

# Bylaws of Entrepreneurs Organization of Nashville, Inc.

## **General Purpose**

Entrepreneurs Organization of Nashville, Inc., a Tennessee nonprofit corporation (“EO Nashville”) is the **Nashville Chapter** of the Entrepreneurs’ Organization (“EO Global”) and is directly affiliated with and serves as an operating Chapter of EO Global. EO Nashville agrees to abide by EO Global’s Policies and Procedures (the “Global Policies and Procedures”). EO Global and EO Nashville may be collectively referred to herein as “EO.”

## **Specific Purposes**

The specific purposes of **EO Nashville** have always been and will remain, to operate exclusively for charitable, education and scientific purposes. More specifically, **EO Nashville** is organized for the following purposes, including, without limitation:

- a) To provide educational programs, opportunities, resources and training to its Members.
- b) To engage leading entrepreneurs to learn and grow
- c) To share the mutual interests of improving the skills of the membership through access to educational programs, human and physical resources in support of their growing enterprises and participating with others that have similar drives, goals and experiences.

## **EO Global’s Policies and Procedures**

It is recommended for **EO Nashville** and its Members (defined below) to comply with, and respect, EO Global’s Policies and Procedures, developed by the Board of EO Global to assist EO Nashville and its Members in interpreting and applying the Code of Conduct, Bylaws and guiding principles for EO Global. The Global Policies and Procedures are hereby implemented as the standard by which Members and EO Nashville shall conduct itself. To the extent of any conflict between these Bylaws and the Global Policies and Procedures, the terms of the Global Policies and Procedures shall control.

## **Membership**

EO Global may establish and modify the membership and qualification guidelines from time-to-time. Those guidelines, as well as the provisions dealing with membership rights, privileges, duties, discipline and termination, are set forth in the Membership section of the Global Policies and Procedures. **EO Nashville** will work in accordance with EO Global’s criteria for Membership as set forth in EO Global’s Charter Documents, which includes the Global Policies and Procedures. EO Global shall set annual membership dues, including methods and procedures for payment, in accordance with the Dues and Fees section of the Global Policies and Procedures. **EO Nashville** shall set its local dues for membership. Members are governed under both the Global Policies and Procedures and these Bylaws. Members are considered members of EO Global and **EO Nashville**.

1. **Requirements:** All members of **EO Nashville** (each, a “Member” and collectively, “Members”) must be in good standing with EO Global. The requirements for membership and the process for application, shall be established by EO Global’s Board of Directors and approved by the **EO Nashville’s** Board of Directors.

2. **Qualifications:** In order to be a Member, an individual must be the owner, controlling shareholder, or founder or cofounder of a qualified firm. These qualifications for membership are established by EO Global's Board of Directors Bylaws and approved by **EO Nashville's** Board of Directors.
3. **Good Standing** A member in good standing is one whose dues to **EO Nashville** and EO Global are paid in full and who complies with the provisions of the Articles of Incorporation and Bylaws of EO Global and is approved by **EO Nashville's** Board of Directors.
4. **Suspension** Member's may be suspended in accordance with the terms and procedures described below.
5. **Reinstatement** Any member suspended shall be eligible to apply for reinstatement by submitting a written request to **EO Nashville's** Board of Directors for action and must be approved by a majority vote of the Board. Any member who resigns or is terminated for any reason shall not be entitled to a refund of dues paid.

#### **Meetings of Members**

The Members shall meet annually during June or as determined by the Board of Directors of **EO Nashville**. At the annual meeting, the President shall report on the activities and financial condition of **EO Nashville**, the Members shall consider and act upon such other business as may properly be brought before the meeting. Notice of the annual meeting shall be presented to the Members at least ten (10) days prior to the meeting and shall include the place, date and time of such meeting and a description of any matter or matters which must be approved by the Members.

#### **Disciplinary Actions, Suspension and Expulsion of a Member**

EO Global may suspend or expel a Member of **EO Nashville** and it may do so in its sole discretion, if the Member was involved, directly or indirectly, in the commission of

1. A felony or other crime involving moral turpitude or the commission of any other act or omission involving dishonesty, disloyalty, fraud or breach of fiduciary duty;
2. Gross negligence in relation to any of the Bylaws or Policies and Procedures of EO Global or **EO Nashville**;
3. Willful or intentional misconduct in relation to any of the Bylaws or Policies and Procedures of EO Global or **EO Nashville**;
4. A material violation in relation to any of the Bylaws or Policies and Procedures of EO Global or **EO Nashville**;
5. Misuse of assets of EO Global or of any Chapter assets for personal profit. The Chapter shall, where required by virtue of its charter or applicable local law, take appropriate steps to give effect to the decision of EO Global;
6. Conduct unbecoming a member or conduct contrary to the welfare of EO Global or **EO Nashville**; or
7. Indebtedness to **EO Nashville**.

Any potential violation by a Member of the Bylaws or Policies and Procedures of EO Global or **EO Nashville** shall be brought to the attention of the President of **EO Nashville**. The President shall request an inquiry into the matter and present the case to **EO Nashville**'s Board of Directors to determine the disciplinary actions to be taken, as reasonably necessary and appropriate to further the principles, vision, mission and values of EO Global and **EO Nashville** in enforcing the Bylaws or Policies and Procedures of EO Global or EO Nashville. When such action is contemplated; **EO Nashville**'s Board of Directors shall provide written notification of specific charges to the party concerned and afford an opportunity for a hearing before the Board or a special committee appointed for this purpose by the President. After such hearing, if the Board of Directors of **EO Nashville**, by a vote of two- thirds, considers that the violation merits the immediate suspension or expulsion of a Member, the President shall communicate this decision to the Chair of the Governance Committee of EO Global and provide a written summary of the situation and the relevant **EO Nashville** Bylaws that support such action, the resolution of **EO Nashville**'s Board and any supporting evidence of the violation in question. EO Global's Governance Committee shall review the matter to confirm that **EO Nashville** followed its due process and, if so, the Committee shall make a recommendation of expulsion or suspension to EO Global, who has the authority to suspend a member of **EO Nashville**. Any Member violating the terms of this Section shall also be subject to the discipline described below.

#### **Non-Discrimination Policy**

1. **Anti-Discrimination Policy:** EO strictly prohibits discrimination on the basis of race, color, national origin, ancestry, sex, sexual orientation, gender identity or expression, age, religion, disability, caste, genetic information, marital status, citizenship status, veteran status, or on any other characteristic protected by law. EO Members have, moreover, pledged to conduct themselves in a professional manner in accordance with the EO Code of Conduct.
2. **Anti-Harassment Policy:** Harassment is not tolerated within EO and is specifically forbidden by the Code of Conduct. The following is a non-exclusive list identifies examples of harassment that violate the Code of Conduct and these Bylaws:
  - a) Any form of harassment which violates law, including but not limited to harassment related to race, color, national origin, ancestry, sex, sexual orientation, gender identity or expression, age, religion, disability, caste, genetic information, marital status, citizenship status, veteran status, or any other protected characteristic;
  - b) The term "harassment" includes slurs and other offensive jokes, other verbal, graphic or physical conduct;
  - c) Offensive and unwelcome sexual invitations, whether or not the person submits to the invitation;
  - d) Threats or insinuations which lead the victim to reasonably believe that granting or denying sexual favors will affect his or her reputation, potential to become a Member Leader or adversely affect his or her membership or employment in any way;
  - e) Offensive and unwelcome conduct of a sexual nature, including sexually graphic comments or stories which are not legitimately related to the goals of EO;
  - f) Repeatedly using sexually degrading words or sounds to describe a person;
  - g) Offensive comments transmitted by e-mail or another messaging media; or

- h) Unwelcome and unnecessary physical contact of a sexual nature, including touching, patting another person's body, touching or display of one's own body, or any similar contact.

#### **Members who have Sold Businesses**

1. Members who have been a fully qualified EO member in good standing (not under grace period) for two (2) full calendar years and have had a "successful exit" can remain members for five (5) more years. A successful exit is defined as US\$8 million.
2. If, within that time, they have started a new business they are allowed to stay on after the five years are over. The new business is not required to meet a minimum revenue qualification.
3. In addition, Members who have sold their businesses for less than US\$8 million may remain in EO at their Chapter Board's discretion, under the following conditions: three-quarter Chapter Board vote; annual review by the Chapter Board; subject to Global Board approval.

#### **Non-Profit Entrepreneurs:**

1. Must be the founder, co-founder, owner or controlling shareholder of an organization with an annual operating budget of more than US\$1M (funding sources could include dues, sales, grants, and private donations) and at least 10 full-time employees.
2. Before being processed for membership, the chapter manager and EO's Global Membership Director must be emailed that this is a non-profit member for proper tracking.

#### **Code of Conduct**

EO Global is an international organization of leading entrepreneurs that provides exclusive and proprietary peer-to-peer and event-driven learning and networking experiences through global member relationships and connections for individuals who qualify for membership. The integrity of our organization and the respect by and among our members of EO Global are paramount to our long-term success.

As such, **confidentiality**, **courtesy** and **accountability** are the cornerstones of the conduct EO expects from its Members, its staff and all who interact with our organization.

These Standards of Conduct have been adopted to promote and maintain the highest values and best practices for EO Members worldwide, and adherence to these standards is expected from all EO Members and Chapters. **EO Nashville**, each EO Member, executive, staff, vendor and sponsor pledges to adhere to the Standards of Conduct sets forth in EO Global's Policies and Procedures.

#### **Discipline**

The procedures for discipline are contained in EO Global's Policies and Procedures and pertain to violations by a Member that extend beyond **EO Nashville** of that Member. **EO Nashville** shall prepare and monitor its own, individual, discipline policies, and violations at a local level will be brought to EO Global's Governance Committee for review. The EO Global Board shall have the rights and powers to interpret, apply and enforce the Code of Conduct, Bylaws, Policies and Procedures of EO Global, and impose such discipline as the Board, in its discretion, considers necessary and appropriate to further the principles, vision, mission and values of EO Global.

#### **Dues and Fees**

EO Global's dues, initiation fees, and other similar charges shall be established in a manner approved by EO Global's Board and complied with by **EO Nashville** and its Members.

**Confidentiality Policy**

EO Confidential Information, as defined in EO Global’s Policies and Procedures, is confidential information. Misuse of the EO Confidential Information is a violation of EO policy. Any unauthorized use, transcription, or copy of is strictly prohibited. The EO Confidential Information contained in EO network is for the use of current Members (with restrictions), consistent with the Code of Conduct, Bylaws, Policies and Procedures and principles of EO. EO strictly prohibits the distribution or dissemination of Information by any Member relating to any other Member or Members to any non-Member. EO may pursue all remedies available under the Amended Bylaws, Policies and Procedures or under law including, without limitation, the expulsion or termination of any violating Member from EO and from the Member’s Chapter. EO is strongly committed to protecting against the distribution or dissemination of Member Information to third parties. Directors, officers, employees and Members acting on EO’s behalf are responsible for protecting EO Confidential Information from unauthorized disclosure.

**Solicitation Policy**

EO Global’s Policies and Procedures Solicitation Policy encompasses four areas:

1. Third Party Solicitation;
2. Social Media;
3. Strategic Alliance Partners or Sponsors; and
4. Marketplace.

Generally, EO prohibits any Solicitation by a Member to another Member or by a strategic alliance partner or sponsor of EO or a Chapter except as provided in EO Global’s Solicitation Policy. For purposes of this Solicitation Policy, the word “Solicitation” means any direct or indirect contact that was not requested by the recipient in regard to the sale or marketing of a product or service, a donation, an investment or any other cause. Further, the conduct or actions of any non-Member are attributable to the Member that distributed information relating to EO to the non-Member, regardless of whether the distribution was intentional or inadvertent.

**Board of Directors**

EO Nashville shall have a board and clearly defined roles for each chair. At least one board member is required to attend the EO Global Learning Conference. The Chapter President and President-elect are required to attend the annual President’s meeting. The Board of Directors may maintain such standing committees as it may determine from time to time to be necessary or desirable for its proper functioning. Such committees shall be under the control and serve at the pleasure of the Board of Directors, shall have charge of such duties as may be assigned to them by the Board of Directors or these Bylaws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Board of Directors, which shall ratify the actions of each committee.

**Strategic Council**

It is strongly recommended that the board consult with the Nashville Strategic Council prior to making any decision of a material nature related to policy, budget or programming including but not limited to changes that impact membership, revenue or new initiatives. The consultation shall include a written proposal of the intended change and the positive and negative impact it might have on the local chapter. All changes should adhere to the following guidelines:

- I. Policy
  - i. Any policy change that is material including but not limited include
    1. Raising local dues greater than 10%
    2. Changing requirements for membership
    3. Changing requirements for membership engagement

4. Communication permissions
5. Funding requests including but not limited to learning and social events which require > \$50,000 or material people-hours
6. SAP fees
7. Social or Political Action Initiatives

II. Budget

- i. Any budget item that requires the use of > \$10,000 of capital reserves.

III. All new programs must meet following criteria:

- i. Program must provide superior value to members
- ii. Program must enhance the mission of EO Nashville
- iii. Program must align with EO's core values
- iv. Program must have champion willing to commit to lead program for 24-months
- v. Program must be self-funded or on a run-rate of self-sufficiency by the 24<sup>th</sup> month
- vi. Program must have ability to generate \$100,000 or more in revenue or generate superior value to EO members by the 48<sup>th</sup> month
- vii. The initial champion and succeeding champions must agree and sign a non-compete and non solicitation clause
  1. 2-yr non-compete and non-solicitation of EO members and/or existing clients, etc.

**Presidential Election**

1. Candidates wishing to be considered for the role must have:
  - a) Served or be currently serving at least three years in a EO board leadership role.
  - b) Served in a Chair role – having previously served as a co-chair, or committee member.
2. Candidates must submit application before October 1<sup>st</sup>.
3. Presentations to the Past Presidents Council will take place prior to the November Board meeting.
4. The Past Presidents Council will make a recommendation of a single candidate to the board for their approval during the November Board meeting.
5. A successful candidate will be appointed as President-elect and will begin that role on May 1<sup>st</sup> of the following year.
6. Such successful candidate will serve in the role of President-elect for one year before assuming the role of President.

**Presidential Removal**

If in the opinion of the board or the past Presidents Council, a President has failed to fulfill their duties as Chapter President, or broken the Code of Conduct, then a motion may be put before the Past Presidents Council advocating the removal of the sitting President from office. In this situation the Past Presidents Council will investigate and report its findings and actions to the board. A unanimous vote is required to affect the removal of a sitting Chapter President. All actions taken by the President's Council shall be covered by EO's D&O Policy and EO agrees to defend President Council members in the event of a lawsuit.

**Requirements of Board**

1. **Composition:** The governing body of EO Nashville shall be known as the Board of

Directors. This Board of Directors shall be comprised of at least the following people, who shall also be officers of EO Nashville, as appointed by the Members:

- a) President, President Elect, Membership Chair, Forum Chair, Learning Chair, Social Chair, Finance Chair, Strategic Alliance Chair, Communications Chair, Past President and an At-Large Director. A diligent effort will be made to have representation on the board from the majority of forums.
2. **Responsibilities:** The management of EO Nashville, its affairs, meeting and property shall be vested in the Board of Directors. The Board shall have full power and authority over the affairs of EO Nashville.
3. **Meetings:** There shall be no less than 10 meetings of EO Nashville's Board of Directors as required
  - a) Notice: The Executive Director shall send a notice of any meeting of the Board of Directors to each member of the Board not less than five (5) days prior to that meeting.
  - b) Special Meetings: A special meeting may be called as follows:
    - i. By the President
    - ii. By petition to the President by two-thirds of Board of Directors.
    - iii. Notice of special meetings shall be sent by the Executive Director as required in 3(a).
4. **Quorum:** A quorum must be present to conduct business coming before the Board. A quorum shall be defined of at least fifty-one percent (51%) of the members of the Board of Directors.
5. **Voting:** A majority of the members of the Board of Directors present at a meeting at which a quorum is present is required for the board to act

#### **Officers**

1. The elected officers of the **EO Nashville** Chapter shall be at least a President, Forum Chair, Membership Chair, Learning Chair, Past President, Finance Chair, Strategic Alliance Chair, Social Chair, Communications Chair and an At-Large Director. All shall be current members of **EO Nashville**.
2. The Board may include a Secretary, who can be a paid non-EO member, at its own discretion.
3. The Board may also subcontract with an Executive Director, at its own discretion, with a contract to be reviewed annually. The Executive Director will not be a member of the Board of Directors unless elected to such position by the Members.
4. **Term of Office:** All elected officers/directors are elected by a majority vote of the Members of EO Nashville. Elected officers shall assume office on May 1 and serve through April 30 of the following calendar year. All officers shall serve a one-year term. No elected officer may serve more than two consecutive terms in the same office.

#### **Duties of Officers:**

1. **President:** The President shall be Chief Executive Officer of EO Nashville and exercise general supervision over the affairs of the chapter, preside at all meetings of EO Nashville and the Board of Directors; and perform all duties normally incident to the office as deemed necessary by EO Global's Chapter Development Guide.
2. **President Elect:** The President elect shall assume the duties of the President during absence or inability of the President to serve; assist the President with any Duties.
3. **Membership Chair:** The Membership Chair shall be responsible for coordinating all

membership activities; and perform all other educational duties normally incident to the office as deemed necessary by EO Global's Chapter Development Guide.

4. **Forum Chair:** The Forum Chair is responsible for planning and coordinating the orientation of new members into active Forums. This Director ensures that each chapter member is involved in Forum and trained in Forum protocol and operations. Training and organizing Moderators will also be part of the Forum Chairs responsibility.
5. **Secretary or Executive Director:** The Secretary or Executive Director shall keep records of all meetings of the Board of Directors, and the general membership when deemed necessary, handle all correspondence as directed by the Board of Directors or President; and perform duties as may be assigned by the President or Board of Directors. The Secretary shall be responsible for the official records of EO Nashville.
6. **Learning & Social Chair:** The Learning & Social Chairs will be responsible for coordinating all Chapter learning and social activities and shall perform all other duties normally incident to the office as deemed necessary by EO Global's chapter Development Guide; and perform duties as may be assigned by the President or Board of Directors.
7. **Finance Chair:** The Financial Chair will perform the duties of the Chief Financial Officer of EO Nashville: process all membership dues and receipts to which EO Nashville is entitled; disburse funds upon approval from the Board of Directors; perform duties as may be assigned by the President or Board of Directors; and perform all other duties normally incident to the office as deemed necessary by EO Global's Chapter Development Guide.
8. **At-Large Director(s):** The At-Large Director shall provide assistance and direction to the Board by serving as an advisor, having full voting rights as members of said Board; and perform any duties as may be assigned by the President or Board of Directors.
9. **Strategic Alliance Chair:** The Strategic Alliance Chair will be responsible for securing Partnerships arrangements to support EO Nashville's mission as well as maintain those arrangements throughout the term.
10. **Communications Chair:** The Communications Chair will be responsible for coordinating all Chapter communication and Website maintenance.

#### **Nominating Committee Action:**

The Nominating Committee shall prepare a slate of at least one nominee for each elective office to be filled and shall present such slate to the Members by December of each year. A call for any additional nominations will be included in this communication and the slate shall pass by majority vote by the Members.

#### **Vacancies in Office**

Vacancies occurring in any elected office shall be filled by an appointment of the President for the unexpired term, with approval by a majority vote of EO Nashville Board of Directors.

#### **General Liability**

EO Nashville may not act to bind EO Global or any other Chapter to any contract, debt, or commitment to lend money, except by separate, express written agreement.

#### **Finances**

1. Fiscal Year: The fiscal year of the EO Nashville Chapter shall begin on July 1 and end on June 30 of the following calendar year.



2. Chapter Dues: Annual chapter dues for regular chapter members shall be determined by **EO Nashville** Board of Directors and will be invoiced to be paid on or before July 1 in conjunction with Global dues. Failure to pay dues by July 31 results in immediate suspension.
3. Assessments: No assessments shall be imposed on chapter members except as approved by two thirds majority of **EO Nashville** Board of Directors and by a majority of the **EO Nashville** Chapter members voting on the questions, provided that at least one-third of the chapter's members who are in good standing have voted.

**Parliamentary Authority**

Robert's Rules of Order Newly Revised shall govern the proceedings of the Nashville Area Chapter in all cases not provided for in these Bylaws and or EO Global's Bylaws.

**Amendments**

1. Amendments to these Bylaws may be adopted by an affirmative vote of fifty-one percent (51%) of the valid votes received by the voting body of the Past Presidents Council.
2. Proposals to amend these Bylaws may be made to the Past Presidents Council by an affirmative vote of fifty-one percent (51%) of the members of **EO Nashville's** Board of Directors or by petition to the Board of Directors of twenty percent (20%) of the chapter members in good standing.

**Dated**

Amendment Date: 11/13/19  
Board of Directors Vote Date: 11/14/19  
Revised Date: 11/13/19

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