

## By Laws Tennessee Voices For Victims

### ARTICLE I

#### Purposes of the Corporation

##### Section 1.01 Purposes.

As set forth in the Articles of Incorporation, Tennessee Voices for Victims is organized exclusively for charitable and educational purposes. These purposes include:

To support victims of crime in their pursuit of creating a new normal for their life after crime through connectivity, referral, awareness, healing, and advocacy efforts; To prevent crime victimization by promoting and conducting education within our communities, schools, and the faith communities on topics such as child abuse, child sexual abuse, domestic violence, sexual assault, sex trafficking, homicide, robbery - any crime that has a major impact on the victim and the victim's community; To promote victim impact programming in prisons and jails which serves to lower recidivism through personal accountability of offenders, and to give victims a voice in the victim impact process.

### ARTICLE II

#### Offices

##### Section 2.01 Location.

The principal office of Tennessee Voices For Victims shall be located within the State of Tennessee, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. Tennessee Voices for Victims shall continuously maintain within the State of Tennessee a registered office at such place as may be designated by the Board of Directors.

### ARTICLE III

#### Members

##### Section 3.01 Members.

Tennessee Voices for Victims shall have no members.

### ARTICLE IV

#### Board of Directors

##### Section 4.01. Power of Board.

The affairs of Tennessee Voices For Victims shall be managed by the Board of Directors. Directors may be residents of the Tennessee, other parts of the United States, or other countries.

##### Section 4.02. Number of Directors.

The number of Directors of Tennessee Voices For Victims shall be not less than three nor more than 20. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be

decreased at any time to less than three.

Section 4.03. Election and Term of Directors.

(a) The first Board of Directors of the Tennessee Voices For Victims shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

(b) Election of Board members shall occur at each annual meeting of the Board of Directors. The terms of directors shall be staggered. Initial Board members shall serve staggered terms. Thereafter, Board members shall serve three-year terms, with term limits of three consecutive terms (making a total of nine years); after a year off, a board member may be permitted to return. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

Section 4.04 Qualifications.

A majority of Directors must reside in Tennessee.

Section 4.05. Vacancies.

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected and qualified.

Section 4.06 Removal of Directors.

A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4.07 Resignation.

Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.08 Quorum of Directors and Action by the Board.

Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings, except as otherwise provided by law.

Section 4.09 Meetings of the Board.

(a) Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Tennessee and upon such notice as may be prescribed by resolution of the Board of Directors.

(b) An annual meeting shall be held once a year at a time and location set by the

Board of Directors. The Board shall hold at least 4 regular meetings a year, but may meet more frequently if circumstances require.

Section 4.10 Informal Action by Directors; Meetings by Conference Telephone.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail 4 days to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.11 Voting.

Each Board Member shall have one vote. The Executive Director, The Director of Education and The Director of Marketing will have one vote each. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 4.12 Compensation.

Directors shall not receive any compensation from the Tennessee Voices For Victims for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

Section 4.13. Absence.

Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

## ARTICLE V

### Committees

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary

dissolution of the Corporation.

Section 5.02. Executive Committee.

Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 5.03. Finance/Audit Committee.

The Finance/Audit Committee is responsible for ensuring that Tennessee Voices For Victims financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

Section 5.04. Other Committees and Task Forces.

The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 5.05. Term of Office.

Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5.06. Vacancies.

Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 5.07. Rules.

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

## ARTICLE VI

### Officers, Agents, and Employees

Section 6.01. Officers.

The Board of Directors of Tennessee Voices For Victims shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. Officers shall not receive any salary and must be directors of the Corporation. Any two offices may be held by the same person, except that the Chair may not hold another office.

Section 6.02 Term of Office.

The officers of Tennessee Voices For Victims shall be elected for one-year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled

or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

#### Section 6.03 Removal.

Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

#### Section 6.04 Resignation from Office.

Officers may resign at any time by providing written notice to the Chair.

#### Section 6.05 Powers and Duties.

The powers and duties of the officers of Tennessee Voices For Victims shall be as follows:

(a) Chair. The Chair shall preside at the meetings of the Board of Directors. In the absence of paid staff, the Chair shall ensure the supervision and administration of the business and affairs of the Corporation. The Chair, as well as any other proper officer or staff person of Tennessee Voices For Victims authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the Tennessee Voices For Victims, except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. The Chair shall communicate to other officers or to the Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of Tennessee Voices For Victims, and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

(b) The Vice-Chair shall chair committees on special subjects as designated by the Board. In the event that the Chair is not present at a Board meeting, the Vice-Chair will preside over the meeting.

(b) Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board.

(c) Treasurer. The Treasurer shall be responsible for financial oversight, including ensuring that appropriate fiscal records are kept and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

#### Section 6.06. Agents and Employees.

The Board of Directors may choose to appoint an Executive Director, who shall

serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

#### Section 6.07 Compensation.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director, and shall approve compensation guidelines for other categories of employees.

### ARTICLE VII

#### Miscellaneous

##### Section 7.01. Fiscal Year.

The fiscal year of the corporation shall be the calendar year January 1 – December 31.

##### Section 7.02. Contracts and Other Documents.

The Board of Directors may authorize the Chair, the Treasurer, and the Secretary in the absence of an Executive Director to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

##### Section 7.03. Gifts.

The Board of Directors may authorize the Executive Director and the Secretary, as well as the Chair, to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of Tennessee Voices For Victims.

##### Section 7.04 Checks, Drafts, Loans, Etc.

All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of Tennessee Voices For Victims shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the Executive Director except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board of Directors. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 7.05 Books and Records to be Kept.

The Corporation shall keep at its registered office in Tennessee (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 7.06 Amendment of Articles and Bylaws.

The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the directors then in office, provided that at least ten days' written notice has been given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

Section 7.07 Loans to Directors and Officers.

No loans shall be made by the Corporation to its directors or officers.

Section 7.08 Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed in connection with any action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that they have acted in good faith in the reasonable belief that such action was in the best interests of the corporation.

Bylaws approved by the Board of Directors on November 15, 2012

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Verna Wyatt, Director

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Sara Kemp, Director

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Valerie Craig, Director