

## **Charter and Bylaws of Tennessee Relocation Council**

**(Revised and Adopted 10 24 2018)**

### **Article I – Name**

The name of the organization shall be the “Tennessee Relocation Council” and shall sometimes herein be referred to as the “Corporation”. The authorized abbreviation shall be TRC.

### **Article II – Purpose**

The purposes of the Tennessee Relocation Council, as a not-for-profit corporation under the Tennessee Nonprofit Corporation Act ("Act"), and as an entity organized exclusively for charitable purposes within the meaning of I.R.C. § 501(c)(3) of the Internal Revenue Code of 1986, as amended and recognized by the Employee Relocation Council, shall be to:

- (a) Provide a local forum for discussion, problem solving, information exchange, and education regarding the relocation industry (the coordination and implementation of employee transfers, intrastate or interstate); and
- (b) Provide regular meetings where relocation industry professionals can openly hear and discuss issues, concerns, and trends, for the purpose of mutual problem solving, awareness, and growth of the member companies.

The Corporation shall develop a mission statement and goals to express its purposes, direction, and objectives, which shall be approved by the Board of Directors, and reviewed from time to time as circumstances dictate. The Corporation shall disseminate its statement of mission and goals in such manner as the Board of Directors shall determine.

### **Article III – Membership**

#### **Section 3.1 Membership**

There shall be three types of membership in the Tennessee Relocation Council: Corporate Membership (recipients of relocation services), Service Provider Membership (providers of such services); Associate/Individual Membership (individuals who no longer qualify for Corporate or Service Provider Membership or who have retired from the Relocation Industry).

It shall be the goal of the Tennessee Relocation Council to maintain an appropriate balance between Corporate and Service Provider Memberships.

#### **Section 3.2 Eligibility for Membership**

Corporate Membership shall be open to individuals employed by corporations and who are responsible for or are regularly involved with transfers of those corporations’ employees (“Corporate User”).

Corporate Membership shall not be limited to a maximum number of members per corporation including all subsidiary companies thereof.

Service Provider Membership shall be open to individuals who are primarily engaged in providing relocation related services, whether as sole proprietors or as employees of firms providing such services ("Service Providers"). Regarding real estate brokerage firms, only those with an established Relocation Department will be eligible. Service Membership shall be limited to a maximum of four (4) members per Service Provider company. Attendance at a meeting will be limited to a maximum of four (4) members per a Service Provider company, including guests, determined on a first notice basis.

Associate / Individual Membership shall be open to individuals who no longer qualify for Corporate or Service Provider Membership or who have retired from the Relocation Industry. Section 3.3 Admission to Membership

Application shall be made in writing, on a prepared form prescribed by the Board of Directors, and submitted, along with applicable annual membership dues in full, to the Membership Committee of TRC. Approval or rejection shall be based on the applicant's eligibility as set forth in these Bylaws. A majority vote of the Board of Directors shall be required before rejections of any application of membership. Applicants shall be notified in writing if their membership has been rejected and, upon such an event, the dues shall be refunded in full.

#### **Section 3.4 Membership Term**

The membership year shall be January 1 through December 31.

Membership eligibility shall accrue to any Service Provider or Corporation by which a member is employed, and such company may replace their member with a similarly qualified individual. Notification of the new member must be submitted by completion of an approved TRC Membership Application. If the company elects not to replace the member, the original member may continue their membership for the remaining term.

#### **Section 3.5 Membership Dues**

Annual membership dues shall be due to the Tennessee Relocation Council prior to March 1 for the applicable calendar year. Any member who does not pay their dues by March 1 of the calendar year is considered not to be in good standing and relinquishes all voting and membership rights until their dues are paid in full for the calendar year.

The Board of Directors shall establish the amount of membership dues for each year and post on the web site, [www.tennessee relocation council.org](http://www.tennessee relocation council.org), before January 1st each year. Dues may vary by membership type.

Annual membership dues are due in full regardless of date of application.

#### **Section 3.6 Voting Rights**

Each member in good standing, whose dues are current, shall have the eligibility to vote.

Voting for the annual election for the Board of Directors shall take place by prepared ballot, either written or electronic.

There shall be no proxies accepted.

When it's impractical for the President to call a meeting of Members, a vote by mail, telecommunications or via an internet based voting service, on any question on which an expression is deemed necessary may be taken with the approval of the majority of the Board of Directors. Action shall require the affirmative vote of a majority of all Members. Notice of the result shall be given to all Members within thirty (30) days of completion of the vote.

### **Section 3.7 Quorum**

A Quorum shall consist of: (a) twenty-five percent (25%) of the eligible membership, for general or special membership meetings; (b) a majority of members of the Board of Directors, for all meetings of said Board.

### **Section 3.8 Termination of Membership**

Termination of membership For Non Payment of Dues Membership shall be terminated for any member whose dues are not received by TRC before the 1st day of March for the current year. Membership can be reinstated once annual membership dues are paid in full.

Termination of Membership for Detrimental Activities Membership may be terminated for engaging in activities detrimental to the Tennessee Relocation Council, or activities that do not adhere to the policies and guidelines as set forth in these Bylaws, after: (1) receiving a written notice asking for timely explanation of the alleged detrimental activity; (2) failing to properly or adequately respond on time to such notice and/or after a hearing on such notice and response, before a Standards Committee appointed by the Board of Directors, and (3) a majority vote from the Board of Directors recommending termination of such membership. A terminated member may not reapply for membership for a period of time (no less than six (6) months, no longer than thirty-six (36) months) as set forth by the Standards Committee. An affirmative vote of the Board of Directors shall be required for reinstatement of membership for a terminated member for detrimental activities.

Termination of Membership due to Employment Separation The company sponsored membership is retained by the sponsoring company and can be back filled with an approved individual (membership application needs to be completed).

## **Article IV –Board of Directors; Officers**

### **Section 4.1 Board of Directors**

The governing body of the Tennessee Relocation Council shall be known as the Board of Directors, and shall be authorized to handle all business and policy matters of TRC, and handle its affairs, which it shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally

exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these Bylaws. The Board of Directors, as the governing body of the Corporation, shall have the authority to receive, administer and distribute property on behalf of the Corporation in accordance with the provisions set forth in these Bylaws.

The Board of Directors shall consist of not less than three (3), but not more than ten (13) members elected from the eligible Membership. Board of Directors will strive to have a balanced representation of each membership category.

To be eligible for membership on the Board of Directors, a member must have been active as a member for the year prior, be a paid member in good standing at the time of election, and must maintain such paid membership for the term of service. Any exceptions will be reviewed by the Board on a case by case basis.

#### **Section 4.2 Election to the Board of Directors**

A Nominating Committee of four (4) members, from the Board of Directors, shall be appointed by the President to seek out potential candidates to fill open Board of Directors positions for the upcoming year.

The Nominating Committee shall present the slate of candidates and ballot to the General Membership by October 24th. A plurality vote of ballots received by October 31st shall elect the Board of Directors.

#### **Section 4.3 Board of Director Term**

The term for a Board of Director member shall commence on January 1st, and run for four (4) years; where three (3) are served as a voting member plus one (1) year on the Advisory Committee.

#### **Section 4.4 Vacancy In Board of Director Term**

In the event a Board of Director member vacates the position prior to expiration of his or her term, the Board of Directors, upon majority vote, may appoint a person from the membership to fill that position for a new full term, as of January 1 of the current year.

#### **Section 4.5 - Limited Personal Liability of Directors**

No person who is or was a Director of the Corporation, nor such person's heirs, executors or administrators, shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director; provided, however, that this provision shall not eliminate or limit the liability of any such person: (a) for any breach of a Director's duty of loyalty to the Corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) under T.C.A. § 4858-304 of the Act, as amended from time to time. No repeal or modification of the provisions of this Section 4.3, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

#### **Section 4.6 Officers**

Officers of the Board of Directors shall be: President, Vice President, Treasurer, and Secretary.

#### **Section 4.7 Duties of the Officers**

**President:** The President shall be the Chief Executive Officer of the organization; shall preside at all meetings; and shall have the general powers to carry out the duties of the office including, but not limited to, the power to create committees to assist in the conduct of the affairs of TRC.

**Vice President:** The Vice President shall preside over meetings in the President's absence; shall oversee committee chairs; shall assume additional duties as designated by the President; and may perform the duties of Treasurer or Secretary on an as-needed basis.

**Treasurer:** The Treasurer shall receive and give receipt for all monies due and payable to TRC; shall deposit all monies in the name of TRC in a depository selected by the Board of Directors; shall pay all legal obligations of TRC when due, upon advice of council and auditor, shall provide a written monthly financial report to the Board of Directors and an annual financial report to the General Membership. Shall cause to be signed and filed/submitted to IRS, any annual tax return(s) or report(s) required by any governmental agency. Shall submit any state filings required for maintaining Non-Profit status.

**Secretary:** The Secretary shall keep the minutes of all meetings of the Board of Directors and General Membership; shall be the Parliamentarian; shall be responsible for submitting all notices to the Board of Directors or General Membership; shall have charge of such other books, records, and papers as the President may direct; and shall be the Registered Agent of Record for TRC and maintain any corporate seal of TRC.

#### **Section 4.8 Election of Officers, Vacancy**

The Officers shall hold their offices for a period of one (1) year. The Officers for the calendar year shall be elected by the current Board of Directors at the first Board of Directors planning meeting held after December 1. Officers rolling to advisory board at the end of their three (3) year term may be re-elected by the board of directors for an additional term (fourth year) to serve in the capacity as Officer or on the General Board and as an active voting board member.

Board of Directors members nominated for or elected to Officer Positions shall have at least one (1) year prior experience on the Board of Directors for TRC with the exception of TRC's inaugural year (2012). The President position shall have at least one (1) year experience in an Officer Position before becoming eligible for President.

Any Officer position which shall become vacant during the year shall be filled by a Board of Director member through a majority vote of the other Board of Director members, and shall occupy the officer position through the remainder of the unexpired term of the vacated office.

Board of Director Members who have completed their term shall roll to the Advisory Board. They will serve one (1) year on the Advisory Board. At the completion of their terms, if they desire to return to the

Board of Directors, they can then be nominated and presented to the General Membership via written ballot.

#### **Section 4.9 Removal of Board of Director Members or Officers**

Any Board of Director member or Officer may be removed by two-thirds (2/3) vote of the Board of Directors whenever, in their judgment, the best interest of TRC will be served thereby.

A majority of the Voting membership may petition the Board of Director for a review of and/or a removal from office of any Officer or Board of Director member prior to the end of his or her existing term.

A two-thirds (2/3) vote of Board of Director members voting shall be required for the removal of an Officer or Board of Director.

The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer involved.

#### **Section 4.10 Committees**

Such standing and special committees as deemed necessary to fulfill the goals of the Tennessee Relocation Council shall be established by the Board of Directors. Committee chairs shall be elected by the Board of Director to serve on an annual basis.

#### **Section 4.11 Liability Insurance**

The Board of Director may obtain, and pay for from dues and general proceeds, a policy of directors and officers liability insurance ("D & O Coverage") to cover acts and omissions of any Officers and/or Board of Director members while operating within the scope of their duties herein, and with such policy limits, deductibles and exclusions as the Board of Directors desire.

The Corporation shall indemnify any and all of its Board of Director Members or Officers, or former Board of Director or Officers, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made party(ies), by reason of having been Board of Director or Officers of TRC, except in relation to matters as to which any such Director or Officers or former Director or Officers shall be adjudged in such action, suit, or proceeding to be liable for neglect or misconduct in the performance of duties. Such indemnification shall not be deemed exclusive to any other rights to which those indemnified may be otherwise entitled.

#### **Section 4.12 Compensation**

Board of Director Members and Officers shall not receive any stated salary or other compensation for their services. However, by Resolution, the Board of Directors may allow the reimbursement of costs and expenses actually made for, on behalf of, or for direct benefit of TRC by an Officer or Board of Director Member; and may resolve to pay Official salaries, stipends or compensation, which salary, stipend or compensation resolution must be approved by the general membership in a meeting at which such issue is an agenda item.

#### **Section 4.13 Use of Funds**

The Corporation is not formed for financial or pecuniary gain, and no part of the assets, income, or profits of the Corporation is distributable to, or inures to the benefit of its Directors or officers or any other private person, except provided as reimbursement for expenses or reasonable compensation for services rendered to the Corporation, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in the Charter above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

#### **Article V – Meetings**

##### **Section 5.1 General Meetings; Notice; Record Date**

General meetings shall normally be held twice a year, one being in the spring, with the second in the fall. The general meeting shall be devoted to issues related to the full membership, including both Corporate Members and Service Members. Location, time, and program content shall be announced to the membership with sufficient notice. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any Member Special Meeting.

Notice of the date, time and place of each annual and Member Special Meeting of Members and, in the case of a Member Special Meeting, a description of the purpose or purposes for which the meeting is called, shall be given no fewer than ten (10) days nor more than two (2) months before the date of the meeting. Such notice shall comply with the requirements of these Bylaws.

A Member may waive any notice required by law, the Charter or these Bylaws before or after the date and time stated in such notice. Except as provided in the next sentence, the waiver must be in writing, signed by the Member entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

The Board of Directors shall fix as the record date for the determination of Members entitled to notice of a Members' meeting of Members, to demand a Member Special Meeting, to vote or to take any other action, a date not more than seventy (70) calendar days before the meeting or action requiring a determination of Members. If the Board of Directors fails to fix a record date for any meeting of Members, Members of record on the close of business on the business day next preceding the day on which notice is given shall be entitled to notice and Members of record on the date of the meeting who are otherwise eligible to vote shall be entitled to vote. A record date fixed for a Members' meeting is

effective for any adjournment of such meeting unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than four (4) months after the date fixed for the original meeting.

After the record date for a meeting has been fixed, the Corporation shall prepare an alphabetical list of the names of all members who are entitled to notice of a Members' meeting. Such list shall be arranged by voting group (and within each voting group by class of membership, if applicable) and shall show the address of and number of votes such Member is entitled to cast. The list of Members shall be available for inspection by any Member, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A Member, his/her agent or attorney is entitled on written demand to inspect and, subject to the requirements of the Tennessee Business Corporation Act, to copy the list, during regular business hours and at his/her expense, during the period it is available for inspection. The Corporation shall make the list of Members available at the meeting, and any Member, his/her agent or attorney shall be entitled to inspect the list at any time during the meeting or any adjournment thereof.

#### Section 5.2 Special Meetings

Special Meetings of the General Membership may be held on call of the Board of Directors or if the holders of at least fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed Special Meeting sign, date and deliver to the Corporation's Secretary one (1) or more written demands for the Special Meeting describing the purpose or purposes for which such Special Meeting is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a Special Meeting.

#### **Section 5.3 Meeting Attendance, Reports, Procedures, Costs**

At every General Membership meeting, a report shall be made by appropriate Officers including Treasurer, as well as Committee chairs. A copy of the minutes of each prior meeting shall be made available by the Secretary to the General Membership.

Any charges or costs to attend meetings will be: (a) determined in advance, (b) authorized by the Board of Directors, and (c) communicated with notice to the General Membership.

#### **Section 5.4 Guest Policy**

The Board of Directors shall have the right to determine if guests may attend meeting(s), and the cost allocation for such guest participation. Guests may be charged different attendance fees than membership and communicated per Section 5.3.

A first time attendee can attend one meeting without joining the TRC; however, the attendee will be required to pay the allocated guest fee for the meeting. Guest fees may be applied to the current year's annual membership dues if a guest chooses to apply for membership and is approved.

#### **Section 5.5 Board of Director Meetings**



The Board of Director shall meet at least semi-annually, immediately before (or after) the regular General Membership meetings. The Board may also meet during the year, either in person or by way of phone or video conference call. Their dates shall be determined by the President, and will be announced at least ten (10) days prior to such special meeting. At the discretion of the Board of Directors, any Board of Director member who misses two (2) consecutive Board meetings, without reasonable cause, may be requested to resign his/her position.

All Board of Director meetings shall be open to the General Membership. General members may contact any Board of Director member for information of next upcoming meeting.

#### **Article VI – Procedure; Rules of Order**

The Membership and Board of Directors of TRC shall govern themselves in a reasonable fashion at all meetings, in compliance with these Bylaws, and shall refer to Robert’s Rules of Order, latest edition, except when in conflict with these Bylaws, for procedure.

#### **Article VII – Non-Solicitation**

In order to best meet the purpose of the Tennessee Relocation Council, and to remain focused on the educational goals of TRC, and keep the organization open and free from bias, the Members do adopt the following caveat: Service Members are strictly prohibited from directly soliciting business from Corporate Members at TRC functions.

#### **Article VIII – Dissolution**

The Tennessee Relocation Council may only be dissolved by a vote of seventy-five (75%) percent of the voting members present at an annual meeting or at a meeting specifically called for this purpose. The motion for Dissolution must be properly seconded, and the motion must include a designated federally recognized non-profit organization to receive the assets remaining after payment of all legal and financial obligations.

Upon dissolution of the affairs of TRC, and after providing for the payment of all obligations, any remaining assets shall be distributed to any federally recognized non-profitable organization.

#### **Article IX – Amendments to the Bylaws**

The Bylaws may be altered, amended, and/or repealed, and new Bylaws adopted, by a two-thirds (2/3) majority of the Board of Directors, subsequently approved by the majority of the Voting Membership present at any regular, special meeting or online voting mechanism.

Voting Members shall be provided at least fourteen (14) days advance written notice of proposed alterations or amendments, or repealers or new Bylaws, along with notice of meeting time, date, and location.

#### **Article X – Incorporation**

##### **Section 10.1 Right to Incorporate**

This membership association reserves the right to incorporate itself as a non-stock membership, not-forprofit Corporation under Tennessee law, as “Tennessee Relocation Council, Inc.”, and to apply for tax exempt status under U.S. Internal Revenue Code and Rules and under Tennessee Sales and Use Tax Exemptions.

#### **Section 10.2 Articles, Bylaws**

Such Articles of Incorporation shall include and incorporate this Charter and Bylaws, to the extent permitted by law.

#### **Section 10.3 Resident Agent, Principal Place of Business**

For the purpose of filing the Uniform Business Report, the Resident Agent is a Tennessee resident. The principal place of business and registered office of TRC shall be that of the Resident Agent.

#### **Section 10.4 Corporate Officers, Directors**

Upon incorporation, the Officers herein shall have the same titles, duties and functions as specified in the By Laws, and the then current Board of Directors shall serve as corporate Board of Directors and have the same duties and powers and act as the organization’s Board of Directors, and manage its corporate affairs.

#### **Section 10.5 Trade Name Usage**

Upon incorporation, TRC may apply for and utilize “TRC” and/or “Tennessee Relocation Council” as fictitious or trade names under Tennessee Statutes.