

# RUTHERFORD Cable CHAPTER BYLAWS

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

The name of the association is RUTHERFORD Cable (the “Chapter”) or such other name or names as the Board of Directors may from time to time authorize. 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 “Nashville Cable” refers to the Cable organization 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 Chapter 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 Rutherford County, Tennessee.

## **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 undertake programs and funding that, in the judgment of the Chapter Board, will best promote the mission and sustainability of the Chapter, the Chapter’s Charter, these Bylaws, the Policies and Procedures Manual, 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 of 1986 (the “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 Code or the corresponding provision of any future United States revenue law.

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to its Directors, 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 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**

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 and 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. The Chapter Board may establish processes and policies in the Policy and Procedure Manual to define the terms of membership, membership expiration, and requirements for good standing. The Chapter may also develop membership dues payments plans and membership dues scholarship programs to serve the potential members.

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.

The Chapter shall hold monthly membership meetings in accordance with the parameters set forth in the Policies and Procedures Manual. The Chapter may also decide to meet less frequently than all 12-months of the year as determined by membership feedback and interest.

#### **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 21st day of April, 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 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**

**Membership:** The Chapter Board shall consist of a minimum of 12 voting Directors and up to 8 non-voting Directors. 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 the Chapter 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 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:** Directors shall serve without compensation. However, expenses incurred by a Director on behalf of the Chapter are reimbursable from Chapter funds as approved by the Chapter Board.

**Liability:** No Director 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 Chapter 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 Chapter 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. The President will also 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. The President may appoint current Directors or non-board members to serve as advisors. 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.

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

## **ARTICLE IX** **COMMITTEES**

In addition to the committees, directors, chairs, and advisors otherwise specified by these Bylaws, the President shall appoint such other committee or sub-committee chairs as may be required by these Bylaws or otherwise to accomplish necessary projects and undertakings specified by the Chapter Board. 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.

**Executive Committee:** The Executive Committee is a committee of the Board which shall be composed of the President, President-Elect, Secretary, Treasurer, and Advisors (as determined by the Chapter Board). The committee shall act for the Board between meetings of the Board when approval is needed and may take all actions that the Board itself may take, provided, however, that the Executive Committee may not take actions prohibited by law and may not change any actions of the Board. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall report its actions to the Board at its next meeting.

**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 membership meetings including regular breakfast meetings, special events, and developmental events like the Center for Executive Leadership and the Mentoring Program which shall be subject to the approval of the Chapter Board.

**Membership Committee:** The Membership Committee shall be responsible for overseeing all membership services for the Chapter including membership recruitment and retention, networking, and Share the Connection efforts.

**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. The Technology committee also resides within the Communications & Marketing Committee structure.

**Development Committee:** The Development Committee shall be responsible for raising funds in accordance with the budget approved by the Chapter Board 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, as described in the Affiliation Agreement.

**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 in the 3<sup>rd</sup> quarter of the fiscal year to nominate the officers and members of the Chapter Board. The nominees, if duly elected, shall serve for one-year terms beginning July 1 and ending June 30.

**Nominating Procedure:** During the 3<sup>rd</sup> quarter of the fiscal year, 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 no later than the May Chapter membership meeting. A written slate of all nominations will be sent out to all members prior to the May Chapter election meeting. Notwithstanding anything herein to the contrary, if a membership meeting is not possible, then nominations may be presented to the membership electronically. 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. Notwithstanding anything herein to the contrary, if a membership meeting is not possible, then the annual election may be held electronically.

**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.

**Resignations:** Any Director, officer, or committee chair may resign at any time by giving written notice to the President or President-Elect. Any such resignation shall take effect at the date of receipt of such notice, or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Removal:** Any Director, officer, or committee chair appointed by the Board may be removed, with or without cause, by a majority vote of the Board (excluding the vote of the person to be removed). For purposes of this section “cause” shall mean acting in contravention of these Bylaws, the Chapter Manual, the Act, the Code; an act of fraud or illegal activity with

respect to the Chapter or conduct which discredits the Chapter and/or subjects it to ridicule; lapse in RUTHERFORD Cable membership; or inability to perform the functions of the Board role.

## **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 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/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.

## **ARTICLE XII** **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. 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 the 4<sup>th</sup> quarter of the fiscal year, 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 for review and discussion with Nashville Cable in the 4<sup>th</sup> 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.

(4) After Nashville Cable has reviewed 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.

**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. 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, 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 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 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.

**Gifts:** The Chapter Board, or a committee of the Chapter Board if delegated such authority, may accept on behalf of the Chapter 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 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 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 XIV** **MISCELLANEOUS**

**Fiscal Year:** The Fiscal year of the Chapter shall 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 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.

**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.

*Approved by the Chapter Board on June 23, 2020/March 23, 2021.*

*Approved by Nashville Cable board on February 19, 2021*

*Approved by the Members and adopted on April 21, 2021*



## **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 21<sup>st</sup> day of April, 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 Affiliation



## FOUNDATION BYLAWS

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 4<sup>th</sup> 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 4<sup>th</sup> 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 April 21, 2021*