

**Bylaws of**  
**THE TECHNICAL SOCIETY OF**  
**KNOXVILLE 12/7/2015**

**Article 1. Name, Location, and Purpose.**

**A. Name.**

The name of this nonprofit corporation shall be the Technical Society of Knoxville (the “Society”), abbreviated TSK.

**B. Location.**

The location of the Technical Society of Knoxville shall be in the City of Knoxville, Tennessee, and the place for meetings and the transaction of business shall be selected by the Board of Directors.

**C. Purpose.**

The purpose of the Technical Society of Knoxville shall be as follows:

- a. To promote the advancement of the technical and allied arts and sciences or their branches.
- b. To unite, in an educational manner for their mutual welfare, the engineers, scientists, and other persons engaged or interested in the technical professions, arts and sciences within the City of Knoxville and vicinity.
- c. To aid in an educational manner, the public in the solution of civic problems involving engineering or scientific matters, and to encourage research in and investigations of such problems of public interests; to provide publications and instructions on subjects tending to improve or increase the technical skill and social usefulness of persons engaged in technical or scientific pursuits or other allied activities; and to promote facilities for mutual contact and discussion.
- d. To do all things incidental to the foregoing or for the professional improvement, social intercourse, and maintenance of high professional standards of the members of the Society (the “Members”).
- e. The Society will, as a nonprofit corporation, not have or issue shares of stock, and no part of the income or assets of the Society will be distributed to its Directors or Officers. The Society may not contract with its Directors or Officers.
- f. The means to be employed for this purpose shall be the holding of meetings of the Society for:

- f.i. the examination and study of achievements and subjects of scientific and technical knowledge;
- f.ii. the presentations and discussion of topics of interest and the reports of committees;
- f.iii. promoting social and professional gatherings; and
- f.iv. the consideration of matters affecting the welfare of its Members.

## **Article 2. Board of Directors**

### **A. Number.**

The Board of Directors (the “Board”) shall be composed of no less than four (4) persons and no more than twelve (12). The members of the Board (the “Directors”) shall be Members in good standing, who have shown an interest in the affairs of the Society and have regularly engaged in activities of the Society over the preceding years.

### **B. Election of Directors.**

- a. Directors shall be elected by the Members in good standing present at the annual membership meeting of the Society (“Annual Meeting”). Director terms shall be limited to three (3) years.
- b. Directors may serve a total of three (3) consecutive terms.

### **C. Removal of Directors.**

The Board may remove any Director by an affirmative vote of a two-thirds (2/3) majority of all Directors. A Director may also be removed by an affirmative vote of a simple majority of Members in good standing present at the Annual Meeting or at a Special Business Meeting of the Society.

### **D. Resignation of Directors.**

Any Director may resign at any time, though such resignation must be in writing and will take effect immediately upon submission to the Board.

### **E. Board of Directors’ Duties.**

The Board shall manage the affairs of the Society; all the powers of the Society shall rest with the Board . The Board shall be the Trustees of the Society under the laws of the State of Tennessee. Directors shall make a diligent effort to attend all meetings of the Board, regular and special (collectively “Board Meetings”).

The Board shall approve the annual budget of the Society (the “Budget”) and must authorize any amendments or changes to the Budget that may become necessary during the course of the business year.

The Board shall audit or cause to be audited the accounts of the Treasurer at least once each year, and shall have supervision of the financial affairs of the Society. A financial report shall be published annually.

**F. Vacancies.**

If a vacancy occurs within the Board, the Board may elect a new Director to fill the vacancy. Directors so elected shall serve until the next Annual Meeting.

**G. Meetings of the Board.**

- a. Quorum; Adjournment. A majority of the Directors then in office shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board, unless these Bylaws, the Society's Charter, or statute require the vote of a greater number of Directors. If a quorum is not present at any meeting of the Board, the Directors present thereat may adjourn the meeting without notice other than the announcement at the meeting that the meeting shall be adjourned until a quorum is present.
- b. Regular Board Meetings. Regular meetings of the Board ("Regular Board Meetings") may be held in or outside the State of Tennessee, at such time and place as fixed by the Board. Regular Board Meetings shall be scheduled by the Board at least thirty (30) days before the Regular Board Meeting.
- c. Special Board Meetings. Special meetings of the Board ("Special Board Meetings") may be held either in or outside the State of Tennessee, and may be held at any time upon the call of the President, or any two (2) Directors after written or personal notice is given to each Director at least five (5) days before the Special Board Meeting.
- d. Waiver of Notice. A Director may waive the notice of Board Meetings by attendance in person or by so stating in writing, either before or after the meeting.
- e. Written Consent. Whenever under the Society's Charter, these Bylaws, or under the laws of the State of Tennessee the Directors are permitted or required to take any action, the Board may take such action without a Board Meeting upon a written consent setting forth the action taken and signed by all the Directors entitled to vote thereon.
- f. Presumption of Assent. Any Director who is present at a Board Meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Secretary or person acting as the secretary of the Board Meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Society within three (3) days after the

adjournment of the Board Meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### **H. Conflict of Interest.**

In cases of a conflict of interest for any Director, other Officer, or agent of the Society, the person with the potential or actual conflict of interest shall notify the Board immediately. A decision on whether the potential conflict of interest is an actual conflict of interest shall be reached by the Board at the next scheduled Board Meeting; unless the conflict is time-sensitive, in which case the Board will schedule a Special Board Meeting to reach a determination. Directors who are the subject of the potential conflict of interest shall not participate in or be present for the vote regarding their potential conflict of interest. Persons who have been determined to have a conflict of interest shall not participate in the decisions relating to the conflict.

### **Article 3. Officers.**

#### **A. Number.**

The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer. It is possible for one (1) person to cumulate the two (2) responsibilities of Secretary and Treasurer. These Officers of the Society shall be Members of the Board.

#### **B. Election of Officers.**

- a. Officers shall be elected by the Society's Members in good standing at the Annual Meeting.
- b. The term of office of all Board Officers shall be one (1) year. The term of each Officer shall begin immediately following his or her election, when he or she shall assume office and shall continue for the period above mentioned or until his or her successor is duly elected.
- c. Officers may serve a total of three (3) consecutive terms.

#### **C. Vacancy in Offices.**

- a. Vacancy in the office of President shall be filled by the Vice-President, and a new Vice-President shall be appointed as described below.
- b. Vacancy in any Office other than the President's shall be filled by appointment of another Director. If none of the Directors is qualified or willing to assume the duties of the vacant office, a Society Member in good standing may be appointed for the remainder of the original term. Appointment shall be by the majority vote of the remaining Directors.

#### **D. Removal of Officers.**

Any Officer may be relieved of the officer duties at any time with or without cause by an affirmative vote of a majority of all Directors.

#### **E. Duties.**

- a. President. The President shall have the general supervision of the affairs of the Technical Society of Knoxville and shall preside over Board Meetings. The President shall have power to appoint all committees and shall be ex-officio Member of all standing committees.
- b. Vice-President. The Vice-President shall preside at the meetings in the absence of the President and shall assume and discharge all duties thereof.
- c. Secretary. The Secretary shall, if possible, attend all meetings of the Society and of the Board. The Secretary shall preserve true minutes of the proceedings of all such meetings. The Secretary shall keep a record of all ballots canvassed; give all notices required by these Bylaws or by resolution of the Board; collect significant documents pertaining to the activities and history of the society for annual submission to the University of Tennessee Libraries' Special Collections for addition to the Society Archive; and perform such other duties as may from time to time be assigned to him or her by the Board.
- d. Treasurer. The Treasurer shall, if possible, attend all meetings of the Society and of the Board. The Treasurer shall have custody of all funds and securities and shall keep in books belonging to the Society a full and accurate account of all receipts and disbursements. The Treasurer shall propose the Budget for adoption by the Board and shall be responsible for the preparation of the Society's monthly and annual financial reports.

### **Article 4. Membership.**

#### **A. Eligibility.**

Members shall be persons now or formerly engaged in the pursuit of engineering, architecture, physics, chemistry, biosciences, earth sciences, or allied arts and sciences in a broad sense, such as economics, urban and industrial development, and information science. At the time of application for Membership, a prospective Member shall have graduated from an accredited school of engineering, architecture, or science; and shall have had active practice or equivalent professional experience in his or her field. Membership in leading national or international engineering, technical, or scientific societies shall be recognized as a satisfactory professional qualification if the Membership Committee deems eligibility requirements of said national or international society to be essentially equivalent to the Technical Society of Knoxville's membership

requirements. Teaching engineering, arts, or science in accredited schools shall be held equivalent to an equal number of years of active practice.

**B. Membership Rights.**

- a. Good Standing. Members in good standing shall have paid all Annual Dues, or Fractional Dues, as necessary for the year.
- b. Rights. Members in good standing shall have the right to vote and hold office in the Society.

**Article 5. Membership Committee and Procedures.**

**A. Membership Committee.**

The Membership Committee shall investigate the eligibility of applicants for Membership in the Society, and shall also perform such other duties as may be deemed necessary by the majority of the Board for fostering and promoting Membership in and the goals of the Society consistent with these Bylaws.

**B. Membership Application.**

Application for Membership shall be made in such form as may be prescribed by the Membership Committee and shall include a concise statement, with dates, of the applicant's professional training and experience, at least three (3) references to reputable professionals who are personally acquainted with the applicant, and a pledge to conform with the requirements of Membership if elected. The application shall be signed by the applicant.

**C. Election of Members.**

- a. Membership applicants may be recommended or rejected for election by a majority vote of the Membership Committee. The Membership Committee shall consider and vote on new Membership applications within one (1) week of having received the application and immediately notify the Board of its recommendation.
- b. If, within one (1) week, no Director objects to the recommendation of the Membership committee, the applicant shall be considered elected or his application denied according to the recommendation by the Membership Committee and the Secretary shall notify the applicant thereof. However an elected applicant shall not become a Member until the current dues are paid within thirty (30) days after such notification.
- c. If, within one (1) week, one or more Directors do not concur with the recommendation of the Membership Committee, the application will be considered at the next Regular or Special Board Meeting or may be decided by Board conference call and Written Consent.

- d. Once Membership requirements are satisfactorily completed, the new Member's name and brief qualifications shall be announced at the next meeting and published in the Soupçon.

**D. Honorary Members.**

- a. Honorary Members shall be persons who, as Members, have made outstanding contributions to the Society and who have achieved reasonable eminence in engineering, architecture, physics, chemistry, or allied arts and sciences. The number of Honorary Members living in the Knoxville area shall not exceed five (5) percent of the total Membership of the Society including Honorary Members, on January 1 of the current year.
- b. Honorary Members shall be elected by a majority of the Members of the Board of Directors. Announcement and presentation of new Honorary Members shall be made at the discretion of the Board, preferably at the next Annual Meeting.

**E. Resignation of Members.**

Resignation of any Member from the Society shall be communicated to the Secretary. The Board shall not accept such resignation until all indebtedness to the Society shall have been satisfactorily discharged or excused by the Board.

**F. Expulsion of Members.**

Expulsion of any Member or a request for resignation, for any reason other than delinquency in payment of dues, shall require majority vote by the Board, and if such action is taken, the Secretary shall formally notify the said Member. The Board shall consider such action upon written request of ten (10) Members in good standing.

**G. Termination of Members.**

A Membership is automatically terminated if dues are not paid for one (1) year.

**Article 6. Dues.**

**A. Annual Dues.**

Annual Membership dues shall be determined by the Board, subject to ratification by the Members at the Annual Meeting, and shall be payable the first Monday after January 1. Increases in membership dues shall not be retroactive if the member has already paid for the year's dues between the first Monday after January 1 and the day before the Annual Membership Meeting.

## **B. Fractional Dues.**

Fractional dues for the current year shall be charged to any person elected to Membership after March 31 of that year. Percentages of dues for new Members shall be assessed as follows:

- a. January through March: 100%
- b. April through June: 80%
- c. July through September: 60%
- d. October through November 40%
- e. December: dues for next year.

## **C. Arrears.**

Arrears in dues on the part of any Member after April 30 shall automatically suspend the Member's good standing until such dues have been paid, unless payment is excused or the time of payment is extended by the Board. The Treasurer shall notify in writing, before November 30 of each year, each Member whose dues were in arrears on October 31 that year. Arrears in dues on the part of any Member after December 31 shall automatically terminate Membership in the Society unless the Board takes action to the contrary. The name will be removed from the following year's Membership register.

## **D. Extension of Time for Payment.**

Extension of time for payment of dues and for the application of any penalty shall be at the discretion of the Board. The Board may also, for sufficient cause, temporarily excuse from the payment of annual dues any Member who for any good reason is unable to pay dues.

## **Article 7. Committees.**

Appointment of standing committees shall be made by the President at the 1st regular meeting of the Board after the Annual Meeting. The President shall also appoint from time to time, with the approval of the Board, special committees to report on subjects of or public interest or of special interest to the Society.

## **Article 8. Membership Meetings of the Society.**

### **A. Annual Meeting.**

The Annual Meeting shall be held during January on a date approved by the outgoing President, at which time the annual reports of Officers and committees of the preceding year shall be presented and other business may be transacted.

## **B. Special Business Meetings.**

A Special Business Meeting of the Society may be called by request of a majority of the Directors or by no less than fifteen (15) Members in good standing, with no less than two (2) weeks of notice.

## **C. Quorum Requirement.**

A quorum for the transaction of business shall consist of at least fifteen (15) percent of the number of Members eligible to vote. No business other than that mentioned in the call shall be transacted at any meeting.

## **D. Order of Business.**

The order of business to be observed at any meeting shall be determined by the Board, and such order of business shall not be suspended except by a majority vote of the Members present.

## **E. Resolutions and Motions.**

A resolution or motion concerning other than internal affairs of the Society shall be out of order at a membership meeting of the Society unless submission shall have been approved by the Board, or a copy thereof shall have been in the possession of the President or the Secretary for at least three (3) days.

## **Article 9. Amendments.**

### **A. Amendment of the Bylaws.**

Any proposed amendments to the Bylaws must be submitted in writing, signed by not less than five (5) Members eligible to vote, and shall be filed with the Secretary, who shall read the same to the Society at the next membership meeting and post the same to the Society's website. Not less than two (2) weeks' notice of the proposed amendments shall then be given to the Membership by distributing the amendments via the Society's electronic mailing list and posting them on the Society's website, and the President shall set a date of meeting at which the amendments will be voted on. A two-thirds (2/3) affirmative vote of all Members present shall be necessary for the adoption of each proposed amendment.

### **B. Amendment of the Charter.**

Any proposed amendment to the Charter of the Society, except for those contemplated in Tennessee Code Annotated § 48-60-102, must be submitted in writing, signed by not less than ten (10) Members eligible to vote, and shall be filed with the Secretary, who shall read the same to the Society at the next membership meeting and post the same to the Society's website. Not less than four (4) weeks' notice of the proposed amendment shall then be given to the Membership by distributing the amendments via the Society's electronic mailing

list and posting them on the Society's website, and the President shall set a date of meeting at which the amendments will be voted on. A two-thirds (2/3) affirmative vote of all Members present and a two-thirds (2/3) affirmative vote of all Directors present shall be necessary for the adoption of each proposed amendment, unless the Board conditions the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis as consistent with Tennessee State law.

**Article 10. Adoption of Bylaws.**

The undersigned Secretary of the Technical Society of Knoxville, hereby certifies that these Bylaws, which are an Amendment and Restatement of the Constitution of the Technical Society of Knoxville, were duly adopted by a vote of the membership on the 7<sup>th</sup> day of December, 2015.

By: The Technical Society of Knoxville



[Typed Name], Secretary

ROBERT R. SCOTT