

THE RESTORATION HOUSE OF EAST TENNESSEE
Bylaws

ARTICLE I: NAME

The name of this organization shall be the Restoration House of East Tennessee, a Tennessee nonprofit corporation (the “Corporation”), subject to the provisions of the Corporation’s charter and the Tennessee Nonprofit Corporation Act.

ARTICLE II: PURPOSE

The Restoration House of East Tennessee is organized to provide transitional housing and mentorship for single mothers in need.

ARTICLE III: MEMBERS

The Corporation will not have members.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Structure of the Board

The Board of Directors of The Restoration House of East Tennessee shall manage the affairs of the Corporation, except as otherwise set out in the Charter. Directors shall be elected at the annual meeting of the Corporation and shall consist of not more than twenty-one (21) members. The membership of the Board shall not be restricted on the basis of sex, race or ethnic background. All directors shall be age 18 or older. An effort shall be made to insure that potential candidates have the personal interest, experience, time and talent that will allow them to contribute to the benefit of the Corporation and its stated purposes while serving as a member of the Board of Directors.

Section 2. Term of office

The terms of office for the members of the Board of Directors shall be three years with the opportunity to serve two consecutive terms. Terms shall be staggered with 1/3 of the board members rotating off each year.

Section 3. Meeting Locations

All meetings of the Board of Directors shall be held at any location determined by the President or a majority of the Directors.

Section 4. Annual Meeting

The annual meeting of the Board of Directors shall be held in November of each year with ten days notice given by the Secretary to each Director. At the annual meeting of the Board of Directors, the Board shall organize for the upcoming year, elect members of the Board of Directors, elect officers, approve a budget, and transact such other business as may be appropriate at that time.

Section 5. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly or at such times as the Board may provide by resolution. The Board may also provide, by resolution, additional and/or alternative dates, time or places, either within or without the State of Tennessee, for the holding of regular meetings.

Section 6. Special Meetings

Special meetings of the Board of Directors may be called by the President, Executive Director, or upon written request by one third of the Directors to the Secretary or the President. Notice of any special meeting must be given by the Secretary to each Director at least five days prior to the date of the proposed meeting; said notice shall contain recitation of the purpose of the meeting and the business to be transacted.

Section 7. Quorum and Vote

At all meetings of the Board a simple majority of current members shall constitute a quorum. The vote of a majority of the directors constituting a quorum shall be the act of the board. Proxy votes shall not be counted for purposes of constituting a quorum.

Section 8. Attendance by Telephone

If a Director is not reasonably able to attend a meeting, a majority of the members present may authorize participation by telephone, so long as the absent member can hear, or be advised of the discussion of business, and other Directors can hear or be advised of the absent Director's votes or comments. A Director participating by telephone may count toward a quorum.

Section 9. Resignation and Vacancies

Any Director may resign at any time by giving written notice to the President of the Board or Executive Director. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more Directors shall resign from the Board, effective at a future date, a majority of the Directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 10. Removal

A Director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A Director may be removed for any reason by a vote of two-thirds of the members then sitting after an opportunity has been given to said Director to address the Board regarding the cause for removal.

Section 11. Compensation

No member of the Board of Directors shall receive any salary or compensation for their services as Director. No Director shall receive any service or benefit not provided to the general public. Directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation.

ARTICLE V: OFFICERS AND DUTIES

Section 1. Officers

The officers of the Corporation shall consist of a President, Vice-President/President-Elect, Secretary, Treasurer, and Past President. The Board of Directors shall elect officers at the annual meeting in November for a one-year term.

Section 2. Vacancies

Vacancies occurring in the corporate offices shall be filled by a majority vote of the Board of Directors at any regular or special meeting.

Section 3. Removal

The Board of Directors may, by a vote of 2/3rds of the Board, remove any officer for cause at a regular or special meeting after an opportunity has been given to said officer to address the Board regarding the cause for removal. If a Director is removed, he/she shall be replaced in the same manner as a vacancy set forth in these bylaws.

Section 4. Duties

The President of the Board:

A. General - Ensures the effective action of the board in governing and supporting the organization, and oversees board affairs; acts as the representative of the board as a whole, rather than as an individual supervisor to staff.

B. Community - Speaks to the media and the community on behalf of the organization (as does the executive director); represents the agency in the community.

C. Meetings - Develops agendas for meetings in concert with the executive director; presides at executive committee and board meetings.

D. Committees - Recommends to the board which committees are to be established. Seeks volunteers for committees and coordinates individual board member assignments with Board approval; makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board; determines whether executive committee meetings are necessary and convenes the committee accordingly.

E. Executive Director - Establishes search and selection committee (usually acts as chair) for hiring an executive director; convenes board discussions on evaluating the executive director and negotiating compensation and benefits package; conveys information to the executive director; coordinates annual evaluation of the Executive Director by the Executive Committee.

F. Board Affairs - Ensures that board matters are handled properly, including preparation of pre-meeting materials with the assistance of the executive director; coordinates committee functioning, and orientation of new board members.

G. Performs such other duties as may be delegated by the Board of Directors.

Vice-President/President-Elect:

- A. General - Acts as the president in his or her absence; assists the president on the above or other specified duties.
- B. Special Responsibilities - Attends to areas in need of special attention as requested by the President or the Board of Directors
- C. Assumes the office of President at the end of their term as Vice-President/President-Elect or in the event of a vacancy in the office of President
- C. Performs such other duties as may be delegated by the Board of Directors.

Secretary:

- A. General - Keeps an accurate record of all proceedings of the corporate Board meetings. Presents minutes of each meeting to the Board for approval.
- B. Corporate Documents - Responsible for proper safe keeping of the papers and correspondence of the Corporation and as custodian of the corporate records; shall insure that the Corporation remains in good standing under the laws of the State of Tennessee, reporting on that subject to the Board President or the Executive Committee of the board.
- C. Performs such other duties as may be delegated by the Board of Directors.

Treasurer:

- A. General - Manages the board's review of, and action related to, the board's financial Responsibilities; works directly with the bookkeeper or other staff in developing and implementing financial procedures and systems.
- B. Reports - Ensures that appropriate financial reports are made available to the Board; reports to board on key financial events, trends, concerns, and assessment of fiscal health.
- C. Finance Committee - Chairs the Finance Committee if one is commissioned and prepares agendas for meetings, including a yearlong calendar of issues.
- D. Auditor - Meets annually with the auditor in conjunction with the Finance and/or Audit Committees as approved by the Board.
- E. Cash Management and Investments - Ensures, through the Finance Committee, sound management and maximization of cash and investments. (Corporate funds may be deposited only in banks or institutions which are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation.)
- G. Budget – Presents a proposed budget for approval of the Board at each annual meeting.
- H. Performs such other duties as may be delegated by the Board of Directors.

ARTICLE VI. EXECUTIVE COMMITTEE

The Executive Committee of The Restoration House shall be composed of the President, Vice-President/President-Elect, Secretary, Treasurer, and Past President.

Section 1. Duties

The Executive Committee shall:

- a. Perform the duties delegated in these bylaws
- b. Transact all business referred to it by the Board of Directors and shall take decisive action in emergencies, provided the action of the committee does not conflict with that of the Board of Directors
- c. Evaluate the performance of the Executive Director on an annual basis

Section 2. Meetings

The Executive Committee shall meet at the call of the President or upon request of three (3) members of the committee, provided three (3) day's notice is given. A meeting of the Executive Committee may be held under emergency conditions if a quorum of the Executive Committee is present for the scheduled Board of Directors meeting.

Section 3. Quorum

A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE VII. EXECUTIVE DIRECTOR

The Executive Director shall be approved by a 2/3 vote of the Board of Directors upon the recommendation of the Executive Committee. The Executive Director shall be the principal chief executive officer of the Corporation and shall have general supervisions of all the daily business and affairs of the Corporation. The Executive Director shall attend all meetings of the Board of Directors and report on the operation of the Corporation.

The Executive Director or his/her designee shall sign, as authorized by the Board of Directors, any deeds, mortgage bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in those instances where approval of others or the signature of others is expressly required by the Charter, by the Bylaws, or by any law of the State of Tennessee.

The Executive Director shall have general supervisory control and authority over all activities, function, and employees of the Corporation. He/she shall be vested with and exercise such powers as the Board, by resolution, shall deem necessary for the proper execution of this office.

The Executive Director shall have the power to employ and remove such person(s) as may be necessary for the proper functioning of the Corporation and to compensate for the services of such person(s) as outlined in the Budget.

The Board of Directors shall, when approving a budget, review the number of employees, current compensation, and other relevant factors.

The Executive Director may sign, with the President or other officer of the Corporation designated by the board, all contracts, documents, and instruments which the Board has authorized to be signed on behalf of the Corporation.

The Executive Director shall, on an annual basis and whenever requested by the Board, prepare and recommend to the Board policy statements covering all phases of the Corporation's operation; shall maintain and actively pursue the objectives of the Corporation; shall develop programs to enhance the public image of the Corporation; and in general, shall perform such other duties as may be assigned by the Board.

The Executive Director shall function on a full-time basis for the Corporation and shall be compensated upon the terms and in such amounts as determined by the Board. The performance of the Executive Director shall be evaluated on an annual basis by the Executive Committee.

The Executive Director shall be required to report as required on the corporate status and on the financial status of the Corporation.

In case of a vacancy or an inability to perform, a 2/3 majority of the Board of Directors of the Corporation shall appoint a temporary replacement until such time as a new Executive Director may be elected as set forth herein.

The Executive Director may be removed by a 2/3 vote of the Board at a regular meeting of the Board. The Executive Director must be given the opportunity to address the Board before the vote is taken. All compensation due and owing to the Executive Director shall continue for 60 days after removal and immediately cease thereafter.

ARTICLE VII: BOARD DEVELOPMENT COMMITTEE

Section 1. A Board Development Committee shall be established as a standing committee of the Board of Directors. The committee chair shall be elected by the Board of Directors. The committee shall consist of five to nine (5-9) members.

Section 2. Responsibilities of Board Development Committee:

- A. Evaluate and assess the current members of the Board of Directors to determine needs to be filled on the board.
- B. Identify and recruit individuals that have the time and talents to assist The Restoration House in meeting its mission.
- C. Nominate an eligible person for each expiring Board position
- D. Nominate an eligible person for each officer position

Article VIII. COMMITTEES

The Board of Directors shall have the power to create and abolish committees. The Chair of each committee should be appointed by the President and ratified by the Board. The Chair of each committee shall appoint the members in collaboration with the Executive Director and the President of the Board.

Any liability incurred as a result of the activities of these committees shall not be imputed to the

individual members of the Board of Directors in their positions as Directors. Such additional committees shall discharge the responsibilities as may be assigned to them by the Board.

No member of a committee shall receive any salary or compensation for their services. Committee members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation.

ARTICLE IX. FINANCES

Section 1. Fiscal Year

The corporation's fiscal year shall be from January 1st to December 31st.

Section 2. Budget

The Board shall adopt a budget for the upcoming fiscal year at the annual meeting in November.

Section 3. Annual Financial Statement

The Corporation shall prepare an annual financial statement at the close of the fiscal year for distribution to the Board and to the auditor.

ARTICLE X. LIABILITY

Section 1

By action of the Board of Directors, notwithstanding any interest of the Directors in the action, the Corporation will purchase and maintain insurance, in such scope and amounts, as the Board of Directors deems appropriate.

Section 2

The personal liability of a Director for any injury to a person or property arising out of a tort or other act or failure to act as defined by the State of Tennessee is eliminated to the full extent provided by the laws of the State of Tennessee.

Section 3

All professional individuals employed by the Corporation will maintain individual malpractice insurance paid for by the Corporation.

Section 4

Professionals who contract with the Corporation shall maintain individual malpractice insurance at the individual contractor's expense. A copy of the policy will be maintained in the personnel file.

ARTICLE XI CONFLICT OF INTEREST POLICY

The Corporation shall operate with a conflict of interest policy approved by the board. Such policy will be attached to the bylaws.

ARTICLE XII AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the members present and voting, provided notice of the proposed amendments have been given to the Board of Directors members at least ten (10) days prior to the meeting.

A committee appointed by the Board of Directors shall review the bylaws at least once every five years.

Approved and Adopted on the 12th day of May, 2009

President _____

Executive Director _____