

**BYLAWS OF  
HICKMAN COUNTY  
LONG TERM RECOVERY COMMITTEE**

**ARTICLE I. Name and Purpose**

*Section 1. Name:*

The name of the organization shall be **The Hickman County Long Term Recovery Committee**, AKA: **HCLTRC**.

*Section 2. Purpose:*

The **Hickman County Long Term Recovery Committee** is organized exclusively for charitable purposes. The purpose of the **HCLTRC** organization is to coordinate the delivery of long term recovery assistance to the victims of a major disaster in Hickman County Tennessee. The board may pursue additional programs that assist low income residence of Hickman County with safe, secure, and sanitary housing as the board determines and defines.

This recovery process involves coordination with multiple agencies, including governmental, not for profit agencies, community, civic and service groups, religious, and educational groups, etc. Individuals deemed as candidates for assistance are only those affected by a major disaster and registered with either the American Red Cross, the Federal Emergency Management Agency or a Board approved equivalent unless extenuating circumstance are present based on the Boards' assessment. **HCLTRC** does not discriminate against anyone based on the basis of race/ethnicity, color, national origin, sex, disability, veteran status, or age.

To accomplish these purposes, the Board of the **HCLTRC** shall have the authority to exercise all the powers conferred upon corporations formed under the Tennessee state law in order to accomplish its charitable purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated; provided that only such powers be exercised as are permitted to be exercised by a nonprofit corporation which qualifies as a corporation described in Section 501(c)(3) of the Internal Revenue Code as amended; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE II. Board of Directors**

*Section 1. General Powers*

The Board of Directors of **the Hickman County Long Term Recovery Committee** constitutes its governing body. It shall manage, control, and direct the affairs and property of the corporation and, subject to these Bylaws, shall have all powers necessary to carry out the purposes of **the Hickman County Long Term Recovery Committee** as specified in the laws of the United States and Tennessee.

*Section 2. Composition of the Board*

- (a) The membership of the Board of Directors shall consist of a minimum of 5 and a maximum of 25 members the majority of which shall reside in Hickman County. The term of each board member shall be three years and each board member may serve multiple terms. Nominations and elections shall be conducted at the annual meeting.

- (b) Vacancies on the Board of Directors may be filled at any meeting of the Board upon nomination and a vote of 51 percent of the members of the Board present at such meeting.
- (c) A Director may resign from the Board at any time by giving notice in writing thereof. A Director may be removed by the vote of 51 percent of the Board of Directors.

*Section 3. Meeting of the Board*

- (a) The annual meeting of the Board shall be held in May of each year. Additional meetings of the Board may be scheduled pursuant to the needs of the clients created by a major disaster. Special meetings of the Board shall be called by the Board Chair at the request of any three Directors.
- (b) The time and place of all meetings of the Board shall be designated by the Board Chair. Meetings will be held within Hickman County.
- (c) At least 30 days' notice shall be given to each Director of the annual meetings of the Board. Special meetings of the Board may be held if at least five business days' notice is given of such meeting. Any Director unable to attend must notify the secretary prior to the meeting.
- (d) 51 percent of the Directors shall constitute a quorum. A quorum must be attended by at least fifty one percent of the board members for business transactions to take place and motions to pass. A member shall be considered present either physically or electronically such as conference call participation. A proxy vote does not constitute part of a quorum.
- (e) Proxies may be taken for votes if received by email or mail prior to the matter in question being voted on at a regular or called meeting, with the proxy received by mail or email being presented at the time the matter in question is voted on and entered into the minutes with the name of the individual that sent in the proxy, the name of the individual that received the proxy, and the vote, either yea or nay, as indicated in the proxy.

**ARTICLE III. Board Structure**

*Section 1. Officers*

- (a) The officers of the Board shall include a Chair, Vice Chair of Unmet Needs, Vice Chair of Volunteers, Secretary, Treasurer and other officers as may be deemed necessary by the Board or required by law. Officers shall receive no compensation.
- (b) Officers shall be elected at the Board's annual meeting. Officers' terms are for a period of no longer than twenty-four (24) months unless an officer resigns upon submission of a signed letter to the Board. The vacancy created after the submission of such a letter shall be filled at the next regular meeting of the Board or at a special meeting called by the Board as authorized under ARTICLE II, Section 3 of these Bylaws.

*Section 2. Board Chair*

The Chair shall be the principal officer of the Board, and subject to the control of the Board of Directors, and shall perform all duties customary to the office of Chair of a Board of Directors. The Chair may be one of two signers of checks issued by the organization.

*Section 3. Vice Chair of Unmet Needs and Vice Chair of Volunteers*

The Vice Chairs, in addition to filling in for the Chair at meetings when the Chair is absent, may be one of the two signers of checks issued by the organization.

The Secretary shall be responsible for the keeping of an accurate record of all meetings of the Board of Directors, shall have custody of the official papers of the **HCLTRC**, see that all notices are duly given in accordance with these Bylaws or as required by law, and in general perform all duties customary to the office of Secretary. The Secretary may be one of the two signers on checks issued by the organization.

- (a) The Treasurer shall have custody of and be responsible for all funds and securities; shall keep full and accurate accounts of receipts, disbursements, assets and liabilities of the **HCLTRC**; shall present timely and accurate reports of such transactions to the Board of Directors as required; and shall perform all duties customary to the office of Treasurer. The Treasurer cannot sign checks.
- (b) The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the **HCLTRC** in such depositories as shall be selected by the Board of Directors.

**ARTICLE IV. Committees**

*Section 1. Committees*

The Board of Directors may create temporary or permanent committees of its members or other persons as needed and agreed upon. The committees shall make recommendations to the Board as appropriate for the Boards' approval. Every committee shall be chaired by a member of the Board.

**ARTICLE V. General Provisions**

*Section 1. Checks*

All checks, drafts or other orders for the payment shall be signed by two officers. All officers shall be authorized to sign checks except for the Treasurer.

*Section 2. No Private Inurement/Activities:*

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in **ARTICLE I**.

*Section 3. Gifts*

The Board of Directors may accept on behalf of the **HCLTRC** any contribution, gift, bequest or device for the purposes of the **HCLTRC**.

#### Section 4. Fiscal Year

The fiscal year of the **HCLTRC** shall be July 1st to June 30th.

#### Section 5. Auditing of Financial Records

An annual audit of all finances by a qualified accountant or committee named by the Board of Directors may be conducted for the purposes of submission of a full statement of finances and operations to the membership of the Board of Directors. The committee shall not consist of the Chair or the Treasurer.

#### Section 6. Staff

(a) The Board shall determine such volunteer or paid staff positions as it shall deem necessary.

(b) The Board may name a Personnel Committee as deemed necessary.

#### Section 7. Distribution of Funds Collected by the Organization

The only funds that can be used for administrative purposes by the Organization are funds that have been specifically designated by the donor or grantor for administrative purposes. One hundred percent of all other funds collected or raised by the Organization must be distributed solely to victims of declared disasters in Hickman County as described in **ARTICLE I**.

#### Section 8. Active and Inactive Board Periods

The HCLTRC Board is inactive when the organization is not assisting clients with recovery efforts or other Board determined programs. The HCLTRC Board must vote to declare it inactive by a vote of 51 percent of the Board Members at a meeting where a quorum is present. During an inactive period the HCLTRC Board structure is frozen. The dormant or frozen periods do not affect the Board member terms or the Board Officer terms.

Administrative expenses will be met during an inactive period as laid out in these Bylaws. An inactive Board will continue to meet annually to review administrative needs and to see that all filings or other obligations are fulfilled. Following a major disaster in Hickman County or other Board determined program, the HCLTRC Board will activate based on a vote of 51 percent of the Board Members at a meeting where a quorum is present. Once the HCLTRC Board is activated, all member and officer terms apply.

### **ARTICLE VI - Amendments**

These by-laws may be altered, amended, or repealed or added to by an affirmative vote of not less than fifty-one percent of the members of the full Board of Directors.

### **ARTICLE VII - Dissolution of the Corporation**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public

purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**-Conflict of Interest Policy

### *Section 1-Purpose*

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Hickman County Long Term Recovery Committee) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### *Section 2 – Definitions*

- (a) **Interested Person** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under, Article VIII, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### *Section 3 -- Procedures*

#### (a) **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**(b) Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**(c) Procedures for Addressing the Conflict of Interest**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**(d) Violations of the Conflicts of Interest Policy**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

*Section 4 --Records of Proceedings*

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards' or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### Section 5 -- Compensation

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### Section 6--Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### Section 7 -- Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### Section 8 -- Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.