

BYLAWS

TENNESSEE CITIZENS FOR WILDERNESS PLANNING

[Revised September and Adopted October 2015]

ARTICLE I. PURPOSES OF THE ORGANIZATION

Section A. Mission

As set forth in the Constitution, Tennessee Citizens for Wilderness Planning (TCWP) is dedicated to achieving and perpetuating protection of natural lands and waters by means of public ownership, legislation, or cooperation of the private sector.

The focus of the Organization is on the Cumberland and Appalachian regions of Tennessee, but efforts may extend to the rest of the state and the nation. TCWP's strength lies in researching information pertinent to an issue, informing and education our membership and the public, interacting with groups having similar objectives, and working through the legislative, administrative, and judicial branches of government on the federal, state, and local levels.

Section B. Responsibilities of the Organization

TCWP is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law). TCWP will not operate in a manner that may endanger its 501(c)(3) status. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set out in the Constitution.

TCWP shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or

purchasing of services of in any other way, on the basis of race, color, sex, national origin, sexual orientation, disability, age, or any other basis prohibited by law. The policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973; and the Age Discrimination Act of 1975; and any subsequent amendments to these statutes.

No substantial part of the activities of TCWP shall be carrying on of propaganda, or otherwise attempting to influence legislation. TCWP shall not participate in, or intervene in political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws and Constitution, the Organization shall not carry out any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE II. BOARD OF DIRECTORS

Section A. General Powers.

The Board of Directors is authorized to make policy decisions and to transact all business for the Organization between annual meetings. The Board may cooperate with any other group or individual to advance the interest of the Organization and may take actions on questions outside of Tennessee when such actions are believed beneficial to TCWP's basic purposes.

Section B. Composition and Election of the Board of Directors

1. The Board of Directors shall be composed of the President, Vice President, Secretary and Treasurer, and seven additional directors. Officers and directors shall be elected annually by the membership at the Annual Meeting. The term of office shall be from January 1 through December 31. All officers and directors may be reelected.
2. The Nominating Committee shall present a slate of officers and additional directors to the membership, and additional nominations will be entertained from the floor provided the nominee has agreed to serve if elected.

3. In the event a vacancy occurs among Officers or Directors, the remaining members of the Board of Directors may seek nominations from any TCWP member for replacement. If more than one nomination is received, a simple majority of the remaining Board of Directors will choose the replacement, which will assume his/her duties at the next Board meeting and will serve for the remainder of the calendar year.

Section C. Removal and Replacement of Directors

1. A Director shall be automatically removed from membership on the Board when:

a. a Director submits a letter of resignation to the President and said resignation is accepted, or

b. a Director fails to participate in three (3) consecutive Board meetings without a reasonable excuse. If within ten (10) days after the third meeting missed, the Director submits an excuse for the absences to the President, the Board at its next meeting shall determine whether the Director shall be removed. Removal under these circumstances shall require a two-thirds vote of the entire Board.

2. A Director may be removed from the Board by a two-thirds vote of the Board if:

a. a Director is obstructive to the progress of the Board in fulfilling the purposes of the Organization;

b. a Director demonstrates disloyalty to the Organization by actions or deeds that work against the benefit of the Organization; or

c. a Director shares sensitive or private business information of the Organization with any person or member of the general public not currently serving on the Board, or with another organization or agency.

3. Should a Director become unable to perform their role effectively due to illness or other condition, the Board may remove the Director with a two-thirds vote of the entire Board.

4. Should a Director resign, die, or be removed, the Board may elect a Director to serve for the duration of the calendar year.

ARTICLE III. MEETINGS

Section A. Annual Meeting.

An Annual Meeting shall be held between September 15 and November 30, at which business is transacted, annual progress reports are presented, and election of officers and directors is held.

Section B. Regular Board of Directors Meeting.

The board of directors shall meet at least every three months, or more often if required. A quorum shall be six members of the Board of Directors.

ARTICLE IV. OFFICERS

Section A. Officers.

The officers shall consist of a President, Vice President, Secretary and Treasurer.

Section B. Duties of the Officers

1. The President shall preside at the annual meeting and at Board of Directors' meetings. He or she may also preside at other meetings or may appoint a chair.
2. The Vice President shall assist the President in all functions, shall preside in the absence of the President, and shall become President in the event of a vacancy in that office.
3. The Secretary shall keep records of annual meetings and Board of Directors' meetings. He or she shall assist with distribution of Newsletters and other communications to the membership, and with miscellaneous clerical tasks, if required. At least four weeks before the annual meeting, the Secretary shall furnish the Newsletter Editor, for inclusion in the Newsletter: (a) the slate of Officers, Directors and Nominating Committee prepared by the Nominating Committee, and (b) any proposed amendments to the Constitution or Bylaws.
4. The Treasurer shall have charge of all funds of the organization and shall bill members for dues. At the annual meeting, he or she shall present a financial report, and shall provide a financial report at any other time at the request of the Board of Directors. The Treasurer shall keep an up-to-date file of the membership, entering

thereon any data requested by the Board, e.g. committee service, special interests, etc. The Treasurer shall file all forms required by the state or federal government.

Section C. Method of Election.

Officers shall be elected annually by the membership at the Annual Meeting by majority vote of those attending.

Section D. Term of Office.

Officers shall be elected for a term of one year.

Section E. Removal and Replacement.

1. An Officer shall be automatically removed from membership on the Board when:

a) an Officer submits a letter of resignation to the President and said resignation is accepted, or

b) an Officer fails to participate in three (3) consecutive Board meetings without a reasonable excuse. If within ten (10) days after the third meeting missed, the Director submits an excuse for the absences to the President, the Board at its next meeting shall determine whether the Director shall be removed. Removal under these circumstances shall require a two-thirds vote of the entire Board.

2. An Officer may be removed from the Board by a two-thirds vote of the Board if:

a. an Officer is obstructive to the progress of the Board in fulfilling the purposes of the Organization;

b. an Officer demonstrates disloyalty to the Organization by actions or deeds that work against the benefit of the Organization; or

c. an Officer shares sensitive or private business information of the Organization with any person or member of the general public not currently serving on the Board, or with another organization or agency.

3. Should a Director become unable to perform their role effectively due to illness or other condition, the Board may remove the Director with a two-thirds vote of the entire Board.

4. Should an Officer resign, die, or be removed, the Board may elect an Officer to serve for the duration of the calendar year.

ARTICLE V. COMMITTEES OF THE ORGANIZATION

Section A. Executive Committee.

The officers and the immediate past president shall serve as members of the Executive Committee.

Section B. Nominating Committee.

The Nominating Committee shall consist of a Chair and two other members who are elected at the Annual Meeting. The Nominating Committee shall propose candidates for the next year's Board of Directors, officers and nominating committee.

Section C. Program Committee.

The President shall appoint members of the Program Committee, which shall plan, implement and publicize annual meetings, programs, outings, and service activities, subject to approval by the Board.

Section D. Other Committees.

The President and Board may designate other committees, appoint members, and may appoint such other representatives as may be needed.

ARTICLE VI. EXECUTIVE DIRECTOR

The Board may employ an Executive Director, who shall act as Chief Operating Agent for the Organization. The Executive Director shall be hired with approval of at least two-thirds of the Board, and shall serve at the pleasure of the Board. The Executive Director shall have no contract for employment unless such contract is in writing and is signed by all members of the Executive Committee. The Executive Director shall be supervised by the President.

The Executive Director will perform duties as directed by the Board. The Executive Director shall be responsible for general supervision of the affairs and business of the Organization, subject to the control of the Board of Directors, and in accordance with the Purposes of the Organization as specified in the Constitution.

The Executive Director shall be responsible for carrying out all policies and programs established by the Board. Employment of other staff necessary to operate the organization, pursuant to policies established by the Board, shall require approval of at least two-thirds of the Board.

ARTICLE VII. GENERAL ACCOUNTING AND RECORD KEEPING PROVISIONS

Section A. Fiscal Year.

The Fiscal year of the Organization shall be from January 1 to December 31.

Section B. Dues.

Membership dues shall be paid annually due on January 1. Members joining after July 1 of any year shall be assessed only half the year's dues. Dues include subscription to the Newsletter.

A change in the various membership categories and change in the amount of annual dues requires approval of at least two-thirds of the Board of Directors.

Section C. Finances.

TCWP shall obtain operating expenses from membership dues; contributions from individuals; contributions from groups, corporations, or foundations, subject to approval by a majority of the Board of Directors; corporate or foundation grants; and such other sources as are deemed suitable by a majority of the Board of Directors.

Expenses greater than \$100.00 must be approved by two Board members, including at least one of the following: President, Vice President, or Treasurer. Expenses greater than \$500.00 shall be approved by a majority of the Board members.

Section D. Records

Important records including membership, financial records, meeting minutes, and policies will be preserved at least on an annual basis.

ARTICLE VIII. PUBLICATIONS

TCWP shall publish a Newsletter at approximately two-month intervals. The Newsletter should contain announcements of meetings or outings, calls for action by members, reports and announcements of issues and activities that are of interest to TCWP (including selected items pertaining to related organizations) and official business of TCWP.

ARTICLE VIII. AMENDMENTS AND REVISIONS

The Constitution may be amended or revised by a two-thirds vote of members voting at the Annual Meeting.

The Bylaws may be amended by a majority vote of members present at the Annual Meeting.

Proposed amendments must have the documented approval of at least four members, be submitted to the Secretary by September 1, and be communicated to the membership at least two weeks before the Annual Meeting.

ARTICLE IX. DISSOLUTION OF THE ORGANIZATION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or arranging for the payment of all liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations established and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not otherwise disposed of shall be disposed of by any Court of competent jurisdiction in which the principal office of the Organization is located, exclusively for such purposes or to such organization or organizations, as said

Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X. PARLIAMENTARY PROCEDURES

The current edition of Robert's Rules of Order shall govern the conduct of meetings of the Board and membership in all cases in which they are applicable.