

**BYLAWS
OF
TENNESSEE ENDURANCE, INC.**

**ARTICLE 1
NAME, PURPOSE AND PRINCIPAL OFFICE**

Section 1.1. **Name.** The name of the corporation is **TENNESSEE ENDURANCE, INC.** (hereinafter the "Corporation"). The Corporation is a nonprofit public benefit corporation organized and existing under the laws of the State of Tennessee.

Section 1.2. **Purpose.** The Corporation shall operate exclusively for charitable, educational, and scientific purposes by providing athletic training and mental support to area youth as well as post-collegiate, Olympic-hopeful long-distance runners, and generally to engage in any lawful endeavor or activity in furtherance of any of the foregoing purposes.

Section 1.3. **Principal Office.** The principal office of the Corporation is 2696 Berringer Station Lane, Knoxville, Tennessee 37932.

**ARTICLE 2
SEAL AND FISCAL YEAR**

Section 2.1. **Seal.** The Corporation shall not use a seal. The signature of the name of the Corporation by a duly authorized officer shall be legal and binding.

Section 2.2. **Fiscal Year.** The fiscal year of this Corporation shall be from January 1 to December 31, or such other period as may be designated by the Board of Directors.

**ARTICLE 3
MEMBERS**

Section 3.1. **Membership.** The Corporation shall not have "members" as that term is defined and used in the Tennessee Nonprofit Corporation Act. The Corporation may from time to time designate individuals as "members" for fund raising and promotional purposes, but such individuals shall not be "members" under the Tennessee Nonprofit Corporation Act and shall not have voting rights.

**ARTICLE 4
BOARD OF DIRECTORS**

Section 4.1. **Powers.** Management of all business and financial affairs of the Corporation shall be vested in the Board of Directors.

Section 4.2. **Membership.** The board of directors may consist of no fewer than two (2) members and no more than five (5) members.

Section 4.3. **Term.** The initial board members will be elected at the organizational meeting of the Corporation and shall hold office until the first annual meeting. The first elected directors shall be designated to serve for one year. Directors shall serve until their successors shall be elected and sworn in and may serve consecutive terms.

Section 4.4. **Vacancies.** Vacancies occurring on the Board of Directors due to death, resignation, removal or other causes shall be filled by a majority vote of the remaining members of the Board of Directors. A director so elected shall serve the remaining term of the position filled.

Section 4.5. **Annual Election of Directors.** The nominating committee, a standing committee of the Corporation, shall nominate at least thirty (30) days prior to the annual meeting, a slate of qualified candidates for the director position whose terms are to expire or are vacant, and its slate of candidates shall be included with the notice of the annual meeting. Following the report of the nominating committee at the meeting, any director of the Corporation may nominate other candidates for the available director positions, provided that the nominees agree to serve if elected. At the conclusion of nominations, the Board of Directors shall vote for each position by secret written ballot.

Section 4.6. **Organizational Meetings of the Board.** The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

Section 4.7. **Regular Meetings.** The Board of Directors shall have regular meetings every quarter, the schedule of which shall be established at the annual meeting, to accomplish the business of the Corporation. No notice of such meetings shall be required.

Section 4.8. **Special Meetings.** Special meetings of the Board may be called by the President, by the Vice President or Secretary in the absence of the President, or by at least one-third of the directors. Written notice of any special meeting of the Board shall be mailed and sent to each director at least five (5) days prior to the meeting. Minutes of the meeting shall be sent to the Board within two weeks of the meeting.

Section 4.9. **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any properly called meeting of the board.

Section 4.10. **Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board of Directors shall keep written minutes of its proceedings in its permanent records.

Section 4.11. **Emergency Action.** Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President or majority of the Executive committee. Any action so taken shall be recorded in the minutes of the next properly called board meeting.

Section 4.12. **Compensation.** No board member or officer or any member of a committee may receive at any time any of the net earnings or profit from the operations of the Corporation.

Section 4.13. **Non-Liability of Directors.** The directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 4.14. Removal. A director may be removed from office at any time for cause, including lack of attendance or participation, when it is reasonably believed that the best interests of the Corporation would be served by such removal, and provided that a majority vote of the remaining directors shall consent. Should any director be absent from three (3) meetings without proper notice to the executive committee, the director shall be removed from office unless a majority of the remaining directors votes otherwise. After a director is absent from two (2) consecutive meetings without proper notice, the Secretary shall notify the director of the impending removal.

Section 4.15. Annual Meeting. A meeting in January shall be designated by the President of the Board as the Annual Meeting of the Corporation. The Annual Meeting shall be for the purpose of the Annual Agenda of the Corporation, electing board members, and conducting such other business as may properly come before the Board of Directors.

Section 4.16. Standing Committees. There shall be two (2) standing committees of the Corporation: executive and nominating. The President shall appoint the chairpersons of all committees from the membership of the Board of Directors of the Corporation with the approval of the Board of Directors. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the Annual meeting. All committees shall function within the guidelines and budgets by the Board of Directors.

Section 4.17. Ad hoc Committees. The President may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

Section 4.18. Budgets. The Board of Directors shall approve the annual budget of the Corporation during the first quarter of each calendar year upon recommendation of the Executive Committee.

Section 4.19. Personal Responsibilities. The Board of Directors may employ and discharge employees of the Corporation and may prescribe their duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the natural origin of any person.

Section 4.20. Records. Every Director shall have the absolute right at any reasonable time to inspect and copy any books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4.21. Telephonic meetings. Any or all Directors may participate in any meeting of the Board of Directors via telephonic conference or by any other electronic means wherein the participants can simultaneously hear one another during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.22. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if all Directors consent to taking such action without a meeting. The affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Directors in one or more counterparts, indicating each signing Director's vote or abstention on the action and shall be included in the minutes or filed with the corporate records. A consent signed under this section shall have the same force and effect of a meeting vote and may be described as such in any document.

ARTICLE 5 OFFICERS

Section 5.1. **Officers.** The officers of the Corporation shall consist of President, Vice President, Secretary, and Treasurer.

Section 5.2. **Executive Committee.** The Executive Committee shall be composed of the officers of the Corporation, as specified herein, and shall have the full authority to undertake the duties and powers of the board except as these by-laws specifically state otherwise. All actions of the Executive Committee shall be reported to the board at its next meeting.

Section 5.3. **President.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

Section 5.4. **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Section 5.5. **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the Corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Section 5.6. **Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the Corporation as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

ARTICLE 6 CONFLICT OF INTEREST

Section 6.1. The authorization of any contracts or transactions between the Corporation and one or more of its Directors, or any entity in which any of the Corporation's Directors are financially interested or stand to attain financial gain, shall not take place without full disclosure by the interested Director to the Board of Directors. The Director who has a financial interest shall not participate in any voting procedure on any matter on which the conflict of interest exists. However, no contract or other transaction between the Corporation and one or more of its Directors or Officers are directors or officers or are financially interested, shall be either void or voidable solely because of such relationship or interest, or because such Director or officer is present at the meeting of the Board of Directors which authorizes, approves, or ratifies such contract or transaction or because his vote is inadvertently counted for such purpose, if the material facts relating to his interest and to the transaction are disclosed, and the Board of Directors authorizes, approves or ratifies the transactions by a vote sufficient for such purpose without counting the vote of the interested Director or officer.

ARTICLE 7 INDEMNIFICATION AND LIABILITY

Section 7.1. **Liability.** No Director shall have personal liability to the Corporation or to any third party for monetary damages for breach of his or her fiduciary duty as a director, and any such personal liability

is hereby eliminated, provided, however, that the personal liability of a director is not eliminated or limited:

- (i) For any breach of the director's duty of loyalty to the Corporation;
- (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or
- (iii) Under T.C.A. Section 48-58-304.

Section 7.2. Indemnification from Liability. The Corporation shall hold harmless and indemnify officers and directors, whether or not then in office, and their respective executors, administrators and heirs from and against any and all claims, demands, expenses (including attorneys' fees), judgments, fines, amounts paid in settlement, and any other costs with respect to any demand, threat, suit or proceeding, whether civil or criminal, arising with respect to such person's previous, present or future service as an officer or director of the Corporation to the maximum extent permitted by law.

Section 7.3. Indemnification from Expenses. The Corporation shall pay for or reimburse all reasonable expenses incurred by an officer or director of the Corporation in advance of the final disposition of the proceedings to the maximum extent permitted by law.

Section 7.4. Other Rights. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which a Director or officer seeking indemnification may be entitled under the Charter of the Corporation, under any agreement, by vote of the Board of Directors or otherwise.

ARTICLE 8 AMENDMENTS

The Board of Directors shall have the power and authority to amend these Bylaws or any section of these Bylaws by two-thirds (2/3) vote of the Board of Directors. Unless the members of the Board of Directors unanimously agree otherwise, no amendment to these Bylaws shall be made unless written notice of the proposed amendment has been forwarded to all members of the Board of Directors at least seven (7) days prior to the meeting at which the amendment is considered. Notice of the proposed amendment may also be given by distributing copies of the proposed amendment at any regular meeting of the Board of Directors, along with written or oral notice that the proposed amendment will be considered at the next regular meeting of the Board of Directors.

ARTICLE 9 REFERENCES

Section 9.1. Captions. The captions herein are for convenience and shall not be construed to limit the effect of any section hereof.

Section 9.2. General. All references herein to the masculine shall include the feminine, and all references herein to the singular shall include the plural, as appropriate.

CERTIFICATION OF ADOPTION AND APPROVAL OF BYLAWS

The undersigned certifies that she is the Secretary of **TENNESSEE ENDURANCE, INC.**, and that the Board of Directors of **TENNESSEE ENDURANCE, INC.**, duly ratified, adopted and approved the foregoing Bylaws of the Corporation on _____.

Anne Allen – Secretary