

**BYLAWS
OF
TENNESSEE VOICES FOR CHILDREN, INC.**

**ARTICLE I
Name and Location of Corporation**

The name of this corporation is Tennessee Voices for Children, Inc. Tennessee Voices for Children, Inc. is an agency which does not discriminate against race, religion, creed, color, sex, age, national origin, veteran status, disability, sexual orientation or gender preference.

Its principal office shall be located in Nashville, Tennessee, and/or in such other locations as may be determined by the Board of Directors.

**ARTICLE II
Purposes**

The purpose of this corporation is to organize and support a statewide coalition of families, payors, providers, community and business leaders promoting the mental, emotional, and social well-being of children and families.

**ARTICLE III
Membership**

The corporation shall have no members.

**ARTICLE IV
Board of Directors**

Section 1. Number and Qualifications. The affairs of the corporation shall be governed by a Board of Directors composed of not fewer than seven (7) persons nor more than twenty (20) persons. The Directors shall be no less than fifty-one percent (51%) parents of children with serious emotional disturbances. The remaining forty-nine percent (49%) shall be broadly representative of families, payors, providers, and community and business leaders and have professional experience and/or personal interest in the delivery of children's services in Tennessee. Board member should be elected from the major geographic areas of the state to encourage statewide representation.

Section 2. Governing Powers. The Board of Directors shall have the powers

and duties necessary or appropriate for the administration of the affairs of the corporation, consistent with the law and with the Charter of the corporation and with these Bylaws.

Section 3. Election and Term of Office. At each Annual Meeting of the corporation, successors to the Directors whose term expire shall be elected to three year terms of office by the Board of Directors upon the affirmative vote of the majority of the Board of Directors. Nominations may be made by any member of the Advisory Council in a manner prescribed by policy approved by the Board of Directors. Directors may not be elected to more than two consecutive terms of office. The Board of Directors shall initially vary the terms of office to allow, as soon as possible, the election of one-third of the Directors each year, or as close to one-third as many possible depending upon the total number of the Board of Directors.

Section 4. Vacancies. Vacancies in the Board of Directors shall be filled by the Board of Directors of Tennessee Voices for Children, Inc. at any regular meeting of that Board, and each person so elected shall be a Director until the expiration of the term of his or her predecessor.

Section 5. Removal of Directors. Any one or more the Directors may be removed without cause upon the affirmative vote of the majority of the Board of Directors to Tennessee Voices for Children, Inc. Successor Directors may then and there be elected to fill any vacancies thus created.

Section 6. Annual Meeting. The first annual meeting of the Board of Directors shall be held when called by the Executive Committee. At such Annual Meeting, elections of the Directors and officers shall be held in accordance with these Bylaws. The Board may at the annual meeting consider any other business which may be properly brought before it. The meeting shall be held at such place as the Board may from time to time determine, and no notice of such meeting shall be necessary.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given by email, mail, or telephone.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the presiding officer of the Board, the President, and any two Directors by giving at least two days notice to each Director, given personally or by email, mail, or telephone, which notice shall state the time, place, and date of the meetings.

Section 9. Waiver of Notice. Before or at any meeting of the Board of Directors any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by

law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the Minutes of the Board.

Section 10. Quorum. At all meetings of the Board of Directors, at least fifty percent of the Directors must be present to constitute a quorum for the transaction of business.

Section 11. Conflict of Interest. A conflict of interest may exist when the interests or concerns of any Director, officer, or staff member, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of Tennessee Voices for Children, Inc.

Any possible conflict of interest shall be disclosed to the board of directors by the person concerned.

When such conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors (or its committee) and such person shall not vote on the matter.

Moreover, the person having a conflict shall retire from the room in which the Board (or its committee) is meeting and shall not participate in the deliberations or decision regarding the matter under consideration.

The minutes of the meeting of the Board of Directors or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors (or its committee), excluding the person concerning whose situation the doubt has arisen.

Members of the Board of Directors will annually submit to the Chair of the Board a letter disclosing any direct or indirect benefits received as a result of Tennessee Voices for Children Inc.'s agreements with any outside party.

ARTICLE V

Officers

Section 1. Designation. The principal officers of the corporation shall be a President, a President-elect, , a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from among its members. The Directors may appoint such other officers as in their judgment may be necessary.

Section 2. Election of Officers. The officers of the corporation shall be elected by the Board of Directors at its annual meeting and unless sooner removed, for any

reason, shall serve for a term of one (1) year and until their successors are elected and shall qualify; except that the first election shall be held at the organizational meeting of the Incorporators and Board of Directors. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers. Officers may be elected to successive terms of office.

Section 3. Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, an officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

Section 4. President. The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall have the power to appoint committees and from time to time in his or her discretion as he or she may deem appropriate to assist in the conduct of the affairs of the corporation.

Section 5. President- elect. In the absence or disability of the President, the President-elect shall perform the duties and exercise the powers of the President. The President- elect shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the Executive Committee. He or she shall perform the duties and functions customarily performed by the Secretary of a corporation together with such other duties as the Board of Directors may prescribe.

Section 7. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse funds of the corporation as may be ordered by the President, or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President or the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation.

ARTICLE VI

Executive Committee

There shall be an Executive Committee comprised of the President, the President-elect, the Secretary, the Treasurer, and a Member-At-Large whom shall be elected by the Board of Directors from among its members. The Executive Committee shall be responsible for evaluating and determining the compensation of the Chief Executive Officer (and the other Directors may inquire about and shall be notified about the evaluation and compensation of the Chief Executive Officer). Further, the Executive

Committee shall have and exercise the powers of the Board; however, the Executive Committee shall not have the power to:

- Select a Chief Executive Officer;
- Approve new Directors;
- Elect officers of the corporation;
- Approve changes to the Bylaws;
- Approve the budget of the corporation; or,
- Approve material changes to the strategic direction or basic program of the corporation.

These matters are reserved to the full Board of Directors.

ARTICLE VII

Committees

Section 1. Organization. To achieve the objectives of the corporation, the Board of Directors may at its discretion establish organization units such as *ad hoc* committees, task forces, or councils. The Board of Directors shall exercise authority over policies, services and programs, and budgets of all organizational units.

Section 2. Advisory Council. The Board of Directors may establish an Advisory Council comprised of individuals with personal experiences and knowledge supportive of the mission of the corporation. Written policies regarding the function and operation of the Advisory Council shall be approved by the Board of Directors. Such policies shall include a statement that members of the Advisory Council do not have an assigned role in governance of the corporation.

Section 3. Standing Committees. Unless otherwise expressly resolved by the Board of Directors, it shall have the following standing committees in addition to the Executive Committee referred to in Article VI: Nominations Committee (chaired by the Member-At-Large); Finance and Personnel Committee (chaired by the Treasurer); Public Policy Committee. The membership of each committee shall be determined by the Executive Committee.

ARTICLE X

Executive Officer

Section 1. Appointment. The Board of Directors shall appoint a chief executive who shall have the title of Chief Executive Officer (“CEO”).

Section 2. Authority and Responsibility. The CEO, as chief executive officer, shall manage and direct all activities of the corporation subject to the policies of the

Board of Directors. The CEO shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors; provided that the Executive Committee may, on occasion, resolve to proceed in executive session without the CEO's participation.

ARTICLE IX

Fiscal Management

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July of every year, except that the first fiscal year of the corporation shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 2. Compensation. No part of the income or profit of the corporation shall be for the benefit or distributable to its Directors or officers. The Board of Directors shall receive no compensation for their activity as Directors of this corporation.

Section 3. Execution of Corporate Documents. All notes and contracts shall be executed on behalf of the corporation in accordance with policies approved by the Board of Directors. All checks shall be executed on behalf of the corporation as directed by the Board of Directors through resolution.

Section 4. Liability of Officers and Directors. No person shall be liable to the corporation for any loss or damage by it on account of any action taken or omitted to be taken by him or her as a Director or officer of the corporation in good faith, if such person exercised or used the same degree of care and skill as a prudent person would have exercised or used in the circumstances in the conduct of his or her own affairs.

Section 5. Indemnification of Officers and Directors. The corporation shall indemnify to the fullest extent permitted by law any and all persons who may serve or who have served at any time as Directors or officers, or who, at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers or a Director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duty. Such indemnification shall be in addition to any other

rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of Directors, or otherwise.

ARTICLE X

Dissolution

Upon dissolution of the Association, after paying or making provisions for all of the liabilities of this corporation, all the assets of the corporation shall be disposed of by conveyance to one or more charitable organizations as described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 (or as it may be amended).

ARTICLE XI

Amendments

Except as otherwise required by law, these Bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting called for that purpose, provided that written notice of the proposed amendments shall have been given at least thirty (30) days prior to such meeting. Written notices of the proposed amendment shall also be provided to the Board of Directors of the Tennessee Voices for Children, Inc. at least thirty (30) days prior to such meeting. Amendments shall require an affirmative vote of a majority of the members of the Board of Directors in office at the time the amendment is adopted.

Adopted: May 20, 1994
Amended: December 8, 1994
Amended: December 8, 1995
Amended: January 24, 1997
Amended: April 20, 2001
Amended: January 25, 2002
Amended: July 22, 2005
Amended: October 17, 2014