

Tennessee End of Life Partnership Bylaws

Article I: Name & Purpose

1. The name of the organization shall be Tennessee End of Life Partnership (TELP). The TELP tagline is "Setting the Standards for Best Practices in End of Life Care - Come Be Our Partner."
2. It is a 501c3 not-for-profit corporation, and is organized exclusively for charitable, scientific, and educational purposes.

Article II: Vision and Mission

1. **Vision:** Tennesseans will receive the benefits of best practices in end of life care.
2. **Mission Statement:** To continually define and promote best practices in end of life.

Article III: Members

1. **General Powers**

The management and administration of the affairs of the organization shall reside with the voting membership. The membership is responsible for establishing the policies under which the organization shall operate. It is not responsible for the day-to-day management and administrative operations of the organization but delegates this responsibility to the officers and Board Members. The membership may exercise all such powers of the organization and do all such lawful acts as are permitted by statute or by the charter or by these bylaws. It shall monitor program activities regularly. The membership shall be a working membership with members willing to serve on committees.

2. **Categories of Membership**

- a. Organizational Members – these are associations, businesses, churches, health care facilities, and any other corporate entities.
 - i. Only one person will represent the organization at any time. This person shall be called the Designated Spokesperson, and is expected to be empowered to speak for the member organization during TELP meetings.
 - ii. Other employees or officers of member organizations may attend TELP meetings, but only the designated spokesperson has a vote.
- b. Individual Members – these are individuals who do not represent an organization.

3. **Rights and Privileges of Members**

- a. Any member, if duly elected, may serve as an officer or on the Board of Directors.
- b. A member may serve on committees.
- c. A member may resign at any time. Members who resign must reapply for membership.
- d. Other rights and privileges may be defined by the Board of Directors.

4. **Revocation of Membership**

- a. Membership may be revoked for non-payment of dues. Dues shall be paid within sixty (60) days of the beginning of a new fiscal year. Before reapplying for membership, all accounts with TELP must be current.

Article IV: Meetings

- 1. All meetings will be held within the State of Tennessee.
- 2. The Board of Directors may designate any meeting location within the state that they wish.

3. **Board Meetings**

- a. Board meetings will occur at least four times per year.
- b. Dates for these meetings will be set and publicized at least one month in advance of the meeting date.
- c. QUORUM: Business can only be transacted if at least 60% of the officers and directors are in attendance at a Board meeting.
- d. Any member may attend a Board meeting, but members not elected as directors are not allowed to vote on any motions, address the Board, or contribute to debate, unless given leave to do so by the presiding officer.

4. **Annual Meeting**

- a. At least one meeting will be held annually. Notice of this meeting should occur at least two months in advance, through normal channels of communication.
- b. A date for the annual meeting shall be set by the Board.

- c. Topics of annual meetings will be set by TELP Board.

Article V: Board of Directors & Officers

1. Conditions for being a Director

- a. All directors will be members of TELP and should have no outstanding debts to TELP.

2. Board of Directors – Constituence

- a. The Board of Directors should be representative of TELP’s membership, including membership composition and members’ geographical distribution.

3. Length of Office

- a. Directors serve no more than three consecutive two-year terms.

4. Compensation

- a. Directors will receive no financial compensation.

5. Officers and Duties

- a. There shall be three officers of the Board consisting of a President, President-Elect, and Secretary/Treasurer. Their duties are as follows:

- i. *President*

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: President-Elect, Secretary/Treasurer. He or she also serves as the primary spokesperson for TELP.

- 1. With the exception of the Charter President, the President is not directly elected. He or she initially serves a two-year term as President-Elect, and then ascends to the role of President.
 - 2. The President serves a two-year term. She/he must then wait one year before being considered as a nominee for President-Elect.
 - 3. The President does not normally vote on motions, but is expected to cast a deciding vote if the Board vote is tied.

- ii. *President-Elect*

The President-Elect will be responsible for coordinating annual meeting and activities of all committees, including arranging for meeting space, assigning a Board Member to chair each committee, and ensuring that subcommittee minutes are given to the Secretary.

1. The President-Elect serves a two-year term, but automatically ascends to the office of President upon the end of his/her term.

iii. *Secretary*

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary will send out notices of any meetings or special events to the membership at-large, and is responsible for maintaining a member database.

iv. *Treasurer*

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. The office of Secretary and Treasurer may be the same individual.

6. Duties of the Board

- a. Include, but are not limited to the following: strategic planning, setting dues, setting duties for the members, setting general policies, and managing the business affairs of TELP.
- b. Other duties can be set by a simple majority vote of the Board on an *ad hoc* basis.

7. Board Size

- a. The Board will be limited to fifteen (15) directors.

8. Registration & Termination

- a. Resignation from the Board must be in writing and received by the Secretary.
- b. A Board member shall be terminated for excess absences from the Board if she/he has three unexcused absences from Board meetings in a year.

- c. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

9. **Vacancies/Electing New Directors**

- a. When a vacancy on the Board exists for reasons of resignation or termination, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting.
- b. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.
- c. A simple majority vote by the Board will elect new directors.

10. **Special Meetings**

- a. Special meetings of the Board shall be called upon the request of the President or one-third of the Board.
- b. The Secretary shall send out notices of special meetings to each Board member postmarked four weeks in advance.

Article VI: Committees

1. **General**

Committees of the organization shall be both standing and special as appointed by the officers and/or president of the board and confirmed by the board.

2. **Standing Committees**

The standing committees of the organization shall be the Executive Committee, the Nominating Committee and the Finance Committee. Standing committees shall be appointed by the officers of the organization, with input from the board members. Minutes shall be kept of all committee meetings and committees shall report regularly to the Executive Committee.

A. **Executive Committee**

The Executive Committee shall be composed of the officers of the organization and the immediate past president. The Executive Committee may act for the organization between meetings of the general membership organization. The president of the organization shall serve as chairperson of the Executive Committee.

B. Nominating Committee

The Nominating Committee shall be made up solely of voting members appointed by the president of the organization. It shall prepare slates of nominees for officers to be presented at the annual meeting. The past president of the board shall ordinarily serve as chairperson of the Nominating Committee.

C. Finance Committee

The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee.

- i. Annual reports are required to be submitted to the Board showing income, expenditures and pending income.
- ii. The financial records of the organization are public information and shall be made available to the public and at the annual meeting.

3. Special Committees and Task Forces

The president of the organization may appoint members of the organization to special committees or task forces for specific purposes as needed. Others who are not members of the organization but who have special skills or areas of expertise may also be appointed. When the work to be done is confined to issues within the organization, the appointed group will usually be called a special committee. When the work involves issues that have a community-wide perspective, the appointed group will usually be called a task force. Any such committee or task force shall limit its activities to the purpose for which it was appointed and shall be dissolved when its duties are completed.

Article VII: Lead Agency/Staff

1. Appointments

The organization will determine a lead agency to assist with administrative duties.

2. Performance Appraisal

The performance of the lead agency and staff will be appraised regularly by the Executive Committee. All performance appraisals will be conducted according to policies approved by the Board including procedures for dismissal of the lead agency.

Article VIII: Amendments

The bylaws may be amended by a majority vote of the voting membership at any regular or special meeting. Proposed amendments shall be presented in writing to directors at least ten (10) days prior to the meeting at which the vote is to be taken. No amendment shall be made so as to avoid limitations imposed by any existing corporation charter related to the organization.

Article IX: Authority

The parliamentary authority for the organization in all of its meetings shall be *Roberts Rules of Order, Eleventh Revised Edition*.

Article X: Fiscal Year

The fiscal year for the organization shall begin on January 1 and close December 31.

These Bylaws were approved at a meeting of the Board of Directors of Tennessee End of Life Partnership on July 23, 2001.

SIGNED BY THE DIRECTORS IN ATTENDANCE

President:	Norma Lindsey	Board Members:	Neema Doshi
President-elect:	Elaine W. Webb		Jane Owen
Secretary/Treasurer:	Judy Eads		Kate Payne

Membership approved October 3, 2001

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