

**BYLAWS OF  
TENNESSEE COUNTY ATTORNEYS ASSOCIATION**

**ARTICLE 1  
MEMBERS' MEETINGS**

1.1 **Annual Meetings.** An annual meeting of the members of the Tennessee County Attorneys Association will be held in a location designated by the Board of Directors of the Association.

1.2 **Special Meetings.** Special meetings of the members may be called by the President or by a majority of the Board of Directors.

1.3 **Place of Meetings.** Members' meetings will be held at the principal office of the Corporation or at any other place, within or without the State of Tennessee, as the Directors select.

1.4 **Notice Requirements.** A written notice stating the place, day and hour of the meeting will be delivered either personally or by mail to each member entitled to vote and to any member entitled to dissent. If the notice is for a special meeting, it must state each purpose for the meeting and identify each person calling the meeting. The notice, if mailed, will be delivered not less than 10 nor more than 60 days before the meeting date. Delivery occurs on deposit in the United States mail addressed to the member at the address appearing on the official records of the Secretary. The notice, if delivered personally, will be delivered not less than 5 nor more than 60 days before the meeting date. Personal delivery occurs when actually received by the member.

1.5 **Waiver of Notice.** A member, either before or after a members' meeting, may waive notice of the meeting and his waiver shall be deemed the equivalent of giving notice. Attendance at a members' meeting, either in person or by representative, of a person entitled to notice shall constitute a waiver of notice of the meeting unless attending for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

1.6 **Quorum.** Any number of members shall constitute a quorum at the annual meeting. However, special meetings shall require thirty-three percent (33%) of the members in the Corporation either present in person or by a representative to constitute a quorum. Once a quorum is present to organize a meeting, the members may continue to transact business even though enough members withdraw and leave less than a quorum remaining.

1.7 **Voting.** Each member in good standing is entitled to one vote. Good standing shall be determined by the Board, and may require payment of an annual membership fee or other general assessment payable by all members.

1.8 **Representatives and Absentee Voting.** Each member of record is entitled to vote by a personal representative, or in writing on such forms as may be agreed to by the Directors. The manner and method of written voting may be changed by the Board of Directors. Personal representatives may be required to show evidence of their designation by a member. No person, member or representative may cast more than one (1) vote. No proxies may be used.

1.9 **Members.** Members of the Corporation shall be limited to those persons who are licensed to practice law in the State of Tennessee, are in good standing before the Tennessee Supreme Court, and serve as county attorneys, or assistant county attorneys, presently represent or have represented county governments in legal matters, or have a recognized interest in legal affairs affecting county governments.

1.9.1 **Review of Qualifications.** The Directors shall determine the eligibility of any person seeking membership and shall be the exclusive judge thereof.

1.9.2 **Power to Establish Fees.** The Board may establish membership fees or annual dues which shall be a condition for good standing of any member. However, the membership may, by a majority vote of all members, change or abolish such fees or dues.

## **ARTICLE 2 DIRECTORS**

2.1 **Qualifications.** Members of the Board of Directors must be members of the Corporation.

2.2 **Number.** There will be twelve (12) Directors.

2.3 **Residence.** The Directors shall be elected by the members, with at least two (2) members being residents of each grand division of the State of Tennessee and the remaining six (6) members elected without regard to residency in a grand division. The Directors may define, from time to time, the term "divisions", subject to approval by the membership. Until so defined, there shall be three (3) such divisions, one (1) of which shall include U.S. Congressional districts 1, 2 and 3, another of which shall include U.S. Congressional districts 4, 5 and 6, and the other of which shall include U.S. Congressional districts 7, 8 and 9. A current copy of same is attached as Exhibit "A" and is incorporated herein by reference thereto.

2.4 **Election and Term.** Directors are elected at the first meeting of the members and at annual meetings thereafter for terms not to exceed three (3) years. However, three (3) members of the first Board of Directors, one (1) from each division, shall serve initial terms of one (1) year each. Three (3) different persons, one (1) from each division, shall serve terms of two (2) years. Thereafter, the terms of these positions shall be three (3) years. Each Director holds office until the expiration of his or her term for which he or she is elected and thereafter until his or her successor is elected and qualified. Directors will be elected by a majority of the votes cast.

2.5 **Removal.** Each Director may be removed without cause (as defined in TCA §48-58-108) by vote of a majority of the full membership.

2.6 **Vacancies in Board.** If a vacancy in the Board occurs for any reason, the Directors are authorized to fill the vacancy on an interim basis until the next annual meeting. The members shall, at such annual meeting, elect a person to fill the unexpired term. If a Director is absent from two (2) consecutive board meetings and not excused by the Board he/she may be removed by a majority vote of the Board of Directors.

2.7 **General Powers.** The business and affairs of the Corporation shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these Bylaws. The Board of Directors, as the governing body of the Corporation, shall have the authority to receive, administer, invest and distribute funds on behalf of the Corporation in accordance with the provisions set forth in these Bylaws.

2.8 **Committees.** The Board, by resolution adopted by a majority of the entire Board, may designate an executive committee and other committees. If an executive committee is formed it must be composed of Directors. Any other committee may be composed of Directors or non-directors. A "Special Committee" consisting of two (2) offices, President and Vice-President, and a minimum of one Board member, may be designated each year by the Board to do all things necessary to plan the annual conference. The Board may delegate to such committee or committees all such authority of the Board that it deems desirable.

2.9 **Delegation of Authority.** Only the specific delegation of the Board is effective to give a committee the authority to adopt, amend or repeal the bylaws, to submit to members any action that needs membership authorization under applicable law, to fill vacancies in the Board or in any committee, or to make corporate distributions.

**2.10 Reports of Committees; Alternates; Service Term.** The committee must report any action taken by the Committee to the Board at the next board meeting following the taking of such action, unless the Board otherwise requires. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of each such committee, serves at the pleasure of the Board.

**2.10.1 Responsibility of Directors.** The designation of any such committee and the delegation thereto of authority does not relieve any Director of any responsibility imposed by law. So far as applicable, the provisions of law or adopted policies of the Board relating to the conduct of meetings of the Board govern meetings of the executive and other committees.

**2.10.2 Ex-officio Members.** The County Technical Advisory Services (CTAS) Director of Legal Services shall be a non-voting ex-officio member of the Board of Directors. Additional non-voting ex-officio members may be added to the Board by a majority vote of the Board of Directors for such terms as specified by the Board.

**2.11 Ad Hoc Committees.** The President may from time to time create such ad hoc committees and appoint directors to the committee as the President believes necessary or desirable to investigate matters or advise the Board of Directors. Ad hoc committees shall limit their activities to the accomplishment of the tasks for which created and shall not have any power to act except as specifically conferred by the President and shall have no authority to expend the corporation's funds unless authorized by a majority of the Board of Directors prior to the expense. The ad hoc committee shall have no authority to bind the corporation to any contract or other legal obligation unless authorized by a majority of the Board of Directors. Such committees shall operate until their tasks have been accomplished or until earlier discharged by the Board of Directors.

### **ARTICLE 3 DIRECTOR MEETINGS**

**3.1 Meetings of Board and Committees.** The Board will hold an annual meeting each year, without call, immediately after the annual meeting of the members. The Board may establish a date or dates on which regular meetings of the Board or any committee shall be held between annual meetings. A committee of the Board may meet on the dates so established, or, if none, on the date set at its previous meeting or when earlier called by its President or by a majority of its members. Special meetings of the Board may be called at any time by the President of the Board or any four (4) Directors.

**3.2 Place of Meetings.** Meetings of the Board may be held at any place either within or without the State of Tennessee which the Board designates. If no other place is designated, the meeting will be held at the principal office of the Corporation.

**3.3 Notice Requirements.** Notice of annual and other regular meetings and of any special meeting, setting forth the place, the date and the hour of the meeting, will be given to each Director, by any usual means of communication, not less than five (5) days before the meeting. Neither the business to be transacted, nor the purpose of any regular or special meeting is required in the notice or any waiver of notice.

**3.4 Waiver of Notice.** Attendance of a Director, or a designated representative, at a meeting constitutes a waiver of notice of the meeting, unless a Director or a designated representative attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever the Board of any committee of the Board is authorized to take any action after notice of any person or persons, or the passage of a certain period of time, the action may be taken without such requirements if at any time before or after the action is completed, the person or persons entitled to such notice or entitled to participate in the action to be taken submits a waiver of notice or of such requirement.

3.5 **Quorum.** At all meetings of the Board, a majority of the number of Directors then in office constitutes a quorum for the transaction of business. The presence in person or by teleconferencing of a majority of the membership of a committee of the Board is required for the transaction of business. Except with respect to indemnification proceedings, common or interested Directors may always be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes or approves a transaction of the Corporation. Once a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum as set forth by Section 1.6.

3.6 **Voting.** The vote of a majority of the members present at a meeting at which a quorum is present is the act of the Board or any committee. Any member of the Board shall be entitled to vote on any matter, regardless of whether the member is an officer and holds an ex-officio position on the Board.

### 3.7 **Action without a Meeting.**

3.7.1 Any action required or permitted to be taken at a meeting by the Board of Directors, or by any Committee if authorized by the Board, may be taken without a meeting if all voting members of the Board of Directors or the committee, as the case may be, consent in writing to taking such action without a meeting.

3.7.2 If all Directors entitled to vote on the action consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Directors. For the purpose of this Section 3.7, writing shall include email responses.

3.7.3 The action must be evidenced by one or more written consents describing the action taken, signed in one or more counterparts by each Director entitled to vote on the action, indicating each signing Director's vote or abstention on the action. All such written consents and actions shall be presented at the next board meeting and filed with the minutes of the proceedings of the Board of Directors or the committee.

3.7.4 A consent signed under this Section 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.

3.8 **Action by Directors.** A director who is present at a meeting of the Board of Directors at which action on any corporate matters is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of an action.

## **ARTICLE 4 OFFICERS**

4.1 **Titles of Officers.** The Corporation will have a President, a President-Elect, a Vice-President, a Secretary and such other officers as may be, from time to time, established by the Board. One person may be elected to more than one office, except that the offices of President and Secretary may not be held by the same person.

4.2 **Election.** The Secretary and Vice President are elected by a majority vote of the Board. Unless the officer has been removed pursuant to Article 4.4 or has resigned from the office, the sitting Vice-President shall automatically take the office of President-Elect, and the President-Elect shall automatically take the office of President. All officers are to be members of the Board except the Secretary-Treasurer may be a non-member. The person elected President shall serve, ex-officio, as Chairman of the Board. The person elected Secretary shall also serve, ex-officio, as Secretary to the

Board. Ex-officio members shall have the same rights as other members, including debate, making formal motions, and voting.

4.3 **Term of Office.** The officers of the Corporation are elected for terms of one (1) year. Each officer holds office until the expiration of the term for which he is elected and thereafter until his successor is elected or appointed and qualified.

4.4 **Removal.** Any officer may be removed by the vote of a majority of the Board whenever in its judgment the best interests of the Corporation will be served thereby. Removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of an officer does not of itself create contract rights.

4.5 **Duties.** All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation, in addition to those described in these bylaws, as usually appertain to such officers of corporations not for profit, except as may be otherwise prescribed by the Board.

## **ARTICLE 5 DUTIES OF OFFICERS**

### **5.1 President. The President shall:**

5.1.1 Serve as executive director of the Corporation, with full power to enforce the provisions of the Charter and By-Laws; delegate responsibilities; name ad hoc committees and membership to them; and recommend policies and procedures for successful realization of the purpose(s) and objective(s) of the Corporation as stated in the Charter and these By-Laws; and

5.1.2 Preside over all Board of Director meetings and the members meeting.

5.2 **President-Elect.** The President-Elect shall perform the duties of the President in his/her absence and/or in the event of a vacancy in such office. Additionally, the President-Elect shall be responsible for coordinating the activities of such committees appointed by the President as he/she may, from time to time, be requested by the President to so do.

5.3 **Vice President.** The Vice President shall be responsible for assisting the President-Elect in coordinating the activities of such committees appointed by the President as he/she may, from time to time, be requested by the President to so do.

5.4 **Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all votes and keep minutes of all proceedings. He/she shall give or cause to be given, notice of all meetings of the Board of Directors.

5.5 **Remuneration.** No officer or Director shall receive any compensation for his/her services, except as reimbursement for expenses, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in these Bylaws. No member of the Corporation shall profit financially, directly or indirectly, from any of the Corporation's activities.

## **ARTICLE 6 STANDARDS OF CONDUCT**

**6.1 Standards of Conduct.** A director or an officer of the Corporation shall discharge his or her duties as a director or as an officer, including duties as a member of a committee:

6.1.1 In good faith;

6.1.2 With the care an ordinarily prudent person in a like position would exercise under similar circumstances;

6.1.3 In a manner he/she reasonably believes to be in the best interest of the Corporation; and

6.1.4. At all times striving, through his or her actions, to serve in the interest of local county governments.

**6.2 Reliance on Third Parties.** In discharging his/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:

6.2.1 One or more officers or employees of the Corporation who the director or officer reasonably believes to be reliable and competent in the matters presented;

6.2.2 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

6.2.3. A committee of the Board of Directors of which the director or officer is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.

6.3 **Bad Faith.** A director or officer is not acting in good faith if he/she had knowledge concerning a matter in question that makes reliance otherwise permitted by Section 6.2 unwarranted.

6.4 **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/she performs the duties of his/her office in compliance with the provisions of this Article, or if he/she is immune from suit under the provisions of Section 48-58-601 of the Act.

## **ARTICLE 7 AMENDMENT OF BYLAWS**

These bylaws may be amended, added to, or repealed by either: (1) a majority vote of the members present or represented at any duly constituted membership meeting, or (2) a majority vote of the entire Board of Directors. Any change in the bylaws made by the Board of Directors may be amended or repealed by the members.

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