

# Bylaws of Tennessee Junior Bowling Congress

## Article I – NAME AND PURPOSE

*Section 1 – Name:* The name of this organization shall be **Tennessee Junior Bowling Congress**. It shall be a non-profitable organization incorporated under the laws of the State of Tennessee as a public charitable organization.

*Section 2 – Purpose:* **Tennessee Junior Bowling Congress** is organized exclusively for charitable and educational purposes.

**The purpose of the organizations is:**

- **to support the works of The Tennessee Baptist Children Home with the profits received partially from the organization fundraising, if available;**
- **give scholarships to the youth who participate in the organization events.**

## Article II – Membership

*Section 1 – Members:* Membership shall consist of TJBC Tournament Committee, Executive Committee, and Board of Directors.

## Article III – The Committees

*Section 1 – Committee size, role, and compensation:* The Tournament and the Executive Committee are responsible for creation of policies for the organization, and delegates' responsibility of day-to-day operations. **The committee shall have up to 9, but not fewer than 5 members.** The committees receive no compensation other than reasonable expenses.

*Section 2 – Terms:* Tournament Committee shall serve two-year terms, but are eligible to be re-elected without a limit. The Executive Committee shall serve four-year terms, but are eligible to be re-elected without a limit.

*Section 3 – Meetings and Notices:* The Committees shall meet at least three times a year, at an agreed upon time and place. An official board meeting requires that each committee member have written notice at least two weeks in advance.

*Section 4 – Committee Elections:* During the last quarter of each calendar year of the organization, the Committees and Board of Directors shall elect Tournament Committee and Executive Committee members to replace those whose terms will expire at the end of the year.

*Section 5 – Election Procedure:* New committee members shall be elected by majority vote at the election meeting. Committee members shall serve starting the first day of the following year.

*Section 6 – Officers and Duties:* There shall be three officers of the Executive Committee, consisting of the chair, treasurer, and secretary. Their duties are as follows:

The Chair - shall convene regularly scheduled meetings, shall preside or arrange for other members of the Executive Coordinators to preside at each meeting in the following order: secretary, treasurer.

Secretary - shall chair committees on special subjects as designated by the organization, shall be responsible for keeping records of Coordinators' actions, including overseeing the taking of minutes at all Youth Committee meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that organization records are maintained.

Treasurer - shall make a report at each meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Youth Committee, Board of Directors, and the public. The Treasurer will handle and preside over all outgoing money and record it. The Treasurer must be a Director.

*Section 7 – Vacancies:* When a vacancy on either Committee exists mid-term, the secretary must receive nominations for new members from present committee members two weeks in advance of a board meeting. These nominations shall be sent out to Chair. These vacancies will be filled only to the end of the particular Coordinator's term.

*Section 8 – Resignations, termination, and absences:* Resignation from the Committee must be in writing and received by the secretary. A committee member shall be terminated from either committee due to excess absences, more than two unexcused absences from committee meetings in a year. A committee member may be removed for other reasons by a three-fourths vote of the remaining **Directors**.

## Article IV – Board of Directors

*Section 1 – Board size, role, and compensation:* The Board of Directors is responsible for passing of policies and direction of the organization, and delegates' responsibility of day-to-day operations of the Committees. **The board shall have up to 7, but not fewer than 3 members.** The board receives no compensation other than reasonable expenses.

*Section 2 – Terms:* Board of Directors shall serve four-year terms, but are eligible to be re-elected without a limit.

*Section 3 – Meetings and notices:* The board shall meet at least twice a year, at an agreed upon time and place. The Directors shall meet at least once together as a board and at least once with the Committees. An official board meeting requires that each board member have written notice at least two weeks in advance.

*Section 4 – Board elections:* During the last quarter of each fiscal year of the organization, the Executive Committee and remaining Board of Directors shall elect Directors to replace those whose terms will expire at the end of the year. This election shall take place during a regular meeting of the directors and the committees, called in accordance with the provisions of these bylaws.

*Section 5 – Election Procedure:* New Directors shall be elected by majority vote at the election meeting. Directors shall serve starting the first day of the following year.

## Article V – Committees

*Section 1 – Creation of Committees:* The Board of Directors and the Executive Coordinators may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Executive Committee Chair, with the counseling of the Executive Director, appoints all committee chairs.

## Article VI – Executive Director/President

*Section 1 – Executive Director:* The Executive Director is **hired** by the Committees and the Board of Directors. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies and will serve a six (6) year term. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The Board of Directors may designate other duties as necessary.

## Article VII – Conflict of Interest Policy

The purpose of the conflict of interest policy is to protect Tennessee Junior Bowling Congress' 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.

## Article VIII – C.O.I. Definitions

*Section 1:* Any director, executive officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

*Section 2:* A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- C. 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 Amendment II, 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.

## Article IX – C.O.I. Procedures

*Section 1:* 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.

*Section 2:* 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.

*Section 3:* Procedures for addressing a conflict of interest:

- A. 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.
- B. 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.
- C. 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.

- D. 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.

*Section 4: Violations of the Conflict of Interest Policy:*

- A. If the governing board or committee has reasonable cause to believe that 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.
- B. 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.

## Article X – Records of the Proceedings

*Statement 1:* 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 board's 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.

## Article XI – Compensation

*Statement 1:*

- 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.

## Article XII – Annual Statements

*Statement 1:* 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.

## Article XIII – Periodic Reviews

*Statement 1:* 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 increment, impermissible private benefit or in an excess benefit transaction.

## Article XIV – Use of Outside Experts

*Statement 1:* When conducting the periodic reviews as provided for in Article VII, 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.

## Article XV – Amendments

*Section 1 – Amendments:* These bylaws may be amended when necessary by two-thirds majority of the **Board of Directors**. Proposed amendments must be submitted to the secretary to be sent to the board of directors along with regular board announcements.

### CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote

on \_\_\_\_\_.  
Date

\_\_\_\_\_  
Signature of Secretary

\_\_\_\_\_  
Date