

BYLAWS

TENNESSEE CITIZENS FOR WILDERNESS PLANNING

[Revised September 2023 and Adopted October 2023]

ARTICLE I

Name, Offices, and Purpose

Section A. Name. The name of the corporation is Tennessee Citizens for Wilderness Planning, hereinafter called TCWP.

Section B. Offices. TCWP shall have a registered office and may have other offices at such places as the Board of Directors may from time to time determine.

Section C. Purpose. 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 educating 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.

ARTICLE II

Members

Section A. Membership. There is created one class of membership in the organization, called "active members." All persons who pay annual, sustaining or other dues will be admitted as an active member of the organization for the period of their paid dues. All active members have the same rights and obligations with respect to voting, dissolution, redemption, transfer, and other matters.

Section B. Dues, Benefits. The Board may establish, and from time to time, amend, membership qualifications, benefits, and dues for each level of active membership. These qualifications may, for example, include student, individual, family, corporate or other levels of active membership.

Section C. Voting Rights. Each member of the organization is entitled to one (1) vote on each matter voted on by the members. If a membership is in the name of two (2) or more persons, such as a family membership, each adult member of the family shall be entitled to one vote. Memberships standing in the name of another nonprofit or for-profit corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the bylaws of such corporation may prescribe or, in the absence of a bylaw provision, as the board of directors of such corporation may determine.

Article III

Annual Meeting

Section A. Annual Meeting. The organization shall hold a meeting of the general membership annually. This meeting shall be held between September 15 and November 30, at a convenient hour and at a place designated by the Board. At the annual meeting the President and chief financial officer shall report on the activities and financial condition of the corporation; and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of Section B below.

Section B. Notice. Notice of the place, date and time of each annual and / or special meetings of members shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the date of the annual, or special, meeting. The notice of an annual meeting must include a description of any matter or matters which must be approved by the members, as required by law or these by-laws. The Notice of a special meeting must include a description of the matter or matters for which the meeting is called.

Section C. Voting requirements. If a quorum exists at the annual or special meeting, action on a matter is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action.

ARTICLE IV

BOARD OF DIRECTORS

Section A. General Powers: All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its Board of Directors. The Board of Directors 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. Number. The Board shall consist of eleven (11) members, which number may be increased or decreased from time to time by amendment of these Bylaws, provided that the number of directors shall not at any time be less than three members.

Section C. Election of the Board of Directors. Directors shall be elected annually at the Annual Meeting.

Section D. Term of Office. The term of office for directors shall be one (1) year and shall be from January 1 through December 31. Directors may be elected for successive terms.

Section E. Filling of Vacancies. Any vacancy in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors at any regular or special meeting of the Board of Directors, provided that the notice of the meeting shall state that the filling of vacancies

is to be considered. Any vacancy created as the result of an increase in the number of directors shall be filled by a majority of voting members in good standing who are present and voting at the meeting at which the number of directors was increased.

Section F. 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) Board meetings in a year 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 majority 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; or
 - 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.

Section G. Regular Board Meetings. Regular meetings of the Board shall be held at such places and at such times as may be determined by the Board and communicated to all directors.

Section H. Special Meetings. Special meetings of the Board shall be held at such places and at such times as may from time to time be determined by the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meetings of the Board. Special meetings may be called by the President, or by the written request of fifty percent (50%) of the directors in office.

Section I. Election Meeting for Officers. There shall be an election meeting of the Board of Directors, which shall be the first regular Board meeting after the annual meeting of the

Organization. At the meeting, the Board shall elect officers from among the directors, and may transact any and all business that may come before the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws.

Section J. Notice. Notice of regular board meetings are not required. Notice of any special meeting of the Board shall be given to each director at least two (2) days prior to the date of the special meeting and must include date, time, and place for the meeting. Notice may be given personally, by mail to the last known address of any director, or by electronic means with or without proof of receipt required as determined by the Board. Unless otherwise required by law or these Bylaws, neither the business to be transacted, nor the purpose of the meeting need be specified in the notice of the meeting. In case of an emergency declared by the Board President, the seven (7) day notice may be waived.

Section K. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a Board meeting, whether notice was received by any director or other person entitled to such notice, shall also constitute a waiver of notice.

Section L. Quorum. At all meetings of the Board, the presence of a majority of the number of directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business requiring a vote, which number shall include any members attending by electronic means. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board, unless these by-laws require the vote of a greater number of directors. In the absence of a quorum the meeting may be adjourned to such a time and place as determined by the Board when a quorum will be present.

Section M. Actions of the Board. The act of a majority of the directors present in person at any meeting where a quorum is present shall constitute an act of the Board of Directors, unless a different number is specifically required by these Bylaws. Actions required to be taken at a Board of Director's' meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

Section N. Voting and Proxy. Directors shall be present in person to vote, provided that with reasonable notice, a director may attend any meeting and vote by electronic means as provided in these Bylaws. Proxy voting shall be allowed.

Section O. Consent. Any action permitted or required to be taken at any meeting of the Board may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all the directors. Such consent shall have the same force and effect as a unanimous vote of the Board. Consent may be obtained in writing, by facsimile, or by e-mail.

Section P. Attendance. With reasonable notice to the President, or his or her designee, any director may attend any meeting of the Board by electronic means in which all persons participating in the meeting can hear or communicate with each other simultaneously. If any director fails to attend any three Board meetings within one (1) year without a reasonable excuse, other than an emergency meeting, then the director shall be deemed to have submitted his or her resignation from the Board. The Board, for good cause shown, and upon verification, may refuse to accept the resignation of any director.

Section Q. Compensation. No director shall receive compensation as the result of his or her service on the Board or on any committee of the Board. Nothing contained in this section shall prohibit any director from receiving reimbursement for actual expenses incurred on behalf of the Organization, provided that the expense was authorized by the Board. Nothing contained in this section shall prohibit any director from being reimbursed for expenses incurred in attending meetings of the Board or any committee of the Board, subject to applicable policies and procedures on reimbursement adopted by the Board.

ARTICLE V

OFFICERS

Section A. Elected Officers. The elected officers shall be a President, Vice President, Secretary and Treasurer.

Section B. Election. All officers shall be elected by the Board of Directors at the election meeting of the Board.

Section C. Term of Office. Each elected officer shall hold office for a term of one (1) year. Officers may be elected to an unlimited number of additional terms.

Section D. Duties of Officers.

1. The President shall preside at the annual meeting and all Board of Directors meetings. The President shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all the business and affairs of the organization. The President may sign contracts and other instruments on the organization's behalf.
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. The Vice President shall have such other powers or duties assigned by the Chair, the Board, or the Bylaws.
3. The Secretary shall (a) cause the minutes of all Board, Executive Committee, and annual meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) attest the signatures of the organization's officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the Chair, or these Bylaws.

4. The Treasurer shall oversee the management and reporting of the organization's finances. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records. The Treasurer shall report on the financial condition of the organization at the annual meeting and at any other time at the request of the Board of Directors. The Treasurer shall file all forms required by the state or federal government.

Section E. Other Powers and Duties. In addition to the powers and duties enumerated above, the elective and appointive officers, agents, or employees of the organization shall perform such other duties and have such other powers as are provided in the Articles of Incorporation, these Bylaws, and the policies and procedures adopted by the Board, or as are otherwise determined from time to time by the Board.

ARTICLE VI

COMMITTEES OF THE ORGANIZATION

Section A. Executive Committee. There is hereby created an Executive Committee of the Board whose membership shall be the President, the Vice-President, the Secretary, and the Treasurer.

Section B. Powers and Duties of the Executive Committee. The Executive Committee shall have the authority to act on behalf of the organization in the intervals between Board meetings, shall be responsible for recruiting, hiring, and evaluating the Executive Director in consultation with the full Board, and shall have such other powers and duties as may from time to time be determined by the Board. The Executive Committee shall keep accurate records of its proceedings and report all action to all directors on the Board. All actions of the Executive Committee shall be subject to review and confirmation by the Board in such a manner as is determined from time to time by the Board.

Section C. Nominating Committee. There is hereby created a Nominating Committee which shall include a minimum of three (3) members. Members of this committee may be members of the board of directors or other natural persons. The Nominating Committee are elected at the Annual Meeting. The purpose of the nominating committee is to propose candidates for next year's Board of Directors or candidates when a vacancy on the Board of Directors occurs.

Section D. Powers and Duties of the Nominating Committee. The Nominating Committee shall be charged with the following duties:

1. Recruitment and Nomination. The Nominating Committee shall be responsible for identifying, screening, and recommending qualified potential Board members and shall be responsible for proper notification of the membership of the Board nominees. The Nominating Committee may develop nominating procedures subject to the approval of the Executive Committee, followed by approval of the Board.

2. Orientation: The Nominating Committee, along with the President and Executive Director, shall take the steps necessary to ensure that new Board members are informed of the background, programs and culture of the organization. This orientation may include an overview of a Board of Directors Handbook.

Section E. Program Committee. The President shall appoint members of the Program Committee. Members of this committee may be members of the board of directors or other natural persons.

Section F. Powers and Duties of the Program Committee. The Program Committee shall be charged with the following duties:

1. To establish and periodically review programming priorities.
2. To guide development and delivery of programs offered to include overseeing the development of new programs and monitoring and assessing existing programs.
3. To serve as a link between the Board and staff on program activities.

Section F. Other Committees. The President, or the Board, may establish such other committees as are necessary for the operation of the Organization. All other committees shall have only those powers and duties specifically designated by the Board and shall perform such tasks and activities as may from time to time be determined by the Board. The Board shall determine requirements for notice and records for all other committees at the time of establishment of the committee.

VII

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 the 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 a 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 shall be responsible for general supervision of the affairs and business of the Organization, subject to the oversight and supervision of the Board of Directors, specifically by the President, and in accordance with the Purposes of the Organization as specified in the Articles of Incorporation.

The Executive Director shall be responsible for carrying out all policies and implementing the strategic direction provided by the Board. The employment of other staff necessary to operate the organization shall require the approval of at least two-thirds of the Board.

VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Indemnification. The Organization shall indemnify an officer or director of the Organization against reasonable expenses incurred by the officer or director in connection with any proceeding in which the officer or director is named as a defendant or respondent because he or she is, or was, an officer or director of the Organization.

Section 2. Conditions. The Organization shall have no obligation to indemnify an officer or director if the officer or director is found liable for:

- a. A breach of the officer's or director's duty of loyalty to the corporation.
- b. An act or omission not in good faith constituting a breach of duty of the officer or director to the corporation.
- c. An act or omission which is not in the best interests of the corporation.
- d. An act or omission that involves intentional misconduct or an intentional violation of the law.
- e. A transaction from which the officer or director received an improper benefit, whether the benefit resulted from an action taken within the scope of the officer's or director's office; or,
- f. An act or omission for which the liability of an officer or director is expressly provided for by an applicable statute.

Section 3. Limits. The Board may adopt, and from time to time amend, reasonable limits on the expenses of any officer or director for whom indemnification is provided.

ARTICLE IX

AMENDMENTS AND REVISIONS

Section 1. Amendments. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted at any time pursuant to the provisions of these Bylaws.

Section 2. Amendments by the Board. The Board may propose amendments to any provisions of these Bylaws that are not an area of amendment reserved to the membership for approval.

Section 4. Areas of Amendment Reserved to the Membership. As set forth in Tennessee Code Annotated, Title 48, the following areas of these Bylaws may be altered, amended, or

repealed only by an affirmative vote of the membership, subject to the requirements for notice and approval in the respective sections:

- (1) Section 48-56-201 creates differences in the rights and obligations of members.
- (2) Section 48-56-204 addressing member's liability for dues, assessments, and fees.
- (3) Section 48-56-302 relating to termination.
- (4) Section 48-56-303 authorizing the purchase of memberships.
- (5) Section 48-58-108(a) requiring cause to remove a director.
- (6) Section 48-58-108(a) specifying what constitutes cause to remove a director.
- (7) Section 48-58-109 relating to removal of designated or appointed directors; or
- (8) Section 48-58-101(c) authorizing persons to exercise powers otherwise exercised by the board.
- (9) Section 48-58-302 liability of a director for unlawful distribution
- (10) Section 48-58-507 indemnification of officers, employees, and agents
- (11) Section 48-60-103 voting requirements for amendment of charter
- (12) Section 48-60-202 Amendments to bylaws reserved to members
- (13) Section 48-60-205 affecting rights, privileges, preferences, restrictions, or conditions of a class as to voting, dissolution, redemption, or transfer of memberships.
- (14) Section 48-60-302 terminating, canceling, or redeeming memberships.
- (15) Section 48-61-103 membership exchanges
- (16) Section 48-62-102 Sale of assets other than in regular course of activities
- (17) Section 48-64-102 dissolving the corporation

ARTICLE X

DISSOLUTION

Section 1. Process. The organization may be voluntarily dissolved by written consent of its members, or the board of directors may propose dissolution for submission to the members. Notice, Voting and other requirements for dissolution will be followed as set forth in Title 48, Chapter 64.

Section 2. Benefits Prohibited. No part of the cash or assets of the corporation shall inure to the benefit of any current or former director or officer, or any current or former employee, or any current or former member.

Section 3. Distribution of Assets. 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 to a qualified organization exempt pursuant to Section 501 (c) of the Internal Revenue Code, as the Board of Directors shall determine.