

**BYLAWS OF VOLUNTEER
TENNESSEE – THE COMMISSION ON NATIONAL
AND COMMUNITY SERVICE**

ARTICLE I. NAME

The name of this organization shall be Volunteer Tennessee (hereinafter referred to as “Volunteer Tennessee” or the “Commission”), to reflect the legacy of Tennessee as the Volunteer State.

ARTICLE II. VISION, MISSION AND PURPOSE

Section 1. Vision

The State of Tennessee is the national leader in the promotion of volunteerism, community service initiatives and partnerships in which Tennesseans of all ages and backgrounds engage in services addressing the educational, public safety, environmental and other human needs of the state and nation.

Section 2. Mission

The mission of Volunteer Tennessee is to encourage volunteerism and community service.

Section 3. Purpose

The purpose of Volunteer Tennessee is to encourage, support and engage Tennesseans in volunteerism and community service so as to foster civic responsibility and strengthen communities.

ARTICLE III. RESPONSIBILITIES

Volunteer Tennessee serves as the state’s liaison to national and state organizations which support the mission. The Commission and designated staff will have the following duties and responsibilities:

- 3.01 To serve as a statewide advocate for community service;
- 3.02 To submit appropriate annual financial assistance applications of the State under the National and Community Service Trust Act of 1993, as amended;
- 3.03 To make technical assistance available to enable applicants to plan and implement service programs and to apply for assistance under the federal service laws;
- 3.04 To assist in the provision of health care and child care benefits to participants in national service programs that receive federal assistance;
- 3.05 To develop a statewide recruitment and placement system for individuals interested in community service opportunities;

- 3.06 To administer the state's grant program in support of national service programs including selection, monitoring and evaluation of grant recipients; and
- 3.07 To coordinate its functions (including recruitment, public awareness, and training activities) with the Corporation for National and Community Service (doing business as AmeriCorps and hereinafter referred to as "AmeriCorps" or the "AmeriCorps Agency").

ARTICLE IV. MEMBERSHIP

Section 1. Appointed Members

- 1.01 The Commission shall consist of twenty-five (25) members appointed by the Governor on a bipartisan basis.
- 1.02 Not more than fifty (50) percent of the Commission plus one member may be from the same political party. To the extent possible, the Commission shall be balanced according to race, ethnicity, age, disability, and gender.
- 1.03 Not more than twenty-five (25) percent of the appointed Commission members may be employees of state government.
- 1.04 Appointed members shall have voting privileges and shall have the right to hold an office on the Commission.
- 1.05 Membership shall include, but not be limited to, representatives of the following categories:
 - 1. An individual with expertise in the educational, training and developmental needs of youth, particularly disadvantaged youth;
 - 2. An individual with experience in promoting the involvement of older adults in service and volunteerism;
 - 3. A representative of community-based agencies or community-based organizations within the State;
 - 4. The Commissioner of Education and his/her designee;
 - 5. A representative of local governments in the State;
 - 6. A representative of local labor organizations in the State;
 - 7. A representative of business;
 - 8. An individual between the ages of 16 and 25 who is a participant or supervisor in a volunteer or service program;
 - 9. A representative of a national service program; and
 - 10. A representative of the volunteer sector.
- 1.06 The Commission may also include, but not be limited to:
 - 1. Members selected from among local educators;
 - 2. Members selected from among experts in the delivery of human, educational, environmental, or public safety services to communities and persons;
 - 3. Members selected from among out-of-school youth or other at-risk youth; and

4. Representatives of entities that receive assistance under the Domestic Volunteer Service Act of 1973 (42 USC 4950 et seq.).

Section 2. Ex officio Members

2.01 The following individuals, or their designees, shall sit on the Commission as non-voting, ex officio members:

1. Commissioner, Department of Children's Services;
2. Commissioner, Department of Environment and Conservation;
3. Commissioner, Department of Finance and Administration;
4. Commissioner, Department of Health;
5. Commissioner, Department of Human Services;
6. Commissioner, Department of Labor and Workforce Development;
7. Commissioner, Department of Mental Health and Substance Abuse Services;
8. The Adjutant General, Department of Military;
9. Commissioner, Department of Safety and Homeland Security;
10. President, The University of Tennessee system;
11. Chancellor, Tennessee Board of Regents.

2.02 The following individual shall also sit on the Commission as a non-voting, ex officio member:

A representative designated by the CEO of the AmeriCorps Agency.

Section 3. Term

- 3.01 A term for a Commission member shall be three (3) years.
- 3.02 A Commission member may be re-appointed to additional terms at the discretion of the Governor.
- 3.03 Any legislator members of the Commission shall serve on the Commission only so long as they remain members of the General Assembly.

Section 4. Resignation

A Commission member may resign at any time by giving written notice to the Office of the Governor and the Chair or Executive Director of the Commission.

Section 5. Vacancy

Vacancies among the members of the Commission shall be filled by the Governor to serve the remainder of the term(s).

ARTICLE V. OFFICERS

Section 1. Composition

The officers of the Commission shall consist of Chair, Vice-Chair, Secretary, and Treasurer.

Section 2. Selection

- 2.01 Officers shall be elected annually at the last quarterly meeting of the calendar year by members of the Commission for a term of one (1) year. Chair and Vice-Chair may hold an office for no more than two (2) consecutive terms.
- 2.02 The first full-term office shall begin January 1, 1995, and thereafter the beginning of each calendar year shall constitute the beginning of each term of office.
- 2.03 The Chair and Vice Chair shall be elected from among the voting members of the Commission.

Section 3. Resignation/Removal

- 3.01 Any officer may resign at any time by giving written notice to the Chair or Vice-Chair of the Commission.
- 3.02 Any officer may be removed at any time by a two-thirds, majority vote of the Commission.

Section 4. Vacancy

A vacancy of any office may be filled, for the remainder of the unexpired term, by majority vote of the Commission. In the event the vacancy is the Chair, the Vice-Chair of the Commission shall serve as pro tem Chair until the next regular meeting of the Commission.

Section 5. Duties of Office

- 5.01 Chair. It shall be the responsibility of the Chair to preside at all meetings of the Commission; to appoint all committee chairs; to assist all chairs in the planning of committee activities; to supervise all chairs as to the management of committee plans; to authorize and execute the wishes of the Commission; to call all quarterly meetings and special meetings in coordination with the Executive Committee; to supervise the Executive Director and complete the annual performance evaluation; to be an ex officio member of all committees; to act as public spokesperson on behalf of the commission;; to decide procedural matters; to head the Executive Committee; and to perform other duties as authorized by the Commission.
- 5.02 Vice-Chair. The Vice-Chair shall assist the Chair, and, in the absence of the Chair, perform the duties of the Chair. The Vice-Chair shall accept special assignments from the Chair and perform other duties as delegated by the

Commission. The Vice-Chair shall exercise oversight and provide leadership for the strategic planning process.

- 5.03 Treasurer. The treasurer shall be responsible for ensuring the custody and safekeeping of the funds of the Commission, the approval of disbursement of funds under the direction of the Commission and the performance of other duties incidental to the office of the Treasurer or as assigned by the Commission or by the Chair.
- 5.04 Secretary. The Secretary shall sign off on the official minutes of the Commission when they are approved. The Secretary shall in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the Commission or by the Chair.

ARTICLE VI. MEETINGS

Section 1. Regular Meetings

The word “meetings” as used in these bylaws means “session” and covers all regular meetings, special meetings, annual meetings, and adjourned meetings.

- 1.01. The Commission shall meet quarterly.
- 1.02. A Commission member is expected to attend a minimum of seventy-five (75) percent of the regularly scheduled meetings annually. Failure to attend seventy-five (75) percent of meetings in any calendar year may result in removal from the Commission.

Section 2. Quorum

- 2.01 A quorum shall consist of a simple majority of currently appointed voting members.
- 2.02 Members may vote either in person or by proxy. Proxies must be executed in writing by the members. An electronic transmission by the member or a copy of a writing executed by a member is deemed an execution in writing.
- 2.03 Quorum should be based on attendance at meetings in person, by electronic means, or by proxy, provided that no more than twenty (20) percent of quorum is determined by proxy.

Section 3. Special Meetings

Special meetings may be called between regularly scheduled meetings by the Executive Committee or at the written request of five (5) voting members of the Commission. Notice of the meeting must be sent to all members of the Commission at least one (1) week in advance of the meeting.

ARTICLE VII. THE EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall be composed of the Commission Chair, Vice-Chair, Secretary, Treasurer, and the chair of each Committee . The Executive Director shall serve as ex officio member of the Executive Committee.

Section 2. Powers

- 2.01. The Executive Committee shall have general supervision of the affairs of the Commission between its business meetings; determine the hour and place of the meetings; make recommendations to the Commission; shall guide strategic planning for the Commission; periodically review Executive Director compensation, state personnel processes, and other personnel issues; and shall perform such other duties as are specified in these bylaws. The Committee shall be subject to the orders of the Commission and none of its acts shall conflict with action taken by the Commission.
- 2.02. The Executive Committee shall have the authority to establish ad hoc committees in order to carry out the business of the Commission. Members of established committees shall be appointed by the Executive Committee.

ARTICLE VIII. COMMITTEES

Membership of committees shall consist of members of the Commission and such other interested persons appointed by the Executive Committee. All committees will be chaired by a member of the commission. The committee shall develop a plan of action by the first meeting of each year and shall report on committee work and results at the last Commission meeting of each year.

Section 1– Communications Committee

The communications committee shall be responsible for increasing statewide visibility and support for the Commission and its programs especially among public officials.

Section 2 – Strategic Partnerships Committee

The Strategic Partnerships Committee shall be responsible for encouraging volunteerism and community service through strategic partnerships and identifying funding opportunities.

Section 3 – Board Development Committee

The Board Development Committee shall be responsible for the recruitment and development of Commission members, review of by-laws, and shall serve as the nominating committee.

Section 4 – Grants Committee

The Grants Committee shall maintain accountability for and value of investments.

Section 5 - Foundations of Service Committee

The Foundations of Service Committee shall be responsible for maximizing youth participation in service and community problem solving in order to instill an ethic of lifetime service.

ARTICLE IX. EXECUTIVE DIRECTOR

Volunteer Tennessee shall appoint a full-time Executive Director, who shall serve at the pleasure of the Commission.

Section 1. Qualifications. The Executive Director shall be qualified by training and experience to assist Volunteer Tennessee and to perform the duties of this office. Additional qualifications of the Executive Director will be determined by the Executive Director Search Committee with approval of the Commission.

Section 2. Appointments. The Executive Director shall be appointed by the Executive Director Search Committee, with advice and consent of the Commission, in accordance with the appropriate recruitment and hiring protocols for employees of the State of Tennessee.

The membership of the Executive Director Search Committee shall consist of seven (7) voting members of the Commission and shall be diverse in regards to gender, race, geographic region, and political affiliation.

Section 3. Removal. The Executive Director may be removed by a two-thirds majority of voting members in attendance at a regular meeting or a special meeting called for that purpose.

Section 4. Duties. The Executive Director shall be the executive officer of the Commission and shall: (i) have the overall supervision of the business of the Commission and shall direct the affairs and policies of the Commission; (ii) have authority to designate the duties and powers of the Commission staff and delegate special powers and duties to the Commission staff, so long as such designations shall not be inconsistent with law, these bylaws or actions of the Members; (iii) provide adequate support for the implementation and maintenance of the programs and services of the Commission; (iv) assure that the Commission conforms to the requirements of authorized regulatory agencies and authorities and oversee compliance with the laws and regulations of federal, state and local government authorities; (v) carry out all policies and procedures as

established by the Commission; (vi) serve as liaison between the Commission and the Governor; and (vii) in general have all powers and shall perform all other incident to the chief executive officer and such other powers and duties as may be prescribed by the Commission from time to time. The responsibilities of the Executive Director shall include acting as the representative of the Commission to the public, as well as to governmental and voluntary organizations and reporting to the Members on the performance of Commission functions. The Executive Director shall be authorized to execute, and shall execute documents, contracts and other instruments on behalf of the Commission, except where restricted by law, by these bylaws or by the Commission.

Section 5. Salary and Benefits. The salary and benefits of the Executive Director shall be comparable to other boards and commissions.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Commission in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Commission may adopt.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Commission shall be from July 1 to June 30.

ARTICLE XII. AMENDMENT OF BYLAWS

Section 1. Review. The Board Development Committee shall review the bylaws at least biannually and make recommendations for appropriate changes to the Commission.

Section 2. Amendments.

2.01 These bylaws may be amended if submitted in writing to the Board Development Committee chair 30 days in advance of the next regular meeting. The Board Development Committee shall review proposed amendments and send the proposals in writing to the full Commission 30 days prior to the next regular meeting. Such proposed amendments shall be presented to the full Commission at the next regular Commission meeting for a vote. A quorum is required to vote on proposed amendments at the next regular Commission meeting.

2.02 Proposed amendments to the bylaws must receive a two-thirds majority vote of those Commission members in attendance in order to be adopted.

ARTICLE XIII. DISSOLUTION

Upon dissolution, any assets of the Commission not governed by federal or state law with regard to disposition will be transferred to any organization or organizations chosen by majority vote of the members of the Commission which shall have exemption from taxation under section 501 (c)(3) of the Internal Revenue Code.

ADOPTED: _____
Chair Date