



# BYLAWS

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# THE BYLAWS

## OF THE

### NOLENSVILLE HISTORICAL SOCIETY

These Bylaws shall regulate the affairs of the Nolensville Historical Society (hereinafter the “Corporation”), subject to the provisions of the Corporation’s Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, T.C.A. § 48-51-101, et seq. (hereinafter the “Act”).

#### SECTION I. OFFICES & REGISTERED AGENT

**Section 1.01: Registered office.** The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

**Section 1.02: Principal office.** The principal office of the Corporation shall be located at 7248 Nolensville Road, Nolensville, Tennessee 37135.

**Section 1.03: Other offices.** The Corporation may also have other offices within and throughout the State of Tennessee at such places as the Executive Board may from time to time determine.

#### SECTION II. PURPOSE, MISSION, GOALS AND USE OF FUNDS

**Section 2.01: Purpose.** The purposes of the Corporation are those set forth in its charter of incorporation, as from time to time amended or restated (the “Charter”). Namely, the Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of I.R.C. § 501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the Corporation is formed to promote a knowledge and awareness of the historical heritage of Nolensville and the surrounding areas and to promote the preservation and restoration of historic sites in and around the Nolensville community.

**Section 2.02: Use of Funds.** The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation is distributable to, or inures to the benefit of its Directors or officers or any other private person, except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in the Charter and Sections 2.1 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

## **SECTION III. MEMBERS**

**Section 3.01: Admission as Member.** Any person may be admitted as a member of the Corporation by the Executive Board, provided such person pays the membership fees/dues established by the Executive Board and is interested in the furtherance of the purpose(s) of the Corporation. For the purposes of Section 3.02 and 3.03 of these bylaws, up to two (2) adults, age 18 years or older, of the same family living in the same residence or household will be collectively counted as one single member for the purpose of establishing the membership fee (Section 3.02 below). In addition, each registered adult member within the same residence or household will be allowed one (1) vote each. Number of votes per household shall not exceed two (2) votes unless an additional membership fee is paid (Section 3.03 below) or additional annual fee is waived by the Executive Board (Section 3.02).

**Section 3.02: Fees, Dues and Assessments.** The Executive Board may establish and waive the annual membership fees to be paid by persons as a condition to being admitted as members and may also set from time to time dues, assessments, penalties and other fees to be paid by the members periodically.

**Section 3.03: Rights and Obligations.** Each member in good standing shall have and be entitled to one (1) vote and shall have the same rights and obligations with respect to voting as all other members. Up to two (2) registered adult members of the same residence or household shall be entitled to one (1) vote each (Section 3.01).

**Section 3.04: Resignation.** A member may resign at any time by delivering to the Secretary of the Corporation a written notice of such resignation signed by the member, which shall be included in the minutes or corporate records. A resignation shall not be effective before the date and time the Secretary actually receives written notice of it. A person's membership shall be terminated upon his or her death or upon his or her failure to renew the annual membership.

**Section 3.05: Expulsion or Suspension of Membership.** The Executive Board shall have full authority and discretion to suspend or expel any member for the violation of these Bylaws or any rules and regulations duly adopted by the Corporation or by reason of any conduct deemed by the Corporation to be prejudicial to its best interest. Prior to suspending or expelling a member, the Executive Board shall give not less than fifteen (15) days prior written notice of such suspension or expulsion to the member and the reasons therefor and provide to such member a hearing not less than five (5) days before the effective date of such suspension or expulsion by the Executive Board. Any written notice may be given by hand delivery to a member directly by a member of the Executive Board, by postage prepaid first-class United States mail to the last address of the member shown on the Corporation's records or by electronic message (E-mail).

**Section 3.06: Transfers of Membership.** No member shall transfer his or her membership or any right arising therefrom.

**Section 3.07: Annual Meeting of Members.** An annual meeting of the members of the Corporation shall be held on the second Monday of September or at such date and at such place as may be determined by the Executive Board. The business to be transacted at such meeting shall be the report of the President and the Treasurer on the activities and financial condition of the Corporation, the election of directors, other matters specified in the notice of the meeting and such other business as shall be properly brought before the meeting.

**Section 3.08: Special Meetings.** The Corporation shall hold a special meeting of its members upon the call of the Executive Board or the President, or upon the written demand(s) to the Secretary by members holding at least ten percent (10%) of all votes entitled to be cast on any issue to be considered at the proposed special meeting. Any call or demand for a special meeting shall describe the purpose(s) for which the special meeting is to be held. Only business within the purpose(s) described in the meeting notice for the special meeting may be conducted at such meeting.

**Section 3.09: Place of Meetings.** The Executive Board may designate any place, either within or without the State of Tennessee, as the place of meeting for any annual meeting or for any special meeting. If no place is fixed by the Executive Board, the meeting shall be held at the principal office of the Corporation.

**Section 3.10: Notice of Meetings; Waiver.**

(a) *Notice.* Notice of the date, time and place of each annual and special meeting of members and, in the case of a special meeting, a description of the purpose or purposes for which the meeting is called, shall be given no fewer than ten (10) days nor more than sixty (60) days before the date of the meeting. Such notice shall comply with the requirements of Section XII of these Bylaws.

(b) *Waiver.* A member may waive any notice required by law, the Charter or these Bylaws before or after the date and time stated in such notice. The waiver must be in writing, signed by the member entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

A member's attendance at a meeting:

(i) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and

(ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

**Section 3.11: Record Date.** The record date for the determination of membership and members entitled to notice of a members' meeting of members, to demand a special meeting, to vote or to take any other action shall be by 5:00 p.m. on the business day before the desired action.

**Section 3.12: Membership List.** The following guidelines are set forth in regard to the membership list:

(a) *Members' List for Meetings.* Before each annual meeting or special meeting, the Corporation shall prepare an alphabetical list of all registered members and their addresses who are entitled to notice of a members' meeting and are eligible to vote. Such list shall also show the total number of members entitled to cast a vote on an action. The list of members shall be available for inspection by any member, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting. A member is entitled on written demand to inspect and, subject to the requirements of the Tennessee Business Corporation Act (the "Act"), to copy the list, during regular business hours and at his expense, during the period it is available for inspection. The Corporation shall make the list of members available at the meeting, and any member, his agent or attorney shall be entitled to inspect the list at any time during the meeting or any adjournment thereof.

(b) *Limitations on use of Membership List.* Without the consent of the Executive Board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. It may not be given, sold, purchased, used to solicit money or property, or used for any commercial purpose.

**Section 3.13: Quorum; Adjournment.** Unless the Act or the Charter provide for a higher or lower quorum, ten percent (10%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. The quorum must include a majority of members of the Executive Board (3) in person of which must include the President or Executive Vice President. If, however, such quorum is not represented at any such meeting, the members present at the meeting in person shall have the power to adjourn from time to time without notice other than announcement at the meeting, until the requisite quorum is present or represented, when any business may be transacted that might have been transacted at the meeting as provided in the original notice. When a quorum is once present to organize a meeting, a meeting may be adjourned despite the absence of a quorum caused by the subsequent withdrawal of any of those present.

**Section 3.14: Voting Requirements.** Except as otherwise provided in these Bylaws, the Charter or the Act, action on any matter voted upon at a meeting of the members is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast against the action. Directors shall be elected or removed by a majority of the votes cast by the members entitled to vote in the election at a meeting of the members at which a quorum is present. In the event of a tie vote, the President, in his or her own discretion, may, but is not required to, provide the tie breaking vote.

**Section 3.15: Proxies.** Members may not vote by proxy.

**Section 3.16: Action Without Meeting.** Action required or permitted by the Act to be taken at a meeting of members may be taken without a meeting. If all members entitled to vote on the action consent in writing to taking such action without a meeting, then the affirmative vote of the number of votes by members that would be necessary to authorize or take such action at a meeting is the act of the members. The action must be evidenced by one or more written consents describing the action taken, with at least one of which is signed by each member entitled to vote on the action in one or more counterparts, indicating such signing member's vote or abstention on the action and delivered to the Corporation for inclusion in the minutes or for filing with the corporate records.

**Section 3.17: Action by Written Ballot.** Upon consent as required in Sec. 3.16, any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of Directors; and (3) specify the time by which the ballot must be received by the Corporation in order to be counted.

**Section 3.18: Presiding Officer.** Meetings of the members shall be presided over by the President or, in the absence of the President, the Vice-President.

## SECTION IV. BOARD OF DIRECTORS

**Section 4.01: General Powers.** The business and affairs of the Corporation shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter or these Bylaws. All Directors must be natural persons and shall be at least eighteen (18) years of age.

**Section 4.02: Number of Directors.** The number of Directors of the Corporation shall be not less than three (3) and not more than nine (9). Provided; however, the number of Directors may be increased or decreased from time to time by the Board of Directors by amendment of this Bylaw, but no decrease shall have the effect of shortening the term of an incumbent director or reducing the number of Directors below three (3).

**Section 4.03: Election and Tenure of Directors.** The Board of Directors shall consist of members of the Executive Board and any other person elected by the members at each annual meeting of the members. Each Director shall be elected to serve for a term of one (1) year, or until his or her successor is elected and qualifies; subject, however, to the removal of any Director by the members as provided in these Bylaws.

**Section 4.04: Annual Meeting.** Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors shall determine from time to time, but no less frequently than once a year.

**Section 4.05: Special Meeting.** Special meetings of the Board of Directors may be called by the presiding officer of the Board of Directors, the President or by any two (2) Directors. The Board of Directors shall fix the place, either within or without the State of Tennessee, as the place for holding any special meeting.

**Section 4.06: Notice of Meetings.** Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. Except as otherwise provided herein, special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such special meeting. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

The notices provided for in this Section shall be by electronic mail (email), telegram or written notice delivered personally or by facsimile or mailed or sent by Federal Express or United Parcel Service to each director at his or her business or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by electronic mail (email), telegram, facsimile, Federal Express or United Parcel Service, such notice shall be deemed to be delivered when said communication is delivered.

**Section 4.07: Waiver of Notice.** A director may waive any notice required by the Act, the Charter or Bylaws before or after the date and time stated in the notice. Except as below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.



**Section 4.08: Quorum and Participation in a Meeting.** A majority of the total number of Directors (but no fewer than the greater of one-third ( $\frac{1}{3}$ ) of the number of Directors in office or three (3) Directors) in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, unless these Bylaws, the Charter or the Act require the vote of a greater number of Directors.

**Section 4.09: Vacancy.** Unless otherwise provided in the Charter or these Bylaws, if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal of a Director with or without cause:

- (a) The members, if any, may fill the vacancy;
- (b) The Board of Directors may fill the vacancy; or
- (c) If the Directors remaining in the office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

Any member desiring to fill a vacancy shall give and deliver written notification of his or her interest to one of the remaining Directors.

**Section 4.10: Removal of Directors.** The members may remove any one (1) or more Directors elected by them, with or without cause, at any special meeting that is specifically called for that purpose subject to the voting and quorum requirements of Section 3. For purposes of this provision, “cause” shall mean final conviction of a felony, declaration of unsound mind by court order, adjudication of bankruptcy, non-acceptance of office, conduct prejudicial to the interest of the Corporation or absence from three (3) or more consecutive meetings of the Board.

**Section 4.11: Action Without a Meeting.** Any action required or permitted to be taken at a meeting by the Board of Directors, or by any committee thereof, may be taken without a meeting if all Directors consent in writing to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director’s vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records. All such written consents and action shall be filed with the minutes of the proceedings of the Board or committee. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

**Section 4.12: Resignation.** A director may resign his or her membership at any time by tendering his or her resignation in writing to the Chair of the Board of Directors. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

## SECTION V. EXECUTIVE BOARD (OFFICERS)

### **Section 5.01: Required Members of the Executive Board; Number of Offices Held.**

Unless the Charter or these Bylaws provide otherwise, an Executive Board shall be nominated by any member and elected by a majority of members. There shall be a President, Vice-President, Secretary and Treasurer and the office of Immediate Past President of the Board of Directors, each of whom shall be elected in accordance with the provisions of this Section. Except for the offices of President and Secretary, any two or more offices may be held by the same person.

**Section 5.02: Election and Term of Office.** The President, Vice-President, Secretary, Treasurer and Immediate Past President of the Board of Directors shall be elected annually by the members at the annual meeting (Sec. 3.07 of these bylaws) with their terms beginning January 1 of the coming year. The President, Vice-President, Secretary and Treasurer shall hold office for a term of one (1) year or until his or her earlier death, resignation or removal from office in the manner hereinafter provided. The President, Vice-President, Secretary, Treasurer and Immediate Past President may not immediately succeed himself or herself in the same office for more than one (1) succeeding term. Accordingly, such officer may not serve in such office for more than two (2) consecutive terms, with partial terms being disregarded for this purpose. In the event a candidate is not found and elected, an officer may remain in office temporarily until a successor is found and elected.

**Section 5.03: Powers and Duties of Officers.** The powers and duties of the officers of the Corporation shall be as follows:

(a) *President.* The President shall preside at all meetings. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject; however, to the right of the Board of Directors to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer(s) of the Corporation. The President shall also report on the activities and financial condition of the Corporation at all annual meetings of the members. The President shall encourage the Directors of the Corporation, as well as other volunteers, to use their energies and abilities to advance the purposes of the Corporation.

(b) *Vice-President.* In the absence of the President or in the event of his or her death, inability or refusal to act the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the chair. Any Vice-President shall perform such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors. The Vice-President shall be responsible for establishing the program for each membership meeting and for coordinating with the Hospitality Committee in preparing the meeting space for such programs.

(c) *Secretary.* The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office address of each member of the Board of Directors; and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors under whose supervision he or she shall act. The

Secretary shall serve ex-officio as a member of the Bylaws Committee as it is constituted from time to time. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(d) *Treasurer.* The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; oversee the receipt of moneys due or payable to the Corporation from any source whatsoever, and assure the deposit of all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; oversee the disbursement of funds of the Corporation in accordance with the directives of the Board of Directors, assuring proper receipts and vouchers for such disbursements; and render to the Board of Directors, at its annual meeting and at such other times as may be requested by the Board of Directors, an account of all the transactions of the Treasurer and of the financial condition of the Corporation. The Treasurer shall serve, ex officio, as a member of the Budget and Finance Committee of the Corporation but shall not serve as its chair. The Treasurer shall assure compliance with: (i) financial standards applicable to non-profit organizations, and (ii) applicable federal requirements incident to the Corporation's tax-exempt status. The Treasurer shall in general perform all of the duties incident to the office of treasurer and such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

(e) *Immediate Past President.* This office shall consist of the most recent member who served as President of the Corporation and shall advise the Board and Directors and Executive Committee regarding matters of the Corporation. The immediate Past President shall also serve on the Welcome Committee.

**Section 5.04: Removal.** Any Director removed from office pursuant to Section 4.10 shall be automatically removed as a member of the Executive Board. The Board of Directors may remove any Executive Board officer, with or without cause, subject to majority vote of the members pursuant to the standards herein set forth, when, in its judgment, the best interests of the Corporation will be served thereby.

**Section 5.05: Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise of the Director holding such office, may be filled by the Board of Directors.

**Section 5.06: Resignation.** An Executive Board officer may resign his or her office at any time by tendering his or her resignation in writing to the Corporation. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

**Section 5.07: Delegation of Powers and Duties.** In case of the absence of any Executive Board officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such person to any other office or to any other Director or member for the time being.

## SECTION VI. STANDARDS OF CONDUCT

**Section 6.01: Standards of Conduct.** The Directors and Executive Board members (officers) of the Corporation shall discharge his or her duties as a Director or as an Executive Board officer, including duties as a member of a committee:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner he or she reasonably believes to be in the best interest of the Corporation.

**Section 6.02: Reliance on Third Parties.** In discharging his or her duties, a Director or Executive Board officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Corporation who the Director or Executive Board officer reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, public accountants or other persons as to matters the Director or Executive Board officer reasonably believes are within the person's professional or expert competence; or
- (c) A committee of the Board of Directors of which the Director or Executive Board officer is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.

**Section 6.03: Bad Faith.** A Director or Executive Board officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 6.02 unwarranted.

**Section 6.04: No Liability.** A Director or Executive Board officer is not liable for any action taken, or any failure to take action, as a Director or Officer, if he or she performs the duties of his or her office in compliance with the provisions of this Section, or if he or she is immune from suit under the provisions of T.C.A. § 48-58-601 of the Act.

**Section 6.05: No Fiduciary.** No Director or Executive Board officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

## SECTION VII. COMMITTEES

**Section 7.01: Committees of the Board.** All committees shall consist of two (2) or more members as designated by the President, shall be under the control and serve at the pleasure of the Board of Directors and Executive Board, shall have charge of such duties as may be assigned to them by the Executive Board or these Bylaws and shall maintain a permanent record of their actions and proceedings.

### **Section 7.02: General Provisions for Standing Committees.**

(a) Unless otherwise provided herein and subject to the approval of the Board of Directors, the President shall appoint the chair of all standing committees at each annual meeting of the Board, or as soon as practicable thereafter. The chair of each standing committee shall appoint the members of his/her committee from among the membership. Each committee chair shall work with other committees to promote awareness of the Society and its mission.

(b) A member of a standing committee may resign at any time by giving written notice to the Chair of the committee from which the member is resigning.

(c) The Executive Board may remove a member of a standing committee when, in its judgment, the best interests of the Corporation will be served by such removal.

(d) The President may fill any vacancies in standing committees if necessary, subject to the approval of the Board.

(e) Meetings of standing committees may be called by their respective chair or by the President. Each committee shall meet as often as is necessary to perform its functions.

(f) Each standing committee may adopt rules for its own governance, provided such rules are not inconsistent with the law, the Charter or these Bylaws.

(g) A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any committee meeting. The act of a majority of the members of a standing committee present at a meeting at which a quorum is present shall be the act of the committee. Unless otherwise provided, a chair of a standing committee shall be entitled to vote on any question before the committee.

(h) Each standing committee may invite additional individuals with expertise or familiarity in a pertinent area to meet with and assist the committee. Such individuals shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the committee.

**Section 7.03: Standing Committees.** The Board of Directors and Executive Board shall maintain the following standing committees, and such additional standing committees as it may determine from time to time to be necessary or desirable for its proper functioning:

(a) *Budget and Finance Committee.* This committee shall be responsible for developing and reviewing the accounting/bookkeeping procedures for the Society. This committee shall also prepare the annual budget for approval by the Executive Board. The committee will track how the income and expenditures meet the budget set and report discrepancies to the Board. Any revisions to the budget may be recommended by the committee and approved by the Executive Board at their discretion. All expenditures of the Society must be in the budget for the Treasurer to authorize payment. Expenditures up to \$2,500 not listed in the budget shall require approval by the Board of Directors. Any expenditure over \$2,500 not listed in the budget shall require approval by membership vote.

(b) *Facility Rental and Event Center Committee.* This committee is responsible for coordinating the schedule of events and rentals of the historic Nolensville School. The committee shall also be responsible for recommending and formulating rules and regulations for the use of the Historic Nolensville School.

(c) *Maintenance and Restoration Committee.* This committee is responsible for any and all recommended changes, restoration, general maintenance and/or repairs. This committee shall be responsible, with the assistance of the Executive Board, for drawing up and putting in motion all plans for any upkeep and changes to the Historic Nolensville School and property. The committee shall also be responsible for managing the contents of all storage, utility and event closets and providing oversight for the purchase of necessary supplies needed for the operation and upkeep of the historic Nolensville School and property.

(d) *Museum Committee.* This committee is responsible for collecting, cataloging, storing and displaying historic data or objects and the correct historic interpretation of these works at the historic Nolensville School Museum. The committee shall be prepared to provide oversight of any journal publication and to create a library of all publications and historical data as deemed by the society. This committee also runs the museum located at the Historic Nolensville School.

(e) *Hospitality Committee.* This committee is responsible for overseeing supplies and organizing refreshments served at the membership meetings and for coordinating with the Vice President in preparing the meeting space for such meetings or programs.

(f) *Membership Committee.* The membership committee is responsible for membership drives and processing new candidates for membership. This committee will also conduct membership campaigns as appropriate with the assistance of the Executive Board and be responsible for encouraging attendance at general and special meetings. The committee shall also be responsible for follow-up communication with visitors and their possible membership.

(g) *Welcome Committee.* This committee shall be responsible for greeting, introducing and providing information to new and current NHS members and guests who attend our meetings, programs or events.

(h) *Public Relations and Internet Media Committee.* This committee is responsible for the promotion and advertising of the organization projects and events by drafting and issuing press releases, managing the organization's website, and monitoring social media accounts.

**Section 7.04: Ad Hoc Committees.** The President may from time to time create such ad hoc committees as the President believes necessary or desirable to plan events, projects, investigate matters or to advise the Board. Ad hoc committees shall limit their activities to the accomplishment of the tasks for which created and shall have no power to act except as specifically conferred by the President. Such committees shall operate until their tasks have been accomplished or until earlier discharged by the President.

## SECTION VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

**Section 8.01: Contracts and Employment of Agents.** The Executive Board may authorize any member of the Executive Board or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. The Executive Board is specifically authorized to enter into such agreements as, in its discretion, it may deem necessary or desirable to further or protect the interest of the Corporation.

**Section 8.02: Loans.** No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a vote of the members. Such authority may be general or confined to specific instances.

**Section 8.03: Negotiable Instruments.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Executive Board.

**Section 8.04: Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks trust companies, or other depositories as the Executive Board may select.

## SECTION IX. INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

**Section 9.01: Indemnification of Directors and Officers.** To the maximum extent permitted by the provisions of T.C.A. §§ 48-58-501 et seq. of the Act, as amended from time to time (provided; however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Corporation may indemnify and advance expenses to any person who is or was a director or officer of the Corporation, or to such person's heirs, executors and administrators, for the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is, or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines (including any excess tax assessed with respect to an employee benefit plan), judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(a) The Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Corporation; and

(b) The director or officer conducted himself or herself in good faith, and he or she reasonably believed: (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The conduct of a director or officer with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interest of the participants in, and beneficiaries of, the plan shall be conduct that satisfies the requirements that such person's conduct was at least not opposed to the best interests of the Corporation. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct herein described.

**Section 9.02: Indemnification of Employees and Agents.** The Corporation may, to the maximum extent permitted by the provisions of T.C.A. §§ 48-58-501 et seq. of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors and administrators, to the same extent as set forth in Section 9.01 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in Subsection 9.01(b) above. The Corporation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by the Charter, by these Bylaws, by contract or by general or specific action of the Board of Directors.

**Section 9.03: Non-Exclusive Application.** The rights to indemnification and advancement of expenses set forth in Sections 9.01 and 9.02 above are contractual between the Corporation and the person being indemnified, and his or her heirs, executors and administrators, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board of Directors, by these Bylaws, by the purchase and maintenance by the Corporation of insurance on behalf of a director, officer, employee or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized. The rights of indemnification and advancement of expenses set forth in this Section IX shall also apply, as appropriate, to any person who was an officer, director, employee or agent (or to such person's heirs, executors and administrators) of any association, corporation, partnership or trust which was a predecessor to this Corporation, and to any officer, director, employee or agent of the Corporation, and to any officer, director, employee or agent of the Corporation (or such person's heirs, executors and administrators) who served in any capacity for another association, corporation, partnership or trust at the request of this Corporation.

**Section 9.04: Non-Limiting Application.** The provisions of this Section IX shall not limit the power of the Corporation to pay or reimburse expenses incurred by a director, officer, employee or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.



**Section 9.05: Prohibited Indemnification.** Notwithstanding any other provision of this Section IX, the Corporation shall not indemnify or advance expenses to or on behalf of any director, officer, employee or agent of the Corporation, or such person's heirs, executors or administrators:

(a) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under T.C.A. § 48-58-304 of the Act;

(b) In connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or

(c) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

**Section 9.06: Repeal or Modification Not Retroactive.** No repeal or modification of the provisions of this Section IX, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

## SECTION X. CONFLICTS OF INTEREST

**Section 10.01: General.** A conflict of interest transaction is a transaction with the Corporation in which a Director or Officer of the Corporation has a direct or indirect interest. A Director or Officer of the Corporation has an indirect interest in a transaction if, but not only if, a party to the transaction in another entity in which the Director or Officer has a material interest, or of which the Director or Officer is a general partner, director, officer or director. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director or Officer if the transaction was fair at the time it was entered into or if the transaction is approved as provided in Section 10.02.

**Section 10.02: Manner of Approval.** A transaction in which a Director or Officer of the Corporation has a conflict of interest may be approved if:

(a) The material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Board of Directors or a committee consisting entirely of members of the Board of Directors and the Board of Directors or such committee authorized, approved, or ratified the transaction;

(b) The material facts of the transaction and the Director's or Officer's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction; or

(c) Approval is obtained from:

(i) The attorney general and reporter; or

(ii) A court of record having equity jurisdiction in an action in which the attorney general and reporter is joined as party.

**Section 10.03: Quorum Requirements.** For purposes of Section 10.02, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors, or on a committee consisting entirely of members of the Board of Directors, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved or ratified under this Section by a single director. A quorum is present for the purpose of taking action under this Section if a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 10.02(a) if the transaction is otherwise approved as provided in Section 10.02.

## **SECTION XI. FISCAL YEAR AND CORPORATE RECORDS**

**Section 11.01: Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and end on December 31.

**Section 11.02: Corporate Records.** The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall maintain appropriate accounting records and keep as permanent records minutes of all meetings of its members and Board of Directors, and records of all actions taken by the members or directors without a meeting. The Corporation shall keep a copy of the following records at its principal office:

- (a) The charter or restated charter and all amendments to it currently in effect;
- (b) The bylaws or restated bylaws and all amendments to them currently in effect;
- (c) The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;
- (d) All written communications to the general membership within the past three (3) years,
- (e) Financial statements furnished for the past three (3) years;
- (f) A list of the names and business or home addresses of its current directors and officers; and
- (g) Its most recent annual report delivered to the secretary of state.

### **Section 11.03: Inspection of Records by Members.**

(a) A member is entitled to inspect and copy, during regular business hours and at a reasonable location specified by the corporation, any of the records of the corporation described in Sec. 11.02 if the member gives the corporation a written demand at least five (5) business days before the date on which the member wishes to inspect and copy.

(b) A member may inspect and copy the following records only if: the member's demand is made in good faith and for a proper purpose; the member describes with reasonable particularity the purpose and the records the member desires to inspect; the records are directly connected with the purpose for which the demand is made; and gives the corporation written notice of at least five (5) business days before the date on which the member wishes to inspect and copy:

- i. Accounting records of the corporation; and
- ii. The membership list.

(c) The right of inspection granted by this section may not be abolished or limited by a corporation's charter or bylaws.

## SECTION XII. NOTICE AND WAIVER OF NOTICE

**Section 12.01: Definition of Notice.** Notices include announcements, ballots or any other communication as required under the provisions of these Bylaws, the Charter or the Act. All notices shall be in writing unless oral notice is reasonable in circumstance and not prohibited by these Bylaws and written notice is not expressly required by these Bylaws.

**Section 12.02: Delivery of Notice.** Notice or any other communication may be given or sent by any method of delivery unless prohibited by these Bylaws. This includes electronic transmission if it is retrievable in paper form. Determination of delivery date shall be: Upon deposit into the U.S. mail system or delivery service; when electronic transmission is received by the email service designated by the recipient; or when notice is hand delivered to the member.

**Section 12.03: Waiver.** Whenever any notice is required to be given to any director, officer or member of the Corporation under the provisions of these Bylaws, the Charter, or the Act, a waiver thereof 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.

## SECTION XIII. AMENDMENTS

**Section 13.01: By Members.** The Members may amend or repeal these Bylaws at any annual or special meeting of the members where a quorum is present, provided that the notice of such meeting shall state that the purpose or one (1) of the purposes, of the meeting is to amend the Bylaws and shall also contain a description of the amendment to be considered. An amendment to these Bylaws shall be approved by members by two thirds ( $\frac{2}{3}$ ) of the votes cast or a majority of the voting power, whichever is less. An amendment to these Bylaws which relates solely to the dues required for membership and which establishes or changes a specific amount for dues shall be approved by a majority of the members present and voting unless the charter or bylaws specify a higher voting percentage. These Bylaws may also be amended by the members without a meeting in the same manner as provided herein, by a majority of the total number of votes entitled to be cast.

**Section 13.02: By Board of Directors.** The Board of Directors may not amend these Bylaws at any regular or special meeting of the Board of Directors. The procedure for amending these Bylaws is expressly governed by Section 13.01.

## **SECTION XIV. EXEMPT STATUS**

The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of I.R.C. § 501(c)(3) and, as such, will be exempt from taxation under I.R.C. § 501(a). Any provision of these Bylaws or of the Charter which would in any manner adversely affect the Corporation's tax-exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax-exempt status. The Treasurer will forward the necessary reports/exemption requests as prescribed by current state and federal regulations to maintain any exemptions granted.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

# NHS BYLAW AMENDMENT HISTORY

VERSION	DATE	BYLAW	CHANGE
180910	09/10/2018	Sec. 5.02	Allow an officer to serve an additional term if no candidate is found.
190909	09/09/2019	Sec. 3.01	Limit number of votes per household.
		Sec. 3.03	Limit voting to two (2) members per household.
		Sec. 3.05	Spelling and grammar correction
		Sec. 3.06	Change wording to agree with TN Code §48-23-202(a).
		Sec. 3.11	Clarify record date for determination of membership.
		Sec. 3.12	Change wording and added subsections to clarify the purpose and allowable information on the membership list to agree with TN Code §48-57-201.
		Sec. 3.16	Grammar corrections.
		Sec. 3.17	Clarify procedure necessary for action by written ballot.
		Sec. 5.01	Grammar correction.
		Sec. 5.02	Clarify officer terms.
		Sec. 5.03 (b)	Modify Vice President duties.
		Sec. 5.03 (c)	Spelling and grammar corrections.
		Sec. 5.03 (d)	Modify documents required and a grammar correction.
		Sec. 5.03 (e)	Modify Immediate Past President duties.
		Sec. 7.02 (a)	Added language to encourage teamwork.
		Sec. 7.02 (d)	Modify President's role in filling committee vacancies.
		Sec. 7.03 (a)	Modify Budget and Finance committee duties.
		Sec. 7.03 (b)	Modify Facility Rental and Event committee duties.
		Sec. 7.03 (c)	Modify Maintenance and Restoration committee duties.
		Sec. 7.03 (d)	Modify Museum committee duties.
		Sec. 7.03 (e)	Modify Hospitality committee duties.
		Sec. 7.03 (f)	Modify Membership committee duties.
		Sec. 7.03 (g)	Delete Special Projects Committee and change to Welcome Committee.
		Sec. 7.03 (h)	New committee: Public Relations and Internet Media.
		Sec. 7.04	Modify Ad Hoc committee description.
		Sec. 10.02(a)	Punctuation correction.
		Sec. 10.03	Correct a referenced bylaw to Sec. 10.02 (a).
		Sec. XI	Edit section title.
		Sec. 11.01	Add subsection number to Fiscal Year.
		Sec. 11.02	Subsection added per TN Codes: §48-66-101; §48-66-201; and §48-66-203.
		Sec. 11.03	Subsection added per TN Codes: §48-66-102; §48-66-103; and §48-66-105.
		Sec. XII	Edit section title.
		Sec. 12.01	New subsection defining notice.
		Sec. 12.02	New subsection defining delivery of notice.
		Sec. 12.03	Modify who is eligible to sign a waiver of notice.
		Sec. XIV	Correct spelling errors.