



TENNESSEE NATURALIST PROGRAM BYLAWS (Revised Feb. 2016)

ARTICLE I — NAME AND PURPOSE

Section 1, Name — The name of the organization shall be Tennessee Naturalist Program) hereafter referred to as TNP). It shall be a nonprofit organization incorporated under the laws of the State of Tennessee.

Section 2, Purpose and Goals — TNP is organized exclusively for charitable scientific and education purposes. The goals of the program are outlined herein.

- To create a sustainable Tennessee through a more educated adult populace
- To create a continued opportunity to learn through training and volunteer service
- To provide advanced training for specialty environmental and education projects
- To help State Parks and other conservation entities build a volunteer pool to participate in citizen science (All Taxa Biodiversity Inventory, ATBI), environmental education (EE), and outdoor recreational and natural resource management
- To build on the heritage of famous Tennessee naturalists, such as John Muir, André Michaux, Mason Sinclair, Jim Bailey, Bob Brown, Albert Ganier, Ed Clebsch, Mack Prichard, Katherine Goodpasture, Amelia R. Laskey, Elsie Quarterman, and many others.
- To encourage resource professionals, wildlife officers, and state park personnel to complete TNP certification
- To provide an abundant network of chapters statewide for TNP certification
- To address ‘nature deficit disorder’ as described in *Last Child in the Woods* by Richard Louv
- To encourage participation through recognition of achievement
- To include a social networking component through events such as an annual meeting

Section 3, Profits — TNP is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof or to any private shareholder or individual. The property, assets, profits, and net income of TNP are irrevocable, dedicated to the betterment of the environment and no part of the property, assets, profits, or net income of TNP shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual.

Section 4, Asset Distribution — Upon dissolution, or upon abandonment, the assets of TNP remaining after payment of or provision for all debts and liabilities shall be donated by TNP to

one or more organizations devoted to preserving the environment as designated by the Board of Directors, subject to the order of a court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more purposes presently set forth in Section 501(c)(3) of the Internal Revenue Code.

Section 5, Advocacy and Lobbying — No part of the activities of TNP will be devoted to advocacy, lobbying, political or private promotion of issues, agendas, or businesses and personal endeavors, by propaganda or otherwise, using the Tennessee Naturalist Program name or by individuals acting as a Tennessee Naturalist.

ARTICLE II — CONFLICT OF INTEREST

Section 1, Conflict Policy, Statement, Voting — It is the expressed policy of this organization, chartered as a Public Benefit Corporation, that its present and future Board of Directors, Officers, Staff Members, and Committee Members with governing board-delegated powers shall act only in the furtherance of the mission and interests of the organization and not for their personal benefit.

To assure compliance with this policy, such individuals shall be required to disclose in writing any known interest they or their immediate family members have in any entity that transacts business with the organization.

Where an actual or potential conflict of interest exists, such individuals shall not participate in making decisions regarding transactions with the entity. The organization shall employ procedures described in Article VI of the TNP, Inc. Articles of Incorporation.

ARTICLE III — OFFICE

Section 1, TNP Office — The principle office of TNP shall be located at the offices of the current TNP State Chapter Coordinator and/or Board of Directors Chair, or at such other place within the state of Tennessee as shall be designated by the Board of Directors.

ARTICLE IV — BOARD OF DIRECTORS

Section 1, Makeup — The Board of Directors shall consist of a Chair, Vice Chair, Secretary, Treasurer, and Members-at-Large. The number of directors shall be no less than seven (7) and no more than eleven (11). The immediate past-Chair will serve as a non-voting ex-officio member of the Board.

Section 2, Duties — The Board of Directors shall manage the affairs of TNP and shall make all rules and regulations deemed necessary to accomplish the purposes of TNP.

Section 3, Board of Directors Elections — New officers and members-at-large shall be elected or re-elected by the TNP Chapter Membership by simple majority of those present at the annual State Chapter Meeting.

Section 4, Election Procedures — A Nominating Committee shall be responsible for nominating a slate of prospective Board of Directors members representing the organization's diverse constituency.

Section 5, Quorum — A quorum which consists of at least forty (40) percent of the Board of Directors members is required for business transactions to take place and motions to pass.

Section 6, Officers and Duties — There shall be four (4) officers consisting of a Chair, Vice Chair, Secretary, and Treasurer and three (3) to seven (7) Members-at-Large. Their duties are as follows.

Chair shall convene regularly scheduled Board meetings, draft and distribute the agenda, and preside at each meeting or arrange for other members of the Board of Directors to preside in the following order: Vice Chair, Secretary, Treasurer. The Chair shall also hold the office of President.

Vice Chair shall chair committees on special subjects as designated by the Board.

Secretary shall oversee the taking of minutes at all Board meetings, distribute copies of minutes to each Board member, and assure that all records of Board actions are maintained in coordination with the Chair.

Treasurer shall make a report at each Board meeting, chair the finance committee, file state and federal tax reports, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Members-at-Large shall keep the Board informed of TNP activities throughout Tennessee and chair or serve on committees as needed.

Section 7, Vacancies — When a vacancy on the Board of Directors exists mid-term, the Secretary must receive nominations for a new member from present Board of Directors members two weeks in advance of a Board meeting. The nominations shall be sent out to the Board of Directors members with the regular Board meeting announcement. A vote at the meeting fills the position to the end of the vacant Board member's term.

Section 8, Resignation, Termination — Resignation for the Board of Directors must be in writing and received by the Secretary. A Board of Directors member may be removed for cause by a three-fourths majority vote of the remaining Board of Directors members.

Section 9, Special Meetings — Special meeting of the Board of Directors shall be called upon the request of the chair or one-third of the Board members. Notices of special meetings shall be sent out by the Secretary or Chair to each Board of Directors member at least two weeks in advance.

Section 10, Terms — All Board of Directors members shall serve two-year terms, and are eligible for re-election for up to five (5) consecutive terms. The offices of Chair, Treasurer, and half the Members-at-Large shall be elected during odd years. The offices of Vice Chair, Secretary, and half the Members-at-Large shall be elected during even years.

Section 11, Board of Directors Meetings — The Board of Directors shall meet as determined by the Board on a regular basis with a minimum of three (3) meetings per year.

Section 12, Annual State Chapter Meeting — The Board of Directors will convene a once yearly meeting of the TNP State Chapters to elect Board officers and members and transact other business properly brought before the meeting.

ARTICLE V — OTHER COMMITTEES

Section 1, Advisory Committee — An Advisory Committee may be appointed by the Board from time to time as an Ad Hoc Committee to address specific issues and make recommendations to the Board. Such committees may include members of the Board, chapter coordinators, TNP graduates, or members of the community. Advisory Committee members shall receive no compensation other than reasonable expenses.

ARTICLE VI — STATE CHAPTER COORDINATOR AND STAFF

Section 1, State Chapter Coordinator — The State Chapter Coordinator is hired or appointed by the Board of Directors and serves as a non-voting member on the Board.

Section 2, State Chapter Coordinator Duties — The State Chapter Coordinator has day-to-day responsibilities for implementing the organization's goals and policies with current and prospective TNP State Chapters. The coordinator will attend all Board of Directors meetings, report on the progress of the organization, answer questions of Board members, and fulfill all duties described in the job description. The Board of Directors may designate other duties as necessary.

ARTICLE VII — AMENDMENTS

Section 1, Bylaws Amendments — These bylaws may be amended when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary for distribution with regular Board of Directors announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on Feb. 26, 2016.

Margie Hunter
Secretary
Tennessee Naturalist Program