

**BY-LAWS OF THE
ASSOCIATION OF TENNESSEE VALLEY GOVERNMENTS
As Amended October 19, 2016**

**ARTICLE I
NAME**

This organization shall be known as the Association of Tennessee Valley Governments.

**ARTICLE II
PURPOSES**

1. To improve the communication and understanding between city/county governments in the Tennessee Valley Authority region for the ultimate goal of providing more cost effective services including electric power to the people of the region.
2. To define the mutual roles and goals that would be beneficial to the people served and/or represented by city/county governments and the Tennessee Valley Authority.
3. To develop consistent policies and priorities to enhance the effectiveness of Tennessee Valley Authority programs applicable to city/county governments.
4. To assist in the identification and implementation of resource development, economic development and other activities as permitted by the TVA Act.
5. To provide research, support, and assistance to the membership pertaining to local, state, and federal programs, policies, and laws.
6. To represent the views of the member cities/counties before the Tennessee Valley Authority Board of Directors and staff.
7. To inform and advise members about subjects of interest to the people of the region pertaining to Tennessee Valley Authority activities.
8. To monitor state and federal decisions related to the Tennessee Valley Authority so as to better inform the membership and the people the members represent.
9. To pursue other lawful activities necessary to accomplish the purposes delineated above as determined by the Corporation's Board of Directors.

**ARTICLE III
MEMBERSHIP**

Each of the two hundred and one counties (201) plus the incorporated cities/towns in each of the 201 counties within the Tennessee Valley Authority region shall be eligible for membership in this Association. A member city/county shall be represented in the Association by the chief elected executive officer of the city/county or by his/her designated representative.

The Association of Tennessee Valley Government's special Affiliate Membership Program addresses challenges in the Tennessee Valley Authority region by encouraging a partnership between local governments and the public and private sectors. Members of the corporate, government, academic, public, and nonprofit communities who wish to support and affiliate with the Association's program of work may join as affiliate members. Individuals who have demonstrated interest in the Association and agreement with the purposes of the Association may become affiliate members upon the approval of the Board of Directors. Affiliate members participate fully in the Association and have general membership voting privileges.

ARTICLE IV

DUES

Membership dues for all categories of membership will be reviewed when appropriate and set by the Board of Directors of the Association of Tennessee Valley Governments on an annual basis.

ARTICLE V BOARD OF DIRECTORS

The Board of Directors of the ATVVG will consist of a number of members of the Association to be determined by Resolution of the Board of Directors, but shall not be less than nine (9). The Board of Directors strive to be composed of at least one member from each of ATVVG's nine (9) geographical regions--Alabama, Georgia, Kentucky, Mississippi, North Carolina, East Tennessee, Middle Tennessee, West Tennessee, and Virginia. The number of board members representing local governments shall represent at least two-thirds (2/3) of the total board. The term of said members of the Board of Directors shall be determined by the local government or affiliate member each represents. However, if an affiliate member or members does not represent an organization, the term of said member or members shall be determined by the Board of Directors.

Paid membership in the Association will be required for nomination and election to ATVVG's Board of Directors. Board members will be recommended by the Nominating Committee and elected by the full membership at the Association's annual meeting. Vacancies on the Board of Directors during the term (before the annual membership meeting) may be filled by the Board of Directors for the unexpired term.

To remain in good standing, Board Members will be required to pay their annual membership dues prior to the annual membership meeting.

An Affiliate Member may be appointed as a voting member of ATVVG's Board of Directors.

The Board of Directors shall have the powers and the responsibility to operate the Association.

A simple majority of the members of said board present shall constitute a quorum for the transaction of business.

By written proxy directors and members shall be empowered to select a designee to represent them and to vote on their behalf at ATVVG meetings.

The Board of Directors shall be empowered to establish other committees as it deems advisable.

Past presidents of the Association may remain on ATVVG's full Board of Directors as nonvoting, ex officio, members contingent upon those members' remaining in a government office or related capacity.

The Board of Directors shall meet at least once each calendar quarter in conjunction with General Meetings as defined in ARTICLE IX. The Board of Directors will have special meetings upon the call of the President, a majority of the Executive Committee, or a majority of the Board of Directors, duly communicated to all members of the Board of Directors. The authorized means of communication and notice for quarterly and special meetings of the Board of Directors will be determined by the Board of Directors.

ARTICLE VI OFFICERS AND DUTIES

The Board of Directors shall elect from among its members the following officers:

President	The president shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The president shall also make all committee appointments, including a nominating committee to present an annual slate of officers to the general membership.
Vice-President	The Vice-President, as well as the First Vice-President shall serve, in that order, in the absence of the president or at the president's request
1 st Vice-President	The 1 st Vice-President serves in the absence of the Vice-President.
Secretary	The secretary shall oversee the taking of the minutes.
Treasurer	The treasurer shall oversee the financial operations of the Association.

Each officer shall be elected by the Board of Directors from its members to serve for a term of (1) year, and until their successor is elected. Officers may be re-nominated and re-elected to any office. Officers shall be elected at the last quarterly meeting each calendar year. Vacancies in any office may be filled for the unexpired term by the Board of Directors at any quarterly or special meeting. Officers shall take office immediately upon election.

ARTICLE VII EXECUTIVE COMMITTEE

The officers of the Association and the immediate past president shall constitute the Executive Committee. The powers and duties of the Executive Committee shall be as specified by the Board of Directors.

All retiring executive committee members shall automatically become an honorary member of the Association free of annual membership dues.

ARTICLE VIII EXECUTIVE DIRECTOR

The Board of Directors of the Association of Tennessee Valley Governments may employ or contract for an executive director for the Association. The executive director shall perform such duties as the Board of Directors may prescribe and shall serve at the pleasure of the board. The Board of Directors will set the compensation levels of all employees and contracted positions.

The executive director may employ or contract for other staff personnel as are necessary to the operation of the Association of Tennessee Valley Governments subject to budgetary limitations and with the concurrence of the Board of Directors.

All funds received by or on behalf of the Association shall be deposited by the Treasurer or his/her designee in a bank and/or other financial institution prescribed by the Executive Committee to the account of the Association of Tennessee Valley Governments. The Treasurer or designee shall pay by check all salaries and expenses necessary for the operation of the Association of Tennessee Valley Governments.

ARTICLE IX MEETINGS

There shall be an annual meeting of this Association to be held each year in the last quarter of the calendar year at such place and on such dates as the Board of Directors shall designate. General meetings will be scheduled quarterly. General meetings are meetings of the membership of the Association for educational, informational and networking purposes; however, the General meeting in the last quarter also serves as the annual meeting of the membership for business purposes. Special

meetings of the membership may be called by the Board of Directors or Executive Committee for business purposes.

ARTICLE X ANNUAL AUDIT

The Board of Directors of the Association of Tennessee Valley Governments shall provide for an annual audit of the Association's finances. The report will be reviewed at the annual meeting. Copies of the report will be available to each member upon request.

ARTICLE XI AFFILIATIONS

This Association may participate in and affiliate with any other organization having similar purposes or ideals.

ARTICLE XII HEADQUARTERS

The headquarters of this Association shall be at a location determined by the Board of Directors.

ARTICLE XIII ROBERT'S RULES OF ORDER

The Board of Directors and President shall follow the latest edition of Robert's Rules of Order that is available to the Association when conducting meeting of the Membership or the Board of Directors.

ARTICLE XIV AMENDMENTS

The By-Laws may be amended or repealed by the membership at its annual meeting or at such other meetings of the membership as could be called by the Board of Directors for such purpose. However, before any such amendment or repeal may be considered, notice of any proposed changes must be given at least two weeks prior to the meeting at which they are to be voted upon.

A two-thirds (2/3) majority of all active members attending and entitled to vote at the membership meeting will be required to effect any proposed change in these By-Laws.