

BY-LAWS
OF
THE ROANE ALLIANCE, INC.
Updated by board vote 2/20/20

ARTICLE I: NAME, FORM OF ORGANIZATION AND PURPOSES

Section 1.1 Name: The name of the corporation is THE ROANE ALLIANCE, INC.

Section 1.2 Non-Profit and Tax-Exempt Status: The corporation is organized as a nonprofit corporation under the laws of the state of Tennessee and as a tax-exempt organization under Section 501 (c) (6) of the Internal Revenue Code, as amended. The corporation is a mutual benefit non-profit corporation and shall have perpetual duration and succession.

Section 1.3 No Members: The corporation shall have no members and shall not be considered a membership organization.

Section 1.4 Purposes: The corporation shall function as a joint economic and community development board (JECDB). The purposes for which the corporation are as follows:

- A. To develop, recommend, and direct plans, policies and actions that improve the economic well-being of the community and those activities and services which support economic growth and improve the quality of life of the community groups.
- B. To encourage an entrepreneurial spirit among present businesses and citizens.
- C. To help generate expansions of local industry and businesses
- D. To foster an open communication among all groups in the county concerned with economic development including, but not limited to residents; current industry, businesses and corporations; governments; educational institutions; public and private developers; and other public organizations.
- E. The corporation is organized exclusively for the purpose of furthering economic development, advancing social welfare and promoting the common good of Roane County, Tennessee. The corporation supports the development of surrounding trade areas, elimination of blighted conditions and the development of job opportunities as allowed in Section 501 (c) (6) of the Internal Revenue Code of 1986, including but not limited to:
 - Establish a local economic development and revitalization program to promote and assist in the retention, expansion and development of business concerns of all sizes within the trade area as determined by the Board of Directors from time to time;
 - Solicit funds, real property and other assets from various public and private sources and to acquire and dispose of real property exclusively for the furtherance and support of the local economic development and revitalization program;
 - To transact any and all lawful business for which not-for-profit corporations may be incorporated in Tennessee to the extent that such business may be conducted by a corporation assisting in the retention, expansion and development of economic enterprises and employment opportunities; and
 - To do all things necessary, advisable and convenient for the accomplishment of the purposes set forth herein and to do all other things incidental thereto or connected

therewith which are not forbidden by the laws of the State of Tennessee or by this Charter.

ARTICLE II: OFFICES

Section 2.1: Principal and Other Offices: The principal office of the corporation shall be in Roane County Tennessee at the address designated in the most recent annual filing with the Tennessee Secretary of State. The corporation may have offices at such other places within the State of Tennessee as the Board of Directors from time to time may determine, or as the affairs of the corporation may require.

Section 2.2: Registered Office and Agent: The registered office of the corporation may be identical as defined in Section 2.1. However, the corporation shall maintain a registered agent with the State of Tennessee and the corporation may change its registered office and registered agent from time to time in any manner as required by law.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1: General Powers and Authority of the Board: All corporate powers shall be exercised by or under the authority of and the affairs of the corporation managed under the direction of the Board of Directors.

Section 3.2: Composition, Number Term and Qualifications: The Board of Directors shall be established to represent the diversity Roane County. The authorized number of directors of the corporation shall be established at 27. The Board of Directors shall consist of two classes, Elected and Designated. All Directors shall be individuals, business members, government officials or members of public agencies engaged in the work of Roane County Tennessee.

Transition of Board of Director membership shall occur for any increase or decrease in the size of the board. Members shall be allowed to complete their terms upon change of board size. Transition shall not be immediate.

Section 3.3 Elected Directors: Fourteen (14) Directors shall be defined as Elected members of the Board of Directors. A Director shall be selected as a landowner as needed to be in compliance with state requirements. Each Director shall be elected to serve for a term of two years, with half of the Directors elected in one year and the remainder in the second year to insure continuity of service. Each Board member shall serve until their successor is named and confirmation is approved by the Board of Directors. The Board of Directors make take necessary actions as caused by resignation, incapacity to serve, death, removal or any other cause.

An Elected Director may serve for two years and be re-elected for additional terms up to three (3) consecutive two-year terms. Elected Directors shall be elected by the Board of Directors at an annual meeting, excepting the process associated with filling vacancies (Section 3.7)

The Chairperson shall establish a Nominating Committee which shall present a slate of nominees for election as directors. The Board of Directors may also consider nominations from the floor for consideration. Those persons who receive a plurality of the votes cast shall be deemed to have been elected at its annual meeting. If any director then holding office so demands, the election of director shall be by secret ballot.

Upon completion of three (3) consecutive terms, board members shall be ineligible to serve again on the board for the next one-year period.

Section 3.4 Designated Directors: Designated Directors shall be selected as follows:

1. Roane County Executive
2. Mayor, City Manager or Designee of the City of Kingston
3. Mayor, City Manager or Designee of the City of Rockwood
4. Mayor, City Manager or Designee of the City of Harriman
5. Mayor, City Manager or Designee of the City of Oliver Springs
6. Mayor, City Manager or Designee of the City of Oak Ridge
7. Chairperson of Roane County Industrial Development Board
8. Chairperson of Roane County Chamber of Commerce
9. Representative from Roane County Tourism Committee
10. President of Roane State Community College
11. President of Tennessee College of Applied Technology – Harriman
12. Director of Roane County Schools
13. Past Chairperson of the Roane Alliance, if not already holding one of the board seats

The appointment of this class of Directors shall be elected for the term or appointment of each position. Appointees shall be determined by each respective agency and re-elected every two years to coincide with terms of office for Elected Directors. City Councils shall re-confirm or designate their representative for service by official notice.

City governments shall appoint their Board membership as above. In the event, the City's designee is unable to attend a Board meeting, the City's alternative can serve in the regular designated director's position.

Designated Directors shall have the same rights and privileges as Elected Directors once duly appointed pursuant to the provisions thereof.

Section 3.5 Resignation of Directors: A director may resign by delivering written notice to the Board of Directors, Board Chairperson, President or Secretary of the corporation. An email or written notice may be provided, which shall be accepted by the corporation. The Board of Directors shall take official action by electronic meeting, called special meeting or its next available meeting to accept the resignation. A resignation is effective as designated in notice to the corporation. Resignation will be deemed immediate if no date is given. The Board of Directors may fill the vacancy subject to the effective dates as described.

Section 3.6 Removal of Directors: A director may be removed without cause by the vote of two-thirds (18) of the directors then in office. In addition, a director may be removed by the affirmative vote of a majority of the directors then in office for failing to attend three (3) consecutive, regular meetings of the Board of Directors. Removal for attendance shall be automatically affirmed unless re-elected by the Board of Directors. In the case of removal, the Board of Directors shall be given seven (7) calendar days written and oral notice of a meeting to consider said matter.

Section 3.7 Vacancies: If a vacancy occurs on the Board of Directors, the Board of Directors may fill the vacancy provided that if the directors remaining in office constitute fewer than a quorum of

the board, they may fill the vacancy only by the affirmative vote of a majority of all directors remaining in office or by the sole remaining director.

Section 3.8 Chairperson and Vice Chairperson: A Chairperson of the Board of Directors shall be elected by the board and shall preside at all meetings of the Board of Directors and perform such duties as may be prescribed from time to time as official representative of the Roane Alliance, Inc.

A Vice-Chairperson of the Board of Directors shall also be elected to act in the absence of a Chairperson or their availability and shall preside at all the meetings of the board if required.

Section 3.9 Compensation: The Board shall not permit compensation of directors for their services. The Board may be reimbursed for legitimate and appropriate expenses associated with the Roane Alliance.

ARTICLE IV: Meetings of Directors

Section 4.1 Place of Meetings: All meetings of the Board of Directors shall be held at such place as the Board of Directors may determine.

Section 4.2 Annual Meeting: The annual meeting of the Board of Directors, for the purpose of electing directors, appointing officers, approving an annual budget, transacting other business, shall be held as called by the Chairperson in the last quarter of each fiscal year.

Section 4.3 Regular Meetings: Additional regular meetings of the Board Directors shall be held, at least three (3) times annually and at such other times as the Board of Directors may determine.

Section 4.4 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chairperson or five (5) of the directors then in office. Such meetings must be held within Roane County Tennessee.

Section 4.5 Notice of Meetings: Regular or Special Meetings of the Board of Directors may be held without notice if the date, time and place of the meeting has been established by Board of Director action. If differing from the established notice of meetings, a special meeting shall be called by the Chairperson with no less than two (2) days' notice to each director either electronically or by mail delivery, stating date, time, place and purpose of the meeting excepting in case of removal of a Board member per Section 3.6. Directors shall be required to inform the corporation of any change of address or contact information for purposes of notification.

Section 4.6 Quorum: A quorum of the Board of Directors consists of a simple majority (14) of the Elected and Designated Directors. If a quorum is present, all actions or votes shall be with an affirmative vote of a majority of the directors present, unless a greater number of votes by directors is required by law or these bylaws.

Section 4.7 Actions Processes: The corporation will adopt Robert's Rules of Order or as modified by the Board of Directors as its official parliamentary process for business of the corporation.

Section 4.8 Presumption of Agenda Assent: A director of the Board of Directors is presumed to concur with the agenda of a meeting unless 1) the director objects at the beginning of a meeting and makes note of dissent or abstention to the Chairperson, or 2) delivers written notice of dissent or abstention after adjournment of the meeting.

Section 4.9 Electronic Participation: The Board of Directors may permit any or all directors to participate in a regular or special meeting by or conduct a meeting through the use of any electronic communication mechanisms that will allow director participation in the meeting. Said participation will be allowed and will be deemed the same as if present as allowed by law.

Section 4.10 Actions Without Meeting: Any actions of the corporation that require official action by its Board of Directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the official corporate records. Electronic votes may be taken and become effective when the last director signs the consent, unless a different effective date is identified.

Section 4.11 Conflict of Interest: Due to public interest in the affairs of the Roane Alliance, Inc, the Board of Directors shall establish and adopt a code of ethics policy that shall apply to and govern the conduct, practices, and behavior of board members for any action requiring personal, corporate and private issues governing the activities of the board.

ARTICLE V: Officers

Section 5.1 Number: The officers of the corporation shall consist of a chairperson of the board, vice chairperson, secretary, treasurer, president and any other officers as are appointed by the Board of Directors. No more than one (1) of the four (4) principal offices may be held by the same person.

Section 5.2 Appointment and Term: The principal officers of the corporation shall be elected by the Board of Directors at its annual meeting. The Nominating Committee shall present a slate of nominations for election. The slate of officers shall be recommended by a Nominating Committee as selected by the Chairperson. All nominees for the principal offices must be members of the Board of Directors. Each officer shall hold office for a period of one (1) year or may be re-elected. The Board of Directors may appoint assistant secretaries or assistant treasurers as the need may arise. Any vacancy occurring in an officer position may be filled at any time by the Board of Directors. If appointed for an unexpired term and vacancy, the term expires at the end of the term being filled.

Section 5.3 President: The President shall be the chief operating officer of the corporation and subject to the oversight of the Board of Directors. The President shall have overall responsibility for the routine management of the affairs of the corporation. The President shall report to the Board of Directors and shall work closely with the Chairperson of the corporation. Duties of the President shall include but not be limited to (a) coordinating the activities of the operating committees, (b) representing the corporation in the community (c) overseeing the building projects of the corporation (d) supervising the administrative functions of the corporation and (e) other duties as assigned. The Board of Directors may approve compensation and benefits for the president. The president may not be elected to serve on the Board of Directors. The President may be selected for an indefinite term and may be qualified with background in economic development, tourism, government, business or any other related field to the work of the Roane Alliance

Section 5.4 Resignation and Removal: Any officer shall be able to resign at any time or removed from office per steps identified in Section 3.5 and 3.6.

Section 5.5 Contract Rights of Officers: The appointment of an officer or employee does not in itself create contract rights. An officer's removal does not affect the officer's contract rights with the corporation. An officer's resignation does not affect the corporation's contract rights with the officer. Employees of the corporation shall be considered "at will" employees with no contractual rights.

Section 5.6 Chairperson: The chairperson shall supervise and control the management of the corporation in accordance with these bylaws. The chairperson may sign, with the secretary or any other proper officer of the corporation so authorized by the Board of Directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the Board of Directors to some other officer or agent of the corporation or where required by law to be otherwise signed and executed.

The chairperson shall serve as the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and perform all duties incidental to the office of chairperson.

Section 5.7 Vice Chairperson: In the absence of the chairperson, the vice chairperson, unless otherwise determined by the Board of Directors, shall perform the duties of the Chairperson. The Vice Chairperson shall preside at all meetings of the board at which the Chairperson cannot attend and shall perform such other duties as may be assigned by the Chairperson or the Board.

Section 5.8 Secretary: The Secretary shall (a) cause to be prepared minutes of all meetings of the Board of Directors and of the Executive Committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal and affixing the corporate seal to any lawfully executed documents (e) sign official documents as required and cause such corporate reports as may be required by state law to be filed in a timely manner and (f) other duties as may be assigned by the Board of Directors.

Section 5.9 Treasurer: The treasurer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit or disburse the same under the direction of the Board of Directors; (b) keep accurate accounts of the finances of the corporation (c) cause such returns, reports or schedules as required by the Internal Revenue Service and the state taxing authorities to be filed in a timely manner; (d) cause the completion of a true balance sheet demonstrating assets, liabilities, revenues, expenses and fund balances to be prepared and submitted to the Board of Directors and (e) such other duties as may be assigned from time to time by the Chairperson or the Board of Directors.

Section 5.10 Past Chairperson: The past chairperson shall perform the duties as required by the Chairperson and provide historical resources for the benefit of the Board of Directors. The Past Chairperson shall serve on the Executive Committee of the Board of Directors.

Section 5.11 Compensation for Officers: Except for the office of President the principal officers and assistant officers of the corporation shall not be compensated for services as required by their offices.

ARTICLE VI: COMMITTEES

Section 6.1 Board Committees in General: The Board of Directors may create one or more committees of the board. In addition to the Executive Committee as established by bylaws, committees of the board shall be composed by current board directors. Each committee shall have a minimum of two current directors on the committee, which must be created and approved by a majority of the Board of Directors.

The provisions of Article IV governing meetings of the Board of Directors shall apply, excepting no requirement for an annual meeting or regularly scheduled meetings. To the extent authorized by the Board of Directors, each committee may exercise the authority of the Board. A committee may not (a) authorize distributions; (b) approve or recommend distribution of Roane Alliance, Inc. assets; (c) elect, appoint or remove directors or fill vacancies on the board or committee or (d) adopt, amend or repeal the articles of incorporation or any bylaws.

Section 6.2 Executive Committee of the JECDB: The Executive Committee of the JECDB shall consist of the Chairperson and Secretary of the corporation, the County Executive, and the Designated Directors from each of the municipalities. The Board of Directors shall additionally designate one (1) representative serving for the Industrial Development Board, one (1) representative for the Tourism Board, and one (1) representative for the Chamber of Commerce. In addition, the Chair may select up to one (1) additional director to serve on the Executive Committee of the JECDB. All appointees must currently serve on the Board of Directors. A majority of the members of the Executive Committee of the JECDB shall constitute a quorum.

Section 6.3 Executive Committee of the Roane Alliance: The Executive Committee of the Roane Alliance shall consist of the Chairperson and Treasurer of the corporation, the County Executive, past Chairperson, and chairpersons from the Roane Chamber of Commerce and the Roane County Industrial Development Board. All appointees must currently serve on the Board of Directors. A majority of the members of the Executive Committee of the Roane Alliance shall constitute a quorum.

The Executive Committee of the Roane Alliance shall serve as a Personnel Committee as needed. The Chairperson may invite individuals who are not directors of the corporation to advise the committee on personnel matters as established by these bylaws in Section 6.4 below.

The Chairperson shall preside as the officer of the Executive Committee. Except as limited or prohibited by these bylaws or Section 6.1 above, the Executive Committee may exercise the authority of the Board of Directors at such times as the board is not in session.

A majority of the members of the Executive Committee shall constitute a quorum.

Section 6.4 Non-Board Committees: The Board of Directors may create one or more non-board committees, in addition to the Nominating Committee and the operating committees as established by bylaws. Non-board committees may include both directors and individuals who are not directors of the corporation. A non-board committee may not exercise authority of the board.

ARTICLE VII: AMENDMENTS TO BYLAWS

The bylaws of this organization may be amended by a three-fourths (3/4) vote of the Board of Directors. Any change in the bylaws by the Board of Directors shall be binding until the next annual meeting to which such change shall be reported and thereafter binding unless rejected by a majority of those present at the annual meeting.

ARTICLE VIII: CONTRIBUTIONS, GIFTS AND BEQUEST


The officers or directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purposes of the corporation or for any specific purpose consistent with the purposes of the corporation. Where consistent with the needs of the community of Roane County, or environs, designated contributions by donors will be accepted and designations honored as to funds, purposes or uses, but the corporation at all times reserved all right over and interest in, such contributions and full discretion as to the ultimate distribution of the contribution or satisfaction of any specified use, designation, or purpose.

ARTICLE IX: SEVERABILITY

If any provision in these Bylaws is found to be invalid, unenforceable, or illegal by a court of competent jurisdiction, (a) the validity or enforceability of the remaining provisions shall not be affected unless these Bylaws reasonably fail of their essential purpose, and (b) the organization shall replace such provision by one or more valid and enforceable provisions approximating the original provision as closely as possible.

CERTIFICATION

I certify that these bylaws were duly adopted at a meeting of the Board of Directors of the corporation held on the 20th day of February 2020.


Secretary