

BY-LAWS OF
THE MR FOUNDATION OF TENNESSEE, INC.

ARTICLE 1

NAME

1. The name of the organization shall be "The MR Foundation of Tennessee, Inc." chartered in the State of Tennessee October 7, 1975 and recorded on January 26, 1976 (County of Obion - Notebook 31, page 172). The logo identification shall be "The MR Foundation of Tennessee".
2. The Corporation will hereinafter be referred to as the Foundation.
3. The Foundation is designated for exemption by the Internal Revenue Service under Section 501 (c) (3) of the Internal Revenue Code. The Foundation complies with the description of an organization given in Section 170 (b) (1) (A) (vi) and 509 (a)(1) of the Code.

ARTICLE II

MEMBERSHIP

1. Every member of a Knights of Columbus Council in Tennessee shall be a member of the Foundation.
2. The elected representatives of each council in the jurisdiction of Tennessee shall meet as the state council, usually in May of each year convened at the State Convention. These representatives shall vote on such issues of the Foundation as may be presented to them by the President, or designated representative, which have been approved for presentation and vote by the Board of Directors.
3. A majority vote of the elected representatives of the membership assembled at the State Convention shall constitute approval for motions presented by the President, or

designated representative, under Article II, Section 2.

4. The elected representatives of the membership, assembled at the annual convention, shall elect members to the Board of Directors. The number to be elected shall correspond to the number of outgoing directors. They shall be elected from a list of nominees prepared by the Board and presented to the convention by the President, or designated representative. The election shall follow the election of State Officers of the State Council. A majority vote shall constitute election. No nomination will be accepted from the convention unless submitted to and approved by the Board of Directors for consideration and inclusion on a list of nominees prepared by the existing Board of Directors.
5. No fees shall be required from any member of the Foundation.

ARTICLE III

DIRECTORS

1. The business and affairs of the Foundation shall be managed by a Board of Directors, which shall consist of not less than nine (9) nor more than eighteen (18) Directors.
2. The Directors shall hold at least three (3) meetings each year. One meeting will be held within 30 days of the State Convention. The other meetings shall take place at such other place or places, either in the State of Tennessee or elsewhere, as the Directors may from time to time determine.
3. A majority of the Board of Directors at a meeting duly assembled shall be necessary to constitute a quorum for the transaction of business, and the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law, by the charter, or by

these by-laws.

4. No officer or director shall receive any fee or compensation other than expense reimbursement for a service performed for the Foundation or any related event sponsored by the Foundation.
5. Travel expenses of Foundation Directors for official business or board meetings shall be reimbursed by the Treasurer upon presentation of expense reports at rates to be allowed per rules approved by the Board of Directors. Foundation officers and directors who attend a function wherein expense reimbursement may come from a second source, shall charge the Foundation for actual expense, using an expense report, and endorse to the Foundation the proceeds from the secondary source.
6. From time to time, the Directors and Officers may appoint any committee or committees for any purpose or purposes to the extent allowed by the laws and statutes of the State of Tennessee and shall have such powers as shall be specified in their appointment.
7. All members of the Board of Directors are entitled to vote.
8. From time to time, the Directors and/or officers may invite appropriate consultants to attend meetings. The consultants shall be reimbursed as determined by the Board of Directors.
9. All motions passed by the Board of Directors shall be forwarded to the State Deputy of the Knights of Columbus in the jurisdiction of Tennessee for discretionary inclusion in any state newsletter for the purpose of dissemination of information to the membership.
10. Each elected director may serve for a term of three (3) years and may be re-elected for additional three year terms without limitation as to the number of terms.
11. The composition of the Board of Directors shall be:
 - a. Three (3) Past State Deputies of the Knights of Columbus in the jurisdiction of

Tennessee.

- b. At least one (1) director shall come from each diocese of the State of Tennessee. Such director may be one of the Past State Deputies required under (a) above.
 - c. One (1) director shall be the current Health and Welfare Chairman appointed by the State Deputy of the Tennessee State Council of the Knights of Columbus.
 - d. One (1) director shall be the current Chairman of the annual solicitation campaign.
 - e. One (1) director shall be the current State Chaplain
 - f. One (1) director shall be the current State Deputy of the jurisdiction of Tennessee.
12. Directors shall take office on June 1.
13. A vacancy which occurs at any time after a Director is elected, shall be filled by a majority vote of the then existing Board of Directors and the newly selected director will take office immediately.
14. Any director who is absent from two (2) consecutive meetings of the Board, at the discretion of the Board, may have his position as Director declared vacant and an appointment made by the then existing Board of Directors.
15. The terms of the elected directors shall be staggered so that there will be at least three (3) directorships expiring each year.

ARTICLE IV

POWER OF DIRECTORS

- 1. The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it and all such powers as may be conferred on it by law, all such powers as may be exercised by the Foundation, subject to the provisions of the law, the charter and these by-laws.
- 2. In the event a member of the Board of Directors ceases for any reason to be a member of

the Board of Directors, then and in that event the President shall call a special meeting for the purpose of replacing that member within ninety (90) days from the date the member ceases to be a member of the Board of Directors, or at the next regular Board meeting, whichever shall come first.

3. The Directors shall have the general management and control of the business and affairs of the organization and shall exercise all the powers that may be exercised or performed by the organization under the statutes of the State of Tennessee, the Certification of Incorporation, and the by-laws, including but not limited to:

- a. To purchase or otherwise acquire property, rights or privileges for the Foundation, which the Foundation has power to take, at such prices and on such terms as the Board of Directors may deem proper.
- b. To pay for such property, rights or privileges in whole or in part with money of the corporation, or by the delivery of other property of the corporation.
- c. To create, make and issue mortgages, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every act and thing necessary to effectuate the same.
- d. To elect the Foundation officers, to appoint employees and trustees, and to dismiss them at its discretion, to fix their duties and emoluments, and to change from time to time, and to require security as it may deem proper.
- e. To confer on any officer of the Foundation the power of selecting, discharging or suspending such employees.
- f. To determine by whom and in what manner the Foundation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed.

- g. No Officer or Director shall enter into any agreement to purchase, sell or lease any capital asset including land on behalf of the Foundation without approval of the Board of Directors.

ARTICLE V

MEETINGS OF DIRECTORS

1. After each annual election of Directors, the newly elected directors may meet with the Board for the purpose of organization, the election of officers, and the transaction of other business, at such place, day and hour as shall be fixed by the President at the annual meeting, and, if a majority of the directors be present at such place, day and hour, no prior notice of such meeting shall be required to be given to the Directors. The place, day and hour of such meeting may also be fixed by written notice to the Directors.
2. Special meetings of the Directors may be called by the President on one week's notice in writing to each Director or shall be called by the President in like manner on the written request of two Directors. The notice shall state the purpose or purposes for which the meeting is called and the place, day and hour where it is to be held. Matters not specified in the notice shall not be taken up at the meeting without approval of all Directors.
3. Special meetings of the Directors may be held at any time on written waiver or by consent of a majority of the Directors.
4. The Foundation will conduct an annual campaign for funds. It shall appoint a Campaign Chairman to conduct the solicitation. The Directors shall act as area coordinators for the annual solicitation campaign for funds.
5. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice until a quorum is secured.

6. Participation by the Directors in any meeting of the Board of Directors may be by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute physical presence at the meeting.
7. Any action required or permitted by law, or by the charter, or by these by-laws to be taken by vote of the Directors may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Directors.

ARTICLE VI

OFFICERS

1. The Officers of the Corporation shall be elected annually at the first meeting after the annual election of Directors and shall serve at the will and pleasure of the Directors and until their successors are duly elected and qualified. The officers of the Foundation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board may, from time to time, determine and elect.
2. The Board may appoint such agents as it shall deem necessary, who shall perform such duties as shall be determined from time to time by the Board.
3. If the office of any officer elected by the Board of Directors becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.
4. The Officers of the Foundation shall hold office until their successors are elected and qualified. Any Officer elected by the Board shall be subject to removal at any time with or without cause, by the affirmative vote of a majority of the entire Board of Directors.

ARTICLE VII

THE PRESIDENT

1. The President shall be the Chief Executive Officer of the Foundation; he shall preside at all meetings of the Board of Directors; he shall have general and active management of the business of the Corporation, and shall exercise general supervision and administration over all of its affairs, with power to make all contracts in the conduct of the regular and ordinary business of the Foundation, and shall see that all orders and resolutions of the Board are carried into effect.
2. He shall execute deeds, bonds, notes, mortgages, and other contracts on behalf of the Foundation subject to the general supervisory power of the Board of Directors.
3. He shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of a President of a Corporation.
4. He may appoint and discharge agents and employees of the Foundation and fix their compensation subject to the general supervisory power of the Board of Directors, and do and perform such other duties as from time to time may be assigned to him by the Board of Directors and as may be authorized by law.
5. The President shall be authorized to sign checks on behalf of the Foundation.
6. The President shall prepare an agenda for each meeting in writing which shall be forwarded to each Director for receipt at least seven (7) days before the called meeting.
7. He shall call meetings as required elsewhere in these by-laws at a time and place of his discretion. He must notify the Directors of each of the three (3) regular meetings in writing at least twenty-one (21) days before the meeting is called.
8. He shall prepare an annual report that shall be given at the annual meeting of the State

Council of the Knights of Columbus in the jurisdiction of Tennessee. The written report shall be given to each member of the Board. The presentation at the annual meeting shall be restricted at the discretion of the State Deputy as to its distribution and length in written or oral form.

ARTICLE VIII

VICE-PRESIDENT

1. The Vice-President shall, in the absence or disability of the President, perform all of the duties and exercise all of the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE IX

SECRETARY

1. 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 shall perform such duties as are incident to his office or as may be prescribed by the Board of Directors or the President.
2. In the absence or disability of the Secretary, an assistant Secretary shall be designated to perform all the duties and exercise all the powers of the Secretary.

ARTICLE X

TREASURER

1. The Treasurer shall have the custody of the funds and securities of the Foundation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation and shall deposit all moneys and other valuable effects in the name and to

the credit of the Foundation in such depositories as may be designated by the Board of Directors.

2. He shall be authorized to sign checks and disburse the funds of the Foundation as may be ordered by the Board, or by the President, taking proper vouchers for such disbursements, and shall render to the Board, or the President, whenever they may require it, an account of all transactions and the financial condition of the Foundation.
3. The report of the Treasurer shall be a part of the minutes of the Foundation.
4. The Treasurer shall give the Foundation a bond, if required by the Board of Directors, in such sum and in form and with security satisfactory to the Board of Directors for the faithful performance of the duties of his office and the restoration of the Foundation, in case of his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession, belonging to the Foundation. He shall perform such other duties as the Board of Directors may from time to time prescribe or require.
5. In the absence or disability of the Treasurer, an Assistant Treasurer shall perform all the duties and exercise all of the powers of the Treasurer and shall perform such other duties, as the Board of Directors shall prescribe.
6. The Treasurer shall prepare and submit all federal and other governmental required financial reports.

ARTICLE XI

DUTIES OF OFFICERS MAY BE DELEGATED

1. 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, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any Director.

ARTICLE XII

FISCAL YEAR

1. The Foundation shall have a fiscal year ending June 30.

ARTICLE XIII

SEAL

1. This Foundation shall not be required to have a corporate seal on transactions in the State of Tennessee, and the use by this Foundation of a corporate seal shall not be necessary unless required by the law of the state in which the Foundation transacts business. In any state in which a corporate seal is required by the law of that state in which this Foundation conducts business, then for that state the corporate seal of this Foundation shall consist of an imprint of the name of the Foundation, the state of its incorporation and the word "Seal".

ARTICLE XIV

NOTICES

1. Whenever, under the provisions of these by-laws, notice is required to be given to any Director, Officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in the United States mail, addressed to such individual at the address shown on the records of the Foundation, and such notice shall be deemed to be given at the time when the same shall be thus deposited.
2. Any member, Director or Officer may waive any notice of any meeting required to be given under these by-laws either before, at or after the meeting.

ARTICLE XV

INDEMNIFICATION

1. The Foundation shall indemnify any Director, Officer or employee, or Former Director,

Officer or employee of the Foundation or any person who may have served at its request as a Director, Officer or employee of another corporation in which the Foundation owns share of stock, or of which the Foundation is a creditor, and each such Director, Officer or employee shall be entitled without further act on his part, to indemnity from the Foundation against any judgement, expenses, including attorney fees, actually and necessarily incurred by him in connection with any action, suit or proceeding or any appeal therein, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a Director, Officer or employee (whether or not a Director, Officer or employee at the time such judgements or expenses are incurred by or imposed on him), except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty, or to have breached his duty to the Foundation under the laws of the state in which its Foundation was incorporated. The Foundation may also reimburse to a Director, Officer or employee the reasonable amounts paid in settlement and reasonable expenses, including attorney fees, of any such action, suit or proceeding, if it shall be found by a majority of the Directors that it was to the interest of the Foundation that such settlement be made and that such Director, Officer or employee was not guilty of gross negligence or willful misconduct in the performance of duty or to have breached his duty to the Foundation under the laws of the state in which this Foundation was incorporated. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, Officer or employee may be entitled by law or under any by-law, agreement, vote of shareholders, or otherwise. The fore-going right of indemnification shall insure to the benefit of the heirs, executors or administrators of each such Director, Officer or employee, and shall in no event be construed to enlarge the

rights of indemnification provided under the laws of the state in which this Foundation was incorporated.

ARTICLE XVI

AUDIT

1. An annual report of the operations of the Foundation shall be prepared by the Treasurer.
2. The annual report shall be certified by an independent accounting firm when required by the Board of Directors.

ARTICLE XVII

SOLICITATION

1. The Foundation shall conduct an annual solicitation drive to secure funds for the work of the Foundation. The Board shall appoint a Drive Chairman.
2. The Foundation shall procure all necessary permits from the State of Tennessee to conduct the annual campaign and the Drive Chairman shall notify the councils of the Knights of Columbus in the jurisdiction of Tennessee of the specifics of permission.
3. The Foundation shall not obtain solicitation permission that may be required in any particular municipality, town or county. Such permission will be obtained by the local councils of the Knights of Columbus as may be necessary to conduct the solicitation.

ARTICLE XVIII

GOALS

1. The goal of the Foundation is to assist the mentally retarded in the State of Tennessee. To achieve this goal, the Foundation may enter into contracts to provide transportation, housing and other areas which the Board of Directors shall deem suitable.

2. Recipient entities for funds from the Foundation shall be restricted to those that hold an exemption status from the Internal Revenue Service under Section 501(C)(3) of the Internal Revenue Service Code or are non-profit tax exempt organizations to which contributions are allowable deductions for Federal Income Tax purposes.

ARTICLE XIX

AMENDMENTS

1. Any of these by-laws may be amended by the majority vote of the Board of Directors at any regular meeting or at any special meeting called for that purpose.
2. The Board of Directors may adopt additional by-laws in harmony herewith.

These By-Laws approved by the Board of Directors dated: 11/91 with revisions approved by the Board of Directors at meetings June 19, 1999, April 20, 2002 and October 28, 2006.