

# **CABLE**

## **CHAPTER BYLAWS**

### **ARTICLE I** **NAME**

The name of the association is RutherfordCABLE (the “Chapter”). The term “Nashville CABLE” refers to the CABLE Nashville organization, which has its principal office in Nashville, Davidson County, Tennessee. The term “Nashville Board” refers to the Board of Directors for Nashville CABLE. The term “Chapter Board” refers to the Board of Directors for the Chapter. The term “CABLE” as used in these Bylaws refers collectively to all CABLE Chapters and Nashville CABLE.

### **ARTICLE II** **MISSION**

The Chapter’s Mission is Connecting Women and Opportunity.

### **ARTICLE III** **PURPOSE**

The Chapter is an organization of diverse professionals promoting business development, leadership and other opportunities for women by providing effective networking forums and compelling programs in Rutherford County, Tennessee.

The purpose of the Chapter is to promote business and leadership opportunities for professional women and to develop women’s influences through association of members with common business and civic interests; and to that end to take and hold by bequest, devise, gifts, grant, purchase, lease or otherwise either absolutely or jointly with any other person, persons or corporation, any property, real personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a manner as, in the judgment of the Chapter Board, will best promote the purposes of the Chapter without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Chapter’s Charter, these Bylaws, the Policies and Procedures Manual of Nashville CABLE, the Chapter Affiliation Agreement, or any applicable laws.

In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Chapter to do or exercise under and pursuant to the laws of the State of Tennessee.

It is intended that the Chapter will qualify at all times as an organization exempt from federal income tax under Section 501(c)(6) and 501(c)(3) of the Internal Revenue Code, as may be amended. Notwithstanding any other provisions of these Bylaws, the Chapter shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(6) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States revenue law. If the Chapter shall be included within a group exemption for Nashville CABLE granted by the Internal Revenue Service (“IRS”), the Chapter shall assist Nashville CABLE in complying with all IRS requirements and requests for information related to such group exemption.

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to its officers or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Chapter shall be the carrying on of propoganda, or otherwise attempting to influence legislation unless it promotes the common business interest of the Chapter’s membership, and the Chapter shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candiate for public office, nor shall the Chapter engage in subversive or un-American activities.

#### **ARTICLE IV** **MEMBERSHIP**

Any person who is dedicated to the purpose of the Chapter may become a member by paying the dues as determined by the Chapter Board. Membership dues are fixed by the Chapter Board, with approval by Nashville CABLE, shall be due at least annually, and be payable on the member’s anniversary month and/or such other dates as determined by the Chapter Board. Members are expected to contribute both financially and of their time to the Chapter.

Members may vote on matters that come before the membership for approval by proxy as permitted under applicable law. The Chapter Board may periodically establish rules and procedures regarding matters to be brought before the members for a vote, including, without limitation, proxy procedures and rules of debate, so long as such rules and procedures comply with applicable law.

The Chapter shall hold monthly membership meetings in accordance with the parameters set forth in the Policies and Proceurdse Manual and subject to the approval of Nashville CABLE.

#### **ARTICLE V** **AFFILIATION WITH NASHVILLE CABLE**

**Affiliation.** The Chapter has been approved by Nashville CABLE to become the CABLE chapter located in Rutherford County, Tennessee. The Chapter has entered into and is bound by the provisions of a Chapter Affiliation Agreement between the Chapter and Nashville CABLE (the “Affiliation Agreement”), pursuant to which the Chapter is permitted to use the CABLE name, logo and other proprietary marks owned by Nashville CABLE (the “Marks”).

The Chapter shall comply with the Affiliation Agreement and all relevant policies and procedures adopted by Nashville CABLE. Nashville CABLE has the right to revoke the Chapter and the Chapter's permission to use the Marks if the Chapter does not comply with the Affiliation Agreement, such policies and procedures, and these Bylaws. The Affiliation Agreement shall supersede and control any conflicting provisions of these Bylaws.

**Operating Procedures.** The Chapter shall comply with the Policies and Procedures Manual of Nashville CABLE and any additional specifications and requirements that Nashville CABLE may require in writing from time to time.

## **ARTICLE VI** **BOARD OF DIRECTORS**

**Membership:** The Chapter Board shall consist of a minimum of 12 voting members and up to 8 non-voting members. Only Chapter members in good standing with dues being current shall be allowed to serve on the Chapter Board. The Chapter may increase its aggregate number of directors, voting or non-voting, with the prior written approval of Nashville CABLE.

**Removal:** Any member of the Chapter Board who is not functioning to the benefit of CABLE may be subject to removal with a majority vote of the remaining members of the Chapter Board or Nashville CABLE.

**Duties of the Board:** The duties of the Chapter Board include communicating with the Chapter membership, Nashville CABLE and the Nashville Board, ensuring the Chapter's financial stability, overseeing the Chapter's strategic development, and promoting the Chapter's purpose and mission. The Chapter Board shall use its best efforts to set policies and take actions in accordance with these duties.

**Meetings:** Chapter Board members are expected to attend Chapter Board meetings. The Chapter Board must meet at least quarterly. A majority of the voting members of the Chapter Board shall constitute a quorum, and, other than as expressly set forth to the contrary in these Bylaws, a majority vote of those present at a meeting shall be sufficient for any action of the Chapter Board. With the approval of two-thirds (2/3) of all voting directors (whether or not in attendance), the Chapter Board will have the option to declare a Chapter Board position vacant and replace any Chapter Board member who repeatedly fails to attend Chapter Board meetings; provided, however, that a vacancy in the position of President-Elect shall be filled pursuant to Article XI. The Chapter Board may invite consultants, officers, employees and other guests to attend any or all of a Chapter Board meeting, and the Chapter Board, in good faith, may rely upon the advice and information provided by such guests when making determinations regarding the Chapter. Any committee member or member coordinating an event may attend board meetings as a guest at the discretion of the President.

**Actions Without a Meeting:** Unless the Charter of the Chapter otherwise provides, any action required or permitted by the Tennessee Nonprofit Corporation Act (the "Act") to be taken at a

Chapter Board meeting may be taken without a meeting in the manner set forth in these Bylaws. All Chapter Board members must consent to taking such action without a meeting. If all Chapter Board members consent to taking such action without a meeting, the affirmative written vote of the number of Chapter Board members that would be necessary to authorize or take such action at a meeting will be the act of the Chapter Board. Any Chapter Board action taken without a meeting must be evidenced by one or more written consents describing the action taken with at least one counterpart of the written consent signed by each Chapter Board member, indicating the Chapter Board member's vote or abstention on the action. Actions taken by written consent shall be included in the minutes or filed with the corporate records. An action taken by consent is effective when the last Chapter Board member signs the consent, unless the consent specifies a different effective date.

**Compensation:** Members of the Chapter Board shall serve without compensation. However, expenses incurred by a member on behalf of the Chapter are reimbursable from Chapter funds as approved by the Chapter Board.

**Liability:** Neither Nashville CABLE nor any member of the Chapter Board shall be liable for any debts of the Chapter, any judgments against the Chapter, or any other actions taken by or against the Chapter in the name of the Chapter.

**Jurisdiction:** All matters pertaining to the Chapter and its administration, expenses, and any other things not definitely removed from their consideration by these Bylaws shall be determined by the Chapter Board.

## **ARTICLE VII** **OFFICERS**

The Policies and Procedures Manual, as amended from time to time and incorporated herein, sets forth all requirements regarding officers of the Chapter and their duties. The Chapter shall elect a President, President-Elect, Secretary, Treasurer and all other officers required in the Policies and Procedures Manual, and such officers shall perform such duties required in the Policies and Procedures Manual.

## **ARTICLE VIII** **ADVISORS**

**Board Advisors:** The President will appoint a Legal Advisor each year who will serve a one year term ending June 30. The Legal Advisor shall be responsible for providing the Chapter Board advice on such legal issues as may be requested by the Chapter Board. When and if the Chapter hires employees, the President will appoint a Human Resources Advisor each year who will serve a one year term ending June 30. The Human Resources Advisor shall be responsible for developing and implementing personnel and employment policies. Both advisors will serve as advisors and non-voting members to the Chapter Board. In addition, the President may appoint additional advisors to serve as non-voting members of the Chapter Board, subject to the limits set forth in Article VII. The term of each such advisor will not exceed one year and will end on or before June 30 of each year.

## ARTICLE IX COMMITTEES

In addition to the committees and chairs otherwise specified by these Bylaws, the President shall appoint such other committee or subcommittee chairs as may be required by these Bylaws or otherwise to accomplish necessary projects and undertakings specified by the Chapter Board and Nashville CABLE. The term of each committee shall expire no later than June 30 of each year. Committees may be composed of directors and, except in the case of the Executive Committee, other persons. Each committee shall perform its responsibilities consistent with policies approved by the Chapter Board and Nashville CABLE.

**Nominating Committee:** There shall be a nominating committee, which shall be chaired by the President-Elect and composed of the President-Elect, the President, and up to 4 other Chapter members selected jointly by the President and President-Elect. They shall serve a term of one year ending June 30.

**Program Committee:** The Program Committee shall plan the programs for the monthly membership meetings which shall be subject to the approval of the Chapter Board.

**Membership Services Committee:** The Membership Services Committee shall be responsible for overseeing all Membership Services for the Chapter.

**Communications & Marketing Committee:** The Communications & Marketing Committee shall be responsible for all forms of communication, marketing and public relations within the organization and to the public at large.

**Development Committee:** The Development Committee shall be responsible for raising funds in accordance with the budget approved by the Chapter Board and Nashville CABLE and necessary to conduct the Chapter's operations. The Development Committee shall advise Nashville CABLE VP of Development of any pending development activities with the intent to better leverage mutually beneficial opportunities.

**Other Committees:** The Chapter Board may establish such other committees as the need arises. Such committees shall be subject to the same rules and regulations established herein and shall have specific authority as set forth by the Chapter Board.

## ARTICLE X ELECTIONS

The Nominating Committee shall meet no later than February to nominate the officers and members of the Chapter Board. The nominees, if duly elected, shall serve for one-year terms ending June 30.

**Nominating Procedure:** Prior to the February meeting, nominations to the Chapter Board for the following year shall be solicited from members of the Chapter and presented to the

Nominating Committee. The nominations of the Nominating Committee shall be approved by the Chapter Board, and presented to the members at the April Chapter membership meeting. A written slate of all nominations will be sent out to all members prior to the May Chapter election meeting. No nomination shall be made or considered except those nominated as specified herein. The Chapter Board may elect whether to bring nominees to the Chapter membership for approval on an individual basis, by groups, or as an entire slate. If any one or more nominees are not elected by the Chapter membership, the Nominating Committee will work expeditiously to select new nominees for consideration by the Chapter membership.

**Manner of Election:** The election shall be held at the May meeting of the Chapter each year or the next meeting where at least one-third (1/3) of the Chapter membership are present and voting, and the election shall be by majority vote of the members present at each meeting.

**Vacancies:** The Chapter Board shall have the power to determine that a vacancy exists in any office on the Chapter Board, and upon such determination being made, the Nominating Committee shall nominate a candidate to fill the vacancy for the unexpired term which shall be approved by the Chapter Board; provided, however, that if the Chapter Board determines that a vacancy exists in the office of President-Elect, the Nominating Committee shall nominate a successor and, upon the report of such a committee, shall cause a special election to be held at a regular meeting of the Chapter to elect a successor President-Elect.

## ARTICLE XI FINANCES

**Funds:** Except as otherwise authorized by the Chapter Board, all funds of the Chapter shall be delivered to the Treasurer and shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Chapter Board may select. No solicitation of funds shall at any time be made in the name of the Chapter or any organization thereof, or for the benefit of the Chapter or any organization thereof, or any group within or without the Chapter, except upon approval of the Chapter Board and Nashville CABLE. This provision shall be construed to include benefits, sales, and all other means of raising money, but shall not prohibit charging of actual expenses for meals, entertainment or other such events.

**Budget:** (1) The Treasurer shall prepare annually, under the direction of the Chapter Board, and submit to the Chapter Board not later than May 1, a budget showing in detail all expenditures of the Chapter and its committees for the applicable fiscal year. Said budget shall include all estimated capital expenditures as well as estimated operating expenditures. The budget shall be considered by the Chapter Board not less than ten (10) days prior to its approval, during which time it may be amended, by the insertion or deletion of any item, or by the reduction or increase of any item thereto, by the Chapter Board.

(2) After the Chapter Board shall have considered the budget for a period of not less than ten (10) days, it shall approve said budget by a vote of the Chapter Board. Should the budget fail approval by such vote, it may be amended and resubmitted for Chapter Board approval.

(3) The Chapter Board shall then submit the budget it has approved to Nashville CABLE for final approval not later than June 1. After Nashville CABLE shall have considered the budget for a period of not less than ten (10) days, it shall notify the Chapter Board of Board. Should the budget fail approval by such vote, it may be amended and resubmitted for Nashville CABLE approval.

(4) After Nashville CABLE has approved the proposed budget, the Chapter Board shall formally adopt such budget by a vote of the Chapter Board.

(5) After the budget shall have been adopted by the Chapter Board, no item thereof shall be deleted, nor shall any additional item be inserted therein, nor shall the whole budget or any item thereof be increased or decreased without a favorable vote of the Chapter Board.

**Disbursements:** The Treasurer shall disburse Chapter funds. The Chapter Board shall review the Chapter's Financial condition monthly and shall be responsible for maintaining expenditures within the budget adopted by the Chapter Board. A system of purchasing orders or other method of accounting shall be adopted and followed as directed by Nashville CABLE.

**Contracts and Employment of Agents:** The Chapter Board may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Chapter; and such authority may be general or confined to specific instances. The Chapter Board is specifically authorized to enter into such agreements as, in its discretion, it may deem necessary or desirable, with qualified individuals, institutions or agencies to act as custodians or investment managers of the Chapter's funds; to write annuity contracts, trust agreements and other financial plans; and to perform such other financial tasks related to the management of the assets of the Chapter as the Chapter Board may from time to time deem necessary or appropriate. Furthermore, the Chapter Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, and other counsel, legal, investment or otherwise, as the Chapter Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities.

**Loans:** No loans shall be contracted on behalf of the Chapter, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Chapter Board and approved by Nashville CABLE. Such authority must be confined to specific instances.

**Checks, Drafts, Etc.:** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such officer or officers, agent or agents, of the Chapter, and in such manner, as shall from time to time be determined by the Chapter Board.

**Deposits:** All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as the Chapter Board may select.

**ARTICLE XII**  
**INDEMNIFICATION AND ADVANCEMENT OF EXPENSES**

**Scope:** The Chapter shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, agent or trustee of another corporation or of a partnership, joint venture, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators), against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. The Chapter shall indemnify Nashville CABLE, its officers, directors, employees and agents, and their respective successors, assigns and personal representatives, against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered for all acts performed by Nashville CABLE, directly or indirectly, relating to or in connection with the Chapter. Indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute, provided such director or other officer or Nashville CABLE acted in good faith for a purpose he, she or it reasonably believed to be in the best interest of the Chapter.

**Non-Exclusivity of Rights:** The indemnification and advancement of expenses provisions of this Article shall not be exclusive of any other right which any person (and his or her heirs, executors and administrators) may have or hereafter acquire under any statute, provision of the Charter, provision of these Bylaws, resolution adopted by the members, resolution adopted by the Chapter Board, agreement, or insurance purchased by the Chapter or otherwise, both as to action in an official capacity and as to action in another capacity. The Chapter is hereby authorized to provide for indemnification and advancement of expenses through its Charter, Bylaws, resolution of the Chapter Board and agreement.

**Insurance:** The Chapter may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the Chapter, or who, while a director, officer, employee or agent of the Chapter, is or was serving at the request of the Chapter Board or its President as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss whether or not the Chapter would have the power to indemnify such person against such expense, liability or loss under this Article or the Act.

**ARTICLE XIII**  
**MISCELLANEOUS**

**Fiscal Year:** The Fiscal year of the Chapter shall be consistent with the fiscal year of Nashville CABLE.

**Amendments of Bylaws:** Subject to approval by Nashville CABLE, these Bylaws may be amended in whole or in part by either two-thirds (2/3) of the votes cast, or a majority of all outstanding votes (whether or not present), of the Chapter members at any regular or special meeting, provided that notice, setting forth specifically the proposed amendments and the date, time, and place of the Chapter membership meeting at which the vote shall be taken, shall have been given to the Chapter members at least ten (10) days and not more than two (2) months before the date of the meeting. Notwithstanding the foregoing, should the notice requirements of applicable law change, the notice provisions set forth herein shall be automatically amended to comply therewith.

**Adoption of Bylaws:** These Bylaws shall be effective on such date designated by the Chapter Board after they are approved by Nashville CABLE and duly adopted by the members of the Chapter.

**Records and Accounting Procedures:** The official records of the Chapter and the minutes of all Chapter Board meetings shall be compiled and maintained by the Secretary. Financial records shall be maintained under the supervision of the Treasurer, who shall furnish monthly reports to all Chapter Board Members and quarterly reports to the Chapter Board. Standard recordkeeping and accounting procedures shall be used.

**Dissolution.** The dissolution of the Chapter shall be governed by the Affiliation Agreement and the Chapter's Charter.

**Notice.** Any notice required to be given by these Bylaws shall be deemed sufficient by either depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her last known post office address according to the records of the Chapter and such notice shall be deemed given on the date of such mailing, or sending the same by electronic mail to the last known email address provided by the person entitled thereto according to the records of the Chapter and such notice shall be deemed given on the date the electronic mail is sent.

Approved by the Chapter Board on February 24, 2015.

Approved by Nashville CABLE on March 24, 2015.

Approved by the Members and adopted on April 14, 2015.