

Bylaws of The South Knoxville Alliance of Businesses & Professionals

Article I. Name, Boundaries, and Values

Section 1.1 Name

The name of this organization is the South Knoxville Alliance (SKA). It shall be a nonprofit organization organized under the laws of the State of Tennessee.

Section 1.2 Boundaries

The boundaries of the SKA (the "Boundaries") are roughly defined by organizations existing within the 37920 zipcode, and shall be geographically associated with the urban wilderness trails and proposed greenways located therein. The Boundaries can and will be changed from time-to-time by a majority vote of the Board of Directors, as new organizations become involved.

Section 1.3 Mission & Core Values

SKA's mission is to promote the well-being and success of the South Knoxville business and professional community thereby enhancing the quality of life of South Knoxville communities.

Article II. Alliance Management

Section 2.1 Board of Directors

The activities and priorities of the Alliance shall be managed and controlled by a Board of Directors. The Directors shall be elected annually as provided in this document. The Directors shall serve without exposure of personal liability for their actions. This shall not, however, relieve any Director for conduct which is willful, wanton, or grossly negligent. Board members shall participate in all Board and membership meetings. They shall determine Alliance priorities and approve all plans and policies to achieve these priorities.

Section 2.2 Prohibition Against Sharing in Organization Earnings

No Director shall receive compensation, except for expenses that are approved by the Board prior to expenditure. No such persons shall be entitled to share in the distribution of any of the Alliance's assets upon dissolution of the Alliance.

Section 2.3 Finances

The Chair may bind the Alliance to any contract or other obligation in an amount not to exceed Five Hundred Dollars (\$500). If the amount exceeds Five Hundred Dollars (\$500) but is less than Five Thousand Dollars (\$5000), The Executive Committee may bind the organization by a majority vote without further action or approval by either the Board or the Membership. The Board of Directors must approve any amount in excess of Five Thousand Dollars (\$5,000) but less than Ten Thousand Dollars (\$10,000) without further approval of the membership. Any amount to be expended in excess of Ten Thousand Dollars (\$10,000) must be submitted to the membership for a vote.

Article III. Board of Directors

Section 3.1 Composition

A Board of Directors shall consist of a minimum of five (5) representatives of the membership. At all times, the Board must consist of an odd number of directors.

Section 3.2 General Powers

All powers of the Alliance shall be vested in the Board of Directors, including power of the purse, unless otherwise specified in these bylaws. The Board shall manage and control the day-to-day affairs of this Alliance, as specified in these bylaws.

Section 3.3 Eligibility

Each eligible candidate who is willing to serve and is current with all dues payments shall be eligible for election to the Board, subject to the requirements and manner of election specified in these bylaws.

Section 3.4 Terms

Subsection A Length

Each Director shall serve two (2) year terms. Each Director shall hold office for the term to which they are elected and until their successor has been elected and installed in office.

Notwithstanding the foregoing, during the first annual meeting, all Directors shall be elected. The President and one Director shall serve one-year terms; the Secretary, Treasurer, and the other Director shall serve two-year terms after the first election; thereafter, the normal schedule shall apply.

Subsection B Early Termination and Replacement

Any Board vacancy other than normal expiration of term of office may be filled by the affirmative majority vote of the remaining Directors from among eligible and willing candidates. Any Directors so elected shall fill the unexpired term of their predecessors in office. Any Director may resign by submitting written notice to the Board. Replacement shall be the first order of business at the next Board meeting.

Subsection C Removal

Any of the Directors may be removed, with cause, by a simple majority vote of the Directors then in office at any regular or special Board meeting.

If a Director misses 2 consecutive board or membership meetings, a written notice of absence will be sent by the Chair by paper or electronic message. If a Director misses 3 consecutive meetings, the Director may be removed by a simple majority vote of the Directors then in office at any regular or special Board meeting.

Subsection D Term Limits

Directors in office may not serve more than two (2) consecutive full or partial terms, whether elected or appointed.

Section 3.5 Elections

Subsection A Time and Place

Election of the Board of Directors shall take place at the annual membership meeting. An individual must be present to be nominated or provide a letter of intent to serve if elected. Self-nominations will be accepted.

Elections shall be conducted each year at the annual meeting. At the meeting, the membership shall elect a President, Secretary, and Treasurer, who shall be three different people, plus two Directors who do not hold an office. Elections shall be staggered, with the President and one at-large Director elected in year one, and the Secretary, Treasurer, and one Director elected in year two.

A Director or slate of Directors may be approved by acclamation of the Membership if only one individual is nominated for a seat or seats.

Subsection B Election Notification

The Secretary or designee shall send notice of the Election by email, fax, or mail to all current members with the date, time, and place of the meeting at which the voting shall take place at least fourteen (14) days prior to the election.

Subsection B Ballot Preparation and Distribution

The Board or an Election Committee designated by the Board shall prepare and distribute the ballots to all members present at the election meeting. The committee will count the ballots and announce the results at the election meeting. The names of the newly elected board members shall be sent to the members promptly.

Subsection C Manner of Voting

All general members shall be entitled to one vote each.

Section 3.6 Ex-Officio Board Members

Ex-officio members may include a representative from the City of Knoxville government, the Knox County government and the Knox County School Board.

Other ex-officio Board Members may be added or removed by majority vote of the Board of Directors.

Ex-officio Board Members will serve in an advisory capacity only, and shall not have the right to vote.

Section 3.7 Meetings

The Board of Directors shall meet at least once per calendar quarter at a place, date and time determined by the Board.

A quorum must exist for the conduct of business. A quorum is defined as a majority of the Board of Directors, either in person or by proxy.

A proxy must be established in writing or by electronic message sent to the Secretary prior to the meeting, or by written, signed statement presented to the Secretary at the meeting.

Section 3.8 Voting

The Board takes action through a majority vote. A "majority vote" means more than fifty percent (50%) of those Directors present, either in person or by proxy. Each Director shall have one (1) vote on every issue submitted for a vote.

If a Director is absent during a vote, s/he can request a re-vote at the next meeting.

Article IV. Officers

Section 4.1 Positions and Duties

The officers of this Alliance shall be the following: a Chair, a Treasurer, and a Secretary. In addition, there may be such other officers as the Board of Directors may deem necessary. The following shall be their powers and duties:

Chair – The Chair or designee shall supervise and control the management of the Alliance, subject to the Board of Directors and these bylaws. The Chair shall lead the Board of Directors and shall preside at all meetings thereof, including all general membership meetings. When the Chair is unavailable, s/he shall designate another member to serve in his/her place. If no designee is identified, the Directors shall designate a member to preside over the meeting. The Chair shall act as the

spokesperson for the Alliance, and shall otherwise identify a spokesperson for the Alliance where necessary.

The Chair shall provide at least 7 days advance notice of Board meetings, along with the copies of the proposed agenda and any other relevant information, by either paper or electronic means.

The Chair may enter into contracts and agreements in the name of this Alliance, subject to such limitations as these bylaws, the Board or the general membership may prescribe. The Chair shall have authority to disburse or transfer funds of this Alliance, in the event of the Treasurer's absence or inability to perform.

The Chair may apply to the Executive Committee or the membership for reimbursement of any funds expended on behalf of the organization without prior approval.

- A) **Vice Chair** - The vice chair shall assume all responsibilities of the chair in the chair's absence. The vice chair shall be selected by the board after each election.
- B) **Secretary** – The Secretary shall keep accurate records of all meetings and votes of the Board of Directors and the general membership, or shall designate a representative to do so. The Secretary shall keep membership rolls as described in these bylaws. The Secretary shall have charge of and maintain the non-financial books and records of this Alliance.

The Secretary or the Secretary's designee shall record minutes summarizing all discussion and recording all votes of each member for each Board meeting. Minutes of each Board meeting, including Board member attendance and voting records, shall be provided to every Board member by either paper or electronic means no later than fourteen (14) days after the meeting. Minutes of each Board meeting, including voting records, shall also be made available to any Alliance member on request, by either paper or electronic means, no later than fourteen (14) days after either the meeting or the date of the request, whichever is later.

- C) **Treasurer** – The Treasurer or designee shall have custody of all funds, securities and other properties belonging to this Alliance and shall have full authority to receive, deposit, and disburse these funds under the direction of the Board of Directors. The Treasurer shall keep and have charge of and maintain all books and records of all financial activities of this Alliance, as required by these bylaws, by the Board of Directors, by the general membership, or by applicable law or common accounting practice. On a monthly basis the Treasurer shall provide the Board of Directors a report in either electronic or hard-copy format on the state of the treasury. A copy of this report will be filed with the secretary's minutes. The board may designate by simple majority vote other persons upon whose signature or authority such funds may be disbursed or transferred, in the event of the Treasurer's absence or inability to perform.

The Treasurer will provide the Secretary with a roster of current members seven (7) days in advance of each membership meeting.

Section 4.2 Appointment, Election, Term, Resignation, Removal

Officers shall be appointed by majority vote of all members at the annual meeting. These officers shall be elected from among the members of the Board and shall hold office until the next annual meeting. No individual person shall hold more than one (1) office for the same two (2) year term. Any officer may resign at any time by giving written notice. Any vacancy may be filled for the unexpired term by a majority vote of all Board members. Any officer may be removed, for good cause shown, by a majority vote of the members of the board.

Article V. Membership

Section 5.1 Members

The members of the SKA shall be South Knoxville organizations, businesses, and/or individuals who support and promote the SKA mission, whose applications have been approved by the Board of Directors, and who have paid their dues to SKA. Annual membership dues for the coming year will be determined by the Board of Directors at the Annual Meeting and payable before the next regular meeting. Each member shall designate one representative to attend meetings and participate in the conduct of the business of the Alliance.

Section 5.2 Non Voting Members

Additionally, any individual whose application is approved by the Board of Directors, pays the dues, and agrees to abide by the formal mission statement of the SKA as described in these bylaws, may become a non-voting member of the organization.

Section 5.4 Representation

Subsection A Voting Representative

Each organization shall designate, at the time of enrollment, one individual person as the voter who represents the opinions and interests of that organization. This voter must be present, either in person or by written proxy, in order to vote on any issue for which the represented member is eligible to vote, except where otherwise allowed by these bylaws.

Subsection B Changes in Representation

All changes in representation must be presented in writing to the Board of Directors, and signed by both the outgoing and incoming representatives, prior to any vote or election in which that business intends to participate.

Section 5.5 Membership Rolls

Subsection A Collection of Member Information

The Secretary of the Alliance shall establish and maintain up-to-date membership rolls according to the Membership Roster from the Treasurer. The Secretary of the Alliance shall collect such information from its members as is needed for this purpose, and to otherwise accomplish the mission of the Alliance. This information must include, but is not limited to, business name, legal street address, legal mailing address, and primary contact telephone number, and may also include email address and telephone numbers for home, business, and fax. Alliance members agree to provide this information as a condition of membership in this Alliance.

Subsection B Confidentiality of Member Information

All member information shall be treated as confidential. No member information will be provided to others outside of the Alliance, or to individual members of the Alliance other than those responsible for maintaining the membership rolls, without the express consent of the providing member. Use of member information and compliance with the privacy policy shall be monitored and controlled by the Board of Directors and any committee set up to handle Alliance Operations.

Subsection C Use of Member Information

Member information shall only be used only for Alliance purposes and only on an as-needed basis as described in these bylaws. Such use may include distribution of third party information to the general membership or to specified Committees on a case-by-

case basis, when such information is determined by the Board to be of general interest to the membership or Committees, provided that this distribution is conducted only by the Board or any committee set up to handle Alliance Operations. Under no circumstances shall such distribution include providing member information in any form or fashion to third parties, or to members other than the Board or any committee set up to handle Alliance Operations.

Section 5.6 Dues

The Board of Directors shall establish annual dues, as it deems appropriate. Such establishment of dues shall include method of payment or collection, allowed uses for dues money, and consequences for non-payment of dues.

Section 5.7 Termination of Membership

Subsection A Resignation

An organization may resign from membership at any time by providing written notice to the Board of Directors.

Subsection B Suspension of Voting Privileges

Voting privileges shall be suspended if and when a business or organization ceases doing business or changes its membership or ownership.

Subsection C Termination for Cause

Members for whom other just cause is determined by two-thirds vote of the Board or two-thirds (2/3) vote of the general membership, shall have their membership terminated. Additionally, a 2/3 majority vote of the Board of Directors may terminate a member for cause.

Article VI. Membership Meetings

Section 6.1 Annual Meeting

An annual meeting of the membership for the purpose of electing the Board of Directors and transacting such other business as may come before the general membership shall be held each year generally in October at a time and place as may be specified by the Board. Each annual meeting shall take place no fewer than eleven months and no more than fourteen months after the prior annual meeting. Membership meetings shall be presided over by the Chair of the Alliance or the outgoing Chair if a new Chair is to be elected at the meeting. If the Chair or outgoing Chair is not present then the order of succession shall be Treasurer, then Secretary, then such eligible candidate from among the general membership as shall be chosen by voice acclamation of the voting members in attendance.

Section 6.2 Special Meetings

Special meetings of the membership may be convened by a majority vote of the Board of Directors at such date, time and place as deemed appropriate by the Board, subject to notice requirements. Special meetings may also be convened upon written petition of ten-percent (10%) of the total voting membership. Special meetings called by petition shall be held at the date, time and place specified in the petition, subject to notice requirements. Special meetings and all other membership meetings shall be presided over and conducted in the same manner as the Annual meeting.

Section 6.3 Notice of Meetings and Agenda

Written notice of membership meetings by paper or electronic message shall be sent to each voting member no less than seven (7) days prior to the meeting. Such notice shall

include a proposed agenda of items and topics that are anticipated to come up for discussion or for vote at the meeting. If the meeting agenda is revised between its time of distribution and the start of the meeting then written copies of the revised agenda shall be provided before the start of the meeting to all members who attend the meeting. Where a verbal or roll call vote is inappropriate, a written ballot will be provided during the membership meeting.

Section 6.4 Manner of Voting

Each voting member shall have one (1) vote on every issue submitted to a vote of the general membership. The act of a majority of the members present at a meeting shall be the act of the general membership, unless otherwise provided in these bylaws. Notice of representation by proxy must be made in writing by paper or electronic message to the Secretary prior to the meeting, or by signed and witnessed written proxy presented to the Secretary at the meeting. The Secretary shall prepare the attendance roll for each membership meeting, and shall indicate for each member whether the member's voting representative was present in person, present by proxy (indicating the name of the proxy representative), or absent.

Section 6.5 Quorum and Voting

A Quorum shall consist of at least twenty-five percent (25%) of the membership, appearing personally or by proxy. Voting at membership meetings shall be conducted as specified in the following subsections. Any vote of the membership shall supercede and be binding upon the Board of Directors. If there is a tie, the President of the organization shall be empowered to cast a second vote.

Article VII. Committees

The Executive Committee of the Board of Directors, shall consist of the Chair, Vice Chair, Secretary and Treasurer. The Board of Directors may create committees to serve specific functions or tasks as defined by the Board. For each such function or task, the Board shall define the composition, membership and duties and reporting requirements of all such committees, and shall provide oversight to their work. The Board may also dissolve such committees by majority affirmative vote, and/or the Committee may dissolve automatically after its task is completed. All Board actions related to the creation, operation or dissolution of Committees must occur at regularly scheduled Board meetings, and are subject to notice and other requirements of a regular Board meeting.

Article VIII. Amendments

Section 8.1 Method of Proposal and Notice Requirements

Amendments may be proposed by any Board member. A copy of all proposed amendments must be sent to the Board members 14 days prior to the meeting at which the amendments will be voted.

A copy of any approved amendments must be sent for the general membership's review no less than 14 days prior to the next general membership meeting.

Section 8.2 Method of Approval

The Board must review, consider and vote on all properly proposed amendments to these bylaws. Proposed amendments must be approved by two-thirds (2/3) majority vote of all Board members, convened in a regular Board meeting, and subject to notice requirements for such meetings.

Section 8.3 Membership Override

Board approval or rejection of amendments may be overridden by vote of two-thirds (2/3) of the general membership, convened in a general membership meeting, and subject to notice requirements for such meetings.

Article IX. Miscellaneous

To the extent that these bylaws are silent on any matter, the conduct of this organization shall be governed by the Tennessee Non-Profit Act or its successor provisions.

Approved Sept. 23, 2013

Bylaws Amended by Board vote on Sept. 10, 2014

Bylaws Amended by Board vote on March 5, 2015

Bylaws Amended by Board vote on January 16, 2017

SKA Operating Policies (Subject to Change)

Additional Board Members

Board Composition updated to include two new directors – 9/15/14

Annual Dues

Dues will be valid until the end of the month in which the Annual Meeting is held. Dues are currently \$50 annually.

New Member Applications

When a new member application has been received, the person who receives the application will promptly send notification to the board or a board member via email within 24 hours of receipt. Once a Board member receives the application, they will forward it to the entire Board within 24 hours for consideration. If there are no objections within 24 hours of the email, the member is considered approved and will be added to any listing maintained by SKA, including any online member lists. In addition, the business name will be sent to whoever is maintaining the SKA Facebook page for inclusion in promotion rotation.

If any board member has concerns about the member application, it will be added as an agenda item for the next board meeting for discussion and a vote.

A welcome to the new member will be included in the next meeting agenda.

Additional Committees

Membership Committee: This committee of 3 or more persons will accept and process membership applications, welcome and orient new members and maintain regular contact with members. They will seek to increase membership and member participation. In addition, this committee will work to find ways the SKA can be of value and benefit to its members.

Board Liaison: TBD

Chair: TBD

The Chair of each Committee will submit a monthly report no later than the first Sunday of each month to the Board, for inclusion in the monthly agenda and be prepared to discuss the report at the membership meetings. With the exception of the Membership Committee, it is not necessary to be a voting member of SKA to be a member of the committees.