

BYLAWS OF

The Junior League of Nashville

Adopted: _____

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ARTICLE I. NAME, MISSION, AND POLICIES

Section 1.1. Name.

The name of this organization shall be the Junior League of Nashville, as provided for in its charter, hereinafter sometimes referred to as “the League” or “JLN.”

Section 1.2. Mission.

The League’s purpose is exclusively educational and charitable as within the meaning of I.R.C. § 501(c)(3) of the Internal Revenue Code of 1986, as amended. The mission of the League shall be in harmony with the mission of The Association of Junior Leagues International, Inc. (hereinafter referred to as “the Association”) of which the League is a member (members of the Association are hereinafter referred to individually as “a Junior League.”).

Section 1.3. Policies.

The policies of the League shall be in harmony with the policies of the Association.

ARTICLE II. MEMBERSHIP IN THE LEAGUE

Section 2.1. Membership Categories.

(a) *Provisionals.* Provisionals are members engaged in formal training established by the League to prepare them for effective community and League involvement.

(b) *Active.* Active members are members who have completed Provisional training and justify Active membership by demonstrating volunteer service to the community and the League, as defined by the League. Active members in good standing may vote.

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

Section 2.2. Criteria for Admission to Membership.

The criteria for admission to the League shall be in harmony with the policies of the Association. The Junior League is a network of women developed as community and civic leaders creating community impact. Individuals who have an interest in being engaged in community and civic leadership and who seek the opportunity to engage in work through the Junior League that results in meaningful and sustained community impact are welcome.

Section 2.3. Membership Policies of the League.

The Board of Directors of the League shall, from time to time, adopt or amend written policies regarding the rights, roles and responsibilities of members in the League (“Membership Policies”). Before taking effect,

Membership Policies shall be approved at any general membership, special or Annual Meeting of the League by a two-thirds (2/3) vote, provided that the proposed Membership Policy was shared with all members according to the Notice provisions of these bylaws.

Section 2.4. Limitations on Membership.

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

Section 2.5. Membership in Good Standing.

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

Section 2.6. Transfers between Junior Leagues.

Any Provisional, Active, or Sustaining member in good standing of a Junior League may transfer membership to another Junior League. A member who transfers to another Junior League shall be granted the status consistent with the specifications of membership categories of the receiving Junior League. A Provisional Member who transfers has the right to complete the training for effective community and Junior League involvement as determined by the receiving Junior League.

Section 2.7. Resignation and Termination of Membership.

(a) A member may resign at any time. The resignation of a member does not relieve the member from any obligations she may have to the League as a result of obligations incurred or commitments made prior to resignation. A member may resign in good standing only if she has met all membership obligations, as indicated in Section 2.5 of this Article.

(b) A member who has not met all her membership obligations may have her membership terminated upon fifteen days prior written notice from the Board of Directors, with such notice setting forth the reasons therefor. A member that receives such notice is entitled to a hearing before the Board of Directors not less than five days before the effective date of her membership termination to determine the conditions, if any, under which her membership might remain in force, provided the member makes a request for such hearing before the effective date of her membership termination. Hearing procedures are detailed in the Membership Policies.

Section 2.8. Reinstatement of Membership.

(a) A member who resigned in good standing in accordance with these Bylaws may reinstate at any time upon payment of dues according to the schedule in the Membership Policies.

(b) An individual whose membership was terminated for non-fulfillment of her membership obligations may be reinstated, upon approval of the Board of Directors.

(c) An individual who was expelled from membership for action that is injurious to the

League or its Bylaws, Membership Policies and/or Code of Conduct may not be reinstated.

Section 2.9. No Rights or Transferability.

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

Section 2.10. Dues.

The Board of Directors, in its authority to govern and manage the League, from time to time shall set the amount for membership dues and other fees. Such fees shall be subject to the approval of the membership, and are specified in the Membership Policies.

ARTICLE III. MEMBERSHIP MEETINGS

Section 3.1. General Membership Meetings.

Regular meetings of the membership, also known as General Membership Meetings, shall be held at regular intervals throughout the year. The dates of such meetings shall be determined by the Board of Directors and communicated to the membership as in Section 3.4(a) of this Article.

Section 3.2. Special Membership Meetings.

Special meetings of the membership may be called by the President or the Board of Directors. Special meetings also may be called by a minimum of 10% of the Active members of the League, by written request to the Managing Director, who shall be responsible for sending notice of a member-called meeting. Notice of time, place and purpose of a special meeting shall be communicated to the membership as set forth in Section 3.4(a) of this Article.

Section 3.3. Annual Meetings.

The Annual Meeting of the League shall be held in May on a date and at a time designated by the Board of Directors. The purpose of the Annual Meeting shall be the installation of elected members of the Board of Directors and Nominating Committee and such other business as shall be determined by the Board of Directors.

Section 3.4. Notice of Meetings.

(a) Notice of General Membership Meetings, Special Membership Meetings, and the Annual Meeting. Written notice of the time and place of each General Membership Meeting, Special Membership Meeting, or Annual Meeting shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League, to each member at least ten calendar days (but not more than two months) prior to the day of the meeting by hand, regular mail, facsimile, electronic mail, text messaging, website posting, telephone, JLN publication, or other appropriate communications method. Such notice shall include a description of any matter or matters which must be approved by the members and if a Special Membership Meeting, a description of the matter or matters for which the meeting is called.

(b) Waiver of Notice. Notice of a meeting need not be given to any member who submits a

signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice to her.

Section 3.5. Quorum.

Except as otherwise required by law or in these Bylaws or the JLN Charter, 10% of the votes entitled to be cast on a matter must be represented in a general membership vote to constitute a quorum on that matter (“Quorum”). Eligible voters attending during any scheduled or special meetings held within the same seven-day period may be combined to reach the Quorum. If, at any voting membership meeting there shall be less than a Quorum present, the members present may adjourn the meeting until a Quorum is obtained.

Section 3.6. Voting.

(a) Only Active members in good standing may vote.

(b) Written notice of upcoming votes shall be sent to every member at least ten calendar days (but not more than two months) prior to the meeting of record. This notice may be sent by hand, regular mail, facsimile, electronic mail, text messaging, website posting, telephone, JLN publication, or other appropriate communications method.

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

(d) Absentee voting shall be permitted for those items about which the membership has received prior notice. Absentee ballots must be delivered, either physically or electronically, to each member with the notice for the meeting at which the relevant vote will be taken. Absentee ballots must be returned to the principal office of the League before the membership meeting adjourns. If the proposal on which the vote will be taken is amended or changed in any way during the meeting, all absentee ballots shall be deemed null and void.

Section 3.7. Place Of Membership Meetings.

Meetings of the members shall be held either at the principal office of the League or at any other place, within or outside the State of Tennessee, as determined by the Board of Directors and designated in the notice of the meeting or executed waiver of notice. The Board of Directors may, in its discretion and subject to any guidelines and procedures it may adopt, determine that any meeting may be held solely by means of telecommunication as set out below.

Section 3.8. Member Meeting By Telecommunication.

Subject to any guidelines and procedures adopted by the Board of Directors, members may participate by means of telecommunication, and shall be deemed present and entitled to vote at the meeting so long as all participating members can hear each other and participate simultaneously. Telecommunication may include conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other and participate simultaneously or another suitable electronic communications system, including videoconferencing technology or the Internet, only if the system provides access to the meeting in a

manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Any vote taken during a meeting by telecommunication prior to the adoption of these Bylaws and which occurred during the emergency COVID-19 pandemic is ratified through the adoption of these Bylaws and shall be recorded as such in the League's minutes.

Section 3.9. Action By Members Without Meeting.

Any action required or permitted to be taken at a meeting of members may be taken without a meeting if all members entitled to vote on the action consent in writing to taking such action without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the members having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all memberships entitled to vote on the action were present and voted. A consent signed under this section has the effect of a meeting vote. The written consent shall be delivered to the principal office of the League for inclusion in the minutes. Members may use electronic transmission to consent to an action, if the electronic transmission contains or is accompanied by information that allows the League to determine the date the electronic transmission was signed and that the electronic transmission was authorized by the member, the member's agent or attorney-in-fact.

Section 3.10. Action By Members Without Meeting Via Ballot.

Any action required or permitted to be taken at a meeting of members may be taken without a meeting if a ballot is delivered or electronically distributed to each member entitled to vote on the matter. A ballot shall set forth the proposed action and provide members with the ability to vote for, against, or abstain from the vote. The ballot shall also include the number of members necessary to meet Quorum on the action as well as the percentage of votes in favor to pass the action. The ballot also shall state the date when the ballot must be sent to the corporation in order to be counted. Once received, the ballot may not be revoked.

ARTICLE IV. DELEGATES

Section 4.1. Association Annual Meeting.

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

Section 4.2. Other Association Meetings and Trainings.

Delegates to the Presidents of Large Leagues Meeting, Association trainings or institutes shall be selected by the President.

Section 4.3. Delegate Expenses.

The League shall pay the traveling and accommodation expenses of such delegates.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1. Composition.

The Board of Directors shall consist of the Officers of the League, 2 Sustainer Directors, 3 Active Directors, and the Nominating Chair. The Managing Director of the League and the Executive Vice President Elect shall serve as non-voting members of the Board of Directors.

Section 5.2. Election and Eligibility.

(a) Directors shall be elected by majority vote of the members from a slate prepared by the Nominating Committee. All candidates for directorships must be members of the League in good standing, as defined by these Bylaws, at the time of their application for consideration and must maintain this status throughout their directorship if elected.

(b) All members of the Board of Directors must be members in good standing in their 3rd or later year of Active service, or a Sustainer for Sustainer positions, at the time their term commences. At least 2 of those years must have been served in the Junior League of Nashville. The Board of Directors may use their discretion to make exceptions to the foregoing requirements in individual cases, based on extenuating circumstances.

Section 5.3. Term.

Officer terms are defined in Article VII, Section 7.3.

The term of office for Directors shall be 2 years, with staggered terms: 1 Sustainer shall rotate off the board each year, and 1 or 2 Active directors shall rotate each year. For the initial terms defined by these Bylaws, 1 Sustainer and 1 Active shall serve a 1-year term, with all Directors serving 2-year terms going forward. A Director may serve multiple, consecutive terms so long as the Director does not serve the same position within the Board of Directors for consecutive terms.

The Nominating Chair is slated as chair-elect for a 2-year commitment, the 2nd year serving in the chair position and on the Board of Directors.

Section 5.4. Duties.

The business and affairs of the League shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the League all of the rights and privileges legally exercisable by the League 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 League, shall have the authority to receive, administer and distribute property on behalf of the League in accordance with the provisions set forth in these Bylaws and shall have authority and responsibility for governance and management of the League.

Section 5.5. Resignations.

Any member of the Board of Directors may resign from office at any time. Such resignation shall be made by written notice and shall take effect at the time specified therein and, if no time is specified, at the time

of its delivery to the President of the League. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, and no resignation shall discharge any accrued obligation or duty of a Director as a member of the Board or as a member of the League.

Section 5.6. Removal.

A Director elected by the members may be removed, either for or without cause, by a majority vote of the members. A Director elected by members may be removed by the members only at a meeting called for the purpose of removing the Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director. Such removal shall be without prejudice to the general membership rights, if any, of any person so removed.

A Director elected by the board (e.g. in the event of a vacancy in Section 5.7 of this Article), may be removed by the Board of Directors, either for or without cause, by the vote of two thirds (2/3) of the Directors then in office, and only after being given an opportunity to be heard at a meeting of the Board of Directors. Such removal shall be without prejudice to the general membership rights, if any, of any person so removed.

If a Director misses two board meetings during a year, the Board of Directors may remove the Director for failing to attend the specified number of meetings. The Director may be removed only if a majority of the Board of Directors then in office vote for the removal, and only after being given an opportunity to be heard at a meeting of the Board of Directors. Such removal shall be without prejudice to the general membership rights, if any, of any person so removed.

Section 5.7. Vacancies.

Vacancies occurring within the Board of Directors shall be filled from a single slate submitted by the Nominating Committee to the Board of Directors, as indicated in Article VI of these Bylaws.

Section 5.8. Meetings.

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

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

Section 5.9. Notice of Meetings.

(a) Written or electronic notice of the time, place and purpose of each regular meeting shall be given by the Secretary or, in the Secretary's absence, by any other Officer of the League to each Board member by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, and posted on the JLN website. Such notice must be sent to each Board member at least seven calendar days prior to the day of the meeting.

(b) Notice of special meetings must be sent by the Secretary or, in the Secretary's absence, by any other Officer of the League or the Managing Director to each Board member at least 72 hours prior to

the time at which such meeting is to be held. Such notice may be, and shall be deemed given when:

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

Section 5.10. Waiver of Notice.

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

Section 5.11. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at all regular and special meetings of the Board of Directors. If, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting by announcing another time and place. The adjourned meeting may be held at such time and place without further notice or waiver.

Section 5.12. Voting.

The vote of a majority of the members of the Board of Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors, unless a 2/3 majority is called for on a particular vote, as identified elsewhere in these Bylaws.

Section 5.13. Action without a Meeting.

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

Section 5.14. Meeting by Telecommunications.

Any member of the Board of Directors or all of the members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of telecommunication and shall be deemed present and entitled to vote at the meeting so long as all participating board members can hear each other and participate simultaneously. Participation by such means shall constitute presence in person at a meeting. Telecommunication may include conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other and participate simultaneously or another suitable electronic communications system, including videoconferencing technology or the Internet, only if the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.

Section 5.15. Observers.

Unless the board votes to go into executive session, all board meetings are open to any JLN member as an observer. Observers should not participate in the meeting unless called upon by the President.

ARTICLE VI. NOMINATING COMMITTEE

Section 6.1. Composition.

The Nominating Committee shall consist of 8 active members of the League, a Chair, a Chair-Elect, and a Sustainer Representative, who is appointed by the President. The Chair-Elect of the Nominating Committee shall be elected by the membership from a slate prepared by the Nominating Committee. The Chair-Elect serves a 1-year term and steps up to Chair in the 2nd year. The Chair shall facilitate the process but does not vote except to break a tie. The Chair-Elect assists the Chair but does not vote. The Sustainer Representative advises the committee but does not vote. The Nominating Committee is an advisory committee, is not a committee of the Board of Directors and may not exercise any of the powers of the Board of Directors. The Board of Directors from time to time may pass a policy or create a procedure related to the Nominating process or the Nominating Committee.

Section 6.2. Eligibility and Tenure.

All members of the Nominating Committee must be members in good standing in their 3rd or later year of active service, or a sustainer for sustainer positions, at the time their term commences. A member may serve more than one term on this committee.

Section 6.3. Duties.

The duties of the Nominating Committee are: (a) To ensure that the Board of Directors and Management Team possess the competencies necessary for effective governance and management of the League; (b) To prepare a slate of Officers and Directors and Management Team Members to be recommended to be elected by the membership eligible to vote; and (c) to transmit the slate to the membership at least 7 calendar days before the date on which the membership will be required to vote on the slate.

Section 6.4. Vacancies.

Vacancies occurring among the Nominating Committee members shall be filled from a single slate submitted by the Nominating Committee to the Board of Directors. Approval of a single slate for filling vacancy shall be by the vote of a two-thirds (2/3) majority of the Directors present at a meeting that meets quorum as set forth in Article V, Section 5.11 (or pursuant an action taken by unanimous written consent).

ARTICLE VII. OFFICERS

Section 7.1. Composition.

The Officers of the League shall be the President, President-Elect, Secretary, Treasurer, and Executive Vice President. All officers are members of the Board of Directors.

Section 7.2. Election and Eligibility.

Officers (other than the President, who steps up in the second year after her election as President-Elect) shall be elected by the membership from a slate prepared by the Nominating Committee. All candidates for Officer positions must be active members of the League in good standing, as defined by these Bylaws, at the time of their application for consideration and must maintain this status throughout their term of office if elected.

Officers must meet the same eligibility requirements as Directors, listed in Article V, Section 5.2, and the requirements specific to the office as listed here:

(a) President-Elect: Must have served on the Board of Directors or have been a member of the Management Team for at least one term.

(b) Executive Vice President: Must have previously served either for two years in a council leadership position or one year as a member of the Management Team, but may be nominated as Executive Vice President while serving on the Management Team.

Section 7.3. Term.

(a) The term of each office shall be one year and each Officer may serve until her successor is duly elected.

(b) A member may serve more than one term in the same office, but terms may not be consecutive.

Section 7.4. Duties.

(a) Duties of President. The President shall preside at all membership meetings and meetings of the Board of Directors. The President shall be the chief executive officer of the League and shall, in general, perform all of the duties, and have all of the authority, specified in such position description as the Board of Directors may adopt from time to time.

(b) Duties of President-Elect. The President-Elect shall perform all the duties of the President in her absence, and such duties delegated to her by the President or Board of Directors. The President-Elect shall perform such other duties as may from time to time be assigned to her by the President or the Board of Directors or specified in such position description as the Board of Directors may adopt from time to time.

(c) Duties of the Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the League and the Board of Directors, in accordance with these Bylaws and applicable law. The Secretary shall record the minutes of all meetings of the General Membership, the Board of Directors, and the Advisory Committee and have the responsibility for authenticating records of the League. The Secretary shall in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to her by the President or by the Board of Directors.

(d) Duties of the Treasurer The Treasurer shall be responsible for all funds and securities of the League; cause to be maintained deposits of all moneys and evidences of indebtedness and other valuable documents of the League in the name and to the credit of the League in such banks or depositories as the Board

of Directors may designate. The Treasurer shall in general perform all of the duties incident to the office of treasurer and such other duties as may from time to time be assigned to her by the President or Board of Directors.

(e) Duties of Executive Vice President The Executive Vice President shall preside at Joint Council meetings, provide leadership and training to Council members, and set policies for the Council. The Executive Vice President shall in general perform all of the duties incident to the office of executive vice president and such other duties as may from time to time be assigned to her by the President or Board of Directors

Section 7.5. Resignations.

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

Section 7.6. Removal.

The procedures and policies for removal of an Officer shall be the same as removal of a Director. Any Officer who is removed as a Director shall be automatically removed as an Officer.

Section 7.7. Vacancies.

A vacancy in the position of President shall be filled by the President-Elect, who shall serve the balance of the unexpired term of the vacating President and then serve a full term as President. A vacancy in the position of President-Elect shall be filled from a single slate submitted by the Nominating Committee to the membership. Any other vacancies in an office for any reason shall be filled for the unexpired portion of the term by the vote of 2/3 majority of the Directors present at a meeting that meets quorum (or pursuant an action taken by unanimous written consent).

ARTICLE VIII. MANAGEMENT TEAM

The Nominating Committee shall appoint a Management Team to lead and oversee the committees of the League. The Board of Directors shall create and organize committees of the League into Councils, with each council led by a Vice President. The Executive Vice President, the Executive Vice President- Elect and the Vice Presidents form the Management Team, and appoint and oversee committee chairs and chairs-elect in their work.

The Executive Vice President leads and supports the Council Vice Presidents according to her duties listed in Article VII, Section 7.4(e).

ARTICLE IX. TRUSTEES

The Board of Trustees of the Junior League of Nashville (“Board of Trustees”) provides strategic advice and oversight, acts as an investment committee, and acts as Trustees of the 1941 Trust and the League’s other endowments and investments. The Board of Trustees shall consist of five members, two of whom shall be League members and three of whom shall be non-League members. The Board of Trustees shall be self-

perpetuating. Each Trustee shall be appointed for a term of five years, and the Trustee terms shall be staggered in successive order such that one Trustee shall be appointed by the Directors each year. Each Trustee 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. After serving a full five-year term, a Trustee may be appointed to succeed himself or herself for one additional term. Thereafter, the Trustee may be re-elected after a lapse of one year.

Each year, currently-serving Trustees will work in connection with the President to identify candidates to be appointed as Trustee. Annually, the Trustees will provide the recommendation for reappointment of the Trustee in their fifth year of their first term or recommendation/nomination for appointment of a new Trustee. The League Board will treat the recommendation as a motion from a committee and take action accordingly through a vote for or against the appointment of the nominated individual to the Board of Trustees. The term years of the Trustees shall match the League's fiscal year.

The Trustees shall meet at least quarterly, or more often as necessary, and such meetings may take place contemporaneously with the meetings of the Advisory Committee.

ARTICLE X. ADVISORY COMMITTEE

The Advisory Committee of the League shall consist of no more than thirteen and no fewer than nine individuals. The composition of the Advisory Committee shall include the current Trustees, the President, the President-Elect, the Treasurer, at least one Sustainer or Active Member who is not currently serving on either the Board of Directors or as a Trustee, and up to four additional individuals who are Sustainers or Active Members who are not currently serving on either the Board of Directors or as a Trustee. Advisory Committee positions other than those filled by Trustees or Officers shall be selected and appointed by the Board of Directors in consultation with the Trustees and shall serve perpetually or for such time period as is necessary and appropriate for the activities, decisions or projects being undertaken by the Advisory Committee.

The Advisory Committee was originally formed in 1930, and was comprised of "friends of the League" to provide help to JLN "from trained minds in the business world."

Under the Indenture dated July 9, 1941, by which JLN created an endowment trust (the "1941 Trust"), the Advisory Committee's role is one of approval of actions by JLN related to termination, encroachment on corpus, and borrowing from the assets of the 1941 Trust. The Advisory Committee shall act under the terms of the 1941 Trust as well as oversee the administration of JLN's other endowments. Before the Board of Directors takes action in regard to any grant or distribution from the 1941 Trust, the Board shall present the proposed grant or distribution to the Advisory Committee during a meeting of the Advisory Committee for review and approval by the Advisory Committee before the Board's vote on such grant or distribution from the 1941 Trust. The recommendation of the Trustees shall be reflected in the minutes of the Board in conjunction with the vote.

In addition to the Advisory Committee's roles to act as "trusted advisors" to the League and to serve as contemplated by the terms of the 1941 Trust, the Advisory Committee may also act as a body to serve the League on special projects related to the League's operational well-being, financial stewardship, asset maintenance, strategic planning and similar endeavors.

The Advisory Committee shall meet at least quarterly, or more often as necessary, and may meet contemporaneously with the meetings of the Trustees.

ARTICLE XI. FISCAL POLICIES

The League outlines other fiscal policies and procedures in its Financial and Spending Policies.

Section 11.1. Fiscal Year.

The fiscal year of the League shall commence on June 1 of each calendar year and end on the succeeding May 31.

Section 11.2. Banks and Authorized Signatories.

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

Section 11.3. Investments.

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

Section 11.4. Annual Financial Report.

The books and accounts of the League shall be kept in accordance with generally accepted accounting principles (GAAP) and shall be audited or reviewed annually by a certified public accountant at the end of each fiscal year of the League.

Section 11.5. Dissolution.

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

ARTICLE XII. CHANGE OF CHARITABLE STATUS

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

ARTICLE XIII. INDEMNIFICATION, REIMBURSEMENT AND INSURANCE

Section 13.1. Indemnification and Reimbursement.

(a) Directors and Officers. The League shall, to the fullest extent now or hereafter permitted by applicable law, indemnify, defend and hold harmless any person who is or was Director or Officer of the League, or a Trustee on the Board of Trustees, or to such person's heirs, executors and administrators, in the event such person is made, or threatened to be made, a party to any action or proceeding by reason of the fact that she is or was a Director or Officer of the League or a Trustee on the Board of Trustees (each such Director Officer, Trustee, heir, executor, or administrator being an "Indemnified Party"), against judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees. The League shall, from time to time, reimburse or advance any Indemnified Party the funds necessary for payment against such judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees, referred to in this Section 13.1, upon receipt of a written undertaking by or on behalf of such Indemnified Party to repay such amount(s) if a judgment or other final adjudication adverse to such Indemnified Party establishes that the Indemnified Party was not entitled to indemnification or advancement of expenses under applicable law.

(b) Employees and Agents. In addition, the League may also, to the fullest extent now or hereafter permitted by applicable law, indemnify any employee or agent of the League, or the heirs, executors, administrators, or legal representatives of any such person, in the same circumstances and on the same terms, in which case such employee or agent shall be an Indemnified Party for all purposes of this Article.

Section 13.2. Insurance.

The rights to indemnification and advancement of expenses set forth in this Article are contractual between the League and the person being indemnified, and 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 League of insurance on behalf of a Director, Officer, employee, or agent of the League, or a Trustee on the Board of Trustees, or by an agreement with the League providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

ARTICLE XIV. AMENDMENTS

Section 14.1. Bylaws.

(a) These Bylaws may be amended at any general membership, special or Annual Meeting of the League by two-thirds (2/3) of the votes cast, provided that the proposed amendment was shared with all members according to the Notice provisions of these bylaws.

(b) Amendments to these Bylaws may be proposed by the Board of Directors or any 10% of eligible voting members of the League. In the event of amendments proposed by eligible voting members of the League, the amendment shall be presented to the Board of Directors at least 14 calendar days prior to the meeting at which the matter would be voted on, with notice going to all members at least 7 days prior to the meeting.

(c) Any amendments to the Bylaws of the Association which are mandatory changes applicable to the Bylaws of the League shall become automatic changes to these Bylaws without the necessity of a vote of the League or the Board of Directors. The Secretary and/or Managing Director shall report the exact

changes to the Board of Directors who shall authorize the printing of the required changes.

(d) The Secretary and/or Managing Director shall have the authority to make necessary technical and typographical changes to the Bylaws in order to assure editorial continuity. These technical and typographical changes shall be reported to the Board, which shall authorize the printing of the required changes.

Section 14.2. Policies.

(a) Membership Policies may be amended at any general membership, special or Annual Meeting of the League by a two-thirds (2/3) vote, provided that the proposed amendment was shared with all members according to the Notice provisions of these bylaws.

(b) Amendments to the Membership Policies may be proposed by the Board of Directors or any 10% of eligible voting members of the League. In the event of amendments proposed by eligible voting members of the League, the amendment shall be presented to the Board of Directors at least 14 calendar days prior to the meeting at which the matter would be voted on, with notice going to all members at least 7 days prior to the meeting.

(c) Other League Policies except for Membership Policies may be created or amended by a two-thirds (2/3) majority of affirmative votes cast by the Board of Directors, except as otherwise provided by statute or these Bylaws.

Section 14.3. Procedures and Standing Rules.

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

ARTICLE XV. REFERENCES TO THE CHARTER

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