

**AMENDED AND RESTATED BY-LAWS OF
PUBLIC ENTITY PARTNERS**

EFFECTIVE 07-1-2025

TABLE OF CONTENTS

ARTICLE I	PAGE
Name	1
ARTICLE II	
Offices	1
ARTICLE III	
Members	1
ARTICLE IV - DIRECTORS	
Section 1 – Management	1
Section 2 – Number and Selection	1
Section 3 – Term of Office	3
Section 4 – Removal of Directors	4
Section 5 – Resignation	4
Section 6 – Vacancies and Newly Created Directorships	4
Section 7 – Meetings	4
Section 8 – Annual and Called Insured Organization Meetings for Insured Organizations Served by the Corporation	6
Section 9- Reliance Upon Information Opinions, Reports or Statements	7
Section 10 – Reimbursement	7
Section 11 – Transactions in Which One or More Directors or Officers Has an Interest	7
Section 12 – Executive Committee	7
Section 13 – Nominating Committee	8
Section 14 – Other Committees	8
Section 15 – Committee Actions	8
ARTICLE V OFFICERS	
Section 1 – General	9
Section 2 – Resignation	9
Section 3 – Removal	9
Section 4 – Vacancies	9
Section 5 – Fidelity Bond and Salaries	9
Section 6 – Reliance Upon Information Opinions, Reports or Statements	9
Section 7 – Chairperson of the Board	10
Section 8 – President	10
Section 9 – Vice President	10
Section 10 – Secretary and Assistant Secretaries	10
Section 11 – Treasurer and Assistant Treasurers	10
Section 12 – Director of Human Resources	10
ARTICLE VI	
Fiscal Year	11
ARTICLE VII	
Corporate Seal	11

ARTICLE VIII	
Amendments	11
ARTICLE IX	
Indemnification of Officers, Directors, Employees, and Agents	
Section 1 – General	11
Section 2 – Indemnification Not Exclusive	11
Section 3 – Insurance	11
ARTICLE X	
Corporation Records	12
ARTICLE XI	
Invalidity	12

**AMENDED AND RESTATED BY-LAWS OF
PUBLIC ENTITY PARTNERS**

ARTICLE I

NAME

The affairs of this corporation (the “Corporation”) shall be conducted using the name “Public Entity Partners”, or such other name or names as the Board of Directors may from time to time authorize.

ARTICLE II

OFFICES

The principal office of the Corporation shall be 562 Franklin Road, Suite 200, Franklin, TN, 37069, unless the Charter of the Corporation specifies another location. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time designate or as the affairs of the Corporation may from time to time require.

ARTICLE III

MEMBERS

The Corporation shall have no members.

ARTICLE IV

DIRECTORS

Section 1. Management. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors.

Section 2. Number, Qualifications, and Selection. The Board of Directors shall consist of the following:

- a. Eight (8) directors, each of whom shall be an elected official, city manager, or city administrator of a municipal government located in the State of Tennessee. The majority of the eight (8) directors shall be elected officials, at least two (2) of these eight (8) directors shall hold the position of city manager or city administrator, and at least one (1) of these eight (8) directors shall be a member of a racial minority. Each director shall represent a city with active insurance coverage through Public Entity Partners. To the extent practicable, directors shall be representative of cities of various sizes and locations across the three (3) grand divisions of the State.

The following individuals shall be deemed appointed to the initial board of directors for terms commencing on September 1, 2022, and shall further be deemed to be serving in the term of service and year of service indicated opposite the individual’s name, regardless of the actual date of appointment as a director.

Position	Name	Term	Year
1	Curtis Hayes	2	1
2	Randy Brundige	2	1
3	Victor Lay	1	3
4	Sam Tharpe	1	3
5	Christa Martin	1	2
6	John Holden	1	2
7	Lois Preece	1	1
8	Todd Smith	1	1

Any vacancy on the initial board of directors under these Amended and Restated By-Laws shall be filled in accordance with the procedure set out in Article IV, Section 8. An individual filling a vacant position on this initial board of directors shall be eligible to serve the unexpired term of the director they are replacing and an additional term of three (3) years subject to the eligibility requirements contained herein.

Upon the expiration of the term of any director, a successor thereto, who shall be subject to the same eligibility requirements, shall be elected for a term of three (3) years in accordance with the procedures set out in Article IV, Section 8. Despite the expiration of the term of any director, such director shall continue to serve as a director until the director's successor is designated or elected in the manner herein provided.

If a director, at any time during the director's term of office, no longer meets the requirements set forth above for the initial election of such person, or resigns or is no longer able to serve as such director, the office of such director shall be deemed vacant as of the date such director no longer meets such requirements or resigns or is no longer able to serve as such director. Once the position is deemed vacant, an individual, subject to the same eligibility requirements, shall be elected in accordance with the procedures set out in Article IV, Section 8, to fill the remaining term of office of such director.

Within fifteen (15) days of a vacancy occurring in any appointed or elected position on the Board of Directors and within sixty (60) days of the term of a director expiring, the Board or the President of the Corporation shall notify insured organizations of the Corporation in writing that nominations are being sought for director(s). All nominations shall be submitted to the Secretary of the Corporation within thirty (30) days of the call for nominations being made.

Prior to a nominee being placed on the ballot for the Board of Directors, the Board may require a nominee to furnish such information as may reasonably be required to determine the eligibility and qualifications of such nominee to serve as a director of the Corporation. After verification of eligibility and qualifications, the Board shall vote on the nominee(s) to include on the ballot. Each nominee must receive a majority vote of the directors then in office to be included on the ballot that will be put to all entities with active insurance coverage through the Corporation, or insured organizations, for a vote.

A sample ballot shall be provided to each insured organization at least seven (7) business days before the insured organization meeting where a vote will occur. When a quorum is present at the insured organization meeting, each insured organization shall be provided a ballot and shall either vote for or withhold a vote for a nominee in accordance with the voting procedures in Section 8 of this Article. When a director is being selected by the insured organizations at an insured organization meeting, the nominee receiving the highest number of votes from the insured organizations present and voting shall become a director. In the event of a tie, the chair or acting chair of the Board of Directors shall cast the deciding vote. When multiple director positions are being voted upon, the same process shall be used. In the event there is not a quorum of insured organizations in attendance at an insured organization meeting, the nominee(s) voted on by the Board for inclusion on the ballot will fill the vacancy(ies) or the expiring term(s) for which the individual(s) was nominated.

The current chairperson of the Public Entity Partners Board of Directors, or that person's designee, may simultaneously serve on the board of Public Entity Partners and on the board of the Tennessee Municipal League.

- b. One designated director, who shall be the then-current President of the Tennessee Municipal League. If the then-current President of the Tennessee Municipal League shall also be at the time of election as such President a director by reason of subsection (a) above, the then-current President of the Tennessee Municipal League shall not also serve as a director by reason of the position as such current President but shall continue to serve only as a director pursuant to subsection (a) above and the Board of Directors of the Tennessee Municipal League shall then designate a person to serve as a director during such period of time, and only for such period of time, as the term of office of the then-current President of the Tennessee Municipal League. Prior to any individual becoming a designated director, the Board of Directors may require the designating authority to furnish such information as may reasonably be required to determine the eligibility of such individual to serve as a director of the Corporation. If a designated director contemplated in this Section 2(b) resigns for any reason, another individual meeting the qualification included in this Section 2(b) may be designated as director to fulfill the remainder of the term pursuant to Section 6 of this Article.

Section 3. Term of Office. The term of each director shall be as follows:

- a. The term of each director specified in or elected pursuant to the provisions of Section 2(a) of this Article shall be three (3) years beginning on September 1st of the year the director is elected or re-elected and ending on August 31st three (3) calendar years later.

Directors described in Section 2(a) of this Article may only be appointed or elected for up to two (2) successive terms, regardless of actual length of service in any particular term, subject to any limitation(s) imposed by applicable law. After completing two (2) successive terms, an individual may be eligible for election or reelection as a director only if the individual has not served as a director for three (3) years preceding the start date of the term of reappointment.

Despite the expiration of the term of any director, such director shall be deemed to continue to serve as a director until the director's successor is designated or elected in the manner herein provided.

- b. The term of each director designated pursuant to the provisions of Section 2(b) of this Article shall be the same as the director's term as President of the Tennessee Municipal League.

Section 4. Removal of Directors. An appointed or designated director may be removed by the Board of Directors for missing three or more meetings of the Board of Directors in a calendar year, if a majority of the directors then in office vote for such removal. An appointed or designated director may be removed, with or without cause, by the person or authority appointing or designating such director by giving written notice of such removal to the director so removed and either the Chairperson, or other presiding officer, of the Board of Directors or the President or Secretary of the Corporation. Each designated director position may be removed by an amendment to the Charter or these By-Laws deleting or changing such designation. Such removal is effective when the notice is effective unless the notice specifies a later effective date.

Section 5. Resignation. An appointed, elected, or designated director shall be deemed to have resigned as a director in the event that such director ceases to satisfy the position or employment qualifications herein specified for the appointment, election, or designation of such director. Any director may resign at any time by delivering written notice to the Board of Directors, the Chairperson thereof, or the Corporation. A resignation shall be effective when notice thereof, is so delivered, unless the notice specifies a later effective date.

Section 6. Vacancies and Newly Created Directorships. Any vacancy on the Board of Directors, whether occurring by reason of an increase in the number of directors, a vacancy resulting from a removal with or without cause, a vacancy resulting from a resignation, or by any other reason may be filled in accordance with the procedures set out in Section 8 of this Article, except that a vacancy in a designated position shall be filled by the designating authority based upon the qualifications for the position.

Section 7. Meetings of the Board of Directors.

- a. **Regular and Called Meetings.** The Board of Directors may provide by resolution for the holding of regular meetings of the Board of Directors and may fix the time and place thereof. Called meetings of the Board of Directors shall be held whenever called by the President or any three (3) directors, at such place, date, and time as may be specified in the notice thereof, unless four (4) or more directors make objection to the Secretary of the Corporation in advance of such called meeting. The Board of Directors shall hold at least four (4) meetings, whether regular or called, during any one (1) fiscal year. All meetings, whether regular or otherwise, of the Board of Directors shall be documented by minutes reflecting all business transactions of the Board.
- b. **Notice.** The Board of Directors may only hold meetings upon providing adequate public notice. For regular meetings, public notice shall be provided as soon as

practicable and shall specify the date, time, and place for the regular meeting. If the Board of Directors changes the place, date, or time of a regular meeting, notice of such action shall be given to each director who was not present at the meeting at which such action was taken and notice of such action must also be posted in the same place and manner as other public notice is regularly given. For called meetings, public notice shall be provided at least five (5) days in advance of the called meeting and shall specify the date, time, place, and purpose of the called meeting.

The following Board actions require that each director be given at least seven (7) days' written notice that the matter will be voted upon at a Board meeting, unless such notice is waived as specified below: (1) removal of a director; (2) amendment of these By-Laws; (3) amendment of the Charter, other than an amendment thereto which: (a) deletes the name and address of the initial registered agent or registered office, if a statement of change is on file with the Secretary of State; (b) changes the address of the principal of the Corporation; or (c) changes the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", or "ltd.", or a similar word or abbreviation in the name, or by adding a geographical attribution to the name; (4) approval of a transaction in which a director or officer of the Corporation has a conflict of interest; (5) authorization of the indemnification of a director, employee, or agent of the Corporation; (6) approval of a plan of merger; (7) approval of a sale, lease, exchange, or other disposition of all or substantially all of the Corporation's assets other than in the regular course of activities; or, (8) approval of a dissolution of the Corporation. The notice of any meeting at which a by-law amendment; charter amendment; plan of merger; plan for the sale, lease, exchange, or other disposition is to be voted upon must state that the purpose, or one of the purposes, of the meeting is to consider such proposed amendment or plan and contain or be accompanied by a copy or summary of such amendment or plan.

- c. **Waiver of Notice.** A director may waive in writing any notice required by this Section 7, provided that the waiver must be signed by the director entitled to the notice and must be filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting (or promptly upon the director's arrival), objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- d. **Quorum and Vote.** Except as otherwise provided in Section 11 of this Article, a majority of the number of directors then in office shall constitute a quorum for the transaction of business of the Corporation. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, except where the vote of a greater number is required by these By-Laws or by the Tennessee Non-profit Corporation Act, as from time to time amended.

A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- (1) the director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding the meeting or transacting business at the meeting;
- (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or,
- (3) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 8. Annual and Called Insured Organization Meetings for Insured Organizations Served by the Corporation

a. Regular and Called Meetings of Insured Organizations. The President of the Corporation shall call an insured organization meeting for all insured organizations each year during the risk and insurance symposium sponsored by the Corporation. During the annual insured organization meeting, the President of the Corporation, or the President's designee, shall inform the insured organizations about the actions of the Corporation during the past twelve (12) months. Also, during this meeting, when there is a vacancy, or the term of a director will expire in August of the current year, the insured organizations, when a quorum of the insured organizations are present, shall vote on the election of new members to the Board of Directors. The meeting shall be held at such place, date, and time as may be specified in the notice thereof. The President may also call other insured organization meetings, as deemed necessary and with the appropriate notice. All insured organization meetings shall be documented through minutes reflecting all business transactions.

b. Notice. The President of the Corporation shall cause notice of each annual insured organization meeting and called insured organization meeting to be provided to all insured organizations. Such notice shall be provided at least forty-five **(45)** days in advance of the annual insured organization meeting or called insured organization meeting and shall state: the time and place of the meeting; and a description of the business to be transacted. No business other than that specified in the notice shall be transacted at an insured organization meeting.

c. Quorum Requirements. A quorum of the insured organizations served by the Corporation must be present at any annual meeting or called meeting for business to be transacted, in the form of deliberating or voting. A quorum exists when at least 20% of the insured organizations served by the Corporation are present.

d. Voting Procedures and Balloting. All votes of insured organizations taken at the annual insured organization meeting or at a called insured organization meeting shall be captured through appropriately designated ballots. Each ballot shall clearly identify the candidates upon which the organization is being given an opportunity to

vote and provide the organization with an opportunity to vote for or withhold a vote for each candidate. Each insured organization shall have only one (1) vote per question.

Prior to ballots being cast, each insured organization must designate an employee or official to serve as the organization's delegate for voting purposes and thereafter notify the Secretary of the Corporation of the delegate's name and contact information at least five (5) business days before the annual or called insured organization meeting. Prior to casting a ballot, the delegate must sign and print the delegate's name on the ballot. Except as otherwise provided by these By-Laws, or applicable law, all matters put to the insured organizations that are affirmed by a majority of the organizations present and voting during the meeting shall be binding upon the Board of Directors unless determined to be contrary to applicable law or regulations.

Section 9. Reliance Upon Information, Opinions, Reports, or Statements. To the full extent allowed by law, a member of the Board of Directors, or a member of any committee of the Board of Directors, shall, in the performance of the individual's duties, be protected in relying in good faith upon information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by, one (1) or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee or the Board of Directors of which he or she is not a member if the director reasonably believes the committee merits confidence.

Section 10. Reimbursement. Each director shall be entitled to receive reimbursement for the cost of their hotel, meals, and mileage at the then current IRS mileage reimbursement rate for attendance at each regular or called meeting of the Board of Directors or a Committee thereof. Directors are not eligible for reimbursement if another entity provides payment or reimbursement for the same costs or expenses. Directors may refuse any or all the reimbursement the director is entitled to receive or may assign the right to receive any such reimbursement to the director's employer.

Section 11. Transactions in Which One or More Directors or Officers Has an Interest. No transaction in which a director or officer of the Corporation has a direct or indirect interest shall be void or voidable, or be impaired, affected, or invalidated in any way solely for this reason or solely because the director is present at or participates in the meeting or the director's vote is counted, provided that the material facts as to the director's interest and as to the transaction are disclosed or are known to the Board of Directors or a committee of the Board of Directors and provided that the Board of Directors or such committee properly authorizes, approves, or ratifies the transaction by the affirmative vote of a majority of the directors on the Board or Directors, or on such committee, who have no direct or indirect interest in the transaction, except that a transaction may not be authorized, approved, or ratified under this Section 11 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action as provided in this Section 11.

Section 12. Executive Committee. The Board of Directors, by a resolution adopted by a majority of the directors then in office, may designate an Executive Committee of the Board

of Directors, consisting of two or more directors. Subject to any specific directions or restrictions given by the Board of Directors, the Executive Committee may exercise all the authority of the Board of Directors, except that the Executive Committee shall not authorize distributions; approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees; or amend or repeal the Charter or these By-Laws or adopt new by-laws.

The Chairperson of the Executive Committee shall be elected by the Board of Directors. The Executive Committee shall elect one of its members Secretary of that committee. The Secretary shall record all proceedings of the Executive Committee in a book kept for that purpose, which shall be the property of the Corporation. In the absence of the Secretary from any meeting of the Executive Committee, a temporary secretary shall be chosen and shall so record the proceedings of such meeting. The Executive Committee shall report its acts and proceedings to the Board of Directors at the next following regular meeting of the Board of Directors and at such other time or times as the Board of Directors shall request. The Executive Committee shall serve at the pleasure of the Board of Directors. The designation of an Executive Committee and the delegation thereto of authority shall not relieve any director of any responsibility imposed by law.

Section 13. Nominating Committee. The Board of Directors may, by resolution adopted by the majority of the directors then in office, designate a Nominating Committee of the Board of Directors, consisting of two or more directors. The Nominating Committee shall meet for such purposes and at such dates, times, and places as may be designated by the Board of Directors and subject to any specific directions or restrictions given to by the Board of Directors, and may recommend to the Board of Directors suitable persons to serve as directors according to the requirements specified in Article IV, Section 2(a).

Section 14. Other Committees. The Board of Directors may, by resolution adopted by the majority of the directors then in office, designate one or more committees of the Board of Directors, other than the Executive Committee, with each committee consisting of two (2) or more directors. Any such committee, to the extent and within limitations provided in such resolution, may exercise the authority of the Board of Directors, except that no such committee shall have any power denied to the Executive Committee.

The Board of Directors may also, by resolution adopted by a majority of the directors then in office, designate one or more advisory committees, with each committee consisting of two (2) or more persons who may or may not be directors of the Corporation. Such advisory committees may be empowered to provide advice and counsel concerning the business, policies, affairs, and governance of the Corporation, and shall consist of such persons and shall meet for such purposes and at such dates, times, and places as may be designated by the Board of Directors.

Section 15. Committee Actions. So far as applicable, the provisions of this Article IV relating to meetings, notice and waiver of notice of meetings, and quorum and voting requirements of the Board of Directors shall apply to any and all committees created by the Board of Directors and the members of such committees.

ARTICLE V

OFFICERS

Section 1. General. The Corporation shall have a Chairperson of the Board, a President, and a Secretary, and may have a Treasurer, one or more Vice Presidents, and such other officers as may from time to time be deemed advisable by the Board of Directors, all of whom shall be appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Any officer may be, but is not required to be, a director of the Corporation. Each officer shall have the authority to perform the duties set forth in these By-Laws or, to the extent consistent with these By-Laws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

Section 2. Resignation. Any officer may resign at any time by delivering notice to the President of the Corporation, the Secretary of the Corporation, or the Chairperson of the Board of Directors. Such resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

Section 3. Removal. Any officer may be removed by the Board of Directors at any time with or without cause, and any officer(s), if appointed by another officer, may likewise be removed by such officer, but such removal shall not affect the contract rights, if any, of the person so removed. Appointment of an officer shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in office for any reason may at any time be filled for the unexpired portion of the term by the majority vote of the Board of Directors.

Section 5. Fidelity Bond and Salaries. The Board of Directors may require any officer, employee, or agent of the Corporation to give security for or to execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of the officer, employee, or agent's duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into the officer, employee, or agent's hands. The Board of Directors may authorize a salary to be paid to individual officers. Any contract of employment with such officer which has been authorized by the Board may provide for tenure and set salaries, among other provisions, that are not inconsistent with the provisions of the Charter, these By-Laws or applicable law.

Section 6. Reliance Upon Information, Opinions, Reports, or Statements. To the full extent allowed by law, an officer of the Corporation shall, in the performance of the officer's duties, be protected in relying in good faith upon information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by, (i) one (1) or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or (ii) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

Section 7. Chair of the Board. The Board of Directors of the Corporation shall elect a Chair of the Board for such term as the Board of Directors shall determine. The Chair of the Board shall exercise such powers and carry out such responsibilities as may be granted or authorized by the Board of Directors. The Chair of the Board shall see that all orders and resolutions of the Board of Directors are carried into effect, and when present, shall preside at all meetings by the Board of Directors.

Section 8. Vice Chair. The Board of Directors of the Corporation shall elect a Vice Chair of the Board immediately after a Chair is elected for such term as the Board of Directors shall determine. The Vice Chair of the Board shall act in the role of Chair during the absence or disability of the Chair, or until such time as a chair is elected when a vacancy exists in the chair position. When so acting as the Chair, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Chair. Unless a Vice Chair is elected Chair when there is a vacancy in the Chair position, the Vice Chair shall finish the remainder of the Vice Chair's term once a Chair is elected. In the absence of the Chair and the Vice Chair at any meeting, the other members of the Board of Directors may designate one (1) of their members to preside.

Section 9. President. The President shall be the chief executive officer of the Corporation. The President shall exercise general supervision over the management of the business and affairs of the Corporation and shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.

Section 10. Vice President. With approval from the Board of Directors or, in the absence of the President or in the event of the President's inability or refusal to act, the Vice President, or in the event there be more than one Vice President, the Vice President having served in that role the longest, may perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall perform such other duties and have such other powers as the Board of Directors, or the President may from time to time prescribe.

Section 11. Secretary. The Secretary shall, when possible, attend all meetings of the Board of Directors, and shall record or supervise the recording of all the proceedings of the Board of Directors, and the Executive Committee, if any, in a book to be kept for that purpose, which is to be the property of the Corporation, and shall perform like duties for committees of the Board of Directors when required. Except as otherwise provided in these By-Laws, the Secretary shall give, or cause to be given, pursuant to the provision of these By-laws, notice of all meetings of the Board of Directors. The Secretary shall make certificates that the notice required by these By-Laws and the Tennessee Non-profit Corporation Act, as amended, for such meetings has been given, and shall file such certificates with the minutes of such meetings.

The Secretary shall also perform such other duties as are generally performed by a secretary of a corporation and such duties as may be prescribed by the Board of Directors or the Chairperson of the Board.

Section 12. Director of Human Resources. The President of the Corporation shall have the authority to hire a Director of Human Resources. In coordination with the President, the Director of Human Resources shall oversee and manage human resource services, policies,

and programs for the Corporation. The Director of Human Resources may not be terminated by the President unless the President first receives approval from the Board of Directors, which shall be indicated through a majority vote of the Board of Directors.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VII

CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended by the Board of Directors, upon the affirmative vote of a majority of the directors in office at the time the amendment is adopted.

ARTICLE IX

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

Section 1. General. The Corporation shall have the power to indemnify any person authorized by the Tennessee Nonprofit Corporation Act, as the same may be amended from time to time, in the manner prescribed therein, to the full extent allowed thereby.

Section 2. Indemnification Not Exclusive. To the extent permitted by the Tennessee Nonprofit Corporation Act, as amended, the rights of indemnification provided in this Article IX shall be in addition to any rights to which any such director, officer, employee, or other person may otherwise be entitled by contract or as a matter of law.

Section 3. Insurance. The Corporation shall have the power by action of the Board of Directors to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of the director's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE X

CORPORATION RECORDS

The Corporation shall keep, as permanent records, minutes of all meetings of the Board of Directors, a record of all actions taken or recommendations made by any committee of the Board, and all votes on matters presented to the insured organizations. The Corporation also shall maintain appropriate accounting records.

The Corporation shall keep a copy of the following records at its principal office: (i) the Charter, or Restated Charter, if any, and all amendments currently in effect; (ii) these By-Laws; (iii) a list of the names and business or home addresses of its current directors and officers; and (iv) its most recent annual report delivered to the Secretary of State.

ARTICLE XI

INVALIDITY

In the event any provision of these By-Laws is found invalid under the laws of the State of Tennessee or other competent jurisdiction, the invalid provision or provisions shall be deemed to be altered in such manner as is necessary to conform to the prevailing law. Notwithstanding such alterations as may be necessary, all other provisions of these By-Laws shall remain in effect as written.