

AMENDED AND RESTATED
CHARTER OF
SOUTHERN APPALACHIAN HIGHLANDS CONSERVANCY

Pursuant to the provisions of Tenn. Code Ann. §48-60-103 the undersigned Corporation amends and restates its Charter as follows:

1. **Name:** The name of the Corporation is the Southern Appalachian Highlands Conservancy.
2. **Address:** The street address of the principal office of the Corporation in the State of Tennessee is:

2nd Floor – Eastman Credit Union Building
2021 Meadowview Lane
Kingsport, Tennessee 37660

The mailing address of the principal office of the Corporation in the State of Tennessee is:

P.O. Box 88
Kingsport, Tennessee 37662-0088

3. **Registered Agent:** The name of the Registered Agent and the address of the registered office in Tennessee is:

Frank Johnstone, Esq.
Wilson Worley PC, Attorneys at Law
2nd Floor – Eastman Credit Union Building
2021 Meadowview Lane
Kingsport, TN 37660

4. **Nonprofit Status:** The Corporation is not for profit.
5. **Public Benefit:** The Corporation is a public benefit corporation .
6. **Purposes:** The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time (the “Code”).

a. The general purposes of the Corporation are:

- i. To locate, preserve, restore, enhance and protect areas of natural beauty in the Southern Appalachian region, particularly in Tennessee and North

Carolina, and to encourage and promote preservation, restoration, enhancement and protection of such areas for the use and benefit of the general public.

- ii. To promote conservation of natural resources in the Southern Appalachian region including, but not limited to: land, water, woodlands, open spaces, mountain lands and the plant and animal life thereon for the use and benefit of the general public.
- iii. To foster and promote scientific study and public education regarding land use and conservation generally and with particular emphasis on the Southern Appalachian region.
- iv. To study, conduct research and prepare plans for land use and conservation in the Southern Appalachian region; to inform the general public regarding such land use and conservation; and to generally educate the public regarding land use conservation.
- v. To enhance educational, interpretive and research opportunities relating to the Southern Appalachian region in order to increase public awareness, enjoyment and appreciation of such region.
- vi. To generally preserve, support, protect and conserve the natural ecological systems and the cultural and historical heritage of the Southern Appalachian region.
- vii. To preserve, support, protect and conserve the unique plant and animal habitat, clean water, farmland, scenic beauty and natural environment for individuals to enjoy outdoor recreation in the Southern Appalachian region for the benefit of present and future generations; and to achieve these purposes by: creating and maintaining long-term conservation relationships with private landowners and public (governmental) agencies; owning and managing real property; and encouraging healthy local communities.

b. In addition to and without limitation upon the foregoing general purposes, the Corporation may:

- i. Assist individuals, families, business entities, trusts, endowments and foundations to make charitable gifts of lasting value;
- ii. Accumulate funds and valuable assets; disburse such funds and assets for charitable, educational and scientific purposes when and as may be deemed necessary or desirable; and safeguard and secure such funds and assets until so disbursed;
- iii. Support and collaborate with other non-profit, charitable, scientific and educational organizations, individuals and public (governmental) agencies whose purposes are consistent with the Corporation (eg., to support conservation of the Southern Appalachian region) and provide services and guidance to such entities in accordance with the Corporation's purposes and policies;
- iv. Establish and administer charitable funds for the benefit of conservation of the Southern Appalachian region;

- v. Accept contributions, gifts, bequests, devises, trust assets, endowments and other charitable transfers of real, personal, intellectual or intangible property for the charitable, scientific and educational purposes described in this Charter;
 - vi. In accord with Tenn. Code Ann. §48-53-101(a), engage in any actions and businesses allowed by law to carry out the various charitable, scientific and educational purposes described herein.
7. **Tax Exempt Status:** The Corporation shall at all times: (i) qualify as an organization exempt from Federal income tax under Section 501(c) of the Code by qualification as an organization described in Section 501(c)(3) of the Code; (ii) qualify as an organization to which deductible contributions may be made pursuant to Sections 170 (income tax), 642 (charitable trusts), 2055 (estate tax) and 2522 (gift tax) of the Code; and (iii) qualify as other than a private foundation as described in Section 509(a) of the Code..

Notwithstanding any other provision of this Amended and Restated Charter, the bylaws of the Corporation and corporate policies heretofore and hereafter adopted, the Corporation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code and (ii) a corporation, contributions to which are deductible under Sections 170, 642, 2055 and 2522 of the Code.

8. **Members:** The Corporation will not have members. The affairs of the Corporation shall be governed by the Board of Directors.
9. **Support Entities and Persons:** The governing Board of the Corporation shall have the authority to approve non-voting, support entities and persons which may include families, associations, organizations, corporations, partnerships, estates and individual persons which may be referred to as “supporters”, “members” or “supporting members” of the Corporation. Such “support memberships” may have separate categories which are determined from time to time by said Board based on the level of funds and/or property contributed by such “supporters” to the corporation. Such “supporting members” shall also be entitled to such benefits as newsletters, publications and recognitions as said Board may from time to time determine.
10. **Powers:** The Corporation has all the powers granted nonprofit corporations under the laws of Tennessee. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c)(3) of the Code under which the Corporation is exempt.
11. **No Private Inurement/Distribution/Activities:**
- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 6, “Purposes” hereof.

(b) No director, trustee, officer or other private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.

(c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

12. **Immunity/Indemnification/Insurance:** The directors, officers, employees and agents of the Corporation shall be entitled to such immunity, indemnification and insurance protection as provided for in Tenn. Code Ann. § 48, Chapter 58.

13. **Dissolution:** Upon the dissolution and winding down the Corporation, the governing board shall, after paying or making provisions for discharge of all the valid liabilities and obligations of the Corporation and subject to applicable provisions of Tenn. Code Ann. §48-64-101 , et seq., dispose of the net assets of the Corporation as follows:

The net assets of the Corporation shall be distributed as then determined by its governing Board to such an organization or organizations organized and operated consistent with the purposes of the Corporation and which shall at that time either qualify as a non-profit, exempt organization under Section 501(c)(3) of the Code or be a Federal or State government agency, department, or division with purposes consistent with those of the Corporation.

14. **Tennessee Code:** All references to the Tennessee Code herein shall be to such Code as enacted and in force at the time this Amended and Restated Charter is adopted and to amendments to such Code which modify the various Code sections referenced herein.

The foregoing Amended and Restated Charter of Southern Appalachian Highlands Conservancy was duly adopted by the members at a meeting held _____, 2019. No approval was required by some person or persons other than the members, the board, or the incorporators pursuant to Tenn. Code Ann. § 48-60-301.

This _____ day of _____, 2019.

Southern Appalachian Highlands Conservancy

By: _____
President

Attest: _____
Secretary

SEAL

AMENDED AND RESTATED
BYLAWS
OF
SOUTHERN APPALACHIAN HIGHLANDS CONSERVANCY

ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT

Section 1. Name. The name of the corporation is "Southern Appalachian Highlands Conservancy," (herein the "Corporation" or "SAHC"). The Corporation may conduct business activities and programs under its real name and under the style "SAHC" or any other "assumed" name, provided however, the Corporation in doing so shall comply with requirements of law in Tennessee, North Carolina and any other state in which the Corporation conducts business activities and programs under a name or style other than the name of the Corporation.

Section 2. Principal Office. The principal office of the Corporation shall be located in Asheville, Buncombe County, North Carolina. The Corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 3. Registered Office. The registered office of the Corporation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act (the "Act") may be presently Second Floor Eastman Credit Union Building, 2021 Meadowview Lane, Kingsport, Tennessee. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
PURPOSES

Section 1. General Purposes. The Corporation is a not for profit ("nonprofit") public benefit corporation organized under the Tennessee Nonprofit Corporation Act (Tenn. Code Ann. § 48, Chapters 51-68) exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"). The purposes of the Corporation are set forth in its Charter.

Section 2. Tax Exempt Status. The Corporation is organized and is to operate as a non-profit charitable, scientific and educational organization. The Corporation: (i) shall at all times qualify as an organization exempt from Federal income tax under Section 501(c) of the Code by qualification as an organization described in Section 501(c)(3) of the Code; (ii) shall at all times qualify as an organization to which deductible contributions may be made pursuant to Sections 170 (income tax), 642 (charitable trusts), 2055 (estate tax) and 2522 (gift tax) of the Code; and

(iii) shall at all times qualify as other than a private foundation pursuant to Section 509(a) of the Code.

Section 3. Fulfillment of Purposes. Subject to provisions of the Charter and these Bylaws, the Board of Directors of the Corporation (herein, "Board") shall allocate the funds and valuable real and personal properties (herein "assets") of the Corporation for the charitable, educational, and scientific purposes of the Corporation. The Board may make gifts and appropriations from any or all of its resources at any time and in any manner to carry out the objects and purposes of the Corporation.

In fulfillment of its purposes, the Corporation may accept and administer such funds and assets as the Board shall determine from time to time to be consistent with the purposes and in the best interest of the Corporation, provided, however, that such funds and assets comply with applicable Code and Treasury Regulations, and, the Corporation's Charter, Bylaws and policies.

Section 4. Modification of Condition or Restrictions. The Corporation may from time to time modify or institute court action to modify any restriction or condition on the use and distribution of assets entrusted to the Corporation for any specified charitable, educational, and scientific purpose or to a specified organization in support of corporate purposes, if, in the sole judgment of the Board (without the approval of any trustee, custodian, guardian or agent), such restriction or condition becomes unnecessary, incapable of fulfillment, or inconsistent with the charitable, scientific and educational purposes of the Corporation.

ARTICLE III MEMBERSHIP

Section 1. Non-Member Not for Profit Corporation. The Corporation shall, in accordance with its Amended and Restated Charter, not have members and shall be a non-member nonprofit corporation under Tenn. Code Ann. §48-56-103.

Section 2 Supporters. The Board of Directors of the Corporation shall have the authority to approve non-voting, support entities and persons which may include families, associations, organizations, corporations, partnerships, estates and individual persons who may be referred to as "supporters" of the Corporation. Such "support memberships" may have separate categories which are determined from time to time by said Board based on the value of funds and/or assets contributed by such "supporters" to the Corporation. Supporters shall also be entitled to such benefits as newsletters, publications and recognitions as said Board may from time to time determine.

Section 3. "Founding and Life" members Before the Effective Date of the Amended and Restated Charter. Notwithstanding anything herein to the contrary, persons, families, associations, organization, corporations, partnerships and estates who have heretofore been recognized as "founding members" and "life members" of the Corporation shall be Supporters of the Corporation, in accordance with Article III, Section 2, above, for life without the requirement of additional funds or assets being contributed to the Corporation.

Section 4. Meeting of the Corporation's Supporters and Friends; Status Report; Special Recognitions; and Celebration. There shall be annually (in addition to regular and annual meetings of the Board) a meeting of the Corporation and Board open to the Corporation's supporters and friends. Such meeting shall be in the spring or summer each year at such time, date and place provided in the notice of meeting. Such notice shall be in writing and shall be given no more than forty-five (45) and no less than thirty (30) days before the meeting to Directors, supporters ("supporting members") and friends of the Corporation. The Chair shall preside at such meeting and the order of business shall include: (i) a report on current status, programs and activities of the Corporation; (ii) recognition of volunteers, directors and those individuals and entities providing outstanding and distinguished service to the Corporation; and (iii) a celebration of the Corporation and all persons and entities who have contributed to the Corporation's programs, purposes, activities during the prior year(s).

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be governed by the Board of Directors (which may also be referenced as the "Board of Trustees," collectively, the "Board") which shall be the governing body of the Corporation. In this regard, the Board is responsible for promulgating policies and procedures for the various ventures, activities and transactions of the Corporation and electing directors and officers to carry out such policies subject to applicable procedures. Except as otherwise expressly provided in the Charter and these Bylaws, all powers of the Corporation shall be exercised by or under the authority of the Board.

Section 2. Number of Directors. The Board shall consist of no fewer than thirteen (13) and no more than nineteen (19) persons serving in office as Directors (who may also be called "Trustees"). Such Directors shall be elected as provided herein below.

Section 3. Ex-Officio Director. The Executive Director (Chief Executive Officer) of the Corporation shall serve as ex-officio Director member of the Board with privilege of the floor as recognized by the Chair, and without right to vote.

Section 4. Qualifications of Directors. The Corporation shall repose special trust and confidence in the abilities, integrity and fidelity of its Directors. Therefore all Directors shall be persons of high integrity and character who, as responsible individuals, are: leaders in their respective communities; have demonstrated a significant interest in conserving the Southern Appalachian region and in the organization and purposes of the Corporation; and are committed to the continuing welfare and enhancement of both the Southern Appalachian region and the Corporation. No then current employee of the Corporation may serve as Director of the Corporation.

Section 5. Regional Representation. Generally, Directors shall be residents of the Southern Appalachian region (with, emphasis on Tennessee and North Carolina residents), however, Board membership shall not be limited to residents of either of said states.

Section 6. Term of Office. Generally, the term of office for a Director shall be three (3) years. No Director may serve more than two (2) consecutive three (3) year terms of office before being ineligible for reelection. Following a one (1) year absence from office a former Director shall again be eligible for reelection, may be reelected to office and may again serve up to two (2) consecutive three (3) year terms before again being ineligible for reelection. There shall be no limit to the number of three (3) year terms a Director may serve in office, provided however, following the end of each second consecutive three (3) year term the Director is ineligible for reelection for a period of one (1) year.

So far as practical, the terms of office of Director shall be staggered so that each year approximately one-third (1/3) of the entire number of Directors then in office shall be elected or reelected.

In the event of a vacancy in the office of Director, the Director elected to fill such vacancy shall be eligible for reelection for two (2) additional consecutive three (3) year terms before being ineligible for reelection for at least one (1) year, as provided above.

The term of office for all Directors shall begin at the regular, special or annual meeting of the Board at which she/he is elected to office and shall end at the annual meeting ending the term of or remaining term of office to which the Director is elected.

Section 7. Election and Vacancies in Office. Directors shall be elected by majority vote of then current Directors at the annual meeting of Directors. At least forty (40) days before the date of such meeting the Governance Committee shall submit a slate of proposed candidates to the Executive Director and the Executive Committee. Such slate of proposed candidates shall be included in the notice of such meeting at least thirty (30) days before the meeting. Any vacancy in the office of Director occasioned under circumstance other than expiration of term (whether by death, incapacity, absence, resignation, removal, etc.) which causes the total number of Directors then serving in office to be less than the minimum number of Directors required in Article IV, Section 2, above shall be filled as soon as possible following such vacancy at any annual, regular or special meeting of the Board by election by majority vote of Directors upon recommendation of a proposed candidate by the Governance Committee. A Director elected to fill such a vacancy in office shall be elected for the remainder of such vacated term and may thereafter be reelected Director as provide in Article IV, Section 6, above.

Section 8. Resignation and Removal. A Director may resign from the Board at any time upon written notice to the Chair or Vice Chair of the Board and to the Executive Director of the Corporation. When a Director resigns before expiration of her/his term of office, the Governance Committee shall be immediately notified and may thereafter propose a candidate for the vacated term in accord with Article IV, Section 7, above.

A Director may be removed from the Board for acts or omissions contrary to the best interest of the Corporation upon the affirmative vote of a two-thirds (2/3rds) majority of the remaining Directors present at any annual, regular or special meeting at which a quorum is present. The

affected Director shall have the right to be heard at the meeting. The proposed removal shall be included in the notice of the meeting.

A Director who has missed three (3) consecutive meetings without a valid, reasonable request for excused absence shall be deemed to have submitted her/his resignation from the Board. Such deemed resignation may be accepted by a two-thirds (2/3rds) majority vote of Directors present at the next annual, regular, or special meeting of the Board.

Section 9. Discharge of Duties. In accord with Tenn. Code Ann. §48-58-301, each Director shall discharge said Director's duties in good faith, with the care that an ordinarily prudent person in the like position would exercise under similar circumstances and in a manner that such Director believes to be in the best interest of the Corporation. In discharging such duties, a Director is entitled to rely on information, opinions, reports or statements (including financial statements and other financial data) prepared or presented by one or more Directors or employees of the Corporation whom such Director reasonably believes to be reliable and competent in the matters presented, or otherwise prepared or presented by legal counsel, public accountants or other professionals as to matters such Director reasonably believes are within the person's professional or expert competence, unless such Director has actual knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

Section 10. Compensation. No Director shall receive compensation for her/his services as Director, but shall be entitled to reimbursement of reasonable "out of pocket" expenses incurred while conducting authorized business on behalf of the Corporation. Nor shall any Director receive any service or benefit not provided the general public. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore subject, however, to the approval of the Board.

Section 11. Conflicts of Interest. In accord with Tenn. Code Ann. §48-58-302, no Director shall take any action to influence the conduct of the Corporation so as to confer financial or other benefit upon herself or himself or upon an entity or undertaking in which the Director has an interest or affiliation. If an issue arises in which the Director or a related party to the Director could obtain such benefit or otherwise may have any conflict of interest, the affected Director must fully disclose the potential conflict to the Board and the Executive Director in accord with the Tenn. Code Ann. §48-58-302(b) and such conflict of interest policy adopted by the Board. Such conflict of interest shall be resolved in accord with said TN Code and policy. The Board may by resolution adopt such policies and requirements pertaining to conflicts of interest as it from time to time may determine.

Section 12. Delegation. The Board may by general resolution delegate to committees or to officers or employees of the Corporation such powers and duties as it may see fit, except as limited by of laws of Tennessee, the Charter, and these Bylaws.

ARTICLE V
MEETINGS AND ACTION OF THE BOARD OF DIRECTORS

Section 1. Location. The Board may hold regular, annual and special meetings, in or outside the State of Tennessee.

Section 2. Regular Meetings. There shall be no fewer than three (3) regular meetings of the Board held each year, approximately quarterly, at such time, date and place as determined by the Board and provided in the notice of the meeting.

Section 3. Annual Meeting of the Board. The annual meeting of the Board shall be held each year during the month of June (or as soon thereafter as reasonable) at such time, date and place as shall be determined by the Board and provided in the notice of the meeting.

Section 4. Special Meetings. Special meetings of the Board may be called by the Chair with five (5) day's written notice to each Director, the Executive Director and others, if any, entitled to such notice, delivered personally, by mail or by electronic means. Special meetings may also be called upon written request of three (3) or more Directors with like notice. The notice of a special meeting shall state the purpose or purposes thereof and only matters specified in the notice may be considered at such meeting.

Section 5. Quorum Voting. At all meetings of the Board a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business, and a vote of a majority of the Directors present and voting shall be the act of the Board except where the Charter, Bylaws or the laws of Tennessee require a greater vote.

Section 6. Unanimous Written Consent/Action Without Meeting. Except as limited by the Charter, the Bylaws and Tennessee law, whenever the vote of Directors is required to be taken in connection with any action, the meeting of Directors may be dispensed with in accord with Tenn. Code Ann. §48-57-104, but only if all Directors entitled to vote shall consent in writing to such action being taken without meeting. Such action must be evidenced by one or more written consents signed by each Director before or after such action, describing the action taken signed by each Director entitled to vote indicating each Director's vote and included in the minutes. Pursuant to the Tennessee Uniform Electronic Transactions Act, Tenn. Code Ann. §47-10-101 et seq. a written consent may be submitted by an "electronic record."

Section 8. Meetings by Means of Simultaneous Communication. At any regular, special or annual meeting, the Board may permit Directors to participate in such meeting by, or conduct the meeting through the use of, any means of communication by which such Directors communicate with each other simultaneously. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 9. Minutes. At all meetings of the Board minutes of the immediately preceding meeting (annual, regular or special, as the case may be) shall be submitted, corrected and approved. Minutes shall be recorded as permanent records of the Corporation in accord with the

Corporation's records policy. A copy of the minutes of each meeting shall be timely furnished to each Director.

Section 10. Adjournment. A meeting of the Board may be adjourned until a future date, time and place when the adjourned meeting shall be completed. This may be at the next regular or annual meeting of the Board or at a special meeting called for purpose of the adjourned meeting. Notice of the adjourned meeting shall be in accord with these Bylaws. At the adjourned meeting at which a quorum is present, any business may be conducted which could have been conducted at the meeting originally called. If the adjourned meeting is part of the next regular or annual meeting of the Board, such adjourned meeting shall be the first order of business on the agenda.

ARTICLE VI NOTICES

Section 1. Form and Delivery. Notices to Directors, committee members and others entitled to notice under these Bylaws shall be in writing and may be delivered personally, by mail, by private carrier, by telephone, telegraph, teletype or other form of wire or wireless communication ("electronically").

Section 2. Period of Notice. Except as otherwise provided in these Bylaws, the Chair, Secretary or other authorized officer shall cause written notice of each regular, special and annual meeting of the Board to be given as provided herein to each Director at least fifteen (15) days prior to the date of a regular meeting, at least five (5) days prior to the date of a special meeting, and at least thirty (30) days prior to the date of the annual meeting; provided, in the event the purpose of any regular or special meeting is to consider any proposed amendment to these Bylaws or the Charter or any fundamental change in the Corporation, then written notice of such meeting (together with the proposed amendment or change) shall be given to each Director at least thirty (30) days prior to the date of such meeting.

Notices of committee meetings shall be given by the chair (or acting chair) of such committee at least three (3) days before the meeting. The chair or acting chair may coordinate such notice through the Executive Director.

Section 3. Waivers of Notice. Whenever the giving of any notice is required by law, the Charter or these Bylaws, then in accord with Tenn. Code Ann. §48-58-204 a waiver of such notice in writing, signed by each Director and others entitled to said notice, whether before or after the event as to which such notice is required, shall be deemed equivalent to timely notice. Attendance by a Director or others entitled to notice at a meeting shall constitute a waiver of notice of such meeting except when the Director or other person entitled to notice attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Neither the business to be transacted at nor the purpose of any annual, regular or special meeting of the Board need be specified in any written waiver of notice unless so required by law or these Bylaws.

ARTICLE VII COMMITTEES

Section 1. Standing Committees of the Board. Standing committees shall consist of the Executive Committee and such other standing committees as the Board may from time to time create. All standing committees shall be chaired by a Director and may include other Directors as committee members. Except for the Executive Committee members of a standing committee may consist of corporate staff, non-Directors, professionals and others interested in the Corporation. At the time of adoption of these Amended and Restated Bylaws and standing committees are:

- (a) Executive Committee
- (b) Governance Committee
- (c) Finance Committee
- (d) Human Resources Committee
- (e) Development and Engagement Committee
- (f) Communication Committee
- (g) Land Protection Committee
- (h) Land Management Committee
- (i) Connecting People with Land Committee
- (j) Roan Stewardship Committee

The Executive Committee shall be a permanent standing committee and may not be terminated except by amendment to these Bylaws. All other standing committees may be terminated by the Board without amendment to the Bylaws.

Section 2. Special Committees of the Board. Special committees, such as "ad hoc" committees, may be established or dissolved by either the Chair in her/his discretion subject to approval by the Board or by the Board by majority vote. A special committee shall limit its activities to the accomplishment of the task for which it is established. When the task is completed, the special committee shall be automatically dissolved.

Section 3. Appointments and Committee Chair. The Chair shall appoint persons to standing and special committees subject to approval by the Board. Committee members shall hold office until their successors are duly appointed, until such committee is dissolved, or until such member's death, removal, resignation or disability. One member of each standing or special committee, other than the Executive Committee, shall be appointed by the Chair to serve as chair of the committee. The Chair of the Board shall serve as Chair of the Executive Committee.

Section 4. General Powers and Limitations. Except as otherwise expressly provided in the Charter and these Bylaws, the Executive Committee may exercise the authority of the Board and no other committee shall have such authority.

The designation and appointment of committees described herein and delegation thereto of authority shall not operate to relieve the Board or any Director of the responsibility imposed upon a Director by law. Each committee shall have and may exercise such power as is set forth

in these Bylaws or as may be conferred or authorized by the directive, policy or resolution creating it; provided, however, no committee shall in any event have the authority to:

- (a) Amend, alter or repeal these Bylaws or the Charter;
- (b) Elect, appoint or remove any Director or officer of the Corporation; adopt a plan of merger or adopt a plan of consolidation with another corporation or other legal entity;
- (c) Authorize the sale, lease, exchange or mortgage of the funds and assets of the Corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings thereof;
- (d) Adopt a plan for distribution; nor authorize any legally prohibited distribution of the funds and assets of the Corporation;
- (e) Amend, alter or repeal any resolution of the Board; and
- (f) Incur any indebtedness on behalf of the Corporation.

Section 5. Meetings, Minutes and Quorum. Each committee shall keep minutes of its proceedings and make a report to the Board of its actions within a reasonable time following meetings. Except as may otherwise be provided in these Bylaws, the certain provisions of these Bylaws governing Directors' meetings, unanimous written consent, action without meetings, meetings by means of simultaneous communication, waiver of notice, voting requirements and resignation and removal shall apply to committees of the Corporation. A majority of the members of a committee shall constitute a quorum and any action of a committee shall require a majority vote of the committee members present at a meeting of the committee. Each member of a committee, including non-Director members, if any, shall be entitled to one vote.

Section 6. Executive Committee. The Executive Committee shall be composed of the Chair, Vice Chair, Secretary, Treasurer, an additional member of the Board to be elected annually by the Board, and the Executive Director who shall serve ex-officio, without vote. The Executive Committee shall transact such business as may be delegated to it by the Board; shall recommend (as appropriate from time to time) a candidate for Executive Director to the Board and annually review her/his performance with recommendations to the Board; shall make other recommendations (as appropriate) to the Board; shall propose a slate of proposed candidates for officers to be considered for election at the annual meeting of the Board; and shall act on behalf of the Board between Board meetings. The Chair shall preside at meetings of the Executive Committee. All actions of the Executive Committee shall be reported to and ratified by the full Board at its next meeting following such action. The Executive Committee shall meet upon call of the Chair, a majority of its members, or at the request of the Executive Director. The Committee shall have such other responsibilities as from time to time determined by the Board.

Section 7. Composition, Duties, Goals, Responsibilities, Meetings and Reporting of Standing Committees other than the Executive Committee. The membership, duties, goals, responsibilities, meeting and reporting requirements of standing committees, other than the Executive Committee, shall be determined and approved from time to time by the Board, shall comply with these Bylaws and shall be described in a written "Committee Description" in the corporate records on file at the corporate offices.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President who shall also be Chair of the Board (herein, "Chair"), a Vice-President who shall also be Vice-Chair of the Board (herein, "Vice Chair"), a Secretary and a Treasurer, all of whom shall be elected by the Board. All officers, with the exception of the Assistant Secretary, shall be members of the Corporation's Board of Directors.

The Board may also elect such other officers from within the Board as it shall deem necessary, including Assistant Secretaries, Assistant Treasurers and other officers, who shall have such authority and perform such duties as from time to time may be prescribed by the Board and as otherwise provided in these Bylaws. No person may hold more than one office at any particular time.

Section 2. Election/Vacancies. All officers shall be elected by majority vote of Directors from a slate of proposed candidates presented by the Executive Committee at the annual meeting of the Board and shall hold office for a term of one year or until the next annual meeting or until their successors are duly elected and qualified. The names of such proposed candidates for office shall be included in the notice for the annual meeting of Directors.

Vacancies in any office occasioned by circumstances of death, incapacity, absence, resignation and removal shall be filled as soon as possible following such vacancy at any regular, annual or special meeting of the Board by election by majority vote of the Board upon recommendation of a proposed candidate for such vacant office by the Executive Committee. An officer elected to fill a vacated office shall serve only until such time as the term of such vacated office would expire.

Section 3. Removal. Any officer may be removed at any time during her/his term of office by a two-thirds (2/3rds) majority vote of Directors present at any regular or special meeting of the Board. The officer subject to removal shall have no vote at such meeting at which the vote to remove is taken. When an officer shall be removed in the manner herein described, she or he shall have no power or authority under or by virtue of her/his former office.

Section 4. Compensation. Officers shall not receive compensation for their services. This provision shall not be construed to preclude officers from being reimbursed for reasonable expense incurred in carrying out their duties or to preclude officers from serving the Corporation in any other capacity in furtherance of the Corporation's purposes and objectives and receiving reasonable compensation therefor, subject to approval of the Board.

Section 5. Chair. The Chair (President) shall preside at each meeting of the Board. The Chair shall discharge all the ordinary duties of the office, call special meetings of the Board as provided in these Bylaws and perform such other duties as may be prescribed by these Bylaws or by the Board. The Chair shall appoint members to standing and special committees (subject to approval by the Board), shall serve as Chair of the Executive Committee and shall be an ex-officio member of such other standing and special committees as determined by the Board.

Section 6. Vice Chair. The Vice Chair (Vice President) shall, in the absence or inability of the Chair, exercise the authority and carry out the functions of the Chair. The Vice Chair shall perform such other duties as may be prescribed by the Board or the Chair.

Section 7. Secretary. The Secretary shall be responsible for maintenance and custody of the books and records of the Corporation (except such books and records maintained by the Treasurer or another officer); shall attend meetings of Board, report all votes taken and keep the minutes of all proceedings in records to be kept for that purpose; shall be responsible for all notices required by these Bylaws, and shall execute certifications and documents on behalf of the Corporation as authorized by the Board. The Board or Executive Director may from time to time appoint employees of the Corporation to assist the Secretary with the Secretary's duties. The Secretary shall perform such other duties incident to the office of Secretary as may be prescribed by the Board or the Chair.

Section 8. Treasurer. The Treasurer shall generally be responsible for collecting, receiving and disbursing funds of the Corporation and shall generally exercise oversight of all checks and negotiable instruments payable to and by the Corporation. The Treasurer shall keep or cause to be kept such full and accurate accounts, books and records of the Corporation as are necessary to show the receipts, expenditures and the financial condition of the Corporation from time to time. The Treasurer shall chair the Finance Committee and perform all other duties incident to the office of Treasurer which are prescribed by the Board or the Chair.

Section 9. Discharge of Duties. In accord with Tenn. Code Ann. §48-58-403 each officer shall discharge such officer's duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that such officer believes to be in the best interests of the Corporation. In discharging such duties, an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one or more officers (including Directors) or employees of the Corporation whom such officer reasonably believes to be reliable and competent in the matters presented, and if prepared or presented by legal counsel, public accountants, or other persons as to matters such officer reasonably believes are within the person's professional or expert competence, unless the officer has actual knowledge concerning the matter in question that makes reliance otherwise permitted by this section unwarranted.

ARTICLE IX EXECUTIVE DIRECTOR

Executive Director. The Executive Director shall be selected by and serve at the pleasure of the Board. The Executive Director shall be accountable to the Board, shall work closely with the Board to fulfill its objectives and the purposes of the Corporation, and shall serve as its Chief Executive Officer in matters relating to the operation of the Corporation. Specific duties of the Executive Director shall include:

- (a) Administering and giving general direction and oversight to the programs and activities of the Corporation;

- (b) Developing and recommending personnel policies and procedures;
- (c) As authorized by the Corporation's fiscal policy, signing checks and entering agreements (as delegated or with approval of the Board) which are necessary to carry out the purposes and objectives of the Corporation;
- (d) Selecting, hiring, appointing, supervising and terminating administrative officers and staff in accordance with policies and procedures of the Corporation and as provided in these Bylaws or by the Board;
- (e) Assisting in preparing an annual budget of income and expenditures for recommendation to the Board;
- (f) Attending all meetings of the Board except that the Executive Director may be excused by the Chair and at such time as the Executive Director's performance or salary are to be discussed. The Executive Director shall be an ex-officio non-voting member of the Board and an ex-officio non-voting member of all standing committees with right to notice of such meetings and the floor but not to vote unless otherwise authorized by the Board; and
- (g) Performing such other reasonable duties which may be assigned by the Board.

The Executive Director shall be subject to an annual performance evaluation conducted by the Chair and Executive Committee. The results of such evaluation, including recommendations if any, shall be submitted to the Board for action as the Board deems appropriate. Each annual performance evaluation and actions taken by the Board shall be reported and discussed with the Executive Director by the Chair as soon as practical following such evaluation.

ARTICLE X FINANCES

Section 1. Fiscal Year. Unless otherwise determined by the Board the fiscal year of the Corporation shall begin July 1 and end June 30 the following year.

Section 2. Budget. The Board shall prepare, review and adopt an annual budget for the Corporation at or before its first meeting of each fiscal year.

Section 3. Audit of Books and Annual Report. The books and records of the Corporation shall be audited each fiscal year by a certified public accountant or accountants to be selected annually by the Board. The Chair of the Finance Committee shall submit such audit report or the results of such audit, including a detailed report of the operation and the financial condition of the Corporation as of the end of the preceding fiscal year to each Director promptly at the next annual, regular or special Board meeting after its completion.

Section 4. Fiscal Policy. The Board shall adopt and from time to time review its fiscal policy setting out formal procedures which shall govern the signing of checks; the obligations of funds; the approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the Corporation shall have sound financial controls which are deemed appropriate under generally accepted accounting principles.

Section 5. Contracts. In addition to the authority granted to the Executive Director in these Bylaws, the Board may authorize any Director or Directors, officer or officers, agent or agents, to enter into any contract, deed, lease, or agreement or to execute and deliver any instrument on behalf of the Corporation not inconsistent with the Charter and these Bylaws. Such authority may be general or confined to specific instances. All contracts or agreements with a trustee, custodian, investment counselor or any other agent shall expressly provide that the Board may remove such agent when, in its judgment, such removal will be in the best interest of the Corporation including, without limitation: (a) the failure of such agent to earn a reasonable annual return on the funds entrusted to such agent; (b) self-dealing or (c) any other breach of fiduciary duty under law.

Section 6. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the Corporation's name unless authorized by a resolution of the Board. The Corporation shall not make a loan of money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer for expenses reasonably anticipated to be incurred in performance of duties so long as such individual would be entitled to receive reimbursement of the expense absent the advance.

Section 7. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by the Executive Director or such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

ARTICLE XI MISCELLANEOUS

Section 1. Exempt Purpose: Notwithstanding any other provision of these Bylaws, no Director, officer, committee member, employee, agent, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations.

Section 2. Invalid Provisions: If any provision of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable, and these Bylaws shall be construed as if such provision had never comprised a part hereof.

Section 3. Agents and Representatives: The Board of Directors may appoint such agents and representatives of the Corporation to perform acts or duties on behalf of the Corporation, and give to such agents or representatives such power as the Board may see fit, so far as may be consistent with the Charter or these Bylaws, and to the extent permitted by law.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board shall direct.

Section 5. Bonds. The Board may by resolution require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with other conditions as may from time to time be required by the Board.

Section 6. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation, the state of incorporation and in the center of which is inscribed CORPORATE SEAL. Such seal, as impressed on the margin hereon, is hereby adopted as the corporate seal of the Corporation.

Section 7. Rules. The procedural rules to be used by the Corporation for conduct of the annual, regular and special meetings of the Board and all meetings of Board Committees are intended to carefully balance the rights of: (i) individuals; (ii) those who collectively represent a minority opinion; (iii) those who collectively represent a majority opinion; (iv) absentees (whether Directors or non-directors); and (v) all of the foregoing together. Ultimately it is the majority who determine the Corporation's policies, procedures and actions, but only following opportunity for a deliberative process of full and free discussion. As such the Corporation shall determine parliamentary rules of procedure, which allow due regard to diverse opinions with efficiency on both simple and complex matters. Therefore at all the Corporation's Board and committee meetings the procedural rules adopted by the Board and set forth in its policies shall govern the procedure for such meetings; however, in the event of conflict between these Bylaws and such procedural rules adopted by the board, these Bylaws shall govern.

Section 8. Records. The Corporation shall keep, preserve or otherwise make available at its offices in accord with its "records policy": (i) correct books and records of account, (ii) minutes of meetings and (iii) other corporate records and reports including contracts, title documents, employment record, etc. All records of the corporation may be inspected by any Director, her/his agent or attorney for any purpose at any reasonable time.

ARTICLE XII AMENDMENT

The Bylaws and Corporation's Charter may be amended, revised, or repealed by the Board of Directors by a vote of a two-thirds (2/3rds) majority of said Board. Any such amendment, revision, or repeal may be proposed at any meeting of the board, but the Board shall not take action thereon until a subsequent meeting of the Board with due and proper notice, in writing, of the meeting at which action is to be taken upon any proposed amendment, revision or repeal.

ARTICLE XIII DISSOLUTION

Upon dissolution of the Corporation, the Board shall direct all assets be distributed in accordance with the Corporate Charter.