smooth transition, specifically in regard to transfer of Treasurer's books from Scott Norfleet to DeLisa Anderson. Sheri Menendez volunteered to share her knowledge of Quickbooks. James Harmon also volunteered to be trained for the future.

Discussed scheduling meetings early enough so that all will have placed on their calendars (daytimers, PDAs, etc)

Will discuss at August meeting the Foundation's Scholarship activities, including adding an addendum to Senate letter, if their by-laws agree. Electronic copy of the scholarship application to be forwarded by either Scott Norfleet or Marcia Werner.

Move to adjourn by Jack Cloud, 2nd by Jim Harmon. Approved.

Jaycee Foundation of Oklahoma, Inc
Annual Membership Meeting
Cherokee Casino
April 18, 2009

Meeting called to order by President Barbara Nickles.

Attendance: Barbara Nickles, Gary McNatt, Scott Norfleet, Vic Menendez, Nancy Cloud, Jack Cloud, Delisa Anderson, Peggy Rider, Sheri Menendez, Glenn Nickles, and Cindy Empting.

Proxy votes submitted: Dennis Anderson, Don Steele, Charles Edwards, Becky Edwards, Sissie Harmon, Jim Harmon, Ricky Brown, Cindy Smith, Larry Smith, Terry Reffett, Pat Reffett and Peggy Nichols.

Approval of Agenda - Sheri Menendez moved and Nancy Cloud seconded to approve the agenda as printed. **Motion passed.**

Approval of Minutes - Sheri Menendez moved and Cindy Empting seconded to approve the minutes of the last meeting as printed (copies sent out via email). **Motion passed.**

Finance Report - Gary McNatt moved and Vic Menendez seconded to accept the financial report. **Motion passed.**


Note: Comments included Oklahoma Jaycees CD still has two (2) years before maturity.

Discussion held on the Governor's Club funds and why they have savings account and CD through Foundation. Decision made to contact Governor's Club president / Representative to discuss their monies.

OLD BUSINESS:

Scholarship Committee Report - President Barbara reported on the new application and judging sheets used this year. She announced the Scholarship Committee chose Cody Michael Jones from Mustang, OK as the recipient of the scholarship. He will be attending Cameron University in Lawton, OK.

Sheri Menendez moved and Nancy Cloud seconded to give a \$500.00 scholarship to Cody Michael Jones. **Motion passed.**

 Sheri Menendez moved and Delisa Anderson seconded we change the scholarship application form to show a \$500.00 (from \$250.00) scholarship to be presented each year. **Motion passed.**

Operation Recycle – Barbara explained that this small project is to help defray some of our expenses involved with the scholarship program. So to date we've raised \$133.01 by turning in old printer cartridges. This money was used to help cover the costs of printing and postage for the scholarship mail-outs (for those that could not be sent via internet).

She is going to check with Staples to see if anyone can return the large cartridges to any Staples within the state for credit to our account.

Reunion 2008 - Peggy Rider reported that we netted a profit of \$1050.25 from the auction. These funds were from registrations, raffle, auction and a donation. (Note: Returned check of \$175.00 has not been cleared to date. When this matter is resolved our profit will increase.)

NEW BUSINESS:

Children's Center - Barbara reported that the Children's Center in Bethany has been a project supported by the OK Jaycees in the past. Their Winter Wonderland project has been dropped from their programming.

After general discussion on Foundation "working on projects" for outside programs or charities and what assistance we could actually provide to them that would create any kind of impact with credit given to the Foundation it was decided that the Foundation (as an organization) is not going to support the Children's Center financially.

New Members – Deanna Batt and Dale Ord have paid dues and submitted application to join the Foundation. Vic Menendez and Cindy Empting seconded to accept the new members. **Motion passed.**

Vic Menendez moved and Cindy Empting seconded to form a new committee to be the membership/finance research committee. Committee will meet to facilitate ways to increase membership; research investment opportunities and grants for the Foundation. Committee members are Vic, Gary McNatt, Peggy Rider and Jim Harmon.


Discussion held on sending letters to current Jaycee chapters throughout the state to invite them to the Annual Membership Meeting and to encourage them to join the Foundation.

Elections - There is one (1) open position on the Board of Directors that can be filled to reach our maximum number of eleven (11). Jack Cloud nominated Cindy Empting as a board member. Peggy Rider seconded. **Motion passed.**

Cindy's term as a member of the Board of Directors will be from April 18, 2009 – April 17, 2012 (or until date of annual membership meeting – the second Saturday of April, 2012.)

3 year term

Scott Norfleet moved and Peggy Rider seconded to accept the current slate of officers as listed. **Motion passed.**

 NOTE: The current board of directors was elected in April 2007 in Ponca City, OK to serve a three (3) year term. Each of these members will complete their term of office in April, 2010. At that time – anyone wishing to remain on the board will need to be nominated and elected. *(This is with the exception of Cindy Empting who was just elected at this meeting.)*

Presidential Comments – President Barbara thanked everyone for their support and participation during her term as president. She presented thank-you gifts to the officers and committee chairmen.

Adjourn – With no further business to be conducted, the meeting was adjourned with the Jaycee Creed led by Scott Norfleet.

Respectfully submitted,

Sheri Menendez
Secretary

The Board of Directors met immediately following this meeting for purpose of electing new officer positions. (See BOD minutes.)

Jaycee Foundation of Oklahoma, Inc
Board of Directors Meeting
Cherokee Casino
April 18, 2009

The Board of Directors for the Jaycee Foundation of Oklahoma met immediately after the annual membership meeting at the meeting room of the Potato Bar Buffet Restaurant at the Cherokee Casino in Tulsa, OK.

Roll Call - Members present included Barbara Nickles, Nancy Cloud, Jack Cloud, Delisa Anderson, Sheri Menendez, Cindy Empting and Scott Norfleet. Showing a quorum present – the meeting continued.

Guest attending Board Meeting was Glenn Nickles.

Call to order - The meeting was called to order by President Barbara Nickles.

Barbara announced the purpose of the meeting is to elect new officers. She explained that according to the by-laws each officer may only hold an office for two (2) consecutive years. Therefore, no one is allowed to retain their current position and new officers will be elected to fill each position.

She also reminded the Board that with the exception of newly elected member, Cindy Empting, each Board Member's term will end April, 2010 and will then need to be re-elected to remain in their current office.

Elections - Sheri Menendez moved and Cindy Empting seconded to nominate the officers listed below. **Motion passed.**

President – Jack Cloud
Vice-President – Scott Norfleet
Secretary – Nancy Cloud
Treasurer – Jim Harmon
Immediate Past President – Barbara Nickles
Asst. Treasurer – Sheri Menendez
Board Member – Cindy Empting
Board Member – John Wodarczyk
Board Member – Barbara Nickles
Board Member – Delisa Anderson
Board Member – Marcia Werner
Board Member – Don Steele

Jack Cloud moved and Delisa Anderson seconded to close nominations. **Motion passed.**

Scott Norfleet moved and Nancy Cloud seconded to elect slate of officers by acclamation. **Motion passed.**