

RUTHERFORD
Cable
CHAPTER BYLAWS

ARTICLE I
NAME

The name of the association is RUTHERFORD Cable (“Cable”) or such other name or names as the Board of Directors may from time to time authorize. The term “Board” refers to the Board of Directors for RUTHERFORD Cable, and the individual members of the Board are referred to herein as Directors.

ARTICLE II
MISSION

The 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. Cable’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

Cable 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 Cable 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 Board, will best promote the mission and sustainability of Cable, these Bylaws, the Policies and Procedures Manual, 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 Cable to do or exercise under and pursuant to the laws of the State of Tennessee.

It is intended that Cable 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, Cable 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 Cable shall inure to the benefit of, or be distributed to its Directors,

officers or other private persons, except that Cable 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 Cable shall be the carrying on of propaganda, or otherwise attempting to influence legislation unless it promotes the common business interest of Cable's membership, and Cable 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 Cable engage in subversive or un-American activities.

ARTICLE IV **MEMBERSHIP**

Any person who is dedicated to the purpose of Cable may become a member by paying the dues as determined by the Cable Board. Membership dues are fixed by the 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 Board. Members are expected to contribute both financially and of their time to Cable. The 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. Cable 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 based on 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, guests, subcontractors, and vendors.

Members may vote on matters that come before the membership for approval by proxy as permitted under applicable law. The 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.

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

ARTICLE V **BOARD OF DIRECTORS**

Membership: The Board shall consist of a minimum of 12 voting Directors and up to 8 non-voting Directors. Only Cable members in good standing with dues being current shall be allowed to serve on the Board. Cable 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 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 Board.

Duties of the Board: The duties of the Board include communicating with Cable membership, ensuring Cable's financial stability, overseeing Cable's strategic development, and promoting

Cable's purpose and mission. The Board shall use its best efforts to set policies and take actions in accordance with these duties.

Meetings: Directors are expected to attend Board meetings. The 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 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 Board. With the approval of two-thirds (2/3) of all voting Directors (whether or not in attendance), the Board will have the option to declare a Board position vacant and replace any Director who repeatedly fails to attend Board meetings; provided, however, that a vacancy in the position of President-Elect shall be filled pursuant to Article IX. The Board may invite consultants, officers, employees and other guests to attend any or all of a Board meeting, and the Board, in good faith, may rely upon the advice and information provided by such guests when making determinations regarding Cable. 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 otherwise provides, any action required or permitted by the Tennessee Nonprofit Corporation Act (the "Act") to be taken at a 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 Board. Any 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 Cable are reimbursable from Cable funds as approved by the Board.

Liability: No Director shall be liable for any debts of Cable, any judgments against Cable, or any other actions taken by or against Cable in the name of Cable.

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

ARTICLE VI **OFFICERS**

The Cable Policies and Procedures Manual, as amended from time to time and incorporated herein, sets forth all requirements regarding officers of Cable and their duties. Cable 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 VII **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 Board advice on such legal issues as may be requested by the 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 providing the Board advice on such personnel issues as may be requested by the Board and serve as a standing member of the Ombuds committee. Both advisors will serve as advisors and non-voting members to the Executive Committee and 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 Board, subject to the limits set forth in Article V. The term of each such advisor will not exceed one year and will end on or before June 30 of each year. Advisors may be appointed for additional terms as determined by the President.

ARTICLE VIII **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 necessary to accomplish projects and undertakings specified by the 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 Board.

Executive Committee: The Executive Committee is a committee of the Board which shall be composed of the President, President-Elect, Secretary, Treasurer, and other board members as determined by the Board or past practice. Legal and HR Advisors serve as non-voting members of the Executive Committee. 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. The committee may from time to time establish rules to invite other board members or advisors to attend committee meetings in their discretion and determine the rules under which they may attend, including but not limited to whether they may count toward quorum, be voting or non-voting members, etc. 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 Cable 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, and special events which shall be subject to the approval of the Board.

Membership Committee: The Membership Committee shall be responsible for overseeing all membership services for Cable 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 Board and necessary to conduct the Cable's operations.

Governance Committee: The Governance Committee shall ensure Rutherford Cable governing documentation (including agreements, bylaws, affiliation agreement, chapter manual, and employee manual) is current and compliant with applicable procedures and regulations. The Governance Director serves as a standing member of the Ombuds Committee.

Community Engagement Committee: The Community Engagement Committee shall conduct mission-driven activities and events with the goal of strengthening Cable's strategic presence and involvement in the community. The Community Engagement Committee recognizes the role of women in the community and identifies opportunities to partner with other women-focused organizations.

DE&I Committee: The DE&I Committee, which works to ensure that Cable meets every member where she/he is, celebrates our members' diverse voices and experiences and creates an atmosphere where all feel welcomed, valued and respected.

Professional Development Committee: The Professional Development Committee provides high-value, high-impact opportunities to members through programs designed to meet women where they are and provide education and tools for professional advancement.

Other Committees: The 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 Board.

ARTICLE IX **ELECTIONS**

The Nominating Committee shall meet in the 3rd quarter of the fiscal year to nominate the officers and members of the Board. The nominees, if duly elected, shall serve for one- year terms beginning July 1 and ending June 30.

Nominating Procedure: During the 3rd quarter of the fiscal year, nominations to the Board for the following year shall be solicited from members and presented to the Nominating Committee. The nominations of the Nominating Committee shall be approved by the Board, and presented to the members no later than the May membership meeting. A written slate of all nominations will be sent out to all members prior to the May 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 Board may elect whether to bring nominees to the 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 membership, the Nominating Committee will work expeditiously to select new nominees for consideration by membership.

Manner of Election: The election shall be held at the May meeting each year or the next meeting where at least one-third (1/3) of Cable 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 Board shall have the power to determine that a vacancy exists in any office of the 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 Board; provided, however, that if the 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 members 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 Policies and Procedures Manual, the Act, the Code; an act of fraud or illegal activity with respect to Cable or conduct which discredits Cable and/or subjects it to ridicule; lapse in membership; or inability to perform the functions of the Board role.

ARTICLE X **ATHENA AWARDS**

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

Nature of Relationship. Cable, as the umbrella organization for the ATHENA Awards, allows the 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 ATHENA Committee. RUTHERFORD Cable, the RUTHERFORD Cable Foundation, and the ATHENA Committee owe fiduciary duties to each other. RUTHERFORD Cable, the RUTHERFORD Cable Foundation and the 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 Board up to date on details affecting the ATHENA Awards and that the Board shall likewise keep the ATHENA Committee up to date, and that all such persons shall work in a cooperative and supportive spirit.

ARTICLE XI FINANCES

Funds: Except as otherwise authorized by the Board, all funds of Cable shall be delivered to the Treasurer and shall be deposited from time to time to the credit of Cable in such banks, trust companies, or other depositories as the Board may select. No solicitation of funds shall at any time be made in the name of Cable or any organization thereof, or for the benefit of Cable or any organization thereof, or any group within or without Cable, except upon approval of the 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: The Treasurer shall prepare annually, under the direction of the Board, and submit to the Board not later than the 4th quarter of the fiscal year, a budget showing in detail all expenditures of Cable 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 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 Board.

After the 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 Board. Should the budget fail approval by such vote, it may be amended and resubmitted for Board approval. After the budget has been adopted by the 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 Board.

Disbursements: The Treasurer shall disburse funds. The Chapter shall review Cable's Financial condition monthly and shall be responsible for maintaining expenditures within the budget adopted by the Board.

Contracts and Employment of Agents: The 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 Cable; and such authority may be general or confined to specific instances. The 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 Cable 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 Cable as the Board may from time to time deem necessary or appropriate. Furthermore, the 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 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 Cable.

Loans: No loans shall be contracted on behalf of Cable, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the 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 Cable shall be signed by such officer or

officers, agent, or agents, of Cable, and in such manner, as shall from time to time be determined by the Board. Any payment of \$1000 or greater requires approval of the Board President.

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

Gifts: The Board, or a committee of the Board if delegated such authority, may accept on behalf of Cable any contribution, gift, bequest, or devise for the general purpose or for any special purpose. 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 Board or, if applicable, a committee of the Board to which such authority has been delegated.

ARTICLE XII **INDEMNIFICATION AND ADVANCEMENT OF EXPENSES**

Scope: Cable 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 Cable, or is or was serving at the request of Cable 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 Cable.

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 Board, agreement, or insurance purchased by Cable or otherwise, both as to action in an official capacity and as to action in another capacity. Cable is hereby authorized to provide for indemnification and advancement of expenses through its Charter, Bylaws, resolution of the Board and agreement.

Insurance: Cable may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of Cable, or who, while a director, officer, employee or agent of Cable, is or was serving at the request of the 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 Cable 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 shall be, July 1-June 30.

Amendments of Bylaws: 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 members at any regular or special meeting, provided that notice, setting forth specifically the proposed amendments and the date, time, and place of the membership meeting at which the vote shall be taken, shall have been given to 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 Board and duly adopted by the members.

Records and Accounting Procedures: The official records and the minutes of all 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 Board. Standard recordkeeping and accounting procedures shall be used.

Dissolution. The dissolution of Cable shall be governed by the Charter and all state and federal laws.

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 Secretary 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 Secretary 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 on February 19, 2021.

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

Approved by the Board on May 18, 2023.

Approved by the Members and adopted on June 13, 2023.