

BYLAWS

PLANNED GIVING COUNCIL OF MIDDLE TENNESSEE

ARTICLE I. Identification

Section 1.1. Name. The name of this organization is the Planned Giving Council of Middle Tennessee, - hereinafter referred to as the "Council."

Section 1.2. Affiliation. The Council shall be a Chapter of the National Association of Charitable Gift Planners (hereinafter referred to as CGP).

Section 1.3. Seal. The Council shall have no seal.

Section 1.4. Fiscal Year. The fiscal year of the Council shall begin on the first day of July and end on the last day of June in the following year.

ARTICLE II. Purposes

The purposes for which the Council is organized are to:

- a) Provide a forum for communication and a clearinghouse for information about planned giving issues;
- b) Create and further an awareness of regulatory and legislative issues affecting the non-profit sector;
- c) Advance the education and professional expertise of Council members;
- d) Encourage interaction between development professionals and other allied professionals;
- e) Enhance planned giving as a profession and provide mutual support to CGP of which we are a chapter;
- f) Require of its members adherence to a professional code of ethical standards and practices, as prescribed by CGP;
- g) Promote public understanding of planned giving;
- h) Engage in such other and further means as may be necessary and proper to accomplish the foregoing purposes; and
- i) Avoid activities or practices that might violate state or federal law or IRS rules or regulations relevant to our profession.

ARTICLE III. Code of Ethics and Professional Practices

The Council adopts the Model Standards of Practice of the Charitable Gift Planner as adopted and subscribed to by the National Committee on Planned Giving and the American Council on Gift Annuities, May 7, 1991, revised April 1999.

ARTICLE IV. Membership

Section 4.1 Membership. Any person associated as an individual or as part of a partnership, Council, or other entity interested in charitable planned giving is eligible for membership, provided they subscribe to the most recent "Model Standards of Practice for the Charitable Gift Planner" of the National Committee on Planned Giving and the American Council on Gift Annuities.

Section 4.2 Limitations. Council membership shall be open and accepted on an individual basis. It is not transferable to other individuals or organizations.

Section 4.3 Dues. Members shall pay annual dues to CGP at the dues rate in effect at the time of renewal. Renewal of dues amounts shall be payable at each subsequent anniversary of said member's initial membership date.

Section 4.4 Voting Privileges. All members may hold office, vote for Council officers and directors-at-large and vote on Council matters. All members may also hold national office, vote for national officers or directors-at-large, or vote on national matters.

Section 4.5 Resignation. Any member may withdraw from membership in the organization by giving written notice of such intention.

Section 4.6 Termination of Membership. Failure to pay dues according to timelines established by CGP is grounds for termination of membership in the organization and forfeiture of all membership rights.

ARTICLE V. Meetings of Membership.

Section 5.1 Place of Meetings. Meetings of the members of the Council shall be held at a place within the governed area of the Planned Giving Council of Middle Tennessee.

Section 5.2 Annual Meeting. The annual meeting of the members for the election of directors and officers and for the transaction of such other business as may properly come before the meeting shall be held during the last calendar quarter of each fiscal year. Failure to hold the annual meeting at the designated time shall not result in a forfeiture or dissolution of the Council.

Section 5.3 Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

Section 5.4 Notice of Meetings. Written or printed notice stating the place, day and hour of meeting is called, shall be delivered not less than five (5) and not more than twenty (20) days before the date of the meeting, either personally, electronically or by mail, by or at the direction of the President or Secretary.

Section 5.5 Quorum. Those members present at a duly called Council meeting shall constitute a quorum. The vote of the majority of the members at said meeting shall be the vote of the membership unless a greater number is required by statute or these Bylaws.

ARTICLE VI. The Board of Directors

Section 6.1 Number and Qualification. The business and affairs of the Council shall be managed by a Board of Directors consisting of the officers, standing committee chairs or their designee, and a maximum of eighteen (18) directors-at-large. All directors must be members of the Council.

Section 6.2 Election. Members of the Board of Directors shall hold office for a term of three (3) fiscal years and until their successors have been elected and qualified. At annual meetings the membership shall elect directors to hold office for a term of three fiscal years.

Section 6.3 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a quorum of members of the Council at an annual meeting or at a meeting with this purpose as an agenda item. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 6.4 Place of Meetings. Meetings of the Board of Directors shall be held within the governed area of the Planned Giving Council of Middle Tennessee.

Section 6.5 Special Meetings. Special meetings of the Board of Directors can be called by the President or any officer with a minimum of three (3) days notice via e-mail, personally, or by U.S. mail, stating the meeting logistics and purpose.

Section 6.6 Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the vote of the Board of Directors.

Section 6.7 Removal and Termination. The entire Board of Directors, or any individual director, may be removed from office without assigning any cause, by the vote of a majority of the members who are entitled to vote at any election of directors. In case the entire Board of Directors or anyone or more of the directors are so removed, new directors may be elected at the same meeting for the unexpired term of the director or directors so removed. Any director who fails to attend sixty (60) percent of the regularly scheduled board meetings and council meetings will automatically be removed from office, unless absences are approved by a majority vote of the officers, as defined in Section 7.1.

Section 6.8 Conflict of Interest. Directors serve without pay and shall avoid conflicts of interest (or the appearance of) and not participate in any action or decision which will afford the director, or the organization represented by that director, a direct or indirect benefit.

Section 6.9 Board Committees. The following is a list of the standing committees for the Council.

- a) Membership Committee shall be charged with membership development for the Council.
- b) Program Committee shall be charged with establishing the schedule and content of meetings and workshops for the Council.
- c) Public Relations/Communications
- d) Sponsorship
- e) Board Development & Nominating Committee (consisting of the President-Elect, President, and Immediate Past President)
- f) Finance

Ad hoc committees shall be convened at the discretion of the President.

Section 6.10. Committee Chairs. The President shall appoint all standing committee chairs for a term of two (2) years using input from each committee.

ARTICLE VII. The Officers

Section 7.1 Number and Term. The officers shall consist of a President, a President-Elect, a Secretary, a Treasurer and the Immediate Past President. With the exception of the Past President, officers

can be elected for a limit of two (2) consecutive one-year terms in the same office and until their successors shall have been elected and qualified.

Section 7.2 Other Officers. The Board of Directors may elect or appoint such other officers, assistant officers, and agents as it may deem necessary and prescribe their duties, not inconsistent with these Bylaws.

Section 7.3 Vacancies. Whenever any vacancy shall occur in any office by death, resignation, increase in the number of offices of the Council, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until a successor is chosen and qualified.

Section 7.4 Removal. All of the officers of the Council, or any individual officer, may be removed from office without assigning any cause, by the vote of a majority of directors. In case all of the officers or anyone or more of the officers are so removed, new officers shall be elected at the same meeting for the unexpired term of the officer or officers so removed.

Section 7.5 The President. The President, if present, shall preside at all meetings of the members and at all meetings of the Board of Directors and he or she shall have active executive management of the operations of the Council, subject, however, to the control of the Board of Directors. The President, or his/her designee, shall also represent the Council with CGP. The President shall, in general, perform any duties incidental to the office of the president and such other duties, as from time to time, may be assigned to him or her by the Board of Directors.

Section 7.6 The President-Elect. The President-Elect shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him or her. In the case of the death of the President or in the case of his or her absence or inability to act, the President-Elect shall perform the duties of the President.

Section 7.7 The Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall perform all duties incidental to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President.

Section 7.8 The Treasurer. The Treasurer shall be the financial officer of the Council; shall have the charge and custody of, and be responsible for, all funds such as those held at banks, trust companies or other depositories as shall be selected by the Board of Directors; shall receive, and give receipts for, moneys due and payable to the Council from any source whatsoever; and, in general, shall perform all the duties incidental to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President. The Treasurer shall render to the President and the Board of Directors an account of all his or her transactions as Treasurer and of the financial condition of the Council, whenever the same shall be required. The Treasurer shall give an annual financial report to CGP so that it may compute its consolidated Form 990. The Treasurer shall follow the accounting and bookkeeping policies and procedures adopted by the Board from time to time to insure appropriate controls on the financial process of the Council.

Section 7.9 The Past President. The immediate Past President shall serve as an officer of the Board and be charged with Board Development and Governance.

Section 7.10 Delegation of Authority. In case of the absence of any officer of the Council, or for any reason that the Board of Directors may deem sufficient, the Board may delegate powers or duties of such officer to any other officer, director, or employee of the Council, for the time being, provided a majority of the entire Board concurs therein.

ARTICLE VIII Special Corporate Acts. Negotiable Instruments, Deeds, Contracts

Section 8.1 Execution of Negotiable Instruments. All checks, drafts, notes, bonds, bills of exchange and orders for the payment of money of the Council shall, unless otherwise directed by the Board of Directors or unless otherwise required by law, be signed by an officer: President, President-Elect, or Secretary. The Board of Directors may, however, authorize any other officer or employee of the Council to sign checks, drafts and orders for the payment of money.

Section 8.2 Execution of Deeds, Contracts, Etc. Subject always to the specific directions of the Board of Directors, all deeds, mortgages and other conveyances made by the Council shall be executed in its name by the President and Secretary.

Section 8.3 Loans. No loans shall be contracted on behalf of the Council and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE IX. Amendments.

The Board of Directors may present amendments to these by-laws at the annual meeting with a two-thirds (2/3) majority vote of the Board members at any regular or special meeting. A copy of the proposed amendment(s) must be sent to all Council members ten (10) days prior to the annual meeting at which the amendment(s) will be considered. The amendment(s) will be adopted with a simple majority vote of members present at the annual meeting.

ARTICLE X. Parliamentary Authority.

The rules contained in Roberts Rules of Order Newly Revised shall govern this Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Adopted 3/26/2018