

**BYLAWS**  
**OF**  
**MIDDLE TENNESSEE FUND FOR WOMEN & GIRLS**

**ARTICLE I. NAME, OFFICE, AGENT**

**Section 1.1. Name of Corporation.** The name of this organization shall be Middle Tennessee Fund for Women and Girls (known hereafter as the Corporation).

**Section 1.2. Registered Office.** The Corporation shall have and continuously maintain a registered office in the state of Tennessee. In addition, the Corporation may maintain other offices either within or without the State of Tennessee as its operations may require and as the Board of Directors may, from time to time, designate. The registered office shall be identical with the office of the registered agent of the corporation. The Board of Directors may change the place of the registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

**Section 1.3. Registered Agent.** The registered agent of the Corporation shall be an individual resident in the State of Tennessee. Such an agent will be continuously maintained by the Corporation in the state of Tennessee. A new registered agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the Corporation, through the Board of Directors, revokes the appointment of such agent by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the Secretary of State. Such registered agent shall be recognized as an agent of the Corporation on whom any process, notice, or demand required or permitted by law to be served on a corporation may be served.

**ARTICLE II. NONPROFIT PURPOSE**

**Section 2.1. Internal Revenue Code Section 501(c)(3) Purposes.** This Corporation is ordered exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to corporations that qualify as exempt corporations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2.2. Specific Objective and Purpose.** The Corporation is a public charitable Corporation serving women and girls primarily in Rutherford County, Tennessee, and also in counties associated with the Middle Tennessee region. Its mission is to advance the educational, economic, and civic engagement of women and girls, as specified by the purposes of the American Association of University Women, Murfreesboro Branch (AAUW Murfreesboro).

**ARTICLE III. MEMBERSHIP**

The Corporation shall have no members.

## ARTICLE IV. BOARD OF DIRECTORS

**Section 4.1. Number, Term, and Election.** A governing board of directors elected by an affirmative vote of a majority of members of the AAUW Murfreesboro Branch Board shall oversee the Corporation. The Board of Directors will be made up of four voting board members and one nonvoting *ex-officio* member representing AAUW Murfreesboro. A Director may succeed herself or himself in office, and there shall be no limit to the number of consecutive terms a Director may serve. Directors shall serve a term of two (2) years. Each Director, including a Director to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

**Section 4.2. Ex Officio (Non-Voting Members).** *Ex Officio* members shall include the current President of AAUW Murfreesboro Branch, and may include others from time to time, such as project directors, at the discretion of the Corporation Board. *Ex Officio* members shall serve in an advisory capacity and shall not have voting rights.

**Section 4.3. General Powers.** Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, the activities, affairs and property of this Corporation shall be managed, directed and controlled, and its powers exercised by, and vested in, the board. The board shall have the general power to administer the affairs of the Organization, including but not limited to establishing policies and procedures to control financial records.

**Section 4.4. Qualifications.** Board members shall be the age of majority in the State of Tennessee. No board member may be a “Disqualified Person.” A Disqualified Person is defined as a person who contributes an aggregate of more than \$5,000 to the corporation and these contributions are more than two (2) percent of all the contributions and bequests received by the Corporation from the date it was created up to the end of the year the contributions by the Disqualified Person were received.

**Section 4.5. Duties.** It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by the Bylaws;
- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, emailed or faxed to them at such addresses shall be valid notices thereof.

**Section 4.6. Voting.** Except for *Ex Officio* members and co-officers, each board member will have one vote.

**Section 4.7. Quorum.** The quorum of the board shall be a majority of its voting members.

**Section 4.8. Compensation.** Board members will serve without compensation.

**Section 4.9. Non-Liability of Directors.** Board members shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

**Section 4.10. Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation including a Director, officer, employee or other agent of the Corporation against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law

**Section 4.12. Vacancies.** Vacancies on the Board shall be filled by an affirmative vote of a majority of the members of the AAUW Murfreesboro Board then in office. A person elected by AAUW Board to fill a vacancy on the Board shall hold office for the term for which elected or for the balance of the unexpired term of the predecessor in office.

## ARTICLE V. MEETINGS

**Section 5.1. Regular Meetings.** The Board of Directors shall meet quarterly, beginning in July of each year, unless the board determines that there is not sufficient business to address.

**Section 5.2. Annual Meeting.** The Annual Meeting of the Board of Directors shall be held each year to review operations during the immediately preceding year, elect officers and transact such other business as may be properly brought before the meeting. The Board of Directors shall, by resolutions, set the time and place for the Annual Meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

**Section 5.3. Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Board, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Any such request shall state the time and place of the proposed meeting and it shall be the duty of the person making the request to issue the call for such meeting.

**Section 5.4. Notice of Meetings.** Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.

- (b) Special Meetings. At least one week prior notice shall be given by the President of the Corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Directors whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 5.5. Electronic Meetings.** In the interim between meetings of the board, a written, conference call or electronic vote may be taken at the request of the president on any question submitted to all members of the board in writing or by the previously mentioned means. Voting shall close twenty-one days after the question has been submitted. If a majority shall vote on a question sent to the members of the board, the vote shall be counted and shall have the same effect as if cast at a meeting of the board. The board shall be immediately notified of the result.

**Section 5.6. Quorum.** At all meetings of the Board of Directors, a majority of the members shall be necessary to constitute a quorum for the transaction of business, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. The acts of a majority of the Board of Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by statute, by these Bylaws or by the Articles of Incorporation.

## **ARTICLE VI. BOARD OFFICERS**

**Section 6.1. Designation of Officers.** The elected officers shall be board president, vice president of programs, vice president of scholarships, and financial officer. These officers shall constitute the executive committee. Each position may be filled by co-officers.

**Section 6.2. Election and Term of Office.** Officers shall be elected for a term of two years each by an affirmative vote of a majority of the Board of Directors of this Corporation, and each officer shall hold office until she or he resigns or is removed or is otherwise disqualified to serve, or until her or his successor shall be elected and qualified, whichever occurs first. Elections are held at the Annual Meeting.

**Section 6.3. Qualifications.** Only members of AAUW Murfreesboro may be elected officers of the board.

**Section 6.4. Appointed Officers.** The appointed officers shall be a recorder of minutes, communications officer, and additional officers as needed to oversee the work of the Corporation. The president shall select the appointed officers and the Executive Committee shall confirm their appointments.

**Section 6.5. Vacancies.** A vacancy in office shall be filled for the unexpired term by the board.

## **ARTICLE VII. DUTIES OF OFFICERS**

**Section 7.1. General Duties.** Officers shall perform the duties prescribed by these bylaws and by the most recent edition of *Robert's Rules of Order*.

**Section 7.2. President.** The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. She or he shall perform all duties incident to her or his office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise provided by law, by the Articles of Incorporation, or by the Bylaws, she or he shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

**Section 7.3. Vice President of Programs.** The Vice President of Programs shall perform such duties as may be requested by the president and the board and shall attend all of the Corporation's board and executive committee meetings. In the absence of the president, the vice president of programs shall act as presiding officer.

**Section 7.4. Vice President of Scholarships.** The Vice President of Scholarships shall direct the scholarship award process for the Ruth M. Houston Memorial Undergraduate Scholarship and the Butler-Fouts Graduate Memorial Scholarship.

**Section 7.5. Financial Officer.** The Financial Officer shall

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation in such banks, trust companies and other depositories as shall be selected by the Board of Directors.
- (b) Receive and give receipt for monies due and payable to the Corporation from any source whatsoever.
- (c) Disburse or cause to be disbursed the funds of the Organization as may be directed by the Board of Directors taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation or to her or his agent or attorney on request therefore.

- (f) Render to the President and Directors, whenever requested, an account of any or all of her or his transactions as Treasurer and of the financial condition of the Corporation.
- (g) Prepare and certify the financial statements to be included in any required reports.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or the Corporation, or by these Bylaws or which may be assigned to her or him from time to time by the Board of Directors.

#### **Section 7.6. Duties of Appointed Officers:**

- (a) The Recorder of Minutes, who shall be appointed by the president at each board meeting, shall keep minutes of the meeting and submit written minutes to the president two weeks after the meeting.
- (b) The Communications Officer shall oversee the external and internal communications of the Corporation and includes oversight of the website and list serve.

### **ARTICLE VIII. INDEMNIFICATION**

Any person made or threatened to be made a party to any action, suit or proceeding by reason of the fact that she or he is or was a Director or Officer of the Corporation is indemnified against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by her or him in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of her or his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled apart from this provision. In no event shall the Corporation make any payment contemplated hereby if such payment would constitute a taxable expenditure under Section 4945 of the Internal Revenue Code.

### **ARTICLE IX. COMMITTEES**

**Section 9.1. Creation of Committees.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may create one or more committees and delegate to such committees specified and prescribed authority of the Board of Directors to exercise the management of the Corporation; but the designation of such committees and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it. Action of the committees shall be ratified by the Board to the extent possible in its next regular or special meeting. Each committee shall keep regular minutes of its proceedings and report the same to the Board at any regular meeting of the Board.

**Section 9.2. Committee Meetings and Actions.** Meetings and action of each committee shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of

Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE X EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 10.1 Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any two (2) officers (or agents) of the Corporation to enter into any contract or execute and deliver any instrument in the name of and behalf of the Corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 10.2 Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Financial Officer or by the President of the Corporation.

**Section 10.3 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 10.4 Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for nonprofit purposes of this Corporation.

## **ARTICLE XI. CORPORATE RECORDS AND REPORTS**

**Section 11.1 Maintenance of Corporate Records.** The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of Directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

**Section 11.2 Director's Inspection Rights.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the

books, records, and properties of the Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

**Section 11.3 Right to Copy and Make Extracts.** Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**Section 11.4 Periodic Report.** The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.

## **ARTICLE XII**

### **IRS 501(C)(3) TAX EXEMPTION PROVISIONS**

**Section 12.1 Limitations on Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

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

**Section 12.2 Prohibition Against Private Inurement.** No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its Directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

**Section 12.3 Distribution of Assets.** Upon dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distributions shall be made in accordance with all applicable provisions of the laws of this state.

### **ARTICLE XIII. AMENDMENT OF BYLAWS**

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of two-thirds of the Board of Directors.

### **ARTICLE XIV. CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, effect shall be given to the intent manifested by the portion held invalid or inoperative and the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All reference in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Corporation, Certificate of Incorporation, Corporation al Charter, Corporate Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

### **ARTICLE XV. PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of *Robert's Rules of Order* shall govern this Corporation in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

**ADOPTION OF BYLAWS**

The initial Directors or incorporators of this Corporation, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 9 preceding pages, as the Bylaws of this Corporation.

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Dr. Mary Hoffschwelle, President

Dated: February 27, 2015