

BYLAWS  
OF THE  
CLINCH-POWELL RESOURCE CONSERVATION AND DEVELOPMENT  
Council, Inc.

ARTICLE 1

SECTION 1. VISION AND MISSION

The vision of the Clinch-Powell RC&D Council, Inc. is that every person deserves to live in a healthy and vital community where families are valued, youth are celebrated, education is a priority, the environment is clean, jobs are plentiful and leadership is not only visionary, but shared. The mission of the Clinch-Powell RC&D Council, Inc. is to demonstrate regional leadership, secure resources and deliver programs and services that build strong, vibrant communities where conservation and development are in balance with the needs of the people.

SECTION 2. OBJECTIVES

- A. To determine the needs of the RC&D Area by means of periodic open hearings and to solicit input by all means necessary and to establish priorities of those most important needs.
- B. To carry out activities of a charitable and educational nature which will enhance the quality of life, improve the standard of living, and to protect and enhance the quality of our environment.
- C. To obtain grants and identify other sources of funds to carry out the purpose and vision of this RC&D Area.
- D. To carry out activities related to assisting low and moderate income residents to acquire improved housing through a CHDO.
- E. To act within HUD approved agency guidelines for all housing counseling activities.
- F. To provide services that produce the development of mixed income housing.

ARTICLE 2  
GENERAL

SECTION 1. NAME

The official name shall be the Clinch-Powell Resource Conservation and Development Council, Inc.

SECTION 2. GEOGRAPHIC AREA

The RC&D primary service area shall consist of Claiborne, Grainger, Hancock, Hawkins, Union, Hamblen and Jefferson in Tennessee. The secondary service area shall be anywhere in the United States of America where our nonprofit purpose can benefit the community. The headquarters of the Area shall be that location so designated by the Executive Committee of the Board of Directors.

SECTION 3. GOVERNING BODY

The Governing Body of the Area shall be the Board of Directors of the Clinch-Powell Resource Conservation and Development Council, Inc.

ARTICLE 3  
AUTHORITY

The Clinch-Powell Resource Conservation and Development Council, Inc., shall be chartered under the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated,, Section 48-51-101, et seq., including but not limited to the general powers authorized under Tennessee Code Annotated, Section 48-53-102.

ARTICLE 4  
CORPORATE STRUCTURE

SECTION 1. PURPOSE

This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

SECTION 2. PERMITTED ACTIVITIES

Notwithstanding any other provision of these articles, this corporation shall not carry on any activities that are not permitted by: (a) an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision on any future United States Internal Revenue law) or (b) any organization contributions which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision on any future United States Internal Revenue law).

SECTION 3. DISSOLUTION

Upon dissolution of this Corporation, its assets shall be distributed (a) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any further tax code), or (b) shall be distributed to the federal government, or (c) to a state or local government for a public purpose. If any assets are not so disposed of above, final distribution of remaining assets shall be by the Chancery Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

ARTICLE 5  
FISCAL YEAR

The Fiscal Year of the Clinch-Powell RC&D Council, Inc. shall begin on the first day of October and end on the last day of September of each year.

ARTICLE 6  
BOARD OF DIRECTORS

SECTION 1. NOMINATION AND ELECTION OF DIRECTORS

A. There shall be a maximum of 15 voting Directors. Each primary service area county should have at least one voting Director. There may be up to eight at-large directors who may be from either primary or secondary service areas.

B. County Mayors may be ex-officio non-voting Members of the Board

- C. Directors may be nominated by Board of [Directors](#). Recommendations for Directors may be made by RC&D executive director and staff [and the community at large](#).
- D. Nominee names shall be submitted to the Chair of the Board for approval by the Board of Directors.
- E. No less than one-third of the Board Members shall be: (a) residents of low-income neighborhoods, (b) other low income community residents or (c) elected representatives of low income neighborhood organizations. No governing body, official or agency of state or local government may appoint any Board Member. No more than one-third of the Board Members may be elected or appointed public officials.

## SECTION 2. AUTHORITY

The Board of Directors has the sole authority to (a) establish policy, (b) enter into agreements, contracts, and (c) to conduct all business of the Corporation. The Board may also delegate the authority to conduct necessary business between regular Board meetings to the Executive Committee, [Officers and/or the Executive Director by motion or resolution](#). The Executive Committee also has additional duties and responsibilities as defined elsewhere in these Bylaws.

## SECTION 3. POWERS

- A. To receive, accept, hold and invest and administer any gifts, bequests, devises, benefits of trust and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof exclusively in connection with promoting and advancing the non-profit purposes and objectives of the Council.
- B. To buy, own, sell, consign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incidental to the accomplishments of the Council's purpose and objectives.
- C. To borrow money and issue evidence of indebtedness in furtherance of any or all of the purposes of the Council, and to secure the same by mortgage, pledge or other lien on the Council's property.

## SECTION 4 QUORUM

A majority of the existing Members of the Board of Directors shall constitute a quorum for all business transactions of the Corporation. Should there not be a quorum of voting Board Members at any called meeting of the Board, and if there is a quorum present of the Executive Committee, then the Executive Committee shall meet in special session instead of the Board. All decisions made by the Executive Committee in special session shall be brought before the Board of Directors of the Corporation at the next Board meeting.

## SECTION 5. VOTING POWER

Each voting Member of the Board shall have one vote. Proxy voting shall not be allowed. Meeting attendance and voting by electronic means will be allowed. Ex-officio Members of the Council shall not have a vote nor does the RC&D Executive Director. Voting shall be by voice and shall not be recorded by yeas and nays unless requested by a member of the Board. When requested, a Roll Call vote may be taken. A simple majority vote is required to pass any motion unless otherwise specified in these Bylaws.

## SECTION 6. TERMS OF OFFICE

- A. Each Board Member shall serve a term of 6 years. Terms to begin and end at the annual meeting.
- B. Board Members may be elected to additional consecutive terms by majority vote of the Board.
- C. There shall be no maximum number of terms that a Board Member may serve.

#### SECTION 7. COMPENSATION

Members of the Board of Directors shall not receive salaries for their services. However, members may be reimbursed for out of the pocket expenses paid by them for the benefit of the Corporation when such expenses are approved by the Board of Directors or by the Executive Committee.

#### SECTION 8. CORPORATION MEETINGS

A. The Annual Meeting of the Corporation shall be held at the first meeting of the fiscal year at such time and place as may be designated by the Executive Committee. The Executive Committee may change the date of the meeting when it is in the best interest of the Corporation to hold the meeting at another time.

B. The Board of Directors shall meet, in addition to the Annual Meeting, at least ~~three~~four other times during each fiscal year at their discretion, the time and place to be set by the Executive Committee.

#### SECTION 9. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Upon the written request signed by at least four (4) voting Directors, or when requested by the Executive Committee, or when the Chair solely deems it necessary and expedient, the Chair may call a special meeting of the Board for the purpose of transacting only those agenda items designated in the call. The call for such special meeting shall be delivered to each member and the meeting may be by electronic means or in person ~~may be mailed to each Board member not later than five (5) days before the meeting.~~

#### SECTION 10. ATTENDANCE AND REMOVAL FROM THE BOARD

Voting Members of the Board are expected to attend all Board Meetings. If a Board Member, without justifiable cause, should miss three consecutive Board meetings, the Chair shall notify the Board member that they are subject to removal from the Board. If the Board member is either unable or unwilling to actively participate in future Board meetings, then the Executive Committee, by majority vote, may declare the Board seat to be vacant. At such time that the seat has been declared vacant, the Chair shall request nominees.

#### SECTION 11. CONFLICT OF INTEREST AND ETHICS VIOLATIONS

Voting Directors are expected to conduct themselves at the highest level of ethics and loyalty to the corporation. The duty of loyalty requires corporate directors to exercise their powers in the best interests of the corporation and not in the interest of another person, organization or in the director's own interest. Any member of the Board who has a conflict of interest in any project or proposed project being carried out by the RC&D shall fully disclose the nature of the conflict with the board and shall not vote on such matters. Anyone in violation of a conflict of interest is subject to removal from the Board.

### ARTICLE 7 OFFICERS

The Officers of the Corporation shall be that of Chair, Vice-Chair and Secretary/Treasurer. The officers shall be elected at the annual meeting of the Corporation from among the current members of the Board. These Officers so elected shall serve terms of one (1) year and can be re-elected to successive terms. These three (3) Officers shall also serve as members of the Executive Committee to be defined in Article 9.

#### SECTION 1. RESPONSIBILITIES AND DUTIES OF THE CHAIR

The Chair shall preside at all meetings of the Board of Directors and all meetings of the Executive Committee and have other special duties as further prescribed in these Bylaws. At each meeting, the Chair shall submit such recommendations and information as may be considered proper to the Board concerning the business affairs and policies of the Corporation.

The Chair shall have general executive supervision of all the business of the Corporation and shall perform such other duties as may be necessary to carry out the business of the Corporation.

Except as otherwise authorized by resolution or motion of the Corporation Board of Directors, the Chair shall sign all contracts, reports and instruments for the Corporation.

The Chair may call special meetings of the Board of Directors or the Executive Committee when necessary.

#### SECTION 2. RESPONSIBILITIES AND DUTIES OF THE VICE-CHAIR

The Vice-Chair shall, assume the duties of the Chair, in the absence of the Chair, or when the Chair is unable to act. The Vice-chair shall also preside at all meetings of Standing Committees and may be assigned additional duties by the Chair.

#### SECTION 3. SECRETARY/TREASURER

The Secretary/Treasurer shall be responsible to: (a) keep accurate minutes of all meetings and a record of all business transacted by the Corporation Board of Directors and the Executive Committee, (b) keep and file all official records of the Corporation, and (c) perform such other duties in regard to records as the Board of Directors or the Chair may direct.

The Secretary/Treasurer shall be responsible to keep accurate financial records and books of accounts of the Council. Funds of the Council shall be deposited in such bank or banks as the Executive Committee may designate, provided that the funds will be deposited in accounts that are insured by the FDIC or other Federal depositories. Checks or other orders for the payment of money from the funds of the Corporation shall be signed by a designated officer or director.

The Secretary/Treasurer shall make an annual report on the financial condition of the Corporation as well as a report of the operations for the year, and any other financial reports when requested by the Chair or by resolution of the Board of Directors. The records will be reviewed annually by the Audit Committee.

### ARTICLE 8 EXECUTIVE COMMITTEE

#### SECTION 1. AUTHORITY

The Executive Committee is a Committee of the Board and is empowered by the Board of Directors with certain duties and responsibilities as defined in these Bylaws.

#### SECTION 2. MEMBERSHIP

The Executive Committee shall consist of the three (3) officers defined in Article 8 of these Bylaws, and a minimum of two additional Directors. A member County may have only two (2) representatives serving on the Executive Committee at any one time.

SECTION 3. METHOD OF SELECTING ~~COUNTY DIRECTOR~~ MEMBERS

The Directors from each county, as necessary, may recommend ~~one~~ Board Member from their county ~~for consideration to as their Director representative on~~ the Executive Committee ~~prior to the Annual Meeting of the Corporation~~. Those ~~members will then be~~ Director representatives ~~so selected may then be voted on confirmed~~ by the Board of Directors ~~at the annual meeting~~.

SECTION 4. TERM OF OFFICE

The Executive Committee Members shall serve a term of one (1) year, however, they may be reappointed to successive terms.

SECTION 5. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet as needed at such place and time within the region as it may designate. The Chair may, when deemed necessary, or when requested by three (3) members of the Executive Committee call a meeting in order to carry on the business of the Corporation.

SECTION 6. EXECUTIVE COMMITTEE QUORUM

A majority of the executive committee shall constitute a quorum for the purpose of conducting business. In the event of death, resignation, or removal, a Quorum will be an absolute majority of the remaining members.

SECTION 7. EXECUTIVE COMMITTEE VOTING

Each member of the Executive Committee shall have one vote. Voting shall be by voice and shall not be recorded by yeas and nays unless requested by a member. When requested, a Roll Call vote may be taken. When a Quorum is present a simple majority of those present may transact business.

ARTICLE 9  
STANDING AND AD-HOC COMMITTEES

SECTION 1. STANDING COMMITTEES

The Corporation shall have standing committees as needed. Each Committee shall have a minimum of three members who will be appointed by the Chair and confirmed by the Executive Committee or by the Board. The Vice-chair shall preside at all standing Committees. The Chair of the Board will be an ex-officio member of all standing Committees. If members of standing committees have not been appointed then the Executive Committee will serve in that capacity.

Standing Committees shall be: (1) Personnel, (2) Nominations, (3) Policies and Procedures, (4) Bylaws.

SECTION 2. SPECIAL COMMITTEES

The Chair shall appoint special ad-hoc committees as may be needed to advance the interests of the Corporation and to carry on its work.

SECTION 3. COMMITTEE REPORTS

Committees shall submit their findings and recommendations ~~in writing~~ to the Executive Committee or to the Board of Directors, which ever is appropriate. No committee shall take any action under the name of the Clinch-Powell RC&D Council, Inc. that has NOT been authorized or approved by the Board of Directors or by the Executive Committee.

ARTICLE 10  
RULES OF ORDER

The rules contained in the last revised edition of "Robert's Rules of Order" as published by the Scott Publishing Company shall apply in all meetings of the Board of Directors and the Executive Committee to the extent that such rules are not in conflict with these bylaws.

ARTICLE 11  
FINANCING

Contributions may be solicited as needed to carry on the operations of the Council. An annual budget will be prepared ~~by the Executive Committee~~ and approved by the Board of Directors.

ARTICLE 12  
AMENDMENTS TO THE BYLAWS

These Bylaws of the Clinch-Powell RC&D Council, Inc. may be amended only by a two-thirds vote of the voting Directors of the Corporation, and shall take effect immediately upon their passage.

Revised on the ~~2012~~th day of ~~November~~~~March~~, 201~~9~~~~14~~.

~~John Vasquez~~~~Cherry Acuff~~, Chair

~~Cody Brown~~~~Floyd W. Rhea~~, Secretary/Treasurer