**Tennessee Service-learning Consortium**

**BY-LAWS**

These by-laws constitute the rules adopted by the Tennessee Service-learning Consortium on July 13, 2017, for the regulation and management of its business and affairs.

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**PREAMBLE**

*The Tennessee Service-learning Consortium will serve as a key partner to other state efforts in creating solutions for higher education challenges of access, equity, and accountability while promoting engaged citizenship.*

**Article I: Name**

The name of this organization shall be Tennessee Service-learning Consortium (TN-SLC), herein referred to as “TN-SLC”. It is an organization founded on \_\_\_, in Nashville, Tennessee by \_\_\_ institutional service-learning representatives.

**Article II: Mission**

The TN-SLC is a membership association of institutions (colleges and universities) committed to promoting active citizenship as an aim of higher education. The TN-SLC provides statewide leadership in advocating, supporting, and increasing student involvement in academic and co-curricular based public service. It aims to strengthen the capacity of member institutions to serve society; to enhance student learning; and to develop in individual students the knowledge, values, skills, and habits of civic responsibility and democratic participation.

**Article III: Host Institution**

The Tennessee Board of Regents System Office (TBR) shall serve as the administrative host institution for TN-SLC. The Advisory Board may relocate the TN-SLC office from the administrative host institution and contract with any one of the Advisory Board’s members or another appropriate entity to provide fiscal and payroll services and any other services required by TN-SLC if TBR is unable to meet its obligations. The TN-SLC adopts the personnel, fiscal, and operational policies of its host institution until such time as it achieves independent 501(c) (3) status.

**Article IV: Membership**

**Section 1: Membership**

Membership is open to any nationally or regionally accredited, two or four-year higher education institution, graduate or professional school in the State of Tennessee. The Advisory Board will meet bi-annually.

**Section 2: Membership Dues**

Institutional membership requires payment of annual dues to the TN-SLC. Members may individually join the National Campus Compact. State membership dues are set for the following fiscal year by majority vote of the TN-SLC Advisory Board at its semi-annual meetings (April and September). Each institution’s annual TN-SLC dues and fees shall be assessed based on a flat fee determined by the Advisory Board.

**Section 3: Membership Responsibility**

It is the member’s responsibility to ensure that its institution takes advantage of all the benefits available to TN-SLC members. Each institutional president or chancellor is responsible for appointing a primary contact to receive and disseminate information about TN-SLC programs and services. Other campus departments may be contacted directly to assure effective communication.

**Section 4: Membership Termination and Reinstatement**

The Advisory Board may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who is in default in the payment of any dues or assessments. Upon written request signed by a former member and filed with the Board Chair, and, as appropriate, payment of all or a portion of past-due fees or dues, the Board may reinstate such former member to membership according to terms the Board deems appropriate.

**Section 5: Other Types of Membership and Affiliated Partners**

The Advisory Board may choose to permit other memberships from K-12 schools, chambers of commerce, state agencies, non-profit organizations, community-based organizations, faith-based organizations, foundations, and private corporations. Entities interested in associating with the TN-SLC that do not meet membership criteria may be included as affiliated partners.

**Article V: Finances**

**Section 1: Funding**

The TN-SLC will operate as a non-profit-generating organization dedicated to educational pursuits and community enhancement. The host institution will work in conjunction with other members of the consortium to seek funding from a variety of state, federal, charitable and private sources to support the TN-SLC. As used herein, the term “support” shall include administrative costs, salary, benefits, and other costs devolving from the TN-SLC’s civic activities. The TN-SLC may assess costs related to its services to members, partners, and other entities and retain funds received therefrom to defray consortium expenses. In no case shall any member, director or officer benefit financially. The TN-SLC shall maintain a reserve fund of restricted funds or an unexpended fund balance for the benefit of the TN-SLC in an amount or percentage approved annually by the Advisory Board. The final budget shall be presented to the Board by the Board Chair.

**Section 2: Fiscal Year**

The fiscal year of the TN-SLC is from July 1 to June 30. The Board Chair shall present to the Advisory Board for approval an annual operating budget of the TN-SLC prior to the start of the fiscal year.

**Section 3: Transaction of Business**

Unless specifically authorized by the Advisory Board or as otherwise required by law, all business transactions shall be initiated and approved by the Board Chair. The Chair or in his or her absence, their designee, must approve any expenditure in excess of $10,000. TBR personnel shall have no oversight responsibility or responsibility for ensuring that the Board Chair presents a request for approval to the TN-SLC chair or his designee. All checks of more than $500 disbursing funds held for the benefit of the TN-SLC from any account shall require the signatures of at least two individuals as authorized by the Board. For purposes of this provision, “signature” shall include electronic approval. State funds are deposited in an account determined by contract pursuant to statutorily-mandated procurement practices requiring RFP’s for banking and related financial services using a competitive bidding process on a five-year cycle designated by state law. This process determines the banks, trust companies, or other depositories in which University funds will be deposited as well as related financial services. The Board may accept on behalf of the TN-SLC any contribution, grant, gift, bequest or device for the general purpose or for any special purpose of the TN-SLC.

**Section 4: Annual Audit and Financial Report**

The Advisory Board shall establish procedures for a periodic independent audit to be available to all members of the Consortium. In order to ensure the independence of the audit results, this audit of the books of TN-SLC shall be conducted at least annually by a Certified Public Accountant employed or contracted by a TN-SLC member institution *other than* the host institution at no cost to the host institution. The Board shall determine which non-host institution shall be responsible for conducting periodic audits and the audits’ intervals. The results of such financial audits will be made available to all members of the Consortium by the non-host institution’s auditor in conjunction with the Advisory Board. The TN-SLC’s accounting will be handled in a manner that is consistent with procedures of the host institution.

The Board shall present annually to the members of the Consortium a report, verified by the Advisory Chair and the Chair-Elect showing the following:

1. To the extent that such exist, the assets held for the benefit of the TN-SLC and liabilities attributable to activities of the TN-SLC, including any endowment or special fund operating for the benefit of the TN-SLC at the end of the fiscal year immediately preceding the date of the report;
2. To the extent that such occur, principal changes in assets held for the benefit of the TN-SLC and liabilities attributable to activities of the TN-SLC, including any endowment funds or special funds dedicated to or held for TN-SLC activities, during the year immediately preceding the date of the report;
3. Restricted and unrestricted funding for the year immediately preceding the date of the report, including, to the extent that such exist, separate data with respect to each endowment or special fund held by or for the TN-SLC;
4. Costs; expenses and disbursements made to support or defray the cost of activities of the TN-SLC during the year immediately preceding the date of the report, in accordance with prevailing accounting principles and practices; and
5. The number of members of the TN-SLC as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the reporting and a statement of the place where the names and addresses of the current members may be found. This report shall be filed with the minutes of the meeting of members of the TN-SLC.

**Article VI: Governance**

**Section 1: TN-SLC Governance Bodies**

The functions of the TN-SLC shall be carried out by the following bodies: Advisory Board and General Membership. Other bodies may be authorized by the Advisory Board.

**Section 2: Advisory Board**

The Advisory Board consists of representatives from the larger general membership. At a minimum, the advisory board shall be convened once a year and sets policies and direction for TN-SLC programs and services. Eligibility to serve as a member of the Advisory Board is contingent upon institutional membership in good standing. The Advisory Board may appoint K-12, public or corporate Board members, who will not be required to pay a membership fee. The Advisory Board shall be composed of a minimum of nine and a maximum of eighteen institutional representatives. The composition of the Advisory Board shall be reviewed on a triennial basis and adjusted to reflect any changes in the composition of membership in TN-SLC. Candidates for the Advisory Board are identified by members of the General Membership. Based on their willingness to serve, the candidates are formally presented to the Advisory Board for a vote.

**Section 3: The General Membership**

The General Membership consists of representatives appointed by presidents and chancellors of all dues-paying member institutions. Representation of various regions and institutional types (i.e., community colleges, private colleges and universities, and public colleges and universities) is to be ensured.

**Section 3.1: Terms of Office**

Advisory board members shall serve two-year terms and shall be eligible for election to a maximum of two additional consecutive terms. The Chair serves for a maximum of three full consecutive terms. Should a Chair leave his or her position with the member institution, the incoming Chair shall assume that position on the Board for the remainder of the term. A Board member who is elected to fill a vacancy shall assume office immediately and shall serve the unexpired term of the Board member being replaced. A Board member elected to expand Board membership between annual elections shall begin serving immediately and shall be eligible for re-election at the next annual election that most closely approximates his/her three-year term. A vacancy in the Board shall be deemed to exist in the case of the death, resignation, or removal of any Board member or if the authorized number of Board members is increased. Any Board member may resign effective upon giving written notice to the Advisory Board Chair.

Elections will take place on even/odd number years for succession planning.

1. Chair, Chair-Elect, Past-Chair - See section 3.3
2. Initial appointments will follow the below mentioned rotation, but in the second year will resume the even/odd year rotation:

|  |  |  |
| --- | --- | --- |
| **Position** | **Even Year Election** | **Odd Year Election** |
| Private School Representative |  | 2 Year |
| Public 4 year Representative |  | 2 Year |
| Public 2 year Representative | 1 Year Initially, 2 years thereafter |  |
| Secretary | 1 Year Initially, 2 years thereafter |  |
| Treasurer |  | 2 Year |
| Institutional President | 1 Year Initially, 2 years thereafter |  |

**Section 3.2: Powers and Duties of Advisory Board Members and Officers**

The Advisory Board shall have the power to make and alter any by-law. To the extent allowed by law, governance of the affairs of the TN-SLC shall be vested in the Board. The Board shall elect or appoint the officers of the TN-SLC, and recommend an individual to serve as Advisory Board Chair. The Board shall have the power to appoint such other officers as the Board may deem necessary for transaction of the business of the TN-SLC. Any officer may be removed by the Board whenever, in its judgment, the interests of the organization are served. The Board shall also have the authority to fill the vacancy in any office. The elected officers of the TN-SLC shall consist of a Chair and a Chair-Elect. Elected officers may be removed at any time by majority vote of the members of the Board. The Board shall:

1. Approve of the plans, programs, services, and budgets;
2. Recruit institutional representatives, including Board participation;
3. Establish a schedule for annual membership dues;
4. Formulate specific policies necessary for TN-SLC management consistent with the policies and requirements of the host institution;
5. Cultivate and secure political and financial support for programs and services consistent with the policies, practices, and organizational chain of command of the host institution and the host institution’s governing Board;
6. Institutionalize civic engagement, service-learning, and community service initiatives on one’s own campus and throughout the state;
7. Speak out publicly in state and national forums on behalf of higher education’s responsibilities to the larger society; and
8. Promote the TN-SLC’s mission and act as a spokesperson.

**Section 3.3: Powers and Duties of Chair of Advisory Board**

The Advisory Board elects the Chair at the annual Advisory Board meeting. An open invitation for nominees from the general membership will be solicited. The slate of nominees will be presented to the Advisory Board at its first annual meeting. Once all nominations have been heard, the Chair of the Advisory Board presides over the election of the new Advisory Board members. The first Chair and Chair-Elect of the Advisory Board shall be elected by the general membership. Thereafter, the Advisory Board will elect a new Chair or Chair-Elect for a three-year term.

The Chair assumes a leadership role in the Board and act as the signatory or signatories, in conjunction with the Advisory Board, on behalf of TN-SLC. The responsibilities of the Advisory Board Chair include:

a. Chairing the Advisory Board meetings;

b. Maintaining regular contact with the Host Institution Contact;

c. Serving as public spokesperson for the TN-SLC;

d. Approving and signing TN-SLC documents on behalf of the Advisory Board; and

e. Additional responsibilities as determined by Advisory Board.

**Section 3.4: Chair-Elect**

The Chair-Elect shall perform the duties specified above in the absence or disability of the Chair. The Chair-Elect ensures that the minutes, agendas, and all other records pertaining to the operation of the Advisory Board and all of its committees are available and accurate and that financial reports of TN-SLC operations accurately represent the financial conditions of the organization. The Chair-Elect shall have signature authority on behalf of TN-SLC. The Chair-Elect shall assist the treasurer in the development of the annual TN-SLC budget, review of the financial circumstances of the TN-SLC, review of any audits conducted on TN-SLC finances, and report findings to the General Membership.

**Section 3.5: Responsibilities of Chair and Chair-Elect**

1. Chair schedule~~d~~ meetings of General Membership;
2. Maintain regular contact with the Host Institution Representative and provide input to the Host Institution Representative on business to be conducted at the Advisory Board and General Membership meetings;
3. Serve as a liaison and provide a report to the Advisory Board at their semi-annual and other special meetings;
4. Serve as public spokesperson(s) for the TN-SLC and advocate~~(s)~~ for the public service mission of higher education; and
5. Additional responsibilities as determined by the Advisory Board and Host Institution Representative.

**Section 3.6: Host Institution Representative**

Consistent with the policies, procedures, and requirements of the host institution, the Advisory Chair may engage in negotiations involving commitments of the resources of the TN-SLC or the acceptance of money or resources in furtherance of the purposes of the organization as set forth by these by-laws and amendments. Acceptance of gifts, grants, and other funds shall be specifically subject to the requirements, processes, and policies of the host institution. All contracts, purchases, and disbursements shall be subject to the policies, requirements and approvals required by the host institution. The Host Institution Representative shall attend meetings of the Advisory Board and General Membership without vote and shall be responsible for maintaining records of the meetings. The Host Institution Representative, through the development and facilitation of information channels and programs, shall enable the Board and TN-SLC staff to fulfill their functions. The Host Institution Representative shall perform all such other duties as are incident to this office.

**Section 3.7: Convening of Advisory Board Meetings**

The Advisory Board meets a minimum of twice a year at a place determined by the Advisory Board. Special meetings of the Advisory Board for any purpose may be called at any time by the Advisory Chair, Advisory Board, or any two (2) Advisory Board members. The regular meetings and special meetings of the Advisory Board shall be held at a place designated by the Board. New members of the Advisory Board are invited to attend, in a non-voting capacity, the spring Advisory Committee meeting at which they are appointed; this meeting may serve as an orientation to the Advisory Board.

**Section 3.8: Conduct of Advisory Board Meetings**

The presence of any number greater than 50% of the Board membership at a meeting of the Board constitutes a quorum for the transaction of business. Board members may participate in a meeting through use of a conference call. Every decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the TN-SLC Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of board members, provided that any action taken is approved by at least a majority of the required quorum for such meeting. Decisions of the Board may be made through the use of virtual meeting software so long as a quorum is present.

**Section 3.9: Standing and Special Committees**

The Advisory Board may establish a Standing Committee at any time, in any number, for any purpose consistent with the mission of the TN-SLC. Solicitation of interest in serving on committees shall be done by the Host Institution Representative who makes recommendations to the Board. The Board may appoint special committees at any time for any purpose consistent with the mission of the TN-SLC. Special committees may be of short duration and single purpose for a period of time that will not exceed 2 years. The Host Institution Representative shall be an ex-officio, non-voting member of all committees.

**Section 4: General Membership**

**Section 4.1:** **Representatives**

Each member institution will designate a campus representative who will have voting privileges at all General Member business meetings.

**Section 4.2: Meetings**

The General Membership shall meet twice a year following the Advisory Board meetings either in person or through virtual meeting software. General members shall be available to meet with TN-SLC staff from time to time to provide support for program development and evaluation.

**Section 4.3: Responsibilities of the General Membership**

a. Attend scheduled meetings;

b. Consult with the Board and the Host Institution Representative to help develop the policies and member services and participate in the strategic planning process;

c. Assist the Host Institution Representative with member services;

d. Attend to the needs of service facilitators, practitioners, and learners throughout the State to the Advisory Board;

e. Provide staff support for special events; and

f. Other duties as requested by the Advisory Board and Host Institution Representative

**ARTICLE VII: MISCELLANEOUS PROVISIONS**

**Section 1: Maintenance of Records**

The TN-SLC shall keep records of the proceedings of the Advisory Board and General Membership. It shall maintain by-laws and amendments certified by the Secretary/Treasurer of the TN-SLC, as well as a membership register providing relevant information about each member institution. The TN-SLC shall also keep accurate and up-to-date financial records at the registered office of the TN-SLC.

**Section 2: Access to Records**

Every member shall have a right to examine, during the usual hours for business, the membership register, books and records of account and records of the proceedings of the members and directors, and to make copies or extracts therefrom. The request shall be directed to the TN-SLC at its office.

**Section 3: Electronic Records**

All official documents of the TN-SLC including, but not limited to, by-laws, contracts, minutes, budgets, financial statements, notices and agendas of meetings, will be posted to the TN-SLC website.

**Section 4: Compensation**

Advisory Board, Standing or Special Committee members shall not receive any salaries or other compensation for their services, but, by resolution of the Advisory Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the TN-SLC. The Advisory Board shall establish a policy governing such potential reimbursements at the time it adopts its annual budget. The TN-SLC shall not loan money or property to, or guarantee the obligation of, any member.

**Section 5: Non-Discrimination**

The TN-SLC may not discriminate on the basis of race, age, color, creed, sex, handicap, sexual orientation, or national origin, in the administration of any employment policies, or administration of any of its programs or of its benefits to the public.

**Section 6: Conflict of Interest and Prohibition of Private Increment**

Any possible conflict of interest shall be disclosed to the Board. If the subject of the putative conflict of interest becomes a matter of Board action, the involved member shall not be allowed to vote on the matter, nor be counted in the quorum for the meeting at which Board action will take place. No funds received by the TN-SLC shall inure to the benefit of, or be given to its directors, officers, or other private persons or any contributor to the organization. The Advisory Board and staff owe a duty of loyalty to the organization which requires that in serving the TN-SLC, they act, not in their personal interests or in the interests of others, but rather solely in the interests of the TN-SLC. The Advisory Board and staff must have allegiance to the TN-SLC’s mission and may not use their positions or information they have about the TN-SLC in a manner that allows them to secure a pecuniary benefit for themselves or their relatives. Disclosures will be signed annually and shall include affirmation of the code of ethics listed in section 7.

**Section 7: Code of Ethics**

The TN-SLC and its board, committees, and employees will comply with the following Code in all of their actions. As long as the TN-SLC is in existence, and except with the prior approval of the Advisory Board, no director, officer or employee of the TN-SLC shall:

1. do any act in violation of these by-laws or a binding obligation of the TN-SLC;
2. do any act with the intention of harming the TN-SLC or any of its operations;
3. do any act that would make it unnecessarily difficult to carry on the intended

ordinary business of the TN-SLC;

4. receive an improper personal benefit from the operation of the TN-SLC;

5. use the assets of the TN-SLC, directly or indirectly, for any purpose other than carrying on the business of the TN-SLC;

6. wrongfully transfer or dispose of TN-SLC property, including intangible

property such as goodwill; and use the name of the TN-SLC (or any substantially similar name) or any trademark or trade name adopted by the TN-SLC, except on behalf of the TN-SLC in the ordinary course of the TN-SLC’s mission.

**Section 8: Indemnification of Directors, Officers, and Members**

The Board shall be empowered to purchase commercial liability coverage indemnifying any director, officer or member (or former director, officer or member of TN-SLC) to the fullest extent permitted by law so long as state funds are not used for such purchase and said director, officer or member has acted in good faith and in the best interests of the organization; it being acknowledged, however, that no member shall have any authority to act on behalf of TN-SLC except as authorized by the Advisory Board. For purposes of this Article, the phrase “to the fullest extent permitted by law” shall be construed to mean that: (i) the officers and directors of TN-SLC shall be entitled to indemnification (and the TN-SLC shall be permitted to indemnify and/or pay for or reimburse expenses in advance of final disposition of a proceeding provided that such does not utilize any state funds or any federal or private funds restricted to a particular purpose) to the same extent that an officer or director of a nonprofit corporation formed under Tennessee law would be entitled to indemnification; and (ii) TN-SLC shall be permitted to indemnify a member and/or pay for or reimburse expenses in advance of final disposition of a proceeding for a member to the fullest extent permitted by (or not proscribed by) Tennessee law. State funds may not be used to purchase liability coverage.

To the extent that Tennessee law provides for immunity and/or coverage of state employees acting within the course and scope of their employment and not for personal gain, it is hereby acknowledged that state employees performing TN-SLC obligations as a function of their state employment shall enjoy the protections and immunities provided by law, including sovereign immunity and all common-law immunities.

To the extent that any member institution maintains liability coverage for its employees, no provision contained herein shall prevent such coverage or protection from inuring to the benefit of employees performing duties for the benefit of the TN-SLC as a part of the employee’s institutional job duties.

**Section 9: Dissolution**

Upon dissolution of TN-SLC, the Advisory Board shall, after paying or making provisions for the payment of all of the liabilities attributable to the TN-SLC, dispose of all assets held for the benefit of TN-SLC exclusively for the purpose of TN-SLC unless such have been placed in an endowment from which, under the terms of the endowment, they may not be disgorged, to return any unused funds to its members in accordance with prior contributions; provided, however, that no return shall be made to any member which is not then an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or otherwise exempt under applicable law.

**ARTICLE VIII: LIMITATIONS**

TN-SLC signatories (Advisory Board Chair and Host Institution Representative) are empowered to make financial commitments on behalf of the organization, but only to the extent of available funds. However, the TN-SLC has no authority to make commitments on behalf of its members unless such authority is provided by specific, written delegation.

**ARTICLE IX: AMENDMENTS TO BY-LAWS**

The by-laws may be amended by an affirmative vote of a quorum of the Advisory Board. Any institutional member may submit proposed amendments, in writing, to the Advisory Board, and proposed amendments will be circulated 30 days prior to a scheduled meeting.

**CERTIFICATION OF TENNESSEE SERVICE-LEARNING CONSORTIUM BY-LAWS**

We hereby certify that the foregoing constitutes a true and correct copy of the By-laws of the Tennessee Service-Learning Consortium, said by-laws having been adopted originally on the \_\_\_ day of \_\_\_\_, \_\_\_\_.

**STATE OF TENNESSEE**

**TENNESSEE SERVICE-LEARNING CONSORTIUM**

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date

Tennessee Service-learning Consortium

Advisory Board Chair

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date

Tennessee Service-learning Consortium

Chair - Elect