NON-PROFIT BYLAWS
OF
HUNGER-AID

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Tennessee and the Articles of Incorporation of Hunger-Aid. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Tennessee, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Hunger-Aid, and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 – PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

The purpose for which the Non-Profit Corporation/Organization is formed is set forth in the attached Articles of Incorporation.

The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c)(3)Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to to feed the hungry in the usa using entertainment.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Tennessee and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 – OFFICES

The principal office of the Corporation/Organization shall be located at 450 E Main St, Murfreesboro, Tennessee 37130.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers,

privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Tennessee. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 4 members, but no fewer thanthree (3) Board members. The number of Board members may be increased beyond 4 members by the affirmative vote of a two-thirds majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Tennessee.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The Governance Committee, if created, shall present nomination for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year . Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

Term of Board

All appointments to the Board shall be for a term of2 year(s). No person shall serve more than Unlimited consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No person shall serve more than Unlimited consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 0 years have passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

a) The death, resignation, or removal of any director;

b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;

c) An increase in the authorized number of directors; or

d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of Corporation/Organization, the secretary of Corporation/Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Tennessee is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation
Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal
A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative of a two-thirds majority of then-serving Board members.

Meetings
The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any 2 regular Board members may call a special meeting of the Board with 7 days days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes
The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 7 days business days after the close of each Board meeting.

Action by Written Consent
Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum
At each meeting of the Board of Directors or Board Committees, the presence of 3 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting
Each Board member shall only have one vote.

Proxy
Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance
An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE 6 – OFFICERS

Officers and Duties

The Board shall elect officers of the Corporation/Organization which shall include a President (Executive Director), a Secretary, and such other officers as the Board may designate by resolution. The same person may hold any number of offices, with the exception that the Secretary may not serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Corporation/Organization, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Chair of the Board (Chief Executive Officer)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when required by law that the President's signature must be provided.

President (Executive Director)

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its

assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

ARTICLE 7 – COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) natural person (who does need not to be a director), and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.

b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.

c) Fix compensation of the directors serving on the Board or on any committee.

d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.

e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

f) Appoint any other committees of the Board of Directors or their members.

g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.

h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Committees of these Bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation/Organization records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any

committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation/Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Executive Committee

Pursuant to Article 7 - Committees, the Board may appoint an Executive Committee composed of a minimum of one (1) natural person (who does need not to be a director), to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation/Organization between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The Secretary of the Corporation/Organization shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

Audit Committee

The Board, at its sole discretion, may create an Audit Committee, which may review any other committee's operations, and may be comprised of one or more persons including persons other than directors of the Corporation/Organization. The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary. The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the Corporation/Organization are in order, and after review shall determine whether to accept the audit. It shall also be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of Tennessee. The membership of the Audit Committee, if created, shall not include the following persons:

a) The Chair of the Board of the Board;
b) The Treasurer of the Corporation/Organization;
c) Any employee of the Corporation/Organization; or
d) Any person with a material financial interest in any entity doing business with the Corporation/Organization.

Internal Affairs Committee

The Board, at its sole discretion, may create an Internal Affairs Committee, which shall handle all internal and operational issues of the Corporation/Organization including but not limited to those related to finance, human resources, and facilities. This Committee may be staffed by the CFO and the Director of Human Resources, among others.

Communications and Public Relations Committee

If created, a Communications Committee shall handle all matters that relate to communicating with donors, stakeholders and others. This Committee shall also oversees all newsletters, official communications, social media platforms, online presence and contacts with the media.

Fundraising Committee

The Board, at its sole discretion, may also create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Company/Organization. In addition this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

a) One or more officers or employees of the Corporation/Organization whom the director deems to be reliable and competent in the matters presented;

b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or

c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans

The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Tennessee Attorney General; provided, however, that the Corporation/Organization may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 100%% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

b) The Chair of the Board of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the Board shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested 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 interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

a) The names of all the 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 decision as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

a) Has received a copy of the conflict of interest policy;

b) Has read and understands the policy;

c) Has agreed to comply with the policy; and

d) Understands that the Corporation/Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Corporation/Organization and one or more of its Directors, or between this Corporation/Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation/Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation/Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));

b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interest Director(s)—and the contract is just and reasonable as to the Corporation/Organization at the time it is authorized, approved, or ratified; or

c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the Secretary, Treasurer, President.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 10 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office,

each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Tennessee Attorney General and members of the public for inspection no later than 14 days days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 14 days days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.

b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.

d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than $50,000 or indemnifications involving more than $10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 11 – FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on October 31st.

ARTICLE 12 – AMENDMENTS AND REVISONS

These bylaws may be adopted, amended, or repealed by a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested

by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Dawn DesMoines, certify that I am the current elected and acting Secretary of the benefit Corporation/Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on January 28, 2022, and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of Rutherford in the State of Tennessee.

_____
(Duly Elected Secretary)

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
ALABAMA	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary * **Term**: default is 1 year, 3 years is maximum * **Other**: two or more offices may be held by the same person except the offices of president and secretary.	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
ALASKA	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Quorum**: majority * **Term**: 1 year * **Committee**: minimum 2 directors on executive committee	* **Required**: A president, one or more vice-presidents, a secretary, and a treasurer; others as deemed necessary * **Other**: two or more offices may be held by the same person except the offices of president and secretary.	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
ARIZONA	* **Number**: minimum 1 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Quorum**: majority * **Term**: 1 year * **Committee**: minimum 1 director	* **Required**: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
ARKANSAS	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 6 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a vice-presidents, a secretary, and a treasurer; others as appointed by the the board * **Term**: 3 year maximum * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
CALIFORNIA	* **Number**: minimum 1 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 directors * **Other**: No director may vote by proxy	* **Required**: A corporation shall have a chair of the board, who may be given the title chair of the board, chairperson of the board, chairman of the board, or chairwoman of the board, or a president or both, a secretary, a treasurer or a chief financial officer or both, and any other officers with any titles and duties as shall be deemed necessary * **Other**: two or more offices may be held by the same person except that the president may not also serve as secretary or treasurer; all officers are to be elected by the board	* **Members**: optional * **Regular Meeting**: required in years where directors are to be elected * **Quorum**: 1/3rd votes
COLORADO	* **Number**: minimum 1 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: A president, a secretary, a treasurer; others as deemed necessary * **Qualifications**: an individual 18 years or older * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/4th votes
CONNECTICUT	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: until the next annual meeting * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required only if members are entitled to vote for directors * **Quorum**: majority of entitled votes
DISTRICT OF COLUMBIA	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: Minimum 2 officers - one responsible for the management of corporation (e.g. "President") and another responsible for financial affairs (e.g. "Treasurer"); others as deemed necessary * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: majority of entitled votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
DELAWARE	* **Number**: minimum 1 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: until successor is elected and qualified * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * **Term**: until successor is elected and qualified * **Other**: two or more offices may be held by the same person	* **Members**: required * **Annual Meeting**: required if members are entitled to vote for directors (unless elected by written consent in lieu of a meeting) * **Quorum**: 1/3rd votes
FLORIDA	* **Number**: minimum 3 * **Qualifications**: natural person;18 years or older (one director may be 15 years or older if permitted by board); no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * **Term**: 1 year * **Other**: two or more offices may be held by the same person; officers are elected by the board	* **Members**: optional, defined in articles of incorporation * **Regular Meeting**: as defined in articles of incorporation * **Quorum**: as defined in articles of incorporation
GEORGIA	* **Number**: minimum 1 * **Qualifications**: natural person; 18 years or older; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
HAWAII	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
IDAHO	* **Number**: minimum 3; minimum 1 for religious corporation * **Qualifications**: natural person; no residency requirement; must be a member if a cooperative corporation * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Other**: two or more offices may be held by the same person except the offices of president and secretary (except in a religious corporation)	* **Members**: optional; required for a cooperative corporation * **Annual Meeting**: required * **Quorum**: 1/10th votes
ILLINOIS	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: until the next election * **Quorum**: majority * **Committee**: minimum 2 directors and directors must be the majority of membership, except for committees involved in electing directors	* **Required**: As defined in articles of incorporation; at least 1 officer to certify corporate records (e.g. "Secretary") * **Other**: two or more offices may be held by the same person if the bylaws clearly state so	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
INDIANA	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
IOWA	* **Number**: minimum 1 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
KANSAS	* **Number**: minimum 1 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: until successor is elected and qualified * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required if members are entitled to vote for directors (unless elected by written consent in lieu of meeting) * **Quorum**: Except for election of the governing body, a majority of those present constitutes a quorum so long as proper notice is provided
KENTUCKY	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: 1 year, and until successor is elected and qualified * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
LOUISIANA	* **Number**: minimum 3; if there are less than 3 members the minimum number of directors is equal to the minimum number of members * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Other**: two or more offices may be held by the same person but this person may only sign instruments in one capacity when signatures of two officers are required; officers needs not be directors; treasurer may be a corporation	* **Members**: nonstock nonprofit corporations are assumed to have membership; if no members other than the board then the directors are the members * **Annual Meeting**: required * **Quorum**: majority
MAINE	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 directors on executive committee, no minimum on other committees	* **Required**: A president, a secretary or clerk, a treasurer; others as deemed necessary * **Term**: 1 year * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
MARYLAND	* **Number**: minimum 1 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: next annual meeting until successor is elected and qualified * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Term**: 1 year and until successor is elected and qualified * **Other**: two or more offices may be held by the same person except the offices of president and vice-president; this person may sign instruments in only one capacity when the signature of two officers is required	* **Members**: if no members, then the directors are the members * **Annual Meeting**: required * **Quorum**: majority of entitled votes
MASSACHUSETTS	* **Number**: minimum 1 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: A president, a clerk, a treasurer; others as deemed necessary and appointed by the board * **Other**: the president must be a director; the clerk must be a Massachusetts resident unless a resident agent was appointed	* **Members**: if there are no members then the directors are the members * **Quorum**: majority of entitled votes
MICHIGAN	* **Number**: minimum 3 * **Qualifications**: A corporation organized for purposes described in section 501(c)(3) of the IRS code may include 1 or more directors on its board who are 16 or 17 years of age as long as that number does not exceed 1/2 the total number of directors required for a quorum for the transaction of business. No residency requirement. No membership requirement. * **Term**: next annual meeting and until successor is elected and qualified * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Other**: two or more offices may be held by the same person; this person may sign instruments in only one capacity when the signature of two officers is required	* **Members**: optional; a corporation organized upon a nonstock basis shall be organized upon either a membership basis (has members) or a directorship basis (may or may not have members). * **Annual Meeting**: required with the exception of written consent * **Quorum**: majority of entitled votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
MINNESOTA	* **Number**: minimum 3 * **Qualifications**: natural person; majority must be adults; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: one or more natural persons, need not be directors	* **Required**: one or more natural persons exercising the offices of president and treasurer, however designated * **Other**: two or more offices may be held by the same person; this person may sign instruments in only one capacity when the signatures of two officers are required	* **Members**: optional; default is no members * **Annual Meeting**: required * **Quorum**: 1/10th votes
MISSISSIPPI	* **Number**: no minimum; set by articles of incorporation or bylaws * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
MISSOURI	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 6 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A chairman or president or both, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
MONTANA	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
NEBRASKA	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
NEVADA	* **Number**: minimum 1 * **Qualifications**: individuals 18 years or older; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 1 director; non-director members are allowed	* **Required**: A president or chair of the board, a secretary, a treasurer; others as deemed necessary * **Qualifications**: natural person * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required unless election of directors is specified otherwise in bylaws * **Quorum**: 1/10th votes
NEW HAMPSHIRE	* **Number**: minimum 5 voting members * **Qualifications**: at least 5 voting members who are not of the same immediate family or related by blood or marriage (some exceptions apply); no residency requirement; no membership requirement * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional; default is no members * **Annual Meeting**: required * **Quorum**: majority of entitled votes; no voting rights except as stated in articles of incorporation or bylaws
NEW JERSEY	* **Number**: minimum 3 * **Qualifications**: 18 years or older; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 1 member	* **Required**: A president, a secretary, a treasurer; others as deemed necessary * **Other**: two or more offices may be held by the same person; this person may sign instruments in only one capacity when the signatures of two officers are required	* **Members**: optional * **Regular Meeting**: required annually or biennially * **Quorum**: majority of entitled votes
NEW MEXICO	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: until successor is elected and qualified * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person if the bylaws specifically allow it	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
NEW YORK	* **Number**: minimum 3 * **Qualifications**: 18 years of age (some exceptions apply); no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 3 directors	* **Required**: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary and appointed by the board * **Term**: 1 year * **Other**: two or more offices may be held by the same person except for president and secretary	* **Members**: optional * **Annual Meeting**: required * **Quorum**: majority of entitled votes
NORTH CAROLINA	* **Number**: minimum 1 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 members	* **Required**: As defined in bylaws or by board resolution * **Other**: two or more offices may be held by the same person; this person may sign in only one capacity when the signatures of two officers are required	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
NORTH DAKOTA	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 10 year maximum for fixed members * **Quorum**: majority * **Committee**: minimum 1 person need not be a member or director; except litigation committee which must contain at least 1 independent director or other independent person	* **Required**: A president, and a secretary; others as deemed necessary and appointed by the board * **Qualifications**: 18 years of age or older	* **Members**: optional; default is no members * **Annual Meeting**: required * **Quorum**: 1/10th votes
OHIO	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: until successor is elected * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board (need not be a director) * **Other**: two or more offices may be held by the same person	* **Members**: if no members then the directors are members * **Annual Meeting**: required; default date is first Monday four months after the close of fiscal year * **Quorum**: presence of voting members

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
OKLAHOMA	* **Number**: minimum 1 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: until successor is elected and qualified * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: if no members then directors are members * **Annual Meeting**: required * **Quorum**: 1/3rd members
OREGON	* **Number**: minimum 1 individual for mutual benefit or religious corporation; minimum 3 individuals for public benefit corporation * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, and a secretary; others as deemed necessary * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: presence of votes
PENNSYLVANIA	* **Number**: minimum 1; default 3 * **Qualifications**: natural person 18 years or older (some exceptions); no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 1 director	* **Required**: A president, a secretary, a treasurer; others as deemed necessary * **Qualifications**: president and secretary must be 18 years or older; treasurer may be a corporation or a natural person * **Other**: two or more offices may be held by the same person	* **Members**: if no members then directors are members * **Annual Meeting**: required * **Quorum**: majority of entitled votes
RHODE ISLAND	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: default is 1 year, 3 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a secretary, a treasurer; others as deemed necessary * **Term**: 1 year * **Other**: two or more offices may be held by the same person except the offices of president and secretary	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
SOUTH CAROLINA	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a secretary, a treasurer; others as deemed necessary * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
SOUTH DAKOTA	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary * **Other**: two or more offices may be held by the same person if allowed in the bylaws, except for president and secretary	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
TENNESSEE	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 1 natural person who need not be a director	* **Required**: A president, and a secretary; others as deemed necessary * **Other**: two or more offices may be held by the same person except for president and secretary	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
TEXAS	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: until successor is elected, appointed or designated and qualified * **Quorum**: majority * **Committee**: management committee must have 2 persons and the majority must be directors (some exceptions apply)	* **Required**: A president, and a secretary; others as deemed necessary * **Other**: two or more offices may be held by the same person except for president and secretary	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
UTHA	* **Number**: minimum 3 * **Qualifications**: natural person 18 years or older; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * **Qualifications**: natural person 18 years or older; need not be a director * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: presence of voting members
VERMONT	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 6 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a secretary, a treasurer; others as deemed necessary * **Other**: two or more offices may be held by the same person except president and secretary	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
VIRGINIA	* **Number**: minimum 1 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
WASHINGTON	* **Number**: minimum 1 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: until successor selected and qualified * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary * **Other**: two or more offices may be held by the same person except for president and secretary	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
WEST VIRGINIA	* **Number**: minimum 3 * **Qualifications**: none; no residency requirement; no membership requirement * **Term**: until successor selected and qualified * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: presence of voting members

NONPROFIT GOVERNANCE BY STATE

STATE	*DIRECTORS*	*OFFICERS*	*MEMBERS*
WISCONSIN	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: 1 year * **Quorum**: majority * **Committee**: minimum 3 directors	* **Required**: A president, a secretary, a treasurer unless otherwise defined in articles of incorporation or bylaws * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes
WYOMING	* **Number**: minimum 3 * **Qualifications**: natural person; no residency requirement; no membership requirement * **Term**: default is 1 year, 5 year maximum * **Quorum**: majority * **Committee**: minimum 2 directors	* **Required**: A president, a secretary, a treasurer unless specified otherwise in the articles of incorporation or bylaws * **Other**: two or more offices may be held by the same person	* **Members**: optional * **Annual Meeting**: required * **Quorum**: 1/10th votes