

INITIAL DRAFT: BYLAWS FOR  
TENNESSEE COALITION OF INDEPENDENT VOTERS PAC

**Bylaws:**  
**TENNESSEE COALITION OF INDEPENDENT VOTERS (T.C.O.I.V.)**  
**POLITICAL ACTION COMMITTEE**  
**614 Tobyllynn Circle**  
**Nashville, Tennessee 37211**

**ARTICLE I. PURPOSE**

The Tennessee Coalition of Independent Voters Political Action Committee (T.C.O.I.V) has been organized to operate exclusively for political purposes, including but not limited to:

- (1) Providing voter education and training support to Independent voters, candidates, causes, and campaigns.
- (2) Raising funds in support of Independent candidates, causes, and campaigns and supporting the general operations of the TCOIV PAC.
- (3) Increasing voter turnout in Nashville-Davidson County, Tennessee, and the state at large, by organizing get out to vote drives and activities (with an emphasis on independent candidates, causes, and campaigns).

**ARTICLE II. LOCATION**

The principal office of the coalition, at which the general business of the coalition will be transacted and where the records of the coalition will be kept, will be at such place in the metropolitan area of Davidson County, state of Tennessee, as may be fixed from time to time by the Executive Committee. Unless otherwise fixed, it will be at 614 Tobyllynn Circle, Nashville, Tennessee 37211.

**ARTICLE III. MEMBERS**

Members of TCOIV will consist of eligible voters; politically identifying as “Independent” from partnering Precinct Governance Councils as described in article III of these Bylaws.

**ARTICLE IV. EXECUTIVE COMMITTEE**

*Section 1.*

The number of members of the Executive Committee of this coalition will be not less than three (3) or more than twelve (12).

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***Section 2.***

Executive Committee Members will be representative of participating voting precincts of Tennessee Senate, House, and Council Districts in Nashville-Davidson County. Executive Committee Members will share the mission and goals of the coalition. This coalition is committed to a policy of a fair representation on the Executive Committee, which does not discriminate on the basis of race, physical handicap, sex, color, or age.

***Section 3.***

Election of new Executive Committee Members or election of current Executive Committee Members to a second term will occur as the first item of business at the annual meeting of the coalition. Executive Committee Members will be elected by a majority vote of the current Executive Committee Members.

***Section 4.***

The term of each Executive Committee Member of the coalition will be two years. No Executive Committee Member will serve more than three consecutive terms.

***Section 5.***

When a Executive Committee Member dies, resigns, or is removed, the executive Committee may elect an Executive Committee Member to serve for the duration of the un-expired term.

***Section 6.***

Any Executive Committee Member may be removed from the Executive Committee by an affirmative vote of the majority of Executive Committee Members present at an official meeting of the committee. Notice of the proposed removal will be given to committee members with the notice of the meeting. The Executive Committee Member involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

***Section 7.***

No compensation will be paid to any Executive Committee Member for services as a member of the Executive Committee. By resolution of the Executive Committee, reasonable expenses may be allowed for attendance at regular meetings of the Executive Committee.

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**ARTICLE V. MEETINGS OF THE EXECUTIVE COMMITTEE**

***Section 1.***

An annual meeting of the Executive Committee will be held in April of each year for the purpose of electing officers and committee members. In addition to its annual meeting the Executive Committee will hold regular meetings at least four times each calendar year at such place as may be designated in the notice of the meeting.

***Section 2.***

Special meetings of the Executive Committee may be called at anytime by the Chairman of the Executive Committee or in his/her absence by the vice-chairman or upon receipt of a request therefore signed by three or more committee members or by a majority of the full-time, permanent staff of the coalition.

***Section 3.***

Notice of regular, special, and annual meetings will be mailed at least fourteen days prior to the day of such meeting is to be held. Any Executive Committee Member of the coalition may make written waiver of notice before, at, or after a meeting. The waiver will be filed with the person who has been designated to act as secretary of the meeting; this person will enter it in the record of the meeting. Appearance at a meeting is deemed a waiver unless the director attends for the express purpose of asserting the illegality of the meeting.

***Section 4.***

At all meetings of the Executive Committee, each committee member present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the membership will constitute a quorum at any meeting.

***Section 5.***

At any meeting at which there is a quorum present, a simple majority affirmative vote of the committee members present is required to pass a motion before the board.

***Section 6.***

Proxy voting will be permitted.

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***Section 7.***

Roberts Rules of Order will be the authority for all questions or procedure at any meetings of the coalition.

**ARTICLE VI. OFFICERS OF THE EXECUTIVE COMMITTEE AND PRECINCT GOVERNMENT COUNCILS**

***Section 1.***

The officers of TCOIV Executive Committee and subordinate Precinct Government Councils will be a chairman, vice-chairman, secretary, treasurer, and such other officers with duties as the board prescribes.

***Section 2.***

The officers of the coalition will be elected annually by the members of the Executive Committee at its annual meeting. Each committee member will serve two-year terms.

***Section 3.***

Any Executive Committee Member may be removed with or without cause by the Executive Committee by a vote of a majority of all of the Executive Committee Members. The matter of removal may be acted upon at any meeting of the committee, provided that notice of intention to consider said removal has been given to each committee member and to the officer affected at least thirty days previously.

***Section 4.***

A vacancy in any office may be filled by a majority vote of the Executive Committee for the un-expired portion of the term.

***Section 5.***

The *Chairman* will be the chief executive officer of the TCOIV. It will be the duty of the chairman to preside at all meetings of the Executive Committee and to have general supervision of the affairs of the TCOIV. He or she will execute on behalf of the Executive Committee TCOIV all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Executive Committee for the proper and necessary transaction of the business of the TCOIV.

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***Section 6.***

It will be the duty of the *vice-chairman* to act in the absence or disability of the chairman and to perform such other duties as may be assigned to him or her by the chairman or the committee. In the absence of the chairman, the execution by the vice-chairman on behalf of TCOIV of any instrument will have the same force and effect as if it were executed on behalf of the TCOIV by the chairman.

***Section 7.***

The *secretary* will be responsible for keeping TCOIV records. He or she will give or cause to be given all notices of meetings of the Executive Committee and all other notices required by law or by these bylaws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of TCOIV, except those of the treasurer. The secretary will present at each annual meeting of the Executive Committee a full report of the transactions and affairs of TCOIV for the preceding year and will also prepare and present to the Executive Committee such other reports as it may desire and request at such time or times as it may designate. The Executive Committee at its discretion may elect an assistant secretary, *not necessarily a member of the Executive Committee*, who will perform the duties and assume the responsibilities of the secretary as above set forth under the general direction of the secretary or the chairman.

***Section 8.***

The *treasurer* will have general charge of the finances of TCOIV. When necessary and proper, he or she will endorse on behalf of TCOIV all checks, drafts, notes, and other obligations and evidences of the payment of money to TCOIV or coming into his or her possession; and he or she will deposit the same, together with all other funds of TCOIV coming into his or her possession, in such bank or banks as may be selected by the Executive Committee. He or she will keep full and accurate account of all the receipts and disbursements of TCOIV in books belonging to TCOIV, which will be open at all times to the inspection of the Executive Committee. He or she will present to the Executive Committee at its annual meeting his or her report as treasurer of TCOIV and will from time to time make such other reports to the board of trustees as it may require.

***Section 9.***

Any officer of TCOIV, in addition to the powers conferred upon him or her by these bylaws, will such additional powers and perform such additional duties as may be prescribed from time to time by said Executive Committee.

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**ARTICLE VII. COMMITTEES AND SUBORDINATE COMMITTEES**

***Section 1.***

The Executive Committee may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the Executive Committee board of trustees, members of TCOIV, or other interested individuals. The chair of the committee will be appointed by the chairman of the organization-who will act with the Executive Committee’s approval. After consultation with the committee chair, the chairman will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the Executive Committee for consideration and action, except as otherwise ordered by the Executive Committee. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with the bylaws, the articles of incorporation, or state law.

***Section 2.***

The Executive Committee will have the following standing committees:

*Executive Committee:* this committee will be chaired by the chairman of TCOIV and will consist of all other officers of TCOIV and the chairs of all other committees. This committee will serve as the central planning group for the organization and as an advisory group to the Executive Director of TCOIV. It also will have full authority to act for the Executive Committee in managing the affairs of TCOIV during intervals between meetings of the Executive Committee.

*Budget and Finance Committee:* this committee will be chaired by the treasurer and will consist of three to five members appointed by the chairman to four-year terms. This committee will oversee and monitor the fiscal operation of the organization, develop an annual budget for recommendation by the Executive Committee, and develop and assist in the implementation of a funding strategy for TCOIV.

*Special Committees:* special committees may be appointed by the Executive Committee and or the Executive Director for TCOIV. These committees will operate with the same structure of ad hoc committees as described above. Such committees may include, but not be limited to:

- ❖ Candidate Evaluation Committee
- ❖ Campaign Financial Support Committee
- ❖ Voter Education/Training Committee
- ❖ Voter Outreach/Participation Committee
- ❖ Legislative Liaison Committee
- ❖ Precinct Governance Council Committee

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**ARTICLE VIII. MISCELLANEOUS**

***Section 1.***

The TCOIV will have the power to indemnify and hold harmless any Executive Committee member, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as an Executive Committee Member, officer, or employee (except in cases involving willful misconduct). TCOIV will have the power to purchase or procure insurance for such purposes.

***Section 2.***

The Executive Committee may authorize any officer or officers, agent or agents of TCOIV, in addition to the officers so authorized by these bylaws, to enter into contract or execute and deliver any instrument in the name of, and on behalf of, TCOIV. Such authority may be general or confined to specific instances.

***Section 3.***

All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Executive Committee may from time to time designate. All documents will require two such signatures, at least one of which must be that of a member of the Executive Committee and the other may be of the Executive Director of TCOIV.

***Section 4.***

TCOIV will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Executive Committee, and committees any of the authority of the executive Committee; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of TCOIV may be inspected by any member or his or her agent or attorney-for any proper purpose at any reasonable time.

***Section 5.***

The fiscal year of TCOIV will be from April through March.

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**ARTICLE IX. AMENDMENTS**

The Executive Committee may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least thirty days, number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the Executive committee and will be adopted at such meeting upon receiving a majority vote of the members of the Executive Committee.

**ARTICLE X. DISSOLUTION**

Upon the dissolution of TCOIV and after the payment or the provision for payment of all the liabilities of TCOIV, the Executive Committee will dispose of all of the assets of TCOIV exclusively for the purpose of TCOIV or to organizations that are then qualified as tax-exempt organizations under section 501 (c) (3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of TCOIV is located.