BYLAWS
of
NASHVILLE LGBT CHAMBER OF COMMERCE

Amended December 9, 2015

ARTICLE I
NAME

The name of the organization is the NASHVILLE LGBT CHAMBER OF COMMERCE (the “NLGBTCC”).

ARTICLE II
LOCATION

The NLGBTCC’s principal office shall be in Nashville, Tennessee. The mailing address of the organization is currently Post Office Box 330971, Nashville, Tennessee 37203, although the organization may change that address from time to time.

ARTICLE III
MISSION STATEMENT

The NLGBTCC exists to advance common business interests, economic growth and equality in the workplace and society for its LGBT members, businesses and allies by providing educational, networking and community-building opportunities. NLGBTCC works to promote the acceptance and success of gay, lesbian, bisexual and transgendered professionals in the workforce and in the various industries from which the NLGBTCC members (individually, a “Member” and collectively, the “Members”) are drawn. This mission is for the betterment of all LGBT professionals and for the betterment of the Nashville and Middle Tennessee business community as a whole.

ARTICLE IV
MEMBERS

SECTION 1.  MEMBERSHIP

Membership is open to all persons and businesses interested in furthering the purposes of the NLGBTCC. Additional categories of membership may be created by resolution of the board of directors of the NLGBTCC (the “Board”) from time to time. A Member shall designate one (1) official representative to act on its behalf. Only one such designated representative may vote and/or hold elective office in the NLGBTCC.

SECTION 2.  MEMBERSHIP DUES

Members shall be required to pay annual dues as set by the Board, which may be changed from time to time at the discretion of a majority of the Board.
SECTION 3.  **REVOCATION OR SUSPENSION OF MEMBERSHIP**

(a) Any Member whose conduct is considered to be unethical, unprofessional, in opposition to the purposes of the NLGBTCC or detrimental to the objectives of the NLGBTCC may have such Member’s membership revoked or suspended by a two-thirds (2/3) vote of the entire Board.

(b) Any Member who becomes the subject of Board action for revocation or suspension of such Member’s membership shall first be given written notice and an opportunity to be heard prior to any Board vote to revoke or suspend such Member.

(c) The Board may suspend or revoke any Member’s membership without notice or opportunity to be heard for reasons, including but not limited to:

   (i) nonpayment of such Member’s membership dues;

   (ii) nonpayment or chronic delinquency in payment of a debt owed to NLGBTCC by such Member.

**ARTICLE V**

**MEMBERSHIP MEETINGS**

SECTION 1.  **ANNUAL MEETING**

The annual meeting of the membership shall be held at a date, time and place fixed by the Board. Ten percent (10%) of the membership and a simple majority of the Board shall constitute a quorum for the transaction of business at such meeting.

SECTION 2.  **SPECIAL MEETINGS**

Special meetings of Members shall be called by the Board from time to time as needed to conduct business. The Board shall call a special meeting of the membership upon presentation of a written request signed by at least fifteen (15) voting Members. Such a request shall specify the agenda for the special meeting. The Board shall set the date and place for such meeting and notify the membership. The date shall be no sooner than ten (10) days following receipt of such request and no later than thirty (30) days following receipt of such request.

SECTION 3.  **NOTICE OF MEETINGS**

Written notice of the date, time and place of the annual meeting and any special meeting of the membership shall be given by first class mail or email and shall state the agenda of business before the membership.

SECTION 4.  **VOTING**

(a) Election of the Board shall be by vote of the membership.
(b) Matters needing membership vote may also be set for balloting by mail, at the discretion of the Board. Matters needing membership vote are determined at the discretion of the Board.

(c) Procedures for balloting will be established and implemented by the Board, but secret ballot must be used if requested by a simple majority of Members present at the meeting.

ARTICLE VI
BOARD OF DIRECTORS

SECTION 1. NUMBER AND TERM

(a) The Board shall consist of a minimum of nine (9) up to a maximum of nineteen (19) Members of NLGBTCC elected by the membership. Board members shall be divided into two (2) classes in order to provide continuity of leadership and to enable NLGBTCC to add new participants to the management of the organization each year.

(i) Each year the Board shall hold elections for vacancies in either CLASS 1 or CLASS 2, as established by these Bylaws. The normal term of office is two (2) years.

(1) The Board members of CLASS 1 shall be elected in odd-numbered years.

(2) The Board members of CLASS 2 shall be elected in even-numbered years.

(b) Each Board member shall hold office until the expiration date of his or her elected term or until such Board member resigns or is removed from office.

(c) There shall be no difference in the voting rights and privileges of any Board member, regardless of class.

SECTION 2. INCREASE/DECREASE IN NUMBER OF BOARD MEMBERS

The number of Board members may be increased or decreased by the vote of a majority of the Board, but there must always be an odd number. There are no term limits for Board members.

SECTION 3. ELECTIONS

(a) The Nominating Committee shall be established by the Board and shall consist of current Board members not currently seeking reelection, and may consist of volunteers from the general membership who are not seeking election. The Nominating Committee shall always consist of an odd number of members at the discretion of the Board.

(b) The Nominating Committee shall:
(i) Call for nominations from the membership;
(ii) Present candidates for election;
(iii) Oversee the election process; and
(iv) Assist the Board, as needed.

(c) Procedures for nominations and balloting shall be established by the Board. However, nominations should be completed thirty (30) days prior to elections.

SECTION 4. \textit{VACANCIES}

Vacancies occurring on the Board will be filled by a vote of a majority of the Board. A Board member elected to fill a vacancy shall hold office for the unexpired term of such Board member’s predecessor.

SECTION 5. \textit{REMOVAL}

(a) After notice and an opportunity to be heard, a Board member may be removed for cause by a simple majority of votes cast by the membership or by a two-thirds (2/3) vote of the Board. Cause for removal may include but shall not be limited to:

(i) Three (3) consecutive absences from regularly scheduled Board meetings;
(ii) Failure to carry out responsibilities or directives from the Board;
(iii) Failure to participate in a majority of monthly membership meetings; or
(iv) Behavior which reflects poorly on the Board or the membership as a whole.

SECTION 6. \textit{RESIGNATIONS}

Any Board member may resign from office at any time by delivering a written notice of resignation to the Secretary. Resignation is effective upon receipt unless otherwise specified in the notice.

SECTION 7. \textit{MEETINGS OF THE BOARD}

(a) Regular meetings of the Board shall take place at such place, date and time as the Board shall determine.

(b) Special meetings of the Board may be called by the President or by any three (3) Board members by giving notice to each Board member. Any special meeting of the Board shall be noticed, either in writing by first class mail postmarked at least five (5) business days prior thereto, email at least five (5) business days prior thereto or orally at least two (2) business days prior thereto.
(c) Board meetings are open to any Member in good standing who may choose to attend.

(d) The Board may hold “closed” sessions during a Board meeting when deemed appropriate by resolution of a majority of the Board members present at such meeting. At “closed” sessions, only Board members shall be present.

SECTION 8. QUORUM

A simple majority of all Board members in office shall constitute a quorum at Board meetings.

SECTION 9. ACTIONS AND AUTHORITY OF THE BOARD

Unless otherwise required by law or these Bylaws, a simple majority of Board members present at a quorum, shall be the act of the Board. The Board shall have full power and authority from the membership to conduct and manage the business and affairs of NLGBTCC, consistent with the Mission Statement contained in Article III herein.

SECTION 10. COMPENSATION

Board members shall not be compensated for their services as directors. Board members may receive advances or reimbursements for expenses authorized on behalf of NLGBTCC.

SECTION 11. IMMEDIATE PAST PRESIDENT

The immediate past President may serve as an ex-officio Board member if such immediate Past President’s term as a Board member has expired. Ex-officio members of the Board shall have no voting privileges.

ARTICLE VII
OFFICERS

SECTION 1.

(a) The Officers of the NLGBTCC shall consist of four (4) officers: President, Vice President, Secretary and Treasurer (individually, an “Officer,” and collectively, the “Executive Committee”). The Executive Committee shall have the following powers and duties:

(i) PRESIDENT: The President shall preside at all meetings of the Members, Board and Officers, and shall have general supervision of the affairs of the NLGBTCC and shall keep the Board fully informed about the activities of the NLGBTCC. The President shall carry out the policies as set by the Board. The President shall have the power to bind the NLGBTCC in contracts, which are authorized either generally or specifically by the Board. The President shall perform all usual and customary duties of the office and all other duties as shall be assigned by the Board from time to time.
(1) The Board must review and approve all expenditures in excess of $500.00 whether or not arising from the usual and ordinary course of business of NLGBTCC.

(2) The President shall not make any decision or take any action which significantly modifies or affects any matter of policy either under these Bylaws or pursuant to a duly modified or adopted vote of the Board.

(3) The President may seek verbal authorization from a majority of the Board in order to act on any matter arising outside the scope of the President's authority between Board meetings or whenever necessary, as determined at his or her discretion. Any such authorization shall be presented to the Board at the next regularly scheduled Board meeting for ratification and inclusion in the minutes.

(ii) **VICE PRESIDENT:** The Vice President shall have the following duties:

(1) Supervisory capacities for Special Events approved by the Board.

(2) Other special activities as required by the President.

(3) Conduct meetings in the absence of the President.

(4) Should the President resign or be incapacitated, the Vice President shall serve as acting President until a permanent President is elected by the Board.

(iii) **SECRETARY:** The Secretary shall have the following duties:

(1) To keep a written record and/or minutes of all meetings of the Membership and of the Board.

(2) To send out all notices and other correspondence required of the NLGBTCC.

(3) To perform or cause to be performed all the duties customarily incident to the office of the Secretary and such other duties as assigned by the President and/or Board from time to time.

(iv) **TREASURER:** The Treasurer shall have the following duties:

(1) To keep full and accurate accounts of receipts and disbursements of the NLGBTCC and for the deposit of all moneys and other valuables of the NLGBTCC in the name of and to the credit of the NLGBTCC in such banks or depositories as the Board shall designate.
(2) At all meetings of the Board, to present and exhibit the NLGBTCC's books and accounts to the Board and to any member of the NLGBTCC.

(3) The Treasurer shall, when required, give such security for the faithful performance of his/her duties. The Treasurer's signature shall be required on all instruments of disbursements from all NLGBTCC accounts.

(4) To perform or cause to be performed all the duties customarily incident to the office of the Treasurer and such other duties as assigned by the President and/or Board from time to time.

(b) The Executive Committee shall be elected annually by the current CLASS 1 and CLASS 2 members of the Board until such Officer's respective successor is duly elected and qualified, unless removed from office during such Officer's respective term by the Board.

(c) Subject to the provisions of this Article VII, the Board may delegate the powers or duties of any Officer of the NLGBTCC to any other Officer or to any Board members from time to time in its sole discretion.

(d) Subject to the provisions of this Article VII, the Board shall have the power to fill any vacancies in any office occurring for whatever reason.

ARTICLE VIII
EMPLOYEES AND OTHER AGENTS

The Board may hire such employees and/or other agents as it deems necessary, each of whom shall hold the stated position at the pleasure of the Board. Such employees or agents shall have such authority and perform such duties and receive such reasonable compensation as the Board may determine.

ARTICLE IX
COMMITTEES

The Board may authorize the creation of committees as it deems necessary (each a "Board committee"). Each Board committee shall be specifically created and constituted by resolution of the Board and shall serve at the pleasure of the Board. The Board may establish or terminate standing or ad hoc committees as the Board may from time to time deem appropriate.

ARTICLE X
MEMBERSHIP AND MAILING LISTS

(a) The NLGBTCC shall maintain an Official Membership List, which list shall be kept confidential and shall not be given out or sold to any person. The Official Membership List is exclusively for the use of the Board in carrying out the purposes of
NLGBTCC. The Board may authorize other non-confidential lists, directories or indexes but only when the persons, businesses or organizations listed have so consented.

(b) Improper use of the Official Membership List maintained by the NLGBTCC shall be grounds for expulsion from membership.

ARTICLE XI
FISCAL YEAR

The fiscal year of the NLGBTCC shall be established by the Board. The Board may authorize an audit, review or compilation to review the financial standing and procedures of the organization.

ARTICLE XII
PARLIAMENTARY AUTHORITY

All questions of parliamentary form shall be governed by the most recent revision of Robert’s Rules of Order. A copy shall be available at all regularly scheduled meetings of the Board and upon request of any member.

ARTICLE XIII
FORM OF ORGANIZATION

The Board shall have discretion to choose any business form or entity that the Board determines is most beneficial for accomplishing the goals and purposes of NLGBTCC.

ARTICLE XIV
INDEMNIFICATION

The NLGBTCC may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or therein to be made, a party to any action or proceeding arising out of the normal and authorized execution of such person’s duties as a Board member, Officer or employee of the NLGBTCC against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney’s fees.

ARTICLE XV
AMENDMENTS

(a) The Bylaws may be amended by vote of two-thirds (2/3) of all Board members at any regularly scheduled meeting of the Board.

(b) Whenever the Bylaws are amended by action of the Board, the amendments shall be mailed or emailed to the membership, or, in the alternative, shall be posted on the NLGBTCC website.

(c) Up-to-date Bylaws shall be kept by the Secretary and shall be available at all regularly scheduled meetings of the membership and the Board.
ARTICLE XVI
CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE

The purposes for which the NLGBTCC is organized are to operate exclusively for the purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and as outlined in these Bylaws and other governmental filings and formation documents; and generally to engage in any other lawful endeavor or activity in furtherance to any of the foregoing purposes. The purpose of the conflict of interest policy is to protect NLGBTCC’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of NLGBTCC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) "Interested Person" is defined as any Board member, Officer, or member of a committee with governing board delegated powers, who has a direct or indirect Financial Interest (as defined below) is an interested person.

(b) "Financial Interest" is defined as a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

    (i) An ownership or investment interest in any entity with which NLGBTCC has a transaction or arrangement;

    (ii) A compensation arrangement with NLGBTCC or with any entity or individual with which NLGBTCC has a transaction or arrangement; or

    (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NLGBTCC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Article XVI, Section 3(b) herein, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. PROCEDURES

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of Board members or Officers, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved or ratified by a single Board member or Officer. The presence of, or vote cast by, a member of NLGBTCC with a direct or indirect interest in the transaction, does not affect the validity of any action taken under this Article XVI, Section 3, if the transaction is otherwise approved. A majority of the voting power, whether or not present, that is entitled to be counted in a vote on the transaction, constitutes a quorum for the purpose of taking action under this Article XVI, Section 3.

(c) Procedures for Addressing the Conflict of Interest.

(i) An Interested Person may make a presentation at the Board or Board committee meeting, but after the presentation, such Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The chairperson of the Board or Board committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board or Board committee shall determine whether NLGBTCC can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Board committee shall determine by a majority vote of the disinterested Board or Board committee members whether the transaction or arrangement is in the best interests of NLGBTCC and its Members and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION 4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

(a) If the Board or Board committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Board committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 5. RECORDS OF PROCEEDINGS

(a) The minutes of the Board or Board committee shall contain:

(i) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board or Board committee's decision as to whether a conflict of interest in fact existed.

(ii) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 6. COMPENSATION

(a) No part of the net earnings of NLGBTCC shall inure to the benefit of, or be distributable to, its Board members, Officers, Members or other private individuals or persons, except that NLGBTCC shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments in furtherance of the purposes set forth in Article III herein.

(b) A voting member of the Board who receives compensation, directly or indirectly, from NLGBTCC for services is precluded from voting on matters pertaining to that member's compensation.

(c) A voting member of any Board committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NLGBTCC for services is precluded from voting on matters pertaining to that member's compensation.

(d) No voting member of the Board or Board committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NLGBTCC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 7. ANNUAL STATEMENTS

(a) Each Board member, Board committee member or Officer shall annually sign a statement which affirms such person:

(i) Has received a copy of the conflicts of interest policy;
(ii) Has read and understands the policy;

(iii) Has agreed to comply with the policy, and

(iv) Understand that in order for NLGBTCC to maintain its federal tax exemption it should engage primarily in activities which accomplish the purposes set forth in its filing for 501(c)(6) federal tax status.

SECTION 8. PERIODIC REVIEWS

(a) To ensure NLGBTCC operates in a manner consistent with and does jeopardize its tax-exempt status, periodic reviews may be conducted. The periodic reviews may include the following subjects:

(i) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.

(ii) Whether partnerships, joint ventures, and arrangements with management organizations conform to NLGBTCC’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 9. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article XVII, Section 8, NLGBTCC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board or any Board committee of its responsibility for ensuring periodic reviews are conducted.
CERTIFICATION

These Bylaws were approved at a meeting of the Board and constitute a complete copy of the Bylaws of the NLGBTCC.

President:

Date: December 9, 2015

Signature Page to Bylaws