



NASHVILLE BAR FOUNDATION BY-LAWS

OFFICES

1. The principal office of the corporation shall be located at 150 4th Ave N, Ste 1050, Nashville, TN 37219, and the corporation shall have such other offices at such other places as the Board of Trustees may from time to time specify or as the business of the corporation may require.

MEMBERS

2. The corporation shall have one member and that member shall be the Nashville Bar Association, a Tennessee not-for-profit corporation. The member, acting through its Board of Directors, shall be entitled to the sole vote on each matter submitted to a vote of the members.

3. There shall be no membership certificates.

MEETINGS OF MEMBERS

4. An annual meeting of the member may be held at the discretion of the member, for the purpose of the transaction of such business as may come before the meeting. If there is no regular meeting, then the annual meeting of the member shall be held at the same time and place as the next regular meeting of said Board of Directors of the Nashville Bar Association.

5. Special meetings of the member may be called by the President or by majority of the Board of Trustees.

6. Any special meeting of the member shall be held at such location as shall be designated by the person or persons calling the special meeting.

7. The President, Secretary or Executive Director of the corporation shall give written notice to the Board of Directors of the Nashville Bar Association stating the place, day and hour of any regular or special meeting of members which notice shall be delivered, either personally, by United States mail, or by electronic mail to each director not fewer than five (5) nor more than sixty (60) days before the date of such meeting. The purpose or purposes for which a special meeting is called shall be stated in the notice.

8. A majority of the members of the Board of Directors of the Nashville Bar Association must be present in person in order to constitute the presence of the sole member at any regular or special meeting of the members. If a majority of such directors is not present at any such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

TRUSTEES

9. The affairs of the Corporation shall be managed by its Board of Trustees.

10. There shall be a minimum of six (6) Trustees and a maximum of thirty (30) trustees. The Trustees shall be nominated by the existing Board of Trustees and elected by the Board of Directors of the Nashville Bar Association. A Trustee shall be eligible to serve a total of three (3) consecutive terms. Each term shall be for a total of three (3) years. A Trustee shall be eligible to serve up to three (3) additional consecutive terms after one year has passed since his/her previous service as a Trustee. Of the current Trustees at the time of the adoption of the By-Laws, the Board of Trustees shall develop a plan to determine the remaining terms of the Trustees. In no instance shall a current Trustee serve more than three (3) terms as a Trustee.

11. A regular annual meeting of the Board of Trustees shall be held in January without other notice than these Bylaws. The Board of Trustees may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

12. Special meetings of the Board of Trustees may be called by the President or by any two Trustees. The person or persons authorized to call special meetings of the Board may designate any place within Davidson County as the place for holding any special meeting of the Board so called.

13. Notice of any special meeting of the Board of Trustees shall be given at least two days prior thereto by written notice delivered personally or sent by United States mail, electronic mail, or facsimile transmission to each Trustee. The attendance of a Trustee at any regular or special meeting shall constitute a waiver of notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice of such meeting.

14. One-third of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. If fewer than one-third of the Trustees are present at said meeting, the vote may be subsequently taken by electronic mail from a quorum of the trustees.

15. Except as provided in paragraphs 16, 23 and 32 hereof, the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

16. Trustees may be removed with or without cause by the affirmative vote of two-thirds of the Trustees then in office, or by the action of the sole member at any regular or special meeting of the members.

17. Any vacancy occurring in the Board of Trustees may be filled by the sole member. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the Trustee's predecessor in office.

18. Any action permitted or required by law to be taken at a meeting of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Trustees.

COMMITTEES

19. The Board of Trustees may designate and appoint one or more other committees and shall describe the duties and authority of each such committee.

OFFICERS

20. The Officers of the Corporation shall consist of a President, a President-Elect (in accordance with paragraph 25), a Secretary, a Treasurer, and a General Counsel and may include one or more Vice Presidents and such other Officers as may be deemed necessary by the Board of Trustees. One person may hold any two or more of such positions except that the same person may not hold the offices of President, President-Elect, Secretary, and General Counsel.

21. Initially, all Officers shall be elected by the Board of Trustees at its annual meeting and shall hold office for two years, with the exception of the President-Elect who will serve for one year, and thereafter until their successors are elected and qualified. After the initial election, the President-Elect shall automatically become the President of the Board of Trustees.

22. Vacancies in any office which occur for any reason may be filled by the Board of Trustees for the expiration of the terms.

23. Any officer may be removed from office at any time, with or without cause, by an affirmative vote of a majority of the Trustees then in office.

24. President. The President shall preside at all meetings of the Board of Trustees. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Trustees, any deed, mortgage, bond, contract, or other instrument which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Trustees from time to time.

25. President-Elect. The President-Elect shall be elected at the beginning of the second year of the President's term. In the absence of the President or in the event of his inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the Board of Trustees. At the conclusion of one year, the President-Elect shall automatically become the President of the Board of Trustees.

26. Secretary. The Secretary or designee shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Trustees. If there is no President-Elect and the president is unable to fulfill the duties of office, the Secretary shall serve temporarily as the President until a replacement can be chosen by the Trustees.

27. Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever and deposit all monies in the name of the corporation in such bank, or other financial institution as shall be selected by the Board of Trustees; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

28. General Counsel. The General Counsel shall represent the Foundation in any and all legal issues and shall advise the Officers and the Trustees. The General Counsel shall be selected by the trustees as a non-voting officer.

29. Executive Director. The Board of Trustees may select any Executive Director of the Foundation who may be empowered to perform such usual and customary duties as are delegated to staff, and exercise such powers and duties as are expressly delegated by the Board of Trustees.

DEPOSITORIES

30. The Board of Trustees shall have the power to select depositories for the funds of the corporation and power to direct the method and manner of signing checks, notes and other instruments binding on the corporation.

FISCAL YEAR

31. The fiscal year of the corporation shall be the same as the fiscal year for the Nashville Bar Association unless, for good cause, it is determined otherwise by the Board of Trustees.

AMENDMENTS

32. These Bylaws may be altered, amended, or repealed by a vote of a majority of the entire Board of Trustees at any regular or special meeting, if notice of the proposed alteration or amendment is contained in the notice of the meeting.

Revised September 17, 2013