

**BYLAWS  
OF  
THE 100 BLACK MEN  
OF MIDDLE TENNESSEE, INCORPORATED**

1 Vantage Way, Suite E200  
Nashville, TN 37228  
Tel: 615/248.2721  
Fax: 615/248.3156  
info@The100.org  
[www.The100.org](http://www.The100.org)

**ARTICLE I**

***Offices***

**Section 1. Registered Office.** The organization shall have and continuously maintain in this State a registered office and a registered agent. Such registered office shall be located at 1 Vantage Way, Suite E 200, Nashville, Tennessee, 37228, or at such other place within the State of Tennessee as may from time to time be fixed and determined by the Board of Directors.

**Section 2. Other Offices.** The organization may have offices at such places within the State of Tennessee, as the Board of Directors may from time to time determine.

**ARTICLE II**

***Membership***

**Section 1. Registered Office.** The organization shall have members as provided for herein.

**Section 2. Qualifications.** There shall be two classes of membership in this organization: regular membership and emeriti membership.

- (a) ***Regular Membership.*** Any man of good character, dedicated to the purposes of this organization and a man of achievement shall be eligible for regular membership upon acceptance of his application by the Board of Directors and payment of such dues and initiation fees as may from time to time be fixed by the Board of Directors.
- (b) ***Emeriti Membership.*** *(New Amendment – 12/17/03)* The Board of Directors, by majority vote, may bestow emeriti membership status upon any regular member. Emeriti membership shall be honorary in nature, and shall not entitle the person so honored to any rights or privileges of regular membership unless said member is and remains in good standing as a regular member. Emeriti status shall be granted no more than once during each calendar year. An emeriti member must have at least five consecutive years in good financial standing and have a history of active participation in its programmatic initiatives. Emeriti members shall not be charged dues and assessments; and gala fees (i.e. tables and tickets) may be purchased at cost.

**Section 3. Election to Regular Membership.** Each man being proposed for regular membership shall submit his application to the Chairman of the Membership Committee. Within 60 days of such submission the membership committee shall submit its recommendation for approval or disapproval to the Board of Directors. Within 30 days of such submission the Board of Directors must vote to accept or reject each person applying for new membership. There shall not be elected at any meeting more new members than constitutes 20 percent of the number of members in good standing immediately prior to the election.

**Section 4. Fees, Dues and Assessments.** (Rev. 8/07) Each member in good standing must pay within the time and on the conditions set by the Board of Directors, the initiation fee, annual dues, and assessments in amounts to be fixed from time to time by the Board of Directors. The dues, fees, and assessments at the time of their determination shall be equal for all members.

**Section 5. Requests for Leave of Absences.** (New Amendment 6/96) A member in good standing may request in writing, a leave of absence from active membership. Leave of absences may be granted for both personal and professional circumstances. Requests must include the effective date, anticipated length and reason(s) for the absence. Leave of absences may be granted for a period up to two (2) years. During the period of absence, membership dues and other obligations will be suspended. A leave of absence may be requested and granted once, during a five (5) year period. Requests for leave of absences shall be submitted for review and action to the Executive Committee.

**Section 6. Termination of Membership.**

(a) **Causes of Termination.** (Rev. 8/07) The membership of any regular member shall be subject to termination, at the discretion of the Board, upon occurrence of any of the following events:

- (i) The resignation of the member;
- (ii) A member fails to meet his financial commitments to the organization within ninety (90) days, unless there is an excusable nonpayment approved by the Chairman of the Membership Committee.
- (iii) The repeated failure of a member to actively participate in the programmatic projects of the organization.
- (iv) The failure of a member to attend three (3) regular membership meetings consecutively, unless there is an excusable absence determined by the Membership Committee.
- (v) The determination by the Board of Directors, or a committee designated to make such determination, that a member has failed in a material and serious degree to observe the rules of conduct of the organization or has engaged in conduct materially and/or seriously prejudicial to the interest of the organization.

(vi) The failure of a member to financially participate in the major fund-raising event for the organization.

***(b) Procedure for Expulsion.*** (Rev. 8/07) Should the Board exercise its discretion under subsection (a) to initiate the process of terminating a member pursuant to a cause set forth in subsection (a)(i) – (vi), the following procedure shall be implemented:

(i) A notice shall be sent by mail by prepaid, first-class or registered mail to the most recent address of the member as shown on the organization's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least thirty (30) days before the proposed effective date of the expulsion and shall be executed by either the Chairman of the Board or the Chairman of the Membership Committee;

(ii) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors or, at the discretion of the Board, by not fewer than three (3) Directors. The notice to the member of his proposed expulsion shall state the date, time and place of the hearing on his proposed expulsion;

(iii) Following the hearing, the Board of Directors, or three (3) or more members thereof pursuant to subsection (b)(ii), as the case may be, shall decide whether or not this member should be terminated or sanctioned in some other manner. If the decision is to terminate, such decision shall be final. If the decision is to proceed in some manner less than termination, it shall only be final if the hearing was conducted by the Board and the subsequent decision made by the Board.

(iv) If such member accepts the opportunity to be heard, the final decision subsequent to the hearing shall be communicated to the member in writing.

***Section 7. Transfer of Membership.*** No member may transfer for value a membership or right arising from it. All rights of membership cease on the member's death.

### **ARTICLE III**

#### ***Board of Directors***

***Section 1. General Powers.*** The property, affairs and business of the organization shall be managed by the Board of Directors.

***Section 2. Numbers, Tenure and Qualifications.*** The organization shall be

governed by a Board of Directors consisting of fifteen (15) persons. All Board members shall serve a term of three (3) years.

***Section 3. Regular Meetings.*** A regular annual meeting of the Board of Directors shall be held at the office of the organization between the first day of November and the last day of December each year. The Board of Directors may provide by resolution for the holding of regular meetings and may fix the time and place, within or without the State of Tennessee, for the holding of such regular meetings of the Board without other notice than such resolution.

***Section 4. Substitute Annual Meetings.*** If an annual meeting is not held at the time designated as provided by these Bylaws, a substitute annual meeting may be called in the manner provided in Section 5 of this Article III.

***Section 5. Special Meetings.*** Special meetings of the Board of Directors may be called by or at the request of the Chairman or Vice Chairman or by two or more of the Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Tennessee, as the place for holding such special meeting.

***Section 6. Notice of Meetings.*** Notice of each annual meeting of the Board of Directors shall be given at least thirty (30) days prior thereto. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto. All notices shall be in writing, delivered personally or sent by mail to each Director at his address as shown on the records of the organization. When mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of the meeting. The attendance of a Director at any 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 is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

***Section 7. Quorum.*** The presence of one-third (1/3) of the members of the Board of Directors at a meeting duly assembled shall constitute a quorum for the transaction of business; provided, that if less than a quorum of the Directors shall be present at the time and place of any meeting, the Directors present may adjourn the meeting from time to time until a quorum shall be present, and notice of any adjourned meeting need not be given.

***Section 8. Voting.*** Except as otherwise expressly provided by statute, or by Articles of Incorporation of the organization or by these Bylaws, the Action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

***Section 9. Resignation of Directors.*** Any Director may resign at any time by

giving notice thereof in writing to the Chairman or Secretary of the organization. Such time is not specified, at the time such resignation is received by the Chairman or Secretary, unless it shall be necessary to accept such resignation by its terms before it becomes effective, in which event the resignation shall take effect upon its acceptance by the Board of Directors.

***Section 10. Vacancies.*** In the event of any vacancy occurring in the Board of Directors by death, resignation, disqualification, end of term or otherwise, the remaining Directors shall continue to act; and such vacancy shall be filled in accordance with Article IV. Any Director so chosen shall hold office for the unexpired portion of the term whom the newly elected Director succeeds and until his successor shall have been duly elected and qualified, or until his death, or until he resigns or shall become disqualified.

***Section 11. Compensation of Directors.*** Directors shall not receive any compensation for their services as such; provided, however, that nothing herein contained shall be construed to preclude any person who is a Director from also serving the organization in another capacity and receiving compensation therefore.

***Section 12. Conduct of meetings.*** The most recent edition of Robert's Rules of Order, Revised, shall govern the conduct of all meetings.

***ARTICLE IV***  
*(created 8/07)*

***General Membership***

***Section 1. Matters for Consideration by the Board***

***(a) General Membership Issues.*** During any regularly scheduled membership meeting, the general membership may request that the Board consider such specific issues presented by the general membership. If such a request is submitted to the Board for consideration, the Chairman shall determine whether the request is urgent and requires prompt attention or whether the request may be considered by the Board as time permits. The Board's only obligation under this subsection is to consider the matter submitted by the general membership and to report back to the general membership. Any action taken or not taken upon the issue(s) submitted is at the sole and complete discretion of the Board.

***(b) General Membership Recommendations.*** During any regularly scheduled membership meeting, the general membership may submit a recommendation to the Board for Board consideration. If such a recommendation is submitted to the Board for consideration, the Chairman shall determine whether the recommendation is urgent and requires prompt attention or whether the recommendation may be considered by the Board as time permits. The Board's only obligation under this subsection is to consider the recommendation submitted by the general membership and to report back to the general membership. Any action taken or not taken upon the recommendation(s) submitted is at the sole and complete discretion of the Board.

**Section 2. General Membership Meetings.**

**(a) Regular General Membership Meetings.** The Board may, from time to time, establish regular general membership meetings, the place and time of which shall be at the discretion of the Board. The Board may, at its discretion, delegate the establishment of such meetings to the Chairman.

**(b) Annual General Membership Meetings.** The Board may, from time to time, call an annual meeting of the general membership for such purpose as it deems necessary. The Board may, at its discretion, delegate the calling of such annual meeting to the Chairman. Nothing herein shall prevent such annual meeting from being held in the place of a regular general membership meeting, as long as the general membership is duly notified.

**ARTICLE V**

**Election of Directors**

**Section 1. Nominations and Solicitations for Votes**

**(a) Nominating Committee.** (Rev. 8/07) The Chairman of the Board, or the Vice-Chairman, if there is no Chairman, shall appoint a nine (9) member committee to nominate qualified candidates for election to expiring or vacated positions on the board of directors. The presence of five (5) members of the committee shall constitute a quorum for the transaction of business. The nominating committee shall make its report at least 30 days before the date of the election, and the secretary shall forward to each member, with the notice of meeting required by Article ii, Section 4, a list of candidates nominated.

**(b) Nominations from the Floor.** If there is a meeting to elect directors, any member present may place names in nomination.

**Section 2. Vote required to Elect Director.** Candidates receiving the majority number of votes cast shall be elected as directors.

**ARTICLE VI**

**Officers**

**Section 1. Number of Officers.** The officers of the organization shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provision of Section 3 of this Article. Any two (2) offices or more may be held by one (1) person, except the offices of Chairman and Secretary; but no officer shall sign or execute any document in more than one (1) capacity.

**Section 2. Election. Term of Office and Qualifications.** Each of the above-

referenced officers shall serve as a member of this Board of Directors and shall be elected by the Board of Directors at its annual meeting and shall hold office until the annual meeting of the Board of Directors held after his election or until his successor shall have been duly chosen and qualified or until his death or until he shall resign or shall have been disqualified or shall have been removed from office.

**Section 3. Subordinate Officers and Agents.** The Board of Directors from time to time may appoint other officers or agents, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may delegate to them.

**Section 4. Removal** The officers specifically designated in Section 1 of this Article may be removed, either with or without cause, by vote of a majority of the whole Board of Directors at a special meeting of the Board called for that purpose. The officers appointed in accordance with the provisions of Section 3 of this Article may be removed, either with or without cause, by the Board of Directors, by a majority vote of the Directors present at any meeting, or by any officers or agent upon whom such power of removal may be conferred by the Board of Directors. The removal of any person from offices shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 5. Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairman or the Secretary of the organization; if he were appointed by an officer or agent in accordance with Section 3 of this appointed him. Any such resignation shall take effect upon its being accepted by the Board of Directors or by the officers or agent who appointed the person so resigning.

**Section 6. Vacancies.** A vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, shall be filled for the expired portion of the term in the manner prescribed by these Bylaws for regular appointments or elections to such offices.

**Section 7. Chairman.** (Rev. 9/05) The Chairman shall preside at all meetings of the Board of Directors and the Executive Committee at which he may be present. The Chairman shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors or the Executive Committee.

**Section 8. Vice-Chairman.** (Rev. 9/05) At the request of the Chairman, or in his absence or disability, the Vice Chairman shall perform all the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties and have such authority as from time to time may be assigned to him by the Board of Directors or the Executive Committee.

**Section 9. Secretary** The Secretary, shall keep, or cause to be kept, the minutes of the meetings of the Board of Directors and the Executive Committee and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He shall be custodian of the records, books, reports, statements, certificates, and other documents of the organization, and see that the seal is affixed to all

documents requiring such seal. In general, he shall perform all duties and possess all authority incident to the office of Secretary, and he shall perform such other duties and have such other authority as from time to time may be assigned to him by the Board of Directors or the Executive Committee.

**Section 10. Treasurer.** The Treasurer shall have supervision over the funds, securities, receipts, and disbursements of the organization. He shall, in general, perform all duties and have all authority incident to the office of Treasurer and shall perform such other duties and have such other authority as from time to time may be assigned to him by the Board of Directors or the Executive Committee. He may be required to give a bond for the faithful performance of his duties in such form and amount as the Board of Directors may determine.

**Section 11. Duties of Officers may be Deleted.** In case of the absence of any officer of the organization or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director for the time being, provided a majority of the entire Board of Directors concurs.

## **ARTICLE VII**

### **Committees**

**\*\*\*\*\*RESERVED\*\*\*\*\***

## **ARTICLE VIII**

### **Contracts, Loans, Deposits, Checks, Drafts, Etc.**

**Section 1. Contracts.** Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instruments on behalf of the organization, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in his name, unless and except as authorized by the Board of Directors. Any officer or agent of the organization so authorized, may mortgage, pledge, hypothecate, or transfer as indebtedness, and liabilities of the organization and to that end, may endorse, assign and deliver the same, and do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances.

**Section 3. Deposits.** All funds of the organization shall be deposited from time to time to the credit of the organization in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as may be selected by any officer or officers, agent or agents of the organization to whom such power may from time to time be given by the Board of Directors.

(a) All annual dues paid to the organization from members should be logged and deposited into the endowment account so designated by the officers and Board of Directors for that purpose and shall not be used for other expenses of the organization unless authorized by the Board of Directors.

**Section 4. Checks, Drafts, Etc.** All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by the Chairman or Vice Chairman and by the Secretary or the Treasurer, or in such other manner as the Board of Directors from time to time may determine. Endorsements for depositories will be made by the Chairman or Treasurer or by any officer or agent who may be designated by resolution of the Board of Directors in such manner as such resolution may provide.

**Section 5. Gifts.** The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for general purposes or for any special purpose of the organization.

## **ARTICLE IX**

### ***Indemnification of Directors, Officers, Employer and Other Agents***

**Section 1. Definitions.** For the purpose of this Article,

(a) "agent" means any person who is or was a Director, officer, employee, or other agent of this organization, as a Director, or is or was serving at the request of this organization as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise.

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "expenses" includes, without limitation, all attorneys' fees costs, and any other expenses incurred in the defense of any claims or proceedings against any agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

**Section 2. Successful Defense by Agent.** To the extent that an agent of this organization has been successful on the merits in the defense of any claim, issue, or material therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

**Section 3. Action Brought by Persons Other Than The Organization.**

Subject to the required findings to be made pursuant to Section 5, below, this organization shall indemnify any person who was or is a party, or is threatened to be made a party to any proceedings by reason of the fact that such person is or was an agent of this organization for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

**Section 4. Action Brought by or on Behalf of the Organization.**

(a) ***Claims settled out of court.*** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this organization with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition, or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Board of Directors.

(b) ***Claims and suits awarded against agent.*** This organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this organization by reason of the fact that the person is or was an agent of this organization for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that Section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the cases, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

**Section 5. Determination of Agent's Good Faith Conduct.** The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

(a) ***Required standard of conduct.*** The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this organization, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believe to be in the best interest of this organization or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) ***Manner of determination of good faith conduct.*** The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:

(i) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(ii) The members by an affirmative vote (or written ballot in accord with Article VII, Section 9) of a majority of the members represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

(iii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this organization or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this organization.

***Section 6. Limitations.*** No indemnifications or advance would be inconsistent with a provision of the article, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding which 'the expenses were incurred or other amounts were paid, which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

***Section 7. Advance of Expenses.*** Expenses incurred in defending any proceeding may be advanced by this organization before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

***Section 8. Contractual Rights of Non-Directors and Non-Officers.*** Nothing contained in this article shall affect any right to indemnification to which persons other than Directors and officers of this organization. or any subsidiary hereof, may be entitled by contract or otherwise.

***Section 9. Insurance.*** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this organization would have the power to indemnify the agent against that liability under the provisions of this section.

## **ARTICLE X**

### ***Records And Reports***

#### ***Section 1. Maintenance of Corporate Records.***

The organization shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings .of its members, board, and committees of the Board;
- (c) A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the organization' s principal executive office.

***Section 2. Members Inspection Rights.*** Any member of the organization may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for the purpose reasonably related to such person's interest as a member.

#### ***Section 3. Annual Report to Members.***

(a). Not later than one hundred and twenty (120) days after the close of the organization's fiscal year, the Board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:

- (1). The assets and liabilities, including the trust funds of the organization as of the end of the fiscal year;
- (2). The principal changes in assets and liabilities, including trust funds during the fiscal year;
- (3). The revenue of receipts of the organization, both unrestricted and restricted to the particular purposes, for the fiscal year;
- (4). The expenses or disbursements of the organization for both general and restricted purposes, during the fiscal year; and,
- (5). Any indemnification or advances paid during the fiscal year to any officer or director pursuant to Article XIII hereof

(b). The report required by this Section shall be accompanied by any report thereon of independent accountants or if there is no such report, by the certificate of any authorized officer of the organization that such statements were prepared without audit From the books and records of the organization.

## **ARTICLE XI**

### ***General Provisions***

***Section 1. Corporate Seal.*** The corporate seal shall be in such form as shall be approved from time to time by the Board of Directors.

***Section 2. Fiscal Year.*** The fiscal year of the organization shall be established from time to time by resolution of the Board of Directors.

***Section 3. Waiver of Notice.*** Whenever any notice whatsoever is required to be given under the provisions of the Nonprofit Corporation Act of the State of Tennessee or under the provisions of the Articles of Incorporation or the Bylaws of the organization, 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.

***Section 4. Amendment to Bvlaws.*** These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) of the Directors. However, at least seven (7) days notice in writing shall be given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.