

BYLAWS
TENNESSEE ALLIANCE OF SUPPORT COORDINATORS
(As Amended)

ARTICLE I
PURPOSE AND MEMBERSHIP

Section 1. PURPOSE. Tennessee Alliance of Support Coordinators, Inc., (herein called “the Alliance”) is a not-for-profit, public benefit corporation and has no shareholders. The purposes of the Alliance are to:

- (a) Promote the quality of independent support coordination services in the state of Tennessee;
- (b) Provide leadership in the field of independent support coordination;
- (c) Promote and provide education and training for the professional development of independent support coordinators; and
- (d) Effect and influence public policymaking in the area of supportive services to persons with developmental disabilities and their families.
- (e) Act in such manner as to promote the social welfare and public benefit.

Section 2. MEMBERSHIP. There shall be three (3) types of Member:

- (a) AGENCY MEMBER. Corporations, proprietorships, partnerships, agencies or other organizations that provide, and are approved by the state of Tennessee to provide, support coordination services to persons with developmental disabilities may be eligible for “Agency Membership.”
- (b) INDIVIDUAL MEMBER. Persons who are employed, contracted or otherwise actively engaged in providing support coordination services, and who hold approval as a “Support Coordinator” as defined by the state of Tennessee may be eligible for “Individual Membership.”
- (c) ASSOCIATE MEMBER. Anyone interested in furthering the vision and mission of the Alliance may be eligible for “Associate Membership.”

Section 3. MEMBERSHIP APPROVAL. Members as noted herein shall be admitted to membership upon approval of the Board of Directors after submission of a written application for membership.

Section 4. MEMBERSHIP DUES. Membership dues set by the Board shall be payable annually.

A Member is not eligible to vote or to be a member of the Board of Directors if that Member’s dues are in arrears or if the Member has not paid dues for the year.

ARTICLE II
REGISTERED OFFICE

The principal and registered office of the Alliance shall be located in the city of Nashville, Davidson County, in the state of Tennessee, at such place as may be fixed from time to time by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The affairs of the Alliance shall be governed by the Board of Directors.

Section 2. QUALIFICATIONS. A member of the Board of Directors, (herein called a "Director"), shall be a person holding a chief executive, policy-making or administrative position from an organization that is an Agency Member. Only one Director may be elected from any one Agency Member.

Section 3. NUMBER. The number of Directors shall be equal to the number of Agency Members described in ARTICLE I, Section 2 (a).

Section 4. RESPONSIBILITIES AND MEETING ATTENDANCE. A Director shall perform his/her responsibilities in good faith, in a manner he/she reasonably believes to be in the best interests of the Alliance, with the care that an ordinarily prudent person would exercise in similar circumstances. Directors are responsible for attention to the flow of information to the Board and to matters presented for decision or consideration. Directors may rely on the reports prepared by officers, committee or Board members, employees, legal counsel or other authorized agents of the Alliance in carrying out his/her duties and responsibilities.

Section 5. TERMS. The general term of a Director shall be perpetual unless the Director resigns, is removed from office, or is no longer affiliated with an Agency Member.

Section 6. NOMINATIONS. Each Agency Member is entitled to nominate one (1) qualified person for the position of Director for unfilled positions or expired terms.

Section 7. RESIGNATION. A Director may resign at any time by delivering written notice to the Chair of the Board of Directors. The resignation is effective when the notice is received unless the notice specifies a later date. If a later date is specified, the Agency Member may fill the pending vacancy, provided the successor does not take office until the effective date of the resignation.

Section 8. REMOVAL. A Director may be removed upon an affirmative vote cast by two-thirds of the Board membership when in the judgment of the Board the best interest of the Alliance would be served by such action. Removal action requires a regular or special meeting of the Board with each Director receiving at least seven (7) days written notice prior to a meeting to consider such action.

ARTICLE IV
MEETINGS AND ACTIONS OF THE BOARD AND MEMBERSHIP

Section 1. REGULAR BOARD MEETINGS. The Board of Directors shall meet a least quarterly at such time and place as may be set from time to time by the Board for purposes of conducting the affairs of the Alliance.

Section 2. SPECIAL BOARD MEETINGS. Upon notice as required in Section 4 of this Article, the presiding officer of the Board or any two Directors may call special meetings of the Board of Directors at any time. A special meeting of the membership may be called at anytime upon a majority vote of the Board.

Section 3. ANNUAL GENERAL MEMBERSHIP MEETINGS. The general Membership of the Alliance shall meet annually in June or at such time as may be established by the Board of Directors. The Board of Directors shall meet in conjunction with the annual membership meeting to:

- (a) elect or appoint Officers;
- (b) give an annual report of the Alliance's activities to the Membership;
- (c) provide for an open forum for members to address each other and the Board of Directors about affairs related to the purposes, activities and objectives of the Alliance; and
- (d) propose to the membership any modifications of the Bylaws.

Section 4. MEETING NOTICE. Regular and annual meetings of the Board of Directors and membership as set forth by these bylaws shall not require any other written or oral notice, unless otherwise required by these bylaws, the corporate charter or public law. Special meetings of the Board or membership shall require that each Director or Member have received notice at least five (5) days prior to the meeting, unless otherwise required by these bylaws or public law. Notice may be given by any practical means including written notice, delivered by mail or newsletter, or given orally and transmitted by telephone or other communication device. The notice shall include the date, time, place, and purpose of the special meeting.

Section 5. BOARD MEETING QUORUM. A quorum shall consist of a majority of the Directors in office present immediately before a meeting begins, or in the case of membership meetings, a majority of the membership present, but not less than 10% of the membership.

Section 6. MANNER OF ACTING. Unless otherwise permitted by these Bylaws or public law, all matters of action will be considered in meetings of the Board. Each Director shall be entitled to cast one vote on any motion coming before the meeting. The affirmative vote of the majority of the Directors present is the act of the Board unless the Alliance's charter or these Bylaws, or public law requires the vote of a greater number of Directors. Minutes shall be recorded of all meetings and actions of the Board.

Directors may participate in any regular or special meetings through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 7. ACTING WITHOUT MEETING. Unless the Charter or Bylaws require otherwise, action may taken by the Board of Directors without a meeting. If all Directors consent to taking action on a matter without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize such action in a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action, signed by each director, and included in the minutes filed with the Corporate records reflecting the action taken.

Section 8. PRESUMPTION OF ASSENT. A Director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless he/she objects at the beginning of the meeting, or promptly upon arrival, to the holding of the meeting or to transacting

business at the meeting; and his/her dissent or abstention from the action taken is entered in the minutes of the meeting; or he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment, or to the Alliance's office immediately after adjournment. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 9. PROXY VOTE. A Director may vote by proxy at any meeting of the Board.

Section 10. RULE OF PROCEDURE. The revised "Robert's Rules of Order" shall be the authority for all questions of procedure at any meeting of the Alliance.

ARTICLE V OFFICERS

Section 1. NUMBER AND TITLES. The Officers of the Alliance shall be the Chair, Vice-Chair, Secretary, and Treasurer and Immediate Past Chair. The Officers of the Alliance shall be elected or appointed from, and shall be Directors. Other officers may be appointed or elected by the Board as deemed necessary. Officers shall perform the duties generally prescribed to such respective offices and as described by these Bylaws or as assigned by the Board of Directors. Officers shall perform their duties at the direction of, and are subject to the control of, the Board of Directors. The Officers shall constitute the Executive Committee of the Alliance, and shall have the authority to act on the behalf of the Board of Directors and the Alliance only within the provisions of these Bylaws, or as might be authorized from time to time by the Board of Directors for specific matters or actions.

Section 2. TERMS AND ELECTION OF OFFICERS. Officers shall serve a term of one year. Officers may serve in their respective offices for no more than three (3) consecutive terms. Officers shall hold office until their respective successors have been duly elected; assumed office through ascension; or until otherwise determined by the Board of Directors. The Chair may appoint a committee to nominate Officers at the annual meeting, or as otherwise needed to fill vacancies of office. The Board of Directors shall elect and confirm the succession of Officers during its annual meeting. Officers may be elected from the nominations made by a designated committee, or from nominations by any Director present at the meeting.

Section 3. REMOVAL OF OFFICERS. Removal of an Officer shall be made in the same manner described for Directors under these bylaws.

Section 4. VACANCY OF OFFICE. Vacancy in any office of the Alliance, except for Immediate Past Chair, due to removal, death, resignation or otherwise shall be filled by appointment of the Board of Directors for the unexpired portion of the term of the vacated office.

Section 5. CHAIR. The Chair serves as the Chief Executive Officer of the corporation that is the Alliance. The Chair of the Board of Directors shall preside at meeting of the Board, and in general shall supervise, lead and manage the work of the Board in conducting the affairs of the Alliance. The Chair, with the Secretary, or any other proper Officer, or agent or employee of the alliance shall sign instruments which may be lawfully executed on behalf of the Alliance, except where required or permitted by law to be otherwise signed and executed and except where the signing or execution thereof is permitted or delegated by the Board of Directors to some other Officer, agent or employee of the alliance. The Chair appoints the membership of, assigns the duties of, and serves as an ex-officio member of each committee. In general, the Chair shall perform all other duties incidental to the Office of Chair and other duties as may be prescribed from time to time by the Board of Directors. The Chair shall be subject to the control of the Board of Directors.

Section 6. VICE-CHAIR. The Vice-Chair shall have all the powers and perform all the duties of the President in the absence of the Chair. The Vice-Chair, upon election by the Board of Directors shall become the Chair-Elect and shall succeed the Chair upon completion of the Chair's elected term or succession of terms. In case of the resignation or death of the Chair, the Vice-Chair automatically becomes Chair for the unexpired term.

Section 7. SECRETARY. The Secretary shall be responsible for preparing and maintaining an official written record of the meetings of the Board of Directors and the membership. Minutes of the meetings of the Board shall be presented to the Board and shall be maintained documents as approved or as amended by Board action. The Secretary shall authenticate the approved minutes of the Board, and any other documents which may require authentication.

Section 8. TREASURER. The Treasurer shall be responsible for reviewing and reporting financial information to the Board of Directors. The Treasurer shall have general charge of the finances of the Alliance, and will work in conjunction with any employees of the Alliance in preparing financial records and documents as may be required from time to time by the Board of Directors.

Section 9. IMMEDIATE PAST CHAIR. Upon the expiration of the incumbent Chair's elected term, or succession of terms, the incumbent shall assume the Office of Immediate Past Chair. The Immediate Past Chair shall serve as a member of the standing Executive Committee of the Board of Directors for purposes of providing advice, support and historical perspectives to the chair, Chair-Elect and other members of the Executive Committee.

ARTICLE VI COMMITTEES

Section 1. GENERAL PROVISIONS. The Board of Directors shall maintain standing committees as may be required by these Bylaws. From time to time other non-standing committees may be designated as needed. The membership of each committee, the purpose and duration of each committee shall be recorded in the minutes of the Board.

Section 2. DESIGNATIONS AND APPOINTMENTS. The Chair shall appoint membership of all committees and may designate the function of any non-standing committee he/she may deem necessary to conduct the affairs of the Alliance.

Section 3. MEMBERSHIP. Members of committees of the Board of Directors may be Directors and Officers of the Board, other Alliance Members, or any other person. The Chair shall serve as an ex-officio member of all committees. Committee membership held by persons not members of the Alliance does not confer right or privilege in determining the affairs of the Alliance.

Section 4. GENERAL POWER AND DUTIES. The duties of each committee shall be duly noted in the Charter, Bylaws, Minutes or Policies of the Alliance. Only to the extent specified by the Board of Directors, committees may exercise the Board's authority in conducting the affairs of the Alliance. A committee may not and shall not, however: authorize distribution; approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the Alliance's assets; elect or appoint or remove directors; or adopt, amend or repeal the Charter or the Bylaws of the Alliance.

Section 5. EXECUTIVE COMMITTEE. The Board shall have an Executive Committee, which shall be comprised of the Officers of the Board of Directors as defined at Article V. The Executive Committee shall be empowered to:

- (a) advise, supervise and direct the overall work of the employees of Alliance;
- (b) review, appraise and recommend salaries, compensation, and benefits of employees to the Board of Directors;
- (c) determine and approve expenditures related to meeting the Alliance's financial obligations pursuant to the budget approved by the Board of Directors;
- (d) review and propose contracts, grants and work plans for carrying out the affairs of the Alliance; and
- (e) establish operating and personnel policies for Board approval.

The Executive Committee may not and shall not, however: authorize distribution; approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the Alliance's assets; elect or appoint or remove directors; or adopt, amend or repeal the Charter or the Bylaws of the Alliance.

ARTICLE VII EMPLOYEES

Section 1. EMPLOYEES AND STAFF POSTIONS. The Alliance may employ personnel to carry out its purpose, meet the needs of its membership, and provide for the general administration of its affairs. The Board of Directors shall determine and set the type, number and location of employees required to carry out the work of the Alliance. The Board of Directors shall set salaries, compensation and benefits for all employees.

Section 2. STAFF DIRECTOR. The Board of Directors may hire or appoint a person who shall be responsible for the recruitment, screening, hiring, evaluation and day-to-day supervision of other employees as assigned by the Board of Directors. The person appointed may be an employee of the Alliance or a member of the Board of Directors, and herein shall be referred to as Staff Director, whether known by this or another title for a similarity situated staff position. The Staff Director, as assigned by the Board, shall be responsible for administering the affairs of the Alliance; meeting applicable fiduciary, financial and legal obligations to funders, regulators and government authorities; and for carrying out applicable policies, services and programs of the Alliance and shall be responsible to the Board of Directors.

Section 3. CONTROL OF EMPLOYEES. Persons hired by the Board of Directors and the Staff Director are employees of the Alliance, and shall be subject to the control of, and the policies established by the Board of Directors.

ARTICLE VIII CONTROLS AND POLICIES

Section 1. CONTRACTS AND INSTRUMENTS. The Board of Directors may authorize any officer, agent or employee of the Alliance, in addition to any officer so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on the behalf of, the Alliance. Such authority may be general or confined to specific instances.

Section 2. CHECKS. All checks, drafts and other orders for payment of alliance funds will be signed by such Officers or other such persons as the Board of Directors from time to time may designate. All drafts in excess of five hundred dollars (\$500) shall require two signatures.

Section 3. FISCAL CONTROLS. The Board shall establish from time to time such fiscal policies and procedures necessary to control and account for all revenues, expenditures, disbursements, capital equipment, property or real estate of the Alliance. Such policies shall specify authority and approval procedures for all financial transactions of the Alliance.

Section 4. LOANS. No loan or any form of indebtedness shall be incurred in the name of the Alliance without the action of the Board of Directors. The Board may from time to time authorize officers, employees, or other agents of the Alliance to incur revolving or short-term lines of credit. Such authorization may be specific or confined to specific instances.

Section 5. GIFTS. The Board of Directors may accept on behalf of the Alliance any gift, contribution, bequests, or other device and shall be responsible for the appropriate use or disbursement of such device for the general purpose and public benefit for which the Alliance was formed, or for any special purpose in keeping with the purpose of the organization.

Section 6. GOVERNING POLICIES. The Board of Directors shall from time to time establish general policies to govern the philosophy, principles, performance and actions of the Alliance, its members, officers and staff and to guide the implementation of its services, supports and programs. Such policy shall govern the quality and nature of the services, supports and programs, establish effective personnel management, set sound fiscal accounting procedures, and provide for identifying and planning ways for the Alliance to meet community and individual needs for supportive services for persons with disabilities.

Section 7. BOOKS AND RECORDS. The Treasurer shall keep correct and complete books and records of account. The Secretary shall keep minutes of the proceedings of its Board of Directors and committees having the authority of the Board of Directors. The Secretary will keep a record of the names and addresses of the names of the members of its Board entitled to vote in the affairs of the Alliance. Any Director, Officer or his or her agent or attorney for any proper purpose and at any reasonable time, may inspect all books and records of the Alliance. The Board of Directors shall designate the location of such records and books from time to time.

ARTICLE IX GENERAL PROVISIONS

Section 1. WAIVER OF NOTICE. Whenever any notice is required to be given to any Director or other person under these bylaws or under provision of law, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent of the giving of such notice. Such waivers shall be filed with the official record of the meeting. Appearance at the meeting is deemed a waiver unless the Director attends for the express purpose of asserting the illegality of the meeting.

Section 2. FISCAL YEAR. The fiscal year of the Alliance shall end on June 30th of each year.

Section 3. INDEMNIFICATION. The Alliance shall have the power to indemnify and hold harmless any Director, Officer, employee or other agent of the Alliance against liability if such person conducted him/herself in good faith, and it is believed the his/her conduct was in the best interest of the Alliance, and if not in his/her official capacity as an officer of the Alliance, that the conduct was at least not opposed to the best interest of the Alliance, and was not an act of willful misconduct. The Alliance shall maintain liability insurance for its Directors and Officers and employees. Indemnification shall be approved by a majority of the Directors, by a committee of the Board if a quorum cannot be obtained, or by special legal counsel selected by the Board of Directors or its committee

ARTICLE X
REVIEW AND AMENDMENT OF BYLAWS

Section 1. ANNUAL REVIEW. The Board of Directors shall provide for an annual review of these Bylaws. Such review shall certify that governance of the Alliance and the operation thereof continue to be consistent with current Bylaws. The review shall be documented in the minutes of the annual meeting of the Board of Directors.

Section 2. AMENDMENT OR REPEAL. These Bylaws may be amended or repealed and new bylaws adopted by an affirmative vote cast by at least two-thirds of the total membership of the Board. Such action shall only be taken in a meeting of the Board, provided that each Board Director shall have received notice of the proposed actions at least fourteen (14) days prior to the meeting.

ARTICLE XI
DISSOLUTION

Upon dissolution of the Alliance and after payment or the provision for payment of all the liabilities of the Alliance, the Board of Directors shall dispose of all of the assets of the Alliance exclusively for the purposes of the Alliance or to organizations that are then qualified as tax-exempt organizations under applicable section 501(a) of the Internal Revenue code of the United States. Any assets not so disposed of shall be disposed of by a court of jurisdiction in the county in which the principal office of the Alliance is located.

I affirm that the proceeding Articles I through XI to be a true and accurate record of the bylaws adopted by the Board of Directors in a meeting held on the _____ day of _____, in the year _____.

X

Secretary

Tennessee Alliance of Support Coordinators, Inc.