

AMENDED AND RESTATED BYLAWS
OF
TENNESSEE VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER
IRS 501(c)(3) EID: 30-0083118

Pursuant to a Special Meeting of the Members of Tennessee Voluntary Organizations Active in Disaster (sometimes referred to as "TNVOAD and TN VOAD") held April 21, 2022, at which a quorum was present, by phone, virtual, or by proxy, at least one-third (1/3) of the Members (as required by previous by-laws) entitled to vote at such Special Meeting approved and adopted the following Amended and Restated Bylaws:

Article I. NAME

Section 1.01 The name of this organization is the "Tennessee Chapter of the National Voluntary Organizations Active in Disaster", hereinafter referred to as "Tennessee VOAD", "TN VOAD", or "TNVOAD".

Article II. MISSION

Section 2.01 To identify unmet needs and facilitate efficient, streamlined service delivery to those imperiled or impacted by disaster while eliminating duplication of effort through cooperation, coordination, communication, and collaboration in the four phases of disaster: preparedness, response, recovery, and mitigation.

Article III. PURPOSE

Section 3.01 The purpose of this organization shall be to bring together voluntary organizations, government agencies, and others to foster more effective response to people affected by disaster in the State of Tennessee and to support other VOADS and community organizations through cooperation, coordination, communications, and collaboration.

Article IV. MEMBERSHIP

Section 4.01 The membership of TN VOAD shall consist only of organizations with disaster relief reach or responsibility covering the entirety of at least one or more Regions of Tennessee as defined by Tennessee Emergency Management Agency (TEMA). All member organization with approved application for membership to TN VOAD shall receive a membership certificate if requested. Memberships are available in the following categories:

(a) Regular Membership *(Voting Member)*

(i) The Regular Membership level in TN VOAD shall be limited to voluntary organizations active in disaster in Tennessee, who have disaster relief reach or responsibility covering the entirety of at least one or more Regions of Tennessee as defined by Tennessee Emergency Management Agency (TEMA). An unlimited number of persons from each Regular Membership organization may attend annual, regular, and special TN VOAD meetings, with the provision that each Regular Membership organization will be allowed only one (1) vote in matters

before TN VOAD. If the Regular Membership organization has not designated the individual to vote on its behalf, the senior representative present of each Regular Membership's organization will cast this vote or designate the party who will cast the vote on the organization's behalf.

(ii) Regular Memberships' representatives shall be eligible to hold any elective office with TN VOAD.

(b) Provisional Associate Membership

(i) Provisional Associate Membership is open to organizations with a disaster program that do not meet the criteria for Regular Membership. Examples of this type of membership are Long Term Recovery Groups or Committees, Regional/County/City VOADs, local non-profit organizations, and etc.

(ii) These organizations mirror Tennessee VOAD's goals and are often composed primarily of sectional bodies of the same organizations active in Tennessee VOAD. Entities without the ability to state-wide disaster episodes, and therefore barred from Tennessee VOAD membership; may be welcomed as an integral part of a Local, County, Area, Regional VOAD, or Long-Term Recovery Committees or Groups. In certain circumstances individuals, in addition to organizations, may also be extended membership by these bodies. The principal difference between these organizations and the statewide VOAD organizations is the focus of the former in parochial interests, and the restrictions of the later member qualifications.

(iii) None-the-less, Tennessee VOAD recognizes these Local, County, Area, Regional, and Long-Term Recovery groups as an integral part of the state-wide VOAD organization and encourages them to actively participate in Tennessee VOAD meetings and activities. Tennessee VOAD also allots time on all regular meeting agendas for reports from local VOAD representatives.

(iv) Representatives of Provisional Associate Membership of Tennessee VOAD may freely participate in discussions and activities of the larger body, but may not exercise a vote in any proceeding, unless they are voting in the capacity of designated representative of a Tennessee VOAD Regular or Private Associate Member organization.

(v) Provisional Associate Membership representatives shall not be eligible to hold elective offices of TN VOAD.

(c) Government Associate

(i) The Government Associate Membership level in TN VOAD shall be limited to governmental agencies with disaster relief reach or responsibility covering the entirety of at least one or more Regions of Tennessee as defined by Tennessee Emergency Management Agency (TEMA). An unlimited number of persons from each Government Associate Membership agency may attend annual, regular, or special TN VOAD meetings. TEMA Headquarters and TEMA Regional Offices are encouraged to have representation at the TN VOAD meetings.

Government Associate Memberships' representatives shall not be eligible to hold the elective offices TN VOAD.

(ii) *Government Associate Members shall not be allowed to vote on matters before TN VOAD.*

(d) Private Associate (Voting Member)

(i) *The Private Associate Membership level in TN VOAD shall be limited to businesses and other for-profit entities with statewide organizations who, while they may not be directly involved in assisting disaster survivors or victim families, may have an interest in assisting TN VOAD through donations of money, goods, and/or services. (Examples of such entities would be Lowe's or Home Depot.)*

(ii) *Private Associate Membership representatives shall be allowed to hold elective office in TN VOAD.*

(iii) *An unlimited number of persons from each Private Associate Membership organization may attend annual, regular, and special TN VOAD meetings, with the provision that each Private Associate Membership organization will be allowed only one (1) vote in matters before TN VOAD other than matters concerning the spending of TN VOAD funds. If the Private Associate Membership organization has not designated the individual to vote on its behalf, the senior representative present of each Private Associate Membership organization will cast this vote or designate the party who will cast the vote on the organization's behalf.*

(e) Supporting Partner

(i) *The Supporting Partner Membership level in TN VOAD shall be open to organizations not located in TN that wishes to support TN VOAD in time of need with valued services, donations, and/or volunteer support and resources.*

(ii) *Supporting Partner representatives shall not be eligible to hold the elective offices TN VOAD.*

(iii) *Supporting Partners shall not be allowed to vote on matters before TN VOAD.*

(f) Barred from Membership

Individuals may not become members of TN VOAD. Likewise, voluntary, non-profit, or for-profit organizations, governmental agencies, or businesses who do not have disaster relief reach or responsibility covering the entirety of at least one or more Regions of Tennessee as defined by Tennessee Emergency Management Agency (TEMA), cannot become members of TN VOAD. Ineligible interested individuals and other entities should be strongly encouraged to join their Regional, Area, County, or Local VOAD.

(g) Organizing Provisional Associate VOADs

Potential Provisional Associate Membership shall be allowed to organize under the VOAD banner, after developing bylaws, electing officers, and requesting in

writing, designation as an official Provisional Associate VOAD by the Tennessee VOAD. The request for recognition as a Provisional Associate VOAD must include a statement of intent to adhere to the goals of the State parent organization. The application for recognition shall also be accompanied by a copy of the organizing group's by-laws for review and approval by the state body.

(h) Provisional Associate VOAD Names and Coverage Designations

(i) *The potential Provisional Associate member may choose their own name designation depending on their area of service.*

(ii) *A Local VOAD – represents agencies in a single city or a portion of a county (Example designation: Hendersonville VOAD).*

(iii) *A County VOAD – represents agencies in an area limited to one county (Example designation: Wilson County VOAD).*

(iv) *An Area VOAD – represents agencies in several adjacent counties, but not a full complement of counties comprising a State Grand Division or a Homeland Security Region (Examples designation: Reelfoot Area VOAD).*

(v) *A Regional VOAD – represents agencies in either a full Grand Division of the State (Example designation: West Tennessee VOAD), or a portion of a Grand Division which matches a Homeland Security Region (Example designation: Southeast Tennessee VOAD).*

(i) Provisional Associate VOAD Duties and Responsibilities

Recognition of a Local, County, Area, or Region VOAD entitles the organized group to automatic membership in the state organization. Each Provisional Associate VOAD is expected to send at least one representative to all meetings of TN VOAD. These representatives (ideally the President or other elected officer(s), will be expected to report on the recent activities of the Provisional Associate VOAD, and on planned activities.

(j) Funding for Provisional Associate VOADs

Each Provisional Associate VOAD shall be responsible for developing a method of covering its own operating expenses. Tennessee VOAD does not provide operating funds for Provisional Associate VOADs.

(k) Provisional Associate VOAD Public Recognitions

After obtaining recognition as a Provisional Associate VOAD from Tennessee VOAD, the Provisional Associate VOAD may use the logo of the National VOAD, or the Tennessee VOAD, or portions thereof for membership identification, fund raising, or other activities, provided that such identification, activities, and fund raising is consistent with state and federal law and does not reflect adversely on Tennessee VOAD or National VOAD.



Article V. DUES & FUNDING

- Section 5.01 Dues will be set and reviewed on an annual basis by the Executive Committee by September 30 of each year.
- Section 5.02 Notice of dues will be sent to all appropriate membership by October 31 of each year.
- Section 5.03 Dues should be received no later than December 31 of each year.
- Section 5.04 Funding to support the organizational functions and duties including expenses of TN VOAD appointed or elected representatives in performance of TN VOAD business will be in the form of received donations, grants, or dues.
- Section 5.05 Expenses supporting the organizational functions and duties including expenses of TN VOAD appointed or elected representatives in performance of TN VOAD business may be approved by Executive Committee vote.
- Section 5.06 Member Organizations may elect to submit additional donations at any time to TN VOAD.
- Section 5.07 Executive Committee and Member organizations are encouraged to assist in securing grants and other donations to support TN VOAD and all donations are to be given to the Treasurer for deposit as soon as possible after receipt.
- Section 5.08 A receipt and/or copy of the IRS 501 (c)(3) letter will be made available upon request for those submitting a donation or payment of dues to TN VOAD.

Article VI. RESIGNATIONS OF MEMBER ORGANIZATIONS

- Section 6.01 Any member organization may resign from TN VOAD by giving written notice to any member of the current TN VOAD Executive Committee. Alternatively, a member may resign by simply failing to renew their membership by the date of the second (2nd) quarter's regular meeting of TN VOAD.

Article VII. MEETING OF THE MEMBERSHIP

Section 7.01 Annual Meeting

The annual business meeting of TN VOAD for the election of officers and any other business as may properly be brought before the membership shall be held in the first (1st) quarter of each calendar year, on such date and at such time and at such place as may be fixed by the membership of the Executive Committee of TN VOAD.

Section 7.02 Regular Meetings

Other regular meetings of TN VOAD shall be held bi-monthly during the months of January, March, May, July, September, and November, on such dates, times, and locations as may be fixed by the membership or of the Executive Committee of TN VOAD.



Section 7.03 Special Meetings

Special meetings of TN VOAD may be called by the Executive Committee of TN VOAD or at the request of any three (3) or more Regular Members, relayed through the President of TN VOAD or their designee. These special meetings will be scheduled as soon as practical after the request.

Section 7.04 Meeting Quorums and Votes

- (a) At all meetings of the membership, annual, or regular; a majority of TN VOAD Voting Members should be present to represent a quorum in person, virtually, by phone, or by proxy for the transaction of business.
- (b) A simple majority vote of Voting Members in person, by phone, or by proxy at any meeting in which a quorum has been achieved, shall be considered the act of TN VOAD.

Section 7.05 Notification of Meetings

Written, electronic, or verbal notice of date, time, and place of all meetings of the membership shall attempted to each member at least fifteen (15) days before each meeting. The exception to this rule shall be the notification time for Special Meetings.

Section 7.06 Normal Order of Business

- (a) The Order of Business at any meeting, unless waived by the TN VOAD voting membership shall be:
 - (i) Call to Order
 - (ii) Roll Call
 - (iii) Secretary's Report and Presentation of the Minutes of the previous meeting
 - (iv) Treasurer's Report
 - (v) Additions or Deletions from the Agenda
 - (vi) Presentation of the Program
 - (vii) Committee Reports
 - (viii) Unfinished Business from previous meetings
 - (ix) Membership Reports
 - (x) New Business
 - (xi) Adjournment
- (b) The presiding officer shall call recesses during this schedule, for restroom breaks, lunch, etc., as appropriate.

Section 7.07 Conduct of Meetings

- (a) All meetings of Tennessee VOAD and of TN VOAD Committees will be conducted using procedures described in the latest edition of Robert's Rules of Order.
- (b) Upon the demand of any Member entitled to vote, the vote upon any question before the meeting shall be by secret ballot. The act of a majority of Members entitled to vote at a meeting at which a quorum is present shall be the act of the Members, except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.
- (c) The acting Member representative entitled to vote at a meeting or to express consent or dissent without a meeting may authorize another person, directly affiliated with the Member organization, to act on behalf of said Member organization. Every proxy must be signed by the Member representative and include beginning and ending dates for the authorization period. Every proxy shall be revocable at the pleasure of the Member representative executing it, except as otherwise provided bylaw.

Section 7.08 Polling and Minor Issues

From time to time, members may be polled by the President or their designee to obtain the "sense of the membership" regarding simple issues (Example: Changes in dates or locations of meetings, clarifications of previously passed acts of TN VOAD, etc.) Such polls may be addressed using electronic, written, or verbal surveys of the members, providing that each is contacted or attempted to be contacted and a record of these contacts attempts is maintained by the President or Secretary of TN VOAD.

Article VIII. OFFICERS

Section 8.01 The Officers of TN VOAD shall be the President, the Vice-President, the Secretary, the Treasurer, the Past President Committee Advisor, Emergency Management Agency Liaison. Other Officers may be authorized by TN VOAD at any time by resolution of the voting body.

(a) Eligibility of Officer Candidates

Representatives of TN VOAD Regular and Private Associate Members are eligible for election for any TN VOAD Office.

(b) Election of Officers

Officers shall be elected at the annual meeting of TN VOAD in the first (1st) quarter of even numbered calendar year, and shall serve without compensation, until the date of the annual meeting held in the first (1st) quarter of the subsequent even numbered calendar year.

(c) Succession of Officers

Officers are eligible to succeed themselves, provided that no person shall hold the same office for more than two (2) consecutive terms of two (2) full years.

(d) Officer Registrations

An Officer may resign his/her position by submitting a resignation in writing to any other current executive officer of TN VOAD.

(e) Filling Vacancies in Elective Offices

A vacancy in any elective office will be filled by vote of the membership at the next meeting of Tennessee VOAD, providing a substitute candidate or candidates have been identified and have indicated a willingness to serve. The person elected to fill an officer vacancy will serve until the next TN VOAD Annual meeting in the first (1st) quarter of the next even numbered calendar year.

(f) Service

Even a partial year in an elective position will be counted as one (1) year's tenure toward the ability to succeed oneself in office (See Sub-Section C of this Article.)

(g) Removal of Officers

Officers are subject to removal at any meeting of TN VOAD by an affirmative vote of two-third (2/3) of all Regular and Private Associate Membership Members present if a quorum has been established.

The President or Secretary shall notify an Officer of their removal.

Article IX. DUTIES AND RESPONSIBILITIES OF OFFICERS

Section 9.01 All Executive Committee members have one vote on matters before the Executive Committee.

Section 9.02 President

- (a) The President shall chair all annual, regular, and special meetings of TN VOAD.
- (b) The President shall chair all meetings of the TN VOAD Executive Committee.
- (c) The President shall serve as a member ex-officio of all TN VOAD committees, except the Nominating Committee, and the Executive Committee.
- (d) The President may designate another TN VOAD Officer as a member ex-officio of committees in his/her stead.
- (e) The President shall designate the membership of the Nominating Committee, with the advice and consent of TN VOAD Regular and Private Associate Membership Members present, at the fourth (4th) quarter's regular TN VOAD meeting of the odd numbered calendar year.
- (f) The President shall also designate the members of all other committees, with the exception of the Executive Committee.
- (g) All parties named to committees by the President shall be subject to the advice and consent of TN VOAD, at the meeting where committee members are named, or at the next meeting of TN VOAD if committee members are named between meetings.

Section 9.03 Vice-President

- (a) The Vice-President shall perform the duties of the President in his/her absence.
- (b) The Vice-President shall be responsible for presentation of the Program at each quarterly meeting of TN VOAD.

Section 9.04 Secretary

- (a) The Secretary shall provide timely notice to all members of all meetings of TN VOAD.
- (b) The Secretary shall attend and keep records of all meetings of TN VOAD.
- (c) The Secretary shall attend and keep records of the TN VOAD Executive Committee.
- (d) The Secretary shall maintain a permanent file of the minutes of all meetings of TN VOAD, of the TN VOAD Executive Committee, and of the minutes of all standing and ad hoc committees' meetings. These records shall be passed on to the next elected Secretary of the organization.
- (e) The Secretary shall, in consultation with the Treasurer, maintain a list of all current TN VOAD members.
- (f) The Treasurer shall provide Certificates of Membership to all TN VOAD member organizations upon receipt of their approved annual membership application.
- (g) The Secretary shall perform other duties as proscribed by TN VOAD or by the President.
- (h) In the event of the Secretary's absence at a meeting of TN VOAD or of the Executive Committee, the President shall designate another member of TN VOAD or of the Executive Committee to serve as the acting Secretary of such meeting.

Section 9.05 Treasurer

- (a) The Treasurer shall be responsible for depositing all funds received by TN VOAD into a bank or other financial institution designated by the Executive Committee.
- (b) The Treasurer shall be responsible for disbursing funds on the behalf of TN VOAD, on the order of the TN VOAD membership or of the TN VOAD Executive Committee.
- (c) The Treasurer shall maintain a record of all monetary credits and debits to the TN VOAD accounts and present a report of same at each meeting of the TN VOAD membership or of the TN VOAD Executive Committee.
- (d) The Treasurer shall make available to any member of TN VOAD, or of the Executive Committee, the actual bank statements and account books of TN VOAD for inspection on demand, at any annual, regular, or special meeting of TN VOAD or of the Executive Committee.

Section 9.06 Past President Committee Advisor (Appointed by Executive Committee)

- (a) The Past President Committee Advisor shall advise the committee on matters of TN



VOAD and guidance. They will also provide historical reference resource and provide a base for continuity between current and past Executive Committees.

- (b) They shall assist the committee as a Liaison to other organizations and in coordination of special projects as needed.
- (c) This position is appointed by the President and must have served at least one term as President of TN VOAD.

Section 9.07 Emergency Management Agency Liaison (Appointed by Executive Committee)

- (a) The Emergency Management Agency Liaison shall assist the committee as a Liaison to Federal, State, and Local Emergency Management Agencies representing TN VOAD in Training, Response, and Recovery as needed by the Executive Committee.
- (b) This position is appointed by the President and typically this position should be, but is not limited to, a past member of the TN VOAD Executive Committee.

Article X. COMMITTEES

Section 10.01 The Executive Committee

- (a) The Executive Committee of TN VOAD shall be comprised of the four (4) elected officers of the organization; the President, the Vice-President, the Secretary, and the Treasurer and two (2) appointed positions: the Past President Committee Advisor and the Emergency Management Agency Liaison.
- (b) The President and Secretary of TN VOAD will be the Chairperson and Secretary respectively of the Executive Committee.
- (c) The Executive Committee has the responsibility to consider all business requiring attention during the interval between meetings of TN VOAD.
- (d) In an emergency, the Executive Committee may make decisions to be ratified at the next regular or special meetings of TN VOAD.

Section 10.02 The Nominating Committee

- (a) The members of the Nominating Committee will be named by the President of TN VOAD, with the advice and consent of TN VOAD's membership. The Chairperson of the committee shall be named by the President of TN VOAD from among the committee members.
- (b) The members of the Nominating Committee will consider and propose to the TN VOAD membership, nominees for the elected offices of TN VOAD.
- (c) The members of the Nominating Committee will be named at the meeting of TN VOAD occurring the fourth (4th) quarter each odd numbered calendar year and will present their nominees for TN VOAD elective offices at the Annual meeting of TN VOAD held on the first (1st) quarter of the subsequent calendar year.
- (d) Members of the Nominating Committee will continue to serve in their capacity until a new Nominating Committee is named at the final TN VOAD meeting of the next odd numbered calendar year.

- (e) Members of the Nominating Committee will also be responsible for finding replacement nominees for offices that have become vacant through resignation or vote of TN VOAD throughout their years of service.
- (f) Any member of the Nominating Committee elected President, Vice-President, Secretary, or Treasurer of TN VOAD, is considered to have immediately resigned from the Nominating Committee.
- (g) Other members may resign from the Nominating Committee by notifying either the Chairperson of the committee or the President or Secretary of TN VOAD.

Section 10.03 Other Standing Committees

In addition to the committees listed in Sections A. and B. above, the following committees will be permanently available to address issues before TN VOAD.

(i) Finance Committee

- a. *The Chair of the Finance Committee will be the TNVOAD Treasurer*
- b. *Membership will consist of 3-5 appointed people selected by the Chair*
- c. *The finance committee will be responsible for monitoring and communicating to the membership the organization's overall financial health.*
- d. *Develop an annual and/or multi-year operating budget*
- e. *Maintain account integrity with any financial institution that TNVOAD has account(s)*
- f. *Prepare and present financial statements*
- g. *Provide financial recommendations to the membership*
- h. *Annually research and apply for grants and/or donations to offset TNVOAD expenses*
- i. *complete and file all financial reports relative to tax at city, county, state, and federal levels as required*
- j. *Working with the Executive Board and the Administration, Operations, & Training Committee, complete and maintain all registration and filing of necessary paperwork with all government agencies to maintain TNVOAD operations within Tennessee*
- k. *Working with the Executive Board and the Administration, Operations, & Training Committee, complete and maintain annual registration and filing of membership renewal with National Voluntary Organizations Active in Disaster (NVOAD)*

(i) The Program Committee

- a. *Assists the TN Vice-President in connection with any service program.*
- b. *Assists in identifying and arranging for special guest speakers and programs for each regular meeting of TN VOAD.*
- c. *Works with the TN VOAD President, other committees and sub-committees, community volunteers, and other individuals and organizations in*

responding to valid community and human needs.

(ii) The Public Relations Committee

Works to maintain public awareness of the activities of TN VOAD, through the development and dissemination of information through websites, brochures, handouts, or other materials, and when appropriate, promulgation of press releases.

(iii) The Volunteers and Donations Committee

- a. *The Committee works to maximize the value of available spontaneous volunteers through skills screening and assessment, and referral of volunteers to the appropriate TN VOAD Organizations.*
- b. *On behalf of Tennessee VOAD, the Committee accepts contributions of money, goods, or services and directs these resources to TN VOAD member organizations, to the TN VOAD account, or directly to local disaster recovery groups, as appropriate.*
- c. *During certain disaster operations, the Committee may maintain and operate a Volunteer and Donations "Hotline" for channeling volunteers, cash contributions, and donated goods or services to the appropriate TN VOAD member organizations or to the TN VOAD account.*

Section 10.04 The membership of all standing committees will be named by the President of TN VOAD, with the advice and consent of TN VOAD's membership. The Chairperson of each committee shall be named by the President of TN VOAD from among the committee members.

Section 10.05 Members of the standing committees will be named at the Annual Meeting of TN VOAD occurring in the first (1st) quarter of each odd numbered calendar year and will continue to serve in their capacity until a new Committee is named at the annual TN VOAD meeting held in the first (1st) quarter of the subsequent odd numbered calendaryear.

Section 10.06 The Chairperson of all standing committees must be a representative of a Regular or Private Associate Membership organization of TennesseeVOAD.

Section 10.07 Ad Hoc Committees

- (a) The membership of TN VOAD may establish other committees as needed to address issues and matters on an ad hoc basis.
- (b) As with other committees, the members of ad hoc committees will be named by the
- (c) President of TN VOAD, with the advice and consent of TN VOAD's membership. The Chairperson of the committee shall be named by the President of TN VOAD from among the committee members and must be a representative of a Regular or Private Associate Membership of TN VOAD.
- (d) Ad Hoc Committees shall have not set term of services, but rather shall meet until disbanded by TNVOAD.

Section 10.08 Committee Meetings

- (a) Committee meetings may be called by the President of TN VOAD, the Chairperson of

the Committee, or any two (2) members of the committee, by providing at least three (3) days' notice of the date, time, and place of the meeting to all committee members.

- (b) A simple majority of all members of a committee shall constitute a quorum for the transaction of committee business.
- (c) The act of the simple majority of members present at a committee meeting where there is a quorum shall be the act of the committee.

Section 10.09 Eligibility for Membership on Committees

- (a) With the exception of the Executive Committee and the Nominating Committee, committees may have members who are not representatives of TN VOAD member agencies or organizations.
- (b) Persons may be asked to serve on committees based on their specific knowledge and experience, due to their general background in disaster or emergency management, or because of their position within a certain agency or organization.
- (c) The Chairperson of all committees must be a representative of a Regular or Private Associate Membership organization of TN VOAD.
- (d) A member of a committee may resign by giving written notice of his / her resignation to the Chairperson of the particular committee, to the TN VOAD President, or the TN VOAD Secretary.
- (e) A member of a committee is subject to removal at any meeting of TN VOAD by the affirmative vote of one-third (1/3) or all Regular and Private Associate Membership present, by phone, or by proxy. The President or Secretary of TN VOAD shall notify the Chairperson or Secretary of the committee of the committee member's removal.
- (f) Committee members who have resigned, or who have been removed, may be replaced by the President of TN VOAD with any other person(s), with the advice and consent of the TN VOAD voting membership; at the next regularly called meeting of TN VOAD.

Article XI. AMENDMENTS

Section 11.01 Amendments to these articles of organization may be made by a two-thirds (2/3) majority vote of those Regular and Private Associate Membership members present, electronically, virtually, by phone, or by proxy at any annual, regular, or special meeting of TN VOAD; provided that the membership of TN VOAD is provided with written notification of the wording of proposed amendments, at least 15 days prior to the meeting at which the proposed changes will be considered.