

AMENDED & RESTATED BYLAWS OF
KIWANIS OF NASHVILLE FOUNDATION
A Tennessee Nonprofit Public Benefit Corporation

ARTICLE I
Name of the Corporation

The name of this corporation is **KIWANIS OF NASHVILLE FOUNDATION**.

ARTICLE II
Offices of the Corporation

The principal office for the transaction of the activities and affairs of the corporation (principal office) is located at 7020 Stone Run Drive, Nashville, in Davidson County, Tennessee 37211. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

ARTICLE III
Purposes and Limitations

A. General Purposes

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. Specific Purposes

Within the context of the general purposes stated above, this corporation is formed to sponsor and support child safety events, provide scholarships for deserving students, provide financial support for pediatric trauma prevention programs, provide financial support for programs for seniors, support programs benefiting children and other local youth programs, to fund specific community service programs and projects, and to provide relief to needy families.

C. Limitations

1. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

2. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

3. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and which has established its tax-exempt status under section 23701d of the Tennessee Revenue and Taxation Code (or the corresponding section of any future Tennessee revenue and tax law).

4. Notwithstanding any other provisions of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 1V Members

The membership in this foundation shall be limited to, and shall consist of, all the active members in good standing of the **Kiwanis Club of Nashville** in the State of Tennessee.

ARTICLE V Directors

A. General and Specific Powers of Board

1. General Corporate Powers

Subject to the provisions and limitations of the Tennessee Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

2. Specific Powers

Without prejudice to the general powers set forth in Section A1 of this Article V of these bylaws, but subject to the same [imitations, the directors shall have the power to:

(a) Appoint and remove, at the pleasure of the board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Change the principal office or the principal business office in Tennessee from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside Tennessee; and designate any place within or outside Tennessee for holding any meeting of the board.

(c) Adopt and use a corporate seal and alter the form of the seal.

(d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

B Number and Qualification of Directors

1. Authorized Number and Qualifications

Subject to the restrictions set forth in Section 2 below, the board of directors shall consist of the same persons who serve as directors of the **Kiwanis Club of Nashville**, and they shall serve for as long as they are directors of said Kiwanis Club.

2. Restriction on interested Persons as Directors

No more than forty-nine percent (49%) of the persons serving on the board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

C. Election

If it is necessary to disqualify some directors by reason of the restrictions set forth in Section 2 above, then the members shall determine which directors are disqualified and elect replacement directors to serve the balance of those terms. The directors shall serve as directors of this corporation so long as such directors are directors of the **Kiwanis Club of Nashville**.

D. Vacancies on Board

1. Events Causing Vacancy

A vacancy or vacancies on the board shall exist when a director no longer serves as a director of the **Kiwanis Club of Nashville**. When the **Kiwanis Club of Nashville** shall fill the vacancy on its board of directors the person named to fill said vacancy shall become a director of this corporation.

2. Resignations

Except as provided below, any director may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the **Kiwanis Club of Nashville** may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of Tennessee, no director may resign if the corporation would be left without a duly elected director or directors.

3. No Vacancy On Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires

E. Directors' Meetings

1. Place of Meetings

Meetings of the board shall be held at any place within Tennessee that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

2. Meetings by Telephone

Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

3. Annual Meeting

The board shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

4. Other Regular Meetings

Other regular meetings of the board may be held without notice at such time and place as the board may fix from time to time.

5 Special Meetings

a. Authority To Call

Special meetings of the board for any purpose may be called at any time by the chair of the board, if any, the president or any vice president, or the secretary or any two directors.

b. Notice

(1) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by any other written notice, including facsimile or any other electronic mail message method. All such notices shall be given or sent to the director's address, telephone number or electronic mail address as shown on the records of the corporation

(2) Time Requirements

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail message shall be delivered, telephoned, or transmitted by the person giving the notice by electronic means to the recipient at least 48 hours before the time set for the meeting.

(3) Notice Contents

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

6. Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the Tennessee Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7. Waiver of Notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

8. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

9. Notice of Adjourned Meeting Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

F. Action Without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in section 48-240-103 of the Tennessee Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

G. Compensation and Reimbursement

Directors may not receive any compensation for their services as directors or officers, but shall receive such reimbursement of expenses as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

H. Committees

1. Committees of the Board

The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees each consisting of two or more directors and no persons who are not directors to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(1) Take any final action on any matter that, under the Tennessee Nonprofit Public Benefit Corporation Law, also requires approval of the board or approval of a majority of the board;

(2) Fill vacancies on the board or on any committee that has the authority of the board;

(3) Fix compensation of the directors for serving on the board or on any committee;

(4) Amend or repeal bylaws or adopt new bylaws;

(5) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

(6) Create any other committees of the board or appoint the members of committees of the board;

(7) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or

(8) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 48-240-103 of the Tennessee Corporations Code.

2. Meetings and Actions of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

3. Executive Committee

The executive committee of the board shall be comprised of the president, vice-presidents, secretary, treasurer (chief financial officer), immediate past president and

assistant secretary/treasurer, if any. The executive committee shall have the power to act for the corporation in the absence of the board. The executive committee shall have the power to take such action as is delegated to it by the board, and shall have the power to make such other decisions that may in the due consideration of the committee require immediate action before a regular or special meeting of the board can be held. Actions taken by the executive committee shall be submitted for approval to the board at its next meeting and if said action is approved by a majority of the directors present at that meeting, the action in question shall be deemed the action of the board. The executive committee cannot modify any action previously taken by the board.

ARTICLE VI

Officers

A. Officers of the Corporation

The officers of the corporation shall be the president, immediate past president, president-elect, first vice-president, second vice president, secretary, and treasurer (chief financial officer) of the **Kiwanis Club of Nashville**. The corporation may also have, at the board's discretion, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section C of this Article VI of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president.

B. Election of Officers

Inasmuch as the officers of this corporation are the officers of the **Kiwanis Club of Nashville**, said officers shall be elected in the manner prescribed in the bylaws of the **Kiwanis Club of Nashville**.

C. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

D. Responsibilities of Officers

1. President

The president shall preside at all meetings and at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe,

2. President-Elect

If the president is absent or disabled, the president-elect shall perform all duties of the president. When so acting, the president-elect shall have all powers of and be subject to all restrictions on the president. The president-elect shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

3. Vice Presidents

If the president and president-elect are both absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

4. Secretary

a. Book of Minutes

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings of the members, proceedings, and actions of the board, and of all committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in Tennessee, a copy of the articles of incorporation and bylaws, as amended to date.

b. Membership Records

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, if any, showing each member's name, address, and class of membership.

c. Notices, Seal, and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

5. Chief Financial Officer

a. Books of Account

The chief financial officer (treasurer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's assets and transactions. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables

The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

ARTICLE VII Indemnification

A. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in section 48-101-806 of the Tennessee Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as in section 48-101-806 of the Tennessee Corporations Code.

B. Approval of Indemnity

On written request to the board by any person seeking indemnification under section 48-101-806 of the Tennessee Corporations Code, the board shall promptly determine under section 48-101-806 of the Tennessee Corporations Code whether the applicable standard of conduct set forth in section 48-101-806 has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under section 48-101-806 of the Tennessee Corporations Code whether the applicable standard of conduct set forth in section 48-101-806 has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

C Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections A and B of this Article VII of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE VIII Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE IX Records and Reports

A. Maintenance of Corporate Records

The corporation shall keep:

- (1) Adequate and correct books and records of account;
- (2) Written minutes of the proceedings of the members, board of directors, and committees of the board; and
- (3) A record of each member's name and address.

B. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours

C. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

D. Annual Report

The board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year.

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (4) The expenses or disbursements of the corporation for both general and restricted purposes.
- (5) Any information required by Section E of this Article IX of these bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000.00 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

E Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

(1) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000.00, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50000.00. For this purpose, an "interested person" is either of the following:

(a) Any director or officer of the corporation; or

(b) Any holder of more than ten percent (10%) of the voting power of the corporation. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(2) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article VII of these bylaws, unless that indemnification has already been approved by the members under section 48-101-806 of the Tennessee Corporations Code.

F. Fiscal Year of Corporation

The fiscal year of this corporation shall be the accounting year beginning October 1 and ending September 30 of the following year.

ARTICLE X
Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Tennessee Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XI
Amendments

These bylaws may be amended by a two-thirds (2/3) vote of those members present at any regular meeting, or at any special meeting called for that purpose, provided written notice of such a meeting shall have been given the members at least two (2) weeks prior to the meeting. There shall be no voting by proxy or absentee ballot. Notwithstanding the foregoing, neither these bylaws nor any amendments thereto shall become effective until approved by Kiwanis International.

ARTICLE XII
Policies of Kiwanis International

- A. The corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable.
- B. The corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.
- C. Whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board.

CERTIFICATE OF PRESIDENT & SECRETARY

The undersigned certify that we are the duly elected and acting President and Secretary, respectively, of **KIWANIS OF NASHVILLE FOUNDATION**, a Tennessee nonprofit public benefit corporation, that the above Amended & Restated Bylaws, consisting of 15 pages, are the Bylaws of this corporation as adopted by the board of directors on November 27, 2012, and confirmed by the members on November 30, 2012, and that they have not been amended or modified since that date.

Executed on November 30, 2012 at Nashville, Tennessee.

Joe White
President

Victor N. Legerton
Secretary