

BY-LAWS

TENNESSEE WOMEN'S POLITICAL CAUCUS

(As amended and adopted October 26, 2008 at the annual business meeting of the Tennessee Women's Political Caucus.)

ARTICLE I

NAME

The name of this corporation shall be the Tennessee Women's Political Caucus, Inc. (hereinafter sometimes referred to as the "TWPC").

ARTICLE II

PURPOSE

The primary purpose of the TWPC shall be to promote full and equal participation of women in government and the political process. It will encourage women to seek public office, whether elected or appointed. A further purpose of the TWPC shall be to support measures that will open up economic and political opportunities for women. In pursuit of these goals, the Tennessee Women's Political Caucus is dedicated to equality for women, the eradication of sexism, racism, anti-Semitism, ageism, violence, poverty, discrimination of any kind, and to ensuring reproductive freedom and freedom of sexual orientation.

ARTICLE III

CHARACTER OF CORPORATION

The Tennessee Women's Political Caucus shall be a non-profit corporation. The Fiscal Year shall be from January 1 through December 31.

ARTICLE IV

MEMBERSHIP

Membership in the Tennessee Women's Political Caucus shall be available without regard to race, color, sex, economic status or national origin.

ARTICLE V

MEETINGS OF MEMBERSHIP

SECTION 1: ANNUAL MEETING

An annual meeting of the membership shall be held at a time and place established by the Board of Directors. The President shall communicate by email or other adequate written notice of each member, not less than fifteen (15) days before such meeting, stating the agenda, place, day, and hour of the annual meeting, and such other information as is required by these Bylaws or the statutes from time-to-time governing nonprofit corporations.

SECTION 2: SPECIAL MEETINGS

Special meetings may be called at the discretion of the officers of the TWPC, in the manner described in Section 1 above. Special meetings shall also be called under the circumstances and in the manner described in the statutes from time-to-time governing nonprofit corporations.

SECTION 3: QUORUM

The members present at any properly announced meeting shall constitute a quorum. Written proxies shall not be permitted.

SECTION 4: VOTING MEMBERS

Each member who is current with her or his dues payment at least 2 days prior to the meeting notice being sent to the membership is entitled to one vote on each item of business at any meeting of the membership. A list of members qualified to vote will be provided by the Secretary/Treasurer prior to the meeting notice being sent.

ARTICLE VI

FEES AND DUES

The annual dues of members shall be payable each year and the amount of the state dues shall be established by the Board of Directors prior to the beginning of each fiscal year. The sum total of TWPC dues shall include local and state dues. If a member does not reside in a locality where there is a local caucus, he or she shall be a Member at Large of the TWPC, and shall pay only state dues.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1: COMPOSITION

The Board of Directors will be made up of the Executive Committee and other duly elected and appointed Officers. The President shall chair the Board. In the absence of the President, the President-Elect shall chair the Board. The President or any three (3) other officers may call a meeting of the Board.

SECTION 2: EXECUTIVE COMMITTEE

The executive committee shall be elected in the same manner as the other elected officers of the Board and shall consist of the President, President-Elect, Secretary, and Treasurer.

SECTION 3: OTHER OFFICERS OF THE BOARD OF DIRECTORS

The other elected officers of the TWPC are the Vice President of Legislation, who shall be from the Middle Tennessee local caucus, the Vice President of Political Planning, Vice President of Public Relations, and Vice President of Membership. The TWPC President shall appoint two At Large members to the Board. In addition, the Immediate Past President of TWPC and the President or the President's designee of each local caucus shall serve on the Board.

SECTION 4: PARLIMENTARIAN

The President may appoint a Parliamentarian from time to time, as needed, in the President's discretion.

SECTION 5: DUTIES

The duties of the Board shall be to conduct the business of the TWPC to include set policy, select priorities, approve major expenditures, establish procedures and perform other functions or activities requisite to the operation of the TWPC, including those directed by the membership. The Board shall develop a written structure for the formation of local caucuses. The officers' duties shall be as more particularly described in the TWPC's policy manual. No officer of the TWPC shall use the title of the office or the name of the TWPC for the purpose of furthering any individual's campaign or for the endorsement of a candidate, except as provided in the official policies and procedures adopted by the Board of Directors of the TWPC. An individual holding a position as an officer may, however, use the title of the office and the name of the TWPC in her or his own campaign for office. Such use shall in no way indicate an endorsement of the individual and her or his campaign for the office by the TWPC.

SECTION 6: TERM OF OFFICE

Board members of the TWPC who are elected at the Annual Meeting shall serve two year terms with a maximum of two consecutive terms for a particular position. A person shall be eligible for election to the same position following at least a one year break in service from the Board. The appointed members of the Board shall be appointed for a one year term. Based upon unique or extraordinary circumstances, the Board of Directors, in its sole discretion and by a majority vote of board members present at a meeting, may extend the term of any officer beyond the term limitations if the Board determines it is in the best interest of the TWPC.

SECTION 7: VACANCIES

A vacancy of a statewide office except President or President-Elect shall be filled by appointment by the President, subject to the approval of the Board, for the unexpired term of office. A vacancy of a member representative of a local caucus shall be filled by the local caucus. In the event of a vacancy in the office of President, the President-Elect shall serve to be President for the unexpired term of office, and shall continue to be President during the year following the next annual meeting of the membership. If a vacancy occurs in the office of President-Elect, that office shall remain vacant until the next annual meeting of the membership, at which time both a President and a President-Elect for the following year shall be elected.

SECTION 8: REMOVAL

Any officer or director, including a member representative of a local caucus, may be removed from her/his position as an officer or director of the TWPC, for misconduct, frequent absences or inattention to duty, or other good cause.

An officer or director elected by members may be removed by the members only, at a meeting called for the purpose of removing that officer or director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the officer or director. An officer or director representing a local chapter may be removed only by that chapter. Either category of officers and/or directors may be removed only if the number of votes cast to remove the officer or director would have been sufficient to elect the director at a meeting to elect officers or directors.

If the Board includes any persons appointed by the President, an appointed director may be removed for cause, as defined above, by the President. The President shall give written notice to the appointed director and the Secretary, and the removal shall be effective when stated in the notice. However, such removal shall be voted on by the membership at a meeting called in accordance with Article V, Section 2, if the director who is removed makes such a request.

SECTION 9: MEETINGS

A simple majority of the Board shall constitute a quorum. The Board shall meet at least quarterly. The Board may conduct a meeting by telephone conference call, at which all Board members participating may simultaneously hear each other. A director participating in such a meeting is deemed to be present in person at the meeting.

SECTION 10: ACTION WITHOUT MEETING

Any action which the Board may take at a 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 take such action at a meeting, is the act of the Board. The action must be evidenced in the minutes of the TWPC.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Each year, members in good standing shall elect the officers of the TWPC at the annual meeting, except that the President-Elect shall succeed to the office of President. The new officers shall begin their terms of office in January of the year following the election. At the President's discretion, voting may be by secret ballot where there is more than one nominee for an office.

ARTICLE IX

COMMITTEES

SECTION 1: NOMINATING COMMITTEE

A Nominating Committee shall be appointed by the President. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting. The Nominating Committee shall report its recommendations to the membership in the annual meeting notice. Additional nominations can be made from the floor.

SECTION 2: BYLAWS COMMITTEE

A Bylaws Committee shall be appointed by the President and will include the President Elect. It shall be the duty of this committee to review the Bylaws and make any necessary recommendations at the annual meeting. The Bylaws Committee shall report its recommendations to the membership in the annual meeting notice.

SECTION 3: LEGISLATIVE COMMITTEE

The Legislative Committee shall develop and implement a legislation agenda to be promoted at the Tennessee General Assembly, to provide direction to the TWPC's lobbyist, and to present said agenda to the Board of the TWPC for approval. The Committee shall be chaired by the Vice President for Legislation. Other members shall include the Legislative Vice President of each local caucus, each local caucus President or her designee, and one or more current members of the TWPC interested in promoting the TWPC's legislative agenda.

SECTION 4: OTHER COMMITTEES

Any Committee or Task Force, as the President or Board shall from time-to-time deem necessary to carry on the work of the TWPC, shall be appointed by the President and approved by the Board.

SECTION 5: PRESIDENT

The President shall be an ex-officio member of all Committees and Task Forces, except the Nominating Committee.

ARTICLE X

BYLAWS

The Bylaws may be amended by the membership at the annual meeting or at a special meeting. An amendment shall be approved by two-thirds of the votes cast. When the Board determines that a situation exists which is not covered by these Bylaws, and action is needed, the Board may adopt or modify a Bylaw to deal with such situation. Such Bylaw shall then be presented to the membership for approval in the manner described here-in-above, at the next annual or special meeting of the members.

ARTICLE XI

LOCAL CAUCUSES

SECTION 1: FORMATION

In order to form a local chapter of the Women's Political Caucus, there shall be at least 10 persons who have paid local and state dues. There will be a formation period in which the local caucus becomes organized and works toward compliance with this section. This period may include a formation board, committees, organizational meetings, and an event. Such local chapter shall adopt bylaws which are consistent with the bylaws of the TWPC. The Local Caucus shall file all such bylaws and amendments thereto, promptly after adoption, with the President of the TWPC. In order to receive recognition as a chapter of the TWPC, and in order to represent itself as an affiliate or chapter of the Women's Political Caucus, the Local Caucus shall have adopted bylaws which have been approved by the Board of the TWPC, shall have elected officers and directors in accordance with its bylaws, and shall have complied with all requirements for recognition set out in the official policies and procedures adopted by the Board of the TWPC, as they may be in effect from time-to-time. All proposed amendments to its bylaws shall also be approved by the Board of the TWPC.

SECTION 2: DUTIES AND FUNCTIONS

Local chapters of the Women's Political Caucus shall, at a minimum do the following:

- A. Hold at least four (4) general membership meetings per year with advance written notice having been sent to all members who have currently paid their dues.
- B. Adopt other policies and procedures consistent with those of the TWPC, including a fiscal year of January 1 through December 31.
- C. Promptly transmit official communications to the TWPC, including but not limited to any reports or information needed to enable the TWPC to prepare and file any document, report, tax return, or any other item in a timely manner.
- D. Collect and forward to the TWPC the state portion of the membership dues paid at the local level, as well as the names, addresses and other information about the members as requested by the TWPC, in a timely manner as determined by the Board of the TWPC.

- E. Pay their pro-rata shares of the expense of the lobbying activities of the TWPC. Such shares shall be determined based on the paid membership of the TWPC as of the date of the TWPC's annual meeting in the calendar year prior to the fiscal year in question. This payment may be waived or reduced by the Board of the TWPC, in its discretion, for a recently formed chapter of the Women's Political Caucus.
- F. Provide an annual report to TWPC prior to the annual meeting that details officers, membership numbers, and a programs / projects report.
- G. Perform any other duties and functions, and carry on any other activities, required from time to time, by these Bylaws or the policy manual of the TWPC.

SECTION 3: CONSEQUENCES OF NONCOMPLIANCE WITH REQUIREMENTS

Noncompliance by a local caucus with the provisions of these Bylaws and/or the policy manual of the TWPC may result in any or all of the following:

- A. Suspension of representation on the Board of the TWPC;
- B. Suspension of local caucus members' right to vote at TWPC meetings;
- C. Denial of the right to represent that it is a chapter of the Women's Political Caucus; and
- D. Any other sanction deemed appropriate by the Board of the TWPC.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the TWPC in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the TWPC may adopt.