

**VOLUNTEER CHAPTER**

**CLUB MANAGERS ASSOCIATION OF AMERICA**

**CONSTITUTION**

**Article I**

**NAME**

The name of this Chapter shall be the Volunteer Chapter of the Club Managers Association of America, Inc., No. 35.

**Article II**

**GEOGRAPHICAL AREA OF CHAPTER**

For all purposes hereof, this Chapter's geographical boundaries shall include the State of Tennessee.

**Article III**

**OBJECT**

The purposes of this Chapter are to provide education to persons connected with the management of clubs and other associations of similar character, and to promote and encourage efficient and successful club management.

**Article IV**

**CONDUCT OF AFFAIRS**

The regulation of business and the conduct and management of the affairs of this Chapter, and all powers and functions pertaining thereto, shall be regulated and determined by the By-Laws which shall from time to time be adopted or changed by the Active Membership of this Chapter; provided that said By-Laws shall not be repugnant to, nor inconsistent with, the Constitution and By-Laws of the Club Managers Association of America, a current

copy of which shall be deeded part of this Chapter's Constitution and By-Laws.

**BY-LAWS OF THE VOLUNTEER CHAPTER OF THE**

**CLUB MANAGERS ASSOCIATION OF AMERICA**

**Article I**

**MEMBERSHIP**

**Section 1. Categories Qualifications**

**Categories:** There shall be eight (8) categories of membership: Professional, Associate, Retired, Honorary, Student, Surviving Spouse, and Non-Resident.

**Qualification:** A person who at time of applying for and election to membership in this Chapter, and is employed as an Executive, Manager, or Assistant Manager of an entity defined as a private membership club(s) is eligible for membership.

**(1)** A Manager is defined as an individual who shall control and supervise the activities and facilities of an entity defined as a private membership club(s) and will be responsible to the membership, ownership or other governing body who have vested in the manager the authority to employ, supervise, dismiss or assign duties to other employed personnel. Individuals serving within the military recreational systems responsible to the membership or a commanding officer are eligible.

**(2)** As Assistant Manager is defined as a person whose primary occupation is that of assisting a club manager in a supervisory capacity and upon whom devolves the manager's duties, responsibilities, and authority in the absence of the manager or a more senior assistant.

**A. Professional**

A Professional member of this Chapter shall be entitled to hold office and take part in all business affairs of the Chapter. A Professional member temporarily disengaged shall continue in this category for the period for which dues are paid at the time the member ceases to have a club connection. After this period the member shall be transferred to Associate membership.

A person who at time of applying for and election to membership in this Association, and is employed as an Executive, Manager, or Assistant Manager of an entity defined as a private membership club(s) is eligible for membership.

The designation "Certified Club Manager" (CCM) may be conferred upon an Active member who has qualified under provisions of the certification program. (See Yearbook for current requirements.)

**B. Associate**

A Professional member of the Chapter in good standing who enters into another line of business or is still temporarily disengaged shall automatically cease to be a Professional member and shall automatically be transferred to Associate membership, which Associate membership shall entitle the member to all social privileges of the Chapter, but shall not entitle the member to vote or hold elective office; provided, however, that in the event that, after being automatically transferred to Associate membership as aforesaid, such member again becomes a club manager, the member thereupon automatically be transferred back to Active membership.

**C. Student**

An individual who is enrolled in a hospitality or related course in an accredited college, university or school for undergraduate or graduate students is eligible to apply for student membership. Applications for membership are to be supported by the Dean of the school and/or the faculty advisor. Such membership does not entitle the holder to vote or hold elective office in the Chapter nor to transfer to any other category of membership. Students may retain membership for two years following graduation.

**D. Retired**

A Professional or Associate member who is at least sixty-five years old or who is totally disabled and who has been a member of the Chapter for an aggregate period of at least fifteen years (not necessarily consecutive years) and who has retired from active business, may, upon application, be transferred to Retired Membership status. Such transfer may also be made upon application by any Professional or Associate member even though the member has not yet attained the age of sixty-five years if the sum of the member's age and the number of full years of membership in

the Chapter equals or exceeds seventy-five, but in no event shall a member be eligible for Retired status unless the member has been a Chapter member for at least fifteen years. Retired Professional members shall be entitled to all privileges of the Chapter but may not hold office. Retired Associate members shall be entitled to all privileges of the Chapter, but shall not be entitled to vote or hold office.

This section does not apply to an Associate member who has not previously acquired active status.

**E. Honorary Member**

Upon written request of three or more members, the Board of Directors may in their discretion elect as an Honorary member in the Chapter any individual who has rendered special service of value for the promotion and advancement of the welfare of the Chapter. The written request shall state the nature of the services rendered and the results obtained. When Active or Retired Active members of the Chapter are so honored they shall not lose their vote; but in the event an Honorary membership is conferred upon an individual who is not a club manager, or not an Active

or Retired member of the Chapter, such Honorary Member shall have no right to vote and shall hold no office.

**F. Surviving Spouse**

The spouse of a CMAA member shall become eligible for Surviving Spouse membership status upon the CMAA member's death. Such membership shall entitle the spouse to social privileges and shall receive the Chapter's publications, newsletters, etc.

**G. Non-Resident**

Any CMAA member who resides outside of Tennessee maybe a Non-Resident member for twenty-five percent of the Professional dues rate.

**Section 2. Admission**

An applicant shall simultaneously apply for membership in both the National Association and the Volunteer Chapter. Applications for membership shall be on a form prescribed by the Association.

Following favorable action by the Chapter, the completed application and remittance for necessary entry fees, dues, and assessments shall be forwarded to the national office of the Association. Upon approval by the Association, the applicant shall simultaneously become a member of both the Chapter and the Association.

**Section 3. Penalties for Nonpayment**

Any member who shall be in arrears for dues or assessment, or both, for a period of two (2) months from and after November1st of any year shall be dropped from the rolls of the Chapter and the Secretary-Treasurer shall notify the member of this action at the last known address shown on the records of the Chapter.

**Section 4. Reinstatement**

Any member who has forfeited membership in accordance with Section 3 of Article I may apply for reinstatement by written letter to the Board of Directors at any time within twelvemonths from the date the membership was forfeited. It will be at the discretion of the Board of Directors when such reinstatement serves the best interest of the Chapter.

**Section 5. Transfers**

A Professional member of CMAA who moves to Tennessee and is in good standing with the chapter the member is leaving, membership will be granted upon Professional Membership payment of dues and fees.

**Section 6. Suspension and Expulsion**

A member may be suspended for a specific or an indefinite period of time, or may be expelled, for cause, including but not limited to violations of these Bylaws or of the Association's Code of Ethics. Such suspension or expulsion shall require the vote of two-thirds of the total members of the Board of Directors following a hearing. Written notice of the time and place of the meeting of the Board of Directors at which a member's suspension or expulsion will be considered shall be sent by registered mail at least 15 days before the hearing to the member under charge at

the member's last known address, together with a written statement of the charges against the member and notice that the member may appear at the meeting to present defenses to the charges. In all other respects, the procedure to be followed under this section shall be in accordance with ROBERT'S RULES OFORDER.

**Article II**

**DUES AND FEES**

**Section 1. Entrance Fee**

The Board of Directors shall determine what entrance fee, if any, shall be paid by newly-elected members. There shall be no entrance fee for Honorary Members.

**Section 2. Dues**

All dues and assessments shall become payable by the 1st day of November of each year and shall be for the fiscal year. The amount of annual dues in each membership category shall be set by the Board of Directors .All applications for membership shall be accompanied by a remittance for the year's dues.

**Section 3. Assessments**

The Board of Directors shall have power to levy an assessment during each fiscal year. Such special assessments may not be levied upon Retired or Honorary Members.

**Section 4. Refunds**

No dues except those that have been prepaid shall be refunded to any member who terminates for any reason.

**Article III**

**MEETINGS OF MEMBERS AND VOTING**

**Section 1. Annual Meeting**

The Chapter shall hold its Annual Meeting on a date between the first day of November and the first day of December each year ,at such time and place as may be named by the Board of Directors; provided, however, that the Board of Directors shall have power, in its discretion, to designate other dates and locations on giving suitable notice to all members at their last known address as to the date of such meeting.

**Section 2. Regular Meetings**

Regular meetings of the Chapter shall be held at such time and frequencies as decided by the Board of Directors. At least four Educational meetings shall be held each year.

**Section 3. Special Meetings**

Special sessions of the Chapter may be called by the President upon request of a majority of the Board of Directors. Not less than twenty (20) days notice to each member shall be required for such special sessions. Special meetings of the Chapter maybe held at such place as the Board of Directors shall designate.

**Section 4. Quorum**

Fifteen (15) percent of the voting membership shall constitute a quorum for the transaction of business at any regular, annual or special meetings.

**Section 5. Voting**

The votes of a majority of the Professional members present shall be the act of the membership on all matters unless otherwise provided by the bylaws.

**Article IV**

**OFFICERS**

**Section 1. Qualifications**

All Officers shall be chosen from the Board of Directors and shall be Professional, paid up members of the Chapter, and must be inactive service as Executives, Club Managers or Assistant Managers during their team of office. Any Officer leaving the club field for another line of work shall be deemed no longer an Officer and the Board of Directors shall have the power and authority to determine the loss of eligibility and fill such vacancy when appropriate. An immediate Past President may continue to serve in an ex-officio capacity, with voting privileges.

**Section 2. Election: Officers**

The Officers of the Chapter shall be the President, Vice President, and Secretary-Treasurer. Such officers shall be elected at each Annual meeting of the Chapter, by ballot which shall be prepared by the Secretary-Treasurer and distributed to each vacancy in office to be filled at such election. Ballots cast for less than the proper number of vacancies shall be void.

Provided an Annual Meeting cannot be held, the Board of Directors shall have the power to elect a President, Vice President and Secretary-Treasurer at a called meeting of the Board.

In voting for officers, if a majority of all votes cast shall not be received by any candidate, the one receiving the lowest vote shall be dropped and the same procedure shall be followed on subsequent ballots until an election is had. In case of no opposition to a nomination, the vote may be by acclamation.

**Section 3. The President**

The President shall be the chief elected officer of the Chapter, and accountable for its fiscal affairs. The President shall preside at all meetings of the Board of Directors, the Annual Meeting and all meetings of the members; shall make appointments to all committees; shall be an ex-officio member without voting privileges, of all committees, except the Nominating Committee. The President shall decide all questions of order. The President shall cast the deciding vote in all cases where a second ballot is equally divided; shall sign all papers and other documents that may require signature by the Chapter.

**Section 4. Vice President**

The Vice President is the elected officer of the Chapter and they shall have the same authority as the President as stated in Article IV, Section 3, in case of inability of the President to perform the duties of the office. In case of a vacancy occurring in the office of the President, the Vice President shall assume full duties of the President until the next election. The Vice President shall serve as a member of the Board of Directors.

**Section 5. Secretary-Treasurer**

The Secretary-Treasurer is appointed by the Board of Directors and they shall be responsible for the administrative and fiscal affairs of the Chapter. The primary areas of responsibilities involve correspondence, recordkeeping, and the management of fiscal affairs. Upon election to this office, the Secretary-Treasurer shall post a bond if required by the Board of Directors. The Secretary-Treasurer shall supervise the recording of all minutes of all meetings of the Chapter and of the Board of Directors, and have them kept in a permanent file. The Secretary-Treasurer shall supervise the use of the Chapter's corporate seal and maintain vigilance over all books, documents, and papers belonging to the Chapter; shall audit all bills and accounts rendered to the Chapter; is responsible for all monies of the Chapter and shall monitor the receipt and disbursement of such funds. It is the Secretary-Treasurer's responsibility to see that any excess Chapter funds are safely invested. It is the Secretary-Treasurer's responsibility to see that accurate records are kept which reflect true accounting of the Chapter's fiscal affairs and shall make are port to the Membership at the Annual Meeting regarding the affairs of this office.

**Section 6. Appointive Officers**

The President may appoint a sergeant-at-arms, a judge of election, and sufficient tellers of election, which tellers shall count the votes and announce the result thereof to the presiding officer at the Annual Meeting. The President shall also appoint such other subordinate officers as deemed advisable.

**Section 7. Reports**

The reports of all Officers of the Chapter shall be presented at the Annual Meeting.

**Section 8. Removal**

The Board of Directors may remove any Officer for cause by a two-thirds (2/3) vote of the Board of Directors.

**Section 9. Vacancies**

The Board of Directors shall, by a majority vote, fill all vacancies which may occur in elective offices until the next annual election.

**Article V**

**BOARD OF DIRECTORS**

**Section 1. Authority and Responsibility**

The governing body of this Chapter shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee, except that the Board shall specifically reserve to itself the right and power to adopt a general budget, purchase, sell or lease any real property, fix annual dues and special fees or assessments, elect officers and successors to any office which becomes vacant, unless any of the foregoing matters shall have been delegated to the Executive Committee by a two-thirds vote of the Board. All disputes and grievances shall be referred to the Board of Directors whose decision thereon shall be final and binding upon all interested parties.

**Section 2. Composition and Manner of Election**

Board of Directors shall consist of six (6) Directors, one of whom shall be the immediate Past President of the Chapter, and the remaining five (5) of whom shall be elected by the members of the Chapter, by ballot which shall be prepared by the Secretary-Treasurer and distributed to each eligible member and each such member shall vote for each vacancy in office to be filled at such election. Ballots cast for less than the proper number of vacancies shall be void. Directors of the Chapter shall be Professional members of the Chapter, in good standing, and must be in active service as Executives, Managers or Assistant Managers during their terms as Directors. The two members of the Board of Directors, other than the President, Vice President, and Secretary-Treasurer, shall be elected for a term of one year, with two members being elected each year. The two Directors shall be the Director of Membership and the Director of Education.

**Section 3. Term of Office**

The Directors, excluding the President, Vice President and the Secretary-Treasurer, shall be elected for a term of one year, and it shall be so arranged that two Directors shall be elected by the membership at the Annual Meeting for such terms each year. The Executive Committee (The President, Vice President, and Secretary-Treasurer) shall be elected for a three year succession term., and during such terms they shall also be members of the Board of Directors. The Secretary-Treasurer shall be elected by the membership at the Annual Meeting for such term.

The retiring President shall become an appointive, ex-officio member of the Board of Directors at the time the elected successor takes office and shall remain such an ex-officio member until the successor as President has retired from office, whichever occurs last. The retiring President shall retain the right to vote as a Director for as long as the retiring President shall be an ex-officio member of the Board of Directors.

No Director shall serve more than two elected consecutive terms, unexpired terms included, in other than the capacity of an officer. The President, Vice-President and the Secretary-Treasurer may serve an additional year in each office if nominated and elected.

In voting for Directors, the two candidates receiving the highest number of votes shall be elected as Directors for the one year term, and the candidate receiving the next highest number of votes shall be declared a Director for the one-year term if there is a vacancy, and so on until all vacancies have been filled. In case of a tie ballot for a particular vacancy, a new ballot shall be taken to determine which of the candidates is to fill such vacancy.

**Section 4. Meeting: Regular**

A regular meeting of the Board of Directors shall be held immediately following the annual election. Regular meetings of the board shall also be held at such time and places as the Board may by resolution decide. Regular meetings may be called by the President or the Secretary-Treasurer by giving each Director ten (10) days notice by mail or other mode of transmittal.

**Special Meetings**

Special meetings of the Board may be called at any time by the President or the Secretary-Treasurer in the same manner as the regular meetings are called, by giving each Director three (3) days notice by mail or other mode of transmittal.

**Use of Communication Equipment**

A member of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

**Quorum**

Fifty (50) percent of the members of the Board of Directors then in office constitutes a quorum for the transaction of business. Any less number may adjourn from time to time until a quorum is present.

**Section 5. Order of Business**

The Board of Directors may, from time to time, determine the order of business at their meetings.

**Section 6. Grievances**

Should a member have suffered an alleged injustice, the individual may submit such grievance to the Board of Directors for review. The decision of the Board of Directors shall be final. Such parties may appeal such decision to the Executive Committee which may recommend reconsideration to the Board of Directors. All parties to such complaint shall be heard by the Board of Directors and notice of such hearing containing details of the grievance shall be mailed by Registered Mail at least 15 days before the date of such hearing. The notice of such hearing shall state the time and place of the hearing. Pending the rendering of a final decision by the Board of Directors, the individual shall retain membership in the Chapter.

**Section 7. Vacancies**

Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled by the Board of Directors by majority vote.

**Section 8. Removal**

The Board of Directors may remove any Director for cause by an affirmative two-thirds vote of the Board present at any regular or special meeting.

**Article VI**

**EXECUTIVE COMMITTEE**

**Section 1. Authority and Responsibility**

The Executive Committee may act in place and stead of the Board or Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board meeting.

**Section 2. Composition**

The Executive Committee shall consist of the President as Chairman, the Vice President, the Secretary-Treasurer and the immediate Past President.

**Section 3. Vacancies**

Any vacancy occurring on the Executive Committee shall be filled for the balance of the unexpired term by the Board of Directors at any regular or special meeting.

**Article VII**

**STANDING AND SPECIAL COMMITTEES**

**Section 1. Nominations-Committee on Nomination**

At least ninety (90) days prior to the Annual Meeting the President shall appoint a Nominating Committee consisting oft he most recent Past President as Chairman and two other Active Members selected by the Chairman of the Nominating Committee.

**Independent Nominations**

After the report of the Nominating Committee it shall be the privilege of any Active Member of the Chapter to place in nomination the name of any eligible person for any elective office including that of Director at least fifteen (15) days prior to the Annual Meeting.

**Article VIII**

**STAFF**

**Section 1. Staff**

The Board of Directors shall, by majority vote, employ those needed to assist in the work of the Chapter.

**Article IX**

**FINANCE**

**Section 1. Fiscal Year**

The fiscal year of the Chapter shall begin on the 1st day of January in each year, and shall end the 31st day of December of the same year.

**Section 2. Authorized Signatures**

The Board of Directors shall from time to time authorize officers, or officials, to sign checks and vouchers on the Chapter's funds, in such amounts and such manner as shall be prescribed by the Board.

**Section 3. Bonding**

Trust and surety bonds may be furnished for such officers or employees of the Chapter as the Board may direct. The amount of such bonds shall be determined by the Board and the cost paid by the Chapter.

**Section 4. Audit**

The accounts of the Chapter shall be audited not less than annually by a committee who shall be recommended by the President with the approval of the Board who shall provide a report to the Board of Directors.

**Article X**

**RULES OF ORDER**

**Section 1**

The rules contained in the current edition of ROBERT'SRULES OF ORDER shall govern the conduct of the Chapter in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the Chapter may adopt.

**Section 2. Motions**

Any motion or resolution made or ordered at any meeting shall ,on request, be reduced to writing and furnished to the Secretary-Treasurer before the question shall be put.

**Article XI**

**INDEMNIFICATION**

Every Director, Officer, and employee of this Chapter shall be indemnified in accordance with the laws of the state of Tennessee.

**Article XII**

**AMENDMENT**

**Section 1. How Made**

Any Bylaws of the Chapter may be amended or repealed at any Annual Meeting or at any Special Meeting of the Chapter called for the purpose, by a vote of two-thirds of the members present at such a meeting, in the following manner:

Amendments or repeals may be proposed by the Board of Directors or any eligible voting member. They are to be filed with the Secretary-Treasurer. All amendments and repeals except those that are legally inappropriate shall be submitted to the members at the Annual Meeting with an appropriate recommendation from the Board of Directors for passage or defeat.

A notice of the proposed amendment or repeal shall be mailed to each member of the Chapter at least sixty (60) days before the meeting at which the proposal will be voted on. Proposals for amendments or repeals shall be filed by individuals at least one hundred twenty (120) days before a meeting.

**Article XIII**

**DISSOLUTION**

**Section 1**

The Chapter shall use its funds only to accomplish the objective and purposes specified in the Bylaws and no part of said funds shall inure, or be distributed to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific, or philanthropic organizations to be selected.