

BY-LAWS

OF

LEADERSHIP SUMNER ALUMNI ASSOCIATION

Prepared by:

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130 Maple Drive North, 2nd Floor
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ARTICLE I

INTRODUCTION

1. The name of this corporation shall be LEADERSHIP SUMNER ALUMNI ASSOCIATION, hereinafter sometimes referred to as "the Corporation", a not-for-profit corporation organized under the laws of the State of Tennessee.

2. The registered office of the Corporation shall be located at 120 Village Drive, Portland, Tennessee 37148.

3. The address of the principal office of the Corporation in the State of Tennessee is 118 West Main Street, Gallatin, Tennessee 37066.

4. The Corporation may establish such other offices and/or facilities at such other places as the Board of Directors may, from time to time, determine.

MISSION STATEMENT

Leadership Sumner is a personal development program designed to motivate participants to develop and enhance the quality of their leadership in addressing pertinent community needs.

ARTICLE II

PURPOSE

1. The purpose of the Corporation is to provide class participants with a practical and sophisticated understanding of problems and opportunities facing Sumner County;

2. To facilitate access between emerging leaders and current leadership of the community;

3. To improve communications among leaders from diverse backgrounds and interests;

4. To create a forum for persons demonstrating commitment to the community to meet and exchange ideas;

5. To stimulate an increased participation and commitment to the needs of the Sumner County community;

6. The activities of the Corporation shall be undertaken without regard to race, color, creed, sex, handicap, religion, or national origin of any person;

7. The Corporation is organized exclusively for cultural, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any later United States internal revenue code (the "Code"). Notwithstanding any provision of its Charter or these By-laws, 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;

8. 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;

9. 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.

ARTICLE III

DIRECTORS

1. The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors may implement and exercise all powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, by the Charter of the Corporation, or by these By-laws.

2. The Board of Directors of the Corporation shall consist of not less than twelve (12) nor more than twenty (20) Directors.

3. Regular meetings of the Board of Directors shall be held periodically as may be determined by the Board of Directors.

4. Special meetings of the Board of Directors shall be called upon the request of the President, President-Elect, the Executive Director, the Secretary or a majority of the Directors then in office.

5. Meetings of the Board of Directors, whether regular or special, shall be held at such time or times and at such place or places within or without the State of Tennessee as the Board of Directors may from time to time determine or as may be specified in the notice of such meeting in the case of a special meeting.

6. Each Director shall be provided with notice of all meetings of the Board of Directors, regular and special, not less than two (2) days nor more than thirty (30) days prior to the date of such meeting. Such notice shall state the time, date, and place of such meeting of the Board of Directors. Notice of regular meetings need not state any purpose or purposes. Notice of any meeting, whether regular or special, may be waived.

7. Notice of any meeting of the Board of Directors may be given in person; by telephone, facsimile transmission or other form of wire or wireless communication; or by first class mail or private carrier. Written notice is effective upon the earliest of (a) receipt; (b) if by facsimile

transmission, upon confirmation of receipt by the sender's facsimile machine; (c) five days after deposit with the United States Postal Service, if sent by first class mail, correctly addressed, with first class postage affixed.

8. At any meeting of the Board of Directors, Directors may participate in person or through use of or by means of any communication technology by which all Directors present can simultaneously hear each other. Directors participating by such means shall be deemed to be present for all purposes.

9. At all meetings of the Board of Directors, the presence of a majority of the Directors then in office shall constitute a quorum. Except as otherwise provided in these bylaws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

10. The Executive Committee shall be elected by the Membership at an annual meeting called for such purpose. The Board of Directors shall elect other Directors at its discretion.

11. Newly created Directorships and vacant Directorships, whether created by resignation, death of a Director, or otherwise, shall be filled by a vote of the Board of Directors; substitute Directors shall hold office until the expiration of the term of their predecessors and thereafter until their successors have been elected and qualified.

12. The Directors shall have the books and records of the Corporation kept at its principal office or at such other location as shall be convenient.

13. Whenever the Board of Directors is required or permitted to take any action by vote, such action may be taken without a formal meeting by written action or consent setting forth the action taken, the vote of each Director, and signed manually or by facsimile by all of the Directors entitled to vote thereon. The facsimile signature of any Director shall be effective upon

receipt by the Secretary. Any such action shall be as valid and effective as any resolution duly adopted at a regular or special meeting of the Directors.

14. The Board of Directors may authorize any officer or officers, agent or agents, or other persons to enter into any contract or to 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.

15. The attendance of a Director at any meeting of the Board of Directors, whether regular or special, shall constitute a waiver of notice of such meeting; provided, however, that the attendance of a Director for the express purpose of objecting to the transaction of any business at such meeting because it has not been lawfully called or convened shall not constitute a waiver of notice.

16. Directors, as such, shall not receive any stated salary or other compensation for their services. However, nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving such compensation therefor as may be authorized.

17. The Board of Directors shall not have the power and authority to adopt, amend, or repeal any By-law or By-laws of the Corporation as set out in ARTICLE X hereof and subject to the limitations thereon. Such authority to adopt, amend or repeal any By-law or By-laws of the Corporation shall be presented to the Membership at the annual meeting.

18. The Board of Directors may establish such committees as it deems appropriate as set out in ARTICLE VII hereof.

19. The Corporation may, from time to time, have one or more Ex Officio Directors who hold positions outside the Corporation that allow them to provide advice to the Board

of Directors on various matters. Ex Officio Directors may attend Board of Directors meetings and serve on and chair committees but shall not be counted in determining a quorum nor have a vote on matters coming before the Board of Directors. The Corporation also may, from time to time, have one or more Emeritus Directors. Emeritus Directors shall be former Directors who have provided exceptional and distinguished service to the Corporation. Emeritus Directors may attend Board of Directors meetings, but shall not be counted in determining a quorum nor have a vote on matters coming before the Board of Directors. Each such Ex Officio or Emeritus Director shall serve for such term as specified upon his or her election, but if none is specified then the term shall be one year. The other provisions of these Bylaws relative to vacancies and removal of Directors shall be applicable. There shall never be more than fifteen (15) Ex Officio and Emeritus Directors. Unless otherwise specified in these Bylaws, all references to "Directors" relate to voting Directors and not to Ex Officio or Emeritus Directors.

ARTICLE IV

ELECTION OF DIRECTORS

1. Directors, Ex Officio Directors and Emeritus Directors shall be elected by majority vote of the Board of Directors, which shall be cast by the President or by such other officer as the Board of Directors may direct.

ARTICLE V

OFFICERS

1. Officers of the Corporation shall be elected by the Board of Directors. Officers of the Corporation shall be required to serve as Directors. The Corporation shall have a President, President-Elect, Secretary, Treasurer, two (2) At-Large Members, Program Directors, Youth Program Director(s), Development/Public Relations Member, Fundraising Chair and a Membership Member. The immediate Past President will be a director for one term subsequent to his term as President. The Corporation also may have such other officers as the Board of Directors may determine. The Executive Director shall be a nonvoting member of the Board of Directors.

2. Officers of the Corporation shall hold office for terms of one (1) year and thereafter until their successors have been elected and qualified. Any officer may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors.

3. The President shall have the authority and the duties customarily held by a President, and shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall effect such division of duties between the other officers as the President may deem proper and appropriate, subject to the will of the Board of Directors. Further, the President or the President-Elect shall execute all contracts and agreements of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

4. The President-Elect shall assume the duties of the President if there is no President or when the President is unable to act. Further, the President-Elect, in the absence or unavailability of the President, shall execute all contracts and agreements of the Corporation, except

where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

5. The Executive Director shall be the chief executive officer of the Corporation. The Executive Director is delegated authority to execute contracts and agreements on behalf of the Corporation in connection with such day-to-day operations. The Executive Director may recommend new policies and new programs and shall be responsible for the development, promotion, and maintenance of the Corporation. The Executive Director is responsible for the implementation of the Policy and Procedures Policy as set forth by the Board of Directors.

6. The President-Elect, if any, shall assist the President and the Executive Director as may be requested, and shall have and perform such other duties as may be prescribed by the Board of Directors.

7. The Secretary shall record all votes and the minutes of all proceedings of the Board of Directors in a book to be kept for that purpose. The Secretary shall see that proper notice of all meetings is given, and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary shall attest the execution of such documents and instruments requiring such attestation.

8. The Treasurer, if any, shall be responsible for and supervise custody of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers and receipts for such disbursements, and shall render to the Board of Directors, at least annually and at other times

whenever the Board of Directors may require it, an account of all transactions of the Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond with such surety or sureties for the faithful performance of the duties of such office and for the restoration to the Corporation of all books, papers, vouchers, money, and other property in the case of the death, resignation, retirement, or removal from office of the Treasurer as shall be satisfactory to the Board of Directors.

9. Any officer of the Corporation may resign from office by submitting a written resignation to the President.

10. In the case of vacancy of any office of the Corporation for any reason, the Board shall select a successor to fill the unexpired term.

11. The Board shall set the compensation, if any, to be received by any officer for any service rendered to the Corporation.

12. The Executive Committee will consist of the President, President-Elect, Treasurer, and Secretary.

ARTICLE VI

COMMITTEES

1. The President may appoint such standing committees as may be necessary and/or convenient from time to time to further the purposes of the Corporation.

2. All committees shall consist of a President together with such additional members as may be deemed necessary and/or convenient. The President shall be appointed by the Board of Directors or the President if the Board so directs.

3. All committees of the Board of Directors shall have and may exercise such powers and authorities as the Board of Directors may delegate to such committee or committees by resolution.

4. All committees of the Board of Directors shall keep regular minutes of their meetings and proceedings and shall report same to the Board of Directors upon request.

5. The President and the President-Elect shall be members ex-officio of all committees.

6. Members of committees need not be officers or Directors of the Corporation but at least one member of each committee shall be a Director.

7. Committees may be the following but may be amended by action of the Board of Directors:

Program Co-Directors

Selection of Program Participants

Retreats/Graduation/Welcome Reception

Day Chairs

Fundraising

Public Communications

ARTICLE VII
CONTRIBUTIONS

An anticipated important source of revenues for the Corporation is contributions; the Board of Directors may conduct such activities as it deems appropriate to solicit and obtain contributions to further the Corporation's purposes. Revenues generated by such activities may be used as the Corporation, by and through its Board of Directors, shall determine; provided, however, all funds of the Corporation shall be used only for the purposes set forth herein.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS=

1. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, Director, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, Director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Tennessee law whether or not indemnification is proper under the circumstances because the person claiming such indemnification

has met the applicable standards of conduct set forth in Tennessee law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Tennessee law.

2. The indemnification provided in Section 1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Charter or Bylaws, or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, Director or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

3. To the extent permitted by Tennessee law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, Director, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, Director or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE IX

AMENDMENTS

These By-laws may be altered, amended, or modified by the vote of not less than a majority of the Membership present at the annual meeting. Any alterations, amendments or modifications approved by a majority of the Directors may be further altered, amended or modified by the Membership.

ARTICLE X

FISCAL YEAR

The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

ARTICLE XI

SEAL

The Corporation may have such seal as is adopted for use by the Board of Directors, but the presence or absence of such seal on any instrument or document shall not affect or alter its character or validity in any respect.

ARTICLE XIII

CONFLICT OF INTEREST POLICY

1. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

2. Any Corporation Director, officer, or member of a committee with board delegated powers who has a financial interest ("Interested Person") is covered by this policy. A person has a financial interests if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Corporation engages in a transaction or other financial arrangement; or

b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation engages in a transaction or other financial arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or other financial arrangement.

Compensation includes direct and indirect remuneration as well as other benefits that are substantial in nature.

3. Procedures.

a. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature of his or her financial interest to the Directors or members of committees with board delegated powers considering the proposed transaction or arrangement.

b. After disclosure of the financial interest, the Interested Person shall leave the board or committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. The President of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested Directors or members whether the transaction or arrangement is in the Corporation's

best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

d. If the board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform that person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Interested Person and making such further investigation as may be warranted under the circumstances, the board or committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. The minutes of meetings of the Board of Directors or committees with board-delegated powers shall contain the names of any persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict in fact existed. The minutes also shall reflect the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

5. No person who receives compensation, directly or indirectly, from the Corporation and serves as a member of any committee whose function includes approving compensation matters shall vote on matters pertaining to his or her own compensation.

6. Each Director, officer, and member of a committee with board- delegated powers shall annually sign a statement which affirms that such person:

- a. Has received a copy of the conflict of interest policy; and
- b. Has read and understands the policy; and
- c. Has agreed to comply with the policy; and
- d. Understands that the Corporation is a charitable organization and that

in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. The Corporation shall review periodically its procedures and methods of operation to ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax. These reviews shall include, at a minimum, an analysis of whether the Corporation's compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

8. In conducting the periodic reviews provided for above, the Corporation may, but need not, use outside advisors. The use of outside experts shall not, however, relieve the board of its responsibility for ensuring that periodic reviews are conducted.

9. The Corporation shall not make a loan to any Interested Person or to any entity in which an Interested Person has a financial interest, other than through the purchase of bonds, debentures, or similar obligations sold in public offerings or through the ordinary deposit of funds in a financial institution.

The foregoing By-laws were adopted by the Board of Directors of the Corporation on the _____ day of _____, 2008.

By: _____

Its: _____