



BY-LAWS

TENNESSEE WOMEN'S POLITICAL CAUCUS

ARTICLE I

NAME

The name of this corporation shall be the Tennessee Women's Political Caucus, or the National Women's Political Caucus - Tennessee (NWPCTN), a multi-partisan, not-for-profit membership organization incorporated in Tennessee. The name Tennessee Women's Political Caucus and the term NWPCTN, used herein and elsewhere, shall refer to the statewide organization.

ARTICLE II

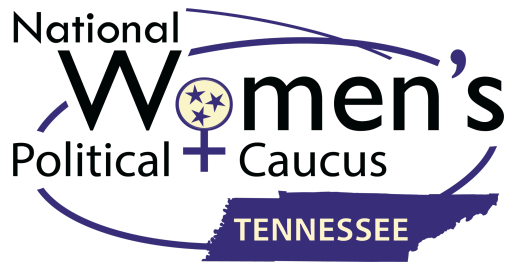
PURPOSE

The purpose of the NWPCTN shall be to promote the full and equal participation of self-identified women in government and the political process, support measures that will encourage economic and political opportunities for women, and to participate in civic, educational, and political initiatives. In pursuit of these goals, the NWPCTN will strive to win equality for women; to ensure reproductive freedom; to achieve quality dependent care; and to eradicate sexism, racism, ableism, anti-Semitism, ageism, violence, poverty, and discrimination on any basis, including sexual orientation and gender identity.

MISSION

The Mission of this organization shall be:

- (a) To encourage and support women to assume leadership roles in government, including both public and party offices, and appointed boards.
- (b) To recruit and develop leaders among women in Tennessee.
- (c) To educate women and other like-minded individuals in the community on local, state, and national issues and proposed policy that affect women, and their families; and to advance coalition within the group and external partners.



ARTICLE III

CHARACTER OF CORPORATION

The NWPCTN shall be a not-for-profit corporation. The Fiscal Year shall be from January 1 through December 31.

ARTICLE IV

MEMBERSHIP

Section 1. Entitlement.

Membership in the NWPCTN shall be open to all persons supporting the purposes of the NWPCTN without regard to racial or ethnic background, national origin, age, disability, economic status, gender, or sexual orientation.

Section 2. Membership in Good Standing, Affiliation.

A person shall be deemed a member in good standing upon payment of dues.

Section 3. Voting Members.

Each member who is current with membership dues at least two days prior to a meeting announcement is entitled to one vote on each item of business at any membership meeting. A list of members qualified to vote will be provided to the President by the Secretary or Vice President of Membership prior to the meeting notice being sent.

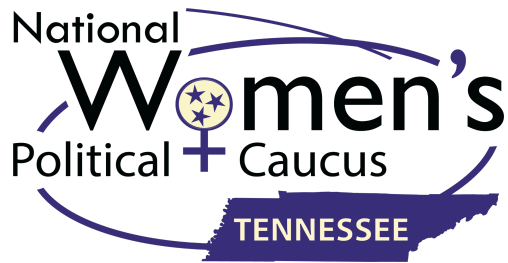
ARTICLE V

DUES AND FISCAL YEAR

Section 1. Fiscal Year. The fiscal year shall be from January 1 through December 31.

Dues.

- (a) NWPCTN membership dues shall be established by the NWPCTN Board of Directors prior to the beginning of each fiscal year and shall be paid yearly.



ARTICLE VI

MEETINGS OF MEMBERSHIP

Section 1: Annual Meeting.

An annual meeting of the NWPCTN membership shall be held at a time and place established by the NWPCTN Board of Directors. The NWPCTN President shall communicate to the membership by email or other adequate written notice 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 NWPCTN.

Section 3. Quorum.

The quorum shall constitute the number of members present.

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: Officers.

The officers of the NWPCTN are President, President-Elect, Vice President of Political Planning, Vice President of Public Relations, Vice President of Membership, Secretary, Treasurer, Parliamentarian, and Immediate Past President.



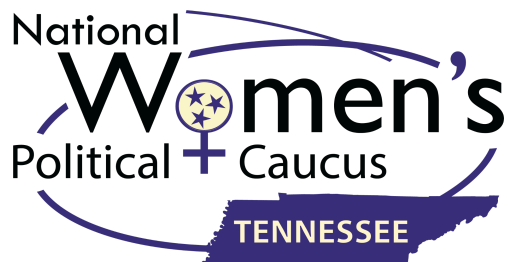
- (a) Term of office is two (2) years. Officers may not serve more than two (2) consecutive terms, but may be reelected after the lapse of a year.
- (b) Based upon unique or extraordinary circumstances, the Board of Directors, in its sole discretion and by a majority vote of the Board members present at a meeting, may extend the term of any officer beyond the term limitations by a majority vote of the Board members if the Board determines it is in the best interest of the NWPCTN.
- (c) Duties of Officers are:

President: The President shall preside at all meetings as the executive officer of the NWPCTN and serve as an ex-officio member of all committees except the Nominating Committee. They shall be a voting member of the NWPCTN Executive Committee, and have the privilege to call meetings of the NWPCTN Board or membership. The President shall guide the activities of the organization to promote the purpose and mission of the NWPCTN in consultation with the officer team, and may serve as a spokesperson for the NWPCTN on issues related to gender equality, women's rights, and political empowerment. If the Treasurer should be indisposed, the President may write checks and use the NWPCTN credit card with a majority vote of the Board. .

President-Elect: The President-Elect shall act as President in the absence or illness of the President. In the event of the President's resignation or incapacity to serve, shall succeed to the office until the next regular election of officers. The President may delegate to the President-Elect such official or other duties as may be necessary for the conduct of business.

Vice President of Political Planning: The VP of Political Planning shall Chair the Political Planning Committee, which shall coordinate the recommendations of candidates for endorsement, provide information on pending legislation relevant to the goals and mission of the NWPCTN, and engage and/or develop programming related to the mission of the organization.

Vice President of Public Relations: The VP of Public Relations shall Chair the Public Relations Committee, which shall coordinate the management of communications, both electronic and



written, press releases, social media messaging, and the development of appropriate marketing materials.

Vice President of Membership: The VP of Membership shall Chair the Membership Committee, which shall coordinate member recruitment and oversee the planning and implementation of membership events of the NWPCTN at the request of the President. The VP of Membership shall keep a current list of members along with the Secretary.

Secretary: The Secretary shall keep records and minutes of meetings, maintain a list of current members, attenders, and subscribers, send meeting notices and flyers, and distribute information from other groups and organizations.

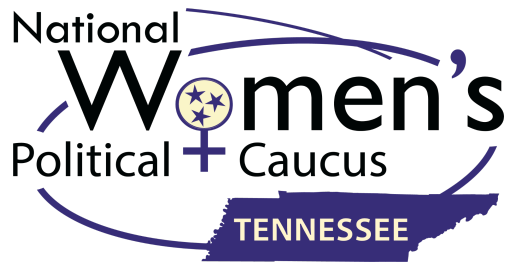
Treasurer: The Treasurer shall Chair the Finance Committee, which is responsible for developing and reviewing fiscal procedures and annual budget with staff and other board members. The Treasurer is responsible for the collection of membership dues, payment of expenditures, and filing any necessary reports. They shall prepare a yearly financial statement of operations.

Parliamentarian: The Parliamentarian shall Chair the Bylaws Committee to review Bylaws as necessary. They assist the President to manage meetings and advise on parliamentary procedure.

Immediate Past President: The Immediate Past President shall serve as an ex-officio member of the Board. They shall provide advice, guidance, and institutional knowledge to the Executive Committee. They may serve on committees or task forces as appointed by the Board. The Immediate Past President shall serve in this capacity for a 2-year term following their tenure as President, unless otherwise specified by the Board of Directors.

Section 6. 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. In the event of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of the term. 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 7. Removal.

Any officer or director may be removed from her/his position as an officer or director for misconduct, frequent absences, inattention to duty, or other good cause. However, such removal shall be voted on by the membership at a meeting called in accordance with Article VI, Section 2, if the appointed director who is removed makes such a request.

ARTICLE VIII

COMMITTEES

Section 1. Executive Committee.

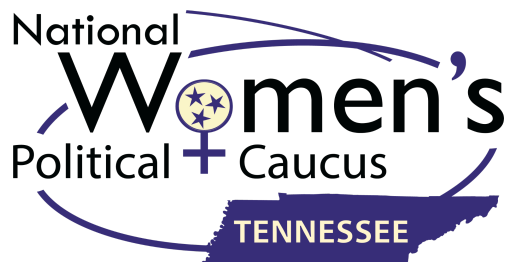
The Executive Committee shall be chaired by the President, and Board officers serve as the members of the Executive Committee. The Executive Committee shall have the power and authority to conduct the business of the NWPCTN to set policy, select priorities, approve major expenditures, establish procedures and perform other functions or activities requisite to the operation of the NWPCTN, including those directed by the membership.

Section 2. Finance Committee.

The Finance Committee shall be chaired by the Treasurer, which has a minimum three (3) members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee.

Section 3. Internal Audit Committee.

The Board on an annual basis shall appoint an internal audit committee who shall monitor the audit process. The internal audit committee shall be chaired by a member of the board that does not serve on the Finance Committee and shall have at minimum two (2) members from the Finance Committee represented.



Section 4. Political Planning Committee.

The Political Planning Committee shall be chaired by the Vice President of Political Planning. It shall be the duty of this committee to coordinate the recommendations of candidates for endorsement to the NWPCTN membership; provide information on pending legislation relevant to the goals and mission of the NWPCTN; and engage and/or develop programming related to policies and issues relevant to the organization.

Section 5. Public Relations Committee.

The Public Relations Committee shall be chaired by the Vice President of Public Relations. It shall be the duty of this committee to manage communications, both electronic and written, draft press releases, coordinate social media messaging, and develop appropriate marketing materials.

Section 6. Membership Committee.

The Membership Committee shall be chaired by the Vice President of Membership. It shall be the duty of this committee to recruit members to the NWPCTN, plan Membership meetings at the direction of the President, and in coordination with the Secretary, maintain the current register of members.

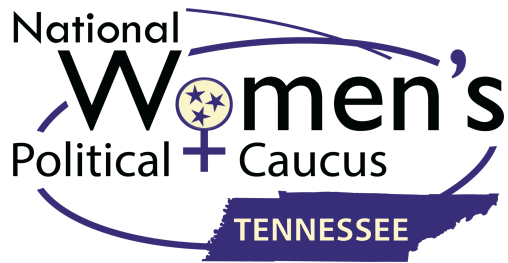
Section 7. Nominating Committee.

The Chair of the 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 9. Bylaws Committee.

The Parliamentarian chairs the Bylaws Committee. 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 10. Other Committees.



Section 10. **Other Committees.**

If necessary to carry on the work of the NWPCTN, a Committee or Task Force shall be appointed by the President and approved by the Board.

ARTICLE IX

MEETINGS OF THE BOARD

Section 1. Quorum.

A simple majority of the Board shall constitute a quorum.

Section 2. Quarterly Meetings.

The Board shall meet quarterly at minimum. The Board may conduct a meeting by telephone conference call or electronic means, at which all Board members participating may simultaneously hear each other. A Board member participating in such a meeting is deemed to be present in person at the meeting.

Section 3. Actions Between Meetings.

Any action which the Board may take at a meeting may be taken between meetings in a telephonic and/or electronic means with a majority of the Board voting. The action must be evidenced in the minutes of the next Board meeting.

ARTICLE X

NOMINATIONS AND ELECTIONS

Each year, members in good standing shall elect the officers of the NWPCTN at the NWPCTN 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 or the date of election 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 XI

BYLAWS

The Bylaws may be amended by the membership at the annual meeting or at a special meeting. An amendment shall be approved by a majority 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 a 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 XII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the NWPCTN 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 NWPCTN may adopt.

ARTICLE XIII

DISSOLUTION

In case of dissolution of this organization, all assets remaining after payment of authorized expenditures shall be distributed to an organization similar in its goals as provided for under the Internal Revenue Code of the United States of America with no part to be distributed to any individual.