

BYLAWS - NASHVILLE AREA JUNIOR CHAMBER CHARITIES, INC.
Revised June 8, 2010

ARTICLE I - PURPOSE AND NAME

Section 1. Name. The name of this corporation shall be NASHVILLE AREA JUNIOR CHAMBER CHARITIES, INC., hereinafter sometimes referred to as "the corporation", a corporation not for profit organized under the laws of the State of Tennessee.

Section 2. Purpose. The purpose of this corporation is to give financial assistance and lend financial support in the nature of gifts to charitable organizations or welfare corporations devoted to benevolent or charitable undertakings, as more specifically set out in its Charter of Incorporation.

ARTICLE II - MEMBERSHIP OF THE CORPORATION

Section 1. Pursuant to Tennessee Code Annotated §48-51-101 this shall be a not-for-profit corporation without members.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Number, Powers and Qualifications. The affairs, business and policies of the corporation shall be managed and directed by a Board of Directors which Board of directors shall consist of all members of the current Board of Governors of the Nashville Area Junior Chamber of commerce and other members designated by resolution of the current Board of Directors.

Section 2. Term of Office. The term of office for the directors of the corporation shall be one year. Each director shall hold office until the succeeding annual meeting of the Board or until a successor shall be determined pursuant to the provisions of Section 1 of this Article.

Section 3. Meetings. The meetings of the Board of Governors shall be set by action of the Board of Directors, at such time and place as the Board may prescribe. Special meetings of the Board may be called at any time by the president or by two directors.

Section 4. Notice. The regular meetings of the Board may be held without notice. Any director may waive notice of any meeting and attendance thereat shall constitute a waiver of such notice unless such director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully noticed or convened. Neither the business to be transacted nor the purpose of any regular meeting of the Board needs to be specified in any notice or waiver of notice of such meeting.

Section 5. Special Meetings. The Board of Governors shall meet in special session when called by the President, or at the request of three (3) members of the Board. One day's notice in person, by letter or by telephone, calling such special meeting, shall be deemed sufficient, but the call must state the purpose of the meeting and no other business shall be transacted thereat, except such business as is approved by unanimous vote of the entire Board.

Section 6. Quorum. One third of the members of the Board of directors shall constitute a quorum for the transaction of business. A vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by the charter, these by-laws or by the laws of the State of Tennessee.

Section 7. Vacancies. Any vacancy in the Board shall be filled by a majority vote of the remaining members of the Board of directors for the unexpired term of office.

ARTICLE IV - INCORPORATORS NOT LIABLE -- NO CAPITAL STOCK

The corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the corporation. The corporation shall indemnify an individual who is made a party to a lawsuit because such individual is or was a governor or officer of the organization. The indemnification shall be for any liability incurred in the proceeding and, prior to the disposition thereof, advance the reasonable expenses incurred by such individual to the extent permitted under Sections 48-58-502 and 48-58-504 of the Tennessee Code. The determination of entitlement to indemnification and advancement of expenses shall be made in accordance with Section 48-58-506 of the Tennessee Code.

ARTICLE V - OFFICERS

Section 1. Number and Authority. The officers of the corporation shall be a president, who shall also act as the Chair of the Board of Directors, a treasurer and secretary and such other officers as the Board of Directors may deem proper. The officers and Board of directors shall have complete power and authority to act for and on behalf of the corporation in all transactions and matters within the power and objects of the corporation.

Section 2. Election, Qualification and Term of Office. The current president-elect of the Nashville Area Junior Chamber of Commerce will also preside as the president of the corporation. The secretary and treasurer of the corporation shall be appointed annually by the President from a vote among the Board. Vacancies in any of these offices, except president, occurring for any reason may be filled and/or new offices may be created and formed in any meeting of the Board of directors by a majority vote of the Board of directors. A vacancy in the office of president shall be filled when a new president-elect of the Nashville area Junior Chamber of Commerce is designated. Each

officer shall hold office until a successor shall have been duly appointed.

Section 3. Duties of Officers. The duties of the corporation shall be those usually assigned to such officers in similar organizations and any such other duties as the Board of governors may from time to time assign and direct.

ARTICLE VI -- COMMITTEES

Section 1. Charitable Solicitations Committee. There shall be appointed by the President a Charitable Solicitations Committee consisting of all officers of the corporations and at least two other members of the Board of directors. Each member shall serve until a successor is designated.

Section 2. Other Committees. All other committees appointed by the Board of Directors of the corporation shall have and may exercise powers and authorities as the Board of Directors may delegate to such committee or committees by resolution. All committees appointed by the Board of Directors shall keep and maintain regular minutes of their meetings and proceedings and shall report the same to the Board of Directors upon request.

ARTICLE VII -- FUNDS AND DISBURSEMENTS

Section 1. Disbursements. The Treasurer of the corporation shall receive all funds of the corporation and shall disburse them in accordance with the direction of the Board of Directors. The Board shall direct 10% of the net revenue from each corporation-sponsored event into the NAJCC Charities Endowment Fund. Net revenue includes gross receipts from the event minus all operating expenses and donations to non-corporation charitable causes. Disbursement shall be made by check signed by the president and Executive Director, or in the absence of either or both of them, checks may be signed by any two (2) officers.

Section 2. Books and Records. The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the registered or principal office of record of the names and addresses of the directors. All books and records of the corporation may be inspected by any director, or the director's agent or attorney, for any purpose at any reasonable time.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended, modified, or repealed at any regular or special meeting of the Board of Governors by the affirmative vote of two-thirds (2/3) majority of the full Board of Governors as then constituted, provided notice of the proposed change shall have been mailed to each member of the Board of Governors not less than twenty-five (25) days prior to the meeting at

which time such amendment is to be voted upon.

ARTICLE XV - WAIVER OF NOTICE

A Board member may waive any notice required to be given by the Tennessee Code, the charter or these Bylaws before or after the date and time stated in the notice. The waiver must be in writing, signed by the Board member entitled to the notice and delivered to the organization and filed in the organization's minutes or corporate records, except that a Board member's attendance at or participation in a meeting will constitute a waiver of notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in any waiver of notice.

ARTICLE X - ACTION BY CONSENT

Voting privileges may be exercised only by those directors who are present at the meeting. Voting by proxy is prohibited.