

BYLAWS OF TENNESSEE ENDURANCE, INC.

A Tennessee Nonprofit Public Benefit Corporation

ARTICLE I: NAME, PURPOSE, AND PRINCIPAL OFFICE

Section 1.1. Name. The name of the corporation is TENNESSEE ENDURANCE, INC. (the “Corporation”). The Corporation is a nonprofit public benefit corporation organized under the laws of the State of Tennessee.

Section 1.2. Purpose. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”), including fostering amateur sports competition where applicable. The Corporation’s purposes include supporting endurance-sport participation and development at all ages and levels; providing coaching, training, educational programming, and sanctioned or otherwise appropriate endurance-sport events; promoting youth development, education, health, wellness, access to participation, coach education, and community engagement; and providing scholarships or other charitable assistance to eligible student-athletes to support their educational and athletic development. The Corporation may also support running-career development and athletes’ post-collegiate progress when such activities further its exempt charitable or educational purposes and do not impermissibly benefit private interests. No part of the Corporation’s net earnings shall inure to the benefit of any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments in furtherance of its exempt purposes.

Section 1.3. Principal Office. The principal office shall be in Knoxville, Tennessee, at the location designated in the Corporation’s records. The Board of Directors (the “Board”) may change the principal office or establish other offices as appropriate.

ARTICLE II: SEAL AND FISCAL YEAR

Section 2.1. Seal. The Corporation shall not be required to use a corporate seal. The signature of an authorized officer may bind the Corporation when made within that officer’s authority.

Section 2.2. Fiscal Year. The fiscal year shall begin January 1 and end December 31.

ARTICLE III: MEMBERSHIP

Section 3.1. No Statutory Members. The Corporation shall have no statutory members as that term is used in the Tennessee Nonprofit Corporation Act. Individuals may be designated as participants or members of club teams, training groups, or supporter programs, but such designation does not confer voting rights or governance authority.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1. Powers. The Board shall oversee the Corporation’s business, affairs, finances, strategy, and regulatory compliance, subject to applicable law and the Articles of Incorporation.

Section 4.2. Composition and Qualifications. The Board shall consist of no fewer than two (2) and no more than five (5) directors. The Board should consider independence, relevant experience, and applicable federal tax requirements when selecting directors. The Corporation should seek a sufficient number of independent, unrelated directors to support effective oversight.

Section 4.3. Election and Term. Directors shall be elected by a majority vote of the directors then in office. Each director shall serve a one (1) year term and may be re-elected.

Section 4.4. Vacancies. A vacancy caused by death, resignation, removal, or an increase in the authorized number of directors may be filled by a majority vote of the remaining directors, unless applicable law or the Articles of Incorporation require otherwise.

Section 4.5. Meetings and Notice. The Board shall meet at least quarterly. Special meetings may be called by the President, Secretary, or at least one-third of the directors then in office. Notice of a special meeting shall be provided at least five (5) days in advance, unless waived as permitted by law.

Section 4.6. Quorum and Voting. A majority of the directors then in office shall constitute a quorum, unless applicable law or the Articles of Incorporation require otherwise. Each director shall have one vote. Unless a greater vote is required, an act is approved by a majority of directors present at a meeting with a quorum.

Section 4.7. Remote Meetings. Directors may participate in a Board meeting by telephone, video conference, or other communications technology through which all participating directors can communicate with one another, as permitted by law.

Section 4.8. Action by Written Consent. The Board may take action without a meeting by written consent to the extent permitted by law. Unless applicable law permits a different threshold, the consent shall be signed by all directors then in office and filed with the minutes.

Section 4.9. Director Compensation and Expenses. Directors shall not receive compensation for service as directors. The Corporation may reimburse directors for reasonable, documented expenses incurred on behalf of the Corporation, consistent with Board-approved policies and applicable law.

ARTICLE V: OFFICERS

Section 5.1. Positions. The officers shall include a President, Vice President, Secretary, and Treasurer, elected by the Board. To the extent permitted by Tennessee law, one person may hold more than one office, except that the same person may not simultaneously hold the offices of President and Secretary where prohibited by law.

Section 5.2. Election and Term. Officers shall be elected annually by the Board and shall serve one (1) year terms until successors are elected or until earlier resignation or removal.

Section 5.3. President. The President shall preside at Board meetings and perform duties assigned by the Board. The President shall not have authority to bind the Corporation except as provided by these Bylaws, Board resolution, or delegated authority.

Section 5.4. Vice President. The Vice President shall perform the President's duties during absence or incapacity and carry out other duties assigned by the Board.

Section 5.5. Secretary. The Secretary shall maintain the minutes of Board meetings, official corporate records, and notices, and perform other duties assigned by the Board.

Section 5.6. Treasurer. The Treasurer shall oversee the maintenance of complete and accurate financial records, monitor financial reporting and internal controls, and provide or ensure delivery of regular financial reports to the Board. The Board may delegate bookkeeping or report preparation to qualified staff or contractors, but retains oversight responsibility.

ARTICLE VI: COMMITTEES AND STAFF

Section 6.1. Committees. The Board may establish committees and define their responsibilities by resolution. No committee may exercise powers that applicable law reserves to the full Board.

Section 6.2. Executive Director. The Board may hire or appoint an Executive Director (ED) to manage day-to-day operations under Board oversight. The ED may attend Board meetings as an ex-officio, non-voting participant unless the Board determines otherwise.

Section 6.3. Hiring and Personnel. Hiring and personnel decisions shall comply with applicable law and Board-approved nondiscrimination and personnel policies. An employee shall not be hired who is an immediate family member of a director or officer who directly supervises that employee unless the arrangement is approved by disinterested directors after disclosure of the relationship and a determination that the arrangement is fair and in the Corporation's best interests.

Section 6.4. Executive Director Compensation. Any compensation paid to the ED or another officer or key employee shall be reasonable and shall be approved in advance by disinterested directors who have no conflict of interest. The person whose compensation is under consideration shall disclose all material interests, may provide factual information if requested, and shall not participate in deliberation or voting on their own compensation. Before approval, the Board shall consider appropriate comparability data, which may include compensation paid by similarly situated organizations, relevant salary surveys, or other reliable market information. The basis for the decision, the comparability information considered, the directors participating, and the vote shall be documented contemporaneously in the Board minutes. Compensation shall be reviewed periodically and whenever material circumstances warrant.

ARTICLE VII: FINANCIAL CONTROLS, REPORTING, LOANS, AND CONTRACTS

Section 7.1. Financial Controls. The Corporation shall maintain reasonable financial systems and internal controls appropriate to its size and activities, including segregation of duties where practicable, timely bank reconciliations, documentation of receipts and disbursements, and dual approval or signatures for expenditures above a threshold established by the Board.

Section 7.2. Regular Financial Reporting. At least quarterly, the Treasurer or a qualified staff member designated by the Board shall provide the Board with financial reports appropriate to the Corporation's activities. Reports shall include, as applicable: (a) a balance sheet or statement of financial position; (b) an income and expense statement or statement of activities; (c) a budget-to-actual comparison; (d) a cash-flow report or cash-position summary; and (e) a report on grants, donor restrictions, and other restricted funds showing receipts, expenditures, remaining balances, and compliance with material restrictions. The Board may require more frequent reporting. The Board shall review the reports and document material questions, decisions, and follow-up actions in the minutes.

Section 7.3. Seed Money and Loans. Any loan or other financing provided to the Corporation by a founder, director, officer, or related entity shall be disclosed and approved in writing by disinterested directors before the Corporation becomes obligated. Terms shall be fair and reasonable, supported by appropriate documentation, and structured to avoid private inurement or impermissible private benefit. The Board shall document the amount, interest rate, compounding method, repayment schedule, and approval in the minutes and loan documents. If the Corporation proceeds with the contemplated revolving credit agreement with Knoxville Endurance, the agreement's stated terms—including the proposed 8% annual interest rate compounded annually and any limit of up to \$20,000—must be confirmed in the executed agreement and reflected consistently in the Corporation's accounting records. This Section does not itself approve or establish that loan.

Section 7.4. Contracts and Commitments. Only officers, employees, or agents authorized by the Board or acting within written delegated authority may enter into contracts or financial commitments on behalf of the Corporation.

ARTICLE VIII: CONFLICT OF INTEREST

Section 8.1. Purpose. This Article is intended to protect the Corporation when considering a transaction or arrangement that may benefit the private interest of a director, officer, committee member, or key employee.

Section 8.2. Interested Person. An interested person is any director, officer, committee member with delegated Board powers, or key employee who has a direct or indirect financial or other material interest in a proposed transaction or arrangement, including through a business, investment, or family relationship.

Section 8.3. Duty to Disclose. An interested person shall disclose all material facts regarding an actual or potential conflict promptly to the Board or relevant committee.

Section 8.4. Recusal and Determination. The interested person shall leave the meeting during deliberation and voting on whether a conflict exists and on the transaction, except when the disinterested directors request factual information. The interested person shall not vote on the matter.

Section 8.5. Approval of Conflicted Transactions. The disinterested directors shall consider whether reasonable alternatives are available and may approve a transaction only if they determine, in good faith, that it is fair, reasonable, in the Corporation's best interests, and consistent with its charitable purposes. The decision and basis shall be documented in the minutes.

Section 8.6. Annual Statements. Each director, officer, and committee member with delegated Board powers shall annually sign a statement confirming that they have received, read, and agree to comply with the Corporation's conflict-of-interest policy.

ARTICLE IX: NONDISCRIMINATION

Section 9.1. Statement. The Corporation shall not unlawfully discriminate on the basis of race, color, sex, national origin, religion, disability, age, sexual orientation, or any other status protected by applicable law. This policy applies to governance, employment, volunteer selection, athletic services, and programs.

ARTICLE X: WHISTLEBLOWER AND REPORTING POLICY

Section 10.1. Good-Faith Reporting. Directors, officers, employees, volunteers, contractors, program participants, and other persons may report in good faith suspected fraud, theft, misuse of grant or restricted funds, financial misconduct, harassment, retaliation, or other serious violations of law, these Bylaws, or Board-approved policies.

Section 10.2. How and to Whom Reports Are Made. Reports may be made orally or in writing to the President, Secretary, Treasurer, or any disinterested director. A report involving the President, Secretary, Treasurer, Executive Director, or another person who would ordinarily receive the report should be made to a disinterested director. If the concern involves the entire Board or no internal recipient is appropriate, the reporter may report to an appropriate external authority or seek independent professional advice.

Section 10.3. Confidentiality. Reports shall be handled as discreetly as reasonably practicable, consistent with a fair investigation, the need to protect individuals, legal obligations, and the Corporation's ability to respond. Absolute confidentiality cannot be guaranteed.

Section 10.4. Non-Retaliation. The Corporation prohibits retaliation against any person who in good faith reports a concern, participates in an investigation, or refuses to engage in conduct reasonably believed to be unlawful or in violation of policy. A person who believes retaliation has occurred may report it under this Article.

Knowingly false reports made with malicious intent are not protected by this Section, but a report made in good faith shall not be grounds for discipline merely because it is unsubstantiated.

Section 10.5. Review and Investigation. The disinterested directors shall promptly assess reports, determine whether an investigation is warranted, and arrange an impartial investigation appropriate to the nature and seriousness of the allegation. They may engage outside legal counsel, accountants, investigators, or other professionals. Any person implicated in a report shall not direct or control the review and shall recuse themselves from related Board decisions.

Section 10.6. Records and Corrective Action. The Corporation shall maintain a record of reports, investigative steps, findings, and corrective actions, subject to applicable privacy and record-retention requirements. The Board shall take appropriate remedial action where warranted and make any legally required reports to governmental or funding authorities. Investigation details shall be recorded in a manner that protects confidentiality where appropriate.

Section 10.7. Good-Faith Administration. This Article shall be administered consistently with applicable law and any more detailed whistleblower, safeguarding, harassment, grant-compliance, or reporting policy adopted by the Board. The Board shall periodically review whether additional written procedures or training are needed.

ARTICLE XI: INDEMNIFICATION AND INSURANCE

Section 11.1. Indemnification. To the maximum extent permitted by Tennessee law, the Corporation may indemnify directors, officers, employees, and volunteers against expenses, judgments, fines, and settlements arising from service to the Corporation, provided the applicable legal standards are met and the person acted in good faith.

Section 11.2. Insurance. The Board may authorize the purchase of directors and officers liability insurance, general liability insurance, and other coverage appropriate to the Corporation's activities.

ARTICLE XII: DISSOLUTION

Section 12.1. Distribution of Assets Upon Dissolution. Upon dissolution of the Corporation, after payment of or provision for all liabilities, the Corporation's remaining assets shall be distributed exclusively for one or more purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the Corporation's principal office is then located, exclusively for such purposes or to such organization or organizations as the court determines are organized and operated exclusively for such purposes. This provision shall be consistent with the Articles of Incorporation and applicable law.

ARTICLE XIII: AMENDMENTS

Section 13.1. Amendment of Bylaws. These Bylaws may be amended by a two-thirds (2/3) vote of the directors then in office at a duly called meeting, provided written notice of the proposed amendment is delivered at least seven (7) days before the meeting. No amendment may authorize activities inconsistent with the Articles of Incorporation or the Corporation's status under Section 501(c)(3).

ADOPTION

These Bylaws were adopted by the Board of Directors of Tennessee Endurance, Inc. on _____, 20____.

Secretary

President