

## FRIENDS OF ORNL

### **BYLAWs**

(as adopted by the Membership on February 16, 2011)

Note: Brackets "[...]" are used to indicate comments.

#### Article I. NAME

The name of this organization is "Friends of ORNL".

#### Article II. PURPOSE

The purpose of this organization is

- To provide a mechanism for members to keep in touch with co-workers, retirees, and current ORNL activities;
- To provide for ORNL an organization whose members can serve as knowledgeable volunteers for ORNL activities, where volunteers are desired and appropriate; and
- To provide community-wide presentations, events, etc., for public, centered on outstanding developments, awards, and special topics of interest, perhaps including some gaining national attention.

#### Article III. MEMBERSHIP

Section a. **QUALIFICATION:** Membership shall be open to all retirees from ORNL or other Oak Ridge facilities, former and present employees of ORNL or other Oak Ridge facilities, and other persons who have an interest in ORNL, its welfare, and its programs.

Section b. **JOINING:** To join the organization, a person submits to the secretary an application for membership and one year's dues. The applicant becomes a member at the next Board meeting after the secretary receives the application and dues. New members become eligible to vote 30 days after joining.

Section c. **REMOVAL FROM THE MEMBERSHIP LIST:** A member's name is removed from the membership list when he or she submits a written resignation to the secretary, when he or she is more than one year in arrears in payment of the annual dues, or when the secretary has been informed of his or her death.

Section d. **MEMBERSHIP CLASSES:** There are two classes of membership as shown:

##### Membership Class

Lifetime

Regular

Section e: **DUES:** The board of directors shall determine the dues for each class of membership upon recommendation from the Treasurer. Dues shall be for the calendar year.

Section f. **MEMBERSHIP RECORDS:** The membership records (including the membership address list) will be kept by, or under direction of, the secretary.

An alphabetized list of all members will be available for examination by any member.

#### ARTICLE IV. MEETINGS

Section a. **TYPES:** This organization has four types of meetings: annual and special meetings of the membership, and regular and special meetings of the Board.

Section b. **CALLING MEETINGS:** The Board will set the time and place of all meetings of the membership. The annual meeting will be held in January, February, or March. The Board may call special meetings whenever it sees fit and will call a meeting whenever requested by a petition that is signed by 5% or more of the membership. The date of a meeting called by petition will be set to be between 15 and 25 days after receipt of the petition.

The Board will meet at dates that it sets ahead of time, and at other times when called by the President or by two of the other directors.

Section c. **BUSINESS:** Directors will be elected at the annual membership meetings after the nominating committee has presented its nominations and nominations have been invited from the floor. At this annual meeting business in addition to that on the agenda is allowable provided it is not prohibited by Tennessee law, the charter, or the bylaws. Amendment of these bylaws or the Charter can be considered only if the general nature of the amendment has been included in the notice of the meeting. Business in special membership meetings will be limited to that listed in the notice of the meeting.

Section d. **NOTICE:** Notice of the annual meeting of the membership shall be sent to the membership at least 30 days before the date of the meeting. This notice shall include a report of the nominating committee giving its nominations for directors. It will list the committee's recommendations for officers. The notice will also give a list of all business proposed for the meeting. Notice of special membership meetings shall be sent at least 15 days before the meeting date and shall include a list of all business to be considered at the meeting. Notice of a meeting called by a petition of members shall include in its agenda the business called for in the petition.

No notice is required for previously scheduled Board meetings. There shall be at least a 2-day notice for other Board meetings.

Section e. **QUORUM:** The quorum for a meeting of the membership is 5% of the voting membership [under TN law (48-57-203) and our charter we can change this quorum to any higher value]. The quorum for the Board is a majority of the directors (officers and directors at large).

Section f. **VOTES REQUIRED:** Unless Tennessee law, the charter, or these bylaws require otherwise, a motion is approved by a majority of those voting in either a meeting of the membership or of the Board. Approval of two-thirds of those voting is needed (1) for the membership to change these bylaws or the charter or (2) for the membership or the Board to approve taking a public stand on issues. Votes will be taken by ballot if so requested by any voting member.

Section g. **RULES OF ORDER:** Unless otherwise specified by the charter, the bylaws or by Tennessee law, business of the corporation will be conducted as prescribed in Robert's Rules of Order Newly Revised.

## ARTICLE V. ORGANIZATION

Section a. **BOARD OF DIRECTORS:** The Board shall consist of ten directors, four of whom will serve as officers. Directors are elected at annual meetings for terms of two years, five one year and five the next. Directors may not serve more than three consecutive terms. If a position of director becomes vacant between annual elections, a replacement director will be appointed by the Board to serve until the next regular election. If an office on the Board becomes vacant, it will be filled by the Board from the directors on the Board.

Except where limited by Tennessee law, the charter, or these bylaws, the Board of Directors has all the powers of the Corporation. Situations where the Board cannot act for the membership include amending or restating the Charter, and amending these Bylaws.

Approval of the Board will be required before the organization or any part of the organization can take any public stand on issues.

The directors shall have such duties as are assigned by these bylaws and by the Board of Directors. As soon as possible after the Board is elected, it shall provide for the audit of the financial records of the previous fiscal year.

Section b. **OFFICERS:** Officers of the Corporation are President, Vice President, Secretary, and Treasurer. They are elected by the new Board at its first meeting following the annual meeting at which new directors are elected.

The President will preside at meetings of the membership and of the Board. He or she will be responsible for carrying out the decisions of the Board unless the Board has provided otherwise. He or she will be an ex-officio member of all committees but will not have a vote as ex-officio member.

The Vice-president will serve in place of the President when the President is absent or unable to perform his or her duties. He or she shall assist the President in the discharge of his or her duties as the President may direct, and shall perform such other duties as shall be assigned to him or her by the President or by the Board.

The Secretary shall be responsible for recording all business at meetings of the Corporation and its Board of Directors. He or she will maintain the records required by Tennessee law (Tennessee Code Annotated 48-66-101) and the membership list as required by Article III Section e above. Unless the Board directs otherwise, the Secretary shall be responsible for aiding the Board in selecting people for appointment to committees.

The Treasurer shall be responsible within the policies of the Board for handling all money of the Corporation, and for keeping records of all associated financial transactions.

The officers shall have such other duties as are assigned by these bylaws and by the Board of Directors.

## ARTICLE VI. COMMITTEES

Section a. **NOMINATING COMMITTEE:** Before October 1 of each year the Board will elect a Nominating Committee of five members, no more than three of whom will be members of the Board. The Board will designate one of the committee members to serve as convener.

The convener will call the first meeting of the committee. The committee will then organize itself.

The committee will provide at least one nominee to replace each director whose term has expired and at least one nominee to fill any empty second-year director seat. The committee will state its recommendations for officers on the Board. The nominating committee will not nominate any of its own members.

The Committee will start its work by October 1. It will ask the membership for suggestions for nominees for directors and officers. In making its nominations the committee will endeavor to maintain enough carry-over of directors to ensure continuity and experience in the operation of the Corporation, to add some new candidates to ensure that there is some continuing change and to provide needed leadership in the organization's evolving programs, and to select nominees as representative of the whole membership as possible. Before nominating anyone or recommending anyone for office, the committee will ascertain that he or she is willing to serve. It will have its slate of nominees ready early enough for presentation in the prescribed notice of the annual meeting.

Section b. **OTHER COMMITTEES:** The Board shall appoint the standing and ad hoc committees needed to carry on the functions of the organization.

Section c. **REPORTS:** All committees will give periodic reports to the Board. Minutes of meetings shall be available to all members.

#### ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year. [Art. IV Sect. 6 provides that the annual meeting be scheduled for sometime in January, February, or March.]

[AMENDMENTS: See Meetings]

#### ARTICLE VIII. DISSOLUTION

If for any reason Friends of ORNL is to be dissolved or otherwise terminated, no part of the property of the organization or any of the proceeds shall be distributed to or inure to the direct benefit of any of the officers or members of the organization. Upon the dissolution of the organization, assets shall be distributed by the Board of Directors.