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# BYLAWS OF MACON COUNTY HISTORY PRESERVATION PROJECT

DBA MACON HISTORY PROJECT

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**As Adopted:** January 3, 2026

## ARTICLE I. NAME AND PURPOSE

### Section 1. Name

The name of this nonprofit corporation shall be the **Macon County History Preservation Project** (hereinafter referred to as the “Corporation”).

### Section 2. Purpose

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The mission of the Corporation is to preserve, protect, document, interpret, and promote the historical heritage of Macon County, Tennessee. This mission shall be carried out through, but not

limited to, historical research, preservation initiatives, educational programming, publications, media production, and community engagement activities conducted for the public benefit.

### **Section 3. Non-Discrimination**

The Corporation shall not discriminate on the basis of race, color, religion, gender, sexual orientation, national origin, age, or disability in any of its policies, programs, activities, employment practices, or governance.

### **Section 4. Non-Inurement and Political Activity**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private individuals, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its exempt purposes.

The Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, and shall not engage in activities prohibited for organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE II. OFFICES**

The principal office of the Corporation shall be located in Macon County, Tennessee. The Corporation may establish additional offices, meeting locations, or operational sites as determined by the Board of Directors in furtherance of the Corporation's mission.

# **ARTICLE III. BOARD OF DIRECTORS**

## **Section 1. Authority and Fiduciary Responsibility**

The Board of Directors (“Board”) shall have full and final authority over the governance of the Corporation. The Board is responsible for setting policy, providing strategic direction, safeguarding assets, approving budgets, ensuring legal and ethical integrity, and advancing the mission of the Corporation. All powers of the Corporation not otherwise delegated by these Bylaws shall be vested in the Board.

## **Section 2. Composition and Qualifications**

The Board shall consist of not fewer than three (3) and not more than nine (9) Directors. Directors shall be individuals who demonstrate an interest in, and commitment to, the mission of the Corporation and who are residents of, or have substantial personal, professional, or historical ties to, Macon County, Tennessee.

## **Section 3. Terms and Election**

Directors shall be elected by the Board and shall serve terms of one (1) year. Directors may serve unlimited consecutive terms unless otherwise limited by Board policy.

## **Section 4. Vacancies**

Any vacancy on the Board, whether arising from resignation, removal, death, or incapacity, shall be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve for the remainder of the unexpired term.

## **Section 5. Removal**

A Director may be removed for cause by a majority vote of the full Board. Cause may include, but is not limited to, failure to fulfill fiduciary duties, misconduct, violation of the

Corporation's policies, or actions that are materially detrimental to the Corporation or its mission.

### **Section 6. Compensation**

Directors shall serve without compensation for their service as Directors. Directors may be reimbursed for reasonable and necessary expenses incurred on behalf of the Corporation in accordance with Board-approved policies.

### **Section 7. Delegation of Duties**

The Board may delegate operational or functional responsibilities among its members or officers as necessary to carry out the work of the Corporation; however, such delegation shall not relieve the Board of its ultimate fiduciary responsibility.

## **ARTICLE IV. JUNIOR BOARD**

The Board of Directors may establish a Junior Board by amendment to these Bylaws. The Board shall define the Junior Board's purpose, scope of authority, structure, and oversight, and the Junior Board shall serve in an advisory or supportive capacity only.

## **ARTICLE V. OFFICERS**

### **Section 1. Officers**

The officers of the Corporation shall consist of a **President, Vice President, Reporter, Secretary, and Treasurer**. All officers shall be members of the Board of Directors.

One individual may hold more than one office, except that the President may not serve as Secretary. If the Board is reduced to the minimum number of three (3) Directors, the Vice President for Operations shall also serve as Secretary.

## **Section 2. Election and Term**

Officers shall be elected by the Board at the first meeting of the fiscal year to serve terms of one (1) year. Officers may be re-elected without limitation.

## **Section 3. Duties of Officers**

- **President**

The President shall serve as the chief elected officer of the Corporation, preside at meetings of the Board, provide leadership and direction, represent the Corporation publicly, execute Board-approved contracts, and ensure that Board policies and resolutions are implemented.

- **Vice President**

The Vice President for Operations shall oversee the internal operations of the Corporation, including administrative systems, compliance, governance support, and organizational infrastructure. This officer shall perform the duties of the President in the President's absence unless otherwise designated by the Board.

- **Reporter**

The Reporter shall document and communicate the activities, events, and achievements of the Corporation to members, donors, and the public. This officer shall maintain a historical record of programs and projects, prepare internal updates and newsletters, serve as a liaison to media, and support the Corporation's outreach, engagement, and public relations efforts.

- **Secretary**

The Secretary shall maintain accurate minutes of all meetings, preserve the Corporation's records and governing documents, ensure required notices are provided, and manage official correspondence.

- **Treasurer**

The Treasurer shall oversee the financial affairs of the Corporation, maintain accurate financial records, present financial reports to the Board, and ensure compliance with fiscal policies and reporting requirements.

#### **Section 4. Vacancies**

Vacancies in any officer position shall be filled by majority vote of the Board for the remainder of the unexpired term.

#### **Section 5. Functional Responsibilities**

In addition to their officer duties, Directors may be assigned specific functional areas of responsibility to support the operational needs of the Corporation. These assignments do not create additional offices or independent authority and may be reassigned by the Board at any time. Functional areas may include but are not limited to executive administration, government relations, community engagement, finance and fundraising, and project management.

## **ARTICLE VI. MEMBERSHIP STATUS**

The Corporation shall not have voting members as defined by Tennessee nonprofit law. The Board may establish a voting or non-voting membership or supporter structure by amendment to these Bylaws.

## **ARTICLE VII. MEETINGS**

### **Section 1. Regular Meetings**

The Board shall meet on a monthly basis, either in person or by electronic means, at a time and place determined by the President or the Board.

### **Section 2. Special Meetings**

Special meetings may be called by the President or by any two (2) Directors upon reasonable notice.

### **Section 3. Notice and Public Access**

Notice of meetings shall be provided to all Directors at least thirty-six (36) hours in advance and, when practicable, made publicly available through reasonable means. Notices shall include the date, time, and manner of the meeting.

### **Section 4. Quorum**

A majority of the total number of Directors shall constitute a quorum for the transaction of business.

### **Section 5. Voting**

Each Director shall be entitled to one (1) vote. Except as otherwise provided in these Bylaws, actions of the Board shall be determined by a majority vote of Directors present.

### **Section 6. Action Without Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting if written or electronic consent describing the action is received from a majority of the Directors.

### **Section 7. Emergency Powers**

In the event of an emergency that prevents a quorum from assembling, the remaining Directors may take actions reasonably necessary to preserve the assets, operations, and legal standing of the Corporation until normal governance can resume.

## **ARTICLE VIII. RESOLUTIONS**

Formal resolutions shall be required for adoption or amendment of these Bylaws, major financial actions, removal of Directors or officers, and other significant actions as determined by the Board. Resolutions shall be certified by the President and attested by the Secretary, with physical or electronic signatures permitted.

## **ARTICLE IX. COMMITTEES**

The Board may establish committees as needed to support specific functions or projects. Committees shall operate under Board oversight and may include Directors, officers, or community members. Committees may be dissolved by majority vote of the Board when their purpose has been fulfilled.

# **ARTICLE X. FINANCES**

## **Section 1. Fiscal Year**

The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board.

## **Section 2. Disbursements**

All disbursements shall be made in accordance with Board-approved financial policies and shall be signed by the Treasurer, President, or Vice President for Operations.

## **Section 3. Financial Controls**

The Board shall adopt and maintain financial control policies, including procedures for expenditure approval, dual authorization thresholds, and regular financial reporting.

## **Section 4. Gifts**

The Corporation may accept contributions, gifts, bequests, or devises that are consistent with its mission and charitable purposes.

## **Section 5. Dissolution**

Upon dissolution of the Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, preferably to an organization located within Macon County, Tennessee that shares a similar mission.

## **ARTICLE XI. RECORDS AND TRANSPARENCY**

The Corporation shall maintain accurate and complete books and records, including governing documents, minutes, and financial records. Such records shall be available for inspection by Directors at any reasonable time in accordance with applicable law.

## **ARTICLE XII. CONFLICT OF INTEREST**

The Board shall adopt, approve, and enforce a Conflict of Interest Policy applicable to all Directors and officers to ensure decisions are made in the best interests of the Corporation.

## **ARTICLE XIII. WHISTLEBLOWER PROTECTION**

The Corporation shall not retaliate against any Director, officer, volunteer, or other individual who, in good faith, reports suspected misconduct, financial impropriety, or violations of law or policy.

## **ARTICLE XIV. DOCUMENT RETENTION**

The Board shall adopt and maintain a document retention and destruction policy consistent with legal and regulatory requirements.

## **ARTICLE XV. CONTRACTS**

The President is authorized to negotiate and execute contracts on behalf of the Corporation with prior approval of the Board. The Board may designate additional authorized signatories as necessary.

## **ARTICLE XVI. INDEMNIFICATION AND LIMITATION OF LIABILITY**

To the fullest extent permitted by Tennessee law, the Corporation shall indemnify and hold harmless its Directors and officers for actions taken in good faith in furtherance of the Corporation's mission. No Director shall be personally liable for monetary damages for acts performed in good faith.

## **ARTICLE XVII. AMENDMENTS**

These Bylaws may be amended or repealed by a majority vote of the Board at any duly called meeting, provided that written notice of the proposed amendment is given at least ten (10) days in advance.

## **CERTIFICATION**

These Bylaws were duly adopted by the Incorporators of the Macon County History Preservation Project on January 3, 2026.