

Bylaws of the Tennessee Returned Peace Corps Volunteers

Article 1 OFFICES

SECTION 1. PRINCIPAL OFFICE

The organization shall be known as the Tennessee Returned Peace Corps Volunteers hereinafter referred to as the "CORPORATION", a charitable not-for-profit corporation in Davidson County, Tennessee incorporated and filed with the Secretary of State on September 18, 2008 as provided by the Tennessee Nonprofit Corporation Act , T.C.A. § 48-51-101, et. seq. (the "Act"). The principal office of the Corporation is located at 325 East Palestine Boulevard, Madison, 37115, Davidson County, State of Tennessee.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 2 **NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the 1986 and corresponding provisions of any later United States internal revenue code (the "Code"). Notwithstanding any provision of its charter or these bylaws, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code. The principal purpose for which the Corporation is established includes:

- i) Uniting and empowering the Tennessee Peace Corps community through service and support activities
- ii) Any other purpose or cause the Corporation may establish or adopt from time to time which is not inconsistent with its principal purpose and which does not jeopardize its status as a tax exempt organization under Section 501(c)(3) of the Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

All assets and income of the Corporation shall be used exclusively for the purposes set out herein, including the payment of expenses incidental thereto. No substantial part of the activity of the Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation or any election.

The general welfare of society, not individual profit, is the object of this Corporation, and no assets or earnings of the Corporation shall inure to the benefit of any person.

The Corporation educates Tennessee youth about the countries and cultures in which the Tennessee Returned Peace Corps Volunteers served in. Our objective is to operate as a not-for-profit corporation eligible to host fundraisers and receive moneys from any other lawful source, as a charitable organization within the meaning of and eligible for exemption from taxation under Section 501(c)(3) of the Code. Our other objective includes hosting fundraising events to raise funds for international community development projects initiated by Tennessee Peace Corps Volunteers serving abroad administered through the 501(c)3 Peace Corps Partnership Program.

SECTION 3. DISSOLUTION OF CORPORATION

In the event the corporation is dissolved, it will turn any remaining assets over to a like charitable organization that is within the meaning of and exempt from taxation under, Section 501(c)(3) of the Code, or, if there is none, to any other charitable and education organization that is within the meaning of and exempt from taxation under this Section 501(c)(3) of the Code.

Article 3 **DIRECTORS**

SECTION 1. NUMBER

The corporation shall have a minimum of three (3) and a maximum of thirty (30) directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors must be residents of the State of Tennessee and of legal age. On an annual basis, and no less than once during a twelve (12) month period, the president shall either call for director nominees from the board of directors acting as a committee of the whole or shall appoint a three (3) member nominating committee, comprised of three (3) directors. All director nominees shall be submitted to the board of directors for election so that the newly elected members of the board of directors shall take office no later than the first (1st) board meeting of a new fiscal year.

SECTION 3. POWERS

Subject to the provisions of the laws of the State of Tennessee and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;

Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;

Meet at such times and places as required by these Bylaws;

Register their contact information with the Secretary of the Corporation, and notices of meetings mailed, faxed, telephoned, or emailed to them using said contact information shall be valid notices thereof.

Execute a Non-Disclosure agreement as approved by the Board of Directors.

SECTION 5. TERM OF OFFICE

All elected directors shall have terms of three years. The initial terms of directors are staggered, as new volunteers return from abroad to fill positions, to ensure a smooth transition.

There is no limit on the number of terms a qualified member may serve on the Board of Directors.

SECTION 6. COMPENSATION

Directors shall serve without compensation. They shall, however, be allowed reimbursement or reasonable advancement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at an agreed upon meeting location at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

The Board of Directors shall meet once a month or as often as necessary, to conduct the business of the Corporation. The regular meetings of such Board shall be held on such dates and at such time and place as may be fixed by the Board of Directors.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, or by any three directors. Such meetings shall be held at an agreed upon location of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

Regular Meetings. No notice need be given of any regular meeting of the board of directors.

Special Meetings. At least forty-eight (48) hours prior notice shall be given by the Secretary of the Corporation to each director of each special meeting of the board. Notice may be given by email, mail or in person.

Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of the State of Tennessee, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the voting members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Proxy allowed submitted in writing prior to the meeting and only for a specific issue as outlined in the proxy.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such

resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Tennessee. The resignation becomes effective upon approval by the Board of Directors.

Directors may be removed from office, with or without cause, as permitted by and in accordance with these Bylaws and the laws of the State of Tennessee.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 16. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

The Corporation's Treasurer shall be bonded at such a level established by the Board of Directors.

SECTION 17. FAILURE TO ATTEND MEETINGS

Continued failure on the part of a Director to attend regular or special meetings of the Board of Directors may in and of itself be deemed sufficient cause for the Corporation's Board to remove such Director from office and to fill his or her vacancy. Directors absent from three (3) consecutive meetings or whose attendance falls below two-thirds (2/3) of total regular or special meetings of the Board of Directors within a twelve (12) month period may be removed from office by an affirmative vote of two-thirds of the votes present at any regular or special meeting of Board of Directors where quorum has been established. Any director whose attendance record for regular and special meetings of the Board of Directors comes into question just prior to fulfilling the above said guidelines shall receive written notification of the director's status of attendance prior to the next regular meeting of the Board of Directors.

Article 4 **OFFICERS**

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have an Advisor to the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any member of the Corporation in good standing may serve as an officer of this Corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

The principal officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board following the appointment of the initial directors, or as soon thereafter as is conveniently possible. Subordinate officers may be elected from time to time. Each officer shall serve at the pleasure of the Board for such term as the Board of Directors may set and until his or her successor shall have been elected and qualified, or until death, resignation, or removal. Officers need to be members of the Board of Directors. The officers of the Corporation shall exercise such powers and perform such duties as are specified in the Articles of Incorporation, these Bylaws or provisions of law or are from time to time conferred by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. The resignation becomes effective upon approval by the Board of Directors.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President, in the absence of an appointed Executive Director, shall serve as the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by

law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and, if this Corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The officers shall serve without compensation. They shall, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Article 5

EXECUTIVE BOARD, COMMITTEES & MEMBERSHIP

SECTION 1. DESIGNATION OF EXECUTIVE BOARD MEMBERS

The Board of Directors may, by a majority vote of its members, designate an Executive Board consisting of the President, the Vice President, the Secretary, the Treasurer, and up to two (2) other Board members.

SECTION 2. EXECUTIVE BOARD POWERS

The executive board shall exercise such powers as may be delegated to it by the Board of Directors in the intervals between meetings of the Board, full minutes of all meetings of the Executive Committee shall be kept and submitted to the Board of Directors.

The Executive Board shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 3. DESIGNATION OF COMMITTEES

The Corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons approved by the Board of Directors and who may or may not be members of the Board or the Organization and shall act in an advisory capacity to the board. The Board of Directors may restrict attendance by resolution.

Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be terminated prior to that time, or unless the member is removed from the committee.

Officers may attend committee meetings.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

One member of each committee shall be appointed chairperson of the committee by a majority vote of the Board of Directors.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 5. MEMBERSHIPS

In order to further the work of the Corporation, the Board of Directors may create categories of membership based on the level of financial contributions of participants, although the governance of the Corporation shall be vested in the Board of Directors.

SECTION 6. EXECUTIVE DIRECTOR

The Board of Directors is authorized to appoint an Executive Director who shall manage the affairs of the Corporation. The Executive Director shall report directly to the Board of Directors and attend all meetings of the Board. The Board is authorized to pay such salary to the Executive Director as it deems advisable within its budget. The Executive Director shall serve at the pleasure of the Board and may be removed from office, with or without cause, upon a majority vote of the Board.

Article 6 **AMENDMENTS**

Any Director may propose an amendment to these bylaws in accordance with the following procedures.

The proposed amendment shall be submitted in writing to the President.

The proposed amendment shall be mailed to all Directors of the Corporation prior to the next meeting.

The proposed amendment shall be read at the next meeting, discussed, and voted upon. It shall require a two-thirds majority of all Directors in order to approve the amendment.

Alternate procedure – The proposed amendment may be prepared on a form and mailed to all the Directors of the Corporation. Each Director will be asked to mark the Amendment for approval or disapproval and return it to the Corporation. Upon receipt of an approval returned by two-thirds of all directors by mail within two weeks of circulating the amendment, the amendment shall be approved and incorporated into the bylaws.

Article 7 **DURATION**

This Corporation is to have perpetual existence.

Article 8 **EFFECTIVE DATE**

These bylaws become effective November 2, 2010.

Article 9 **CORPORATE SEAL**

The Corporation shall not have a corporate seal.

Article 10 **INDEMNIFICATION**

SECTION 1. INDEMNIFICATION

The Corporation shall indemnify any person who serves the Corporation with or without compensation, who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the Corporation, or is serving at the request of the Corporation without compensation as a member, director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the fullest extent and in the manner set in and permitted by the Tennessee Nonprofit Corporation Act and any other applicable law, as may from time to time be in effect. Neither payment of indemnification nor reimbursement or expenses shall be deemed compensation.

Such right of indemnification shall not be deemed exclusive of any other rights to which such members, director or officer of the Corporation may be entitled. The foregoing provisions of the Article shall be deemed to be a contract between the Corporation and each member, director and officer who serves in such capacity at any time while this Article and the relevant portions

of the Tennessee Nonprofit Corporation Act and other applicable law, if any, are in effect, and may repeal or modification thereof shall not affect any right or obligations then existing with respect to any state of facts then or therefore existing, or any action, suit or proceeding therefore or thereafter brought or threatened based in whole or in part upon any such state of facts.

SECTION 2. INDEMNIFICATION REPAYMENT

Expenses actually and reasonably incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action suit or proceeding, upon receipt of an undertaking by or on behalf of the member, director or officer to repay such amount, if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

SECTION 3. INDEMNIFICATION OF CEASED MEMBERS

Any right of indemnification shall continue as to a person who has ceased to be such a member, director officer of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.

SECTION 4. EMPLOYEE INDEMNIFICATION

Any employee may be indemnified by the Corporation pursuant to action of the Board of Directors.

Article 11

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by 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 of Directors. In absence of such determination by the

Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-president of the Corporation.

SECTION 3. GIFTS

The Board of Directors, the Executive Committee, or any member as appointed by the President may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

The Board of Directors or Executive Committee may reject gifts, the acceptance of which are not feasible or are too restrictive or respect to the corporation's basic purpose and functions

Article 12 **BOOKS & RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

Article 13 **DIRECTOR CONFLICT OF INTEREST**

SECTION 1. TRANSACTION FAIRNESS

If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that a Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

SECTION 2. BURDEN OF PROOF

In a proceeding contesting the validity of a transaction described in section (1) of this article, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors even though the disinterested Directors be less than a quorum; or

SECTION 3. QUORUM

The presence of a Director, who is directly or indirectly a party to the transaction described in section (1) of this article, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee then takes action on the transaction.

SECTION 4. DEFINITION OF A “PARTY TO THE TRANSACTION”

For purposes of the Article, a Director is “indirectly” a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner.

Equal Opportunity/Affirmative Action Statement of Policy

It is the policy of the Tennessee Returned Peace Corps Volunteers, its boards, committees, members, and staff, that there shall be no discrimination in employment practices and provision of the services and activities on the basis of race, color, creed, sex, age, religion, handicap or sexual orientation, or matriculation.

The Tennessee Returned Peace Corps Volunteers will work affirmatively with groups or persons to address programs and policies that reduce discrimination and open opportunities to minorities, women, handicapped, older workers and others.