

BYLAWS

OF THE

JA STAFF ALUMNI
NETWORK

**BYLAWS
OF THE
JA STAFF ALUMNI NETWORK**
(An Association)

**ARTICLE 1
NAME, PURPOSE AND AUTHORITY**

Section 1.1. NAME. The name of this association shall be “**JA Staff Alumni Network**” (hereinafter “**association**”).

Section 1.2. PURPOSE. The purpose of the JA Staff Alumni Network is to provide a network for retirees and staff alumni, and to support the mission of Junior Achievement USA.

1.2.1. To fulfill its Purpose, at its Annual Meeting of Members, the JA Staff Alumni Network Chair or Chair-elect shall propose a “Program of Work” for Member approval. The annual Program of Work will include activities or initiatives that are core to the association’s Purpose. Following Member approval, the Program of Work will be undertaken and executed by the association’s chartered Committees during the ensuing year.

1.2.2. Given the dynamic nature of business and life, between Annual Meetings of Members, the Executive Committee shall have authority to amend the annual Program of Work.

1.2.3. Between Annual Meetings of Members, the Executive Committee shall use the various communications means at its disposal to periodically inform Members of progress being made on the current year’s Program of Work, including any changes made since the Program of Work was approved.

Section 1.3. AUTHORITY. The JA Staff Alumni Network is an unincorporated association of retired and former employees of the Junior Achievement organization in the United States. In general, the JA Staff Alumni Network operates under the legal, financial and tax-exempt authority of Junior Achievement USA (hereafter “Junior Achievement National Office” or “JA National Office”). Activities and projects initiated or undertaken by the association are intended to be collaborative, supportive and in general, benefit the overall Junior Achievement organization and its programs. Funds raised by the association are maintained by the Junior Achievement National Office and accounted for as restricted funds. As such, the JA National Office provides the “treasury” function to the association, acting as the depository of association-raised funds, disbursement agent for association-raised funds, and providing periodic financial reports regarding all JA Staff Alumni Network-raised funds.

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**ARTICLE 2
MEMBERS AND MEMBERS' MEETINGS**

Section 2.1. MEMBERS. The association shall have lifetime members, in one or more membership eligibility categories as set forth below. The Executive Committee shall annually charter a Membership Committee to oversee prospecting, recruitment and admission of new members in accordance with these Bylaws and specific authority as granted or limited from time to time by Executive Committee resolution.

2.1.1. Any former employee of Junior Achievement with five (5) or more years of service to Junior Achievement, shall be eligible for membership.

2.1.2. A Junior Achievement employee with five (5) years of service who is within 12 months of his or her announced retirement date shall be eligible for membership.

2.1.3. Except as provided in section 2.1.2., currently employed, full-time active employees of Junior Achievement are ineligible for membership. A JA Staff Alumni Network member who returns to work for Junior Achievement on a part-time, temporary or independent contractor basis shall remain a member. An association member who returns to work for Junior Achievement on a full-time basis shall be removed from membership, but may reapply for membership upon termination of full-time Junior Achievement employment.

2.1.4. From time to time, upon review and recommendation of the Membership Committee, by majority vote of the association's Executive Committee, the association may extend a special membership invitation to an individual in recognition of his/her position, relationship and/or contributions with or to the Junior Achievement organization.

2.1.5. Spouses or life-partners of elected members will be considered Affiliate Members. Affiliate Membership shall be terminated at such time as the marriage or life-partnership to a member is dissolved by legal action. Affiliate Members may attend meetings and participate in association activities, but shall have no voting rights, and who shall not be counted in determining a quorum.

2.1.6. Upon the death of an elected member, his/her surviving spouse or life-partner will be extended a membership invitation and application. The surviving spouse or life-partner may apply for full membership which will be automatic. Such members shall have all rights and privileges of membership, including voting rights.

Section 2.2. ANNUAL MEETING. The annual meeting of the members to elect officers and members of the JA Staff Alumni Network Executive Committee, to receive the annual report of the Executive Committee, to approve the annual Program of Work and to transact such other business as may properly come before the meeting, shall be held each year at the time and place as set forth by resolution of the

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association's Executive Committee. In years in which a Junior Achievement National Leadership Conference is held, the annual meeting of the association may be held in conjunction with the National Leadership Conference.

Section 2.3. SPECIAL MEETING. Special meetings of the members may be called by the Chair, the Vice Chair, by majority vote of the Executive Committee, or upon written request to the Chair by five (5) or more members.

Section 2.4. NOTICE. Written notice of each meeting of members, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be sent at least fourteen (14) but not more than thirty (30) days prior to such meeting to each member at his or her address as recorded on the Membership Roster, by mail, facsimile, electronic transmission or other form of wire or wireless telephonic communication. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed to be given when the transmitting facsimile machine prints a delivery confirmation notice. If sent by means of electronic-mail, such notice shall be deemed to be given when the transmitting computer records the notice as "sent." If given by telephonic means, such notice shall be deemed to be given when the verbal notice has been given to the member, a family member of the member, or has been left as a voice-mail or similar message. In event Notice is returned or "fails" to be delivered, additional attempts at delivery shall be made, even if less than fourteen (14) days prior to such meeting, and providing that 90% or more of the Notices were not returned, return of ten percent (10%) or less shall not invalidate the Notice nor cause postponement of the meeting.

Section 2.5. QUORUM. Ten (10) members entitled to vote, and present in person or by proxy, shall constitute a quorum for the transaction of any business.

Section 2.6. VOTING. Each member is entitled to one (1) vote, in person or by proxy, on all matters submitted by the JA Staff Alumni Network Executive Committee, or as may be initiated by members. Except as is otherwise provided by these Bylaws, all action shall be decided by a majority vote of the members present in person or by proxy.

2.6.1. A two-thirds (2/3) affirmative vote of those members present in person or by proxy is required to amend or repeal these Bylaws or to adopt new Bylaws. Notice of any proposed Bylaws amendment or of proposed new Bylaws must be given to all voting members in accordance with Section 2.4 of these Bylaws.

Section 2.7. MEETING BY ELECTRONIC MEANS. Any or all of the members may participate and vote in a regular or special meeting by, or conduct the meeting through the use of conference telephone, audible electronic transmission, or similar communications equipment by which all members participating may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

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**ARTICLE 3
EXECUTIVE COMMITTEE**

Section 3.1. GENERAL POWERS. The business and affairs of the JA Staff Alumni Network shall be managed and directed by, and the control and disbursement of the association's funds shall be vested in the Executive Committee, except as otherwise provided in these Bylaws. All actions of the Executive Committee shall be reported to the members no later than the next members' meeting. Minutes of all Executive Committee proceedings shall be recorded and maintained by the Secretary.

Section 3.2. NUMBER, ELECTION AND TENURE. There shall be not less than eight (8) voting members of the JA Staff Alumni Network Executive Committee, and the number of Executive Committee members shall be set from time to time by vote of the Executive Committee. The Chair and Vice Chair, by virtue of their office shall be Executive Committee members. The appointed chairs of all chartered committees, by virtue of their position, shall be Executive Committee members. Members of the Executive Committee shall be elected at the annual meeting of members and shall serve for a term of one (1) year and until their successors are elected and qualified, or until their death, resignation or removal. The Secretary shall be an ex-officio member of the Executive Committee, but with no power to make motions or to vote and who shall not be counted in determining a quorum.

Section 3.3. NOMINATION OF EXECUTIVE COMMITTEE MEMBERS. Recommendations for Executive Committee member-nominees may be submitted to the Nominating Committee on or before May 1, but not earlier than February 1, in each year by any member of the JA Staff Alumni Network.

3.3.1. Such recommendations shall be filed within the time limits above specified with the Nominating Committee for consideration and action by the Nominating Committee prior to the mailing of notice for the next annual meeting of members.

3.3.2. The Nominating Committee shall, after giving due consideration to all such recommendations and such other persons as it may wish to consider, present at the next annual meeting of members its slate of Executive Committee-member nominees.

Section 3.4. VACANCIES. Any Executive Committee member may resign at any time by giving written notice to the Chair or Secretary. Such resignation shall take effect at the time specified therein or immediately if no time is specified, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon recommendation of the Nominating Committee, any vacancy occurring in the Executive Committee for any reason may be filled by the affirmative vote of a majority of the remaining Executive Committee members, even if less than a quorum, provided that the total number of Executive Committee members elected under this provision shall not exceed the maximum number last set by the Executive

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Committee. Any Executive Committee member elected under this provision to fill a vacancy or unfilled position shall be elected and serve until his or her successor is elected and qualified, or until his or her death, resignation or removal.

Section 3.5. REGULAR MEETINGS. There shall be no less than two (2) regular meetings, including any annual meeting, of the JA Staff Alumni Network Executive Committee in each twelve (12) month period commencing July 1 in each year, and the Executive Committee shall provide by resolution the time and place for the holding of such additional regular meetings.

Section 3.6. SPECIAL MEETINGS. The Chair or Vice Chair may call a special meeting of the JA Staff Alumni Network Executive Committee whenever he or she deems it necessary, and shall call a special meeting whenever requested to do so in writing by two (2) or more Executive Committee members. The Chair or Vice Chair shall fix any place as the place for holding any special meeting of the Executive Committee. Notice of each special meeting stating the place, day and hour of the meeting shall be given to each Executive Committee member at least five (5) days prior thereto by the mailing of written notice, or at least two (2) days prior thereto by personal or facsimile delivery of written notice or by telephonic or electronic-mail notice (and the method of notice need not be the same to each Executive Committee member).

Section 3.7. PRESUMPTION OF ASSENT. A member of the JA Staff Alumni Network Executive Committee who is present at a meeting of the Executive Committee at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting by the close of business on the seventh (7th) calendar day following the meeting date. Such right to dissent shall not apply to any Executive Committee member who voted in favor of such action.

Section 3.8. QUORUM AND VOTING. At any meeting of the JA Staff Alumni Network Executive Committee, a majority (51%) of the Executive Committee members then holding office shall constitute a quorum for the transaction of business. Each Executive Committee member shall be entitled to one (1) vote and the vote of a majority of the Executive Committee members present in person at a meeting at which a quorum is present shall be the act of the Executive Committee unless a greater number is specifically required by these Bylaws. If less than a quorum is present at a meeting, Executive Committee members may be contacted by phone or other audible electronic means for their vote on issues that come before the Executive Committee, and they shall be deemed to be present at the meeting for all purposes.

Section 3.9. COMPENSATION. Members of the JA Staff Alumni Network Executive Committee shall not receive compensation for their services.

Section 3.10. MEETINGS BY ELECTRONIC MEANS. Members of the JA Staff Alumni Network Executive Committee or any committee thereof may participate in a

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meeting of the committee by means of conference telephone, audible electronic transmission, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

**ARTICLE 4
OFFICERS AND AGENTS**

Section 4.1. NUMBER AND QUALIFICATIONS. The officers of the association shall consist of a Chair, Vice Chair and Secretary. The Chair and Vice Chair shall be members of the JA Staff Alumni Network. The Secretary need not be a member of the association.

Section 4.2. ELECTION AND TERM OF OFFICE. The Chair and Vice Chair of the association shall be elected by majority vote of the members at the annual meeting of the JA Staff Alumni Network. The Chair and Vice Chair shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and shall have qualified, or until his or her death, resignation or removal. The Chair shall generally serve no more than two consecutive one-year terms, however under extreme circumstances the Chair may be nominated to a maximum of two (2) additional one-year terms and submitted to the members for election. The Secretary shall be appointed by the JA Staff Alumni Network Chair and may be a member, a volunteer, an assigned Area Office or JA National Office staff member or an independent contractor, if provided for in the JA Staff Alumni Network annual budget.

Section 4.3. COMPENSATION. The JA Staff Alumni Network Chair and Vice Chair shall not receive compensation for their services.

Section 4.4. REMOVAL. A two-thirds (2/3) vote of the members present, in person or by proxy, at an annual, or special meeting called for that purpose, shall be required to remove an officer from office.

Section 4.5. VACANCIES. Any officer may resign at any time by giving written notice to the Chair or Secretary of the association. An officer's resignation shall take effect at the time specified in such notice or immediately if no time is specified, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In the event of a vacancy in the office of Chair, the Vice Chair will assume the office of Chair. In the event of a vacancy in the office of Vice Chair, the Chair may appoint an interim Vice Chair, who shall serve until the next meeting of members. In the event of a vacancy in the office of Secretary, the association's Chair shall appoint a new Secretary.

Section 4.6. AUTHORITY AND DUTIES OF OFFICERS. The officers of the association shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the JA Staff Alumni

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Network Executive Committee or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 4.7. CHAIR. The Chair will act as chief operating officer of the association. The Chair shall, when present, preside at all regular and special meetings of the Executive Committee and of the members, shall present at the annual meeting of the members a report on the activities and actions of the association during the preceding year, shall assure that all orders and resolutions of the Executive Committee are carried into effect and shall generally perform all other duties incident to the office, required by these Bylaws or as may be assigned to him or her by the Executive Committee. The Chair shall be an ex-officio member of all chartered committees, but when attending committee meeting, shall have no power to make motions or to vote and who shall not be counted in determining a quorum.

Section 4.8. VICE CHAIR. The Vice Chair shall assist the Chair, as requested, in carrying out the programs and activities of the association and shall have such other duties as these Bylaws may provide or as the Executive Committee may assign. In the event of the disability of the Chair, the Vice Chair shall serve as Acting Chair, and as such shall have all of the duties and authority of the Chair.

Section 4.9. SECRETARY. The Secretary shall attend the meetings of the members and Executive Committee and record upon the books and records of the association the proceedings of the members and the Executive Committee at their annual, regular and special meetings. He or she shall provide for notification of the members, officers and Executive Committee members of their respective meetings in accordance with these Bylaws, shall be the custodian of the association's records, and within any limits established in advance by the JA National Office, shall perform such other duties as may be required by these Bylaws or as may be assigned or requested by the members, officers or Executive Committee. At the end of his or her appointment as Secretary, the out-going Secretary shall deliver to his or her successor all books, records, and other property of the association then in his or her possession.

Section 4.10. NO TREASURER. The association, operating under the legal, financial and tax-exempt authority of the Junior Achievement National Office shall have no Treasurer as the JA National Office provides the treasury function to the association, acting as the depository of association-raised funds, disbursement agent for association-raised funds, and providing periodic financial reports regarding all association-raised funds. In lieu of a Treasurer, the Executive Committee shall annually charter a Finance Committee, the Chair of which shall serve as the association's liaison with the JA National Office Finance staff on all matters relating to funds raised by and for the benefit of association activities and initiatives. The Finance Committee Chair shall make periodic reports to the Chair and Executive Committee and annually to all members regarding the receipt, holding and disbursement of all association funds in the custody of the JA National Office.

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**ARTICLE 5
COMMITTEES**

Section 5.1. COMMITTEES. The Executive Committee shall, by enabling resolution, annually charter a Membership, Nominating, Finance and such other committees as necessary to help direct the business and activities of the association and the association's Program of Work. The resolution enabling all committees shall specify the committee's name, a general statement regarding its duties and authority, and a deadline (if any) for filing its annual or final report with the Executive Committee.

Section 5.2. COMMITTEE AUTHORITY. In general, committees shall address the issues and/or topics for which it was chartered, exercise the duties and authorities granted by its charter, and as appropriate, formulate recommendations to the Executive Committee for action by the Executive Committee, except that no such committee shall have the authority to amend, alter or repeal these Bylaws; elect, appoint or remove any officer of the association; or amend, alter or repeal any resolution of the Executive Committee.

Section 5.3. COMMITTEE RULES. Rules governing procedures for meetings of any committee shall be as established by the Executive Committee, or in the absence thereof, by the committee itself. In the event questions arise regarding a matter for which no rule has been established, the current edition of Robert's Rules of Order shall be consulted and shall apply.

Section 5.4. COMMITTEE CHAIR. The association Chair shall appoint committee chairs for all chartered committees within a reasonable time after the committee has been chartered. All committee chairs shall be members of the association.

Section 5.5. COMMITTEE MEMBERSHIP. Each committee shall consist of a Committee Chair appointed by the association Chair and, in the sole discretion of the Committee Chair, additional persons appointed by the Committee Chair, providing that the number of additional persons appointed remain within the membership limits, if any, previously established by the Executive Committee. Committee members need not be association members providing that such non-association committee members provide skills, knowledge or expertise in the subject matter being addressed or studied by the committee. Each Committee Chair shall notify the Chair and Secretary of committee member appointments, resignations or other committee membership changes. Members of a committee shall serve until the next annual meeting of the members or until the committee fulfills its chartered purpose and disbands.

Section 5.6. COMMITTEE MEETINGS. Meetings of the committees may be called by the respective chairs thereof or by any two (2) members of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum,

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shall be the act of the committee, except as may be otherwise specifically provided for by these Bylaws.

Section 5.7. NOMINATING COMMITTEE. The Executive Committee shall annually charter a Nominating Committee which shall be responsible for proposing persons for election as officers and Executive Committee members at the next annual meeting of members, or in the event of officer or Executive Committee vacancies between annual meetings of the members, shall propose replacement officer or Executive Committee candidates for election by the remaining Executive Committee members.

Section 5.8. FINANCE COMMITTEE. The Executive Committee shall annually charter a Finance Committee which shall be responsible for reviewing financial reports prepared periodically by the Junior Achievement National Office Finance Department staff and formulate opinions regarding the receipt, holding and disbursement of JA Staff Alumni Network funds and advise the Executive Committee of those opinions. The Finance Committee, in coordination with the Officers, other Committee Chairs and designated member(s) of the JA National Office Finance Department, shall prepare an Annual Budget to support the association's upcoming Program of Work, present the proposed Annual Budget for approval at the next Annual Meeting of Members, and make periodic reports regarding the association's financial standing. The Finance Committee shall also periodically formulate recommendations for Executive Committee action on guidelines for the use and disbursement of non-operating JA Staff Alumni Network-raised funds.

**ARTICLE 6
MISCELLANEOUS**

Section 6.1. ACCOUNT BOOKS AND MINUTES. The association shall keep correct and complete membership records and shall also keep minutes of the proceedings of all meetings of its Executive Committee, standing and special committees and members. All books and records of the association shall be open for inspection by any member or his or her accredited agent, for any proper purpose at any reasonable time.

Section 6.2. DESIGNATED CONTRIBUTIONS. The association, operating under the tax-exempt status of Junior Achievement National Office, and with the agreement of the designated JA National Office Finance and Development senior managers, may solicit and accept any designated contribution, grant, bequest or devise consistent with its purposes, as set forth in these Bylaws or as it may be amended. As so limited, donor designated contributions may be accepted for special funds, purposes or uses, and such designation generally will be honored. However, the JA National Office shall reserve all right, title and interests in and to, and control of, such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the JA National

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Office, with input from the association’s Finance Committee, shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the JA National Office’s tax-exempt purposes.

Section 6.3. SEVERABILITY. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

BYLAWS CERTIFICATE

The undersigned certifies that he is the duly appointed Secretary of the JA Staff Alumni Network, and that, as such, he is authorized to execute this certificate on behalf of said association, and further certifies that the foregoing Bylaws, consisting of ten (10) pages, including this page, constitute the Bylaws of the association, duly adopted by the Members of the association during the Annual Meeting of Members convened via electronic Zoom Meeting on July 28, 2021, during which time a quorum was present and functioning throughout, to become effective immediately.

Dated: July 28, 2021

 /s/ Hudson Whitenight
Hudson Whitenight, Secretary