

**ISAAC LITTON
ALUMNI ASSOCIATION, INC.**

AMENDED BY-LAWS

WHEREAS, Isaac Litton High School operated as a secondary educational institution in Nashville, Davidson County, Tennessee from 1931 to 1971; and

WHEREAS, its former students, faculty and friends desire to perpetuate a legacy of community service and institutional pride; and

WHEREAS, said organizers desire to create a registered and organizationally sound corporation to continue for such time as the Board of Directors feel the continuance of this Association is appropriate,

BE IT KNOWN, the following bylaws are hereby developed and sworn to on the date herein subscribed, and said corporation shall be registered with the proper regulatory authorities.

ARTICLE I: NAME

The name of this organization shall be the ISAAC LITTON ALUMNI ASSOCIATION, INC., hereinafter referred to as the "Corporation."

ARTICLE II: PURPOSES

The purposes of the Corporation shall be:

- (a) To perpetuate the heritage and traditions of Isaac Litton High School.
- (b) To select and support those projects that would accomplish the purposes as outlined in (a) above, as determined by the Board of Directors.
- (c) To conduct such events or programs as may in the discretion of the Board of Directors from time to time be designed to generate revenues for said projects.
- (d) To conduct such other business as is legal within the State of Tennessee.

ARTICLE III: NON-PROFIT STATUS

The Corporation shall not operate for pecuniary gain or profit and shall not earn or pay any dividends; nor shall any monies be raised by it except for the purposes of defraying expenses of the Corporation, accumulating necessary funds to comply with the provisions of Article II and maintaining such reserve or contingency funds as may be deemed advisable for the continued operation of the Corporation. No Officer or Director (or any other person or entity designated by the Board of Directors as voluntary) shall receive compensation either in cash or in kind for services rendered to the Corporation. The Corporation shall seek status as a tax-exempt organization under the terms of the Internal Revenue Code.

The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, 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 IV: MEMBERSHIP

The Corporation, in addition to its Officers and Directors herein described, shall be open to membership, as follows:

Voting Members: Voting members shall be any Isaac Litton High School graduate, former student of the school, former faculty or staff member, and any other person who, by virtue of dedication to the principles and purposes of the Corporation, shall desire to be affiliated with the Corporation.

Non-voting Members: Non-voting members shall be any corporation, limited liability company, partnership, sole proprietorship, or any other entity which, by virtue of

dedication to the principles and purposes of the Corporation, shall desire to be affiliated with the Corporation.

ARTICLE V: ANNUAL MEETING

The Annual Meeting of the membership shall be held once each calendar year at a time and place to be determined by the Board of Directors. The current membership at the time of any Annual Meeting shall be notified of said meeting by the Secretary of the corporation. The Board of Directors shall have authority to call special meetings to conduct such other business as may properly come before the entire membership.

ARTICLE VI: BOARD OF DIRECTORS

- (1) The operation of the Corporation shall be under the direction of a Board of Directors.
- (2) The Board of Directors shall consist of not less than seven (7) nor more than seventeen (17) voting members, but in no event shall said Board of Directors consist of an even number of individuals.
- (3) The following shall automatically be members of the Board of Directors by virtue of their offices: President, President-Elect, Secretary, Treasurer, and Immediate Past President, and their terms on the Board of Directors shall coincide with the term of their respective offices.
- (4) At-large members of the Board of Directors shall be elected by the membership at the Annual Meeting, following recommendations by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of the Corporation. At-large Directors should represent, to the extent possible, the diverse membership of the Voting Members of the Corporation. Directors so elected shall be for a three-year term, with approximately one-third (1/3) of the At-large Directors being replaced each year. Members of the Board of Directors may be elected to two consecutive terms as Director. Persons serving by virtue of the provisions of paragraph (3) above may be elected as at-large members under the provisions of this paragraph upon expiration of their respective term(s) as Officer.
- (5) Vacancies on the Board of Directors may be filled by election of the Board of Directors upon recommendation of a Nominating Committee. The term of each newly-elected Director shall coincide with that of the Director being replaced.
- (6) The term of At-large members of the Board of Directors who are elected by the voting Members at the annual meeting shall begin on July 1st following such election.

(7) The President and Secretary of the Corporation, as defined in Article VII below, shall also serve as Chairperson and Secretary, respectively, of the Board of Directors during concurrent years.

(8) Duties and powers of the Board of Directors.

(a) Management shall be vested in the Board of Directors with full power and authority to carry out the affairs of the Corporation.

(b) The Board shall establish the direction and programs for the Corporation in conformance with the purposes herein outlined.

(c) The Board shall have the responsibility for raising funds necessary to support its programs, develop and implement programs for the Corporation and adopt an annual budget and make any changes in said budget as it may deem advisable.

(d) The Board shall set the Annual Meeting of the membership each year, along with expenditures and agenda for said meeting.

ARTICLE VII: BOARD OF DIRECTORS MEETINGS

(1) The Board of Directors shall meet not less than two (2) times each year.

(2) Special meetings of the Board of Directors may be called at any time by the Chairperson, or on written petition of at least three (3) Directors.

(3) A quorum consists of no less than one-third (1/3) of the elected Directors, and a majority vote of those present shall decide all questions properly placed before the Board.

(4) Meetings of the Board of Directors shall be open to any member of the organization; however, only elected members of the Board of Directors may vote. Notice of all meetings shall be required for members of the Board, and such notice may be extended to non-voting members but shall not be required.

ARTICLE VIII: OFFICERS

(1) The officers of the Corporation shall be: President, President Elect, Secretary, Treasurer, and Immediate Past President.

(2) Officers shall be elected by the membership at the Annual Meeting, following recommendations of a Nominating Committee. Nominations may also be made from the floor.

(3) The term of officers shall commence on July 1st following election to such position, shall be for one (1) year, but each Officer can succeed him/herself if re-elected.

(4) At the expiration of the term of the President, the incumbent President Elect shall automatically assume the Presidency. In the event the President is re-elected, the President Elect shall stand for office as outlined in Paragraph (2) of this Article.

(5) Duties of Officers:

(a) President: The President shall preside at all membership meetings, shall have general supervision over the active management of the Corporation, which shall vest said President with general powers and duties usually vested in the office of President of a corporation. The President shall also operate in the dual function of Chairperson of the Board of Directors. Functions and duties of the President shall be subject to the approval of the Board of Directors.

(b) President Elect: The President Elect shall act in the absence or disability of the President, and shall perform such other duties as may be delegated by the President. Also, the President Elect shall be automatically nominated to ascend to the Presidency at such times as the President shall not accept or be presented for re-nomination.

(c) Secretary: The Secretary shall attend all sessions of the Board and all general membership meetings and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings and shall perform such other duties as may be proscribed by the Board of Directors.

(d) Treasurer: The Treasurer shall:

(1) maintain the custody of the Corporation's funds and securities, keep full and accurate account of receipts and disbursements in books belonging to the Corporation, and 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 of Directors.

(2) disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and render to the President and Directors at the regular meeting of the Board, or whenever reasonable time they may require it, an account of all of the transactions as Treasurer and the financial condition of the Corporation.

(7) In case of the absence of any Officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties, or both, of such Officers to any other Officer, or to any Director on a temporary basis, provided a majority of the entire Board shall concur therein.

ARTICLE IX: COMMITTEES

(1) An Executive Committee, consisting of the five Officers of the Corporation, shall exist and conduct such business as deemed advisable by the Board of Directors. The Executive Committee shall be a standing committee, and shall make recommendations to the entire Board of Directors on any matter deemed appropriate by the Executive Committee. The powers and duties of the Executive Committee are subject to the approval of the Board of Directors of the Corporation. The President shall chair this committee, which shall meet at least as often as the Board of Directors, and more often if called for by the President.

(2) A Nominating Committee, to be appointed by the President, shall consist of three (3) to five (5) Voting Members of the Corporation. The Nominating Committee shall name its own Chairperson, and shall present a slate of Officers and Directors for election by the membership at the Annual Meeting. The Nominating Committee shall be a standing committee, and shall also recommend to the Board of Directors any Board or Officer replacements that may be required between Annual Meetings. Orientation of new Board members and Officers shall be the responsibility of the Nominating Committee.

(3) A Budget Committee, to be appointed by the President, shall consist of three (3) to five (5) Voting Members of the Corporation. The Budget Committee shall be a standing committee, and shall name its own Chairperson. This Committee shall conduct an in-house audit of the accounting records of the Corporation each year and shall make a report to the Board of Directors at the Annual Meeting of the Board. The Treasurer shall not be a member of the Budget Committee, but shall attend all meetings of this Committee, and shall provide copies of all transactions made during the time of audit.

(4) Such other committees as may be required to assist and advise the Board of Directors may be appointed by the President and may include members of the Corporation who are not members of the Board of Directors.

ARTICLE X: INSPECTION OF BOOKS

The Board of Directors shall determine from time to time whether, and if allowed, when and under what conditions and regulations the accounts and books of the Corporation shall be open to the inspection by the membership. This provision shall, however, in no way infringe on such rights as may be provided by statute.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1st of each year, and shall end on June 30th of the following year.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended by two-thirds vote of the Board of Directors provided that such amendment is submitted in writing to each standing Director at least ten (10) days prior to such meeting of the Board of Directors.

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I certify that this is a copy of the Amended Bylaws of Isaac Litton Alumni Association, Inc., adopted at the meeting of the Board of Directors on the 06th day of April, 2005.

NANCY BENNETT, SECRETARY