

BY-LAWS

Of

Bethlehem Community Center

ARTICLE 1: Name and Purpose

Section 1: This organization shall be called the Bethlehem Community Center, Incorporated, hereinafter referred to as the "Corporation", and shall operate as a non-profit corporation which is exempt from federal income taxation.

Section 2: The purpose of the Corporation shall be to help non-profit groups and residents of Cheatham County primarily by allowing them to use a building known as the Bethlehem Community Center located in the Bethlehem community of Cheatham County. The Bethlehem Community Center is not owned by any individual or company. Maintenance and improvements on the property have been made possible by interested individuals who have generously given of their time, skills and financial resources.

ARTICLE II: Board of Directors

Section 1: The property, business and affairs of the corporation shall be under the management and control of the Board of Directors (herein called the "Board") which shall consist of no less than seven (7) persons, and each member shall serve until his death, resignation, retirement or removal from the Board.

Section 2: An annual meeting of the Board shall be held on the second Tuesday of January in each year, at 6:00 p.m., or such other day and hour as may be fixed by the Board or as may be agreed to by waiver of notice by all the directors.

Section 3: Meetings of the Board shall be held quarterly on the first Tuesday in January, April, July and October at 6:00 p.m. and at such times as from time to time they may be fixed by resolution of the Board. Special meetings of the Board may be held at any time upon call of the President or any two (2) directors, by oral or written notice, duly delivered to, sent or mailed to each director not less than two (2) days before any such meeting. Meetings may be held at any time without notice if all the directors are present or if those not present waive notice of the meeting via email or phone call.

Section 4: The Board may hold its meetings and keep the books of the corporation within or without the State of Tennessee, at such places as it may from time to time determine.

Section 5: Any three (3) members of the Board, meeting pursuant to a validly called meeting shall constitute a quorum for the transaction of business. A lesser number may convene and adjourn with due notice of the meeting given.

Section 6: Board members may be removed for cause as defined by the Tennessee General Corporation Act by the vote of the majority of the Board.

Section 7: Any action required to be or which may be taken by the Board may be taken without a meeting of the Board pursuant to a written consent, setting forth the action so taken, signed by all the members of the Board.

Section 8: At no time shall the Board be comprised solely of either professional social workers or professional clergy.

Section 9: Meetings: At any time a Board member misses two (2) consecutive meetings without an explanation, the remaining Board members may, at their option, vote to replace the missing member after notice has been given for the missing member to make explanation if he or she should choose.

Article III: Vacancies on Board of Directors

If the office of any member of the Board becomes vacant for any reason, the remaining directors shall by majority vote elect a successor, who shall serve until his or her death, resignation, retirement or removal from the Board.

Article IV: Officers

Section 1: The officers of the corporation shall be chosen by the Board. The officers shall be President, Vice President, Secretary and Treasurer. The same person may hold two or more offices at the same time. All officers shall be chosen for a term of one year or such other term as the Board may determine.

Section 2: The Board may appoint such other officers as it deems necessary and who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Article V: President

The President shall be the chief executive officer of the corporation and shall preside at all meetings of the Board. The President shall have the general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

Article VI: Vice President

The Vice President shall, in the absence or disability of the President, or in case of his or her refusal to act, perform the duties and exercise the powers of the President and shall perform such other duties as the Board shall describe.

Article VII: Secretary

The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all meetings of the Board and shall perform such duties as may be prescribed by the Board, under whose supervision he or she shall be.

Article VIII: Treasurer

The Treasurer shall have the 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 monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board. He or she shall supervise the disbursement of the funds of the corporation as may be ordered by the Board, or President, or Vice President, taking proper vouchers for such disbursements and shall render to the Board at the regular meeting of the Board, or whenever the Board may require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation, and shall perform such other duties as may be prescribed by the Board under whose supervision he or she shall be.

Article IX: Duties of Officers May Be Delegated

In case of the absence of any officer of the corporation or for any other reason that the Board may deem sufficient, The Board may delegate, temporarily the powers or duties, or any of them, of such officers to any other officers or to any director provided a majority of the entire Board concur therein.

Article X: Indemnification

To the extent now or hereafter permitted by applicable law, this corporation shall indemnify any person who is made a party to a suit or other proceeding, either civil or criminal and by whomsoever instituted or threatened, including but not limited to suits or other proceedings by or in the right of the corporation to procure a judgment in its favor and suits or other proceedings by or in the right of any other corporation which such persons served in any capacity at the request of this corporation which such person served in any capacity at the request of this corporation, by reason of the fact that such person is or was a director or officer of this corporation or served any such other corporation in any capacity, against all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of such suit or proceeding, and any appeals therein. The indemnity herein afforded all shall extend to the personally representatives of any person who would be entitled to the benefit hereof if living.

Article XI: Financial

All checks or demands for money and notes of the corporation shall be signed by such officer, officers, or employees of the Board may from time to time designate. The books of the corporation shall be audited on a yearly basis with a report to be submitted to the Board.

Article XII: Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XIII: Fiscal Year

The fiscal year for the corporation shall begin on the first day of January and end at midnight on the 31st day of December following.

Article XIV: Amendments

The charter and by-laws of the corporation may be altered, amended, added to or repealed at any meeting of the Board, by the affirmative vote of a majority of the directors then in office, if notice of the proposed change is given in the notice of the meeting, or if all the directors are present at the meeting, or if all directors not present at the meeting consent in writing to such changes.

The above by-laws were adopted at a meeting of the Board at a meeting on October 28, 2017.

President

Pete Furnier

Treasurer and Director

Norma Binkley