

**Nashville Area Hispanic Chamber of Commerce
2004 BY LAWS**

ARTICLE I - NAME

SECTION 1. The name of this organization shall be The Nashville Area Hispanic Chamber of Commerce.

ARTICLE II - PURPOSE

SECTION 1. The purpose of the organization is to provide leadership that will create the best possible place in which Hispanics can operate a business while enhancing the region as a desirable place to live, work and visit.

SECTION 2. The activities of the organization shall be non partisan and non sectarian. It shall take no part in nor lend its support to the nomination, election or appointment of any candidate for state, county, or federal office, nor shall its premises or facilities be used for such.

ARTICLE III - MEMBERSHIP

SECTION 1. ELIGIBILITY: Any reputable person, firm, corporation, partnership, estate, business or association interested in subscribing to the objectives and purposes of this organization, shall be eligible to apply for membership. Each applicant shall sign an application therefore, endorsed by at least one member in good standing, which shall be submitted to the Board of Directors for approval or disapproval.

SECTION 2. CLASSES OF MEMBERSHIP: There shall be three classes of members:

1. Company or Firm
2. Individual
3. Honorary

SECTION 3. COMPANY OR FIRM MEMBERSHIPS: Memberships shall include all firms, corporations, partnerships, estate business or associations which shall pay the annual fees determined by a two thirds vote of the Board of Directors. It is the intent of these Bylaws that the dues of firms and companies as well as Individuals be commensurate with their financial ability, interest in the Hispanic community and willingness to participate.

Each company firm will have the right, if they so elect to name additional individuals from their company or firm as voting members of the organization in proportion to their annual dues payment as compared to the minimum annual dues set by the Board of Directors for individual members. Such designees shall be subject to the approval of the Board of Directors and may be changed at any time upon request of the company or firm member.

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ARTICLE III – MEMBERSHIP (Continued)

SECTION 4. INDIVIDUAL MEMBERSHIP: Individual members shall include all reputable persons who make proper applications, are approved by the Board of Directors and pay such annual dues as determined by a vote of at least two-thirds of the Board of Directors.

SECTION 5. HONORARY MEMBERSHIP: Any person who shall receive the unanimous vote of the Board of Directors present at any regular meeting of the Board of Directors, may be elected an Honorary Member. Such Honorary Member shall be exempt from the payment of dues and shall enjoy all the privileges of active members.

SECTION 6: APPLICATIONS: Applications for membership shall contain an agreement to be bound by the Bylaws, rules and regulations of the organization. Unless otherwise specified in writing, all memberships in the organization shall continue in effect for at least a year and each year thereafter, unless terminated by written resignation to the Board of Directors, or non payment of dues.

SECTION 7. DELINQUENTS: Any member delinquent on the payment of dues for ninety days after written notice of such delinquency may be suspended or dropped from membership.

SECTION 8. RESIGNATION: Any member, upon written request, addressed to the Board of Directors, may resign from the organization, provided the full amount of membership pledges for the current year have been paid.

SECTION 9. EXPULSION OF MEMBERS: Any member may be expelled for conduct unbecoming a member, by resolution passed by two-thirds of the Board of Directors at present at any meeting. Such members shall be notified in writing of the intention of the Board of Directors to consider his or her expulsion at least ten days in advance of the meeting and shall be given an opportunity of a hearing before the Board of Directors. Passage of such a resolution shall, without other action on the part of the Board of Directors, annual such membership.

SECTION 10. CANCELLATION: The death of a member shall automatically cancel a membership agreement.

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ARTICLE IV – BOARD OF DIRECTORS

SECTION 1. AUTHORITY: The government of the organization, the program of its works, and the control of its property shall be vested in a Board of Directors.

SECTION 2. BOARD MEMBERS ELECTED BY MEMBERSHIP: Eleven members of the initial Board of Directors shall be elected by the membership for a two year term, from the date of their election.

SECTION 3. GENERAL AND TRANSITION: Member of the Board of Directors elected for three consecutive terms shall not be eligible for re-election to additional terms until one year has elapsed. All members of the Board of Directors shall serve until their successors have been dully elected and qualified.

ARTICLE V – NOMINATION AND ELECTIONS

SECTION 1. NOMINATION OF FIRST BOARD OF DIRECTORS: The steering committee elected at the pre organizational meeting held on the 17th of November 1999 shall constitute the Nominating Committee for the election of a minimum of 8 of the eleven candidates for the first elected board of eleven directors. The steering committee at its discretion may nominate 11 candidates or they may elect to invite up to three nominations from the floor at the 20th January 2000 organizational general meeting. A willingness to serve if elected, shall be stated by each nominee proposed by the general membership, as a condition precedent before the process of election.

SECTION 2. REPRESENTATION: Members of the Board of Directors shall not be elected as representatives of business groups or classes. The Board Nomination Committee shall exercise reasonable care as far as it may be practical in securing the representation of varying business interests as nominees for the Board of Directors, in order that it may be truly representative of the Hispanic industrial, commercial and professional life of the community. Consideration shall be given to nominating members of the organization who have performed outstanding committee service.

SECTION 3. INITIAL AND SUBSEQUENT BALLOTS: The initial ballot shall be held in any manner considered by the majority of the Steering Committee members as being a reasonable democratic process. The method for conducting subsequent ballots shall be determined in a timely manner by the first elected board of directors, as the consider is reasonably complying with a democratic process.

For subsequent ballots the Board of Directors shall appoint a Nominating Committee, to include the Chairman and 4 of its members who shall prepare a slate of at least 8 nominees for presentation at future general annual meetings, or for mail ballots, at which time elections are to be held.

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ARTICLE V – NOMINATION AND ELECTIONS (continued)

SECTION 3 (continued): Nominees for three places on the Board of Directors may be invited from the general membership present at a meeting for the purpose of electing Directors. It shall be the duty of the Secretary of the Board of Directors to prepare the slate of nominees for directors, arranged in alphabetical order according to surnames. Ballots shall include a brief description of each candidate's business and any other information that the nominating committee considers relevant.

At subsequent general elections, those at a general meeting who are nominated for election shall state their willingness to serve as directors if elected, along with a brief description as to their business.

SECTION 4. JUDGES: Prior to the balloting process for the election of the first Board of Directors, the Temporary Chairman, who shall have been elected by a majority of the active members of the Steering Committee, shall appoint three persons in good standing who are not candidates for election as directors, to supervise the election. The three judges shall select a chairman to serve as spokesman, and the panel shall serve from start of the balloting process until the result of the election has been ascertained and announced.

SECTION 5. VOTING: The process of voting shall be determined by the Board of Directors. It can be a mail ballot or it can be by show of hands at a general membership meeting. At the first election, all those present shall be entitled to vote. Whether balloting is by mail or by person at a general membership meeting there shall be at least 14 day's notices given in the Hispanic media, with sufficiency as determined by the Nominating Committee.

If voting is to be by mail, the Board of Directors shall appoint an independent committee of three judges who shall determine how voting shall be conducted.

Whether an election is by mail or in person at a general membership meeting, those nominees receiving the highest number of votes shall be elected. In case of a tie, the panel of three judges shall cast lots as they shall determine and they shall certify the person or persons who the lots determine.

SECTION 6. VACANCIES: Vacancies on the Board of Directors other than those created by normal term expirations, shall be filled by election by the Board of Directors, for the unexpired term.

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ARTICLE VI – MEETINGS FOF THE BOARD OF DIRECTORS

SECTION 1. REGULAR MEETINGS: The Board of Directors shall meet at least once a month at such time and place as the Board of Directors shall prescribe.

SECTION 2. SPECIAL MEETINGS: The Board of Directors shall meet in special session when called by the Chairman or at the request of five members of the Board of Directors. One day's notice, in person, by letter, fax, telephone or **by e-mail**, shall be deemed sufficient, but the notice must include the purpose of the meeting, an no other business shall be transacted thereat, except by unanimous vote of those present.

SECTION 3. SUSPENSION OF MEMBERS OF THE BOARD OF DIRECTORS: Any member of the Board of Directors failing to attend three regular meetings in succession without satisfactory excuse to the Board of Directors, by failure to attend, at the election of the Board of Directors may cease to be a member of the Board of Directors which shall thereupon proceed to elect a successor.

SECTION 4. QUORUM: The greater of four, or one third of the members of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE VII – OFFICERS

SECTION 1. OFFICERS: Five of the Eleven directors shall additionally be elected by the Board of Directors as Officers of the organization, at the first meeting of the Directors. The Officers shall serve for the same length of time as they are Directors.

SECTION 2. REPLACEMENTS: In the event of the occurrences of a vacancy in any of the officer positions, the Board of Directors shall elect a replacement from its membership.

ARTICLE VIII – DUTIES OF OFFICERS

SECTION 1. THE CHAIRMAN: The Chairman as the Chief Executive Officer of the Nashville Area Hispanic Chamber of Commerce shall preside at all board and executive board meetings of the organization, and shall enforce all laws and regulations of the organization. At the annual meeting of the organization, and at such other times as deemed to be proper, the Chairman shall to the Board of Directors such matters, and make such suggestions as tend to promote the prosperity and increase the usefulness of the organization.

SECTION 2. THE VICE CHAIRMEN: The Vice Chairmen shall exercise the powers and the authority, and shall perform the duties as conferred on them by the Board of Directors and one of them shall additionally perform the duties of the Chairman in the absence of the Chairman.

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ARTICLE VIII – DUTIES OF OFFICERS (continued)

SECTION 3. THE TREASURER: The Treasurer shall in cooperation with the Chairman oversee the receipt and disbursement of all monies deposited in the name of the Nashville Area Chamber of Commerce, and shall exercise other powers and authority conferred by the Board of Directors. At regular intervals the Treasurer shall make reports to the Chairman and to the Board of Directors.

SECTION 4: THE SECRETARY: The Secretary shall be responsible for the administration and executive work of the organization, and shall exercise other powers and authority as conferred by the Board of Directors. The Secretary shall keep the minutes of the organization and shall send out all notices to the Directors.

ARTICLE IX – EXECUTIVE COMMITTEE

SECTION 1. NUMBER: The five Officers of the organization, the Chairman, the two Vice Chairman, the Treasurer and the Secretary shall constitute the Executive Committee. Three members of the Executive Committee if including the Chairman, shall constitute a quorum for the purpose of conducting business of the organization. In the absence of the Chairman four members of the Executive Committee shall constitute a quorum.

SECTION 2. DUTIES: The Executive Committee shall act on behalf of the Board of Directors between Board Meetings. Recommendations of the Executive Committee shall be presented for appropriate action at regular meetings of the Board of Directors.

SECTION 3. MEETINGS: The Executive Committee shall meet at such times and places as directed by the Executive Committee Chairman, or by any three of its five members, with notices, written or oral made by either the Chairman or the Secretary. No agenda is required to be given and four hour's notice shall be deemed as sufficient, except in the case of an emergency in which case a lesser notice shall be given as determined by the Chairman or either of the Vice Chairmen.

SECTION 4. MINUTES: At each meeting of the Executive Committee the Chairman or the Secretary shall state how notices were attempted to those members absent, with the Secretary keeping minutes of the meeting. Minutes shall be in sufficient detail for presentation to, and action to be taken by the Board of Directors at the next regular meeting of the Board.

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ARTICLE X – COMMITTEES

SECTION 1. GENERALLY: In addition to the Executive Committee and a Liaison Committee, the Board of Directors may from time to time create standing or special committees.

SECTION 2. STANDING COMMITTEES: The following Standing Committees established by these bylaws include the following:

Executive Committee
Liaison Committee (Joint Liaison Committee).

SECTION 3. LIAISON COMMITTEE: The Liaison Committee shall be created by the Board of Directors to maintain an ongoing relationship between this organization and the Nashville Area Chamber of Commerce. The Liaison Committee shall include the Chairman of Vice Chairman of the organization and a third member to be appointed by the Board who shall not necessarily be a member of the Board of Directors, but an individual deemed to have a working access with the Nashville Area Chamber of Commerce, and that individual shall serve as the Committee Chairman. The Board of Directors shall notify the Nashville Area Chamber of Commerce as to the existence and purpose of this committee with the request that the Nashville Area Chamber of Commerce appoint two of its members from one of its committees to serve as members of this committee which shall then be designated as a Joint Liaison Committee established to operate between the two organizations.

SECTION 4. JOINT LIAISON COMMITTEE: Upon receipt of written notification from the Board of Directors of the organization to the President of the Nashville Area Chamber of Commerce, regarding the establishment of the Liaison Committee, with its stated purpose, the Nashville Area Chamber of Commerce shall be requested to appoint two of its members to serve as members of the Liaison Committee to function between the Nashville Area Hispanic Chamber of Commerce and the Nashville Area Chamber of Commerce. The Chairman of the Joint Liaison Committee shall report directly to the Executive Committee of the Nashville Area Hispanic Chamber of Commerce and to whomever is designated at the Nashville Area Chamber of Commerce. The Chairman of the Joint Liaison Committee shall serve with the same term as other members of the Board of Directors of the Nashville Area Hispanic Chamber of Commerce.

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ARTICLE XI – FUNDS

SECTION 1. DISBURSEMENTS: No Disbursement of funds of the organization or any division there of shall be made unless the same have been approved, authorized and ordered by the Board of Directors or the Executive Committee, except that upon approval of the budget, as the Chairman or the Treasurer authorize. The Executive Committee shall approve appropriate resolutions authorizing bank transactions, signatories and related matters.

SECTION 2. FINANCIAL OBLIGATIONS: No officer, member, division, committee other than the Executive Committee, shall incur any financial obligation in the name of the Nashville Area Hispanic Chamber of Commerce that is not provided for in the operating budget, without the express approval of the Executive Committee.

SECTION 3. BOND FOR EMPLOYERS: The organization shall attempt to maintain in force at all times a fidelity bond in a leading surety company admitted to conduct business in Tennessee. All employees as required by the Executive Committee shall be bonded in an amount of not less than 5,000.00. The Treasurer shall be specifically included, although not an employee.

SECTION 4. BOARD REVIEW: The Board of Directors shall review annually the activities of the Treasurer, and a Finance Committee if appointed, and it may adopt additional regulations considered necessary to properly safeguard the organization's funds.

ARTICLE XII – EMPLOYERS

SECTION 1. GENERALLY: The Board of Directors may authorize the employment of an individual or individuals including an executive, with title to be determined by the Directors, and which individual shall serve as an employee of the Board, answerable directly to the Chairman, with duties to be established from time to time by the Board.

SECTION 2. OTHER EMPLOYEES: Any additional employees employed by the Board of Directors shall be answerable directly to the Executive Employee. Their duties established by the Board of Directors shall be under the direction of the Executive Employee who shall have the authority to fire and hire, within job determination categories established by the Board of Directors.

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ARTICLE XIII- MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEMBERSHIP MEETING: This meeting of the organization shall be held at such time and place as determined by the Board of Directors. Not less than seven days' written notice shall be given for the annual membership meeting, but other membership meetings authorized by the Board of Directors or the Executive Committee may be called upon three day's written notice.

SECTION 2. SPECIAL MEMBERSHIP MEETINGS: Special meetings of the membership may be called by the Board of Directors, the Executive Committee or the Chairman upon five days' written notice, mailed to the last known address of each member. The time, place and purpose of any special meetings shall be stated in the notice. Ten percent or more of the members in good standing may issue a call for a special membership meeting. Notice of such a meeting shall be mailed at least ten days in advance of the meeting to the last known address of each member, and the date, time and place and the purpose of the meeting shall be stated in the notice, and no other business shall be transacted thereat.

SECTION 3. QUORUM: At all meetings of the membership, twenty members shall constitute a quorum.

SECTION 4. PARLIAMENTARY PROCEDURES: All proceedings of all meetings of the Nashville Area Hispanic Chamber of Commerce shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XIV – GENERAL REGULATIONS

SECTION 1. FISCAL YEAR: The fiscal year of the Nashville Area Hispanic Chamber of Commerce shall be designated by the Board of Directors.

SECTION 2. ANNUAL BUDGET: At the beginning of each fiscal year the Board of Directors shall adopt an annual budget, which shall be prepared and recommended by a majority of the Executive Committee for approval of the Board of Directors. The Board shall have the right to make changes in the budget during the year as it may consider advisable, otherwise the annual budget adopted shall govern the financial operations of the organization.

SECTION 3. CORPORATE SEAL: The organization shall adopt and secure an appropriate corporate seal, to be used upon all contracts and formal documents of the organization, but the use of or failure to use any such sea; shall not have any legal effect on any action taken or instrument of impressing or affixing to an instrument or by causing a facsimile thereof to be printed or otherwise reproduced thereon.

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ARTICLE XIV – GENERAL REGULATIONS(continued)

SECTION 4. APPROPRIATIONS: No Officer of the Board of Directors member, agent or employee of the organization shall be authorized to disburse or pledge any funds except for the legitimate business purpose of the organization.

SECTION 5. REFERENDA: Whenever it is deemed advisable, the Board of Directors may submit upon its own initiative, any questions of importance to the entire membership for a referendum vote. In such cases, questions to be submitted shall be communicated to each member and ballots with the choices under consideration indicated, and the majority of the votes cast shall be decisive. In all such cases of the Board of Directors shall have the power to adopt such rules and regulations in connection with such matters as, in the judgment of the Board of Directors shall have the power to adopt such rules and regulations in connection with such matters as, in the judgment of the Board of Directors may seem just and proper.

SECTION 6. PUBLICATIONS: All utterances and publications made in the name of or on behalf of the organizations shall be coordinated and shall be in harmony with the general policy of the organization as established by its Board of Directors. Every important utterance or publication by any standing or special committee made through the Chairman or otherwise, shall be reviewed and approved prior to its dissemination by the Board of Directors or the Executive Committee of the organization. Before issuing any major letter of statement for publication, the Chairman of each committee shall submit the same to the Board Chairman, either in meeting or by submission to the individual members according to the urgency of the matter.

Utterances and publications shall be made in the name of the Nashville Area Chamber of Commerce, and not in the name of the Chairman, or members of the staff, and their names shall be used only as far as is necessary.

SECTION 7. DEPARTMENTS: The Board of Directors may create such departments or divisions as it may deem advisable to handle the various phases of work of the organization, and shall determine the policies, functions and procedures of such departments or divisions. The Board of Directors may dissolve or dispense with any division or department when deemed to be advisable.

SECTION 8. MEMBERSHIP CARDS: The Board of Directors may at its election, direct that each member of the organization upon payment of dues be issued a membership card or display.

ARTICLE XV -- AMENDMENTS

SECTION 1. AMENDMENTS: These Bylaws may be amended, modified or repealed at any regular or special meeting of the Board of Directors by the affirmative vote of two thirds of the full board, provided that notice of the proposed change or changes have been mailed to each member of the Board of Directors not less than ten days prior to the meeting at which such amendment or amendments are to be voted upon.

ARTICLE XVI -- DIRECTOR, OFFICER AND STANDING COMMITTEE CHAIRMEN INDEMNIFICATION

SECTION 1. INDEMNIFICATION: The Nashville Area Hispanic Chamber of Commerce shall indemnify an individual who is party to a proceeding because such individual is or was a director, officer or chairman of a Standing Committee, against any liability incurred in the proceeding and, prior to the disposition thereof, advance any reasonable expenses incurred by such individual to the extent permitted under Section 48-58-502 and 48-58-504 of the Act. The determination of entitlement to indemnification and advancement of expenses shall be made in accordance with Section 48-58-506 of the Act.

ARTICLE XVII - WAIVER OF NOTICE

SECTION 1. WAIVER OF NOTICE: A Director may waive any notice required to be given by the Act, the Charter or these Bylaws before or after the date and time stated in the notice. The waiver must be in writing signed by the Director entitled to the notice and delivered to the Nashville Area Hispanic Chamber of Commerce and filed in the organization's minutes or corporate records, except that the Director's attendance at or participation in any meeting may constitute a waiver of notice under the Act. Neither the business to be transacted at, nor the purpose of, any meeting of the Directors need to be specified in any waiver of notice.

ARTICLE XVIII - DEFINITION

SECTION 1. DEFINITION OF ACT: The term "Act" as used in these Bylaws refers to the Tennessee Non profit Corporation Act, as amended from time to time. Terms defined in the Act shall have the same meanings when used in these Bylaws.

AMENDMENT TO THE NAHCC'S BYLAWS

Please review the following proposed amendment to the bylaws:

"The board of Directors shall have the power to extend the term of its officers and directors for good cause by a majority vote of the board of directors. Such extension shall not exceed one year".