



BRIDGES

FOR THE DEAF AND HARD OF HEARING

BYLAWS

As amended on May 22, 2017

1. CORPORATE OFFICES

- a. The principal office of Bridges (alternatively the “corporation” or the “Corporation”) in Tennessee shall be located in the City of Nashville, County of Davidson. The corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.
- b. The corporation shall have and continuously maintain in Tennessee a registered office, and a registered agent whose office is identical with such registered office, as required by the Tennessee Nonprofit Corporation Act. The registered office in Tennessee, and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

2. MEMBERSHIP OF CORPORATION

- a. The corporation shall be one without members.

3. MEMBERSHIP OF BOARD OF DIRECTORS

- a. **Duties and Responsibilities.** The Board shall have and exercise the powers and responsibilities of the Corporation as prescribed by law. Its primary function shall be policy making and responsibility for sound and prudent direction and oversight of all resources and programs of the Corporation. The board shall determine all policies of the organization regarding finances, legal obligations and compliance, and insurance and shall review management and general policies.

These powers shall include but are not limited to the following:

- i. Determine and review the purposes and mission of the Corporation and maintain its essential character and integrity;
- ii. Establish, review at least annually, and approve changes in the programs of the Corporation;
- iii. Oversee and approve the budget of the Corporation and establish policy guidelines for financial investments, financial expenditures, and fund raising efforts;
- iv. Authorize the incurring of debts secured by any assets of the Corporation and all other debts which are not incurred in the normal course of the Corporation's business;
- v. Authorize Officers or Agents of the Corporation to accept donations, gifts, or bequests on behalf of the Corporation; and
- vi. Determine that all actions of the Officers and Committees of the Corporation are consistent with the provisions and spirit of these bylaws and that the Officers are effectively interpreting and implementing these bylaws and other policies established by the Board.
- vii. Nominate and elect all officers of the Corporation.
- viii. Hire, evaluate, and terminate employment of the Chief Executive Officer/President (“CEO/President”).
- ix. Engage in strategic planning for the corporation.

b. Board Number, Qualifications, Term Limits. Directors may be elected for a total of two successive terms, each term to be three years. The number of the Directors of the Board shall be unlimited for the fiscal year 2008-2009. At the end of the fiscal year 2008-2009, the board shall set a maximum number of board members by amendment of these bylaws. If the board does not amend the bylaws at the end of 2008-2009, the maximum number of board members shall be 20. A minimum of four director positions shall be reserved for directors who are deaf or hard of hearing. At no time will the board have less than four directors. (see amendments)

c. Election. All directors shall be elected by the Board at each annual meeting based on term cycles.

d. Removal.

- i. Removal at any time. Any Director may be removed from office at any meeting of the Board by affirmative vote of two-thirds of the Directors then in office.
- ii. Removal for attendance lapses. If any Director fails to attend three of five successive meetings of the Board without reasonable cause as determined by the Board, and after reasonable notice to the Director that the Board is considering his or her removal, the Board may

remove such Director from the Board by affirmative vote of a majority of the Directors present and voting at any meeting of the Board.

e. Resignation. Any Director of may resign at any time by giving notice in writing to the Chair or the Secretary of the Board. Such resignation shall take effect at the time specified therein and acceptance of such resignation by the Board shall not be necessary to make it effective.

f. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors through a special election at any regular meeting of the Board, even though the remaining number of directors constitutes less than the minimum number required by these bylaws. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. This partial term shall not count as one of the full terms described elsewhere in these bylaws.

g. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

h. Indemnification. The corporation will indemnify any director who is made a party to an action because of any act taken in an official capacity as a director of the corporation but only to the extent that the director's conduct was in good faith and the director reasonably believed that his or her conduct was in the corporation's best interest.

4. MEETINGS OF BOARD OF DIRECTORS

a. **Regular meetings**. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, such annual meeting to be held after the first of July but before the 15th of August of each year. However, the Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. The last regular meeting of the Board may also be the annual meeting, at the discretion of the Chairman, provided that the notice requirements of Section 5.c. of these bylaws are met. There shall be not less than four regular business meetings of the Board annually.

b. **Special meetings**. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors, including the agenda of such meeting, shall be given at least five calendar days prior to the meeting.

c. **Quorum**. A majority of the Directors then in office shall be

necessary and sufficient to constitute a quorum for the transaction of business.

d. Meeting attendance. Directors are expected to be in attendance at all Board and Committee meetings as evidenced by their presence and participation, recognizing that directorship is an office of service as well as honor. Each Director is expected to attend all of the Board meetings during the calendar year, unless such Director suffers unavoidable circumstances which prevent such attendance.

e. Board action by meeting. The act of a majority of the Directors present and voting at a duly called meeting of the Board shall be the act of the Board, except as may be provided by statute or by the articles of incorporation or by these bylaws.

f. Board action without a meeting. Any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be given by a majority of the Directors then in office. This provision also applies to actions taken via electronic communication if a majority of board members respond in the affirmative, attaching his/her electronic signature to the communication.

5. OFFICERS

a. Chair. The duty of the Chair shall be to preside at all meetings of the Board to enforce a due observance of the bylaws, to decide all questions of order, to offer for consideration all motions regularly made, to appoint all committee Chairs subject to Board approval, to be an authorized signer on any documents of indebtedness by the Board, and to perform such other duties as the office may require. The Chair shall also have, on behalf of the Board, general supervision and direction of the CEO/President. The Chair shall be elected annually at the annual Board meeting or at such other time as may be necessary to fill the position, and may not serve more than two consecutive year-long terms.

b. Vice-Chair. The Vice-Chair shall assist the Chair and Board and shall be prepared to serve as Chair if so elected by the Board. The Vice-Chair shall serve as Chair at any meeting of the Board in which the Chair is absent. The Vice-Chair shall be elected annually at the annual Board meeting or at such other time as may be necessary to fill the position and may not serve more than two consecutive year-long terms.

c. Treasurer. The Treasurer shall be responsible for carrying out the mandates of the Board in overseeing the financial resources of the Corporation including, but not limited to, cash, securities, stocks, bonds, and all other property, personal or real, owned by the Corporation. The Treasurer shall

assure that all books and accounts are accurately kept and furthermore, shall present a full and detailed financial statement properly audited by an independent certified public accountant, to the Board within 90 days of the Corporation fiscal year end. The Treasurer shall monitor the investments of the Corporation, including all funds and endowments approved by the Board. The Treasurer shall be elected annually at the annual Board meeting or at such other time as may be necessary to fill the position and may not serve more than two consecutive year-long terms.

d. **Secretary.** The Secretary shall maintain the minutes of all meetings of the Board. The Secretary shall serve ex officio on such committees as may be appointed by the Chair, and shall keep a copy of all minutes of such committees. The Secretary shall ensure the preparation and delivery of all notices which may be required by law or by these Bylaws. The Secretary shall have charge of such documents and papers necessary for the Board to conduct its affairs. The Secretary shall do and perform such other duties as may be assigned from time to time by the Board. The Secretary shall be elected annually at the annual Board meeting or at such other time as may be necessary to fill the position and may not serve more than two consecutive year-long terms.

e. **CEO/President.**

i. *Powers.* The CEO/President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she may sign, with the Chair or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation. The CEO/President is not a Director and is not a member of the Board of Directors. The employment of the CEO/President is at the will of the Board of Directors.

ii. *Responsibilities.* The CEO/President's responsibilities include but are not limited to the following:

1. Responsibility for daily operation of the corporation.
2. Involvement in strategic planning.
3. Responsibility for fund-raising strategy, organization and activities.
4. Interpretation and administration of all matters pertaining to the Corporation's procedures and policies as they affect the agency and Board organization.
5. Following through on Executive Committee and Board Meetings and seeing that their decisions are properly executed.

6. Periodically reporting to the Board as to the progress of the Corporation and its programs.
7. Representing the Corporation in community activities.
8. Assisting in the evaluation of Board members and Committee participation.
9. Keeping Executive Committee and Board members informed as to progress, needs, problems, and plans for desired growth of the Corporation, including recommendations of staff.
10. Evaluation of performance of staff employees in connection with salary reviews, and performance goals.
11. Employment, training, and supervision of the Corporation staff and planning of effective manpower utilization and replacement.
12. Informing the staff of the Board's objectives, policies, and programs.
13. Analyzing budgetary needs, recommendations of future operating budget requirements and overseeing the annual operating budget for the Corporation.
14. Signing checks to pay the legitimate, budgeted obligations of the Corporation.

6. COMMITTEES OF BOARD OF DIRECTORS

a. Appointment and Powers. The Board of Directors, by resolution adopted by a majority of the Directors at a meeting which constitutes a quorum, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. Each committee shall operate pursuant to objectives outlined by the Board of Directors in the appointment of the committee. No such committee shall have the authority of the Board of Directors in reference to any of the following:

- i. Amending, altering or repealing the bylaws;
- ii. Electing, appointing or removing any member of any such committee or any Director or officer of the corporation;
- iii. Amending the articles of incorporation;
- iv. Restating articles of incorporation;
- v. Adopting a plan of merger or adopting a plan of consolidation with another corporation;
- vi. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation;
- vii. Authorizing the voluntary dissolution of the corporation or revoking

proceedings therefor;

viii. Adopting a plan for the distribution of the assets of the corporation; or

ix. Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

b. Term of Committee. Each committee shall continue as such until the next annual meeting of the Board of Directors of the corporation.

c. Committee Chair. One member of each committee shall be appointed Committee Chair by the Chair of the Board of Directors. The Committee Chair must be a Board member.

d. Appointment and Removal of Committee Members. The Committee Chair of each committee shall appoint and remove the members of the committee.

e. Committee Membership Requirements. Members of committees need not be duly elected Directors of the Corporation's Board.

f. Committee Membership Term. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

g. Committee Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

h. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

i. Quorum. With the exception of the Executive Committee and the Finance Committee, a majority of committee members is not necessary for a committee to conduct its business.

j. Standing Committees.

i. *Executive Committee.* The Executive Committee of the Board shall include the Chair, who shall serve as the Chair of the Executive Committee, the Vice-Chair, the Secretary, the Treasurer, the CEO/President, and the Immediate Past Chair. The CEO/President shall serve as an advisory, non-voting member of the Executive Committee. The Executive Committee shall exercise all the powers of the Board between regular meetings of the Board in accordance with the provisions of these bylaws and other resolutions of the Board, except that the Executive

Committee shall not have any of the following authority:

1. Elect or remove members of the Board;
2. Elect or remove Officers of the Corporation other than an interim CEO/President;
3. Appoint or remove any member of the Executive Committee;
4. Amend, alter, or repeal the bylaws, programs, or policies established by the Board;
5. Adopt a plan of sale, merger, or consolidation with another organization; or
6. Authorize or incur expenses or indebtedness above 2% of the annual budget per fiscal year.

ii. **Finance Committee.** The Finance Committee is responsible for all financial matters including recommending budgets and investment policies to the Board. Members shall include the Treasurer, CEO/President, and at least one Director appointed by the Chair of the Corporation. The CEO/President shall serve as an advisory, nonvoting member of the Executive Committee.

7. NOTICE

a. **Form of Notice.** Whenever any notice is required to be given under the provisions of the Tennessee Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, it shall be sufficient to give notice in person, by telecommunication, or in writing, unless the Act, the articles, or the by-laws provide otherwise. Whenever written notice is required, written notice shall include any notice that is hand-delivered (including by courier), as well as any notice that is sent by mail, fax, or e-mail. If 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.

b. **Waiver of Notice.**

i. Waiver by writing. A waiver in writing signed by the person or persons entitled to such notice, whether before or after the time in which the notice was to be given, shall be deemed equivalent to the giving of such notice.

ii. Waiver by presence. The attendance of a Director at any meeting shall constitute a waiver of notice of the 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.

8. CONTRACTS, CHECKS, DEPOSITS, & FUNDS

a. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

b. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the CEO/President or a Vice President of the corporation.

c. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

d. **Gifts.** Either the Board of Directors or the CEO/President of the Corporation may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

9. BOOKS AND RECORDS

a. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the directors. All books and records of the corporation may be inspected by any director who may be accompanied by an agent, if desired.

10. FISCAL YEAR

a. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

11. AMENDMENTS TO BYLAWS

a. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or special meeting in which a quorum is present, if at least fourteen days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.