



FOUNDATION BYLAWS

These bylaws (“bylaws”) shall regulate the affairs of the Rutherford CABLE Foundation, a Tennessee nonprofit corporation (the “Foundation”), subject to the provisions of the Corporation’s Charter and any applicable provision of the Tennessee Nonprofit Corporation Act. Tenn. Code Ann. 48-51-101, *et seq.* (the “Act”).

ARTICLE I **NAME**

The registered name of the foundation is Rutherford CABLE Foundation (the “Foundation”), EIN 46-5151690. The term “Chapter Board” refers to the Board of Directors for RUTHERFORD Cable, and the individual members of the Board are referred to herein as Directors. The term “Cable” as used in these Bylaws refers to RUTHERFORD Cable, an affiliate chapter of Nashville Cable.

The term “Cable Foundation” refers to the Cable Foundation, a Tennessee nonprofit corporation founded in Nashville, which has its principal office in Nashville, Davidson County, Tennessee. The term “Nashville Board” refers to the Board of Directors for Nashville Cable.

ARTICLE II **MISSION**

The Chapter Board may adopt a mission statement reflecting the principal activities and purposes of the organization. Any such mission statement shall be periodically reviewed by the Board and may be revised without revision to these bylaws. The Chapter’s mission focus is on connecting women and opportunity and moving women forward as the premier leadership organization for women’s professional advancement in Middle Tennessee.

ARTICLE III **PURPOSE**

Rutherford CABLE Foundation (the “Foundation”) supports RUTHERFORD Cable (the “Chapter”) which 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 Foundation is organized and shall be administered and operated exclusively to promote the common business interests of the chapter and its members within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the “Code”). Without limiting the foregoing, the principal purposes for which the Foundation is organized are to: (a) serve as a leading leadership organization for women’s professional advancement by promoting business and leadership growth opportunities for members with common business and professional interests; and (b) alone or in cooperation with other persons or organizations, do any and all lawful acts and things that may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Foundation as set forth in its Charter, permitted under the Act and consistent with the provisions of Section 501(c)(3) of the Code.



FOUNDATION BYLAWS

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 Foundation will qualify at all times as an organization exempt from federal income tax under 501(c)(3) of the Code, as may be amended. Notwithstanding any other provisions of these Bylaws, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States revenue law.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to its officers or other private persons, except that the Foundation 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 Foundation shall be the carrying on of propaganda, 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 candidate for public office, nor shall the Chapter engage in subversive or un-American activities.

ARTICLE IV **MEMBERSHIP**

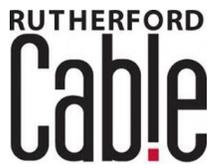
Members of RUTHERFORD Cable are automatically members of the Rutherford CABLE Foundation.

RUTHERFORD Cable does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, membership, hiring and firing of staff, selection of volunteers and vendors, and provision of services. RUTHERFORD Cable is committed to providing an inclusive and welcoming environment for all members, staff, clients, volunteers, subcontractors, and vendors.

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.

ARTICLE V **AFFILIATION WITH NASHVILLE CABLE**

Affiliation. The Chapter has a contractual relationship with Nashville Cable, authorized by the Amended and Restated Affiliation Agreement (the "Affiliation Agreement") effective on the ___ day of _____, 2021, to become the Cable chapter located in Rutherford County, Tennessee. Pursuant to the Affiliation Agreement the Chapter is permitted to use the Cable name, logo and other proprietary marks owned by Nashville Cable (the "Marks"). 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



FOUNDATION BYLAWS

Affiliation Agreement. The Affiliation Agreement shall supersede and control any conflicting provisions of these Bylaws.

The Nashville Cable Board Chair will serve as an Advisor on the Chapter Board of Directors and the Rutherford Cable Board Chair will serve as an Advisor on the Nashville Cable Board of Directors.

Operating Procedures. The Chapter shall develop a Chapter Policies and Procedures Manual with advice and counsel from Nashville Cable.

ARTICLE VI **BOARD OF DIRECTORS**

The RUTHERFORD Cable Board of Directors (the “Chapter Board”) and board leadership structure (including officers, advisors, directors, and committees) will also serve as the Board of Directors and board leadership structure for the Rutherford CABLE Foundation.

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 or decrease its aggregate number of directors, voting or non-voting, by an affirmative vote of the majority of the Board; provided, however, that the number of directors shall not be less than three (3).

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.

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: Directors are expected to attend Chapter Board meetings. The Chapter Board must meet at least quarterly. Meetings shall be in-person with virtual meetings available at the discretion of the President and Executive Committee. 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 Director 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 X. 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



FOUNDATION BYLAWS

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 voting Directors must consent to taking such action without a meeting. If all voting Directors consent to taking such action without a meeting, the affirmative written vote of the number of the Directors 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 Director, indicating the Director’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 Director signs the consent, unless the consent specifies a different effective date. Written consent and written vote will include consent and voting done in writing or via electronic means (email, text, conference call, etc.)

Any action required or permitted to be taken by a Board committee may be taken without a meeting if all the members of the committee shall individually or collectively consent in writing to such action. Such consent shall have the same effect as a unanimous vote of the committee and shall be affirmed at the next scheduled committee meeting and recorded in the committee’s meeting minutes. Such consents may be effectuated by email.

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: No Director or officer 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 Officers of the RUTHERFORD Cable Board of Directors (the “Chapter Board”) will also serve as the Officers for the Rutherford CABLE Foundation.

The Chapter and Foundation 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, Foundation Treasurer, and all other officers required in the Chapter Policies and Procedures Manual, and such officers shall perform such duties required in the Policies and Procedures Manual.

ARTICLE VIII **ADVISORS**

The Advisors of the RUTHERFORD Cable Board of Directors (the “Chapter Board”) will also serve as



FOUNDATION BYLAWS

the Advisors for the Rutherford CABLE Foundation. The duties of the Chapter Advisors are set forth in the Chapter Bylaws, Article VII. The Nashville Cable Board Chair will serve as an Advisor on the Chapter Board of Directors and the Rutherford Cable Board Chair will serve as an Advisor on the Nashville Cable Board of Directors.

ARTICLE IX **COMMITTEES**

The Committees, established and outlined in the Chapter Bylaws Article IX, to serve RUTHERFORD Cable (the “Chapter”) will also serve as the Committees for the Rutherford CABLE Foundation.

The Chapter Board may establish 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**

Elections shall be conducted in accordance with Article X of the Chapter’s Bylaws.

ARTICLE XI **ATHENA AWARDS**

ATHENA. The Chapter ATHENA Committee consists of member volunteers and representatives from multiple women’s organizations to produce and manage the Chapter ATHENA Awards Event. The women’s organizations participating in ATHENA collaborate in the selection of award recipients and scholarship winners.

Nature of Relationship. The Chapter as the umbrella organization for the ATHENA Awards, allows the Chapter ATHENA Committee to operate under the auspices of the Rutherford CABLE Foundation’s 501(c)(3) status, and is an in-kind sponsor of the ATHENA Awards by delivering certain administrative services to the Chapter ATHENA Committee. Rutherford CABLE Foundation and the Chapter ATHENA Committee owe fiduciary duties to each other. RUTHERFORD Cable, the Rutherford CABLE Foundation and the Chapter ATHENA Committee shall coordinate their fund- raising efforts to their mutual benefit.

Roles of Representatives. Because of the fiduciary responsibilities owed to each other, the ATHENA Chair shall be a member in good standing of Cable. It is expected that the ATHENA Chair shall keep the Chapter Board up to date on details affecting the ATHENA Awards and that the Chapter Board shall likewise keep the ATHENA Committee up to date, and that all such persons shall work in a cooperative and supportive spirit.



FOUNDATION BYLAWS

ARTICLE XII FINANCES

Funds: Except as otherwise authorized by the Chapter Board, all funds of the Chapter and the Foundation shall be delivered to the Treasurer or Foundation Treasurer to be deposited from time to time to the credit of the Chapter or Foundation as appropriate 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, Foundation, or any organization thereof, or for the benefit of the Chapter, Foundation, or any organization thereof, or any group within or without the Chapter, except upon approval of the Chapter Board. 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 Foundation Treasurer working with the Chapter Treasurer shall prepare annually, under the direction of the Chapter Board, and submit to the Chapter Board not later than the 4th quarter of the fiscal year, a budget showing in detail all expenditures of the Chapter, the Foundation 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.

(2) The Chapter Board shall then submit the budget for review and discussion with Nashville Cable in the 4th quarter of the fiscal year in accordance with the Affiliation Agreement. After Nashville Cable has considered the budget for a period of not less than ten (10) days it may notify the Chapter Board of agreement or concerns.

(3) After Nashville Cable has reviewed the proposed budget, the Chapter Board shall formally adopt such budget by a vote of the Chapter Board.

(4) 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 or Foundation Treasurer shall disburse Chapter and Foundation funds. The Chapter Board shall review the Chapter's and the Foundation's Financial condition monthly and shall be responsible for maintaining expenditures within the budget adopted by the Chapter Board.

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 or the Foundation; 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



FOUNDATION BYLAWS

discretion, it may deem necessary or desirable, with qualified individuals, institutions or agencies to act as custodians or investment managers of the Chapter's and Foundation'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 and the Foundation 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. All contracts must be reviewed by the Legal Advisor prior to signature by an officer of the Chapter.

Loans: No loans shall be contracted on behalf of the Chapter or the Foundation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Chapter Board. 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 or Foundation 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. Any payment of \$1000 or greater requires approval of the Chapter Board President.

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

Gifts: The Chapter Board, or a committee of the Chapter Board if delegated such authority, may accept on behalf of the Chapter or the Foundation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Chapter. No gift of an interest in real property shall be effective and deemed to have been received until it shall have been accepted by the action of the Chapter Board or, if applicable, a committee of the Board to which such authority has been delegated.

ARTICLE XIII **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. Indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the



FOUNDATION BYLAWS

provision of any applicable statute, provided such director, officer, or other covered person 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 Foundation or otherwise, both as to action in an official capacity and as to action in another capacity. The Foundation is hereby authorized to provide for indemnification and advancement of expenses through its Charter, bylaws, resolution of the Chapter Board and agreement.

Insurance: The Foundation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the Foundation, or who, while a director, officer, employee or agent of the Foundation, 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 Foundation would have the power to indemnify such person against such expense, liability or loss under this Article or the Act.

ARTICLE XIV **MISCELLANEOUS**

Fiscal Year: The Fiscal year of the Foundation shall be consistent with the fiscal year of RUTHERFORD Cable and be July 1-June 30.

Amendments of Bylaws: These Bylaws may be amended, in discussion with and review by Nashville Cable in accordance with the Affiliation Agreement, 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 anything herein to the contrary, if a membership meeting is not possible, then the amendments may be presented to the membership electronically. 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 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 Directors and quarterly reports to the Chapter Board. Standard recordkeeping and accounting procedures shall be used.



FOUNDATION BYLAWS

Dissolution. The dissolution of the Foundation shall be governed by the Foundation'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 Foundation 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 Foundation and such notice shall be deemed given on the date the electronic mail is sent.

Approved by the RUTHERFORD Cable Board August 21, 2020/March 23, 2021

Approved by Nashville Cable Board on February 19, 2021.

Approved by the Members and adopted on