

**BYLAWS  
OF  
THE NASHVILLE AREA JUNIOR CHAMBER OF COMMERCE  
OCTOBER 16, 2023**

These Bylaws shall regulate the affairs of the Nashville Area Junior Chamber of Commerce subject to the provisions of its Corporate Charter [“the Charter”] and any applicable provisions of the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. § 48-51-101, *et. seq.* [“the Act”].

Henceforward, the masculine denotes the feminine and the singular denotes the plural.

**ARTICLE I.  
NAME**

The name of the Corporation is the **NASHVILLE AREA JUNIOR CHAMBER OF COMMERCE** (the “NAJCC”). The corporation shall be publicly known and referred to as the “Nashville Junior Chamber.”

The Nashville Junior Chamber is a non-profit corporation, organized exclusively for religious, charitable, educational, literary, and scientific purposes (hereinafter referred to as “Charitable Purposes”), within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”), or the corresponding section of any future Federal tax code, and Tennessee Code Annotated §48-51-101.

**ARTICLE II.  
OFFICES**

1. Registered and Principal Office. The registered and principal office(s) of the Nashville Junior Chamber shall be as set forth in the NAJCC’s charter (the “Charter”), as amended or restated, provided that the Board of Directors may change the location of the registered and/or principal office at any time by making the appropriate filing with the Tennessee Secretary of State.

**ARTICLE III.  
PURPOSE, USE, AND ADMINISTRATION OF FUNDS**

1. Purpose. The Nashville Junior Chamber’s purpose is to develop its members personally, professionally, and philanthropically by maximizing their individual and collective potential.

The specific objectives and purposes of this corporation shall be:

- (a) to provide education opportunities for young professionals to apply in the workplace or in volunteer service;
- (b) to engage with civic discussions and leaders to develop ideas to better the Nashville-area community;

- (c) to promote the welfare and sustainability of Greater Nashville and its residents;
- (d) to sponsor, host, and/or participate in events and activities that enrich Nashville-area communities in need;
- (e) to provide young professionals with opportunities to volunteer and engage with Nashville-area communities in need; and
- (f) to foster a culture of involvement and service amongst all Nashvillians.

To maximize NAJCC's impact, NAJCC may seek to collaborate with other non-profit organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, and are operated exclusively for educational and charitable purposes.

2. Use of Funds. In making distributions to effectuate the Charitable Purposes of the corporation, as delineated in paragraph 1 above, the Board of Directors shall have the authority to make distributions of both income and principal in such proportions and amounts as the Board of Directors, in its discretion, determines advisable, provided that all such distributions are in furtherance of the corporation's Charitable Purposes and are consistent with all applicable federal tax laws and regulations, as herein provided. The NAJCC is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the NAJCC shall be distributable to, or inure to, the benefit of its Directors or officers or any other private person, except as provided in ARTICLE V paragraph 10, ARTICLE VI paragraph 10, and ARTICLE XI as reimbursement for expenses or reasonable compensation for services rendered to the NAJCC, and except to make payments and distributions in furtherance of the Charitable Purposes of the NAJCC, as set forth in the Charter and paragraph 1 of this Article. No substantial part of the activities of the NAJCC shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the NAJCC shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

3. Dissolution of Corporation. The Board of Directors shall have the authority to dissolve the NAJCC at any time that it deems such dissolution appropriate or advisable. Upon the dissolution of the NAJCC, after paying or making provision for the payment of all liabilities of the NAJCC then outstanding and unpaid, the Board of Directors of the NAJCC shall distribute the assets, in such manner as determined by the Board of Directors, exclusively for the Charitable Purposes of the NAJCC within the meaning of Section 501(c)(3) and Section 170(c)(2) of the Code, or any corresponding provision of any future federal tax laws. Any assets not so distributed shall be distributed to one or more governmental units then described under Section 170(c)(1) of the Code, or to one or more organization(s) then described under Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, or any corresponding provisions of any future federal tax laws. Any assets not so disposed of shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the NAJCC is then located, with the distribution of assets to be made for such charitable purposes, or to such governmental units then described under Section 170(c)(1) of the Code, or to such organization or organizations then described in Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, or any corresponding provision of any future federal tax laws, as such court shall determine.

## ARTICLE IV. MEMBERSHIP

1. Class of Membership. The NAJCC shall consist of one (1) class of membership. Each member of the NAJCC shall have the same rights and obligations as all other members subject to the Act, the Charter, or these Bylaws.

2. Individual Member Qualifications. Any professional person who is (1) a resident of the Nashville area, (2) between the ages of twenty-one and forty, (3) of good reputation, (4) and who submits a written application to the Board of Directors ["the Board"] may, after approval of their application by the Board, be elected to membership in the NAJCC as an active member as follows:

(a) Active Member. An "active member" is a member who fully satisfies the application, endorsement, approval, payment, and enrollment criteria. Once admitted to membership, the applicant shall pay an initiation fee in an amount determined by the Board and shall pay dues as established by the Board. Each member's dues shall be paid in advance of the month in which the member is admitted into the NAJCC and annually thereafter on the member's renewal date. A member's renewal date is defined as the annual anniversary of the date their membership was accepted. Membership acceptance occurs when the payment for membership dues has been received. Notice of all members' dues will be sent annually to each member at least thirty (30) days prior to the member's renewal date. Dues are not refundable in part or in whole. Failure of any member to pay dues, or any other financial obligation to the NAJCC within forty-five (45) days of the billing date shall result in termination of that member's membership by automatic expulsion unless the account has been paid in full. Membership shall automatically terminate on a member's renewal date if the member has turned forty-one (41) years of age during the previous year. Any member may resign from the NAJCC by providing written notice to the Board. The resignation is effective upon receipt without the need for any further action on the part of the Board. The Board shall have full authority and discretion to suspend or expel any member for the violation of the Charter, these Bylaws, any rules and regulations duly adopted by the Board, or by reason of any conduct deemed by the Board to be detrimental to the NAJCC's best interests. No member shall have the right to transfer or encumber his or her membership to any other individual unless approved by the Board of Directors.

(b) Alumni Members. Alumni status is open to any individual who is forty-one (41) years of age or older, and who was an active member in good standing for at least one (1) year; and/or to any individual who is not yet forty-one (41) years of age, and has served on the Board for two (2) terms. Alumni members will pay a separate dues rate.

3. Members' Meetings. In accordance with Tenn. Code. Ann. § 48-57-101, Members shall meet at least once annually near the end of the NAJCC's fiscal year. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Corporation. Notice of such meeting shall be given no fewer than ten (10) days nor more than two (2) months before the meeting date, and shall be communicated in person, by telephone, facsimile, electronic mail or by mail or private carrier. Notice shall include the place, date, and time of each annual or special meeting; and a description of any matter or matters which must be approved by the

members. The Record Date for determining members entitled to notice of a Members' meeting, shall be at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held. The list of members on the Record Date shall be available for inspection by any member or their agent.

4. Quorum. Twenty-five percent (25%) of the total number of Members entitled to notice of a meeting on the Record Date, shall constitute a quorum for the transaction of business at any meeting of the Members.

5. Election of Directors. Each Member shall be entitled to one (1) vote for each seat of the Board of Directors eligible for election that year. Directors shall be elected by a majority vote of the Members. The election of Directors shall be conducted using virtual software managed by the President. The voting procedure as outlined in organization's Policy Manual may stipulate further details, including what happens in the case of a tie.

## ARTICLE V. BOARD OF DIRECTORS

1. General Powers. The business and affairs of the NAJCC shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the NAJCC all of the rights and privileges legally exercisable by the NAJCC as a corporate entity, except as may otherwise be provided by law, the Charter, or these Bylaws. Any reference within these Bylaws to the "Board," "Directors," or "Board of Directors" shall mean the Board of Directors of the NAJCC, unless otherwise specified.

2. Number, Tenure, and Qualifications. The Board shall consist of not less than three (3) and not more than twenty-three (23) individuals. The composition of the Board shall include at least two Officers, who shall be the President and the Secretary. The Board may include a President, President-Elect, Ex-Officio (Immediate Past President), Treasurer, Secretary, Legal Expert, and up to eighteen (18) additional Directors. Directors shall be natural persons who have attained the age of twenty-one (21) years, and who are an active member in good standing of the NAJCC.

Twelve (12) of the additional Directors ("Elected Directors") shall be elected by the Members for a term of two (2) years. Elected Director terms shall be staggered so that approximately half the number of Elected Directors will end their terms in any given year. Each Director shall hold office until his or her term has expired and his or her successor is appointed, or until his or her earlier resignation, removal from office, or death. Elected Directors may serve up to two (2) terms in succession. If they wish to remain on the board, they must be appointed to a one (1) year term following their two elected terms. The term of office for Elected Directors shall be considered to begin the first day of July and end the last day of June of the second year thereafter, unless the term is extended until such time as a successor has been elected.

Up to 6 of the additional Directors ("Appointed Directors") shall be appointed by the President. Appointed Directors serve a one (1) year term. Appointed Directors may not serve

consecutive terms as an Appointed Director, although they may be elected to up to two (2) terms. Allowances outlined in organization policy manual.

The retiring President, if still eligible for membership, shall automatically become the Ex-Officio Director for the ensuing year. All past Presidents who are otherwise eligible for membership shall be invited to participate ex-officio in meetings and activities of the Board, but shall not be Directors.

3. Meetings. The Board of Directors shall meet monthly, at such time and place as it determines. The business to be conducted at the monthly meetings shall be determined in the discretion of the Board but shall generally include the approval of the minutes of the preceding meeting, Director reports, Committee reports, Old Business and New Business.

4. Special Meetings. Special meetings of the Board of Directors may be called by the President, or at the request of the Secretary or any two (2) Directors. The President shall determine the time and place of any special meeting.

5. Notices. Notice of any special meeting shall be given at least two (2) business days prior thereto. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors must be specified in the notice of such meeting and no other business shall be transacted at that meeting.

6. Quorum. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

7. Participation in Meeting. Each Director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Directors except for the President, Ex-Officio, Secretary, Treasurer, and Legal Counsel. In the event of a tie, the President of the Board shall cast the tie-breaking vote. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by law, by the Charter, or by these Bylaws. Members of the Board of Directors absent from any meeting shall not be permitted to vote at such meeting by written proxies. The members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and the participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Directors shall be promptly furnished a copy of the minutes of the meetings of the Board of Directors.

8. Action Without a Meeting. Any action required or permitted to be taken at a meeting by the Board of Directors, or by any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent in writing to taking such action without a meeting. In the event such consent is received, the Board may act provided that the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting is received. The action must be evidenced by one (1) or more written

consents describing the action taken, signed in one (1) or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Board of Directors or committee. A consent signed under this Article shall have the same force and effect as a meeting vote of the Board of Directors, or any committee thereof, and may be described as such in any document.

9. Vacancies. Any vacancy occurring in the Board of Directors, including vacancies created by the removal of Directors without cause or for cause, may be filled by appointment of the President and approval of the Board. A Director appointed to fill a vacancy shall serve only until the next election of Directors, regardless of whether that seat was slated for reelection. That Director would be eligible for another one (1) year appointment if they are not elected to the board during the next election cycle. If a vacancy is not filled within ninety (90) days of the event which resulted in there being fewer Directors than required by the Charter or Bylaws, any Director may apply to a court having equity jurisdiction in the county in which the NAJCC has its principal office to have such court appoint a sufficient number of Directors so that the NAJCC will have the number of Directors required by its Charter or Bylaws, whichever number is greater. Any position to be filled by reason of an increase in the number of Directors may be filled by appointment by the Board of Directors for a term of office continuing only until the next election of Directors.

10. Compensation and Reimbursement of Expenses. The Board of Directors shall serve in such capacity without compensation for services rendered to the NAJCC. Each Director may be paid his or her reasonable expenses incurred by the Director directly related to the affairs of the NAJCC upon prior approval by the Board of Directors and proper substantiation of such expenses. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the corporation's Conflict of Interest policy and state and federal law.

11. Presumption of Assent. A Director of the NAJCC who is present at a meeting of the Board of Directors at which action on any NAJCC matter is taken, shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the Secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the NAJCC immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

12. Removal. Any of the Directors may be removed for cause or without cause by the vote of two-thirds (2/3) of the total number of the voting Directors in office, excluding the Director whose removal is being considered. Removal of a Director shall constitute removal as an officer of the NAJCC and as a member of all committees of the Board of Directors.

Three (3) consecutive absences from an appropriately noticed Board meeting of any elected or appointed member of the Board, which are not excused in a manner and time satisfactory to the Board, shall, at the discretion of the Board and by a majority vote of the entire Board, automatically result in an expulsion of said member from the Board.

13. Resignation. A Director may resign his or her position at any time by tendering his or her resignation in writing to the President or, in the case of the resignation of the President, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the NAJCC at its principal place of business.

## ARTICLE VI. OFFICERS

1. Number of Officers. There shall be a President, a Secretary, and a Treasurer of the NAJCC, each of whom shall be elected in accordance with the provisions of this Article. The President of the Board of Directors shall serve as chair of the meetings of the Board. The Board of Directors may also elect one (1) or more Vice-Presidents, and such other assistant officers as the Board of Directors may from time to time deem necessary or appropriate. Any two or more offices may be held by the same person, except for the offices of President and Secretary. All officers must be Directors of the NAJCC.

2. Election and Term of Office. The officers of the NAJCC shall be elected annually by the Board of Directors at its annual meeting. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for a term of one (1) year expiring immediately following the annual meeting at which he or she was elected and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal from office in the manner hereinafter provided. A retiring officer may succeed himself or herself in his or her office.

3. President. The President shall be the principal executive officer of the NAJCC. He or she shall preside at all meetings of the Board of Directors, and shall in general perform all of the duties, and have all of the authority, incident to the office of the chief executive officer of a corporation, and such other duties as may from time to time be prescribed by the Board of Directors. The President may sign, with the Secretary or any other proper officer thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other office or agent of the NAJCC, or shall be required by law to be otherwise signed or executed.

4. President-Elect. In the absence of the President or in the event of his or her death, inability, or refusal to act, the President-Elect shall perform the duties of the President (pending election, if necessary, of a successor pursuant to paragraph 8 below), and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any President-Elect shall perform such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

5. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the NAJCC and see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the NAJCC under its seal; keep a register of the

post office address of each member of the Board of Directors, which address shall be furnished to the Secretary by each Director; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors. In the absence of a Treasurer, the Secretary shall be responsible for the duties of the Treasurer as provided in ARTICLE VI, paragraph 6, below.

6. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the NAJCC; receive and give receipts for monies due and payable to the NAJCC from any source whatsoever, and deposit all such monies in the name of the NAJCC in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of ARTICLE VIII of these Bylaws; disburse the funds of the NAJCC in accordance with the directives of the Board of Directors, taking proper vouchers for such disbursements, and render to the Board of Directors, at its annual meeting and at such other times as may be requested by the Board of Directors, an accounting of all the transactions of the Treasurer and of the financial condition of the NAJCC; and in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

7. Removal. Any of the Officers may be removed for cause or without cause by the vote of two-thirds (2/3) of the total number of the voting Directors in office, excluding the Officer whose removal is being considered. Removal of an Officer shall constitute removal as a Director of the NAJCC and as a member of all committees of the Board of Directors.

8. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, shall be filled by an appointment by the President and majority vote of the Directors. This excludes the role of President which is filled by President-Elect unless President-Elect is unfit to fill the role, in which case an emergency election shall be held as further outlined in the policy manual. If the President-Elect does fill the role, it shall not count against the term for which he or she was elected.

9. Resignation. An officer may resign his or her office at any time by tendering his or her resignation in writing to the President or, in the case of the resignation of the President, to the Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the NAJCC at its principal place of business.

10. Salaries and Expenses. The officers of the NAJCC shall serve without compensation. Reasonable expenses incurred by all of the officers in the course of coordinating the affairs of the NAJCC shall be reimbursed by the NAJCC upon prior approval of the Board of Directors and proper substantiation.



## ARTICLE VII. COMMITTEES

All committees shall consist of two (2) or more Directors as designated by the President and approved by the Board of Directors, shall be under the control and serve at the pleasure of the Board of Directors, shall have charge of such duties as may be assigned to them by the Board of Directors or these Bylaws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Directors, which shall ratify the actions of each committee. Members who are at least twenty-one (21) years of age but who are not Directors of the NAJCC may be appointed to one or more committees of the NAJCC provided that there are at least two (2) Directors who are also members of such committee.

There shall be four (4) Pillar Committees, in accordance with the pillars of the NAJCC Mission, as follows: Professional Development, Networking, Civic Engagement, and Philanthropy. The chairs of these pillar committees shall be appointed by the President.

## ARTICLE VIII. CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS

1. Contracts and Employment of Agents. The Board of Directors may authorize any Director, officer, or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the NAJCC. The Board of Directors shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, consultants and other counsel, legal, investment, or otherwise, as the Board of Directors shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the NAJCC, 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.

3. Annual Budget, Annual Report. At the beginning of each fiscal year, the incoming President and his or her appointed Treasurer shall prepare an annual budget that shall be submitted to the Board for approval. The Board shall have the power to alter, modify or change the budget during the year as needed. The budget as adopted shall govern the financial operations of the NAJCC throughout the fiscal year. The NAJCC's Treasurer, or other person(s) designated by the Board, shall prepare, or cause to be prepared, annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Act.

The outgoing President, the outgoing Treasurer, the incoming President, and the incoming Treasurer shall prepare and make available to the Board at the beginning of each fiscal year a report showing the receipts, expenditures, and activities of the NAJCC for the previous fiscal year and the adopted budget for the coming year.

4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the NAJCC shall be signed by such

officer or officers, agent or agents, of the NAJCC, and in such manner, as shall from time to time be determined by resolution of the Board of Directors, provided that, and for the avoidance of doubt, the President and the Treasurer of the NAJCC, or other officers as explicitly authorized by the Board of Directors, shall have all authority to sign checks, make drafts, and execute other orders for the payment of money.

5. Deposits. All funds of the NAJCC not otherwise employed shall be deposited from time to time to the credit of the NAJCC with such banks, trust companies, brokerage accounts, investment managers, or other depositories as the Board of Directors may from time to time select.

6. Investment Authority. The Board of Directors shall be authorized to retain assets distributed to the NAJCC, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board of Directors shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the NAJCC and does not in any way jeopardize the tax-exempt status of the NAJCC.

## ARTICLE IX. STANDARDS OF CONDUCT

1. Standards of Conduct. A Director or an officer of the NAJCC shall discharge his or her duties as a Director or as an officer, including duties as a member of a committee:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner he or she reasonably believes to be in the best interest of the NAJCC.

2. Reliance on Third Parties. In discharging his or her duties, a Director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more officers or employees of the NAJCC whom the Director or officer reasonably believes to be reliable and competent in the matters presented;
- (2) Legal counsel, public accountants, or other persons as to matters the Director or officer reasonably believes are within the person's professional or expert competence; or
- (3) With respect to a Director, a committee of the Board of Directors of which the Director is not a member, as to matters within its jurisdiction, if the Director or officer reasonably believes the committee merits confidence.

3. Bad Faith. A Director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by ARTICLE IX paragraph (2) unwarranted.

4. No Liability. A Director or officer is not liable for any action taken, or any failure to take action, as a Director or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article, or if he or she is immune from suit under the provisions of Section 48-58-601 of the Act. No repeal or modification of the provisions of this paragraph either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

5. Prohibition on Loans. No loans or guarantees shall be made by the NAJCC to its Directors or officers. Any Director who assents to or participates in the making of any such loan shall be liable to the NAJCC for the amount of such loan until the repayment thereof.

6. Whistleblowing, Non-Retaliation. If any Director, officer, staff, employee, or member reasonably believes that some policy, practice, or activity of the NAJCC is in violation of law, a written complaint must be filed by that person with the President-Elect, President, or Secretary. Any individual reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, illegal, or unethical conduct, conflicts of interest in connection with the finances or other aspects of operations of the corporation, or a violation of the NAJCC's policy or the law. The act of making allegations that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious offense and may result in discipline up to and including disassociation with, dismissal from, and/or termination of employment or membership with the corporation. Such conduct may also give rise to legal action.

It is contrary to the values of the NAJCC for anyone to retaliate against any board member, officer, employee, member or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the NAJCC. A Director, employee, or member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including disassociation with, dismissal from, and/or termination of employment or membership with the corporation. Such conduct may also give rise to legal action.

Violations or suspected violations may be submitted on a confidential basis by the complainant. Violations or suspected violations, and investigations pertaining thereto, shall be deemed and kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Unless otherwise designated by the Board of Directors, the Secretary shall serve as the Compliance Officer. The Compliance Officer has the responsibility to investigate all reported complaints and shall advise the Board of Directors of all complaints and their resolution, and will report at least annually on compliance activity relating to accounting or alleged financial improprieties. The Compliance Officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by

the investigation.

## ARTICLE X. CONFLICTS OF INTEREST

1. General. A conflict of interest transaction is a transaction with the NAJCC in which a Director or officer of the NAJCC has a direct or indirect interest. A Director or officer of the NAJCC has an indirect interest in a transaction if, but not only if, a party of the transaction in another entity in which the Director or officer has a material interest, or of which the Director or officer is a general partner, trustee, officer, or Director. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director or officer if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in paragraph 2 of this Article.

2. Manner of Approval. A transaction in which a Director or officer of the NAJCC has a conflict of interest may be approved if:

(1) The material facts of the transaction and the interest of the Director or officer were disclosed or known to the Board of Directors, or to a committee consisting entirely of disinterested members of the Board of Directors, and the Board of Directors or such committee authorized, approved, or ratified the transaction; or

(2) Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

3. Quorum Requirements. For purposes of this ARTICLE X subparagraph 2(1), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board of Directors, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this ARTICLE X by a single Director. A quorum is present for the purpose of taking action under this ARTICLE X if a majority of the members of the Board of Directors who have no direct or indirect interest in the transaction are present for the vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subparagraph 2(1) if the transaction is otherwise approved as provided in this ARTICLE X paragraph 2.

## ARTICLE XI. INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

1. Mandatory Indemnification of Directors and Officers. To the maximum extent permitted by the provisions of Sections 48-58-501, *et seq.*, of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article which occur subsequent to the effective date of such amendment), the NAJCC shall indemnify and advance expenses to any person who is or was a Director or officer of the NAJCC,

or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(1) The Proceeding was instituted by reason of the fact that such person is or was a Director or officer of the NAJCC; and

(2) The Director or officer conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the NAJCC, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the NAJCC; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or officer did not meet the standard of conduct herein described.

2. Permissive Indemnification of Employees and Agents. The NAJCC may, to the maximum extent permitted by the provisions of Section 48-58-501, *et seq.*, of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the NAJCC, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in paragraph 1 of this ARTICLE XI, provided that the proceeding was instituted by reason of the fact that such person is or was an employee or agent of the NAJCC and met the standards of conduct set forth in subparagraph 1(1) above. The NAJCC may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the NAJCC to the extent, consistent with public policy, as may be provided by the Charter, by these Bylaws, by contract, or by general or specific action of the Board of Directors.

3. Non Exclusive Application. The rights to indemnification and advancement of expenses set forth in paragraphs 1 and 2 of this ARTICLE XI are contractual between the NAJCC and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board of Directors, by these Bylaws, by the purchase and maintenance by the NAJCC of insurance on behalf of a Director, officer, employee, or agent of the NAJCC, or by an agreement with the NAJCC providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

4. Non-Limiting Application. The provisions of this ARTICLE XI shall not limit the power of the NAJCC to pay or reimburse expenses incurred by a Director, officer, employee, or agent of the NAJCC in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

5. Prohibited Indemnification. Notwithstanding any other provision of this ARTICLE XI, the NAJCC shall not indemnify or advance expenses to or on behalf of any Director, officer, employee, or agent of the NAJCC, or such person's heirs, executors, administrators or legal representatives:

(1) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the NAJCC, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act; or

(2) In connection with a Proceeding by or in the right of the NAJCC in which such person was adjudged liable to the NAJCC; or

(3) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

6. Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this ARTICLE XI, either directly or by the adoption of a provision inconsistent with the provisions of this ARTICLE XI, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

## ARTICLE XII. NOTICES AND WAIVER OF NOTICE

The notices provided for in these Bylaws shall be communicated in person, by telephone, facsimile, electronic mail or by mail or private carrier. Written notice is effective at the earliest of (a) receipt, (b) two (2) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, or (d) seven (7) days after its deposit in the United States mail, if mailed correctly addressed, and with other than first-class, registered, or certified postage affixed. Electronic notice is effective at the time it is sent as recorded by the sender's system. Whenever any notice is required to be given to any director, officer, or committee member of the NAJCC under the provisions of the Charter, these Bylaws, or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### ARTICLE XIII. FISCAL YEAR

The fiscal year of the NAJCC shall run from the first day of July to the last day of June of each calendar year.

### ARTICLE XIV. MISCELLANEOUS

1. Books and Records. The NAJCC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all the actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Charter and Bylaws, as amended to date.

2. Publications. Every important utterance or publication by any of the standing or special committees, shall be reviewed and approved by the President or the Board prior to its publication. An "important utterance" shall include but not be limited to interviews with the press, email marketing campaigns, and website page additions.

3. Endorsements. The NAJCC shall not endorse by public statement or letter any commercial activity, promotion operated for profit, or candidate running for elected office.

4. Nondiscrimination Policy. The officer, Directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation, except with respect to qualifying age-based and residential limitations of membership with the NAJCC. It is the policy of NAJCC not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

5. Document Retention Policy. The purpose of this document retention policy is establishing standards of the document integrity, retention, and destruction, and to promote the proper treatment of NAJCC records. Corporate records include the Charter, Bylaws, and IRS Form 1023 shall be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request. Tax records including, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues, shall be retained for at least seven (7) years from the date of filing the applicable return. Employment and personnel records shall be retained for at least seven (7) years from the date of termination of the employee or personnel. Board and Board Committee materials not constituting corporate records or tax documents shall be retained for at least five (5) years from the date of creation. Press releases and public filings shall be retained for a minimum of seven (7) years from the date of their publication. Legal files not constituting corporate records or tax documents shall be retained for at least five (5) years from the date of creation and shall be maintained until such time that the destruction of such file or files reasonably does not risk prejudice against the organization or its members. Contracts shall be maintained for a minimum of six (6) years from the date of termination. Marketing and sales

documents not constituting press releases and public filings, shall be maintained for a minimum of five (5) years from their date of creation and shall be maintained for the duration that they are used or reasonably likely to be re-used.

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

#### ARTICLE XV. AMENDMENTS

These Bylaws and the Charter may be altered, amended, or repealed, and a new Charter or Bylaws adopted, upon the affirmative vote of two-thirds (2/3) of the Directors then in office. No alteration, amendment, or repeal shall be made to the extent that such alteration, amendment, or repeal is inconsistent with Article XVI hereof. No amendment shall authorize the Board of Directors to conduct the affairs of the NAJCC in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code.

#### ARTICLE XVI. EXEMPT STATUS

The NAJCC has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the code. Any provision of these Bylaws or of the Charter which would in any manner adversely affect the NAJCC's tax-exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the NAJCC's tax-exempt status.

These Bylaws are adopted and shall be effective as of the 16th day of October, 2023.

These Bylaws were approved and ratified by the Board of Directors effective the 16th day of October, 2023, as permitted by the Tennessee Nonprofit Corporation Act.

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Ellie Ivancich, President