

**BYLAWS OF
CHEATHAM COUNTY SPORTS HALL OF FAME, INC.**

(Discussion Draft)

Preamble

The Cheatham County Sports Hall of Fame, Inc. (hereinafter referred to as the “Hall of Fame”) was chartered on September 13, 2019, pursuant to the Tennessee Nonprofit Corporation Act. The incorporator and attorney is James A. Rose. The mailing address is P.O. Box 331694, Nashville, Tennessee 37203-7516. The registered agent is Karen Brunetti. The registered office is 344 Pebblebrook Drive, Ashland City, Tennessee 37015-1971.

The sole purpose of the Hall of Fame shall be to raise funds and to carry on the business of the Cheatham County Sports Hall of Fame. The Cheatham County Sports Hall of Fame will feature prominent athletes and coaches who played or coached at Cheatham County Central High School, Harpeth High School and Sycamore High School. However, its inductees will not be limited to past high school athletes from Cheatham County. Other athletes have risen to prominence in their adult lives and outside of sports sanctioned in high schools, and they will be inducted, as well. It is anticipated that an annual banquet and induction ceremony will be staged.

In the event of unforeseen dissolution of the Hall of Fame, all funds on hand shall be paid in equal amounts to the athletic funds at Cheatham County Central High School, Harpeth High School, and Sycamore High School.

Article I

Board of Directors

1. The initial directors shall be:

Tim Adkins
Don & Norma Beshears
Jeremy Boyd
Dale Brinkley
Karen Brunetti
Kelly Daniel
Lawrence Gunnels
Jimmy Mitchell
Tim Ray
Patrick & Lisa Smith
Shelby Tinch Jr.

2. Pursuant to its charter, the Hall of Fame shall not have members.

3. Directors shall serve for a term of one year, such term beginning on the date of the annual banquet event, which shall also serve as the date for the annual meeting pursuant to law. Official business may be carried out in a separate meeting at or near the time of the banquet so that the actual banquet event may be focused on the inductees and sports history. Pursuant to law, no fewer than three directors shall be selected for each year.

4. During the course of the year, new directors may be added by vote of the existing directors.

5. As much as possible, the business of the directors outside of the annual meeting shall be carried out informally and by electronic communication. Such business shall be facilitated and recorded by the Secretary or the attorney. All notices of meetings shall be by email communication sent to the address provided to the Secretary.
6. At the time for the banquet and annual meeting each respective year, existing directors shall select the directors for the next year, receive a financial report, and carry out any additional business deemed necessary by the officers and directors.
7. Any special meeting deemed necessary shall be conducted pursuant to the requirements of Tennessee Code Annotated § 48-58-201 et. seq., i.e. called by the president or any two (2) directors, two days' notice required.

Article II Officers

1. Tim Ray shall serve as the President of the Hall of Fame. Dale Brinkley shall serve as Vice President. Tim Adkins shall serve as Secretary. Karen Brunetti shall serve as Treasurer.
2. Any vacancy in an office shall be filled by an individual designated and approved by the directors. The Hall of Fame shall have a President and Secretary pursuant to law.
3. The President shall have general management and charge of the business of the Hall of Fame.
4. The Treasurer shall have signature authority for the Hall of Fame bank account and shall account to the directors each year at or near the time of the banquet and annual meeting.

Article III General Standards – Officers and Directors

Pursuant to law, directors and officers shall carry on their duties in good faith, with the care of an ordinary prudent person under like circumstances, and in a manner reasonably believed to be in the best interests of the Cheatham County Sports Hall of Fame.

Article IV
Limitation of Liability

The Hall of Fame may, with the approval of a majority of the Board of Directors in a specific situation, indemnify and hold harmless any individual officer or director from and against all losses, costs, liabilities, damages, claims, and expenses (including attorney fees) sustained for any action taken or failure to take action in his or her role as an officer or director.

Indemnification specifically shall not apply in the following cases:

- a) Receipt of a financial benefit to which an officer or director is not entitled
- b) Intentional infliction of harm
- c) Intentional violation of criminal law

Article V
Amendments

These bylaws may be amended by majority vote of the Board of Directors.

ADOPTED as of _____

Tim Ray, President