

**GREATER INDIAN SPRINGS COMMUNITY CHEST, INC.**

**BYLAWS**

**(REVIEWED NOVEMBER 10, 2022)**

## **TABLE OF CONTENTS**

ARTICLE I: DEFINITIONS	Page 3
ARTICLE II: MEMBERSHIP	Page 3
ARTICLE III: BOARD OF DIRECTORS	Page 4
ARTICLE IV: OFFICERS	Page 6
ARTICLE V: COMMITTEES	Page 7
ARTICLE VI: SALARIES	Page 11
ARTICLE VII: FISCAL YEAR	Page 11
ARTICLE VIII: SIGNATURES AND ENDORSEMENTS	Page 11
ARTICLE IX: LIABILITIES AND BONDING	Page 11
ARTICLE X: AMENDMENTS	Page 11
ARTICLE XI: VOTING PROCESS	Page 11
ARTICLE XII: REVIEW OF BYLAWS	Page 12

**GREATER INDIAN SPRINGS COMMUNITY CHEST, INC.  
BY LAWS**

ARTICLE 1 – DEFINITIONS

- Section 1: “CORPORATION” shall be the Greater Indian Springs Community Chest, Inc., (GISCC) with its principal office in the community of Indian Springs, Tennessee.
- Section 2: “MEMBER” shall be any person eighteen (18) years of age or over who is a contributor to the CORPORATION in either funds, services or other property accepted by the CORPORATION.
- Section 3: “BOARD OF DIRECTORS” shall also be known as “BOARD” or “DIRECTORS” and are elected at the Annual Membership Meeting by the MEMBERS as prescribed in ARTICLE III.
- Section 4: “OFFICERS” shall be the positions of President, President-Elect, Secretary, and Treasurer and are elected at the Annual BOARD Meeting by the DIRECTORS as prescribed in ARTICLE IV. OFFICERS must have legal primary residence in the area defined by the GISCC Community Aid Guidelines.
- Section 5: “EXECUTIVE COMMITTEE” shall consist of the OFFICERS, Immediate Past-President, and not less than four (4) nor more than six (6) DIRECTORS who agree to serve on the EXECUTIVE COMMITTEE and are approved by the BOARD as prescribed in ARTICLE V – Section 1. All EXECUTIVE COMMITTEE members, whether OFFICERS or not, must have legal primary residence in the area defined by the GISCC Community Aid Guidelines.

ARTICLE II – MEMBERSHIP

- Section 1: Number and Term of Office. There are no limits on the number of MEMBERS who may belong to the CORPORATION. MEMBERS shall qualify to be part of the CORPORATION on an annual basis.
- Section 2: Powers and Duties.
- Section 2a: Voting Rights. Each MEMBER shall be entitled to one vote in all Membership Meetings. A majority of the votes cast shall control.
- Section 2b: Qualification. The qualification for membership must be met each year as defined by ARTICLE I, Section 2.
- Section 3: Termination. Failure of any MEMBER to contribute to the CORPORATION during any fiscal year of the CORPORATION, as hereinafter defined in ARTICLE VII, shall automatically terminate his/her Membership.
- Section 4: Withdrawal. Any MEMBER may withdraw his/her Membership by notice to any Officer of his/her intention to do so.
- Section 5: Expulsion. MEMBERS may be expelled by majority vote of the BOARD or EXECUTIVE COMMITTEE. Reasons for expulsion include but are not limited to: criminal conviction, violation of GISCC bylaws, or any other action deemed detrimental or contrary to the mission of the CORPORATION.
- Section 6: Reinstatement.

Section 6a: Terminated MEMBERS shall automatically be reinstated as of twenty-four (24) hours after making a contribution to the CORPORATION.

Section 6b: Withdrawn MEMBERS may be reinstated as of twenty-four (24) hours following receipt of notice to the Secretary of his/her intention to do so, provided he/she meets all the conditions of Membership.

Section 6c: Expelled MEMBERS may apply for reinstatement after one (1) year of being expelled, and such reinstatement may only be permitted by a majority of the BOARD or EXECUTIVE COMMITTEE.

#### Section 7: Meetings.

Section 7a: Annual Membership Meeting. The Annual Membership Meeting shall be scheduled by the President and shall be held at such time and place in the Greater Indian Springs Community, as may be designated in the call, on such a date between thirty (30) days prior or thirty (30) days after the first day of the fiscal year of the CORPORATION. The purpose of this Meeting shall be for the election of DIRECTORS and for the transaction of such other business as may come before it.

Section 7b: Notice of Annual Membership Meetings. Notice of meetings shall be given by publication in a daily newspaper published in the City of Kingsport at least three (3) days before the date of said meeting and in such a manner as may be prescribed by law or deemed appropriate by the BOARD. Such notice shall state the time and place of the meeting, In addition, DIRECTORS shall be notified in a manner as prescribed in ARTICLE III – Section 7c.

Section 7c: Special Membership Meetings. Special Membership Meetings may be held at such time and place in the Greater Indian Springs Community upon call of the President, EXECUTIVE COMMITTEE or by one-third (1/3) of the DIRECTORS.

Section 7d: Quorum. Five (5) MEMBERS present in person shall constitute a quorum at any Membership Meeting. A Quorum must be present in order for any official business to be transacted for the CORPORATION.

Section 7e: Procedures. The President, or in his/her absence, the President-Elect, or in his/her absence, a DIRECTOR appointed by the President, or in his/her absence, a DIRECTOR selected by the BOARD shall preside as Chairperson. The Secretary, or in his/her absence, a DIRECTOR appointed by the Chairperson to act as Secretary of the Membership Meeting, shall keep a record of the proceedings.

#### ARTICLE III – BOARD OF DIRECTORS

Section 1: Qualifications. To qualify to serve as a DIRECTOR of the CORPORATION, a person must be a duly accredited MEMBER (ARTICLE 1 – Section 2 and ARTICLE II – Section 1 and ARTICLE II – Section 2b).

Section 2: Number and Term of Office. The BOARD shall consist of not less than seven (7) nor more than forty (40) qualified MEMBERS, who shall be elected to serve a three (3) year term. DIRECTORS shall assume office immediately upon election to office.

Section 3: Powers and Duties. The BOARD shall manage and control the affairs of the CORPORATION, including the duties as prescribed in ARTICLE III – Section 7a. DIRECTORS shall also ensure proper use and handling of all CORPORATION finances and assets, and promote the goodwill of the CORPORATION and seek opportunities for additional MEMBERS. From time to time DIRECTORS may be requested to provide Community Aid Investigations and provide recommendations for those in need of assistance within the Community of the CORPORATION.

Section 4: Election. The BOARD shall be elected at the Annual Membership Meeting by the MEMBERS.

Section 5: Removal from Office. Unless otherwise provided by law, DIRECTORS shall be subject to removal, with or without cause, and at any time, by affirmative vote of a majority of the BOARD or EXECUTIVE COMMITTEE.

Section 6: Vacancies. If any vacancy in the BOARD shall occur through any cause, the remaining DIRECTORS, by affirmative vote of a majority of DIRECTORS present at an Annual BOARD Meeting or Special BOARD Meeting, may elect a successor for the unexpired portion of the term in respect of which vacancy occurred.

In the event of an increase in the number of DIRECTORS by an Amendment of the CORPORATION'S Bylaws, the newly created offices shall be filled by election at the Annual Membership Meeting.

Section 7: Meetings.

Section 7a: Annual BOARD Meetings. The Annual BOARD Meeting, for the purpose of electing OFFICERS (as prescribed in ARTICLE IV – Section 4); electing an EXECUTIVE COMMITTEE (as prescribed in ARTICLE 1 – Section 5 and ARTICLE V – Section 1); approving an Annual Budget; and for the transaction of such other business as may come before it, shall be held on the same date, at the same location and immediately following the Annual Membership Meeting.

Section 7b: Special BOARD Meetings. Special BOARD Meetings shall be held whenever called by the President or at least five (5) DIRECTORS.

Section 7c: Notice of Meetings. The Secretary shall notify each DIRECTOR of each Meeting by mail, telephone, e-mail or other form of electronic communication (text, social media, etc.) at least three (3) days before the date of said Meeting.

Section 7d: Quorum. At least five (5) DIRECTORS present in person shall constitute a quorum at any BOARD Meeting. A Quorum must be present in order for any official business to be transacted for the CORPORATION. Section 7e: Procedures. The President, or in his/her absence, the President-Elect, or in his/her absence, a DIRECTOR appointed by the President, or in his/her absence, a DIRECTOR selected by the BOARD shall preside as Chairperson. The Secretary, or in his/her absence, a DIRECTOR appointed by the Chairperson to act as Secretary of the BOARD Meeting, shall keep a record of the proceedings.

## ARTICLE IV – OFFICERS

Section 1: Qualifications. To qualify to serve as an OFFICER of the CORPORATION, a person must be a DIRECTOR of the CORPORATION and meet qualifications as outlined in Article I, Section 4.

Section 2: Term of Office. Notwithstanding any other provisions of the CORPORATION Bylaws, the OFFICERS shall be elected to serve from the time of their election until their successors are duly elected.

Section 3: Powers and Duties.

Section 3a: President. The President shall be the chief executive officer of the CORPORATION. He/She shall be the Chairperson of the BOARD and Chairperson of the EXECUTIVE COMMITTEE. He/She shall give counsel and advise as he/she may deem essential to the best interest of the CORPORATION, and see that all orders and resolutions of the BOARD and EXECUTIVE COMMITTEE are carried into effect. He/She shall exercise active supervision over the affairs and business of the CORPORATION and shall have general powers and duties of supervision usually vested in the office of the President of a corporation. He/She shall execute all contracts and agreements authorized by the BOARD and/or EXECUTIVE COMMITTEE, and shall execute all deeds and other instruments to be under the seal of the CORPORATION. The President shall appoint such agents and employees as may be deemed necessary for the proper conduct of the business of the CORPORATION with the stipulation that the appointment of staff and other employees who serve for remuneration shall be approved, in advance, by the BOARD. He/She shall perform all other duties as may be required by law and all other duties as may be assigned by the BOARD and/or EXECUTIVE COMMITTEE. The President shall make committee appointments, subject to all other provisions of the CORPORATION Bylaws, and shall serve as an ex-officio member on all committees.

Section 3b: President-Elect. In the absence of the President, the President-Elect shall have all the powers and shall perform all the duties of the President. He/She is considered to be in training for the office of President and is expected to assume the office of President after a one (1) year term. The President-Elect shall perform such duties as designated by the President and seek to become familiar with the executive responsibilities and duties associated with the office of President of the CORPORATION.

Section 3c: Secretary. The Secretary shall record the minutes of all the meetings and proceedings of the MEMBERS, BOARD, and EXECUTIVE COMMITTEE in either hardcopy or electronic form. He/She shall attend to the giving and serving of all notices as prescribed in the CORPORATION Bylaws. He/She shall have custody of the seal of the CORPORATION and shall affix the same, attested by his/her signature, to all instruments to be under the seal of the CORPORATION. He/She may sign with the President all contracts, agreements, and other obligations authorized by the BOARD and/or EXECUTIVE COMMITTEE. He/She shall perform all other duties as may be required by law and all other duties as may be assigned by the BOARD and/or EXECUTIVE COMMITTEE. The Secretary shall perform all acts incident to the office of Secretary of a corporation under the laws of the State of Tennessee.

Section 3d: Treasurer. The Treasurer shall be the official custodian of all funds and securities of the CORPORATION, and shall deposit the same in such banks or other depositories as BOARD or EXECUTIVE COMMITTEE may designate or approve. Whenever required by the President, BOARD, or EXECUTIVE COMMITTEE, the Treasurer shall render statements of the CORPORATION'S accounts. The Treasurer shall submit all necessary financial records to a third party auditor for an annual review and return the results to the BOARD; be responsible for filing IRS Form 990; filing of the Incorporation Registration with the Division of Charitable Solicitations with the State of Tennessee; and shall perform all other duties as may be required by law and all other duties as may be assigned by the BOARD and/or EXECUTIVE COMMITTEE. The Treasurer shall perform all acts incident to the office of Treasurer of a corporation under the laws of the State of Tennessee. All expenditures beyond the approved budget items must be approved by the EXECUTIVE COMMITTEE.

Section 4: Election. At the beginning of each Annual BOARD Meeting, the President-Elect shall assume the office of President. If for any reason the President's office is not filled by the former President-Elect, the BOARD shall elect a President. Immediately upon the office of President being filled, the President-Elect, Secretary, and Treasurer shall then be elected. If for any reason the BOARD shall fail to elect OFFICERS at the Annual BOARD Meeting, the existing OFFICERS shall hold over and continue to perform their duties until their successors are properly determined and placed in office.

Section 5: Removal from Office. Unless otherwise provided by law, OFFICERS shall be subject to removal, with or without cause, and at any time, by affirmative vote of a majority of the BOARD or EXECUTIVE COMMITTEE.

Section 6: Vacancies. If any vacancy of an OFFICER shall occur through any cause, the BOARD or EXECUTIVE COMMITTEE, by majority vote may elect a successor for the unexpired portion of the term.

#### ARTICLE V – COMMITTEES

##### Section 1: EXECUTIVE COMMITTEE.

Section 1a: Qualifications. To qualify to serve on the EXECUTIVE COMMITTEE of the CORPORATION, a person must be a DIRECTOR of the CORPORATION and meet qualifications as outlined in Article I, Section 5.

Section 1b: Term of Office. Notwithstanding any other provisions of the CORPORATION Bylaws, the EXECUTIVE COMMITTEE shall be appointed to serve from the time of their appointment until their successors are duly appointed.

Section 1c: Powers and Duties. The EXECUTIVE COMMITTEE shall have and exercise by action of the majority of all of its members all the powers and duties of the BOARD (ARTICLE III – Section 3), in the interim between meetings of the BOARD, in the management of the business of the CORPORATION, except as limited by the Bylaws of the CORPORATION.

Section 1d: Removal from Office. Unless otherwise provided by law, EXECUTIVE COMMITTEE Members shall be subject to removal, with or without

cause, and at any time, by affirmative vote of a majority of the BOARD or EXECUTIVE COMMITTEE.

Section 1e: Vacancies. Interim vacancies in the EXECUTIVE COMMITTEE shall be filled through appointment by the President, subject to the approval of the BOARD or EXECUTIVE COMMITTEE.

Section 1f: Meetings.

- (i) Meetings. EXECUTIVE COMMITTEE Meetings shall be held whenever called by the President.
- (ii) Notices. The Secretary shall notify each EXECUTIVE COMMITTEE member of a called Meeting at least twenty-four (24) hours before the date of said Meeting.
- (iii) Quorum. A majority of the members of the EXECUTIVE COMMITTEE shall constitute a quorum of the EXECUTIVE COMMITTEE. A Quorum must be present in order for any official business to be transacted for the CORPORATION.
- (iv) Procedures. The President, or in his/her absence, the President-Elect, or in his/her absence, an EXECUTIVE COMMITTEE member appointed by the President, or in his/her absence, an EXECUTIVE COMMITTEE member selected by the EXECUTIVE COMMITTEE shall preside as Chairperson. The Secretary, or in his/her absence, a DIRECTOR appointed by the Chairperson to act as Secretary of the EXECUTIVE COMMITTEE Meeting, shall keep a record of the proceedings.

Section 2: Budget and Admissions Committee.

Section 2a: Number and Term of Office. The Budget and Admissions Committee shall consist of not less than four (4) nor more than twelve (12) DIRECTORS who are appointed by the President with the approval of the BOARD or EXECUTIVE COMMITTEE. Notwithstanding any other provisions of the CORPORATION Bylaws, the Budget and Admissions Committee shall be appointed to serve from the time of their appointment until their successors are duly appointed.

Section 2b: Powers and Duties. The Budget and Admissions Committee shall be responsible for reviewing the budget requests of the member agencies of the CORPORATION and for recommending to the BOARD the annual budget, including a recommendation of the campaign goal. The Committee shall be responsible for reviewing from time to time throughout the year the financial reports of the CORPORATION, including receipts from pledges and all other sources and the disbursements made in accordance with the annual budget. The Committee shall advise the EXECUTIVE COMMITTEE and/or BOARD of any changes in the annual budget that appear necessary or expedient. The Committee shall also review all applications from new agencies for admission to the member agencies of the CORPORATION and submit the recommendation to the BOARD for final action.

Section 2c: Removal from Office. Unless otherwise provided by law, Committee Members serve at the discretion of the President.



Section 2d: Vacancies. In the event of a vacancy on the Committee for any reason, the President may appoint a replacement, subject to the approval of the BOARD or EXECUTIVE COMMITTEE.

Section 2e: Meetings.

- (i) Meetings. Meetings shall be scheduled as deemed appropriate by the Committee Chairperson.
- (ii) Notices. The Chairperson shall notify each Committee Member of a called Meeting at least twenty-four (24) hours before the date of said Meeting.
- (iii) Quorum. One-third (1/3) of the members of the Committee shall constitute a quorum of the Committee. A Quorum must be present in order for any official business to be transacted for the CORPORATION.
- (iv) Procedures. The President shall appoint a Chairperson of the Committee. The Committee Chairperson shall appoint a committee person to serve as secretary of the Committee. The Committee shall be empowered to establish its own rules or procedures unless otherwise directed by the BOARD or EXECUTIVE COMMITTEE.

Section 3: Nominating Committee.

Section 3a: Number and Term of Office. The Nominating Committee shall consist of not less than three (3) nor more than twelve (12) DIRECTORS who are appointed by the President with the approval of the BOARD or EXECUTIVE COMMITTEE. Notwithstanding any other provisions of the CORPORATION Bylaws, the Nominating Committee shall be appointed to serve from the time of their appointment until their successors are duly appointed.

Section 3b: Powers and Duties. The Nominating Committee shall recommend the names of qualified MEMBERS as candidates for the BOARD. Additional nominations may be made from the floor by any MEMBER present in person by submitting the name of the qualified MEMBER he/she wishes to place into nomination. The Committee shall also recommend the names of qualified DIRECTORS as candidates for OFFICERS. Additional nominations may be made from the floor by any DIRECTOR present in person by submitting the name of the qualified DIRECTOR he/she wishes to place into nomination.

Section 3c: Removal from Office. Unless otherwise provided by law, Committee Members serve at the discretion of the President.

Section 3d: Vacancies. In the event of a vacancy on the Committee for any reason, the President may appoint a replacement, subject to the approval of the BOARD or EXECUTIVE COMMITTEE.

Section 3e: Meetings.

- (i) Meetings. Meetings shall be scheduled as deemed appropriate by the Committee Chairperson.

- (ii) Notices. The Chairperson shall notify each Committee Member of a called Meeting at least twenty-four (24) hours before the date of said Meeting.
- (iii) Quorum. One-third (1/3) of the members of the Committee shall constitute a quorum of the Committee. A Quorum must be present in order for any official business to be transacted for the CORPORATION.
- (iv) Procedures. The President shall appoint a Chairperson of the Committee. The Committee Chairperson shall appoint a committee person to serve as secretary of the Committee. The Committee shall be empowered to establish its own rules or procedures unless otherwise directed by the BOARD or EXECUTIVE COMMITTEE. Section 4: Other Committees.

Section 4a: Number and Term of Office. The President shall be empowered to appoint such other Committees, subject to the approval of the BOARD or EXECUTIVE COMMITTEE, as may be deemed necessary to carry out the work of the CORPORATION. Committees whose termination is not specifically provided for in the CORPORATION Bylaws or designated by the BOARD or EXECUTIVE COMMITTEE shall serve until the end of the fiscal year of their appointment.

Section 4b: Powers and Duties. Appointed Committees shall carry out the duties as may be directed by the President, BOARD, and/or EXECUTIVE COMMITTEE.

Section 4c: Removal from Office. Unless otherwise provided by law, Committee Members serve at the discretion of the President.

Section 4d: Vacancies. In the event of a vacancy on the Committee for any reason, the President may appoint a replacement, subject to the approval of the BOARD or EXECUTIVE COMMITTEE.

Section 4e: Meetings.

- (i) Meetings. Meetings shall be scheduled as deemed appropriate by the Committee Chairperson.
- (ii) Notices. The Chairperson shall notify each Committee Member of a called Meeting at least twenty-four (24) hours before the date of said Meeting.
- (iii) Quorum. One-third (1/3) of the members of the Committee shall constitute a quorum of the Committee. A Quorum must be present in order for any official business to be transacted for the CORPORATION.
- (iv) Procedures. The President shall appoint a Chairperson of the Committee. The Committee Chairperson shall appoint a committee person to serve as secretary of the Committee. The Committee shall be empowered to establish its own rules or procedures unless otherwise directed by the BOARD or EXECUTIVE COMMITTEE.

## ARTICLE VI – SALARIES

All MEMBERS, OFFICERS, DIRECTORS, and Committee Members of CORPORATION shall serve without remuneration. The BOARD or EXECUTIVE COMMITTEE may determine the compensation and conditions of employment for Contractors, Consultants, Staff, or other Employees, if any.

## ARTICLE VII – FISCAL YEAR

The fiscal year of the CORPORATION shall begin on October 1<sup>st</sup> and end with September 30<sup>th</sup> of each year.

## ARTICLE VIII – SIGNATURES and ENDORSEMENTS

Section 1: Signatures. All checks of the CORPORATION, notes, bonds, and other promises to pay money, shall be signed by either the Treasurer or the President, or in the absence of either, such OFFICER or DIRECTOR as approved by the BOARD or EXECUTIVE COMMITTEE.

Section 2: Endorsements. Checks, drafts, notes, and other negotiable instruments payable to the CORPORATION shall be endorsed for collection or deposit by the Treasurer.

## ARTICLE IX – LIABILITIES and BONDING

Section 1: General Liability. No MEMBER, OFFICER, DIRECTOR, Committee Member, or other person shall contract or incur any debt on behalf of the CORPORATION, or in any way render it liable unless specifically authorized by the BOARD, EXECUTIVE COMMITTEE, or vote of the MEMBERS. No MEMBER, OFFICER, DIRECTOR, Committee Member, or any other person is authorized to promise moral or financial support on behalf of the CORPORATION unless specifically authorized by the BOARD, EXECUTIVE COMMITTEE, or vote of the MEMBERS.

Section 2: Immunity of MEMBERS. No MEMBER, OFFICER, DIRECTOR, or Committee Member shall be personally liable for the acts of the CORPORATION, its OFFICERS, or DIRECTORS.

Section 3: Bonding. Any MEMBER, OFFICER, DIRECTOR, Committee Member, Employee, or other person so designated may be required by the BOARD or EXECUTIVE COMMITTEE to give bond in such form as shall be satisfactory to the BOARD or EXECUTIVE COMMITTEE for faithful performance of his/her duties. The CORPORATION shall pay the cost of the bond.

## ARTICLE X – AMENDMENTS

The Bylaws of the CORPORATION shall only be amended by an affirmative vote of the majority of the DIRECTORS present at any Annual BOARD Meeting or Special BOARD Meeting. Meeting notices shall specifically identify that Bylaw Amendments will be on the meeting agenda. Changes to the Bylaws shall become effective as soon as the majority vote is received.

## ARTICLE XI – VOTING PROCESS

Votes may be cast either in person or in writing (including e-mail) on all proposed business of the CORPORATION unless specifically restricted by the Bylaws.

ARTICLE XII – BYLAW REVIEW

Bylaws shall be reviewed at a minimum of every three years by the Executive Committee. Additional reviews may be conducted as deemed necessary.