



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

ARTICLE I NAME AND MISSION

SECTION 1. NAME.

The name of this organization shall be Junior League of Chattanooga, Inc. ("the League"), a corporation formed under § 501(c)(3) of the Internal Revenue Code and organized under the laws of the State of Tennessee.

SECTION 2. MISSION.

Junior League of Chattanooga, Inc. is an organization of women committed to promoting voluntarism, developing the potential of women and improving the community through the effective action and leadership of trained volunteers. The League is committed to providing an inclusive environment of individuals, organizations and communities, and its purpose is exclusively educational and charitable.

ARTICLE II POLICIES AND MEMBERSHIP IN THE ASSOCIATION OF JUNIOR LEAGUES INTERNATIONAL, INC.

SECTION 1. POLICIES.

The policies of the League shall be in harmony with the policies of The Association of Junior Leagues International, Inc. ("AJLI"), of which the League is a member (members of AJLI are hereinafter referred to individually as "a Junior League" or collectively as "the Junior League" or "Junior Leagues"). These policies of the League include, but are not limited to, the policies specified below:

(a) AJLI Vision. The Junior League: Women around the world as advocates for lasting community change.

(b) The League Vision. The Junior League of Chattanooga: Women as catalysts for lasting community change.

(c) Reaching Out Statement. The Junior League of Chattanooga, Inc. reaches out to women of all races, religions, ethnicities, and sexual orientations who demonstrate an interest in and commitment to voluntarism.

(d) No Discrimination. The League does not discriminate as defined in applicable laws and ordinances in its jurisdiction.

(e) Independence. The League shall be administratively independent of any other organization.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

(f) Tax Exempt Status. The League shall maintain its tax-exempt status under § 501(c)(3) of the United States Internal Revenue Code.

SECTION 2. MEMBERSHIP POLICIES OF AJLI.

Except as otherwise provided in these Bylaws, the Board of Directors of AJLI shall, from time to time, adopt or amend written policies governing the privileges of membership in the Junior League, including transfer, inter-League, seasonal inter-League non-resident and non-resident transfer privileges. Such policies shall be subject to the approval of the Junior Leagues.

ARTICLE III MEMBERSHIP IN THE LEAGUE

SECTION 1. MEMBERSHIP CATEGORIES.

(a) Provisional. Provisional Members are new members who are engaged in training established by the League to prepare them for effective community and League involvement. Provisional Members are not eligible to vote or hold office and shall be required to complete all requirements of Provisional training prior to their election to Active Membership.

(b) Active. Active Members are members who have completed Provisional training and justify Active membership by demonstrating volunteer service to the community and commitment to the League, as defined by the League.

(c) Senior Active. Senior Active members are members who have fulfilled the Active membership requirements, defined by the League, and wish to retain the privileges of Active membership.

(d) Sustaining. Sustaining members are members who have fulfilled the Active membership requirements, as defined by the League, and who continue to support the League and its community.

(e) Sustainer Emeritus. Emeritus Membership may be granted to any Sustaining Member who has reached the age of eighty (80) years.

SECTION 2. MEMBERSHIP POLICIES OF THE LEAGUE.

The Board of Directors of the League shall, from time to time, adopt or amend written policies regarding the rights, roles and responsibilities of members in the League ("Membership Policies"). Before taking effect, Membership Policies shall be approved by at least a two-thirds (2/3) affirmative vote of the membership entitled to vote thereon.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

SECTION 3. CRITERIA FOR ADMISSION TO MEMBERSHIP.

Women who have an interest in developing their potential as community and civic leaders and a willingness to acquire the skills, knowledge and experience that will result in meaningful and sustained community impact through work in the League are welcome.

SECTION 4. SCOPE OF MEMBERSHIP.

No person shall at any time be a member of more than one Junior League.

SECTION 5. MEMBERSHIP IN GOOD STANDING.

A member shall be considered in good standing if she fulfills all membership obligations to the League, as defined by the Board of Directors in the Membership Policies, including, but not limited to, the timely payment of dues, fulfillment of volunteer responsibilities and participation in League activities.

SECTION 6. VOTING.

(a) Except for votes related to changes of bylaws, only Active and Senior Active members in good standing may vote at meetings of the League.

(b) Except as otherwise provided by statute or these Bylaws, the affirmative vote of a majority of the members represented and voting, if a quorum is present at such time, shall be the act of the membership of the League.

(c) Absentee voting shall be permitted by Sustainers in good standing only. Absentee voting shall be conducted by mail. Absentee ballots must be mailed to each Sustainer member at least thirty (30) days prior to the day of the meeting at which the relevant vote will be taken (the "Voting Meeting"). Absentee ballots must be received by the League office no later than the date of the Voting Meeting. If the proposal on which the vote will be taken is amended or changed in any way during the meeting, all absentee ballots shall be deemed null and void.

SECTION 7. TRANSFERS BETWEEN JUNIOR LEAGUES.

Any member in good standing of a Junior League may transfer membership to another Junior League. A member who transfers to another Junior League shall be granted the status consistent with the specifications of membership categories of the receiving Junior League. A Provisional member who transfers has the right to complete the training for



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

effective community and Junior League involvement as determined by the receiving Junior League.

SECTION 8. RESIGNATION AND TERMINATION OF MEMBERSHIP.

(a) A member may resign at any time. The resignation of a member does not relieve the member from any obligations she may have to the League as a result of obligations incurred or commitments made prior to resignation. A member may resign in good standing only if she has met all membership obligations, as indicated in Section 5 of this Article.

(b) A member who has not met all her membership obligations may have her membership terminated upon fifteen (15) days prior written notice from the Board of Directors. A member that receives such notice is entitled to a hearing before the Board of Directors to determine the conditions, if any, under which her membership might remain in force, provided the member makes a request for such hearing before the effective date of her membership termination.

SECTION 9. REINSTATEMENT OF MEMBERSHIP.

(a) Any member who resigned in good standing in accordance with these Bylaws may be reinstated upon receipt by the League of the dues required for that member's status for the year of reinstatement.

(b) Any member who was terminated for failure to meet membership obligations may be reinstated upon recommendation by the VP Membership and approval of the Board of Directors.

SECTION 10. NO RIGHTS OR TRANSFERABILITY.

No member shall have any right, interest or privilege from or to the assets, functions, affairs or franchises of the League. No right, interest or privilege of membership in the League may be transferable or inheritable.

SECTION 11. DUES.

The Board of Directors, in its authority to govern and manage the League, from time to time shall set the amount for membership dues and other fees.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

ARTICLE IV OFFICERS

SECTION 1. COMPOSITION.

The Officers of the League shall be the following:

- (a) President;
- (b) President-Elect;
- (c) Secretary; and
- (d) Treasurer.

SECTION 2. ELECTION AND ELIGIBILITY.

Officers (other than the President) shall be elected by the membership from a slate prepared by the Nominating Committee. All candidates for Officer must be Actives or Sustainers of the League in good standing, as defined by these Bylaws, at the time of their application for consideration and must maintain this status throughout their term of office if elected.

SECTION 3. TERM.

The term of each office shall be one year and each Officer may serve until her successor is duly elected. A member may serve more than one term in the same office, which terms may be consecutive.

SECTION 4. DUTIES.

(a) President. The President shall be the chief elected Officer of the League. The President shall:

- 1. Preside at meetings of the League and the Board of Directors;
- 2. Be a voting ex-officio member of all committees, except the Nominating Committee;
- 3. Be responsible for assuring the integrity of Board operations;
- 4. Be the chief spokesperson of the League and of the Board of Directors;



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

5. Appoint committees not otherwise provided for and shall assign their duties; and
6. Perform such other duties as may be required by the Board of Directors;

(b) President-Elect. The President-Elect is not subservient to the President. She has been elected to be the President at a future date. The focus of her President-elect year should be on preparing to assume that role, not on serving as an assistant to the President. The President-Elect shall:

1. Conduct an annual review of the Bylaws and Membership Policies of the League, supervising any necessary updates;
2. Serve as chair of all Cross-Council meetings;
3. Serve as an honorary member of the Junior League Garden Club; and
4. Perform such other duties as may be required by the Board of Directors.

In the absence of the President during the term of the President-Elect, the President-Elect shall preside as President and shall perform the duties and exercise the powers of the President. The President-Elect shall perform such duties as may be assigned by the Board of Directors.

(c) Secretary. The Secretary shall

1. Give, or cause to be given, notice of all meetings of the League and the Board of Directors, in accordance with these Bylaws and applicable law;
2. Keep all minutes of all meetings of the League and the Board of Directors;
3. Be responsible for the custody of the seal of the League, if any, and the affixing of same;
4. Be in general charge of the records of the League, other than financial records; and
5. Perform such other duties as may be assigned by the Board of Directors.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

(d) Treasurer. The Treasurer shall be the elected financial officer of the League and shall be responsible for (i) overseeing the Board's process for monitoring fiscal performance against criteria embodied in the League's Board or governance policies ("Board Policies" or "Governance Policies"), and (ii) Board development in the area of financial policymaking. The Treasurer shall:

1. Conduct an annual examination of the books of record and, from time to time, such other examinations as the Board of Directors shall deem appropriate;
2. Keep and maintain, or cause to be kept and maintained, full and accurate accounts of receipts and disbursements of the League;
3. Maintain or cause to be maintained deposits of all moneys, evidences of indebtedness and other valuable documents of the League in the name and to the credit of the League in such banks or depositories as the Board of Directors may designate;
4. Annually, or whenever else required by the President, Board of Directors or applicable law, render a report of the League of the League's accounts in such form as may be required by applicable law and/or as may be requested at the discretion of the Board of Directors and to be filed with the minutes of the meetings of the Board of Directors;
5. Exhibit the League's books and accounts to any member of the Board of Directors who may request the same; and
6. Perform such other duties as shall, from time to time, be assigned by the Board of Directors.

SECTION 5. RESIGNATIONS.

Any Officer may resign from office at any time. Such resignation shall be made by written notice and shall take effect at the time specified therein and, if no time is specified, at the time of its delivery to the Board of Directors. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective. Resignation by an Officer shall not discharge any accrued obligation or duty of such Officer as an officer or member of the League.

SECTION 6. REMOVAL.

(a) Removal by the Board. Any Officer, other than the President and President-Elect, may at any time, with or without cause, be removed by an unanimous vote of the Board of Directors, excluding the officer being considered for removal.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

(b) Removal by the Membership. Any Officer, with or without cause, may be removed by a two-thirds (2/3) vote of the membership. A meeting must be called for the purpose of removing the Officer and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Officer. At least ten (10) calendar days' written notice of the meeting and proposed vote shall be given to the Membership in accordance with the notice provisions of these Bylaws.

SECTION 7. VACANCIES.

A vacancy in the position of President shall be filled by the President-Elect, who shall serve the balance of the unexpired term of the vacating President and then serve a full term as President. A vacancy in the position of President when there is no President-Elect shall be filled by Treasurer, who shall serve the balance of the unexpired term of the vacating President and shall resign as Treasurer. A vacancy in the position of President-Elect shall be filled from a single slate submitted by the Nominating Committee to the membership.

A vacancy in any other Officer position shall be filled by the Board by election from a slate prepared by the Nominating Committee. The replacement Officer shall serve the remainder of the term of the office vacated and may serve until her successor has been duly elected.

ARTICLE V DELEGATES

The President shall be the voting delegate of the League at the Annual Meeting of AJLI. The President-Elect shall serve as the alternate delegate of the League and shall only be entitled to vote in the absence of the President. Replacement voting delegates shall be selected and approved by the Board of Directors, if the President and President-Elect are unable to attend or vote at the Annual Meeting of AJLI.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. COMPOSITION.

The Board of Directors shall consist of the Officers of the League, the Directors or At-Large Directors and any other members in good standing who may have been elected to the Board of Directors.

The number of Directors constituting the entire Board of Directors shall be not fewer than (i) five (5) and (ii) not greater than the lesser of fifteen (15%) percent of the Active Members or seventeen (17).



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

SECTION 2. ELECTION AND ELIGIBILITY.

(a) Eligibility. All candidates for directorships must be members of the League in good standing, as defined by these Bylaws, at the time of their application for consideration and must maintain this status throughout their directorship if elected. Actives are eligible to be considered for all positions on the Board. Sustainers are eligible to be considered for all positions on the Board other than President or President-Elect. At-Large Directors may concurrently be nominated for an additional placement in the League.

(b) Election. Directors shall be elected by the membership from a slate prepared by the Nominating Committee.

SECTION 3. TERM.

The term of office for Directors shall be no less than one (1) year, and Directors may serve until their successors have been duly elected.

SECTION 4. DUTIES.

The Board of Directors has authority and responsibility for governance and management of the League. The Board of Directors shall have full power and authority to:

(a) Guide the League's compliance with the Policies set forth in Article II, Section 1;

(b) Ensure that the League is in compliance with all legal regulations, rules and ethical standards, maintains its accountability to the community and operates for the public good, in accordance with the purposes and limitations set forth in the Certificate of Incorporation of the League and in these Bylaws;

(c) Set policies and goals, direct planning and oversee the implementation of plans so as to enhance the effectiveness of the League's programs, promote the achievement of established goals, and further the work and impact of the League. Those policies which impact the rights, privileges and responsibilities of the members of the League shall require approval of the membership entitled to vote before they are carried into effect. All other policies shall be approved by the Board of Directors, except as may otherwise be required by law;

(d) Determine the management structure necessary to carry into effect the operations and plans of the League, including determining the number and duties of those designated to lead the management structure;

(e) Ensure that the League has adequate resources to fulfill its Mission and goals;



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

- (f) Execute prudent financial oversight, including ensuring appropriate financial controls are in place and that the League responsibly budgets, invests and uses the funds at its disposal;
- (g) Perform its duties in ways that will enhance the League's reputation in the community;
- (h) General charge and control of the internal and external affairs, funds and property of the League;
- (i) Maintain a strategic plan, based on the mission, vision and priorities of the League and work to achieve its purpose; and
- (j) Present to the membership all proposed major program activities for ratification.

SECTION 5. RESIGNATIONS.

Any member of the Board of Directors may resign from office at any time. Such resignation shall be made by written notice and shall take effect at the time specified therein and, if no time is specified, at the time of its delivery to the President of the League. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, and no resignation shall discharge any accrued obligation or duty of a Director as a member of the Board or as a member of the League.

SECTION 6. REMOVAL.

(a) Removal by the Board. Any Director, other than the President and President-Elect, may at any time, with or without cause, be removed by a unanimous vote of the Board of Directors, excluding the officer being considered for removal.

(b) Removal by the Membership. Any Director, with or without cause, be removed by a two-thirds (2/3) vote of the membership. A meeting must be called for the purpose of removing the Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director. At least ten (10) calendar days' written notice of the meeting and proposed vote shall be given to the membership in accordance with the notice provisions of these Bylaws.

SECTION 7. MEETINGS.

(a) The Board of Directors shall hold meetings as may be necessary to transact the business of the League. Meetings shall be held at such time and place as the Board of Directors shall determine.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

(b) Special meetings of the Board of Directors may be called by the President or, upon written request, by a majority of the Board of Directors.

SECTION 8. NOTICE OF MEETINGS.

(a) Written notice of the time, place and purpose of each regular meeting shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League to each Board member as follows:

1. if by mail, such notice must be sent to each Board member at least seven (7) calendar days prior to the day of the meeting; and
2. if by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each Board member at least seven (7) calendar days prior to the day of the meeting.

(b) Notice of special meetings must be sent by the Secretary or, in the Secretary's absence, by any other Officer of the League to each Board member at least forty eight (48) hours prior to the time at which such meeting is to be held. Such notice may be, and shall be deemed given when:

1. delivered by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery; or
2. left on a voice mail system or answering machine.

SECTION 9. QUORUM.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at all regular and special meetings of the Board of Directors. For purposes of establishing a quorum, any Director is entitled to appoint, in writing, another Director as a proxy to attend the meeting on her behalf.

If, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting by announcing another time and place. The adjourned meeting may be held at such time and place without further notice or waiver.

SECTION 10. VOTING.

The vote of a majority of the members of the Board of Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. The Board of Directors may authorize the appointment of proxies for voting.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

SECTION 11. ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing such action. In such cases, the document containing the resolution shall be circulated to Directors in advance. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors.

SECTION 12. MEETING BY TELECOMMUNICATIONS.

Any member of the Board of Directors or all of the members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 13. VACANCIES.

A vacancy within the Board of Directors, other than the President and President-Elect, shall be filled by the Board by election from a slate prepared by the Nominating Committee. The replacement Director shall serve the remainder of the unexpired term and may serve until her successor has been duly elected.

ARTICLE VIII NOMINATING COMMITTEE

SECTION 1. COMPOSITION.

The Nominating Committee shall consist of a minimum of four (4) members of the League. The Nominating Committee shall have an even number of voting members. The Chair of the Nominating Committee shall facilitate the process and shall serve without voice or vote, except in the instances of a tie.

The Chair of the Nominating Committee must have served on the Nominating Committee for at least one (1) year prior to serving as Nominating Chair, unless such service requirement is waived by the Board of Directors. The Chair of the Nominating Committee shall be elected by the membership from a slate prepared by the Nominating Committee and presented to the membership.

SECTION 2. ELIGIBILITY AND SELECTION.

(a) Eligibility. All candidates for the Nominating Committee must be members of the League in good standing, as defined by these Bylaws, at the time of their application for consideration and must maintain this status throughout their term of office if selected.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

Active and Sustaining members in good standing, as defined in these Bylaws, may be elected to the Nominating Committee, and may serve until their successors are duly elected.

No member of the Nominating Committee shall be eligible to be slated for any position as an Officer or Director while she is serving on the Nominating Committee.

(b) Election. The Nominating Committee and the Chair of the Nominating Committee shall be elected by the membership from a slate prepared by the prior year Nominating Committee.

SECTION 3. DUTIES.

The duties of the Nominating Committee are:

(a) To ensure that the Board of Directors possesses the competencies necessary for effective governance and management of the League;

(b) To prepare a slate of Officers, Directors, Nominating Committee members, Nominating Chair and other leaders to be ratified by the membership eligible to vote. Such a slate shall consist of League members identified through an objective process that ensures transparency and accessibility to all who are eligible and qualified to serve on the Board of Directors, as Officer, as Nominating Chair or on the Nominating Committee;

(c) Details of the nominating process are set forth in written nominating policies that are adopted from time to time by the Board; and

(d) To transmit the slate to the membership at least thirty (30) calendar days before the date on which the membership will be required to vote on the slate.

SECTION 4. ADDITIONAL CANDIDATES.

(a) Independent nominations for additional candidates may be made by any Active member in good standing for vacancies in the positions of Officer or on the Board of Directors or Nominating Committee. Such nominations shall be in writing, bear the signatures of at least ten (10) Active members entitled to vote and be accompanied by the written consent of the nominee.

(b) Independent nominations must be received by the Nominating Chair within fifteen (15) calendar days after the slate has been sent to the membership. The Nominating Chair must notify the membership of the content of such independent nominations no later than two (2) business days after the independent nomination has been received.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

(c) If there is more than one candidate for a position, that position is removed from the slate and is voted on by separate ballot.

SECTION 5. VACANCIES.

Vacancies occurring among the Nominating Committee members shall be filled from a single slate submitted by the Nominating Committee to the Board of Directors. Any vacancy in the Nominating Chair shall be filled from a single slate submitted by the Nominating Committee to the membership.

ARTICLE IV MEMBERSHIP MEETINGS

SECTION 1. GENERAL MEMBERSHIP MEETINGS.

Regular meetings of the membership, also known as General Membership Meetings, shall be held at regular intervals throughout the year. The dates of such meetings shall be determined by the Board of Directors and communicated to the membership as in Section 4(a) of this Article.

SECTION 2. SPECIAL MEMBERSHIP MEETINGS.

Special meetings of the membership may be called by the Board of Directors. Special meetings also may be called by a minimum of 10% of the Active members of the League or 20% of the Active and Sustainer members of the League, by written request to the President. Notice of time, place and purpose of a special meeting shall be communicated to the membership as set forth in Section 4(b) of this Article.

SECTION 3. ANNUAL MEETINGS.

The Annual Meeting of the League shall be held in the month of May on a date and at a time designated by the Board of Directors. The purpose of the Annual Meeting shall be the approval of slated positions, the election of the elected members of the Board of Directors, and the installation of the President and President-Elect.

SECTION 4. NOTICE OF MEETINGS.

(a) Notice of General Membership Meetings. Written notice of the time and place of each General Membership Meeting shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League, to each member as follows:

1. if by mail, such notice must be sent to each member at least fourteen (14) calendar days prior to the day of the meeting; or



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

2. if by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each member at least fourteen (14) calendar days prior to the day of the meeting.

(b) Notice of Special Membership Meetings. Notice of special membership meetings shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League, to each member, and must be sent at least seventy two (72) hours prior to the time at which such meeting is to be held. Such notice may be, and shall be deemed given when:

1. delivered by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery; or
2. left on a voice mail system or answering machine.

(c) Notice of Annual Meetings. Written notice of the time and place of the Annual Meeting shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League, to each member as follows:

1. if by mail, such notice must be sent to each member at least fourteen (14) calendar days prior to the day of the meeting; or
2. if by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each member at least fourteen (14) calendar days prior to the day of the meeting.

(d) Waiver of Notice. Notice of a meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice to her. No notice need be given of any adjourned meeting.

SECTION 5. QUORUM.

The quorum for all meetings of the League shall be 20% of the members eligible to vote, as defined in Article III, Section 6. If, at any membership meeting there shall be less than a quorum present, the members present may adjourn the meeting until a quorum is obtained.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

ARTICLE X FISCAL POLICIES

SECTION 1. FISCAL YEAR.

The fiscal year shall be from June 1 through May 31.

SECTION 2. BANKS AND AUTHORIZED SIGNATORIES.

The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the League. The Board of Directors shall determine who shall be authorized on the League's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other documents and instruments.

SECTION 3. INVESTMENTS.

The funds of the League may be retained, in whole or in part, in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including, without limitation, stocks, bonds or other securities, consistent with parameters set by, and subject to review and approval of the Board of Directors.

SECTION 4. ANNUAL FINANCIAL REPORT.

The books and accounts of the League shall be kept in accordance with generally accepted accounting principles in the jurisdiction where the League is located and shall be audited or reviewed annually by a certified public accountant or the international equivalent at the end of each fiscal year of the League.

SECTION 5. DISSOLUTION.

In the event of the dissolution of the League, the assets remaining after payment of, or the provision for payment of, all debts and liabilities shall be distributed to such corporations that are organized and operated exclusively for charitable purposes and that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine.

ARTICLE XI CHANGE OF CHARITABLE STATUS

The League shall immediately inform AJLI, and send to AJLI evidence, of any change in its status as a tax-exempt organization under Section 501(c)(3) of the United States Internal Revenue Code.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

ARTICLE XII INDEMNIFICATION, REIMBURSEMENT AND INSURANCE

SECTION 1. INDEMNIFICATION AND REIMBURSEMENT.

(a) Directors and Officers. Except as provided herein, the League shall, to the fullest extent now or hereafter permitted by applicable law, indemnify, defend and hold harmless any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that she, or her testator or intestate, is or was a Director or Officer of the League (each such Director or Officer, testator or intestate being an "Indemnified Party"), against judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees. The League shall, from time to time, reimburse or advance any Indemnified Party the funds necessary for payment against such judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees, referred to in this Section 1, upon receipt of a written undertaking by or on behalf of such Indemnified Party to repay such amount(s) unless a judgment or other final adjudication adverse to such Indemnified Party establishes that:

- (i) her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated;
- (ii) she personally gained a financial profit or other advantage to which she was not legally entitled; or
- (iii) her conduct was otherwise of a character such that applicable law would require that such amount(s) be repaid.

(b) Employees and Agents. In addition, the League may also, to the fullest extent now or hereafter permitted by applicable law, indemnify any employee or agent of the League, or the testator or intestate of any such person, in the same circumstances and on the same terms, as an Indemnified Party under this Section 1, upon a showing that, had the employee or agent been a Director or Officer, the employee or agent would have been entitled to indemnification under these Bylaws.

SECTION 2. INSURANCE.

The League shall have the power to purchase and maintain insurance to indemnify the League for any obligation or liability which it incurs as a result of its indemnification of an Indemnified Party pursuant to Section 1 of this Article, or to indemnify such Indemnified Party in instances in which they may be indemnified pursuant to Section 1 of this Article.



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

SECTION 3. NON-EXCLUSIVITY

The indemnification and advancement of expenses provisions of Section 1 of the Article shall not be exclusive of any other right which any person (and her heirs, executors and administrators) may have or hereafter acquire under any statute, provision of the the League's charter, provision of these Bylaws, resolution adopted by the Members, resolution adopted by the Board of Directors, agreement, or insurance purchased by the League or otherwise, both as to action in her official capacity and as to action in another capacity. The League is hereby authorized to provide for indemnification and advancement of expenses through its Charter, Bylaws, resolutions of Members, resolution of the Board of Directors and agreement.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of Robert's Rules of Order shall govern the League in all cases in which such rules are applicable, and in which they are not inconsistent with the League's charter, these Bylaws or with the written policies and procedures adopted by the Board.

ARTICLE XIV MEMBERSHIP LISTS

The League's mailing list of League members is for the use of the League only and cannot be used for the promotion of any activity unrelated to the League. It shall not be used by League members or other individuals for personal gain or made available for political, commercial or solicitation purposes. The use of the League's membership list is not allowed without the express consent of the Board of Directors.

ARTICLE XV AMENDMENTS

SECTION 1. BYLAWS.

These Bylaws may be amended at any regular, special or Annual Meeting of the League by a two-thirds (2/3) majority of affirmative votes cast by members in good standing, provided that notice of the proposed amendment has been mailed to each voting member at least thirty (30) calendar days prior to the date of the meeting, with copies of the proposed amendment available upon request from the League office.

SECTION 2. POLICIES

The Board of Directors may, from time to time, adopt Governance Policies or Board Policies. These policies may be amended by a two-thirds (2/3) majority of affirmative



APPROVED April 2020

Bylaws of the Junior League of Chattanooga, Inc.

votes cast by members of the Board of Directors, except as otherwise provided by statute or these Bylaws.

SECTION 3. PROCEDURES.

The Board of Directors shall, from time to time, adopt such written policies and procedures as are required to manage the affairs of the League. Such procedures shall take effect upon approval by a simple majority of the members of the Board of Directors.

ARTICLE XVI REFERENCES TO THE LEAGUE'S CHARTER

References in these Bylaws to the League's charter shall include all amendments thereto or changes thereof unless specifically excepted. If there are any conflicts between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern.